MINUTES OF THE AUK BOARD MEETING HELD AT THE IBIS HOTEL, LADYWELL WALK, BIRMINGHAM ON 2nd April 2014

The meeting started at 09:00

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

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

2. MATTERS ARISING:

a. Confirm Broker willingness to renew and requirement to register volunteers (PS)

The AUK Broker advised RSA, AUK's insurer, is withdrawing from the sports market and another insurer would be required on renewal (RSA also provide insurance for the CTC). This will be progressed in June when we initiate renewal negotiations, the policy falling due in August. No feedback to date on the need to maintain a register of volunteers but this seems good policy regardless. Action complete

b. Secretary to become primary contact for Companies house (PS/LJ).
   Action complete.

c. To progress job descriptions (CC/SG).
   In progress

d. To extend publication of information on Perms information (JW/NH)
   No progress to report

e. Rationalise member club records and supply to ACP (MW)
   Action Complete

f. Update member email records (PS)
   This will be progressed in tandem with the launch of the AUK forum (see below).

g. Advise LJ of badge stock valuation (PL)
   Action to be progressed for AUK Financial Year end.

3. DIRECTORS' REPORTS:

Secretary (report provided): PS outlined the launch schedule for the AUK Members forum, which was to announce the forum in the April edition of Arrivee and go live by month end. The forum would then be in place to support the EGM on Proxy Voting set for May (see below) and review of Resolutions for AGM2014 in the following months. KH questioned whether this timescale was realistic, given need to generate content, etc. DW noted that Joomla – the platform for the new AUK website - supports forum functionality but otherwise commented that BB style communications were rather outmoded and he expected discussion of

AUK events would route through the AUK website and other social media such as Facebook. PS explained the decision to go ahead with SMF was driven by the timeframes imposed by the AGM2013 resolution, SMF being relatively simple to operate, familiar to many, and (thanks to Pete Coates) support for user accounts is integrated with the main AUK website, allowing members to log on using their AUK user ID and password, the forum account being automatically created on initial login based on their AUK credentials. This greatly reducing the effort required for user registration and support. NH confirmed it would be some time before an equivalent facility would be available in the new AUK website and there was a case for keeping the the AUK website and forum separate. PS noted we could migrate the forum to Joomla later if so desired and commented on the necessity of 'managing expectations' regarding the forum. This will be addressed in an article in Arrivee announcing the forum as a private forum for AUK members to discuss AUK policy and operational issues, and to facilitate communication with the Board and Delegates, and as such is complementary to the new AUK website and other social media. Launch content will relate to details of the EGM to discuss proxy voting, guidance on submitting resolutions to AGM2014, and communicating with Board members and Delegates. Access to the forum and content will be restricted to AUK members and members will post under their given name . There is some concern that 'private' material might be reproduced elsewhere however the reality is that currently all discussion of AUK internal matters occurs 'elsewhere'. Appropriate guidance will be provided regarding respecting AUK and members privacy, and the forum will be actively moderated by PS, PL and Ian Oliver.

At the last BM, LJ requested PS to take responsibility for booking accommodation for Board Meetings. Consequently PS has opened an ACCOR business account on behalf of AUK, and requested authorisation for PS, CC and LJ to authorise such bookings and payments, which was agreed.

Lindsay Clayton (Reunion Organiser) has investigated some hotels in the Shrewsbury/Telford area for the reunion weekend however these are proving relatively costly.

Events (report provided): Following MW's work on rationalising club names reported to ACP, JH has done the same for clubs organising events and noted that more cycling clubs organised events than CTC member groups. This raised the question whether the AUK concession regarding temporary member fees for CTC members should be extended to club members. No immediate action was proposed but this will inform any future review of AUK fees

JH noted Jackie Popland will be standing down as an Events Delegate at the end of the season and also announced his intention not to stand as Events Secretary at AGM2014.

Perms (report provided):

Membership (report provided): MW noted the £4 post supplement charged to non-UK members does not cover costs, and the efficacy of having a £5 joining fee. The Board agreed no change to current practice and MW noted that he would bring this up again next year for review.

