

MINUTES OF THE AUK BOARD MEETING HELD AT THE IBIS HOTEL,
LADYWELL WALK, BIRMINGHAM ON 29TH JANUARY 2014

The meeting started at 09:00

DIRECTORS PRESENT: CC, MW, KH, SG, PS, LJ, DW, PL, NH, JW, SS, JH

APOLOGIES FOR ABSENCE: JW

OBSERVERS PRESENT: Rod Dalitz

1, MINUTES: The Minutes were agreed as a true record.

2. MATTERS ARISING:

VAT registration. Initial investigation indicates that AUK operations are mostly VAT exempt and there is need or advantage in registering for VAT, so this is not being progressed.

Prepaid postal labels. These were investigating following concerns regarding organisers submitting returns with insufficient postage. These are not to be being taken forward, nor are the proposed £5 fine for envelopes with insufficient postage.

PL sought clarification on the Director authorised spending limits.

3. DIRECTORS' REPORTS:

Secretary (report provided): PS has had extensive discussions with the AUK insurance broker to get greater clarity of the cover provided and address specific areas of concern esp. geographic and period of coverage. A revised Policy Summary documents will be published shortly.

KS enquired about the definition of 'point of abandon' given that it is in the nature of AUK events that riders may be off route. PS agreed, noting that it's impossible to offer a hard definition and claims will be considered on a case by case basis.

PS noted that there were two incidents notified to the Broker under the current policy, both 3rd party claims from LEL involving motorists. One was being progressed by the rider through the CTC – the AUK Product and Public Liability policy covering riders being secondary to any other policy the rider may hold - and the other was quiescent, the 3rd party apparently not having progressing the matter to-date.

LJ asked if the broker had given any indication about their willingness to renew. PS noted this had not been addressed as yet (renewal is in August) but the assumption is yes as no contra indication had been given during recent discussions. Whilst AUK works with a different Broker, the policy is provided by RSA who provide the CTC 3rd party insurance. **ACTION:** PS to progress.

There is also a need to review procedure for accident reporting (to AUK) and incident notification (to the Broker). There may also be a requirement to register Volunteers. **ACTION:** PS to progress with JH.

Tony Greenwood (Brevet Card Secretary) has resigned as a Director but will continue to serve as a Board delegate reporting to the Validations Secretary.

The Board is pleased to announce and welcome Lindsay Clayton as the new Reunion Organiser and Trophy Custodian, reporting to the Secretary. The meeting noted the need to progress planning for the 2014 reunion immediately, and commented on some poor feedback on the 'replica awards' provided as permanent keepsakes. PS will ask LC to look into some alternatives awards. Historically winners were presented with an AUK mug.

The Secretary will replace the Treasurer as the primary contact for Companies House. **ACTION:** PS

SG is holding updated Job Descriptions prepared prior to the last AGM and some since then. The Chair noted that as Director development appeared to be part of his remit, he would progress this, hopefully with the assistance of SG. It was proposed to include some additional generic clauses in all the job descriptions. He would contact individual directors to confirm the details in their individual job descriptions and would also want to include a person specification with each. PS noted that dependent on the outcome of the discussions regarding reforming the Board they may need to be revised further. **ACTION:** CC & SG to progress; all directors to consider their post's person specification.

Events (report provided): Jackie Popland will be standing down as an Events Delegate at the end of the season. JH outlined arrangements for financial support for National Events whereby organisers will be invited to submit claims via a Pro Forma. The rationale for such financial support is that organisers effectively running events on behalf of AUK should not be financially exposed as a consequence. LJ asked if we had examples of organisers incurring losses. Whilst there is anecdotal evidence this seems exceptional as organisers tend to be financially conservative. DW noted this acted to limit AUK activities as events simply do not grow.

