



Civic Voice, The Coffin Works, 13-15 Fleet Street, Jewellery Quarter, Birmingham, B3 1JPE  
www.civicvoice.org.uk

## **CIVIC VOICE BOARD MEETING NUMBER 37**

25<sup>th</sup> January 2017, 1pm 4pm  
Birmingham Quaker Meeting House

Mary Ash  
Paul Bedwell  
Phil Douce  
David Evans  
Martin Gunson  
Joan Humble (Chair)  
Roger Sutton  
Chris Winter

In attendance: Ian Harvey (Executive Director)

### **1. Welcome and apologies**

The Chair welcomed everyone to what was the first formal meeting of the Civic Voice board since the AGM in October, explaining that the long agenda focussed on developing a strategic approach to decision making and responding to the Civic Voice Review.

#### **Apologies**

No apologies were received.

A discussion took place about Christine Furminger's continued absence.

It was agreed:

- a) That the Executive Director speak with Christine Furminger about her intentions for attending the Board and to inform the Chair about the outcome of the conversation
- b) To update the Trustee contact list and send out Trustee names and addresses to all new board member

### **2. John Kershaw 1950:2016**

The Chair spoke of the sad death of John Kershaw and explained that there was still no news of funeral arrangements.

It was noted, with thanks to the Executive Director and staff, that an obituary notice had been issued in the weekly Civic Update in December.

It was agreed:

- c) To consider how the Board replace John Kershaw's legal experience later when we review all future sub-committees.
- d) To inform the Board of Trustees when we know arrangements for the funeral.

### **3. Minutes from September 2016 and October 2016 and updates on actions**

Subject to a change that David Evans was the Chair at the beginning of the October Meeting, the minutes were approved as a true and accurate reflection of the discussions.

### **4. Charity Accounts from 2016 to be officially Signed Off**

Although the Charity Accounts were signed off at the Civic Voice AGM in October 2016, it was stated that the Civic Voice board did not get the chance to approve them and authorise them due to the previous Chair signing them off by email.

The Treasurer indicated several changes were required –

It was agreed:

- e) To formally approve the Charity Accounts
- f) To submit the amended accounts with the Charity Commission in the due time.
- g) To formally register all trustees with Companies House and the Charity Commission

## **5. Financial Update**

The Executive Director explained that the charity has grown very quickly in the first few years but had recently not prioritised expenditure so that Civic Voice's reserves were now low relative to its size. As part of the strategic plan to be discussed later in the meeting, the subject of reserves will become a key agenda item at Trustee meetings.

The Executive Director explained financial figures and it was noted:

- Any membership income from now goes into 2017-2018 membership year
- £2000 is outstanding for sponsorship of Convention from Cheshire West and Chester Council
- British Land has been invoiced for £5000 and it is hoped to secure one or more other sponsors

It was explained that areas we could make savings on will include

- Design Awards presentation which will be taking place in May hosted by the APPG for Civic Societies in Houses of Parliament.
- Sandys Lecture – likely to be in June and hosted by Baroness Andrews in House of Lords.
- APPG – three planned before March (January 31<sup>st</sup>, Feb 31<sup>st</sup> and March 7<sup>th</sup>)
- The format of the AGM

It was agreed:

- h) To consider the costs around individual items at a later date with the finance committee once the strategic plan is in place and the planned future for the organisation is in place.

## **6. Funding update**

The Executive Director explained that several fundraising initiatives are currently underway including:

- Prior to Christmas a letter was sent to the top 25 housing developers in the country. This was in the name of Griff Rhys Jones and Sir Terry Farrell.
- Discussions are taking place with HLF
- Discussions are taking place with Historic England.
- Building up membership income to maintain our independence.

It was agreed:

- i) To allow the Executive Director to continue the discussions with the various funding bodies.
- j) For the Executive Director to be guided by the Board conversation and to use this to inform the Heritage Lottery and Historic England funding bids
- k) To approve submitting the Heritage Lottery and Historic England bids

## 7. Chair Update

The Chair explained that in future the updates of her work will be included in specific agenda items as necessary. The Chair explained that she wanted to see a “team approach” going forward and looked forward to working with all trustees in the next 12 months.