Publications (report provided) SS was authorised to progress plans to provide an online archive of Arrivee, the service being provided by an external agency. Each edition will be scanned and recorded as a PDF with copies publically available online.

Given previously announced plans to discontinue the hardcopy Handbook, PL will progress updating the website to bring the public records and other materials in line with the Handbook. PS offered to support PL with setting up web pages as required. This content will be moved across to the new AUK website in due course

SS and the Arrivee editors met with NH & DW to discuss plans for a magazine style front end to the new AUK website. A new web editorial team will be formed along the Arrivee model, each editor taking responsibility for updating the website for a three month period. This approach is favoured as it avoids 'burn out' arising from individuals being heavily involved around the year.

SS will organise an Arrivee Help Wanted ad for 4 Website Editors, and also another Publications Editor to relieve Tim Wainwright, who currently manages two editions of Arrivee.

Validation Secretary (report provided). KH reported they had been holding back on forwarding results of BRM events to ACP pending rationalisation of ACP club lists. Validation for the 3 BRM events affected will now be progressed.

The Board noted the excellent service offered by Tony Greenwood, Brevet Card Secretary, and voiced approval of the 2nd generation 'New' Brevet cards which have a glossy outer, making them more water resistant.

Recorder (report provided): PL reported some AUK badge holders had asked if sales of their badges could be handled centrally, and he also needed to consider how non-AUK badge holders (RRTY, AAA) would be supported.

PL also reported some problems with the AUK website recorder functions which have been progressed to NH.

Systems (report provided): A recent 'Denial of Service' attack which left the AUK website functionally offline for a couple of days exposed the dependency of AUK operations on the website. NH noted that users (Organisers and Riders) needed to be educated regarding 'defensive working'. This can be summarised as 'don't leave everything until the last minute'. If say, an Org waits until the day before an event to download a start list and the AUK website is unavailable then that Org has a problem. This can be mitigated by downloading the main start list a few days before, and thereafter updating it as new riders register. Similar considerations apply to riders who wait until the last moment to enter or download a routesheets/GPX track.

[PS notes: discussion of such issues and practices are exactly the type of topics that might be progressed through the AUK forum]

Les Hawkin is being inducted into the Systems team. NH would like more support but can only handle one inductee at a time.

Accounts: LJ noted that she is now functionally 'offline' at home due to local Broadband provision in her area and consequently had not been able to join some online AUK Board discussions.

LJ reported that AUK has cash assets of approx. £230k of which £90k is on deposit leaving £140k as cash at hand.

Publicity: DW has acquired www.audax.co.uk as discussed, and will acquire www.audax.uk when it is released later this year. The AUK forum will launch as forum.audax.co.uk however any other changes involving URLs (PayPal, email, etc.) should be scheduled around www.audax.uk.

DW has identified a Website designer to develop the new website structure (menus, page layouts, etc.) and graphic design, but there were some question regarding the designer's availability. If the matter is not resolved shortly he will revert to working on the website with Invent Partners (structure) and Kieron Harrod (graphic design). DW clarified the new website will provide a magazine style front end to the existing website; unstructured text (About AUK, Official pages, Hall of Fame, etc) will be transferred to the new website but dynamic/database content (listings, planning, membership, etc.) would be served from the current website. The target was to have the new website in place for the new AUK season, i.e., 1 November, at which point he would hand the project over to Systems and Publications.

PS asked about 'forms' support for basic data collection, i.e., Accident Reporting, etc. NH outlined some options using Joomla extension modules. Rod Dalitz has been in contact asking for website support for OCD data collection, and NH agreed this would make a good initial 'forms' project. PS offered to liaise with Rod to document his requirements. Action: PS/NH

ACP Correspondent: JS has circulated the updated ACP agreement with herself as signatory and Audax UK the associated body.

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)

At the last BM, LJ voiced concerns limitations regarding PayPal, viz, the restrictions on operating multiple accounts. PS reported that users and companies could have multiple PayPal accounts, the main limitation being that each account must be linked to a unique email address. So AUK might have separate accounts associated for accounts@, events@, reunion@, event_one@, event_two@, etc. JH also noted PayPal Business accounts allow for user profiles restricting access to specific functions, thereby allowing delegated access.

