

**MINUTES OF THE AUK BOARD MEETING HELD AT THE IBIS HOTEL,
BIRMINGHAM on Dec 13, 2014 STARTING AT 09:00.**

1. To record those present and accept apologies for absence.

Attending: CC, PS, PL, JW, MF, DW, Rod Dalitz

Apologies: MW

2. Approve Minutes

- a. Minutes of the Board Meeting held at Birmingham on Sep 24, 2014 were accepted as a true record
- b. Minutes of the Board Meeting held by Teleconf on Nov 12, 2014 remain outstanding.

3. Matters Arising

- a. Job descriptions

PS noted that the 'draft' JDs used for the elections at AGM2014 were now de-facto finalised and they were accepted as such.

CC presented new JDs for ACP Representative, FD and Non-Exec Director and these were approved. It was noted that these had been revised to take into account recent changes to the articles of association. Other JD's would have to go through that process. **Item closed**

- b. Board reporting structures for affiliated award schemes.

These were confirmed as:

JW: AAA, OCD
CC: Mileater
PL: FWC, Trike, Tandem, Recumbent
MW: RRTY
CC: ISR (see below) **Item closed**

- c. AUK Event Development Strategy

The AUK Strategy documents have been in abeyance for some time. It was agreed PS & MF would produce an updated draft for consideration at the next BM, the aim being to provide a concise statement of AUK aims and objectives and program for developing events. **Item closed**

- d. Design pack:

Lapel Pins. PS described the proposed lapel badges - a titanium coloured "eagle" logo motif about the size and thickness of a 5p - and will obtain new quotes and samples. Thereon the intention is to provide event organisers with a supply to distribute to subscribed AUK members at events.

e. PBP Brevet Card.

A special PBP card will not be produced for 2015. **Item closed**

f. Trophies

The current (metal) AUK trophies will be retired and replaced with glass/acrylic trophies that can be ordered pre-engraved with the awardees' names and delivered directly to the Reunion venue. It was intended to hand out the new trophies this year but it didn't happen for logistical reasons; see Secretary's Report below). The new trophies will bring considerable saving in both money and effort for those concerned in running the Reunion event, and bring other benefits by way of providing more flexibility in the awards that can be made. The current trophies have been offered for display to the Cycling Museum at Llandrindod Wells but no response has been received as yet. Mike Lane has also offered to act as trophy custodian. **Action: CC to progress.**

4. Officers Reports

a. Chair

i. Director Appointments (Report Provided)

1. ACP & International Event Secretary

After discussion the Board concluded that the International Secretary title should be discontinued as redundant, the function of distributing information about overseas events will be served through the new AUK website/editorial team, and that the role of ACP Representative become part of the AUK Chair role, as whilst it has representative and oversight responsibilities which should be held at Director level, operational functions are provided through the Events team and therefore does not **necessarily** warrant a separate Director post.

The ISR delegate will report to the Chair

2. Finance Director (Report provided)

The Chair has been in contact with several members who expressed interest though most have since dropped out. CC reported on his meeting with Paul Salmons and Nigel Armstrong and the Board concluded that Paul should be invited to join the Board as FD and that he should then make provisions for such Bookkeeping services are required, working with Nigel Armstrong as appropriate. CC noted that both had noted that provision of Book Keeping services would need to be on a charged basis. The Board noted that we had retained commercial Book Keeping services over the last year and that increasingly AUK would need to pay for such professional services. **Action: CC**

3. Non-Executive Directors (Report provided)

Following AGM2014, CC received several applications from members interested in joining the Board as non-executive Directors, and after due discussion the Board is pleased to announce the appointment of Chris Boulton, Lucy McTaggart and John Sabine to this new Board role. Chris brings considerable experience as a AUK member and event organiser, and also governance experiences as an ex-Chair of the YHA. Lucy brings similar experience as AUK member and experience as a Cycling Coach. John is a relatively new AUK but will bring journalist insight to AUK PR efforts. The executive Board will therefore benefit from both their technical expertise as well as their sound input on governance and operational matters. **Action: CC to write to all candidates and advise on the Boards recommendations**

ii. Accounts

Linda Johnston is continuing to provide Bookkeeping support pro-tem

Directors authorised spending limits were restated as £500. JW asked if this included Delegate expenses, some of which were substantial, and it was confirmed these would be approved by the relevant Director and submitted directly to accounts for payment, i.e., they were not subject to Director spending limits. This illustrated the need for operational budgets, which will be progressed once we have the accounting services in place to support them.

