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Minutes of Transition Network Board of Trustees Meeting
Friday 23rd February 2018

Trustees present: Henry, Hilary, Joe, Peter Lefort, Peter Lipman, Online: Clare, Isabela, Andrew

Staff in attendance: Sarah, Nicola, Mike, Claire & Guillaume later

Apologies: Ellen, Tony

1. Check-in
Roles:
Chair of the meeting: Henry/ Peter Lipman
Keeper of the record: Nicola
Keeper of the time: Peter Lefort
Keeper of the heart: Joe
Keeper of the tech: Mike

2. Previous minutes and actions

Minutes of 1st December Board meeting: **Agreed**

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.

Potential Conflicts of interest for this meeting:

Henry has met Tudor Trust's recruitment consultant and will be meeting trustees and staff, as part of application to join their trustee board.

3.   Treasurers Report, Funding Report and Dashboard

Joe will email Sam about a suggested improvement to the Dashboard.

Tony has contacted Peter Lipman and Henry about an annual staff salary review. There may be other phases of HR changes as part of the process of changing our governance, and it may make sense to look at salary rates in conjunction with other changes.

Decision and ACTION: Peter Lipman and Henry will send Tony's paper on the annual staff salary review to Sarah. Sarah will engage with staff on the proposed reviewed salary levels. Whatever is agreed, in whatever organisational structure, will be backdated to 1st April 2018.

4.   Delivery Director's Report

It is less and less meaningful to report against the old strategy. A few things that are important to update the Board about:

Naresh formally left at the end of December 2017. Some of the learning identified by Naresh and Sarah was to address conflict resolution at an earlier stage, and the importance of feedback. This learning is being fed into the new governance proposal.

Sarah has been meeting with people from the international training network. Good engagement but also a slow and careful process to build a shared understanding of where we're starting from, what is possible. We are aiming for the solution for training co-ordination to have a good degree of ownership around the network. Don Hall from Transition US is running an English-language Launch Online course.

Communications – Ainslie had already decided to leave her role. Current communications freelancer Sam Allen is also finishing in March, has secured a job. Ainslie will move to a freelance basis and reduce her time, will stay on 3 then 2 days a week until May. Not an easy current situation on communications– can we keep some content on the website, newsletter etc? Sarah, Henry and Peter Lipman have also discussed with the Anonymous Foundation whether they could create a communications expert resource that a number of their grantees could benefit from.

Rob – has not finished writing his book – but has a six-month extension on his personal grant for this work. It is clear that he won't come back into the same 4-days a week web editor role. We've budgeted for 2 days a week for Rob in the 2018/2019 budget, presuming a role around his ambassadorial work.

The Hubs Group Heart Group has met a few times, progress is slow, due to time/ illness/ pressure and fragility around the movement. Hilary noted that overwhelm and pressure are endemic around the world. If there is a way to communicate any learnings we have about this, that would be good. Sarah will look at whether that can be addressed around the transparency part of this process.

Engagement from Hubs and Transition mailing list/ website contacts around the strategic review has been positive.

Data protection: Sam Rossiter and Ainslie are working on this. We are looking at our legal responsibilities, and need to communicate to European Hubs what their responsibility is on data protection.

5. Strategic review Update

Henry: The Strategic Review Circle has been meeting since September 2017. The deadline for producing the strategic framework is end of March 2018. This Board meeting is the last before that deadline.

Most aspects are inter-related: Purpose, Practice of Change, Governance, Principles, Feedback Loops. Each part of the strategic review has different googledocs… trustees are urged to keep engaging, keep asking questions.

It has been challenging for Henry to be lead link in a voluntary capacity.   Being lead link means holding overall responsibility. This requires consistent oversight and availability. Just staying in touch is difficult part time and when you are not co-located. Lead link roles will be difficult for people who are very part-time or voluntary.

On Feedback Loops: There is a draft document, including an early-stage manual on handling feedback loops. The document is intended to be an evolving one as we experiment

with feedback loops. The feedback loops document will be sent to Board in first half of March. We might not need a Board decision on this document; however if a decision is needed, it will be an online decision by consent.

