Minutes of Transition Network Board of Trustees Meeting
Friday 1st December 2017

Trustees present: Peter Lipman, Peter Lefort, Henry, Clare P, Joe, Hilary, Tony, Andrew, Ellen

Staff in attendance: Sarah, Nicola, Claire M

Apologies: Isabela

1.   Check-in

Roles:

Chair of the meeting:	Henry
Keeper of the record:	Nicola
Keeper of the time:	Peter Lipman
Keeper of the heart:	Claire M
Keeper of the tech:	Sarah

Introducing Claire M and Mike as staff representatives, to alternate and build resilience in the role of staff rep to the Board meeting. Claire M in attendance today.

2.   Previous minutes and actions

Minutes of 15th September Board meeting: **Agreed**

Actions: Note to remember to distinguish between Peter Lipman and Peter Lefort in the actions document.

Action - Nicola to email a calendar invite for future Board meetings including start and finish times.

Actions still pending:

- Information on staff sickness monitoring will be brought to a Board meeting.
- Peter Lipman, Henry, Sarah and Nicola to meet and work through some funding ideas.
- To pass RSA citizens and inclusive growth report to the Municipalities in Transition team.

Potential Conflicts of interest for this meeting:

Henry is applying to join the Board of the Tudor Trust.

Andrew Simms has applied to KR Foundation for work on Rapid Transitions, to look at case studies.

3.   Delivery Directors Report

Really noticeable this time, how the structure of the six Strategic Outcomes has now become unhelpful. This is a good signal that our strategic framework is ready to shift.

Staff team (outcome 6)

There are two significant departures in the staff team:

Naresh will leave at the end of December 2017 but will be available for hand-over and co-delivery of training after that. There has been a difficult conflict in the STIR team, they have been struggling to collaborate well. We used an explorative circle process to try to explore and resolve this, but didn't arrive at an agreed outcome. We then came to a mutual agreement that Naresh would leave. Naresh has been thinking about moving on, for some time, feeling that the Training and Events role is not a particularly good fit for him. He is working very constructively to bring his role to an end and hand things over. A meeting has been held with trainers and Hub representatives to look at the future of the international co-ordination of training. A number of experienced trainers have come forward to help develop a proposal. The discussions may change the function of the role. Could involve a number of Hub members, or a Hub, or a circle within the Hubs group, to take the international training co-ordination forward. Aim to have new people in place by April.

Ainslie has decided to leave. She has had personal and family health challenges, and has had challenges in trying to deliver a clear communications function in an ever-moving environment with many different voices needing and wanting to be heard. She is passionate about Transition and has delivered some challenging work for TN, such as the successful website project. The communications role has been difficult, as there are many inputs and influences and yet a need to deliver clear communications and outcomes. Ainslie and Sarah will be meeting to work on how she leaves and hands over. Sam Allen has been doing some communications work as a contractor, so she may be able to hold some tasks in the short term. The Communications function is complex and it may be that the role priorities need to shift. There are some Board members who might be able to help us shape this.

Andrew was touched by Ainslie's note, and passed on his appreciation of what she had achieved. The communications role is always difficult as everyone has expectations and crossroads of organisational directions. **Andrew is very happy to take part in conversations about the future of the communications role.**

Trustees asked how wider team is responding to news of Naresh and Ainslie. Claire M & Sarah expressed a balance between feeling sad about circumstances in which they are leaving; and a sense that they are the right decisions. Ainslie's experience has shown us that the communications function is particularly difficult with everyone wanting influence on communications and having an opinion about how it is done. Naresh's founder role was appreciated. He was good at being responsive, and found constraints in the training and events role, and being accountable to others. Naresh was absolutely intellectually committed and interested in shared governance and the way the organisation is developing, but getting more explicit about governance and roles had made visible the difficulties in collaborating and participating in our processes.

Joe echoed the sadness and asked how we can capture the intelligence about the scope, expectations and relationships of the communications role, in order to plan the future role. Also the social media landscape changes so quickly, do we need someone very ahead of the curve in social media terms?

Sarah has had conversations with Rob, his book project will not be finished by end of March. For his needs and for TN's needs, Rob won't come back on 4 days a week into his old role in April 2017. There is further discussion to come, we are budgeting for him to be paid 2 days a week in next financial year, but we still need to work this out, for example a role for him being out there in the world representing and communicating Transition.