PS to obtain Accor card for paying for accommodation for Board Meetings by the Chair. **Action: PS**

iii. Systems (Report provided)

CC to confirm to Francis that it is permissible to include/develop support for OCD.

iv. Honoraria

PL queried status of Honoraria for Sue and Keith (ValSecs) who now serve as Delegates rather than Directors. It was agreed this would continue at current level but they would be requested to help document the function and train Lucy McTaggart as a ValSec Delegate for Scotland. S&K are due to retire as ValSecs at the end of the season.

More generally, CC had consulted with LJ who confirmed that Honoraria were for substantive services provided, not for being a Director.

CC expressed concern that monies received by directors and delegates as Honoraria did not correspond to monies paid out as they appear in the accounts, nor with the rates of honoraria agreed by the 2013 AGM. Tax was deducted before payment of the honoraria, with that tax paid by AUK, so that recipients received a net sum rather than the gross sum, a practice he found unusual. So the accounts reference ~£10k paid whereas only ~£9k was approved and received. Further it was not clear what tax rate had been applied as it appeared that tax paid amounted to only about 11% of the total sum recorded.. CC had asked LJ for advice on this and she was taking the matter up with the accountants who manage this aspect of our finances and the registered company address.

Action: CC

The newly appointed non-exec Directors would be invited to form a sub-committee to review Honoraria levels. **Action: CC**

b. Secretary (report provided)

i. Reunion 2014

The Reunion and AGM generally went well and the venue was well received. One problem arising was that some materials being delivered to site ('Memento' Trophies, and other badges

and medals) required for the Reunion Dinner could not be located despite being delivered by tracked/signed for courier services. These were eventually found - after the event - in the post room operated by BT at Yarnfield, which is separate to the main site post room. The situation was resolved on the day by handing out the traditional trophies but these now need to be recovered. The Secretary subsequently arranged for Yarnfield to post on the Memento trophies at their cost to the awardees. This experience will be considered for Reunion2015.

ii. Opt-in for Postal (Hardcopy) Voting

The ERS service was well received but the production and distribution of printed materials proved costly, especially in the context of the number of ballots cast by printed and posted ballots. Consequently the Board accepted PS recommendations to retain ERS for providing voting services for AGM2015 but to reduce costs by working towards 100% internet voting. The need to allow for postal (hard copy) voting for 'off-line' members was recognised and this will be managed on an 'opt-in' basis. PS to frame an article for Arrivee regarding this. **Action: PS**

iii. Amendment to Regulations

The Board considered the Secretary's action in progressing amendments to AUK regulations as special resolutions requiring a 75% majority, and concluded they should be progressed as requiring a 50% majority as per Art8.5.2 but that Art8.5.3 should be considered as reading 'in the case of OTHER extraordinary and special resolutions, by...'.

iv. AGM schedule

PS/DW to progress consultation with the membership regarding decoupling the Annual Reunion and AGM, to allow the Annual Reunion to be more focused on cycling with an informal general meeting with the formal AGM being held at a later date. **Action PS/DW**

v. Insurance Excess Payments

The Board noted the insurance policy excess now stands at £500 per claim, and that this would be charged to the rider incurring the claim. PS to update the AUK website accordingly. **Action: PS**

vi. Amendment to Regulation App7.1

The regs subcommittee to develop simpler/concise definitions of support, competition and pacing so that appropriate guidance can be provided to organisers and riders. This will be progressed for inclusion in the next edition of Arrivee (January). **Action: Regs Sub-Committee (see below).**

c. Events Secretary (report provided)

i The Board considered the distribution of BRM (PBP Qualifier events about the country and the impact of several 600 events occurring on the same day in 2015 which effectively limits opportunities to take part in longer calendar events/PBP qualifiers. Hereon the Event Secretary will take a more direct role in managing the calendar

ii Geoff Cleaver has been appointed as a Events Delegate to replace Tony Greenwood.

iii The Nat400 organiser has provided a draft budget which was approved. Regarding AUK policy underwriting costs, two schemes discussed/agreed, (a) a full underwrite with 'profit share' and (b) a £750 underwrite without profit share. This would be discussed with the Nat400 organiser to see how they would prefer to proceed. **Action: MF**

DW to develop a National 400 Branding scheme. **Action: DW**

d. Permanent Events Secretary

Business as usual/nothing to report

e. Events Services Director (report provided)

i. It is proposed that Lucy McTaggart + another will take on the role of validation secretary(s) when S&K retire at the end of the season.

ii. PL noted the need to document 'ValSec' processes and methods for continuity/training and as input to the new AUK website specification, which he would progress with S&K.

iii. PL noted that the money handling aspect of the Organisers Returns represented a considerable part of the ValSec workload. CC will set up a

dedicated bank account which organisers might make payment to directly, with ValSecs having view and refund rights.

