

Notes of Transition Network Trustees Meeting, 14th February 2020

Present: Henry Owen, Peter Lefort, Joe Duggan, Clare Pavitt, Hilary Jennings, Anna Kovasna, Chandra Vemury

Apologies: None **In attendance:** Nicola Hillary, Julia Minnear

Roles

Chair: Henry / Record: Julia / Time: Clare / Heart: Peter / Tech: Nicola / Jargon: Joe

Potential conflicts of interest for this meeting

Henry is writing a funding bid to The National Lottery Community Fund. This is a separate fund from the one that TN is applying to.

Action Nicola to amend heading to 'potential conflicts of interest' in agenda template

Actions from November 2019 meeting

No actions outstanding except to revisit and review the *Schedule of Matters Reserved for the Trustees* once a year - this is due July 2020.

Acceptance of notes of November 2019 meeting

Notes accepted.

Formal appointment of new trustees

Hilary Jennings proposed Chandra Vemury and Anna Kovasna be appointed as trustees. No objections. Chandra and Anna are formally appointed as trustees for a four year term to February 2024.

Trustee approval of Primary Circle decisions at January gathering

Summary of Primary Circle decisions:

- **Salary structure:** That all UK-based TN staff move to the same basic salary level effective from 1 April 2020. Initially, the basic TN salary should be set at £33,690 gross per year, full time equivalent. [Our current salary level 2 + 1.5% cost of living increase.]
- **Heart circle lead link role:** The person occupying the Heart Circle lead link role should receive an additional stipend of £8,000 gross to recognise the additional challenges of the role at this stage in TN's shift to shared governance.
- **Pay protection for employees facing a reduction in salary:** There are two members of the team who will face a reduction in salary if we agree to implement this new structure (Rob and Sarah). They will continue to receive their current salaries for the months April - June 2020. Their salaries will then be reduced by 50% of the difference between their 'old' salaries and the new basic TN level for a further three months. From Oct 2020, they will receive the same basic salary as other employees.
- **Review and future cost of living increases:** The HR decision-making group will be responsible for keeping the operation of the new salary structure under review. Any

cost of living increases and/or proposals to change stipend arrangements will be agreed by this group annually (after consultation with the staff team) and then referred to the February trustees meeting for approval.

- **Election of Nicola Hillary as new Heart Circle Lead Link**

- **New Key Areas of Focus for 2020:**

1. Curating a pathway beyond climate emergency declarations at the municipal level of scale, rooted in social and environmental justice.
2. Co-designing, sharing and energising leadership, resources and responsibilities with Transition Hubs.
3. Better understanding our network to strengthen connection and communication with Transition initiatives.
4. In these three Areas of Focus and in our work generally, we will prioritise and retain capacity to:
 - Follow through and maximise the impact of existing work
 - Develop and share our understanding of how we do things and why
 - Support emergence, creativity and wellbeing across our team.

All decisions formally approved by trustees.

Note: Need for further reflection on Heart Circle Lead Link role with regards to the longer-term vision for this role; its responsibilities and associated stipend.

Action: HR Decision-making group (currently Clare, Peter, Nicola as Heart Circle LL & Julia as Team Wellbeing) to hold need for further reflection on the Heart Circle Lead Link stipend and responsibilities and carry discussion forward with appropriate review points; and also **Strategy Framework Circle** to think about when and how we might look at this issue again.

Action all: Any further thoughts on Heart Circle Lead Link stipend and responsibilities to be sent to HR decision-making group.

Finance and Fundraising:

Treasurer's report (Peter)

Note on reserves: We recently increased our unrestricted reserves target to £95,000. We are well above the target this year (£114,200) and expect total reserves to be higher by the end of March 2020 (£119,300). However, the budget for 2020/21 currently shows unrestricted expenditure exceeding unrestricted income, leading to a reduction in general reserves (to £46,200 at March 2021). We expect reserves to be higher in reality as new funding comes in, but it is trustees responsibility to be conscious of projected figures & potential risks.

Current The National Lottery Community Fund bid contribution to overheads is about £39k a year. This would directly raise our reserves figure. Mike's salary at £20k would be paid by The National Lottery Community Fund, so this would also reduce burden on reserves. If we

get The National Lottery Community Fund funding then reserves will be up to where we need them to be.

Interim report on expenditure against the anonymous Foundation's grant budget

(Nicola): Trustees identified that this is a key managed risk: Are we going to spend the grant by the end of the financial year? Two key areas of scrutiny:

- £20k in spreadsheet for Hubs Heart Circle to pay some of the Hubs participants
- £30k to finance the work of the new training coordination team.

Intention is still to spend funding by 31st March, but we are now close to this date. Both circles have already started working. Need to keep a close eye on how that money gets spent.

Fundraising report

Ongoing relationships with existing funders should be shared with trustees where there are opportunities to do this.

Nicola is now in the Heart Circle LL role so some concern of there being less time allocated to fundraising. Should we have a new person in the fundraising role, or split the role?

Action: Nicola to discuss fundraising role (new person or split the role?) with Amber as Infrastructure LL.

Heart Circle Lead Link update (Nicola)

- Rob's future role: Sarah, Rob and Nicola met in January. Agreed that *how* we work with each other is the important question, not whether Rob is freelance or staff. Keeping comms aligned, and maximising the potential, keeping visibility up. Regular meetings of Rob and key roles are due to be arranged after the Deep Dive event.
- Julia now inducted in the Team Wellbeing role. Liza is putting time into assisting Sarah on the Dive Deep & after that there will be roles in the Supporting the Movement circle.
- The Heart Circle held a strategy meeting focusing on Key Areas of Focus. The Strategy Framework circle focused on Area of Focus 4 - the outcome of this is that there might be a shift in the purpose of the circle to focus on *how* we do things. The Infrastructure circle focused on Area of Focus 3 which seemed particularly relevant to the Central Data Store. Need more discussion on Key Area 3 that is across the organisation.
- No other major role shifts.

