



Board of Trustees Meeting

Friday 4 March 2016

10.45 to 16.15

Bristol Folk House, 40a Park Street, Bristol, BS1 5JG (Rm 4)

Attending/Trustees: Clare Pavitt (remotely due to snow), Ellen Bermann (remotely), Henry Owen (remotely, Chile), Hilary Jennings, Peter Lipman (Chair) & Tony Greenham

Attending/Staff: Ben Brangwyn, Jo Coish, Nicola Hillary, Sarah McAdam

Apologies: Andrew Simms, Rob Hopkins (not well)

AGENDA

Time	Item	Detail
10.45	1	Landing, check-in, apologies Assign keepers of the record (JC), tech, time and heart.
10.55	2	Minutes of 20 November meeting, actions document & matters arising Check for any potential conflicts of interest
11.10	3	Reflection (opportunity to reflect on the operation of the board, see suggestions for structuring reflection)
12.00	4	Treasurer's report (inc. policy re. admin fees when TN acts as a conduit for grants to other organisations/individuals)
12.10	5	Funding update
12.15	6	2016/17 Budget 'gap'
12.30	7	2016/17 budget - confidential discussion
13.00		LUNCH
13.45	8	2016/17 budget - next steps
14.00	9	Board capacity/Trustee roles
14.45	10	21 Stories of Transition
15.15	11	Delivery Director's report (experimental mind map - still incomplete)
15.45	12	AOB
16.00	13	Review of the meeting & check-out

2	Minutes of 20 November meeting, actions document & matters arising Check for any potential conflicts of interest
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Minutes to be done within 10 days, a priority for JC (and SM). The website is now up to date with the previous minutes.

3	Reflection (opportunity to reflect on the operation of the board, see suggestions for structuring reflection)
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Board reflection process using the table within this document - [Suggestions for structuring Reflection](#) to support the reflection. Document write up from what was reflected - [Board Reflections](#)

4	Treasurer's report (inc. policy re. admin fees when TN acts as a conduit for grants to other organisations/individuals)
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TG - Noting such an improvement and progression from last March. The work that has gone into looking at the budget gap is amazing.
Nothing more on past figure, looking at future.

Looking at the grants received as a charitable vehicle for other parties and then disbursed, there is a question about what % fee we should charge - what is our policy moving forward? 10% is a possible figure.

Question - Are the board happy for TG & Finance team to come back with a proposal for the policy?

Discussion - Have to take into account how much time is involved for the administration required to process this grant. Also need to think of the reputational risk. Our relationships with funders are crucial and delicate so if the recipient's acts or omissions are questionable it could end up coming back on TN and not looking good with our funders.

Decision & Action: Board happy to take this forward and for TG and Finance team taking away and work on the policy.

Decision: Charge of 5% for REL rather than 15% for disbursement of grant.

Matters arising from Actions (TG not here when actions checked) - does our current financial position (limited reserves and some risks in relation to liquidity) mean we should hold off from setting up a deposit account. TG agreed that we should put this on hold for now and action only when we know we will be holding significant reserves for a period.

5	Funding update
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Only update - (10:10) consortium - KR Foundation turned this down. However the consortium is still looking for funding.

Celebration for the money that has come in since the last Board Meeting.

If serious about raising more funds then we need to do it and we hope the periods of reflections will bring ideas for that.

There is some work around the communications strategy which should help us identify attractive funding bids. Work with Yoke will pretty quickly support us to show what we could do with the website if we had more money. Yoke are aligned with TN's values and are offering us a significant discount in order to work with us on phase 1 of the website project.

6	2016/17 Budget 'gap'
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SM noted that the paper was put out to the staff to comment but nothing back from them

Question: How does this sit with other people's experience of this type of situation within other companies (NGOs)?

The observation that we have been in this position before when we aren't clear where the money will come from and have carried on with the reasonable, in the circumstances then applying, belief that it will be found. The funding environment now is getting tighter. We will need an audit for Yr end 15/16 and we will have to demonstrate to the auditors that we are a going concern so we will have to look at the year after next too.

It feels to CP that it is much more the norm and that TN has been in a special position of finding funds relatively easy but looking forward is less positive.

PL - It is tougher than he has remembered it, seeing some organisations fold, organisations selling assets, or significantly getting smaller by restructuring.

We are out of our honeymoon period - also, while we can get some funding from UK funders, we have to move to more international funders which then is a more difficult for us, particularly around flying, to develop such connections you pretty much have to fly. Those relationships we need to look at more. PL also seeing shifts in awareness of the scale needed and the potential that we offer.

