

# **Notes of Transition Network Trustees Meeting 24th November 2020**

Present: Henry, Peter, Hilary, Anna, Joe

Apologies: None

In attendance: Darren, Nicola, Julia

## **Roles:**

Chair: Henry

Time: Peter

Record: Julia

Heart: Hilary

Assumed knowledge/jargon-watch: Anna

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

Anna: GEN applies to lots of the same funders as TN

Henry, Joe and Hilary: Know that Oxfordshire CAG, Transition Crystal Palace and Transition Town Tooting are applying to the Transition: Bounce Forward seed fund

## **Actions from July 2020 meeting**

Actions to carry forward:

- Anna to schedule for a meeting to discuss strategies to cover core costs
- Hilary will pursue conversations about the Elders Group idea and flesh out ideas before bringing back to the trustee meeting. - to look at in Spring 2021

## **Acceptance of notes from July 2020 meeting**

Notes accepted.

Peter - Noted that there was an action point for Nigel but he was not in the meeting. Good to attach actions to someone in the meeting in future.

## **Heart Circle Lead Link update**

Questions/feedback:

- Will we look at Evaluation survey data to see if there are large geographic gaps? We might be able to spend longer than first envisaged to explore the evaluation results, so this might give us the chance to seek more input from under-represented places.
- Actions being taken feel good, solid and tangible.
- Note: We've taken on more contractors to help increase capacity.

## **Risk Register overview**

Discussion/reflections:

Risk of insufficient reserves for next year is the biggest organisational risk we have at the moment. Securing new funding from our current main funder and The National Lottery Community Fund would be the first building blocks for next year's budget. We might need to

look at contingency planning for if these fail, or if no further funding is coming in. Good that we have recruited a new team member into the Fundraising role - this is part of the mitigation of this risk.

Intellectual property rights - risk severity is low but likelihood is currently marked as high as issues have arisen. We now link to the (trademarked) Bounce Forward organisation from the Transition: Bounce Forward website.

Health and safety: No Covid-19 risk assessment for the office in Totnes but Julia and Amber will start work on one.

**Action: Henry to send Julia Covid-19 office risk assessment used for CAG.**

HR & Employment: on the risk of staff accumulating significant time off in lieu, it would be good to have a mechanism to find out how much of an issue this is (Team Wellbeing supported by HR group).

Changes happening in trustee group.

Brexit risks: We are currently pursuing European funding opportunities that presumably won't be available to us next year.

**Action:** Discuss with funding role in the Hubs Heart Circle how or whether Transition Network can partner with a Hub or Hubs to help our projects or the movement to access European funding.

## **Treasurer's Report**

Thank you to Nigel for helping to prepare this report.

Our forecast level of reserves at the end of this financial year are projected to be under the new target level of new unrestricted reserves by £5,600. This is largely as expected.

We need to be conscious of the funding gap next year, to consider, if the risk persists, what this could mean for the organisation in terms of future staff salaries. We have to navigate the distribution of roles and resources around the movement with funding staff and core costs. It feels important for the staff team to know about this risk.

**Proposal: That co-chairs and treasurer should be part of the process to agree contracts with freelancers (as this is when the financial obligation is made) - spending over £3,000**

Regarding shared governance - Is this level of control restrictive? We have been taking on more temporary contractors, and the main expenditure decision-point is when the contract is agreed.

No objections to this proposal.  
Proposal accepted.

## **Fundraising Report**

Transition Network's main funder: Hilary, Sarah and Nicola met up with Peter Lipman. The guideline amount is £350,000 for next year, for 1 year, as a bridging year - to allow more

time for the evaluation and co-design. It means that we can continue the evaluation process for longer. We can seek more survey responses and have more discussion groups in the New Year, to be able to present a 2-3 year plan in spring-summer next year.