Risk Register

Summary for new trustees: Our Risk Register is updated for each trustee meeting under a new tab. It's sent out a month in advance and any changes or concerns can be added ahead of the meeting and highlighted in yellow for discussion.

Risk register reviewed & updated.

Action: Nicola to create tabs on the Conflict of Interest forms & send to Anna and Chandra.

Action: Julia (Team Wellbeing) to share policy tracking document when ready, and bring to HR decision making group

Action: Julia/Nicola to share documents with Anna and Chandra as part of induction

Action: Nicola: Euro currency account not yet set up - follow up with Nigel

Recruitment of new trustees

Key learning points & reflections from this round of recruitment:

- Could we present a clearer pathway with the points in the journey in order to better manage expectations?
- Could certain objections have been captured earlier in the process?
- July gathering might be a bit less intense, shorter & with less formal governance?
- It felt like we weren't referring back to our needs/gaps. Did we underestimate other needs that we have?
- Do we need to design a second/interim stage which is more about explaining how we work, information giving, etc? Might avoid some of the investment that potential trustees give to the gathering only for that not to go anywhere.
- It's a lot to ask potential trustees to come to the January gathering, but it reflects how much we ask of our trustees in general.
- We didn't have as many applicants as we would have liked. We've ended up with some great trustees, but need to focus on the communications next time.
- Both new trustees felt that the process was enjoyable, a valuable chance to meet all staff and trustees. Governance meeting with Sarah & Filipa was a good induction to shared structure. Anna liked that the process was thorough & picky. Felt familiar. "It was a big investment but I *felt* very invested." Chandra said: I did feel quite unprepared for some of the process, mainly because the organisations I've been a part of do not operate in this way. I personally would have benefited having some contact with other trustees in advance. But I do like the fact that the interview was not a guarantee that I would be a trustee and questions were asked about my suitability".

Induction process of new trustees:

- Chandra: Would like to read through TN docs, policies, Jan gathering notes. Rather than go through an induction it makes more sense for me to do some homework and then ask questions.
- Anna: Talking and observing work best for me. It could be helpful if staff would be up for a half hour conversation about their roles as that will help me get a better sense.

Action: Nicola: pursue idea of short conversations with staff members about their roles, for new trustees (and also could be opened up to other trustees too)

Action Henry & Hilary to talk to Nicola about continuing meetings between Heart Circle LL and co-chairs. (previously met with Sarah every two months for about an hour: chance to think about governance, staffing, etc and for the co-chairs to stay in touch with what is happening between meetings). Could these be opened up to the rest of the trustees?.

As the role of Team Wellbeing develops, what's the aspect of trustee wellbeing that sits in there, in terms of the trustee journey - onboarding of trustees, issues that might come up and ending of trusteeship?

Any trustee recruitment next steps (including for Treasurer):

Agreed to convene smaller group to discuss recruitment.

Action: Nicola, Peter, Joe, Hilary to meet and decide next steps around recruiting a treasurer.

Discussion about making all aspects of the trustee/ Primary circle member roles useful and connected

Action: Henry and all: move this agenda item on Making all aspects of the trustee/ Primary circle member roles useful and connected, over to the next trustee meeting. Henry is happy to collate any ideas/feedback on how to do this, and we can think about how it might feed into the summer gathering.

Amending Articles of Association - update & next steps

We are in the process of updating TN's Articles of Association to reflect our shift to shared governance. A brief was sent to the lawyer and they have now replied to our questions.

Action: Nicola, Henry, Anna and Peter to form a working group to look through lawyer's response on Articles of Association & take it forward.

Note: The updated Articles of Association will need to come back to the trustees at an extra meeting, or in July, but it would be good to compile them before the Tudor Trust report. Fairly administrative changes, but we are aiming for process to be as transparent as possible so that everyone can feed in. Please do comment on the current document.

End of Clare Pavitt's terms as trustee

Trustees note with sadness that this is Clare Pavitt's last trustee meeting as her final term at TN ends in March. Arrangements are underway to appoint Clare a leaving steward and for the team to thank Clare in person, in acknowledgement of her long tenure and commitment to TN.

Check out

Peter - Good meeting, got a lot done, appreciate Henry for keeping us to time

Joe - Well done to the new trustees. Feels important to mark Claire's departure in person.

Hilary - Enjoyed it a lot and having the two new trustees.

Julia - Busy taking notes but enjoyed the meeting & has been good for learning/induction

Clare - Enjoyed the meeting and good to have new faces and voices; Think we were a little bit less confident. When we have new people we need to think about the amount we have on the agenda. Need to keep reminding ourselves of our role as trustees as it feels like the conversation drifted towards operational.

Chandra - For someone attending for the first time it felt efficient; there was very little chatter, everything relevant and to the point.

Anna - Well facilitated. Fun to be with you, and looking forward to landing more in the role..

Nicola - I brought operational aspects into this meeting that I probably shouldn't have. I feel the balance of those scales. Well facilitated Henry, very well done.

Henry - Covered the essentials at least, have become too comfortable in the role, maybe haven't done as much preparation as I used to do for these meetings.

Date of Next Meeting: Friday 17th July, 2-5pm, online.