

# Transformation Programme Committee

## Terms of Reference

### March 2024

#### Purpose

A time-limited Transformation Programme Committee is being established, comprising of Trustees and members of the Senior Leadership Team, to oversee the effective management and operationalisation of Cycling UK's new five-year strategy. The committee will maintain oversight and reporting of the delivery of the workstreams and activities underpinning the transformation programme and related budgets. Initially this new strategy will focus on building firm foundations to:

- Secure our credibility as the UK's charity for cycling.
- Develop stable sources of income.
- Gradually shift our focus over the next 5 years to build collaborations and our influence to start working on the longer-term objectives of the strategy.

The Transformation Programme Committee will oversee six critical workstreams essential for the success of the new strategic phase. The workstreams will include:

- Cultural change
- Organisational design
- Systems & ways of working
- Marcomms and engagement
- Income alignment and prioritisation
- Strategy outputs / Business planning

#### Authority

The committee is appointed by, and responsible to Cycling UK's Board. Its decisions are subject to the Board's approval, except where it is specifically given delegated authority. The committee will produce a written report on its work and recommendations to every Board meeting and escalate urgent issues to Trustees between meetings where appropriate.

#### Responsibilities

1. Oversight of workstreams:
  - a. Receive and evaluate overall programme reporting to monitor the progress of the Transformation workstreams, ensuring alignment with Cycling UK's overall strategy.
  - b. Conduct in-depth analyses and updates on project workstreams as required, ensuring thorough understanding and oversight.

2. Agree approaches to engage with internal and external stakeholders to gather feedback and insights related to the Transformation programme, ensuring that all voices are heard and addressed.
3. Oversee the allocation of resources to each workstream.
4. Risk management:
  - a. Maintain, update, and review the Transformation risk register to identify potential risks associated with the Transformation programme.
  - b. Propose mitigation strategies to address identified risks.
5. Periodically review the objectives of the Transformation programme, making recommendations for adjustments as necessary.

## Membership of the Transformation Programme Committee

1. **Composition:**
  - a. The committee will consist of four trustees appointed by the Board. The committee, with the Board's approval, may also choose to appoint an Independent non-director member. The quorum is three.
  - b. The Chair of the Transformation Programme Committee will be appointed by the Board from among the members of the Committee. In the absence of the committee chair, the remaining members present must elect one of themselves to chair the meeting.
  - c. SLT and other staff members may be invited to attend all or specific items of the meeting, as and when appropriate and necessary.
2. **Roles:**
  - **Trustees:** Four Trustees (one of which to be appointed Chair of the committee), one from each existing committee (Audit and Governance, Finance and Performance and People and Culture) will provide governance oversight and ensure alignment with Cycling UK's objectives.
  - **Independent non-director member:** A voluntary and external expert role to provide unbiased insights, recommendations, and expertise to guide the committee's decisions and oversee the implementation and delivery of the transformation programme. The independent non director member will hold the same voting rights as trustees. The role may also be referred to as 'Independent Advisor'.
  - **Senior Leadership Team (SLT):** Representatives from the SLT to provide strategic direction and operational insights.
  - **Transformation lead and/or Transformation programme manager:** Responsible for overall management, coordination, and reporting of the programme.
  - **Project Workstream Leads:** Leads from each of the six Transformation workstreams to provide updates, insights, and recommendations related to their respective areas (as required).

- Corporate governance officer: The Corporate governance officer will attend to record minutes and actions and support the Transformation programme manager to ensure the smooth functioning of the committee.
3. **Tenure:** Given the time-limited nature of this committee, members will serve for the duration of the Transformation programme or until the objectives of the Committee are met. It is expected that the committee will convene until the end of financial year 2025, although an exact duration remains uncertain. This may be extended at the discretion of the Board, up to a maximum of six years. Reappointment of an Independent non-director member to be reviewed on an annual basis, with a maximum term of nine years.

### Meeting Management

- **Frequency:** The Transformation Programme Committee will meet at least quarterly. Additional meetings may be scheduled in exceptional circumstances with agreement from the committee.
- **Venue:** It is expected that the committee will meet virtually by video conference, however it may be necessary to meet in person on occasion with agreement of the committee members.
- **Preparation:** Meeting agendas and relevant papers will be circulated to members at least five days before the meeting.
- **Minutes and Papers:** Minutes of each meeting will be maintained and circulated to all Committee members and relevant stakeholders by the Corporate governance officer.
- **Decision-making:** Decisions shall be made based on a majority vote by the trustees, with the chairperson having a casting vote in case of a tie.

*Approved by the Board  
XX March 2024*