

## **Notes of Transition Network Trustees Meeting 25th July 2019**

Present: Henry Owen, Clare Pavitt, Hilary Jennings, Joe Duggan (for most of the meeting)

Apologies: Peter Lefort

In attendance: Nicola Hillary, Sarah McAdam

### **Roles:**

Chair: Hilary

Time: Clare

Record: Nicola

Heart: Henry

### **Any conflicts of interest for this meeting**

No conflicts of interest reported for this meeting.

Noting that the quorum shall be two or the at least half of total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors. So while Joe is absent for part of meeting, 3 out of 5 is still quorate.

### **Actions from February 2019 meeting**

All done, in progress or on today's agenda, except:

Updated **Action: Amending TN's Articles of Association: Nicola in the Trustees Compliance Link role will take the lead on this, liaising with Sarah who previously worked with the lawyer.**

### **Verbal report from the July strategy gathering**

July 2019 Strategy Gathering included

- a TN culture session for staff on conflict resilience
- a session discussing Practice of Change
- an exercise mapping our Actions around the Key Areas of Focus and highlighting Needs, Tensions, Questions and Achievements
- from that, Open Space discussions (International double-linking, Trustees, Inner Transition Co-ordinator/Transformative Conflict programme, Area of Focus 4, Deep Dive...)
- time in nature and sharing about challenges
- an advice session for Trustees.
- two Primary Circle sessions

A sense of "less frenetic" energy, the governance model is dealing with things in real time, therefore there was valuable space for conversations that needed to happen in person. To have relational time face to face was important. The venue was excellent and the facilitation & structure really worked to facilitate and adapt to what came out of discussions.

Clare had a useful phone briefing from Peter about the gathering. Joe had a useful phone briefing from Hilary, and gave apologies for being unable to be there.

### **Trustee approval of Primary Circle decisions at gathering:**

- **Deborah and Yaz step into the TN Primary Circle with objection rights, and we set an expectation that, from now on, new members of the TN team will not be considered for membership of the Primary Circle until at least six months have elapsed.**
- **To elect Yaz and Hilary as Hubs Group Members from Transition Network.**

**Both approved by this Trustees meeting.**

Both of these are delegated matters, and in future, probably wouldn't appear at this meeting to be approved.

### **Schedule of Matters Reserved for the Trustees:**

The draft Schedule was discussed. Aspects clarified included:

- Primary circle decisions that relate to TN's *organisational purpose* - for example changes to our purpose, key areas of focus, changes to the governance model - need to be separated reviewed and agreed at Trustee meetings.
- Trustees will "receive and approve reports from the Finance group and others, on the financial performance of the charity against agreed budgets and strategy, and agree action where appropriate to ensure Transition Network is financially responsible" but the main delegation on creating budgets and allocation of resources is to the Heart Circle Lead Link.
- Should we keep the long list of policies in this Schedule? We have an intention to be more rigorous on policies and explicitly listing these policies is helpful to remind us.
- "To consider, approve or reject proposals from the HR Decision-Making Group regarding salary reviews." Now that we have a HR decision-making group, we've delegated the power to make decisions on salaries. The people affected not being part of the decision is contrary to our governance model. BUT staff setting their own salaries is against Charity Commission guidance, therefore it is important that trustees ultimately consider and approve these decisions to make sure they aren't inappropriate. If trustees do not approve of salary review decisions, then they can put the decision back into the governance model.
- How do we make sense of this formal document, make it accessible and attractive to new trustees and communicate it to staff? Sarah in Transparency role could write a

preamble or an accompanying blog to aid comprehension. We will keep the draft with notes so we can see how we reached this decision.

**Schedule of Matters Reserved for the Trustees was approved by Trustees.** [Agreed version here.](#)

**Action: revisit and review Schedule of Matters Reserved for the Trustees once a year (July 2020)**

### **Finance and Fundraising:**

**Trustees agreed to increase the Unrestricted Reserves target to £95,000**, in the light of updated predictions of running costs and redundancy pay in the event of winding down or delayed income.

The forecasts include around £19,000 budget to cover additional salary costs in this year including freelance, additional hours and potentially recruitment of an additional staff member.

We are currently forecasting healthy unrestricted reserves at March 2020. All trustees urged the TN team to look for opportunities to use available funds to have more impact on our objects. Trustees are supportive of the idea of recruiting additional staff to build our capacity. Areas where additional funding or capacity could be directed include:

- Creation of full proposal for National Lottery Community Fund
- The Deep Dive event and process

### **Risk Register**

Trustees reviewed the new format of the risk register, to help trustees to consider the major risks to which the charity is exposed and satisfy themselves that systems and procedures are established in order to manage these risks.

