



Board of Trustees

Wednesday, 11 September 2013, 1pm - 4pm
CPRE Office, 5-11 Lavington Street

Minutes

Attendees

Paula Ridley (Chair)
David Tittle
Martin Meredith
Freddie Gick
Helen Marcus
Paul Clarke
John Kershaw
John Walker
Neil Sinden

Staff

Ian Harvey

Apologies

John Bothamley

1. Apologies

John Bothamley sent apologies and it was also confirmed that he would not be attending the AGM.

2. Minutes of meeting of 24 June 2013

A discussion was held around the current format for minutes of Board meetings. The discussion centred on different views regarding how much detail should be included and whether the Board were happy with *extenso* minutes or more formal minutes.

It was pointed out that, as members of a Board of Trustees (of a company limited by guarantee), they have legal and financial responsibilities that members do not. One trustee expressed concern as to the "locus standi" of non-members in attendance.

Following JK's recommendation, seconded by JW, it was agreed a general summary of the discussion would be the best way forward and if individual trustees wanted a specific point minuted, the minute taker should be advised accordingly.

The Chair agreed we will adopt depersonalised formal minutes for the next 6 months which will be subject to review in response to membership feedback. Amendments to minutes should be submitted to IH.

DT pointed out that the decision we made at the June Board not to propose the new wording for article 40.3 as one of the changes to the articles had not been included. We agreed again that this decision had been made at the June meeting and therefore reaffirmed it but once again it is not in the minutes.

Minutes of the previous meeting agreed, subject to them being “de-personalised” and a correction under 4.1.

Action

IH and JK to ensure 40.3 is not altered during the change to the constitution.

3 Board Transition

FG introduced a Board transition paper by saying that Paula Ridley had indicated that she was stepping down from the Chair of Civic Voice with effect from the AGM in October. It was agreed that she has led the organisation with distinction through its critical first stages and has enabled it to achieve significant national credibility. The Board then had a discussion about the future of Civic Voice and it was agreed that, under the guidance of any new Chair, we must build on the considerable achievement made under Paula’s leadership. It was agreed that trustees should fully support the future direction of the organisation.

As part of the transition, the Board agreed to the co-option of the following trustees for 12 months from the period starting from the AGM:

FG (proposed JW, seconded HM)

NS (proposed JW, seconded DT)

MM (proposed JW, seconded HM)

A short discussion was held and it was agreed that Freddie Gick would be appointed by the Board to become the next Chair of Civic Voice. He would be put forward to the Civic Voice AGM to have his position ratified.

Martin Meredith was then appointed by the Board to continue as Treasurer and to be put forward to the Civic Voice AGM to have his position ratified.

MM proposed Hargreaves and Woods as the Independent Auditor. It was agreed unanimously.

Action

It was agreed that Trustees would meet briefly immediately after the AGM to confirm these co-options. IH to arrange suitable meeting at Liverpool Town Hall.

4 Civic Voice Constitution

The Board discussed the changes to the constitution and agreed presentation of the changes to the AGM as one formal motion. The Board also discussed additional items that have been suggested in recent consultation and it was agreed IH would feed these back via *civic update*.

In response to a question, Staff explained that there will be provision at the AGM for voting should the need arise. This will allow for different vote weighting being given to each society based on their membership fee. It was explained that only groups get a vote and not individuals.

The Board agreed to seek expert legal guidance to support the process, the only proviso being that we would seek a different law firm to those that help produced the first constitution.

The only change that has to go to the Charity Commission is the “Objective” and, upon agreement at the AGM, the new articles are then submitted to Companies House. It was agreed this would be sent as a priority.

5 AGM and Convention

A paper was introduced explaining current thinking around the Civic Voice AGM taking place in Liverpool on October 25th and 26th. It was explained that Liverpool City Council are providing considerable financial support in kind and should be formally thanked.

A short discussion took place and it was agreed that different Board members will chair particular discussions and IH will allocate accordingly.

The Board agreed the proposed programme for the AGM and national convention. It was agreed to present the Civic Day awards at the Friday reception.

The Board agreed to all three individuals standing for the Board to be shared with the membership. It was agreed to share all the information submitted on the candidates' application forms except for personal information. A short discussion was then held on the way the Board is operating and whether any action is needed to give it a better gender, geographical or ethnic mix. It was agreed to consider this as part of the governance paper.

