



MINUTES FOR THE AUK BOARD MEETING
HELD ONLINE VIA ZOOM
on 19 April 2023 STARTING AT 0900.

PRESENT:

Chris Crossland (CC) (Chair)
Nigel Armstrong (NA)
Caroline Fenton (CF)
Paul Haxell (PH)
Daniel Smith (DS)
Andy Yates (AY)

APOLOGIES

Ian Hennessy (PH)
Paul Renshaw (PR)
John Ward (JW)

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

Board Meeting – 18 January 2023

Approved

4. Matters arising from minutes of previous meetings

4.a Confidential

4.b Board Meeting format

CC would prefer in-person meetings 4 times a year and noted that with online meetings participants can become distracted rather than be focussed on the meeting. He also noted a concern over the diminution of social contact between the Directors if all meetings are held online.

CF noted that for those who are working then online meetings represent a significant improvement particularly being more time efficient.

PH raised a question as to whether the Board Meetings need to be an entire day.

NA noted that Birmingham is a good venue for in-person meetings.

Agreement reached to try separating the main Board meetings into a mixture of online and in-person meetings, ideally to be alternating but dependent on the business of the meeting and the annual timetable (e.g. AGM resolutions). For the online meetings, these are to be trialled as being split into 2 evening meetings.

The July 23 Board Meeting will be in-person to be held in Birmingham

Actions:

- **AY** to book Ibis hotel in Birmingham for July 23 Board Meeting
- **AY** to review annual timetable and suggest a split of the agenda

4.c General Secretary's Role

Refer to item 5a.

4.d NGB Application

The pre-application has been re-submitted (as noted at Jan 23 Board Meeting) and a case officer has been assigned by Sport England, however a response is still awaited from Sport England.

5. Business

5.a To confirm the appointment of a General Secretary

CC proposed and it was unanimously agreed that AY would be appointed as General Secretary.

AY commented that he was pleased to accept the role of General Secretary and would

CC noted that the previous General Secretary (Graeme Provan) had done an excellent job and the Board wished to thank him for all his efforts, contributions and hard work.

5.b To confirm the appointment of a Company Secretary

CC proposed and it was unanimously agreed that Graeme Provan (GP) would be appointed as Company Secretary as a Delegate role.

It was noted that the Company Secretary role is primarily a formal role covered by Companies House and Corporate matters. The General Secretary is a broader role covering more of the day-to-day aspects of the organisation. It was noted that splitting the previous General Secretary role into these two separate roles means that the General Secretary role is potentially more suited to a wider range of candidates in the future.

CC noted that the NGB application would continue to be managed by CC and GP.

NA raised a comment as to whether having 2 'Secretaries' was confusing. DS noted that there are still other Board members with 'Secretary' in their title and whether there should be a review of all of the Board titles.

Actions:

- **AY** to liaise with GP regarding the split of responsibilities between the General Secretary and Company Secretary roles

5.c Renewal of Financial Mandate

CC referred the Board to the Board paper: *BMD 230419: Renewal of Executive Directors' and IT Manager's Financial Mandate*.

The proposed financial mandate follows that previously agreed last year but increases the levels by approximately 10% to account for inflation.

The mandate was agreed by the Board.

5.d Management Accounts

NA referred the Board to the Board paper: *Board Report Finance March 2023*.

The Board carefully considered the contents of the management accounts.

There is £370k in AUK's bank accounts although this is anticipated to represent a high point for the financial year. However, the organisation is well placed for the future.

CC and AY asked about whether some reserves should be placed in interest paying deposit accounts. NA responded that whilst interest rates are increasing we are a membership organisation and the funds should be used for the benefit of the members rather than being locked up in long term.

IT spend is around 50% of last year's spend at present.

NA also noted that his financial forecasts have not changed.

5.e Annual Reunion

No information on the progress of the 2023 Annual Reunion was available.

The Awards Secretary has prepared the awards to be given and the recipients are to be published on the website and forum in advance of the Annual Reunion.

Actions:

- **AY** to contact the Annual Reunion delegates to find out how plans for the 2023 reunion are progressing.

5.f Director Vacancies

Further to item 5a, there are no current Director vacancies. A decision about AY's role as General Secretary and Non-Executive Director will be made in advance of the 2024 AGM.

5.g IT Report

Kevin Lake (KL) unable to attend.

DS raised concerns over whether the organisation is becoming too reliant on a limited number of members for the IT systems. A discussion was held about whether the role could be split or additional members could be involved in supporting the organisation and increasing its resilience.

It was noted that KL has been discussing with external companies arrangements to support and look after the management of the AUK IT systems (but not the development of the systems).

Actions:

- **DS/CF** to discuss with KL about possible splitting of role and improving resilience.

5.h Additional items

PH raised the issue of whether the Board has an overview of the key risks facing the organisation. There is currently no document defining or listing the risks and it would be beneficial if this could be collated.

Actions:

- **PH** to start preparing a risk register (or similar document) looking at the key risks facing the organisation.