6. Feedback on draft Organisational Purpose statement

On definition of Transition:

There were comments from several trustees that the short sentence doesn't give a sense of what the Transition movement is about. However others made the point that the primary aim of the organisational purpose statement is to guide us at Transition Network.

On challenge:

Peter Lipman: Too much "motherhood and apple pie". Don't feel any sense of challenge or even compassionate challenge. Emotionally disappointed with the statement. Looking for the tension between inclusion and disruption; Challenge to a suicidal system.

Henry: Need more sense of challenge. Pattern disruption, thinking about whose voices get heard.

Peter Lefort: Language feels responsive and passive. Do we need adjectives like inspiring? Taking out "inspiring" stories of change would make it stronger. "creative" is captured in reimagine and rebuild the world. Collaboration means the same as bring people together? Maybe "a culture that brings people together" instead? "Nurtures" feels odd because the rest of the language is also soft.

Hilary: challenge. Transition is challenging in a quiet way. Hilary does Transition on the ground, and felt very drawn to the statement. Can be slow and gentle, but the outcomes can be quite challenging. Have been disruptive but not by being overtly challenging. But would like more sense of challenge in the purpose statement.

Sarah - Really hard to capture the complexity. Compassionate challenge feels really interesting to express in plain English.

Nicola - What do we want to do as an organisation, on "challenge"?

Joe: "Disruption and challenge through amplifying inspiring stories and change"? Quiet revolution, gentle revolution, are phrases used in Transition Crystal Palace. Do we have the capacity for work around disruptive change? Feeling vague about what that would really be?

Andrew: Align urgency with the kind of mindset for motivation and collaboration. To encourage Transition to occur at a speed and scale that can help preserve a civilisation-friendly climate. To speed up slowing down?

Peter Lipman will provide some potential wording around challenge after the meeting.

On culture:

Henry: "Culture" is a concept we could put more centrally. We are facing a cultural problem not just a resources problem.

Peter Lipman: We want to be part of changing the dominant culture, the stories we tell ourselves. Can we name ideas about interdependence, a positive response to alienation?

We haven't done much to disrupt the deep story about the feasibility of ownership of natural resources/ land.

Capacity:

Henry: We're not very well set up to amplify inspiring stories of change at the moment – we'd need to think about our staff team and skills and where located in the world.

Andrew: Need to be able to gear up to deliver new parts of this purpose.

Mike: do we still believe that we will do all those things? Is lobbying at an international level our function?

Supporting In, With or Alongside:

Henry: Trans-national instead of international?

Feedback about the relationship of "supporting". (instead of empowering?) More of a sense of being IN the movement: "TN works IN and WITH the trans-national Transition movement?" Or alongside….

Other things missing:

Nicola: Diversity, inclusion; and Connecting, mapping the movement

Henry: Explore putting more of a problem statement into the Purpose?

8. Governance

Three parts to the discussion about Governance:

1. The process running to the April 2018 seminar
2. Looking at the draft proposal document around shared governance
3. Decision by consent about the April 2018 seminar

The process running to the April 2018 seminar.

We are building on two in-principle decisions that we've already made:

1. Moving to fewer and more collaborative projects
2. To move to some form of shared governance

A proposal is being formed about what shared governance looks like for Transition Network.

At the 7th March staff doing meeting we will look at details of the roles and circles. At the 4th April staff being meeting we will look at the safety agreement and culture change work, to start to identify the agreements we want to put in the safety agreement.

Clarification and feedback will be gone through ahead of the the April seminar. As lead link, Sarah will take some responsibility for seeking feedback from people 1 to 1 who can't be at meetings. Feedback will be collected in a googledoc, and Sarah will be seeking a note from everybody, some sense of where you're standing on it.

At 23rd-26th April seminar, there will be feedback and decision on the shared governance proposal, informed by previous rounds. At the point of decision, there will be an element of simplification, on which pieces are the key aspects we are making decisions about to frame our governance, and which pieces are notes and explanations.

Looking at the draft Shared Governance Proposal

Feedback from trustees included:

Safety agreement

The 10 themes of the Principles for Designing Collaborative Culture – could feel quite specialised and interpreted in different ways. Claire responded that these are not rules, they are invitations and recognition that these are supportive design principles, to support the agreements on how we relate to each other at work.

