

Notes of Transition Network Trustees Meeting, 21st July 2020

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

Apologies: None

In attendance: Nicola Hillary, Julia Minnear

Roles

Chair: Hilary / Record: Nicola and Julia / Time: Henry / Heart: Peter

Potential conflicts of interest for this meeting

Anna: GEN has also been invited to apply to V. Kann Rasmussen Foundation. Also a funding opportunity already shared with Nicola around Municipalities in Transition.

Henry: CAG Oxfordshire is applying to Friends Provident Foundation, which could one day be a funder that TN would approach again. CAG Oxfordshire might become involved in the England Covid-19 Response Project.

Joe: Crystal Palace Transition Town and London Transition Hub likely to be involved in the England Covid-19 Response Project.

Actions from February 2020 meeting

All done, progressing or on agenda apart from:

Further exploration around the principle of the Heart Circle Lead Link stipend - hasn't been picked up yet but noted for HR decision-making group and for organisational culture circle.

Idea of short conversations with staff members about their roles, for new trustee Anna (and also could be opened up to other trustees too) is being revived between Team Wellbeing role and Anna's steward Deborah.

Opening Euro currency account:

Action: Trustees would like Nigel to give more detail to help us understand the reasons not to pursue opening a Euro currency account; and recommend that we do start this process, in preparation for the December stage of Brexit which could again bring greater currency fluctuation.

Action: Anna to check in with GEN team to see how they run Euro currency banking, to inform Nigel.

Acceptance of notes of February 2020 meeting

Notes accepted.

Trustee approval of Primary Circle decisions

The following Primary Circle decisions were approved:

- Liza, Julia and Anna stepped into the Primary Circle with objection rights.
- Amended version of Area of Focus 3: *Better understanding our network and developing our networking tools for connection and resilience across our movement.*
- Filipa elected as facilitator role and Sarah elected as secretary role in primary circle.
- Area of Focus 1 changed to: *Nurturing reflections, responses and solutions to interlinked global crises and strengthening and amplifying forms of community resilience that are rooted in social and environmental justice.*

Finance and Fundraising:

Treasurer's report (Peter)

Trustees agreed with the proposal to amend the target level of unrestricted reserves to £107,000.

Fundraising report

Tudor Trust and OSIFE grant are ending. The National Lottery Community Fund has agreed 6 month funding - we are waiting for the grant agreement. We have applied to the European Cultural Fund even if this is unlikely to be successful. Ecolise is leading on an application to EU LIFE funding - Municipalities in Transition project fits this well. Possibility for co-designing a project with Hubs Heart Circle to the Minor Foundation. We need to find time to research the options identified in a funding review.

Very recent new funding opportunities:

TN has been invited to make an application to V. Kann Rasmussen Foundation.

Also an opportunity for an application to Europe Aid led by GEN involving Municipalities in Transition, with a tight timescale so unlikely for this round.

OSIFE is inviting expression of interest about climate justice.

Main aims for funding for next year is reapplication to the anonymous Foundation, seeking to resubmit the 4 year The National Lottery Community Fund application and VKRF.

Discussion about the need for a plan if we don't secure new anonymous Foundation funding / emergency planning. Might be useful to gather intelligence around the future funding landscape as part of broader context.

Action: Anna to schedule for a meeting to discuss strategies to cover core costs, in September.

Two proposals for expenditure

Decision: Trustees approved reserves spending for one year to recruit a Funding role staff post.

Trustee preference would be for a 1 year contract, and preference for clarity of recruiting a Fundraiser role rather than a staff team member; but will leave it to the staff team to think about these specifics.

Also potential for temporary freelance fundraising support to help with capacity (not for trustee decision but worth noting).

Decision: Trustees approved expenditure on a grant to Transition Scotland at a one-off cost of £7,000.

Special Resolution to update our Memorandum and Articles of Association

Subgroup of Peter, Anna, Nicola and Sarah looked at the recommendations from lawyer. The changes suggested are relatively minor but are compatible with our shift to shared governance.

Decision: Trustees approved the special resolution to update our Memorandum and Articles of Association.

Action: Nicola to organise online signatures for special resolution and for amended Memorandum and Articles of Association, and submit these to Charity Commission.

It was noted that the potential to review our charitable objects has been raised as a question. Looking at this question at a later date would be a Primary Circle matter.

Formal approval of Compassionate & Emergency Leave policy

Julia brought this policy to the HR Decision-making group (at that time Peter, Clare, Nicola, Julia) and then put to the staff team, with no objections. Covid-19 was the prompt to develop this policy but it is a useful policy to have in any case. **Trustees approved the Compassionate and Emergency Leave policy.**

Risk Register

Highlights: Policy compliance, Intellectual Property fine, potential for reputational risk related to potential Charity Commission complaint.