Perms (report provided): JW noted a general desire to extend the range of events that are supported beyond regular BP/BRM events, and the need to make it easier to identify perms of interest (where they go, etc.) JW has some of this info on his personal website but would like to make it available through the AUK website. **ACTION:** JW/NH to progress

Membership (report provided). Having emerged from the 'renewals season' the next major task is to review the ACP club list which is used to support claims for ACP club awards. MW noted many members are registered with clubs that no longer exist and similarly information such as email addresses are often out of date. PS noted the information may not get updated because there is no perceived rider need/benefit i.e., email addresses. PS noted we could utilise the AUK forum and arrangements for Proxy voting to encourage riders members to provide up to date member profile information. **ACTION:** MW/NH/PS to progress

MW noted occasional problems with standing orders (say, one a week) because of wrong amounts being paid (about 450 members pay by SO). PS suggested

investigating use of Direct Debits which allow AUK to control the amount taken subject to authorisation. Use of DDs historically had been problematic but now AUK is a Limited Company this may no longer be the case. **ACTION:** PS to progress.

Publications (report provided) SS reported her inability to upload Arrivee to ISSUU as access is currently controlled by Pete Coates who is not contactable at the moment. There are mixed reactions to the ISSUU format which generally requires a large monitor and high speed internet access. JW noted that having Arrivee published on ISSUU provides another channel for promoting Audax and should continue for that reason. SS is progressing plans to publish Arrivee in PDF format.

DW noted the need to clarify the long term relationship between the (new) website and Arrivee, as much of the material currently published through Arrivee will also go to the website which will have a 'magazine' style front page The possibility of developing the Arrivee editorial team into a website team was discussed and that Arrivee may evolve into an annual publication. The current handbook is perceived as being somewhat obsolete/redundant as most of the information is available through the website or else could be published through Arrivee. Consequently it was agreed that the 2014 handbook will be the last to be issued in printed form.

Validation Secretary (report provided). KH noted the higher than normal entries and the larger number of non-AUK members riding events. One example being a large group from a racing club planning to enter a 200km AUK event as training for a sportive.

The current stock of 50/100/200km Brevet cards will run out in 3-6 months. DW asked to be consulted prior to placing orders for new stock as the branding project includes new Brevet Card designs.

Recorder (report provided): Investigation has revealed a larger than expected range of medals and badges marketed through various channels, although many of them are now obsolete and/or managed inconsistently (1983 date bars anyone?) whilst some are funded by AUK but AUK does not receive monies for sales. Also stock is valued at the sale value rather than at cost. Writing off obsolete stock and moving to a cost valuation will see a stock value adjustment from ~£6k to £3k (£4k including materials not currently centrally accounted for). Whilst Allan Taylor is continuing to provide a 'webshop' service, the way forward is to establish an in-house webshop/merchandising facility. DW noted this was included in his plans for the new website. **ACTION:** PL to manage valuation of stock for accounting purposes and inform LJ accordingly.

Systems (report provided- see section 5e):

Accounts: the main activity this quarter relates to membership renewals and standing order queries. LJ expressed concern that some Delegates and others receive AUK monies through personal PayPal accounts which represents a risk to AUK, and also that she had to use a personal PayPal account for AUK business as PayPal does not allow individuals to run multiple accounts. PS

offered to investigate the option of obtaining a corporate PayPal account.
ACTION: PS.

ACP Correspondant (report provided): JW attended an ACP event in Paris at which she signed the accord with ACP on behalf of AUK. This has been updated to allow that the UK representative is an AUK delegate rather than a named individual. This is a welcome development as it provides a much needed clarification of the relationship with ACP.

4: ISSUES ARISING FROM AGM2013

A) Consider what action to take in view of the large number of members voting against acceptance of the accounts (AGM agenda item 5a)

CC noted the accounts were approved by 52/38 at the AGM; this is unsatisfactory as it is uncomfortably close to the accounts being rejected. CC circulated for discussion a paper that proposed moving to a web based double entry book keeping solution. There was some discussion of the relative merits of cash accounting & accrual accounting using double entry book-keeping with clear agreement that we needed to move to the latter. A more systems based approach was needed if only for reporting purposes, and a general need to provide LJ with book keeping support. LJ noted the difficulty she has with using an online system as she lives in an area with poor broadband services so would need either a PC based solution or book-keeping support from a local accounting company if she did not have such support from within AUK. LJ also confirmed she would be standing down at AGM2014.