Although the second founders meeting has been postponed at the moment, Sarah is open to the idea of the situation of founders being a discussion within TN too, to think about how to explore this in the organisation.

Support (Outcome 2)

The funded UK regional connecting project has concluded. We have been able to send really detailed feedback to Joseph Rowntree Charitable Trust, thanks to Richard Couldrey's research, which also informed the new bid.

Municipalities in Transition (Outcome 4)

Municipalities in Transition is a vibrant area of work - the team has collected 74 case studies from 16 countries across 4 continents. They are now doing an in-depth analysis of 8 case studies where there is some sort of framework in place. Next steps are to create a framework and test this in at least 3 pilots around the world, and to set up a community of practice to share experience about this work.

Hubs Heart Circle (Outcome 5)

We have now elected a temporary Heart Group, to design the next phase of the process to create an ongoing Heart Group to hold the responsibility for Hubs. We need to look at how we resource this, and this question brings complexity which the temporary Heart Group can explore. Sarah and Henry are both elected as members of the temporary Heart Group.

Overall comment on Delivery Director's Report

Sarah was encouraged to change the structure of the report in February 2018 if the 6 strategic outcomes don't help any more.

There had been a discussion at the Away Days about whether we should stop activities to focus on creating the new strategic framework. Sarah will be expressing to the staff team, that there are ongoing functions that won't stop; but we do need to wind down some things and tie up loose ends towards a pause, to get clarity about the new focuses and to have as free a rein as possible to decide and focus on new activities.

4.   Transition Dashboard

In response to the type of data collected - we should keep it simple, and easily downloadable. Can we organise the content in a way that makes it easier to absorb? Liked the automatic report for communications information, but still need a narrative report of 2-3 paragraphs at the front. Its good to keep this information for the record, valuable for ourselves and for funders to see trends.

Ultimately we need to measure statistics and data against where we want to go. For example, on the countries that website users come from - is 30% UK - where do we want to get to?

The Transition Dashboad has been a temporary information collection exercise pending the Strategic Review. Our aim is that Feedback Loops will be key in the new Strategic Framework, with cycles of activity - to set early on what we want to achieve, then reflect on that, and relate to decisions about our areas of focus, to decide future projects in the new governance structure.

Andrew asked about the change in numbers of Transition initiatives registered on the website from over 1,200 before the new website to 839 now. The 1,200 number was historical, including any group who had ever registered on the website. The new website was a good opportunity for active groups to confirm their registration and contact details, so 839 is now a reliable and up-to-date number of the active groups registered with Transition Network.

This should be taken in context with the Transition groups known by Transition Hubs, in many cases there is not much cross-over with the groups registered with Transition Network. For example, there are a handful of Japanese and Swedish Transition groups registered on our website, and many more that are known to these Hubs. Whereas with the USA, the number of USA Transition groups registered on our website is almost exactly the same as the number of Transition groups known to Transition US. For the complete picture you would need to add both sets together and take away the duplications. There are 834 Transition groups known to the Transition Hubs so the combined picture is likely to still be "over 1,200". This data situation is one of the reasons that the International Initiative Registration Service project has been slowly continuing to develop.

5.   Strategic Review: update

The Strategic Review circle is:

	Role
Henry	Lead Link, and Harvesting Learning
Sarah	Governance and organisational planning
Filipa	Feedback Loops
Nicola	Purpose and Principles
Mike	Practice of Change

Sarah has appointed a sub-circle for the governance and organsiational planning role.

Naresh was in the Practice of Change role before the November 2017 Away Days. As he is leaving, Henry has filled the vacancy in that role with Mike, with the intention that Mike will work closely with Claire M and Peter Lipman to take this forward.

The main focus at the November 2017 Away Days was on organisational purpose.

The setting of a strategy for the organisation is a Board responsibility, but the day to day work has been delegated to the Strategic Review circle to pursue. It will be good for Board members to engage with the Strategic Review processes following this meeting, according to your capacity - to have input during the process rather than leaving it all to the end of the process.

## 6.	Strategic Review: Purpose Discussion

Following the Away Days, Nicola had written a set of draft propositions around Transition Network's organisational purpose, to aid further discussion. Feedback and discussion included:

● Organisational Purpose can't be seen independently of our Practice of Change, and our Principles - these are all linked. They all need to link to each other and make sense.

● In terms of "responding to urgent challenges" - the urgency is in the challenges we are responding to, not that we should respond in an urgent manner.