SM - Also see potential with different funders than the past and it would be different bids than what we have done in the past. Activity via hubs not necessarily stemming from us and the balance is shifting from how much that we can or should ask for as a UK organisation.

BB - if we were commercial we would be talking about our product, project about social change and is that product what we can 'sell'?

Question: How is this affecting the staff team?

Some seeing this as an opportunity and finding the option of taking unpaid leave appealing. Others aren't in a financial position to do this. Some people are very anxious, others are paying limited attention to the issue.

Celebration and thanks for the care taken to include the staff and how much the team is involved with the decision making and not just the Board.

Question: what is the next stage and can we maintain a healthy approach to it?

Recommendations that are highlighted in red within the paper

1. At this stage, the sub-group advises that we should not build any assumptions about our ability to generate income from new sources into our thinking about how we arrive at a viable budget for 2016/17 - **no objections, accepted.**

2. At this stage, the board sub-group recommend that Trustees approve the Full Circle allocations - (this section was missing from SM's report hence action below)

Action: NH to circulate proposed Full Circle allocations for 2016/17 & give Board the opportunity to raise questions/concerns. If no response, will assume these are agreed(link here, action done) - [Proposed re-allocation of Full Circle budget 2016-2017](#).

3. The board sub-group recommends that we agree a target of £45,000 for the General Reserves figure as of March 2017 ([linked into confidential discussion will come back to later, see below](#)).

4. The board sub-group set out the impact of changes in spend on Web Manager/Web ops and maintenance - **not a board decision, this had been actioned already and was included for information.**

5. The sub-group asks the Board to review the options for savings set out in this section and agree which should be pursued. - ([linked into confidential discussion will come back to later, see below](#))

Moved into the confidential discussion Staff to leave the room (Staff members present Ben, Jo, Nicola & Sarah) Question as to whether it is appropriate for Sarah to be in this confidential part as a member of staff? **Decision** - Sarah to stay for the bulk of the discussion because of the knowledge that she brings and her role in implementation, but to leave the room while the board discusses the potential reduction in her working hours.

Report back from the confidential meeting -

The Board were extremely appreciative of individual offers temporarily to reduce working hours and agreed to accept both Ben's and Mike's proposals subject to confirmation that the reduction in Mike's hours in particular would not impact negatively on commitments made to funders. The total estimated saving as a result of these two changes is approximately £5,000.

The Board decided not to accept Sarah's offer to reduce her hours on the basis that two of our core funders have specifically prioritised her post, the need to pursue further structural change places additional pressure on the Delivery Director role and she does not currently have the capacity to carry out all the activities the board would ideally like her to undertake on behalf of the organisation.

Given our vulnerable financial position, the fact that some staff are accepting voluntary reductions in paid work and the fact that many basic living costs have been static or have even reduced over the past twelve months, the Board decided not to increase salaries or contractor rates for 2016/17.

The board took the view that there was scope to deliver further savings of approximately £5,000 across a number of the budgets set for 2016/17. Specifically, the organisational development budget (where the Tudor grant will cover some of the costs) and staff and trustee travel expenses (where we have historically over-estimated costs). These constraints and the fact that we will be drawing on diminishing reserves throughout the next financial year, means that staff will be asked to pay particular attention to timely and accurate budget monitoring and management during 2016/17.

The Board decided to carry out a further review of staff structure and working hours in order to deliver savings during the 2016/17 financial year. The review will be carried out by a sub-group made up of Clare P, Peter and Sarah, supported by Henry and Tony, and will focus on two specific areas:

- The scope for Rob to reduce his paid work with TN within an agreed period, developing income-generating activities in a personal capacity which are distinct from, and do not conflict with, his work for TN;
- The scope to reconfigure TN's central admin function in terms of job roles and hours with a view to delivering savings and reducing the demands on Sarah's post.

ACTION: Sub-group to meet to take forward review as a matter of priority.

9	Board capacity/Trustee roles
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Thanks to HO for putting the paper together

Co-chair question - support from TG for this and certainly try it. Does anyone want to step in to co-chair? If not then PL suggests that we should move to recruitment of trustees now

We need to ask formally but need a better idea about what is required of a co-chair. Discussion about clarity of the roles of Chair and Co-chair.

What would the job description be for and responsibilities of each role?

There is history and experience of PL's long time as chair which suggests that it isn't rushed but equally should not take too long or be drawn out.

Need to recruit more board members at the same time as moving forward with these roles, may recruit to the co-chair from new members as well as internally.

Need to be timetabling recruitment process. What degree do we look internationally? We have stated previously about having at least 2 international board members.

