MINUTES FOR THE AUK BOARD MEETING
HELD AT THE IBIS HOTEL, BIRMINGHAM
on 29 June 2016 STARTING AT 09:15.

PRESENT:

Chris Crossland ("CC") (Chairman)
John Ward ("JW")
Mike Wigley ("MW")
Martin Foley ("MF")
John Sabine ("JS")
Paul Salmons ("PS")
Chris Boulton ("CB")
Ged Lennox ("GL")
Graeme Provan ("GP")

IN ATTENDANCE:

Richard Jennings (part) ("RJ")

APOLOGIES

Peter Lewis

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.

3. Minutes of previous meetings

3.1 Teleconference – 10th February 2016

Approved.

3.2 Board Meeting – 23rd March 2016

JS reported that these minutes were still in draft form and would be circulated for approval as soon as they were ready.

4. Matters arising from minutes of previous meetings

4.1 Review of Incident Reports 2015

JS reported that the review was in draft form and would be circulated as soon as it was ready. He referred to his verbal report from the previous meeting and confirmed that 80 incidents had been reported last year. JS had considered if any changes were required to our generic risk assessment as a result of the reports and had concluded that none were necessary.

It was suggested that the reporting forms be re-titled as "Incident Reports" rather than "Accident Reports".

Action Point: GP to liaise with Peter Lewis

It was further suggested that reporting could be done online to speed up the time between an incident occurring and the report being submitted. This could form part of the brief for the new website.

It was generally agreed that the board had an absolute duty to monitor its health and safety procedures. It was resolved that in addition to ongoing reviews and assessments, the board would undertake an annual review at its meeting in March or thereabouts.

GP is to take on overall responsibility for health and safety matters. In particular he would look at adding some further structure to health and safety and risk assessment and would deal with and review any major incidents to assess if any changes were required.

Action Point: JS to finalise incident report and submit to Arrivee before the deadline.

The Chairman reported that unfortunately there had been a fatality on an event this year. Members of the board had been in contact with the deceased's family and various members of AUK had attended at the funeral. It was not appropriate to comment on the detail of the incident at this time while the outcome of any police investigation was still to be concluded and until the incident report was submitted.

The board formally recorded their sympathy to all those affected by this tragic occurrence.

Action Point: GP to chase incident report.

4.2 Complaint

JS reported that this was ongoing. He was in the process of drafting a response to one of the parties and would report to GP when the matter was concluded.

4.3 Proposed details of Reunion

GP reported on progress with ACB's arrangements for the reunion and referred the board to his report and to the items added to the board papers by CC. The venue and date were approved.

It was noted that the new arrangements meant that something would have to be arranged to replace the AGM. It was suggested that an open session be offered with attending members being invited to submit questions or comments in advance. There should also be a session where potential AGM motions could be discussed and debated.

It was resolved that delegates should be invited to attend the reunion with accommodation provided and that, if possible, appropriate training or update sessions should be provided.

Action Point: GP to liaise with Paul Stewart over numbers and GP and PS to book venue.

4.4 AGM details

It was provisionally agreed that the AGM should be held at the Ibis, Birmingham at 12.30 on the 11th of February 2016. Notice of the meeting will be published in November's Arrivee. Any members who wish to receive the AGM papers by post will be asked to apply for this service.

Action Point: GP to make a provisional booking for the larger conference room at Ibis, Birmingham and post the appropriate notices to members .

4.5 AUK Strategy

CB drew the meeting's attention to his amended strategy document. It was resolved to approve the latest draft subject to tidying up in readiness for publication.

It was further resolved that the strategy document be reviewed annually.

Action Point: CB to produce final version for publication.

CB was thanked for his hard work in preparing the strategy document.

4.6 Arrivee

GL had spent some time reviewing Arrivee. He stressed the importance of communication as part of the strategic objectives of AUK. He suggested that any changes to Arrivee be dealt with alongside the changes to the website.

The first step would be to conduct a survey of the members by post with a prize draw for respondents. This was approved.

4.7 Full proxy voting

CC noted that we had discussed CB's paper on full proxy voting at the previous meeting but had not come to an agreement about how to implement it.

GP went through the requirements of the Companies Act 2006 in relation to appointment of proxies. It was noted that postal voting was in effect proxy voting. Full proxy voting was mandatory under the terms of the Act, and failure to provide it to members was a criminal act subject to a substantial fine. Provision of full proxy voting lay within the scope of our articles of association, and it was agreed that it could be implemented.