Peter Lipman: would these be implied into a contract of employment with a court?

Henry: keen to have clear and accessible language. Can't think of many people for whom the set of Design Principles for a Collaborative Culture would make sense.

Primary Circle of staff and trustees together.

Peter Lipman: Feels that having a mixture of staff and trustees is the right thing to do. Interested in what advice we will get from the lawyer regarding UK charity law.

Joe: Working in a circle as a trustee and a volunteer could be a challenge. How can we find ways to keep trustees involved and benefit from trustees' ideas and perspectives, with their lower time availability?

Henry: The idea of also having an advisory circle could help bring even more different perspectives.

Cycle activity and circles:

We could plan a short meeting for the Primary Circle in the middle of the year, and a longer reflective meeting at the end of the year.

There is the opportunity for trustees to fulfil other roles in other circles, depending on their capacity, which is a way of getting involved in something of particular interest.

There are some things that trustees need to satisfy themselves are happening, such as the Annual Report and risk assessment. We need to be clear where those pieces are being done, and how trustees will have visibility of that. There may be a sub-circle around the basic functions needed to keep the organisation functioning. What are the things that the trustees need to satisfy themselves are happening – eg Annual Report, risk. Need to be clear where those pieces are being done, and how trustees have some visibility of that.

Stewardship:

There is the possibility of setting up Stewardship, an approach where everybody is a steward of someone in the team and is stewarded by someone else in the team. This is one way of giving support and feedback for people on an individual basis.

Joe: We need to be aware of power dynamics. For example, in a school environment, if your manager is the same person as your counsellor, this doesn't help you open up and be honest.

Mike: has concerns about the stewardship model, partly because we're such a small team. Is this a role that trustees could take on, as they would have some distance? Is it better to have someone you are not working directly with? When you have any form of problem with the organisation, how does the steward relationship work?

Hilary: The idea of a role for trustees in stewarding, is a strong one.

Henry: We should try to minimise the differences between trustees and staff, rather than building in difference.

Joe: How would we set the parameters of stewardship, and what issues you would need to take elsewhere.

Overall feedback:

Andrew: summary of my response to the whole draft proposal: On one hand I like it. On other hand, the language can be exotic and grandiose, when its just describing another way of getting on with things. We need to allow the time and capacity to review as we go along, to see what's working, and change direction appropriately. Please keep in mind the importance of leaving time to ease new arrangements into place.

Decision by consent ahead of the April 2018 seminar

This proposal invests power and responsibility with the people who can meet 23-26 April 2018, to agree shared governance arrangements that get us started. We will be learning all the way through and making adjustments, and practising processes. The next significant primary circle meeting would be in winter 2018.

Which trustees will be there 23-26 April?:

> Peter Lipman – 23-26 April
> Henry – 23-26 April
> Joe - 23-26 April
> Hilary – maybe for the first day
> Peter Lefort – probably but can't yet confirm
> Clare – probably but can't yet confirm
> Isabela – cannot attend
> Andrew – not going to have the time due to projects
> Ellen - not known
> Tony - not known

Original Proposal to the Board:

That the Transition Network board delegates its power and responsibility for ensuring that there are good governance arrangements in place for the organisation to Peter Lipman, Henry, Joe, plus whichever of Hilary, Clare, Peter Lefort, Ellen and Tony are able to attend, who will join members of the staff team to decide on a new governance model on 23 to 26 April 2018.

<u>Feedback:</u>

Is the proposal invalidated if one or more of Peter Lipman, Henry, or Joe can't attend after all? Are we happy that three trustees is quorate? Suggestion of a minimum number of trustees to be present at the time the decision is made.

How do we make sure that everything fed back in the googledoc gets captured, would be addressed and talked about? Response from Sarah, If you've put questions, they won't be resolved until its clear that ts been dealt with.

Could the Board members who are not present in April, be liable for the decisions taken by their delegated representatives? Response: It isn't impossible, but if you've acted reasonably in the delegation, it is unlikely. It is even unlikely that those trustees present would be liable for their decisions, as long as they've acted reasonably. The proposal will be subject to legal advice, all trustees will have access to the advice from the lawyer.