The distinction between book-keeping and accounts, and the role of ecommerce was discussed. PS noted that routing transactions (merchandise, entries, organiser returns, reunion bookings, etc.) through an ecommerce platform automatically resolve much of the 'book keeping' problem. SS noted that CTC Holidays have recently implemented a customised web portal solution from BookingLive with integrated accounting functionality.

The meeting concluded the need to identify and recruit a new Financial Delegate/ Financial Director designate with a view to that person driving the development of the new accounting services to come into service for the new financial year. [There was some discussion regarding the term 'Delegate' as the Financial Director is a Board position role elected at AGM, i.e., the Board cannot 'appoint' an FD.] **ACTION:** CC & PS to progress

In the meantime we will progress options to provide LJ with some immediate book-keeping support. **ACTION:** LJ & PS.

B) Consider the implications regarding the publication for review and amendment of AGM motions (AGM agenda item 7).

This will be facilitated by the AUK member's forum (see below). **ACTION:** PS

C) Consider the taking of advice regarding the practicality and merits of options to amend Section 8 of the Article to implement proxy voting' (AGM agenda item 8)

Regarding *practicality*, PS presented details of a quotation for voting services from Electoral Reform Services, the 'services' arm of the Electoral Reform Society, to support postal and proxy voting for AGM2014.

ERS would provide a complete 'turn-key' service including:

- Establish a voting website for online members,
- Email all online members with sign on details
- Post out a hard copy of the agenda, ballot papers and business response SAE to 'offline' members (about 10% of members)
- Collate the returns and forward the results for casting at the AGM.

The budget cost is £2.5-3k including VAT, significantly less than the cost of mailing out the Agenda for AGM2013

Under the ERS service, AUK would simply provide the membership list for and agenda for publishing and mail out and await the results in due course. By this approach AUK would benefit from the experience and support of ERS in managing the first AGM with proxy voting and be relieved of the need to develop an in-house solution. An in-house solution may be pursued in future.

It is normal practice for postal and proxy voting to cease 2-3 days prior to the AGM to allow for postal votes to be received or rescinded as appropriate. All members would be entitled to attend the AGM but only those who have not previously cast a vote will be able to vote at the meeting. The results of the proxy vote will be sealed and opened for casting at the time of voting for each meeting agenda item.

Regarding *merit*, there was some discussion as to the interpretation of this, which the Board interpreted as regarding the proposal for the implementation of proxy voting, not of the merit of proxy voting itself, such being covered by the debate at the AGM. Accordingly the purpose of the EGM mandated by the motion is to introduce a motion to implement the requisite changes to AUK articles to enable proxy voting for AGM2014.

The AGM2013 motion actually references postal and/or proxy voting. PS noted that proxy voting allows for members not physically present at the meeting to nominate another to cast their vote, and that proxy votes can be 'closed' whereby the proxy is authorised to vote as instructed by the member or 'open' whereby the proxy is authorised to determine the vote cast. For our purposes therefore a

postal vote - which includes votes cast online - can be considered a form of closed proxy vote.

The meeting noted concerns regarding the possible abuse of open proxy voting and given provisions for postal/online voting questioned whether there was any need for this facility.

Accordingly, the Board agreed to progress the ERS solution as outlined for postal/closed proxy voting, with an EGM to be scheduled for Wednesday 21st May to coincide with a Board Meeting set for that date to ratify the required changes to AUK articles. The EGM will be formally announced in the edition of Arrivee published early May along with an article explaining the proposed solution.

n.b., The date is mandated by constraints of practicality and the AGM2013 motion itself. The option of holding the EGM on a weekend was discussed however this period coincides with a crowded section of the AGM calendar, and holding the EGM/BM on a weekend would compromise riders and organisers committed to events elsewhere. We will also need to obtain an indication of the numbers proposing to attend as this will impact the venue. **ACTION:** PS

D) Consider the implications of the amendments to Article 9 breaking the link between director positions and portfolio roles other than Chair, Secretary and Finance (AGM agenda item 9)

PS voiced his concern that this amendment effectively removed that part of the AUK constitution concerned with the structure of the Board and was incompatible with Articles for the election of Directors generally. CC noted his own concern of being Chair of a board consisting of Secretary, FD and 11 non-Portfolio directors none of whom being much interested in contributing to the operation of AUK on a day to day basis. Accordingly the need was to develop a new Board structure. This is discussed in agenda item 5b.