It was agreed that an explanation and a copy of section 325 of the Companies Act 2006 be issued with the notice of AGM.

Action Point: GP to prepare something for Arrivee

5. Business

5.1 IT Report

RJ joined the meeting.

Systems Refresh:

RJ reported on progress.

He was currently working on refining the system required with a view to appointing a supplier with a project plan in place. Costs and risks would be identified before proceeding to appointment.

There was general approval for his suggested approach.

The current strategy relies on using the pool of talent that is already available within AUK. RJ felt that this was a better source for input and was also a cost effective means of dealing with complicated issues. He reported that although it had been borderline at times, it was working.

However, RJ is currently spending 2.5 days a week on the project and there are some work intensive and important steps ahead. He suggested that it would be appropriate to appoint a paid for freelance project manager to run the project on a day to day basis.

CC noted there would be a need to manage that project manager and RJ confirmed that he would be willing to carry out that role.

It was resolved that RJ should continue to manage the process overall but, subject to cost, via a paid for project manager.

Action Point: RJ to draw up job spec and start recruitment process

RJ asked the meeting for formal approval of the Aukweb System Refresh approach as outlined in the project charter v1.2 and it was resolved to approve the approach.

Existing System:

RJ had also carried out a review of the existing system and had identified a number of potential risks.

RJ recommended that somebody be engaged to look at what could be done economically, with the forthcoming refresh in mind, to mitigate those risks as far as practicable.

Action Point: PS to take this forward

CC noted that the board was greatly encouraged by the progress that RJ had made to date and thanked him for his hard work.

5.2 Social Media

It was noted that AUK did not have formal control over the Facebook or Twitter accounts in its name.

Action Point: GL to consider how best to approach this going forward

CC reminded the board that it had been agreed previously that board members would not post as directors of AUK on YACF or any other forum other than the AUK forum. Where AUK matters were being raised on other forums, the posters should be encouraged to shift the debate onto the AUK forum.

5.3 Remuneration Sub-Committee – Honoraria

CC and the non-executive directors presented their report and asked the board for formal approval of the specific changes and for comments on the observations set out in the report.

It was noted that no general increase had been proposed for this year. The only changes were where job specifications had altered or where new awards were to be made or where there had been apportionments specified because a number r of people had held the same post during the course of the financial year. This was approved.

It was noted and agreed that it was not appropriate for individual directors to vote on awards that related to their position.

IT Manager – approved (pro rata from appointment)

Chair – approved

General Secretary – apportionment approved

Events Services – approved

Membership Directorate – approved

Forum Admin – approved

Web updating – approved (for work done to date, decision on future awards to be deferred until the amount of work is reviewed)

Badge and Medal Shop – approved

AAA Secretary – approved

Reunion and Awards – approved (the bulk of the work in each case would be in the next financial year so no awards necessary for this year)

There was a general discussion on the observations set out in the report.

There was a general feeling that the honoraria system was becoming unwieldy and that it may not be an appropriate or adequate means of rewarding and recognising the contributions of the volunteers that make AUK work. It was resolved to review how best to show AUK's appreciation to its volunteers as part of the strategic review. CC asked all directors to consult with their delegates as to their views on what constitutes adequate reward and recognition for the work they do, and to report back.

It was also generally recognised that it was not completely clear that the different levels of honoraria accurately reflected the amount of work that was being done by the recipients or the responsibility held, the remuneration committee having relied upon their broad knowledge of the organisation in order to determine awards. CC pointed out that we had recognised in the past that with continuing membership growth and increasing participation levels overall, it was entirely foreseeable that AUK would at some point in the future need to employ staff to carry out various administrative tasks. Various directors felt that this would represent a big challenge for us, and not just in managing the employment situation, having people being paid a salary working alongside volunteers could create resentment and difficulties that might jeopardise our operations. The situation would have to be managed carefully to avoid the potential for volunteers feeling undervalued as compared to employees.

Action Point: All directors to consult as noted and report back to the next meeting.

5.4 Governance

CC noted that, by necessity, a huge amount of time and effort had been spent on this area in recent years as the new corporate structure settled down.

CB noted that in his view the board was now working not only as a company board but also as an effective management committee which he felt was a positive step.

