

Notes of Transition Network Trustees Meeting 29th November 2019

Present: Henry Owen, Clare Pavitt, Hilary Jennings, Joe Duggan, Peter Lefort

Apologies: none

In attendance: Nicola Hillary

Roles:

Chair: Henry to start

Time: Peter

Record: Nicola

Heart: Clare

Any conflicts of interest for this meeting

- Henry in his work is looking at preparing an application for the National Lottery (Climate Action Fund) - some potential similarities of type of project.

Actions from February 2019 meeting

Action to revisit and review Schedule of Matters Reserved for the Trustees once a year - this is due July 2020.

Action for 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. This will be looked at before the Trustee recruitment discussion during this meeting.

Acceptance of notes of July 2019 meeting

Accepted by trustees.

Update for non-staff members of the primary circle

Everyone found the update useful as a succinct reminder of what's happening, particularly helpful for a meaningful assessment of the Risk Register.

Finance and Fundraising:

Peter as Treasurer is very grateful indeed to Nigel for his preparation work. Unrestricted reserves are predicted for March 2020 to be above our new reserves target of £95,000. Unrestricted reserves are currently predicted to be a little bit lower at March 2021.

There is currently a range of budgets that have a risk of under-spends, this is a managed risk that we're keeping an eye on, there are plans for expenditure but it is an area to keep under review in the next quarter.

Question on Real Economy Lab - are we likely to conclude the spending of this grant by March 2020 - yes relatively likely.

Question on areas where the potential risk of budget underspend is being monitored: the Hubs Group Heart Circle - this has been appointed just this week, and will now need to plan and set up that expenditure. Training Co-ordination - interviews are happening, but there are challenges. Some other areas of Supporting the movement budget.

Question on Lottery - when might the next opportunity be for trustees to feed into and discuss direction of the proposal? A document for review by Transition groups may be available by mid-December but consultation may be from January, so early January will still be a good time to feed in on direction and priorities.

Question on Tudor Trust deliverables by March 2020 - Sarah and Filipa have been giving webinars, talks and conversations to share experiences of shared governance; and our formal deliverables to Tudor Trust are around completing our shift to shared governance in terms of the salary review and amended articles of association.

Question on the anonymous Foundation - to re-apply for funding beyond March 2021 they will be interested in anything TN can do to test and better understand the impact and potential of the Transition movement. This is really important. This feels like a key priority to bring out at the January Strategy Gathering.

- Hilary gave idea of an in-depth mapping of the potential and impact in one community, to do this deep analysis for 4-5 different places.
- **ACTION: Hilary, Peter and Henry all interested in discussions about what to develop to test and better understand the impact and potential of the Transition movement. ALL to bring into Horizon-scanning and Key Area of Focus process at January Strategy Gathering.**

Question about Trustees being involved in starting to meet and make relationships with other funders. Hilary, Peter and Henry interested in being involved in meeting and making relationships with funders.

Request from Fleming Policy Centre for TN to act as an organisational conduit for funding. We have acted as a conduit before but for much smaller grants and in most cases where the barrier is charitable status.

Action: Nigel to give Peter more information on the Fleming Policy Centre request, to feedback to trustees before a decision can be made.

Agreement to sign Trustees Report and Accounts

Trustees Report and Financial Statements to March 2019 were agreed and approved by trustees. A hard copy will now be posted to Henry to sign. Trustees sent big appreciative thanks to Nigel for preparing the accounts and taking them through the independent examination process.

Risk Register

Trustees examined the Risk Register, particularly the areas that had been updated for November 2019. Particular areas of note:

- Loss of key staff risk: trustees interested to understand more about Rob's situation and what future relationships might be. Still interested in suggesting trusteeship as an option. Hilary would like to look again at the idea of an Elders Group, a broad group with connections, might be useful for fundraising.
- Projects or areas of work not meeting their objectives or schedules: Trustees increased the current likelihood level of this risk. They noted some of the areas of work which are running later than originally intended: the Lottery bid, the Hubs Group Heart Circle, Training co-ordination, Deep Dive. They realise this reflects realities and that progress is being made, notably very recently on the Hubs Group Heart Circle for example. However is there learning to be had on how we set up or organise pieces of work? Delays slow us down in distributing resources and support to the movement, and risk our relationships with funders.
ACTION: Trustees to bring discussion on how to organise work so that we reduce the risk of not meeting schedules, into the January Strategy Gathering.
- Managed risk around potential budget underspend, as noted earlier in meeting.
- Currently reduced levels of risk being experienced around currency exchange rate fluctuations.
- Changing who is responsible for Insurance. Trustees don't believe this to be solely a Trustee responsibility therefore it does not appear on the Schedule of Matters Reserved to the Trustees. It could be an idea for the Treasurer to be kept in the loop on Insurance provision. However Peter would like to gain some clarity of what's involved before deciding on this accountability.
ACTION: To find some clarity with Admin and Compliance role and Treasurer about what's involved in insurance provision and whether therefore the Treasurer needs to be kept in the loop.

Suggested improvement to format of Risk Register:

ACTION: Risk Register to have new column of "Current challenge and context" so that it is easier for staff and trustees to make observations that the trustees can then consider.

