

**Present:**

**Board Members**

Paul Baker (PB - Chair)  
Christine Gibbons (CB - Virtual)  
John Jackson (JJ - Virtual)  
Mark Smith (MS)  
Melanie Carroll (MC)  
Nadia Kerr (NC)  
Richard May (RM)  
Robin Grant (RG)  
Robin Tucker (RT)

Claire Wills (Saffery LLP) (item 4)

**Staff**

Sarah Mitchell (SMi)  
Corra Boushel (CB)  
Jenny Box (JB)  
Kaite Legg (KL)  
Phil Hall (PH)  
Sarah McMonagle (SMc)  
Hannah Foster (HF – item 14)  
Rutger Clarke (RC - mins)  
Jenny Jackson (JJ – item 18)  
Emma Morris (EM – item 18)

**Apologies**

Andy MacNae  
Janet Atherton  
Chris Marsh  
James Scott

**1. Chair introduction**

The Chair welcomed attendees to the meeting.

**2. Apologies for Absence**

Apologies were received from AM, JC, CM and JS.

The Board acknowledged JA's contributions and accepted her resignation due to ill health, as well as AM's resignation following his election to parliament.

**3. Declaration of Conflicts of Interest**

NK declared a conflict of interest on paper 13.0. PB was appointed Acting Chair. It was noted that the trustee election arrangements would be determined at the upcoming Nominations Committee meeting.

**4. Approval of the 2023/24 Annual Report and Accounts**

*Paper 4.0 Annual Report and Accounts*

*CW joined the meeting*

PH presented the paper and confirmed the approval process of the accounts. PH informed the Board of a surplus, ongoing process improvements. CW commended internal controls and highlighted minor audit issues and SORP updates.

The accounts were **approved**.

*All Cycling UK staff left the meeting for the in-camera session.*

**4.1 In-camera session**

Confidential item not minuted.

**5. Notification of Any Other Business**

*Cycling UK staff rejoined the meeting.*  
No other business raised.

**6. Minutes of 20 March 2024 Meeting**

The minutes were approved as an accurate record of the meeting

**7. Matters Arising from the previous meeting not covered on the agenda**

None.

**8. Reports**

*Paper 8.0: CEO report*

*Paper 8.1: CEO update*

SMi reported on strategy implementation and noted the general election, AGM, staff engagement, and Scottish funding updates. SMi noted efforts underway to improve contract management, recruitment, and communication. SMi highlighted positive impacts in external affairs and commercial teams, while shared insights on IT challenges, membership trends, and outcomes of supporter actions.

*Paper 8.2: Strategy performance review*

*Paper 8.3: Board KPI review*

*CB joined the meeting.*

CB presented the report and prompted discussions on media reach metrics, strategic targets, and data presentation. Discrepancies were clarified, and RG suggested improved visuals and population surveys. SMi emphasised clear objectives, and CB confirmed KPIs are under review. PB assured ongoing refinement by the F&P Committee.

**9. First 100 days – influencing the new Labour government**

*Paper 9.0 - first 100 days – influencing the new Labour government*

SMc provided an update on advocacy efforts, including ministerial meetings, influencing the autumn spending review, and strengthening ties with WACA. RG raised concerns about off-road cycling being underrepresented, and SMc clarified that the report provided a high-level overview, and that off-road cycling was one of many topics the team would be discussing with ministers. SMi reminded trustees that reports focus on strategic objectives and encouraged pre-meeting discussions for more detailed concerns.

**10. Due Diligence – know your donor policy**

*Paper 10.0: Due diligence policy review*

*Paper 10.1: Annex: Due diligence policy*

*JJ left the meeting to take a scheduled call.*

KL provided an update on the due diligence policy and noted its implementation over the past 15 months, with a focus on sensitive areas like gambling and high-risk partnerships. KL explained that the policy now requires trustee review for donations or partnerships over £500k. PB inquired about the review frequency, and SMi confirmed it would follow the standard three-year cycle. RT stressed the importance of presenting material cases to the Board for robust decision-making.

The Board **approved** the policy.