MF had done some initial research into obtaining national governing body status. Inevitably, this would require some preparatory work but it might also open up new opportunities for support and also add to the credibility of AUK.

Action Point: MF to investigate further and report back to the board

It was resolved that each director would complete a register of interests form in order that any real or perceived conflicts could be identified and avoided. This register would be held by the General Secretary in confidence.

Action Point: GP to circulate forms, directors to complete and return. GP to make declaration of his interests to CC.

6. Reports

6.1 Chair

The various reports submitted by CC and considered previously were taken as read.

6.2 General Secretary

Taken as read

6.3 Finance Director

PS reported that the surplus has increased again this year. Membership numbers had increased and costs had reduced.

He forecast that the surplus would have increased by £28k by the end of the year.

CC suggested that in view of possible major expenditure envisaged on the Systems Refresh and other possibilities, an overview of our plans for future spending be drawn up, and that our Reserves policy could also be refreshed.

Action Point: PS to revise reserves policy and provide a broad overview of anticipated future spending

6.4 Events Secretary

MF noted that the number of events overall was in line with previous years. However, the number of events of 300k – 600k was the highest ever in a non-PBP year.

MF is still looking for an organiser for next year's National 400, although he may have found an organiser for the 2018 event. He noted that there is a limited pool of organisers who have the status to organise a 400. Of those who can; some have effectively retired, some have done it already and some still have provisional status. This meant that the realistic number of potential organisers was even more limited. MF identified that there may be an issue with the current structure of the National 400 going forward.

There was a general discussion about the format of future National 400s and how AUK could support organisers. Whilst no firm conclusions were reached, it was noted by JW that figure of eight events were potentially easier to arrange and support. JS cited the forthcoming Kingdom of the Saxons 400 as a good example of this.

MF has continued to liaise with the organiser of LEL 2017. Danial Webb has offered to attend the October meeting to brief the board and it was agreed that this would be helpful. MF is pleased with progress so far in organising LEL 2017. Some concern was expressed over continuity for future editions.

Action Point: MF to discuss continuity with Danial Webb to ensure that LEL 2021 can be organised effectively.

6.5 Permanent Events Secretary

JW presented a verbal report.

Validation recording is up to date. The number of Permanent Events available are in line with last year's number and the position overall is fairly stable.

JW identified a growing issue with the current payment system which arose out of the rise in DIYs and perms being dealt with online.

Perms and DIYs mean more work as they involve small individual payments, unlike calendar events which are large single payments. This may necessitate a change of process so that organisers are able to make larger single payments, perhaps by bundling brevets and validation fees together in multiples of 10. The future may lie in increasing use of virtual brevets.

JW is working on this with a view to presenting further thoughts in due course. He felt that he could continue with the present system until the systems refresh is complete.

6.6 Events Services

Taken as read

6.7 Membership

Taken as read

6.8 Communications

GL expressed concern that brand guidelines were not being followed in everything that AUK presented to the outside world. He is going to look at converting and amending the existing brand guidelines into a new pdf with a view to making it clearer and easier to follow.

Action Point: GL to produce updated brand guidelines

7. Any other business

7.1 Timetable for electing officers

The proposed executive directors' election schedule was accepted, as follows:

2013-2014	(AGM 15 Nov 2014)	
	All directors; exec directors' 3 year terms introduced here	
2014-2015	(AGM 14 Nov 2015)	
	Finance Director	Communications Director
2015-2016	(AGM anticipated 10 or 17 Feb 2017)	
	General Secretary	Permanent Events Secretary
		Events Services Director
2016-2017	(AGM date TBA)	
	Chair	Calendar Events Secretary
		Membership Secretary
2017-2018	(AGM date TBA)	
	Finance Director	Communications Director
2018-2019	(AGM date TBA)	
	General Secretary	Permanent Events Secretary
		Events Services Director
2019-2020	(AGM date TBA)	
	Chair	Calendar Events Secretary
		Membership Secretary

etc.

It was resolved that the proposed additional wording for Article 9.5 suggested at the last board meeting to deal with unexpired portions of three-year terms of office would not be required as it was agreed that Article 9.7 provided sufficient flexibility. Consequently all the dates above are valid only as of now, unless subject to change by unexpected resignation or other withdrawal from office.

8. Closure

There being no further business the Chairman declared the meeting closed at 4.55pm.

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Chair

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