

MINUTES OF AUK BOARD MEETING HELD BY TELECONF ON 29<sup>th</sup> JULY 2014

The meeting started at 20:00

**1. DIRECTORS PRESENT:** CC, MW, SG/KH, PS, SS, PL

**APOLOGIES FOR ABSENCE WERE RECEIVED FROM:** JW, JS, LJ

**2. To review and approve resolutions to be submitted for AGM2013**

**a. Revision of AUK Articles of Association 5, 9 & 14 regarding the constitution of the AUK Board**

PS introduced the proposed resolution, which was moved as a consequence of the amendment to Article 9 introduced at AGM2013. This broke the connection between the set of fixed director portfolios listed in the Articles (which reflected the traditional club committee structure existing at the time AUK was incorporated) and had the effect of deleting the established board and directorship structure, rendering all director positions beyond that of Chair, Secretary and Finance Director as simply 'Non-Portfolio'.

Whilst recognising the need for flexibility the Board would retain the concept of an 'executive' board with elected Directors responsible for specific Portfolios. Accordingly, the proposed resolution allows for director to be appointed as 'Executive Directors' (with portfolio) and Non-Executives (without portfolio), and to enhance continuity and commitment, for executive directors to be appointed for a period of three years on a staggered basis as appropriate. The Board would also have the option to appoint a Director should it be deemed appropriate. Non-executive directors and appointed directors would be elected for one year/until the following AGM whichever was sooner.

After due consideration the resolution was approved unanimously for submission to AGM2014, Proposer PS, Seconder PL.

**b. Revision of AUK Articles of Association 7.6 regarding the schedule for submitting resolutions and nominations to Annual General meetings.**

PS introduced the proposed resolution, which was a revision of the amendment to Article 7.6 introduced at AGM2013. The revision had three objectives, (a) to generally simplify and clarify the process for the submission, review and amendment of AGM resolutions, (B) to remove references to the nominations of directors which is the subject of Article 14, and (c) to move the submission and amendment period for resolutions from August to September, so the amendment phase would end on 1<sup>st</sup> October, the traditional 'due date' for director nominations. This more condensed schedule is enabled by allowing that resolutions and amendments will be revised through the AUK website and forum.

The resolution was approved unanimously for submission to AGM2014, Proposer PS, Seconder PL.

PS commented that these amendments were moved to integrate amendments to the AUK Articles that were moved as separate resolutions at AGM2013, and so make the Articles simpler and internally consistent. This was essentially a housekeeping exercise though and it is to be expected further changes will be moved at AGM2015 to allow for a more general review to ensure full compliance with the Companies Act, CC noting the need to address Articles relating to Directors mental health and full Proxy Voting. The immediate objective though was to establish the new board structure and voting process.

### **c. Revision of AUK Regulation and Appendices**

A number of amendments were considered individually (see attachment). Some resulted from the decision to cease publication of the AUK handbook which required references to that publication to be removed from the Regulations and Appendices.

The amendments are:

- 1) Reg6/App6, Publications (remove reference to handbook)
- 2) App7.3.1 Additional Event Classifications (remove reference to handbook)
- 3) Reg/App 9.5 Insurance (rationalise prose)
- 4) Reg/App 9.8.1 Proof of Passage (rationalise prose)
- 5) 9.10 Results (rationalise prose)

The above amendments are for consistency with external developments and do not introduce specific changes, and so will be submitted together as a single resolution

- 6) App 13.2.1-13.2.8 Awards and Trophies

The proposal was to remove the trophies from the scope of the regulations and appendices, so they are managed by the Board directly, and to remove references to the handbook for specification of the Awards.

PS queried the status of the specification of the awards which until 2012 had been an integral part of the Regulations but were now published elsewhere in the handbook. It was agreed the award specifications were still considered as part of the Appendices. It was noted there was scope for a rationalisation of some awards but that would be considered at another time.

There was also discussion led by SS regarding whether the awards should apply to all riders or just to AUK members.

It was consequently agreed that:

- References to the Trophies were to be removed from the Regulations, these being the ambit of the AUK Board, but will be listed through the AUK website.
  - AUK Award specifications are to be restored to/presented as part of the AUK Regulations
  - Distance and SR awards were open all riders, other awards were for subscribed AUK members only
  - References to ISR, an LRM award administered by AUK, would be removed from the AUK Regulations
  - The Randonneur Series of awards would be extended to include the Randonneur Round the Year scheme administered by Peak Audax. Peak Audax will continue to administer the award albeit on behalf of Audax UK.
  - The Dave Lewis Trophy which is presented to the AUK member achieving the longest distance in a 24hr TT is to be added to the list of Trophies on the AUK website
- 7) Reg12 would be amended to allow Electrically Assisted Pedal Cycles (EAPCs) to be ridden on Brevet Populaire events and to be eligible for associated awards. This was moved to make BP events more accessible to disabled and older riders. The commentary to the resolution will reference the relevant UK government specifications of an EAPC.

The amendments described above were approved by the Board unanimously for submission at AGM2014, Proposer JH, Seconder PS

A further proposal to amend regulation appendix 7.1 to enable rides completed in conjunction with non-BP/BR/BRM/LRM events, i.e., locally validated audax events organised by other ACP affiliates, community based and other events to be validated by AUK and so be eligible for AUK awards was withdrawn pending further consultation.

### **3. AOB**

- 1) PS advised that the two member-on-member insurance claims occurring earlier in the year had been resolved, one being rejected as being the responsibility of another cycling organisation, and the other to be settled by AUK. PS asked for guidance regarding payment of the policy excess, this being the first claim to involve an excess. There was discussion as to whether this might be influenced by the those

being involved being AUK subscribed or temporary members. It was agreed AUK would pay the excess due in this case and the matter will be reviewed at the September Board Meeting.

- 2) PS further advised that the AUK insurance renewal was imminent, something complicated by AUK's current insurer withdrawing from the market. Other options were being pursued but this would need to be concluded before the next Board meeting. PS noted it was reasonable to expect an increase in premiums following the recent successful claim. PS was authorised to proceed as required.
- 3) Sue Gatehouse advised that Tony Greenwood was standing down as Brevet Card Secretary as of the end of the season, i.e., 30<sup>th</sup> September. PS noted that he was following up on an option to 'outsource' brevet card production through a local print/copy shop which he had contacted about 18months previously but it was too early to say if this would be viable. Consequently the post should be advertised through the AUK website and possibly also the Organisers newsletter.

The board noted the excellent service that Tony has provided and offered a vote of thanks.

Addendum: Tony's decision to stand down was prompted by a short period when he would be unavailable. John Ward has offered to provide interim cover and so Tony will continue as Brevet Card Secretary for another year.

**Meeting closed at 22:00**