A note was added to the register about the plan to meet to discuss strategies for core costs funding.

Action: Trustees agenda should review the Risk Register at the start of the meeting next time, as certain aspects frame the discussions in the rest of the meeting.

Membership of the group of trustees:

Chandra's resignation was discussed.

Trustee terms of office:

First terms of Joe and Peter end November 2020.

Co-chair term of Henry ends November 2020.

Henry has been working on assumption that his term of office ends in November 2020, rather than 2022, and intends to step down as a trustee in November 2020. He is still excited about Transition Network but more excited about some other areas of work and life. It feels like a good point to step back from the board of TN to concentrate on other board roles and paid work. Henry is happy to attend the next January gathering as part of a leaving process.

The role of trustee co-chair will become available in November. Henry is happy to discuss the co-chair role with anyone that is interested. Hilary happy to continue as co-chair for next two years.

Peter: Happy to renew being a trustee for a second term.

Joe: Will explore this question during the autumn.

Update on Treasurer Recruitment - 5 applications - decide how to plan next stages

Hilary is comfortable that there are at least 2 or 3 good possibilities among the applications. A sub-group is needed to design the process, in terms of coming into relationship, and induction.

Action: Treasurer recruitment process design sub-group of Peter, Hilary, Julia and Sarah (calling on Nigel as needed). Julia to doodle.

Anna could be involved in interviews but not for process design.

Question of other trustee recruitment

Trustee group is still small and is due to reduce by at least one in November. Could we have an open trustee recruitment process at the moment? Peter has three potential candidates

and a further potential candidate (but not for treasurer) made themselves known to Transition Network.

This is balanced with concern of about the capacity needs of inducting new trustees.

If we are recruiting for a staff team member - should we ask for trustees at the same time?

Action: Ask the treasurer recruitment process sub-group to talk about wider general trustee recruitment too. Possibly a short timescale of new trustee recruitment so that all are inducted at the same time?

Elders Group idea

This idea has been around for a while, about how we connect with people who've been heavily involved in Transition, including founders, who've been staff or trustees, and other interesting people to connect to for whom the trustee role isn't right. Hilary might start to have conversations with these people to see, is this interesting or how might this be shaped. Do we still tap into people's knowledge? Are there other people who are useful and connected for knowledge, connections and information.

Action: Hilary will pursue conversations about the Elders Group idea and flesh out ideas before bringing back to the trustee meeting.

Making aspects of the trustee / primary circle member role useful and connected

The topic about making aspects of the trustee role useful and connected is one of the most challenging aspects of our new shared governance. We have thought about this subject, but things could be easier for trustees and more valuable for the staff team. It feels like a primary circle discussion because the non-staff primary circle member is the most interesting part of this question. This also need to dovetail with current conversations about how to improve internal communications.

Action: Henry will start a googledoc with framing about the topic of how to make the trustee primary circle member more useful and connected, and discuss with Sarah as Organisational Culture Lead Link, with a view to a future primary circle meeting. Joe keen to feed into googledoc, and Anna happy to be part of the thinking from September onwards.

Question of how to do first annual review of the Schedule of Matters Reserved for the Trustees

Action: Anna to give comments on Schedule of Matters Reserved for the Trustees. Other trustees to comment after that, to review this document.

Review and Check out

Anna: Good meeting, well prepared, appreciated clarity, easy to follow, well laid out, good facilitation, felt spacious, it didn't feel squeezed. Appreciated the calm pace. I felt heard and present.

Julia: had to keep reminding myself to take notes. Feels like a smaller trustee group - thanks for the facilitation.

Joe: Felt well facilitated and designed, felt manageable in terms of the documents, not overwhelming. Felt quite light even though we had some hefty topics. Had some energy around this question about how to connect trustees in primary circle.

Peter: Appreciation for how that was designed and held. Got a lot done because of less trustees?! Have more energy that I started with.

Henry: Nice meeting, good to see you all. Appreciate the work that went in. Thanks for making it so easy for trustees. Reflecting on how much history this organisation has, and how much we've built a culture and processes that work for us. Two ways of looking at non-staff/trustee role - one way to look at it is that we 'get out of the way'. Another way of looking - stepped back view, different opinions from staff. It feels like we did both in this meeting. There are things to refine, but we get a balance of getting out of the way and contributing when it's helpful.

Nicola: Saluting you all for making your way through a packed agenda. It's all really important in terms of running an organisation. Want to salute Henry for being an amazing trustee and co-chair. Want to say thank you now even though it's a bit early. Thanking Julia as well, seeing notes have been written!

Hilary: Thanks for preparation of papers. Need to get my head around the terminology for things, ie. the process, proposals, etc.