● Wary of the final outcome being a dual purpose rather than one.

   ○ Can we express working creatively with tensions within our purpose. We haven't quite got to the tensions that feel most live. Can inclusion and disruption be expressed as a tension? The focus TO the movement and BEYOND the movement?

● Supporting the needs of the Transition movement is a unique role of Transition Network, therefore is this our fundamental purpose?

   ○ And challenging this: This might not be a unique role, some aspects of supporting the movement are being taken within the Hubs. We need to see the support side of our work as being Alongside the movement and as a part.

   ○ Don't see the separation between Transition Network and the movement - things are transforming, for example with the Hubs Group.

   ○ Are we in service to the movement?

   ○ There are the beginnings of leadership being distributed around the movement; plus the reality of people looking to us for guidance.

   ○ Listening and Learning

   ○ Is empowerment or empowering the Transition movement better than "supporting". "Responding to needs" implies a hierarchy of who is responding to who. Around the movement, people are capable of bring their part.

   ○ We need to unpack what Support means, do we all have different understandings?

- Do we support the Transition movement and trust that people within Transition groups and Hubs bring new people into the movement? Or do we also have a role in communicating to people who are new to Transition? The two bullet points, or dual purpose, explicitly makes that clear.

- On the concept of Disruptive Inclusion - want to explore this more. We are about a fundamental disruption of what's going on in the world's systems, but in an inclusive way.

    - On the concept of "inclusivity" - who is included and who is not? Do there always need to be boundaries, the courage to say there are some behaviours that don't feel conducive to the wider transformation that is needed.

    - Some Transition groups do look to Transition Network in terms of a steer and direction; if we have something to say about Transition Network's role around marginalised communities then that will have an impact on some Transition groups.

    - Where are the opportunities for inclusivity at the Transition Network level?

- On communications, Transition Network can operate on a different level to Hubs and groups. How can we tell the story of Transition through appropriate channels? Social contagion can come out of how well and effectively we communicate.

    - We have a role of making a diverse movement visible and understandable to different people including funders; "Translation" and "legibility".

    - Transition Town Tooting would carry on if Transition Network didn't exist, but what we need Transition Network to do is to see what we can't see, and to communicate on levels we can't communicate.

- What is unique and distinctive about Transition Network's purpose in comparison to other organisations in the field? This needs to be clear in whatever we say.

- Instead of "healthy human culture" - "healthy culture" might be a better phrase.

    - Culture is the key bit of this phrase - Culture is what the movement and Transition Network is working on.

- Want to show that we experiment and model the society we are visioning; prefigurative.

7. Strategic Review: Governance

Over the next period, the task of the Governance and organisational planning circle is to develop a proposal, so people can engage with it. We will encourage the Board to get as involved as you are able to.

The shared governance process is designed to work with emergence, and evolve. Therefore the proposal will have a starting point; soon after, as we experience tensions and adjust it, it will change. This could be a challenge in terms of how the Board can satisfy itself that this is an acceptable form of governance when it can lead in unpredictable directions.

We expect the start point of the new governance structure to be in April 2018. We will need to become clear who the decision-makers are that will get to that start point, that will come together to decide on the governance proposal, and how that is invested by the Board.

The February Board meeting will be critical in terms of putting in place what is needed to allow the April governance seminar to be a decision-making occasion.

We will need to define a new cycle of activity for the organisation, and have clear moments when we decide our focus for the next phase, set the direction, and set up the circles and roles needed for that year's activity. Then to have time to reflect as an organisation and decide where next. Will our Away Days change to become a retreat at the end of the year to reflect and the set the direction for the next phase?

Claire Milne is working on the Culture Change role, which is about what staff and board need to transition towards the new structure, and then what will we need to support us within that. For example, learning the skills we need for good collaboration, the tensions in what we mean by bringing our whole selves to our orgaisation and our work.

Peter Lefort is holding the Board role in the governance and organisational planning circle. He needs to be aware of issues and the perspective of the Board. He will seek external advice where appropriate.

Questions and answers

Henry noted that we have only trialled one governance model in the organisational development project. Will there be a point when we reflect on the learning from the experiment so far? The action learning project was essentially shelved, and we are going from there to make proposals on governance. However the status quo no longer feels viable either.