**Trustees agreed to use the new Risk Register format.** Agreed that the format was more helpful and works relatively consistently with the Schedule of Matters reserved for the Trustees.

The July 2019 version was worked on only by Heart Circle roles due to time constraints. Circulating to all staff and trustees in advance next time will be a good idea. It should be a good nudge to highlight risks, think about mitigation, and give the trustees oversight.

**Action: Trustees Compliance Link to circulate Risk Register to all staff and trustees for updates ahead of Trustee meetings.**

## **Role and function of TN trustees in light of shift in governance**

### **Question of bringing international voices into Transition Network:**

There are questions about how TN's governance model and the Hubs Group governance model fits together. These questions are likely to emerge in Primary circle discussions. When designing and recruiting to the role of trustee, the question is, do we want an international membership?

"Trustees Meetings" are becoming quite "confined" - focused on England & Wales charity law. Trusteeship might not be the best place to bring international voices in. Instead, we need international voices in discussions about future plans and project planning.

### **Role of trustees to step back and review what TN is doing:**

Question of making this attractive to new trustees.

### **Opportunities for trustees to step up in certain roles and responsibilities:**

Trustees have the opportunity to be part of TN's governance model and to step into particular roles and circles of interest within that wider model. Recent examples include Peter on the salary review, Hilary in Deep Dive organising. We should express the opportunities to step in and up, when recruiting new trustees. These uses of the skills and experience of trustees are usually outside of the "Trustee Meetings".

Is it a requirement that trustees fulfil "two roles" - to be a trustee in the legal sense, and to get additionally involved in something specific at TN? Or if this is not a requirement, is the process for trustees getting involved in things clear enough, do we know enough about what is going on to get involved, and do staff know who we are in order to involve us? We have had some goes at this and not got it right yet.

### **Unpaid role of trustees:**

Could be worth exploring if we can apply to compensate trustees for loss of earnings - for example for trustees who turn down availability for freelance work to attend Strategy Gatherings. This has been a real issue for us. The people we most want the input from, working with and for, are likely to be working freelance and we want them represented and not excluded from the trustee group. A diversity issue.

<https://www.gov.uk/government/publications/trustee-expenses-and-payments-cc11/trustee-expenses-and-payments#compensating-trustees-for-loss-of-earnings>

### **Trustee recruitment:**

Clare's 2nd term of office will conclude by March 2020. There was some confusion over the end date due to late re-appointment 4 years ago, but Clare feels invested in the salary

review process and would like to follow through before March 2020, and see what else we could start with HR decision-making group.

In previous discussions we said we'd like to aim for 7 trustees. Including the replacement of Clare, this could mean recruitment of at least 3 new trustees. Skills audit gaps include: fundraising, connections with funders, income generation, financial management, human resources, legal knowledge.

Joe, Peter and Henry have terms that end in November 2020.

**ACTION: Co-chairs to discuss (ahead of trustee recruitment) with Joe, Peter and Henry if anyone wants to step down before term or at term in November 2020.**

Trustees agreed to start planning for trustee recruitment as soon as possible, ideally during the Autumn so that new trustees could attend the January 2020 Strategy Gathering.

We need to communicate the benefits of being a TN trustee, and describe the trustee role in light of new governance. We also want to make a real effort to recruit diverse applicants, to gain a richer range of perspective. We need to make sure the advertising of the vacancies reaches a diverse audience including people of colour.

Hilary, Henry and Joe interested in being involved in recruitment.

It was recommended that trustees think about an advice process with the wider team, how the staff element can be represented in the recruitment.

**ACTION: Arrange a meeting of Henry, Hilary, Joe, Amber (Team Wellbeing) and Nicola to make plans to recruit trustees; Clare to input on maximising diversity.**

## **Check out**

Nicola - trustees have done well with this agenda.

Joe - a difficult meeting to juggle. Thanks to Karen for making it possible.

Henry - just managed to get through this meeting... didn't feel spark or excitement. Partly the heat and partly the focus on compliance. Easy to meet online, our processes do enable us to meet effectively online. Sending love to Peter.

Clare - felt daunted by agenda but it was a useful meeting. Appreciative of documents. Really nice to connect despite not being at gatherings. Aware now of a potential grief at leaving TN next March.

Sarah - full of appreciation for Hilary and Nicola and the work of preparing, looking at charity commisison guidance etc. Really appreciating all the trustees, that dealing with this "less

than compelling” stuff enables all the rest of TN to work. Really looking forward to the Power Beyond Borders action, good luck Henry.

Hilary - appreciating this meeting and sticking with it despite the heat. Feel we can now refine down and be functional about “the legal side” and then have more time for the more interesting input and discussion. Reframing the role for the trustee recruitment will be good. Thanks to Clare for staying for the next few months and a proper celebration.