Action:CC

iv. PL expressed concern regarding Brevet Card production. Tony Greenwood was to retire from AGM2014 but will now continue until after PBP, which was appreciate by all. Stocks of Brevet Cards to the new design have been ordered (approx 18-24 month supply) on a heavier weight (200gsm). This weight of card is at the limit of the current printer capacity and the current printer may struggle with this. DW noted he would like to use 250gsm card in future. The current printer can be traded in for a (used) monochrome printer which would handle heavier cards and switching to monochrome would reduce maintenance costs from £70pm to £20pm. The Board noted the total cost of Brevet card production and further consideration will be given to an outsourced solution. Action:PL

f. Membership Secretary (report provided)

i. MW has been unable to determine the reason why Arrivee was delivered late, further demonstrating that Arrivee cannot be relied on for delivery of time sensitive materials.

g. Publicity & Publications Secretary (report provided)

i. The 'AUK Stripes' WebApp recently launched by John Hobson was applauded. Action: DW

ii. DW's proposal to commission Damon Peacock to produce 'video shorts' for the AUK website was approved subject to the negotiations regarding the fee being resolved and a clear brief being issued. Action: DW

iii. DW work on the new magazine style website has been delayed due to work associated with the AGM. The magazine website is a standalone website based on the Invent Partners proprietary CMS system with an integration with AUKweb for calendar event information and services for managing documents. The functionality of the website is reasonably developed and stable but further effort on developing content is required. The current expectation is to launch in March.

5. Regulations Sub Committee

A Regulations sub-committee consisting of MF, JW, PS and PL was formed.

6. Website Sub Committee (DW/MW).

DW said the specification for the new AUK website being developed by Invent Partners was progressing and now on draft 3. Gaps on governance and accounting services remain. An expression of interest in tendering for the new website had been received.

PS noted that he had not received notice of the quote from Invent Partners to develop the specification nor the decision to accept. DW to provide a statement of costs for the new website(s) to-date. **Action: DW**

7. OCD

Rod Dalitz addressed the Board regarding the OCD experience following the merger. This seemed to be going well overall and he noted the interest from some AUK members, and that OCD claims from AUKs were already greater than from the established OCD cohort. Regardless he was obliged to pass on concerns expressed by OCDers regarding the lack of OCD presence on the AUK website and that whilst the latest edition of Arrivee included some excellent articles on OCD validated rides they lacked any OCD 'branding' (logos)', and that accordingly some OCDers had said they would not renew their membership (with AUK).

The Board confirmed their full support for OCD riders as part of AUK.

The need to integrate OCD rides & points services within AUKweb (old and new) was discussed. FF will be asked to provide a 'work effort' cost for this for the current AUK website, and such to be included in the specification for the new website. **Action: CC**

RD would also like to publish static content from the OCD website to AUKweb but noted some of this material was out of date. It was proposed that RD might work with members of the magazine website editorial team to develop new static content and this might then be ported onto the magazine website or the current AUKweb site as appropriate, and this was agreed. **Action: DW/RD**

RD would also like organisers to reference OCD claims and climbs in their event descriptions. Organisers will be invited to send potentially qualifying routes to RD for review and RD will provide an article for the next Organisers newsletter on how to progress this, and a more general article regarding OCD claims for Arrivee. **Action MF/RD**

RD noted that some minor costs were being incurred for the OCD website and it was agreed these should be forwarded to AUK for payment.

RD express thanks for the support expressed to OCD.

8. AOB

a. Steve Abrahams 1YTT

There was discussion regarding Steve Abrahams 1YTT attempt and AUK's role. CC & DW were in contact with Steve prior to the AUK Reunion/to the attempt becoming public, and had expressed concerns regarding funding and organisation, both having significant consequences on the chances of success and more importantly, Steve's well being during and after the ride. DW had been invited to manage the team but declined because of other work and similar considerations apply to other AUK Directors. Roger Cortis and others have since joined the team and work is advancing but a great deal remains to be done with only weeks to go before the attempt starts.

