



**MINUTES OF THE AUDAX UK BOARD MEETING
HELD AT THE IBIS HOTEL, BIRMINGHAM
on 11 July 2018 STARTING AT 09:00.**

Directors Present

Chris Crossland	("CC")	Chair
Nigel Armstrong	("NA")	Finance Director
Caroline Fenton	(CF)	Membership Secretary
Peter Lewis	("PL")	Event Services Director
Rob McIvor	("RM")	Communications Director
John Sabine	("JS")	Non-Executive Director
John Ward	("JW")	Permanent Events Secretary

In Attendance

Richard Jennings	("RJ")	IT Refresh Manager
Miranda Smith	("MS")	Web Content Editor

Directors' Apologies for Absence

Graeme Provan	("GP")	General Secretary
Martin Foley	("MF")	Calendar Events Secretary

1. Opening

The Chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairman declared the meeting open.

2. Declarations of interest

None to add.

3. Minutes of previous meetings

Board Meeting No. 1 – 11 April 2018

Approved.

Board Meeting No. 2 - 11 April 2018

Approved.

Teleconferenced Board Meeting - 4 June 2018

Approved.

4. Matters arising from minutes of previous meetings

4.1 NGB Status

GP and CC had drafted the pre-application form for National Governing Body Status, giving prominence to the international sanction derived from Audax Club

Parisien for Audax UK to be the sole body dedicated to regulating randonneur cycling in the UK. A copy of the agreement would accompany the form as evidence.

It was agreed that the completed form should give more statistical information about events regulated by AUK including, but not limited to the total number of riders taking part and the total number of rides validated. It should also be noted that events are open to all cyclists.

It was agreed that this could be submitted with such information included, and when typos and formatting had been corrected.

ACTION: GP and CC

4.2 **GDPR**

CC noted that the documents drawn up and presented today for approval were voluminous and represented a large body of work for which he thanked those responsible, most notably GP, PL, and MF..

While the Board was minded to accept the new Data Protection Policy at this point, later discussion in subsequent agenda items did bring to light some unresolved issues.

4.3 **Director and other appointments**

Rob McIvor had been appointed Communications Director and was welcomed formally to the Board.

No appointment to the vacant non-executive director post had been made because the only candidate already held a senior post in AUK administration and it was felt that he was too fully involved to hold a non-executive post. CC noted that he would have preferred to know this before he had set off the application and selection process in order to be fair to applicants.

4.4 **Change to registered office**

It was understood that the change to Unit 6, Whitelands, Terling Road, Hatfield Peverel, Essex CM3 2AG had been effected. All official papers should be amended to bear the new address.

5. **Business**

5.1 **Approval of Privacy Policy**

The Board was minded to accept the Privacy Policy, which seemed to cover all the necessary matters. It was noted that in Section 8, the record of completion of events is considered a matter of sporting record and not personal information.

5.2 Data Protection Policy

The Board was minded to accept the Data Protection Policy, which seemed to cover all the necessary matters. However it was noted that Section 14.4.1 said *"Examples of information unlikely to constitute personal data:*

14.4.1 Reference to the individual's name in a document that contains no other personal data about that them (e.g. including the individual in a list of riders who complete an event)"

did not appear to be wholly consistent with the provisions of the Privacy Policy.

This was the only matter to be cleared up prior to acceptance of both policies.

ACTION: GP, PL, and MF to review and report back to next meeting.

5.3 Management Accounts

The Management Accounts contained in the Finance Director's Report were noted.

Efforts had been made to change the signatories to our bank accounts with Lloyds Bank but appeared to be unsuccessful. The system for doing this seems to be designed to fail, and it might be necessary for the Chair and Finance Director to attend the Lloyds Bank branch in York to resolve the matter. There were also problems with the signatory for the paypal account.

5.4 Honoraria

The Board considered the report and recommendations submitted by the Chair. JS apologised for his apparent non-participation in the process but noted that he thought he had commented. In any case, he was in agreement with the recommendations to make a flat rate increase of £50 per annum for all individual posts with pro rata for shared posts. As recommended in the report, he had discussed the Chair's honorarium with the Finance Director without the Chair's participation, and they had agreed that the Chair should receive an additional £50 per annum.

5.5 Self-validation for events over 200km.

A member/event organiser had asked the Board to consider whether it would allow organiser self-validation for events in excess of the current maximum distance of 200 km., and in particular for a prospective 300 km. event he was organising.

In considering this request the Board asserted its role in the regulation and validation of randonneur BR and BRM events, with national responsibility for BRM

events and a need to maintain the compatibility of BR with BRM events. On principle it would be happy to allow differences in how validation is effected between BP and BR events, but the 200 km. maximum distance for organiser self-validation of BR events grew out of the need to reduce the validators' workload as the number of events grew. The distinction thus created between the BR and BRM events was one of pragmatism rather than principle, which the Board felt was now something that could not reasonably be reversed. In principle, allowing organiser self-validation for events of 300 km. was not something that could reasonably be stretched further, and it was agreed to retain the current 200 km. maximum for organiser self-validation.