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The National Lottery Community Fund: Great to hear about this new funding opportunity for England & Wales work. Does this increase our organisational tension between international and England & Wales work? England & Wales becoming autonomous from TN feels important. This fund could provide 7-10 years funding and they want to fund work that involves different organisations than were involved at the start. This is the opportunity to set up the caretaker group to see what Hub(s) structure is needed, and transfer the income source. It could be a real strength for the Transition movement in England and Wales.

Discussion on funding gap next year:

Looking at how to raise core funds and unrestricted funds. Could look at international grant funders, or how we could use funding from our main funder as match-funding leverage. A working group could be helpful, to further this inquiry and discussion, with the new capacity that Leanna can bring.

**Action: Nicola/Leanna to set up working group on core funds and unrestricted funds.** Peter, Anna, Hilary, and Darren have offered to be involved. Henry happy to join the initial conversation.

**Proposal: Opening a second bank account with Co-operative Bank for potential future The National Lottery Community Fund grant**

Clarifications:

Is there a significant cost to this? No.

It involves all trustees signing a bank mandate.

Objections: None

Proposal accepted.

**Approval for Trustees Report and Financial Statements to March 2020**

**Proposal to approve accounts & reappoint Darnells**

Objections: None

Proposal accepted.

The trustees report and financial statements will be posted to Hilary to sign.

**Current status of Trustees - standing down and stepping in**

Henry: I am standing down in line with end of my co-chair term.

Peter: I am starting a second four year term.

Hilary: I am remaining in place for another two more years

Joe: I am going to stand down at this end of my first term, for complex reasons including capacity, England & Wales and more local commitments. I can stand down whenever is most helpful, I would like to come to January Strategy gathering.

Anna: I am new, have recently started my first four years. No intention of standing down.

Peter: Darren and I will follow-up after this meeting and to check if Darren's intention is still to join, and will confirm with trustees that they are happy for Darren to join. This can be agreed over email, so that Darren could be appointed as a trustee before the January strategy gathering.

### **Trustee terms for those leaving**

Proposal: for Henry and Joe to step down as trustees at the January strategy gathering, to leave the primary circle and step down as a trustee at the same time.

No objections.

Proposal accepted.

### **Trustee recruitment proposal**

Peter: We need to recruit some new trustees. Process of recruiting Darren has been really positive. It's been useful to be very conscious about what we're bringing people into, and the newness of the shared governance model. The risk of bringing in people that haven't been trustees before can be reduced by developing a learning process.

We might want to do a standard recruitment, but our proposal is to do a specific recruitment for two new people who have not been trustees before by developing a mentoring, stewarding, training process for them. Good to have more perspectives in the group of trustees. Initially hoped to run recruitment over December and involve new trustees in January gathering, but now thinking it would be good to put more thought into it and discuss at January gathering where appropriate, and then launch the recruitment afterwards.

Issues discussed or raised:

- Thank you to Peter.
- Trustees might need to carry more of the support side of this due to capacity issues.
- New trustees would be good for the organisation and diversity in decision-making.
- Feel that we should run normal trustee recruitment at same time. Or, should we bring in two new trustees first and then go for the standard recruitment.
- Messaging will have to be explicitly different to reach people that wouldn't consider being trustees. Suggestion would be to park the standard recruitment for now, focus on the new recruitment.
- Consider terminology, 'board member' instead of trustee might be clearer for those outside of the UK?
- Should we consider if there are some skills that we are in need of within the team?
- Henry is happy to be part of supporting a new trustee, while on his own way out.
- Likely to be a challenging time for a trustee to join the team, around prioritisations, needs for budget reductions

**Action: Peter will look at comments and feedback on new trustees recruitment and mentoring proposal, and discuss further with Trustee recruitment sub-group including Julia (Team Wellbeing) and Yaz (Amplifying Stories).** Trustee recruitment sub-group could plan a timeline with awareness of team capacity. See if we can discuss at the January strategy gathering, to test a proposal that is clearer about the capacity needs from the organisation.