LJ has been in contact with an AUK member and non-member regarding book keeping support however their offers were based on a spread sheet approach which was no advance on what she is doing now.

An advert for a Finance Director/Delegate will be placed in the upcoming edition of Arrivee. Candidates to have finance and book-keeping skills and experience in using accounting packages, and generally be interested in developing online accounting services for AUK. Action: PS

[Note: Linda will also be stepping down at AGM2014 so the Ad will also reference the Treasurer role. Whether the Finance Director & Treasurer functions will be met by one or two people will be determined by the response.]

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

This will be progressed with the launch of the AUK forum. 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)

PS with support from JW/CC presented an amended Article 8 to cover the introduction of Postal voting (see attached) for consideration at an EGM, scheduled for 14:00, Thursday 22nd May at the Priory Meeting Rooms Birmingham.

The amended Article describes the principles by which Postal voting will be performed; the voting process being governed by procedures for voting which will be published with the resolutions to be considered at each General meeting. This allows for Postal voting to be supported by external agencies or brought in-house as required. Arrangements for the EGM, the amended Articles and procedures for voting will be documented in an article to be published in the April edition of Arrivee, and through the AUK forum. 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)

Following discussion of Governance models at the last Board Meeting, PS presented a paper outlining the current situation regarding the roles of Directors and Delegates. This highlighted a number of issues and inconsistencies which were not considered when the new Article 9 was drafted, and the lack of guidance or structure to support Board continuity and function, election of Directors, etc. CC & PS will continue to develop this with a view to making proposals for AGM 2014. ACTION: CC & PS

5. STRATEGY

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

This was carried over from the last Board Meeting due to time constraints. JH presented his events strategy document from 2012 which identified the trend towards a few well supported (in terms of number of riders and facilities) longer events (300km+) and an increasing number of smaller events (fewer riders and facilities). Whilst the overall number of events was increasing the number of 'rides' was constant, and whilst these smaller events met the needs of experienced AUKs they did not attract new riders. Overall this is a negative trend.

DW noted this development reflected a somewhat laissez-faire approach to managing the calendar, a natural progression of new riders looking to 'give back' by organising new events rather than helping to develop/support established events, and organisers being generally happy to run events for 50~100 riders which they could manage with the support of a small team, and that to turn this round required a more directed approach with AUK providing leadership to encourage the development of larger events which both existing and new riders would find attractive. In his view the limited amount of volunteer effort & room in the calendar meant that developing larger events would inevitably mean reducing the number of smaller events. SS & JS both noted the trend for longer events to become harder, i.e., in more remote parts of the climbing and with more climbing, which they felt was offputting for new riders. JW commented that we should look on building the new larger events without curtailing the smaller events. PS noted that we have no real idea of the size of the market for Audax events as most cyclists have never heard of Audax; all they know of are charity events and Sportives, something the new website was intended to help address.

All of these issues have been much discussed and are addessed in JH's own strategy paper, which also advocated establishing a clear hierarchy of events/standards (National, Regional, Club, Group, etc.), with events in each category being clearly identified and promoted as such through the AUK calendar and website. This would naturally channel resources towards the more strategic/high profile events which AUK would see promoted (ref. comments regarding the WCW600 noted below).

To take this forward, JH was invited to develop specific proposals/actions for implementation, for consideration at the next BM. Action JH with DW/JW

6. AOB

a. Procurement and Budget

PS noted AUK has currently has no formal procurement and budget process beyond a request for funds at the BM. This was agreed but not progressed at this time. To be progressed with the new Finance Director.

b. Regulations

Several regulations-related issues have arisen which demonstrated a lack of clarity in the regulations, viz:

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Rider support on events and regulation 9.9.2 (the nature of 'self sufficiency and how it is defined)
Recognising overseas perms and regulation 7.1 (participating in non-AUK 'events' and – assuming they otherwise conform with AUK regulations - counting them towards AUK awards)
Participation by riders on Power Assist Bikes (which relates to the decoupling BR and BP regulations to allow BPs to become more open and accessible to all)