6. Reports

6.a Chair

Nothing additional to report.

6.b General Secretary

AY noted that the handover from GP is going well.

DS raised the issue of a cheque not being cashed which had previously been sent by GP.

Actions:

- **AY** to liaise with GP regarding status of cheque.

6.c Finance Director

NA noted that the annual ACP bill (approximately €5,500) had been paid

NA also noted that Lloyds Bank had the incorrect business address for the organisation.

Actions:

- **NA** and **CC** to arrange to attend a Lloyds bank branch to try and update the address details.

6.d Calendar Events Secretary

IH unable to attend.

Web pages for the online version of the Organisers' Handbook are set up ready for populating by the Calendar Events Secretary. An introduction session should be arranged so that these can be populated.

Discussion regarding the use of organisers own website for event entries. The Board would like to know why this is occurring and what are the issues with not using the AUK website so that a decision can be made about improving the AUK site or potentially mandating the use of the AUK site in the future.

Actions:

- **IH** to arrange a session with the Web Content Delegate to run through the pages for the online Organisers' Handbook.
- **IH** to ask his delegates to discuss with the organisers about reasons for using other websites for event entries.

6.e Permanent Events Secretary

JW unable to attend.

It was noted that one of the DIY organisers had now successfully moved over to Stripe for payments and this had significantly assisted JW with managing DIYs. Potentially looking to move other DIY organisers over to Stripe.

6.f Events Services Director

DS noted that an assessment of the impact of the amended points system (0.5 point for every 50km ridden) was underway. DS will also review the impact of the points change on the awards.

NA confirmed that a new printer should be bought outright (rather than leased).

Actions:

- **DS** to review the impact of the changes to the points system on the various awards.

6.g Membership Secretary

CF reported that membership numbers as of 18/4/23 were 8127. This has been steadily increasing since Jan 23 as members renewed as well as new members joining.

A membership promotion with Arrivee and membership discount from events has been reasonably successful however it would be beneficial to also produce some publicity flyers.

Back issue of Arrivee have now been uploaded to Yumpu.

Actions:

- **CF** to liaise with **PR** regarding the production of a publicity flyer

6.h Communications Director

PR unable to attend.

Proposal for an AUK specific PBP jersey and a AUK hi-vis gilet have been obtained from clothing suppliers.

For the PBP jersey the artwork is to incorporate the 2023 ACP PBP logo.

It was agreed that PR and CC had authority to proceed and act on behalf of the Board to place orders with the clothing suppliers.

Actions:

- **PR** and **CC** to proceed with the procurement of the AUK PBP jersey and AUK gilet.

Items formerly listed as Confidential

4.a.1 Shortcutting via Yad Moss

Refer to Board paper: BMR 230419: LEL Matters

CC has written to those he understood to have taken a short cut via Yad Moss highlighting that we were aware that shortcutting had taken place. However they would not be disqualified as this was felt to be disproportionate and he had no explicit power to impose a lesser penalty.

CC has intended to propose an amendment to the LRM Event Regulations such that penalties at a lower level than disqualification can be imposed by the Randonneur Mondiaux Representative after an event takes place.

These actions close out the shortcutting matter.

4.a.2 LEL Finances

Refer to Board paper: *BMR 230419: LEL Matters*

CC will be requesting a copy of the income and expenditure statement from LEL for the 2022 financial year.

It was noted that LEL becomes a larger financial entity than AUK for LEL event years, however there is a mutual benefit for both parties with UAK providing insurance cover for LEL, and LEL paying temporary AUK membership fees. However this arrangement was for the 2022 edition and future editions will require negotiation.

Actions:

- **CC** to request income and expenditure statement from LEL for 2022 financial year.

4.a.3 LEL 2025

To ensure a successful running of the 2025 event it was noted that dialogue between AUK and LEL needs to start now. Initially this will be with CC (as AUK Chair and LRM Representative) and AY (as AUK General Secretary) and will later require DS and IH's involvement.

Actions:

- **CC** and **AY** to hold initial meeting (ideally in-person) with LEL team to start discussing LEL 2025 event.

7. Date of Next Meetings

5 July 2023 – in-person

October 2023 – potentially online

Actions:

- **AY** to propose dates and format for the next 4 Board Meetings and 2024 AGM.

8. Any other business

8.a Administration Support

It was noted that the financial forecasts and plans for the organisation included for the appointment of a paid member of staff to support the organisation.

The role is envisaged to be an administration support role to reduce the burden on the current members who generously volunteer their time.

NA advised that the apprentice who has been assisting him with the book-keeping would qualify in the next 2 months and the future administration support role should include book-keeping (envisaged to be around 4-5 hours per week).

CF and GP have provided a list of items which could potentially be passed to the administration support role.

Actions:

- **All Directors** to discuss with their delegates and advise on what tasks or items could be passed to the administration support role

8.b Review of policies

CC noted that various AUK policies need regular review.

Actions:

- **AY** to add review of policies to future meeting agendas.

9. Closure

There being no further business the Chair declared the meeting closed.