<u>Second Proposal to the Board</u>:

That the Transition Network board delegates its power and responsibility for ensuring that there are good governance arrangements in place for the organisation to those trustees (and a minimum of three) who will be present in April when the new governance model is decided.

<u>Objections:</u>

Joe: Need there to be a responsibility for all the trustees to engage prior to the event. I will feel much happier to know that the shared governance proposal is more co-authored. The risk is, that the decision is not co-authored, doesn't have collective ownership.

Response: this message about engagement from trustees feels really important, that this is heard by the other trustees. Its not something we can police. Important that it was spoken. Those who are going, we need the other trustees to have heard this and engage.

Joe removed his objection now that it had been heard.

Hilary: Feel that there would be a loss of connection to the previous process, if neither of the co-chairs was one of the three trustees present at the decision. "A minimum of 3 including at least one co-chair" could be an amendment.

Amended proposal agreed by the Board:

That the Transition Network board delegates its power and responsibility for ensuring that there are good governance arrangements in place for the organisation to those trustees (a minimum of three including at least one co-chair) who will be present in April when the new governance model is decided.

No objections – Decided

<u>Restitution round:</u>

Excited and deeply challenged; Path is made by walking; Its difficult to not engage when you're not a decision-maker/ strange to have people in the room who are not part of the process; Good decision; Including the co-chair requirement feels like an interesting precedent about how we got here is now influencing what we do are we carry on, we are still compartmentalising power; Appreciation for Guillaume for accompanying and facilitating.

9. Practice of Change

The consultation document on Transition Network's "Practice of Change" is out and looking for feedback from staff and trustees before 5th March. After that it will be redrafted and further feedback sought.

Mike and Henry have discussed that a sub-group of trustees and staff could sign off the final draft of the Practice of Change by the end of March. This would be a sub-group that the board will delegate decision to, to agree the starting iteration of the Practice of Change document. Its an evolutionary document.

Hilary, Joe and Andrew are happy to feed into the Practice of Change work.

10.   Principles for How we work as an organisation

Nicola, Mike and Claire have been doing some thinking about what the "set of Principles about how we work as an organisation" should actually be and how they relate to other parts of the strategic review. We are suggesting that these Principles about how we work as an organisation will be a section of the Practice of Change document.

The Design Principles for Collabarative Culture, being developed by Claire, will be about how we work with each other; the Principles for how we work as an organisation are more about how we work in the world, how we approach our work. On 21st February 2018 we held a staff meeting which reviewed Transition Network's existing Principles of how we work, in the 2014 Strategy. Some useful feedback, and the next step is for Nicola to create a new draft, probably with the help of Sarah and Claire M.

Suggestion is that the feedback on draft new Principles can be as part of the feedback on the whole revised Practice of Change document, as they will be within this document.

11.   AOB, Review of the meeting and check out

The staff & trustee decision by consent on the Organisational Purpose statement will be March 7th 10.45am.

Nicola will prompt trustees to feedback once the revised new draft is produced.

Review of meeting

Smooth process, testament to work put in before hand. Conscious of asking for engagement from trustees, capacity issues.

Feels like some alignment with staff team too.

Really hoping that the level of engagement carries on into the online work between now and April. A little thin on the ground, with people missing at an important Board meeting.

Where we're going is where we've always been… when we're at away days, that feels more of the reality. Feels like we're moving the Board towards that. Inputting online helps get more input than at a meeting.

Wasn't looking forward to it, had been feeling disconnected. Enjoyed the processes, now feeling positive.

Moving towards something that feels more congruent. Staff and trustees with different levels of time to input. Can feel some of the pressure Sarah has felt as the link between the board and staff teams, some of this pressure dissipates as we look at collective decision-making. Also discomfort of there still being steps to go through.

Appreciating good care around the governance, should help resolve some previous weaknesses.

Would have been good to have a break in the afternoon.

Happy the online technology has worked.

Nice to hear people being positive. Thoughtful, mindful, efficient. Good that people can call issues when they see them.

Remembering the first TN board meeting in April 2007. Without pre-judging the April seminar, this feels like a closing phase of the current type of Board meeting.