#### **11. Cycling UK culture transformation**

*Paper 11.0: Culture change workstream update*

PH updated the Board on the cultural development work and highlighted the use of various tools to assess the organisational culture, including staff surveys and workshops. Key findings showed a need for improvement in teamwork, staff growth opportunities, and embedding member needs. PH outlined next steps, including further staff engagement and the development of new values aligned with the strategy, aiming for completion by year-end. Trustees commended the progress and PB noted improved staff stability following the organisational re-design.

#### **12. Charity Commission – election guidance wash-up**

*Paper 12.0: Election guidance wash up*

*JJ returned to the meeting*

PH presented a paper outlining a process for handling complaints and regulatory issues. The process includes trustee involvement in handling specific issues, with feedback captured through relevant committees. NK supported the proposal, and MS queried trustee involvement. PH clarified that trustees would be informed and could object or engage. RG suggested that non-responses be considered as assent, which PH agreed with. The Board **approved** the process with RG's amendment.

#### **13. Conflicts of interest**

*NK left the meeting for this item.*

*Paper 13.0: Conflicts of interest*

*Minutes saved under separate cover*

*NK returned to the meeting.*

#### **14. AGM preparation**

*Paper 14.0: AGM update*

*Paper 14.1: Ballot paper*

*Paper 14.2 Booklet*

*HF joined the meeting.*

PH outlined technical changes for the AGM and HF presented the member communications strategy, including immediate messaging, magazine distribution, and the 'Meet the Trustees' event in September. HF explained that the event would feature one-on-one conversations and a Q&A for member engagement. SMi added that staff would monitor forum discussions and promote voting, with positive messaging prepared for social media. JJ inquired about communications for group secretaries and chairs, and HF confirmed tailored messages for active members in those roles.

*HF left the meeting.*

#### **15. Finance update**

*Paper 15.0: Finance Update*

*Paper 15.1: Management accounts*

*Paper 15.2: Planning update*

PH provided an update and noted progress in treasury management and a productive discussion on the ethical investment policy at the F&P meeting. PH explained that the policy will be refined and presented for final approval in the autumn. PH reported a positive Q1 financial position and outlined several changes in financial planning, including confirmed funding and adjustments in expenditure.

## **16. Trustee appointments**

### *Paper 16.0: Trustee appointments*

The Board accepted the resignations of AM and JA, with CM potentially stepping back. RT will temporarily join the Finance & Performance Committee, and RM will join the Nominations Committee. The committee approved PB as Acting Chair of the Board, JJ as Acting Vice Chair, RT as temporary Finance and Performance Committee member, RM as a temporary Nominations Committee member, MS as Finance and Performance Committee chair, and Fiona Abbott as an interim trustee. The Board noted the challenges in trustee capacity and acknowledged that some decisions may require further discussion.

## **17. Committee Reports**

### *Paper 17.3: Audit & Governance minutes 27 June*

### *Paper 17.5 A&G / F&P Joint minutes 11 July*

NK summarised A&G discussions, including the 'Know Your Donor' work and the Charity Commission update. RT added that the A&G/F&P joint committee focused primarily on the accounts.

### *Paper 17.0: Nominations minutes 30 April*

PB highlighted that the main discussion focused on trustee elections, with questions around ensuring diversity and trustee development. PB committed to handling chair one-to-ones. SMi suggested trustees share any pending issues with JA with PB.

### *Paper 17.1: Transformation Programme minutes 11 June*

PB noted the ongoing success of the Transformation Programme. RT and MS expressed a desire for more engaging discussions on relevant transformation topics, drawing from their own experience.

### *Paper 17.2: People & Culture minutes 19 June*

PB highlighted key topics including staff cost-of-living allowance, recruitment, and concerns about morale and pulse survey response rates. PH noted improved engagement in the latest survey, likely due to improved comms. JJ requested the dashboard be updated with respondent numbers to ensure the Board could assess engagement levels and result representativeness.

### *Paper 17.4: Finance & Performance minutes 03 July*

MS provided an update, including legacy fundraising challenges, audience research, ethical investments, insurance, and gift aid complexities and risks.

## **18. Fundraising workshop pre-brief**

*MS left the meeting. JJ and EM joined the meeting.*

JJ provided a pre-brief ahead of the workshop for trustees in October. JJ explained that the workshop is to better equip trustees for fundraising discussions and added that the workshop will focus on major donor and legacy giving.

**19.AOB**  
None