

Present:

Board Members

Janet Atherton (chair)

Paul Baker

John Jackson

Nadia Kerr (virtually)

Mark Smith

Robin Tucker

Andy McNae

Melanie Carroll

Robin Grant

Staff

Sarah Mitchell

Phil Hall

James Scott

Katie Legg (virtually)

Sarah McMonagle

Ruth Mendes Toledo (mins)

Observer

Richard May (observer)

1. Chair introduction

JA welcomed attendees to the meeting and welcomed RM as an observer.

2. Apologies for absence

Apologies had been received from Christine Gibbons and Chris Marsh.

3. Declaration of Conflicts of Interest

AM and NK declared an interest in item 11. RM declared an interest in item 13.

4. Notification of Any Other Business

None.

5. Minutes of 19 October Meeting

Paper 5.0: Minutes of 19 October Board Meeting

Trustees noted the minutes. There were no comments.

Paper 5.1: Minutes of Board Strategy Session 19 October

Trustees noted the minutes. There were no comments.

Paper 5.2: Action log

It was noted the completion date for AP4 under 'Strategy session' needed to be changed to January 2024.

6. Matters Arising from the previous meeting not covered on the agenda

None.

7. CEO Report

Paper 7.0: CEO update

Paper 7.1: CEO report

SMi provided an update on recent organisational changes and highlighted their impact on workload and successes in external engagements. A discussion was held regarding staff development, with commitments to enhance training opportunities and better align initiatives with staff expectations.

8. Strategy overview

Paper 8.0 – Strategy overview

SMi provided an update on the organisational strategy and highlighted progress on strategic objectives and the pending completion of the theory of change, supported by extensive consultations. SMC outlined plans for external communications and the launch event during Bike Week.

9. Strategy launch forward look

Paper 9.0 – Strategy forward look – member comms plan

SMC introduced the Member Marketing Communications Plan, designed to reassure and engage members by highlighting the strategy's benefits while retaining a focus on governance and organisational heritage. Discussions emphasised the importance of clear messaging, integrating ongoing successes into the strategy's communication, and leveraging diverse channels alongside the magazine to reach and reassure members effectively.

10. Financial and commercial planning

Paper 10.0: 2024-29 Commercial strategy

HF outlined the strategic direction for membership products, focusing on new product development and proposing a price increase across all membership categories to support growth. Trustees recommended proceeding with the second pricing option and simplifying the pricing structure for clarity.

Trustees **agreed** with the proposal.

Paper 10.2: 2024/25 Budget and Business Plan overview

PH presented the paper and clarified that the draft business plan focused on strategic priorities for the year. Trustees emphasised the importance of communicating both ongoing and new initiatives externally. SMC reported on forthcoming leadership appointments and a shift toward proactive campaigning, while addressing concerns about the visibility of off-road cycling projects and planning to incorporate off-road initiatives into broader advocacy efforts.

AM left the meeting.

PH summarised the financial outlook and highlighted progress with reforms and the alignment of the budget with the organisational strategy. The Finance and Performance committee supported a cautious approach to reserves. RG suggested more detailed budget information be provided in future reviews.

Trustees **agreed** with the proposed approach for pay rise.

Trustees **approved** the proposed budget.

Trustees **agreed** the Business Plan in principle.

11. 2024 Governance planning

Paper 11.0: 2024 trustee elections

PH provided an overview of the upcoming trustee elections and related planning. PH highlighted the importance of succession planning, including a co-opted person to fill key chair positions by 2025. JA confirmed that the Nominations Committee had discussed the necessary skills for candidates, with an emphasis on diversity, and trustees were encouraged to use their networks to identify diverse individuals to address underrepresentation and ensure effective board composition.

Trustees **approved** the list of skills/experience.

Trustees noted potential succession planning scenarios.

Trustees **agreed** to commence an open recruitment for Chair.

Paper 11.1: Trustee conflicts of interest

NK left the meeting for this item.

PH discussed potential conflicts of interest with AM's parliamentary candidacy and NK's role at Fletchers. AM planned to take a sabbatical from his trustee duties during the election, and legal advice confirmed no mandatory suspension was required if elected. NK's involvement was under review, pending disclosure of any ownership in Fletcher's for compliance.

Trustees **agreed** for AM to continue as a director and take a sabbatical from activities. Trustees **agreed** with AM standing for trustee elections in principle. Trustees delegated to Nominations Committee to decide once more information on timings was available.

Trustees **agreed** to delegate to Nominations Committee for a decision on NK's case once more information was available.

Paper 11.2: AGM motions and election planning

Paper 11.3: Draft amendments to Articles of Association

PH summarised proposed motions, including membership fee voting rights, board composition changes (a minimum of 8 elected and up to 4 co-opted members), and adjustments to co-opted trustee terms (up to 3 years and a maximum of 3 terms). Legal advice supported the amendments, which would also update language for consistency with company law.

Trustees **agreed** to retain an amended 17.1.1 to enable the Board to appoint to 'interim' or 'casual' vacancies in the event of a lack of trustees or quorum.

Trustees **agreed** with the proposed motions. Trustees noted the need to put a strong case forward with evidence as to why the changes were necessary.

Trustees **agreed** to group the resolutions per theme, subject to advice from lawyers.

12. Finance update

Paper 12.0: Finance update

Paper 12.1: Management accounts

PH highlighted the upcoming audit and noted the timetable. PH informed the Board that the former head of finance would return on a part-time basis to manage the audit. PH also noted the final closure following wind up of the holidays and tours company, which had been discussed by the Finance and Performance committee.

Trustees noted the summary and January management accounts.

13. Appointment of co-opted trustee

RM left the meeting for this item.

Paper 13.0 – Co-opted trustee appointment

JA informed the Board of the Nominations Committee's plan to strengthen the Audit and Governance Committee following the departure of trustee Ben Packer. JA summarised RM's interview and his strong commitment to Cycling UK.

Trustees **agreed** to appoint RM as a co-opted trustee for a period of one year.

RM returned to the meeting.

14. Committee Reports

Paper 14.0: Transformation Programme Committee minutes 13 February

PB commended the work completed by teams and highlighted staff morale as an ongoing concern as shown by the pulse survey results.

Paper 14.1: Audit & Governance Committee minutes 19 February

NK noted that the committee reviewed the risk register, discussed Guildford estate options, approved the non-party campaigner code of practice, and addressed trustee quorum by redrafting the terms of reference to allow two trustees to constitute a quorum.

Paper 14.2: People & Culture Committee minutes 21 February

Trustees noted the minutes. There were no comments.

Paper 14.3: Finance & Performance Committee draft minutes 05 March

MS noted that a suggestion had been made to extend committee membership terms for up to nine years, in line with the trustee appointment term.

Paper 14.4: Nominations Committee draft minutes 08 March

Trustees noted the minutes. There were no comments.

15. AOB

Trustees discussed the balance between in-person and virtual meetings. Trustees agreed on the importance of in-person meetings for building rapport and enhancing board dynamics.

Trustees **agreed** for Board meetings to take place in person, with a hybrid option.

Trustees **agreed** for NK to take the role of Chair of the Audit & Governance Committee.