## 8. Executive Director Update, including Risk Register

The Executive Director had submitted a report on current activities but made specific reference to the key risks facing the organisation in the next quarter including:

- Failing to grow our membership
- Loss of key staff
- Loss of income streams
- Cash flow sensitivities

The Executive Director talked the Board through each risk and how it could impact the organisation.

It was agreed:

- l) To keep the risk register under constant review in line with the full board and governance committee
- m) For a smaller team to work with the Executive Director to address each point further

## 9. Civic Voice Review 2016: Status update and recommendation plan

In line with the decision from the September board meeting for the staff to present a plan to address the 42 recommendations in the Civic Voice review, the Executive Director presented a paper (Board Paper Number 8 Civic Voice Review Action Plan Update January 2017) outlining a plan and date when the Board will consider each item.

It was agreed:

- n) To adopt the paper and timeframe as recommended by the Executive Director
- o) To present the full recommendations of the Civic Voice review to the Governance Committee and any changes to be notified to the full board later

## 10. Strategic Plan 2017-2020

The Executive Director explained that the Board had held extensive email discussion around the Vision/mission/values/strategic objectives of the organisation. The proposed Civic Voice strategy had been drafted with these in mind. The Board was asked to consider the key components of the strategy, to feedback, and agree the outline strategy, success measures and work streams for a strategy to commence on May 1<sup>st</sup>.

The key components of a strategy are:

### Vision

A society in which everyone can say “I care about where I live”

### Our Mission:

To work with civic societies and local communities to make the places we live in more attractive, enjoyable and distinctive.

### Values

- Independent in our views
- Grassroots and responsive – accessible and transparent, with a bottom up approach

- Inclusive – engaging with the whole community and spreading the benefit
- Networked – developing partnerships to make the most of the strength of the movement
- Campaigning – providing a national voice and promoting our vision

The essential work streams derived from the vision were:

- Strengthening civic societies
- Raising our profile and influence
- Improving the way we work
- Becoming sustainable and independent

### **Strategic Objectives to May 1<sup>st</sup> to March 2020**

- To diversify short and long term income streams to ensure long term financial viability within a three-year timeframe
- Increasing resilience: to build and secure the resilience of resources (staff, systems, processes, membership, volunteers) with a focus on core functions and the civic movement to support delivery of the longer-term mission
- Using our voice: cement the relationship with the APPG for Civic Societies to positively influence new government actions in at least two significant government actions that affect our mission.
- National mandate: demonstrate through increased individual and society support that Civic Voice is the authoritative representative of the civic movement

It was noted

- This paper provided an initial strategy and workplan for Civic Voice from April 2017-March 2020 as the basis for establishing early priorities for the new board to inform future decisions on staffing and funding proposals.

It was agreed

- p) To adopt a strategic plan to start at May 1<sup>st</sup> 2017 and to run to May 2020 to coincide with the next General Election. This would also place the strategic plan in line with the financial year.
- q) It was agreed to bring the strategic plan to the Civic Voice AGM in Wakefield to inform the members about the progress that has been made by the new board.

### **11. Role of the board - Governance model selection**

The Executive Director presented a paper on various governance models available to trustees. This followed on from the recommendation in the Civic Voice review for all board members to fully undertake a discussion to know the role they are playing.

The board considered the following options

Agency Model: There is absolute separation of powers, the Board scrutinise Management on behalf of the shareholders e.g. listed companies.

Stewardship Model – The board works with management to guide the organisation and is actively engaged in strategy and advising the management

Resource model – the board acts as a resource for the organisation and offers volunteer time, networks, representation, skills etc common in start-up and community and social organisations.

Stakeholder model: an emerging model where the board represent a range of stakeholders interested and guides the management in balancing their interests, common in political organisations.