Steve is now starting to raise funds, mostly through donations from AUK members, with benefits in kind from well known cycling product companies and there are offers of support from other companies but these have yet to mature. Roger Cortis forwarded a paper to the Board outlining the current state of play and asked that AUK might provide funding for Steve at £500 per month. The application did not explore how AUK might otherwise support the attempt. Steve also contacted CC/DW/PS directly to say his immediate financial requirements were covered if AUK preferred to provide funding at a later date, and that he was happy to promote AUK as part of his attempt regardless of any decision taken by AUK.

An initial commitment of £1500 was agreed and the Board will initiate a structured fund raising campaign through the AUK membership by way of a direct invitation to donate and establishing a 'donation' button on the event online entry form. This will hopefully provide an initial boost to the project funding and generate ongoing funds thereafter. The expectation is this approach will generate significantly more funds than a simple donation would achieve and at the same time widen the involvement of the membership. AUK will also provide publicity support for the attempt launch, which is set for Milton Keynes on January 1st. DW will liaise with Roger Cortis on this. **Action: DW**

Addendum: the mailshot to AUK members went out as planned and with the main donation AUK is on track to have generated an additional ~4k of funding by 1st January when Steve's ride starts.

b. UAF style rides

There is a growing interest in UAF style (group) rides. There seems to be no objection to 'UAF style' rides being organised as AUK events, however any requirement to enforce group riding is contrary to ACP regulations. Accordingly if such were intended then a new category of event would need to be established and it would seem appropriate to consider affiliation with UAF. Audax Australia have adopted this approach, having dual ACP/UAF affiliation.

c. Complaint

The Board considered a complaint by a member relating to DW offering guaranteed entry to LEL2017 to purchasers of the LEL 2013 event film by Madegood Films, posting from an AUK address, and the event consequently being advertised as being 'sold out' and so not available to all cyclists as required by AUK regulations. The complaint was that

1. The LEL event entry prioritisation based on a financial donation was in breach of regulations 9.2 and 7.3 of Audax UK - Regulations and Appendices – 2014.
2. DW as the Publicity and Publications Director had brought AUK into disrepute by discriminating against riders based on a financial disposition.

DW advised that he had posted from a personal email address auk@danielweb.com because at the time his official LEL email service was not available, that the content clearly originated from LEL, that LEL gave priority/guaranteed entry to other groups of riders, that neither LtEL nor Madegood films gained any monetary gain from the offer of guaranteed LEL entry and not all the purchasers of the film had opted for the LEL entry offer, that whilst Madegood had posted that LEL2017 was sold out this was an error which was corrected directly he was aware of it (the number of film sales had been capped and the film offer had sold out, not LEL2017). DW withdrew whilst the Board considered the complaint and his response.

The Board agreed that

1. There had been no breach of Audax UK Regulations 7.3 and 9.2
2. DW had not brought AUK into disrepute in connection with a legitimate activity arising from his position as a director of LEL Ltd.

The complaint was, therefore, not upheld.

The Board was concerned, however, that despite the email content identifying itself as coming from LEL the use of the originating email address auk@danielwebb.com could have led Audax UK members and others to believe that the email was an official AUK communication. Given the impression that could arise and quite clearly did, the address auk@danielwebb.com was not a wise choice to use to send the email.

Although Board Members have official email address for inbound email (@aukweb.net) this does not support outbound email and it is recognised that Board members sometimes have to use personal email addresses. If doing so, official communications should include the official AUK signature which was not used in this case.

Audax UK has acquired a new domain – audax.uk - which will be used for the forthcoming new Audax UK website, and it is intended to adopt that for official email communications with fully functional email services as appropriate.

d. PBP updates re: change of date

ACP have been in contact to advise the date for PBP2015 may change/is not confirmed. What is known is in the public domain. No further immediate action is proposed as the matter is ongoing and when the new dates are known they will be quickly circulated to interested parties.

e. Online Accident Report forms

PS noted the difficulties associated with processing the paper AR forms currently included in the paper Organisers return and the general intention to phase both out. Consequently PS will publish an online AR form under the audax.co.uk domain pending a similar facility becoming available through the new AUK website. This will be launched to organisers with the newsletter released by MF in the new year. **Action: PS/MF**

9. Date of next meeting: TBC

10. Close: 17:00