Response from Sarah: we are looking for appropriate governance which supports and enables agile, self-managed activity; moving away from hierarchy towards self-management. Universite du Nous have brought certain tools. They are being careful, and are talking to us about "options" rather than one solution, for instance looking at choices on who makes decisions around strategy. But yes we need a temperature check of is this the right direction. Our current structure is unsustainable and needs to change. There has already been some learning from the action learning project and there could be more harvested, but it hasn't involved a failure of the processes.

Tony asked for more explanation about what self-governance means. A reminder that this current document has lots that isn't said, that needs to be made clear and easy to explain to others.

Response from Sarah: Shared governance is a model where there is a balance of collective decision making based on sociocratic decision-making; clarity of roles, and a lot of autonomy of people in the roles. There is a dynamic relationship between verticality - people making decisions and feeling empowered to act. and horizontality - all members of a circle can exercise objection rights and have a say, depending on the situation. Structures, processes and decisions evolve over time. It is a way of working with emergence by always orienting around purpose, and then checking, do I understand what my next step is towards that. Tensions arise when the next step is blocked, the tension is raised, resolved together, making progress possible.

Clare P asked what Universite du Nous can share about how it is working in other organisations? What learning is there externally that we can understand more fully what this change means?

Response: Claire M is actively seeking what other organisations are doing around this, including in USA.

Andrew asked if there were any example scenarios in which the legal responsibilities of the Board might clash with the shared governance approach.

Response from Peter Lipman: The Municipalities in Transition project is using shared governance in its project management, as a joint Hubs group and Transition Network project, which leads to more devolved decision-making by the project team. Peter Lipman consulted the Tudor Trust's lawyer about the Municipalities in Transition project, and he was reassuring that trustees can take an informed decision to divest themselves of immediate control, as long as they understand the process and what they are devolving to.

Ellen urged us to embody the change and use the practices, to learn by experience, rather than remain discussing the theory for more months.

Joe asked what would be the weighting of the representation between staff and trustees in the shared governance structure, and for other details that would help see what it looked like. There will need to be mechanisms that account for the volunteer capacity of the Board.

Response from Sarah: The team will be preparing a proposal which will be clear about who is in what decision-making role; who is in the circle of decision-making around strategy; and how that gets set up. The circle that decides the strategy for the coming year will need trustees in it. Questions that need to be worked through include, would this be ALL the trustees, or some trustees, and which staff would be in it?

The Board will have a role of satisfying themselves about legal responsibilities. There might be another role of being a sounding board, which is an important function of our current Board, but this role doesn't rely on people having legal responsibility, so might not be limited to trustees and could include more voices from different parts of the movement and beyond.

Henry asked how we are proposing to take forward discussions around staff terms and conditions, resources and pay.

Response from Sarah: The staff structure could look like a small number of specialist support functions that continue; alongside a flatter structure. We would no longer have a Delivery Director. There could be a small team of people who, in due course, would be on the same salaries, who move flexibly between roles. Job descriptions will change to reflect the expectation that people change roles according to the needs of the time. Guillaume advises not rushing into the HR changes, but to adapt HR terms in due course to what is happening in practice.

Tony: A danger in moving to flat hierarchy and equal pay, is that we might fail to be inclusive, we might risk making being part of the Transition Network staff team exclusive so that only people privileged to be in good emotional health and possibly with other sources of income can engage. Can we support people into being able to work in this way?

Peter Lipman felt faith in the potential of the new structure; and felt trepidation about our personal capacities and capabilities of living up to the new structure. Shared governance asks of everyone that they actively collaborate and take responsibility and act, in a way that is close to my ideal of how human society should be arranged. But this will be challenging.

8.   Treasurer's Report

We are currently projecting end of year unrestricted reserves at March 2018 of £53,000, lower than our target but still healthy.

Our forecasts to March 2019 have now calculated a small positive figure for unrestricted reserves of £9,000. This does assume that we are awarded £250,000 for the year in our re-application to the anonymous Foundation.

Other highlights from the recent financial report:
-   More money than forecast has been raised from the distribution of the Demain film in the UK
-   Salaries are lower than expected, partly due to Naresh's departure
-   Budget holders remain good at controlling expenditure

Trustees questioned whether the "office" cost could be reduced. However in fact the "office" category is more than just rent, and the Totnes office is very low cost and our overheads are low.

Annual Trustees Financial Statement and Report:

Thanks to Nicola and Nigel for producing the Trustees Financial Statement and Report. This was formally approved by trustees, and is being signed by Peter Lipman and Tony.