It was agreed:

- r) To agree that the board is a mix of *steward and stakeholder model*

- s) To keep the governance model under constant review by making it an agenda item every 6 months to ensure we are checking appropriateness.

#### **A) Expectation of trustees**

The Executive Director introduced a paper (*January 25<sup>th</sup> Expectations of Trustees Board Paper Number: 11a*) based on Charity Commission good guidance on the standards and expectations on individual trustees.

A short discussion took place on the responsibilities and it was noted:

- Trustees felt it was important to have such a document that can be used to ensure that all have a common understanding over what is required and expected from everyone
- The relationship between the staff and the board should be one of a team and all should be striving for greater collaboration between the two.

It was agreed:

- t) No trustee can assign tasks and responsibilities directly to staff and that this can only be done by the Executive Director, or in his absence, the Chair of Civic Voice.
- u) To include the Expectation of trustees in the updated trustee induction pack
- v) Undertaking the appraisal of “individual trustees” and the “*full board*” should be allocated to the Governance sub-committee (when constituted)

#### **B) Deputy Chair appointment**

Since Joan Humble’s appointment as Chair, she has been supported by Phil Douce in managing the transition of the organisation.

The Chair put forward the proposal to formalise the role Phil Douce had been playing and recommended appointing Phil Douce as Deputy Chair of Civic Voice.

It was agreed:

- w) To appoint Phil Douce as Deputy Chair until the Civic Voice AGM.
- x) In line with the other office appointments it would need to be ratified every twelve months.

#### **C) Trustee Expenses Policy**

The Executive Director introduced a paper (*Board Paper Number: 11d Trustee Expense Policy*) based on feedback from the Chair to introduce a strengthened and more rigorous Trustee expenses policy. The paper that had been put together based on Charity Commission good guidance and sets out the basis on which Civic Voice expenses will be paid, and the process for claiming.

The Executive Director explained that the Civic Voice Articles of Association allows the payment of expenses incurred by Trustees on Civic Voice business based on *reasonable and proper out of pocket expenses of Trustees*.

It was noted

- Civic Voice does not expect Trustees to be out of pocket in respect to work carried out for the charity and encourages all Trustees to submit claims for reasonable expenses incurred whilst carrying out their duties as a trustee of the Civic Voice.

It was agreed:

- y) To adopt the Civic Voice trustee expense policy for the period until the Civic Voice AGM and for the finance committee to consider any necessary changes later in the year.

- z) To include the new Trustee Expense policy as per the board paper in a new trustee induction pack

## 12. Resources and Priorities for 2017

The Executive Director introduced a paper stating that it is important that the team are given some direction around priorities for the 2017-2018 financial year. He explained that decided priorities was something that the Civic Voice review highlighted was a weakness of the Civic Voice board. The Executive Director quoted the following statement from the review.

*The Minutes of the meeting on 21<sup>st</sup> July 2015 record that the Board did not agree a set of priorities for Civic Voice despite an agenda item on the subject. The Executive Director raised the matter of priorities again as an agenda item on 9<sup>th</sup> September 2015, but the Board agreed only to review the list of priorities.*

It was noted:

- The new board made a commitment to make decisions, even on difficult issues when they have all the required information in front of them to guide the Executive Director and staff in their work
- That the board were in full agreement that decisions needed to be taken to ensure we are focused on strategic and board priorities
- That whilst several activities that we undertake are “good” activities contributing to our charitable objectives, they are also running at a loss, i.e. Civic Day, Design Awards and the Annual Convention so decisions around how they are taken forward will need to be made.

It was agreed that the Executive Director:

- aa) Review all operational activities to present a report to the Finance Committee and give a detailed breakdown on the cost/benefit to Civic Voice
- bb) Prepare a report for the next Civic Voice board meeting setting out financial projections for a three-year period
- cc) Prioritise activities based on profitability and prepare a paper to consider whether non-profit making activities should be taken forward
- dd) Should ensure that staff, with immediate effect, should be considering priorities by asking the following questions
  - Is this helping to increase our income?
  - Is this helping to increase membership?
  - Is this helping to increase our profile?
  - Is this helping to increase our influence?