E) Integration of OCD with AUK (AGM agenda item 10)

Rod Dalitz role as the 'OCD man' was acknowledged by recognising him as a Board Delegate reporting through the Permanent Secretary (JW). Rod noted that integration of OCD was progressing well but arrangements for reporting claims through the AUK website need development. MW noted that he would be sending out a 'welcome to new members' email to OCD.

F) Implementation of a members' electronic forum (AGM agenda item 11).

Aside from the instruction to proceed in implementing a members forum in its own right, this is regarded as an important adjunct to AUK governance, i.e., to facilitate the review and amendment of motions prior to submission.

With the support of NH, PS had investigated the use of SMF as the AUK forum platform by implementing a personal copy to trial various configuration options and SMF plug-in modules a.k.a. SMF Mods. To proceed requires (a) a copy of

SMF to be implemented on a server managed and controlled directly by AUK and (b) wrapping up the software implemented by Pete Coates enabling user authentication through the AUK website as an 'SMF Mod'. With regard to the latter PS was progressing a quotation from a software developer.

MW asked about expectations that Board Members should participate in the forum. PS noted it was important to distinguish between the forum as a formal communication channel between board and membership, and as a general discussions platform. The forum is currently structured with separate forum Boards for use by Board, Delegates and Members. To this we could add forum Boards for individual Portfolio Directorates (membership, events, secretary, etc.) which could be monitored using the various forum 'notify' services. This would allow Directors to respond to specific issues arising through the forum in much the same way they do for email. There is no specific requirement / expectation Directors should be active participants on the general discussion forum boards.

In the first instance access to the forum will be restricted to AUK members although it is expected that public boards will be introduced in due course. All AUK members are effectively pre-registered to the forum by virtue of the 'login validation integration with the AUK website. Sign on to the forum uses the AUK website credentials and once signed on users are identified by full name rather than a 'forum handle' or AUK Membership number which will facilitate moderation of the forum.

NH/PS suggested an initial operating budget of £1k p.a. to proceed, which was agreed. NH will progress server arrangements and PS will progress the AUK SMF Mod. In the first instance PS will act as the forum administrator and Ian Oliver (the proposer of the motion at AGM2013) as forum moderator. **ACTION:** PS, NH

G) Implementation of the new Article 19 regarding the posting of notices (AGM agenda item 12)

Given notices can be published through the AUK website at any time, the concern is regarding the publication of hard copy notices for members who for whatever reason are excluded from online communications. Generally this can be resolved by timing notices to allow publication through Arrivee. Ad-hoc requests for hardcopy of notices can be serviced by requesting the member provide an SAE. Experience indicates this has a satisfactory effect of reducing the number of such requests. Another option may be to make the posting out of official notices a subscription service. This would be limited to 'club' notices, as arrangement for 'corporate' notices - communications regarding general meetings, etc. – are governed by statute.

5. STRATEGY

A) Consider the status of the draft AUK strategy/strategy document (report provided).

This has been withdrawn pro-tem pending consideration of various strategy proposals under development.

B) Secretary – proposals and roadmap for developing AUK Mission and Governance

Mission

The board considered two themes from the 'Road Ahead' strategy paper circulated in Aug 2012, as they are directly relevant to all of the other work being progressed:

AUK as an 'Open' organisation.

AUK is a not-for-profit regulatory body and long distance cycling club with Articles mandating a commitment to non- competitive long distance cycling in all its forms amongst all sections of the community and it is enshrined in AUK regulations that AUK events are open to all, yet some perceive AUK as a somewhat insular/closed organisation especially with regard to working with commercial event organisers.

AUK's accord with ACP constrains BRM events being organised as commercial events yet no such constraints apply with regard to AUK's own award schemes, i.e., BR & BP. The Board confirmed that AUK is open to approaches from all riders and event organisers interested in developing and promoting long distance cycling events in accordance with AUK Articles and Regulations, and the traditional ethos and character of Audax UK events.