Further discussion about PL stepping back and timings, depending on who came into the role. PL asking for support from Staff and Board to step away from the role in an appropriate way with suitable timetable.

We need to be clear about the process involved, co-chair into chair, time scales and process.

Action: Sub Group to take this forward (not PL as part of the group but in advisory capacity) - HO, CP (initiator) & HJ

Thinking about roles, responsibilities and process of recruitment.

To use the google doc as a working document [Board capacity/Trustee roles](#)

Action: CP - put draft role description and papers to view

Action: JC to create a folder for the recruitment (done)

If there are people in mind, starting a list of potential members

Optimal number is about 9/10 members - skills and expertise to take into account. Bearing in mind the cost of Board Meeting travel.

CP agreed to stay on beyond her initial 3 year term. Tony has also agreed but bearing in mind during the recruitment to look ahead for potential new Treasurer.

Decision: To recruit a co-chair either internally or externally

10	21 Stories of Transition
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RH has done some further reflecting since writing this report and SM read out his email -

'Apologies for not being with you in person, I am really rather poorly. I am aware that the paper I wrote for the Board re. COP21 didn't contain much in the way of reflection, my thinking when I wrote it was more to give you all the information relating to the project. So here are a few reflections:

Those of us who went to COP, went with one of our key objectives being to "Embody", to carry the spirit and intent of Transition in everything that we did. I think we did this really well. We brought something that touched a lot of people and which, I think, really stood out in many of the events we participated in.

One of the key challenges was that our planning for COP was mostly reactive rather than proactive. Most of our programme of events, especially my speaking commitments, were determined by invitations, not by our designing events. Given the rather precarious state of Transition France, we didn't want to burden them with things, but it meant our capacity for being proactive was rather limited, which was only compounded by our losing Ainslie to illness shortly beforehand.

While some other groups organised press conferences, launch events and so on, beyond our '21 Stories' launch on the first Saturday we didn't do any more of this. I think it is fair to say that we aren't used to doing that kind of thing, and with Ainslie down, had little in the way of "back office support". We could, for example, have done more co-ordinated things with Energy Cities, more intentional interacting with funders (although much of that happened in the second week, thanks Henry!), or done more going into schools (as Filipa did). While much of this is with the benefit of hindsight, I do think for such events in the future, we need to get better at this.

We also didn't share out speaking opportunities well enough I think, which meant that I did a huge amount of them, wasn't able to participate in the morning check ins, and had an exhausting, although extraordinary 8 days. The events where different voices came to the fore (such as the event Filipa did in a local school) worked really well, and should give us more confidence in offering more than just me as a speaker.

We are thinking a lot at the moment about how what might be built on the foundations of the *21 Stories* book. We are talking to *Demain* about possibly co-creating with them different language editions to support the rollout of the film in other countries. Already some TIs are using the book and the images as the foundation of a talk, meeting the need for a standard presentation that people have asked for for some time. How we make further use of it moving forward is under discussion at the moment.

I hope these few reflections are useful, and I'm sorry not to be able to participate in this discussion. If anyone has any followup questions, please do feel free to contact me.

Thanks

Rob'

HO fed back on his experience of Cop21 - real step change in the quality of the communication of Transition that has been done. Share excitement of *Demain*.

HJ has given the book to people and had very positive responsive. Wondering about the presentation, is there a way of sharing the presentation with bullet points of ideas as to what text to present could it be a good aid or resource for anyone doing the presentation. Maybe to have Rob film a short presentation to help aid other people's presentation?

Make more of the videos that the groups have made, something we can support groups to do. Maybe have more films of what other groups have done, having a template to work from?

Looking at the story flow from previous work, not clear how we bring in the introduction, needs more work, Ainslie, Rob & Claire are already working on this together.

There was an observation about doing too much on his own and Rob doing all the talks. Nobody from Transition France were in a good position to hold that it was more reactive than proactive. Felt we missed the trick of what other people could have offered at the time. The team are reviewing the process of responding to requests for RH. Maybe doing workshops rather than speaking heads?

Hubs working group - how much link was there with that? RH was part of that group but things moved ahead faster than the connection with the group but Filipa did a great job at bringing RH and the team back to the hubs group. They fed back saying they sometimes felt left out.

NH highlighted that, although sales of the book have certainly covered the cost of printing, shipping and expenses associated with the trip to Paris, she felt the assessment of staff working time put into the project was a significant underestimate.

Resources include a film that Emilo has put together. [See <https://www.transitionnetwork.org/blogs/rob-hopkins/2016-03/new-film-8-days-cop21>]

Comms group discussion, requires more work to make the most of the film and the hype around it.