## 13. Sub-committees and Terms of Reference

The Chair introduced the item explaining that a series of papers had been developed setting out Terms of Reference for four sub-committees and six working groups. These papers were being proposed as another way to improve the Governance of the organisation.

The Chair explained that this was in line with Civic Voice Review recommendation

*Recommendation 24 We recommend that the Board should review whether or not the Finance Board, the Funding Meeting and Regional Forum meetings remain appropriate or needed following the agreement of the strategic options and actions arising from this review (paragraph 4.31).*

It was agreed:

- ee) To constitute the Finance, Fundraising, Governance and Membership sub-committees as formal sub-committees

- ff) To create working groups for Civic Day, Big Conservation Conversation, Design Awards, Expert Panel, Larger Societies, Regional Forum and consider a working group for the Alliance of Cathedral Towns and Cities
- gg) To include the terms of reference for each sub-committee in the updated trustee induction pack
- hh) To review all subcommittee terms of references in November 2017 to ensure they are still fit for purpose

#### **A) Appointments to sub-committees and working groups**

The Executive Director presented a paper showing the status of individuals assigned to each formal sub-committee and working group. This list had been compiled following on from email exchanges in November.

It was noted:

- That with limited time available from individual trustees, and with an eye on cost, the sub committees and working groups should be encouraged to meet regularly by skype and telephone conference instead of always having a face to face meeting.

It was agreed:

- ii) To approve Neil Sinden as the Chair of the Big Conservation Conversation
- jj) To approve Helen Kidman as the Chair of the Regional Forum
- kk) For each trustee to review the membership of each sub-committee and working group and then to inform the Director / Chair of any changes they would like to make
- ll) For the Executive Director to establish the first meetings of each sub-committee

#### **14. AOB**

The Treasurer explained that he had several items for AOB.

##### **Company Secretary**

The Treasurer put forward a motion that the Executive Director should be made Company Secretary of the company, responsible along with the Directors for certain tasks under the Companies Act. Martin explained that this would help speed up the process of meeting our legal obligations.

All in agreement.

##### **Bank Mandate**

It was proposed that we needed to update the Bank Mandate with the Coop Bank and to make the Chair, Treasurer and Deputy Chair all signatories on funding banking arrangements.

All in agreement.

##### **Constitution**

The Treasurer explained that a review of the Constitution may be required in 2017 in line with the Civic Voice review recommendations

All in agreement and to look at this once the Civic Voice Strategy is in place.

##### **Documentation**

The Executive Director explained that he was making hard printed copies of

- The Essential Trustee (<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>)

- Delivering effective Governance (<https://www.dsc.org.uk/wp-content/uploads/2015/08/Delivering-Effective-Governance-Look-inside-version.pdf>)

### **Printing board papers**

All trustees were in favour of papers being printed and posted to them before the board meeting, although there may sometimes be occasions when email information is issued.

### **15. End of meeting review**

In line with Civic Voice Review (Recommendation 16 “Decision making should be part of a recommended ‘end of meeting review’”)

The Chair asked the board to consider if they had been able to make decisions? All in agreement.

Were they happy that the items discussed were the key issues facing the organisation? All in agreement.

Did they receive all the documentation they wanted? Several trustees said no as they wanted to see a current profit and loss statement and an updated membership report

If everyone had behaved appropriately and in a respectable manner to each other? All in agreement.

### **16. Private Business**

The board moved in to a private session and the Executive Director left the meeting.

### **Future meetings dates in Birmingham**

1. March 29 2017
2. May 24 2017
3. July 26 2017
4. Sep 13 2017
5. AGM in October Wakefield (provisionally 20/21)
6. December 13 2017

*No awayday yet planned or scheduled.*