ACTION: RM to draft a response to the member concerned.

5.6 IT Update

RJ and MS and joined the meeting.

RJ outlined various issues in the System Refresh Project Board update. The first and main phase was now almost complete with about 10% of content remaining to compile. The significant cost overrun was mainly to do with the interfacing between the new site and existing databases. Despite the initial scale of analysis of aukweb, their scale and complexity had provided surprises throughout development. Some interactions with the supplier had been less efficient than hoped for, and labour costs higher than developers from abroad would have been. The possibilities of doing it differently had been considered but it was concluded that moving to a different supplier would have racked up different additional costs that would have made the move no cheaper. Overall, RJ would recommend continuing to work with Control F1 for the next phases of the project.

He noted that Systems Delegate Francis Cooke had offered to rebuild an important events database so that it would interface better with the new site. The Board was very happy to accept the offer.

JS noted that there had been an initial upper cost estimate of £150k for the whole project. Phase 1 had itself cost in excess of £90k, and there were now current estimates for Phases 2 & 3 of £150k and £100k respectively. He wondered if there was likely to be further cost inflation. RJ noted that these estimates had been drawn up by Control F1 and took into account the possibility of complexities similar to those faced in Phase 1. In his opinion, it was unlikely that similar complexities would be found, as they did not rely on the aukweb databases, and he was confident that the eventual costs would be lower than the estimates.

RM asked if there were any proposed developments in Phases 2 & 3 that could be phased in over a longer time scale. RJ responded that member wishes should be taken into account when the Board decided such matters. With Phase 2 concerning membership and an associated e-shop, it might be possible to limit the role of the e-shop. However, this would only provide limited savings and it was felt that the e-shop was crucial for membership processing.

Phase 3 was intended to include DIY and DIYxGPS events. The full extent of this could be delayed to reduce costs but would still need to be placed in the development at some point. It was not clear how much saving could be made with such a delay.

Given the doubts about further development, it was agreed that a group consisting of RJ, MS, MF (Calendar Events and DIYxGPS), CF (Membership), Allan Taylor (Badge and Medal Shop), and relevant IT delegates should meet to consider the requirements for Phases 2 & 3 and make recommendations on scope and phasing.

Control F1's proposed support contract was considered.

- 5.6.1 NA suggested that advance payments should be payable only one month in advance and not six months as suggested.
- 5.6.2 NA noted that the term "force majeure" used in the contract was not used in the correct legal sense, and its use should be amended.
- 5.6.3 Support would only be required from 9 am to 5 pm, Monday - Friday. Out of hours and weekend support would only be required in exceptional circumstances.
- 5.6.4 The Board would like to have the advice of the General Secretary concerning the proposed contract

ACTION: GP to consider the contract and advise RJ accordingly, and both to consider how to deal with Control F1 on the matter.

5.7 IT Refresh Manager

CC outlined the wish of IT Refresh Project Manager RJ to step down from the project, as previously mentioned at the Board's recent teleconference meeting. RJ would like to step down in February 2019, by which time he hoped that Phase 2 of the project would be complete. RJ had recommended that MS should be appointed as Project Manager in his place. CC noted that we had got minimal lasting interest from our adverts for an IT Director and believed that advertisements for this post would bring a similar lack of suitable response. He believed that promotion from within the project like this was a way of ensuring continuity and allowing the project to continue without delay. After discussion it was agreed to appoint MS as joint project manager with RJ, and to succeed him on his withdrawal.

There were three conditions for this:

- 5.7.1 The now vacant post of Web Content Delegate to be advertised.
ACTION: RJ and MS to advise CC of the content needed for the advert.
- 5.7.2 Monthly Project Board meetings to take place to oversee the project.
- 5.7.3 This would be a joint appointment with RJ until the next phase of the project was agreed, or February 2019, whichever came sooner. Subject to his wish to withdraw completely by February 2019, he would remain available until then for technical advice along with the other member advisors to the Project Board.

5.8 **New Website Preview**

MS previewed several pages and aspects of the proposed new website designed to appeal to the new, prospective member as well as the experienced one and most in between. She would be providing Board members with appropriate links so that they would be able to provide any necessary alterations.

It was intended that after receiving feedback from the Board, there would be a gradual roll-out to some members and certain sections of the membership for testing prior to switching across to the audax.uk domain for general roll-out. It was noted that delegates would be a good group to test with, also maybe a small group of the most recently enrolled members, and also members who had recently expressed interest in the details of the website or asked pertinent questions about it.