Trustee role in TN's structure

This is a moment in the agenda to position ourselves before thinking about recruitment.

Clare always reflects on whether something “is our role as trustees?” or “is our role as Primary Circle members?” On some matters she decides to bring it instead to the January Gathering Primary Circle or to arrange a separate conversation outside the trustee meeting. Generally the trustee role now makes more sense and feels useful.

Henry's view is that we've almost completed a long process looking at trustees' roles in our governance. We've shrunk the core of the trustee role and given it a more spacious Primary Circle aspect. It hasn't been so clear how to contribute beyond the core Trustee role, because it feels like some of the structure has been removed. Henry feels he's done less on the strategy/ primary circle side, and wonders how this will feel for new trustees.

Peter also feels that he's been less active as a “traditional trustee”, but he's done more as Treasurer and on the HR decision-making group. Treasurer and HR roles have taken up more time and felt more pressing. He felt a bit more “behind” when going through the notes for this Trustees meeting. The question is maybe what to prioritise. As an example, the risk register discussion feels less deep than the in-depth deliberations he's been involved in on budgets and HR.

Joe noted that the governance has always been changing since he started, so he's constantly been trying to re-understand where the trustee role is. More recently he feels settled into what the trustee role is. Felt some reservations to start with about it being stripped down. Today's meeting makes me realise that even within these topics there is a lot we can work on. He feels some guilt about doing enough, and feels that we've become quite a small team of trustees. His main energy and enthusiasm is currently around the Lottery bid for England/Wales Hub development and capacity building.

Hilary has felt quite connected - as co-chair, on the Deep Dive, and in the Lottery discussions. That's felt valuable. It would be useful to have a discussion about how we fill the gap between the core trustee role, other roles in circles and projects, and the Primary Circle role. Maybe this would benefit from some discussion in January if we can find a time as trustees to talk about that.

ACTION: To bring discussion about making all aspects of the trustee/Primary circle member roles useful and connected, to February Trustees meeting, and into January Strategy Gathering if feasible.

- Clare's second and final term as trustee concludes in March 2020.
- Henry will not seek to continue as co-chair after November 2020. He's not sure yet whether it will be the best thing to continue as a trustee, but open to thinking about it.
- Peter's first term as trustee finishes in November 2020 and currently he'd be hoping to continue for a second term.
- Joe's intention is to continue to November 2020.
- Hilary's term as co-chair runs to November 2022.

Recruitment of new trustees

Clare felt it was a good idea to take up Peter's offer of continuing in the Treasurer role.

Idea floated of appointing 4 trustees - some general discomfort on grounds of numbers of new people to induct; some attraction on grounds of potential future numbers if 1-2 current trustees step down in November 2020.

Decision by consent on **Proposal to "intend to appoint as trustees": Anna Kovasna, Chris Holmes and Chandra Vemury**

Objections -

Clare - diversity

Peter - why?

Diversity objection - the proposal limits the potential to bring the potential diversity of 4. Also this would give a trustees group of 5 men and 2 women.

Hearing more about these candidates has resolved this objection.

Why? Objection - Why this proposal over another. I'm not clear what we're learning from these 3 versus a different 3 or a 4.

Clare reflected on the experience we were particularly looking for. This proposal would give us what we needed, to a certain extent, apart from legal skills (which no candidate brings).

Resolved objection

Proposal to intend to appoint as trustees Anna Kovasna, Chris Holmes and Chandra Vemury AGREED

"Intention to appoint" means they would take part in January Strategy Gathering before being formally appointed as trustees, giving both TN and prospective trustees an opportunity to review after meeting everyone for 3 days.

Next steps:

ACTION: Nicola to draft messages to each candidate to be checked with Hilary, Henry and Peter before sending.

ACTION: Nicola will talk to Filipa as Learning role to see what might be possible to start shared governance induction ahead of January Gathering.

ACTION: Trustees to take time to guide and orient new trustees at January Gathering.

Updating our Articles of Association for shared governance - creating a brief for the lawyer

Due to lack of time in current meeting agenda:

ACTION: Henry, Hilary and Peter small group of trustees to agree brief for lawyer on Articles of Association.

Check out

Clare: Impressed by our progress in meeting. Useful to be reminded to use decision by consent in recruitment decision. Had input from everyone and breaks, though shorter breaks than planned!

Henry: A good meeting; the most comfortable in this format so far, from my point of view. Liked using the risk register. The update for non-staff members was really useful. Reflecting on the decision-making process, I feel most comfortable in the facilitator role. Helped me zoom in on safe enough for now and good enough to try.

Peter: A really positive meeting. Felt a bit unprepared but still able to contribute. Appreciated facilitation, felt really constructive. An energising meeting.

Joe: Flowed really well, facilitated really well. I felt heard. Feeling a hangover around who wasn't chosen as new trustees.

Nicola: Felt the horrible power of proposal making in decision by consent.

Hilary: Reminded of the horrible situation of casting a play. In casting, and in this case, mindset then moves on to a more positive "these are the people we're going to be working with".

Date of next meeting

Friday February 14th, 9.30am - 12.30pm