These points will be considered by the regulations sub-committee, which will report back to the next Board Meeting. Action: JH/JW/PS/SS

c. LRM invoice for Charges

In January 2014, AUK received and paid an invoice from ACP/LRM for LEL2013 validation at a cost equivalent of 5EUR per rider, which contrasted with 1EUR per rider at LEL2009. Through a combination of events involving officers of both AUK and ACP/LRM, neither AUK nor LEL2013 were aware of this increase, and consequently LEL 2013 faces an unbudgeted additional charge of approximately £2500. This would come close to wiping out the small surplus made on LEL. The Chair noted that this is likely to bring forward the date on which LEL 2013 would require a loan from AUK in order to prepare for the next LEL.

DW noted his disappointment that LEL 2013 were not notified of the revised LRM fee structure.

Action: JH to advise Mark Rigby that finishers of the Scottish 1300 will need to pay 5EUR for LRM validation.

d. **WCW 600**

Steve Gloster, who was reviving the Windsor Chester Windsor 600 has decided to step down as an organiser. Planning for the event is well advanced with currently 50 entries and it seems likely the event would attract many more riders. JH had approached local experienced organisers to ask if they would adopt the event but the late notice meant they were commited elsewhere. KH volunteered to step in as Organiser,which was welcomed by the Board. DW noted he had previously flagged the event as being a potential AUK national event and would extend web and marketing support as he had for the Mille Cymru.

e. New 200km Badges
SG noted the need to order new 200km Badges. DW will ask Kieron Harrod to produce a design pack of distance badges featuring the new logo.
Action: DW

DW also noted the new logo will feature in the April edition of Arrivee and it will be used on the AUK forum when it launches.

7. DATE AND VENUE OF NEXT MEETING:

The dates of the next Board Meetings are:
22nd May (Priory meeting Rooms, Birmingham)
24th Sept (at IBIS, Birmingham)

Date of AGM & Annual Reunion:
November 15 or 22 (22nd preferred, subject to accommodation costs).

8. Meeting Close [15:30]

Amendment to Article 8 to enable Proxy Voting

Article 8 Amendment

8.5 At all General Meetings a resolution put to the vote of the meeting shall be decided on by a show of hands by those Members present in person and entitled to vote and who do so together with postal votes cast as described in Article 8.7 and subsequent Articles, each Member having one vote other than the chairman of that meeting who shall not be entitled to vote while acting in such capacity. The chairman of the meeting will declare the resolution carried or not carried unanimously or by a particular majority in accordance with the votes cast and an entry to that effect recorded in the Minute Book of the Company:

  8.5.1 in the case of changes to the Memorandum or Articles of Association, by a three quarters majority;
  8.5.2 in the case of changes to the Audax United Kingdom Rules, by a simple majority;
  8.5.3 in the case of extraordinary and special resolutions, by a three quarters majority; and
  8.5.4 in any other matters, by a simple majority.

8.6 In the case of an equality of votes the chairman of the meeting shall, with the exception of Article 14.4 where the business concerns the election of the Chairman and the chairman of the meeting is one of the nominees for that office, be entitled to a casting vote.

8.7 Members who are entitled to vote may cast their vote by means of a postal vote using a form provided by the Company for that purpose. The voting forms may be submitted by post or electronically via the Company website or extension thereof. The procedure for submitting postal votes along with a copy of each resolution will be published by Notice to Members following the procedure described in Article 19.

8.8 A Returning Officer will be appointed by the Board to oversee voting at the General Meeting. The Returning Officer may not be a proposer or seconder of any resolution of the General Meeting. The Returning Officer will maintain a register of Members voting by means of a postal vote to facilitate the registration of Members who will cast their vote in person at the General Meeting, but will hold the postal voting forms in personal confidence until such time as the votes are due to be cast for each resolution at the General Meeting. The Returning Officer may collate the voting forms personally, with the assistance of other Members and/or appoint a third party to provide that service. The Returning Officer will extend the obligations of confidentiality and independence described above to all those so engaged.

8.9 Ballots to elect Directors as described in Article 14.4 may be cast by postal vote as described in Article 8.7 and thereon.