Thanks all the staff and board involved in the book and the work involved.

Rough cut of Emilio's film requested by HO and HJ.

Action: SM to circulate it.

11	Delivery Director's report (experimental mind map)
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Outcome 1

Reflect on the report - why is it getting more & more difficult to compile this report. A factor is that the work is getting more complex and much that is relevant goes beyond the confines of the TN core team. This may be a map reflecting what is currently disfunctional about our structure/ways of working.

Can see the potential to set up more distinct groups with a clear purpose and focus who would be able to report back autonomously rather than all the feedback coming in via SM.

Feedback on the Website project - a lot longer than thought to get the right contract with an agency and what they would do for what price. Have now agreed price & good agency to work with who are doing it for a considerable discount, bigger paying clients would get more of their time so June/July more realistic time for launch of the site.

The funders have been consulted and informed of the delays, SM doesn't think the team really understand how much work is involved to put this website together. A real need to stop a lot of other work to be able to do this in the best way.

Outcome 6

Reflection is really interesting but a there is a big need to do the other 'day to day' work which is putting pressure on some people. Nicola doing extra hours on the Organisational Development work which is bringing up interesting people who want to work with us.

Transition Sweden have events coming up, 7 green events, 1000 people attending and there is stuff happening, interesting to reflect on how involved we are and what input that TN has.

HO: Like the format used and be good to take and use with the team more. Recognising the discussion about international and huge pressure.

PL - we arranged and held a skype discussion of the evolution working group - following that it is clear that while there are feelings of great urgency it is simultaneously true that hub capacity is a major issue - it is very hard for people in hubs to prioritise this. They are in an awkward position from wanting to be engaged but not having the capacity for it to feel shared. e.g number of people attended was low from the national hubs and at end it was rather tellingly suggested that PL/SM should again call for/arrange the next meeting.

There is a sense there is a need to create this space, keep asking the question who is stepping in to do this. Reflecting back to the hubs group that the opportunity was given but nobody stepping up to be involved in it. Think it will be more complex than what we thought.

Important point that this dreaming process won't happen so where will the energy from our side go? It is helpful that it opens up the discussion about where we go and what our board and organisational development is going to be funded or what direction we are going. Changes the way we think. At some point that change will enable us to get better about how to structure things differently and have a dreaming process.

SM - our mindset needs to shift as an organisation that thinks we are the centre, letting go into us being one piece because of our role supporting an international movement. Lots going on out there that needs to be held by us but in a different way.

Would an offer of some pots of money make any difference? There doesn't seem to be a sense that it would but taking that offer to them.

Mindmap feedback

Overall screen great, request not to get too detailed.

More in advance please to take it in.

Allocate more time in the meeting to discuss the map.

AOB

BioRegional contacted TN to ask if we could attend the UK Stakeholders for Sustainable Development conference on 25th April 2016. The conference looked at how to deliver the UK's responsibilities on the new United Nations Sustainable Development Goals. - *Update: Ainslie Beattie represented TN at this conference. There are some working groups, which TN is not in, but which could be relevant to England/Scotland Hub members if they wished and/or had capacity.*

SM - how do we respond to invitations coming in. Coming out to the Board if you want to get involved in and represent TN. De-growth conference in Budapest, 3 September 2016.

Actions: SM to circulate to all for interest if already going or wants to go.

PL - Are Board expenses ok to send as hard copy? Yes that is fine but prefer electronic version. Nicola has amended protocol slightly to reflect that.

PL - what am I thinking about doing next ... been thinking about this and showing a paper (working draft) about what it is and for people to comment & bringing it to the Board and checking for conflict. Sarah stayed with Filipa, had meetings with a similar thread running through these meetings. Making links around it feel a gap, interesting theme coming up with everyone engaged at it. Peter to circulate when ready.

13

Review of the meeting & check-out

Reflection on the meeting - being able to listen to, and speak to Henry in Chile and Ellen in Italy so clearly was fantastic. Must make sure that such high quality remote access becomes the norm.

Enjoyed the reflection. Didn't feel as spacious, a longing to go deeper but it gave others the ability to speak. Reflections good, making me think of the challenges and opportunities as we are not meeting as much. Lighter meeting. Interesting and keen to have lighter reflecting time in the meetings.

Rushed at one point when moving into the budget and matters needing attention.

Question about decision making process the Board use, is it enabling people to feel into the concerns they have before decisions made, would be good to look at in more detail.

Although planned to 'not' put too much into the agenda it is very difficult when lots to get through.

Next Meeting - 22 July 2016 in London (venue tbc)