## Co-chair role and Election by consent

Co-chair Purpose: To act as a focal point within the trustee group and pay particular attention to what might be needed to ensure that trustees are able effectively to discharge their legal responsibilities within our new shared governance model

Accountabilities:

- Facilitate trustee meetings
- Act as an initial point of contact for other roles within the organisation that need to engage with trustees and aren't sure how to do it
- Act as a second authoriser of significant expenditure (above £3,000)
- The Treasurer and Co-chairs are given delegated authority, to approve funding bids on behalf of the trustees

Comments and feedback on role description:

Are the roles of Co-chair essential in our shared governance model? It feels important to have the co-chair roles for now but approach the next few years as an exploration of whether these roles are needed.

How much time and investment does it take? How much more than a regular trustee? This varies - suggestion is that it isn't an overly time-weighty role.

Proposal is to elect for a four year term, although we can revisit, review and adjust at any time.

Listing of criteria for the role:

- To be available and steadfast in your presence.
- Being a trustee
- Isn't brand new to the organisation
- Enthusiasm for the role
- An understanding of the role of the trustees vs the primary circle members, and an eye on the governance aspects
- Don't have to know everything
- Creativity

Nominations

Peter: Nominated Anna

Joe: Nominated Peter

Hilary: Nominated Peter

Anna: Nominated Peter

Henry: Nominated Peter

No changes to nominations.

Proposal: Anna proposes Peter as new Co-chair

Peter: Objection - I don't know if it is constitutionally right to hold the co-chair role and treasurer role at the same time.

**Proposal: Anna holds the co-chair role on an interim basis until we have appointed a new Treasurer after which Peter will take on the co-Chair role.**

No objections

Proposal agreed.

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

It would be good to go through and review people's comments on the Schedule of Matters reserved for the trustees, but this meeting now doesn't have a lot of time for discussion.

Focused for now on one aspect: "To agree procedures for the effective evaluation of the trustees as a group and as individuals."

We tend to reflect on our processes but not so much on what we can do better or what we're doing well as individuals. Some kind of feedback loop could be useful.

**Action: Anna will write suggestions about a sociocratic peer review process for trustees** (could be expanded to, for Primary Circle members).

## **Review of the meeting and check-out**

Anna: Happy to hold co-chair role as interim, suits me well. Interesting conversations in second half of meeting. Feeling comfortable and energised.

Nicola: Appreciated Henry's chairing and Julia taking notes. First half about presenting and reporting, second half felt more like trustee business, noticing the difference between the two halves. Massively thank Henry and Joe for everything they've brought to TN.

Peter: Feels like a good balance of taking the weight of the trustee role, and not skipping over important legal stuff but also not getting blinded on it. Feeling some guilt into press ganging Joe and Henry into another couple of months of service. This meeting was not an easy one to hold but we got through everything really well. Feeling really buoyant.

Hilary: Appreciating the chairing and facilitation. Glad Henry and Joe are not leaving until January. Have been at TN for 6 years and having seen people and come and go. Feeling very sad, but looking forward to new blood too and to the January Gathering..

Joe: Not enough time to express the complex emotions that arrive. Last trustee meeting and that feels quite powerful.. Too much to express. Really good meeting and glad to be partially present in January. Will try and squeeze in as many hours as I can. I will still be part of many of the loops...

Darren: Great to be able to observe this afternoon, particularly at time of navigating boundary between now and the future. Great to see the governance structures in progress with the nominations. Good to see overlaps eg risk register, discussion on funding, self-evaluation of trustees and board members.

Henry: Like Joe, there's so much feeling that comes up for me. It's been a big and small part of my life. I reflect on how many the meetings have changed over the years. First meeting at NEF in Vauxhall. Sad we can't be together in person, but hope to come to future gatherings

even just for a drink! I feel comfortable, and don't worry whether the organisation is going to be alright, as there are wonderful people involved.

Julia: Interesting to be part of the trustees meeting. Enjoy witnessing expert facilitation skills, learned a lot from Henry. Feel sad about impending goodbyes.