Action

IH will circulate an agenda closer to the date and assign Trustees to seminars/workshops.

6 Annual accounts/Annual Review and budget variances

MM introduced the Board's annual report and accounts and outlined the draft financial summary. It was agreed that the report was important for providing a full explanation of our activities in the early development of Civic Voice. Some changes to the document were also agreed. The Board agreed to delegate MM and PR to sign the accounts with some slight amendments.

In response to a question about whether the accounts should be available on the website, it was explained that the all official documents are placed on the Civic Voice website on the Monday following the AGM and then emailed out to all members.

Action

Independent Examiners. Board approved to delegate to MM and PR to sign/authorise the accounts when approved in principle.

7 Draft budget for Year End 30th June 2014

MM introduced the draft budget for Year End 2014 and explained some of the forecasting of expenditure. A short discussion arose around the financial figures.

It was suggested that, if trustees take on more responsibility, it will increase the trustee expense budget line and that it is important the budget reflects this. It was agreed to develop a budget and business plan for a three year period that will set out funding objectives and where the focus will be regarding raising income. (Action) FG to work with IH on a business plan.

A discussion followed on fundraising and opportunities that may be available via affinity cards, events etc. The Board also considered extending membership to include residents' associations and other voluntary groups, but were reminded that this is already permitted within the regulations of Civic Voice,

It was agreed that there should be a target for fundraising and the Board agreed a target of £20,000, £40,000, and £60,000 per year for the next three years. This would be in addition to membership income. FG said that he will work with staff to bring a funding paper to the Awayday in November to stimulate board discussion on the Civic Voice strategy and business plan.

The maintenance of control over trustee expenses is was discussed including matters such as trustee representation at internal and external meetings without prior knowledge of the Chair, Treasurer or staff. It was agreed to look at a process for agreeing trustee representation at meetings, and associated expenses, via the governance paper. Such a process was pertinent to the maintenance of an appropriate degree of internal rigor and scrutiny in financial and governance matters as well as for reasons of external scrutiny and perception i.e. that members know the Board are acting responsibly in all matters, particularly fiscally.

Action

FG and IH to lead business plan.

8 Staff update

Staff gave a short update that included an update on Civic Day and the departure of the Director post over the summer and the subsequent transition period. It was agreed that the fortnightly update paper that had been agreed to keep Board members updated in between Board meetings was welcome.

The Board noted 2013 Heritage Open Days programme would be starting that week and encouraged a strong profile for Civic Voice in HODs once the partnership with the National Trust and The Heritage Alliance took on the national co-ordination role. The HODs team would also be attending the AGM.

The All Party Parliamentary Group on Civic Societies will be meeting the week after the AGM and Trustees will be invited to attend. The group is now moving towards 70 members.

9 Governance paper

FG and PR introduced a short Governance paper with which led to some discussion about governance within the organisation. It was agreed that, rather than ask the Board to spend time at this stage in agreeing a detailed Code of Practice, the Board should consider the paper and it will be tabled for discussion at a later meeting of Trustees.

Action

FG to bring paper to November meeting. All trustees to consider contents.

10 Agree Awayday date and venue

The Board agreed it would be important to hold an annual Awayday and that FG should work with IH setting the agenda. All trustees are asked to forward suggested items for discussion before the end of October to allow sufficient time for these to be considered for inclusion in the Awayday agenda.

It was agreed to hold the Awayday in Coventry at the Charterhouse.

Action

DT said he would secure the venue for 19th November with a 10am start.

11 History of the Civic Society Movement

JW introduced a short discussion on the History of the Civic Society Movement. All Board members had been sent the document for consideration and feedback. It was discussed whether it would be possible for the document to be made available for purchase and to consider what other options are available for the marketing of the report. The Board agreed that

some more work was needed on completion of the document and JW would respond to Lucy Hewitt to discuss this in detail.

Action

JW to lead.

12 AOB

The Board moved into a private item and staff left the room.

Next meeting – Convention and AGM, Liverpool 25/26 October

Next meeting – Awayday, Tuesday 19 November Coventry