AUK as a growing and developing organisation.

AUK's own growth has been dwarfed by the general growth in cycling in the UK. Partly this reflects a lack of clarity regarding AUK's role and the preference expressed by some AUK members for small-scale traditional AUK events. The effect is to undermine efforts to develop AUK operations and activities.

AUK is entering a period which will see the (re)development of the AUK website and other steps to both enhance AUK services to members and to make it easier to organise and promote events, the latter being identified by the Events Secretary in his strategy paper from November 2011 as an important factor in promoting participation in AUK events and long distance cycling generally.

Accordingly whilst concerned to protect and maintain the traditional ethos and character of Audax UK, the Board recognises Audax UK as a growing and developing organisation.

Governance

The Secretary presented a discussion paper on reforming the AUK Board to address the challenge of the revised Article 9. Two options were presented: (1) a Board mostly comprised of Non-Portfolio Directors focused on Governance with a separate body managing day to day operations and (2) a Board with core Portfolio Directors managing operational teams, the Board being augmented by Non-Portfolio Directors, a refinement of the traditional structure.

The Board favours the latter approach and will develop this through to make formal proposals for AGM2014. **ACTION**: PS & CC to progress.

C) Events - proposals and roadmap for developing AUK Events and Awards.

Item rescheduled due to lack of time.

D) Publicity – proposals and roadmap for promoting AUK organisation and events, report provided

Branding

DW provided an update on progress to date in developing the AUK branding in association with Kieron Harrod with a presentation on logo, logotype, colourways and motifs for use on the website, banners, brevet cards, etc. which are under development.

NH commented on the proposed logotype font (DIN) possibly being problematic for website use as it is not a common font. PS noted that logotypes are generally published as images however this presents other challenges, i.e., the need to have logotypes available in a range of solutions.

£500 of the development budget of £1500 has been spent to date. The Board authorised DW to continue developing the project.

URL

The current URL (aukweb.net) is deemed inappropriate as .net is associated with ISPs, which AUK is not. Whilst a minor thing this is a constant irritation and undermines efforts to promote AUK through the Web.

DW was authorised to progress an alternate URL subject to an agreed budget. **ACTION**: DW to progress.

E) Systems (report provided)

NH gave an overview of the situation to date, commenting that the AUK website is structurally compromised, essential maintenance has not been applied and there is a general paucity of information regarding basic server operations (reboot, backups, etc.) which compromises its operations.

NH proposes to move forward by developing a new website based on the open source CMS, Joomla. This selection is based on familiarity with the system rather than any assertion that it is 'the best'.

The initial implementation will provide support for simple static articles and then move on to AUK specific membership, events, validation and recorder functionality (not necessarily in that order).

As a first step NH will lease with individual portfolio directors to understand their 'use case' (what they do/how they use the system).

To support the project he has had approaches from Les Hawkin and Ian Oliver (PS noted Ian was likely be focused on the forum) and requested an initial development budget of £1000 which was agreed.

NH noted a concern about rollout as there was a risk of being forced down a 'big bang' approach rather than an incremental rollout. The nature of AUK operations means that there is no good time to introduce major systems changes; in the summer the focus is on events, in the winter on accounts and renewals, i.e., there is always something going on

6. AOB

Web Pending entries in the start list

KH raised the problem of entries in the event start list for which payments had not been received. NH explained this was a feature/limitation of the AUK online entry system, as if an entry is initiated but not completed then an entry *may* be left in the start list regardless. These would be tagged as status 'web pending'. It's an organiser responsibility to check these entries manually, verify payment received, etc.

7. DATE AND VENUE OF NEXT MEETING:

The dates of the next Board Meetings are:

2nd April (at IBIS, Birmingham)

21th May. This is also the EGM date, arrangements to be advised.

24th Sept (at IBIS, Birmingham)

Date of AGM & Annual Reunion:

November 15 or 22 (22nd preferred, subject to accommodation costs).

The meeting closed at 17:00