Tony drew the Board's attention to the letter from the accountants that he signs as treasurer, including that we agree that the charity is a going concern that can continue for the foreseeable future. Given we currently have a small positive projection for next year we can agree this. Also in this letter, Tony is confirming that there is no significant event since March 2017 affecting how the accounts would be read; and he is signing a tax return to confirm that we don't pay tax.

## 9.	Funding update

Joseph Rowntree Charitable Trust - end of current funding - we have re-applied.

Lush Spring Prize - will be applying for Municipalities in Transition.

Big Lottery Fund - will be putting the Renew application to some other Midlands funders.

We need to not lose sight of the idea of seeking crowdfunding/donations. **Remembering that Andrew, Tony and Joe are all happy to offer support to help this idea develop.**

Tony updated on the Real Economy Lab project - the team are meeting to plan the final stage of spending the FPH grant and looking for a different organisation to take the project on.

FPH have now signed off a new fund for organisations working in the municipalities area, run by Nicolas Krausz. We should think about communicating with him about the Municipalities in Transition project and discussing additional leverage that could be co-created.

The idea of an international Training co-ordination circle could potentially be eligible for Erasmus+ funding. **Claire and Nicola to meet to discuss.**

Main question for the Board is looking at our concept note to the anonymous Foundation to re-apply for 3 years, giving as much information as we can at this stage in our strategy review.

Something of a theme in the concept note about cultures of interdependence. The budget, though a significant amount, feels constrained in terms of the resources for working with and distributing to Hubs. It would be great to bring funding in alongside this; feels like we need to step up a gear on the distributive aspect.

The concept note will continue to be drafted by Sarah and Nicola with input from Peter Lipman, Henry, Joe and Hilary.

## 10.	Any Other Business

None.

## 11.	Review of meeting

Hilary - The last two meetings have been intense and involved a lot of thinking. It is getting easier to meet online.

Tony - Amazed how well meeting online like this goes. This was partly due to a well-planned agenda with enough time for each item and well positioned breaks. There were teething problems sometimes with the quality of the call.

Clare Pavitt - The organisation of the meeting and having papers in advnace, really makes it work. By the end of this meeting, have been finding it hard to concentrate due to working online.

Joe - Good structure. Documents in advance is helpful - the more in advance the better - if possible! Bit tired now, concentration has gone down.

Claire Milne - Really enjoyed my first Board meeting. Impressed how well it has worked online. Will look forward to meeting in person. Appreciated how comfortably Henry as chair allowed for silence.

Ellen - Its getting harder to spend the whole day online, as my life involves lots of practical Transition work. Hard to engage fully at the same time as reading documents online. At this time of day, feeling quite tired. We could use break out groups in Zoom to help us feedback on complex issues.

Peter Lefort - Pleased with the technology working. There is a trade-off between being tired from using the screen, but not having to travel. Useful to hear people's thoughts on governance.

Peter Lipman - found the meeting important and useful. Are we entering a chrysalis phase? Could this be the penultimate Board meeting in this format? - almost feel nostalgic. Really like the technology of seeing thumbnail images of each participant.

Henry - A full agenda, tackling big questions all at once. We are getting to the more challenging, richer end of these discussions. Feel somewhat between staff and board, as I have a more operational role with the Strategic Review Circle working on things with staff. As co-chair it feels like I am holding responsibility, so it is supportive and good to talk through the big issues with everyone.

Andrew - Has taken effort to stay sat down in front of computer. Really like the level of emotional intelligence and kindness with which people treat each other. This models change and genuinely warms my heart. Excited by the governance proposals and intrigued to get the feel of what it will be like and think through scenarios. Will send a link to the campaign about the 65th anniversary of the UK Clean Air Act teamed with Delhi air quality issues.

Sarah - satisfying meeting, appreciated facilitation by Henry. The process of preparing helps crystallise issues. Have valued the feedback today. Have noticed the helpful way that Tony plays his role as our treasurer, including the way he appreciates the roles of the staff, and cuts to the heart of what we should be thinking about. Noticed Ellen's recommendation of using break out groups online as we might in a face-to-face meeting.

Dates for 2018

Board meetings
Friday 23rd February 2018   Bristol
Friday 25th May 2018   All Online
Friday 14th September 2018   London
Friday 23rd November 2018   All Online

All approximately 10.30/11.00 - 16.30 UK time

Governance seminar

Monday 23rd - Thursday 26th April 2018   venue to be confirmed
END