6. **Reports**

6.1 **Chair**

6.1.1 **Updating Aukweb**

CC's report on this requested Board members to refrain from making any major revisions to aukweb, i.e. the current website, and to keep minor revisions to a minimum. The process of synchronising the new website with aukweb had recently been made quite difficult with some revisions that had been made. In any case, any revisions at all to aukweb should be reported to the Web Content Delegate so that they can be mirrored in the new website.

6.1.2 **Director Time and Workload**

CC noted that one director had recently expressed doubts about being able to perform his director duties because of the length and complexity of correspondence from members. CC understood that another director was approaching a similar position and that his own correspondence had sometimes been excessive. He asked that any directors experiencing any difficulties at all should contact him to discuss. JS queried whether this was in fact a symptom of the growing need to employ paid staff to deal with enquiries and the like that we had identified as a consequence of a growing organisation. CC agreed that this was likely to be a component of the problem.

6.2 **General Secretary**

6.2.1 **Insurance**

- 6.2.1.1 GP had supplied our broker with information he had requested, and was awaiting a quote for insurance which is up for renewal at the start of July.
- 6.2.1.2 GP had continued to liaise with our insurers in respect of claims arising from an event last year.
- 6.2.1.3 GP had been working with LEL Ltd. to explore the possibility of appropriate insurance arrangements being made for overseas riders on AUK-regulated events.

6.2.2 Governance

The recent changes of directors have been filed at Companies House.

6.2.3 GDPR

GP, PL, CF, and MF had been involved in compiling a revised Privacy Policy and a draft data policy, which had been considered earlier in this meeting.

6.2.4 National Governing Body Application

This had been passed to CC for his input, and a revised version considered earlier in this meeting.

6.3 Finance Director

NA referred to his report.

Over the time his firm had been conducting AUK's accounts using Sage accounting software, it had been possible to develop reports in great detail, and use the historical information to develop a multi-layered spreadsheet to forecast how AUK accounts would be affected in the future by decisions made today. Predictions made for recent times, seemed to show a good level of correspondence with what actually happened so he felt that there was now a good degree of accuracy in the forecasting.

Estimates of Audax UK's future financial status made earlier this year using this spreadsheet and the original Control F1 quote were optimistic. This was demonstrated in a base forecast version, drawn up a short while before the meeting. It outlined the projected financial position at the end of the current financial year.

However, the news of the estimates from Control F1 for Phases 2 and 3, as well as news of the costs of ongoing technical support produced different results. NA had spent some time before the meeting discussing this with RJ, and as a result he had revised his figures to include all these costs. A second version of the spreadsheet showed what would happen if phase 2 costs £150,000 over three months starting in January 2019, and then starting phase 3 in July costing £100,000 over two months with phase 4 to happen in 2019/2020, combined with no price increases to our members or organisers, or activity increases. The results show we would

need an overdraft of £7,687 and be insolvent by £56,129 by the end of next year. This was clearly an untenable situation.

A third version of the spreadsheet used the same Control F1 costs and period, ignored any volume increase in activity but had price increases that raised the costs of subscription by an extra £2 to members (except household & life members) and keeping the £5 new member levy – note that this doubles the temporary membership cost to £4. It also has a price increase to organisers of 20p for each Brevet Card & Validation. These amounts were selected at random and were only there to illustrate the point that such an increase would get rid of the overdraft and leave £36,666 in the bank by August 2018, and reduce the insolvency to a mere £12,918.

He concluded from this work that a price increase of some sort to members should be instigated from 1/9/2018. He also thought that an increase to the organisers would be justified. Alternative options would include delaying the phases, dragging them out and starting the phases later and or reducing the scope of the phases.

It was noted that there were provisions in the Articles of Association that enabled the Board to set the levels of member subscriptions, and provisions in the Regulations that allowed the subscriptions to be changed by a resolution of the AGM. It was clear that the Articles of Association outweighed the regulations in allowing the Board to set the level of subscriptions.

The Board remained keen to continue with the IT Refresh Project and saw little point in delaying it further as the risks associated with staying with aukweb were becoming greater as time went on. It was agreed that NA would put several different scenarios through his spreadsheets to discover the consequences of raising different charges by different rates in order to restore some financial equilibrium. A Teleconference meeting to discuss the matter would be held on Wednesday 29 August at 8.00 pm. In the meantime all directors should apply their minds to the problem so that firm proposals can be available for, and discussed at that meeting.

6.4 Calendar Events Secretary

No report.

6.5 Permanent Events Secretary

JW referred to his report.

6.5.1 Validation & Recording

In the first nine months (October to June) of the 2017/8 season

4,278 Perm events had been validated and recorded. 3,044 were DIY events. 317 ECEs had been recorded.

6.5.2 Super Randonnee 600km Permanent events

The first of these in the UK has now been completed, and homologated by ACP.

6.6 Events Services

6.6.1 Validation Statistics

Numbers of validations for March, April & May were down on last year, somewhat worryingly, by 12% compared to last year.

6.6.2 Validation Secretary

The appointment of Cathy Brown as Validation Secretary was approved.

6.6.3 Brevet Cards

An order for more (of the current design) had been submitted.

6.6.4 Perms by GPS

No further applications had been received from organisers.

6.6.5 AAA

6.6.5.1 Systems Issues

PL would like to see AAAAnalyser being made available on an AUK server, so that the AAA points determination of DIYs can be transferred to the DIY organisers. There is also an issue with the script that generates the 'AAA Roll of Honour' for Arrivée, but he had not been able to get to grips with the problem.

ACTION: CC to progress these issues with the aukweb systems team.

6.6.5.2 AAA Secretary

The current post holder would like to step down at the end of the current season.

ACTION: PL to advertise for a new AAA Secretary.

6.6.6 Workload

PL's employment situation had changed, leaving him less time for AUK matters. He was happy to continue with the Event Services brief, as Recorder, and easing the Validation Delegate transition but thought it best to step away from being Moderator of the AUK forum, and from the IT Project Board.

6.7 Membership

6.7.1 Membership Numbers

Membership stood at 7443 as of 01/07/18 compared to 7178 in the previous report. A significant number of these had taken advantage of the free half-year 's membership available to those joining from July onwards, but quite a few had joined in a short period before the offer opened. CF recommended that the Board should consider offering a half price membership deal from between July and September to the year end, and noted that the proposed “shop” functionality, should make this feasible.

6.7.2 Membership Accounts

Membership Income for the September 2017-June 2018 was £91,888, which shows a progressive increase over the same period in the last 4 years, and had broken the £90,000 barrier for the first time.

6.7.3 Club Listings

CF had liaised with Jean-Gualbert Faburel of ACP regarding UK club codes and now had an up to date list of them. She will update at season end, and then lock the list in preparation for next year's PBP qualifying events.

6.7.4 Stationery and Stickers

New car and bike stickers had finally arrived; stocks will be sent to the delegates, to the medals and badges delegate, and the balance held by Mike Wigley and CF. Samples were distributed to those present.

6.8 Communications

No report. RM would shortly be away for 6 weeks in the USA on a long-planned holiday and would take up duties on his return.

7. Meeting Dates

Wednesday 29 August 2018 - 8.00 pm
10 October 2018
9 January 2019
10 April 2019

AGM – 9 February 2019

8. Any other business

8.1 DIY by GPX event administration

JW noted the continuing popularity of the DiY by GPX Permanent events. He noted that the current organisers of these all operated different systems, which were incompatible with each other. This was likely to cause problems with continuity in the future as current organisers were replaced by new ones. He wondered whether it would be feasible to introduce a common operating system so that things could be easily passed on to newcomers. It was felt likely that such a move

might drive away some of the current organisers, to the detriment of members. JW agreed to consult with the current DIY organisers in order to determine their views on the matter.

8.2 Badges and Medals Report

8.2.1 The report from Allan Taylor was noted.

8.2.2 It was agreed that 50 AAA RRTY badges could be purchased at the quoted price.

8.2.3 With regard to the request to initiate a redesign of medals and badges for post-2019 season, it was agreed that in order to exercise some prudence in terms of expenditure, especially given matters discussed earlier, the Board would not adopt new designs from then.

8.2.4 The current arrangements for badge and medal supply include the Validation Secretary role holding a stock of distance badges and medals for supply to event organisers before and after events. It was proposed that this role should move to the badge and medal shop. This was agreed in principle. It was noted that the badge and medal shop role had been moved from Event Services to Communications because of interactions between it and the design role of the former Communications director, and might possibly move back to Event Services.

ACTION: PL and RM to review the position of the badge and medal shop role prior to implementation.

8.3 RRTY Delegate

CF reported that a suitable applicant had been found and an appointment made. Actually, several had been found, as nearly 20 people had shown interest in and/or applied for the post. It was noted that such a pool of volunteers might be a useful resource to target for any future vacancies

9. Arrivee deadlines

14/7

15/10

10. Closure

There being no further business, the Chairman declared the meeting closed at 4.40 pm.

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Chair

..... 2018

Addendum – Strategy Meeting

The late time of closure of the main meeting was noted. It was agreed to defer the Strategy business to the next meeting, although the following points were noted.

Regulations

There had been little time since the last meeting to discuss the further drafts submitted by PL. It was suggested that PL, CC, GP, and JS put some thought into this in time for the next meeting

Structure Working Group

Hopefully NA, GP, and JS would be able to give us their views at the next meeting on how duties can be reconfigured as we move towards employing staff.