



Minutes of a meeting of the Trustee Board meeting held at 5-11 Lavington Street, London, SE1 0NZ on Thursday 21 March 2019

Present: Christine Drury (Deputy Chair)
Steve Anderson
Margaret Clark
Lucie Hammond
Corinne Pluchino
Will Rivers
Richard Simmons
Robin Thompson
Andy Topley

In attendance: Crispin Truman (Chief Executive)
Tom Fyans (Director of Campaigns and Policy)
Elvira Meucci-Lyons (Director of Development and Marketing)
Mark Cornish (Director of Finance & Corporate Services)
Sarah Merrington (Deputy Director of Volunteering)

Alex Jordan (Board Observer)

Jenny Bulman (Minutes)

Min 01/19 **Apologies**

Su Sayer and Crewenna Dymond tendered their apologies.

Min 02/19 **Conflicts of Interest**

No conflicts of interest were reported.

Min 03/19 **Minutes of the Board Meetings of 6 December 2018 and 4 February 2019**

The minutes of the meetings of 6 December 2018 and 4 February 2019 were signed as a true record.

Min 04/19 **Matters Arising**

Min 48/18 - one-to-one meetings between trustees and the Chair and/or CEO would take place over the next few months.

Min 61/18 - an updated CC20 compliance action plan and a draft Fundraising Policy would be presented at the June Board. It was agreed that the FACS committee would review the draft Fundraising Policy before the Board meeting.

Min 68/18 - a detailed response to CPRE Oxfordshire had been sent shortly after the December Board meeting.

Min 05/19

Chair's Report

Su was absent because of the recent death of her sister. In these sad circumstances the Deputy Chair Christine Drury presented the Chair's report, updating the Board on recent letters to Su and Trustees which had been circulated. She said that, following a letter from CPRE Devon about a meeting of Labour's planning commission, which was also copied to the CBF, an explanation of our involvement in the commission had been sent by Tom Fyans. The Board discussed the reply to this from Devon and agreed to send an additional response from the Board.

Christine updated the Board on the Serena Moore legacy left to the national charity which had expressed a wish that the money be spent towards the protection of the natural landscape of North Yorkshire. Following a complaint by CPRE North Yorkshire, Peter Raynes, Chair of CPRE North West Regional Group, had been appointed to conduct an independent investigation. The Board would send his report to the Trustees of North Yorkshire.

A further letter had been sent to Su by CPRE Oxfordshire referring back to issues raised earlier about the Purpose project, branding and strategic review. This had been copied to members of the CBF, Letters had also been received from Berkshire, to which Crispin had already replied, and also similarly from Northamptonshire, Wiltshire, and North Yorkshire. [*Post meeting note : also Dorset on March 26th*] The letters raised a range of points relevant to the current review which were discussed. It was agreed that an action plan would be considered later under AOB.

Min 06/19

Chief Executive's Report

Crispin Truman directed the Board's attention to the KPIs for quarter 4 of 2018 and to the Annual Report, both of which offered evidence of a very busy period.

Crispin commented on the high level of strategy review consultation that had taken place since the December Board, including four Network meetings and two lunches held with potential external partners, all of which had provided valuable input.

Review of 2018 Q4 KPIs

The KPIs were noted. Trustees asked for actual numbers of Twitter and Facebook followers as well as percentage change.

Strategy Review Update

The strategic review update was noted.

Min 07/19

Annual Report & Financial Statements 2018

Crispin Truman said that the staff team deserved huge credit for the strong output they had delivered during the year. The success of a number of 'One CPRE' policy initiatives was particularly noteworthy and worth celebrating.

Mark Cornish said that income had been slightly better than budget and forecast owing to legacy income; and that spending had been in line with the revised forecast.

Lucie Hammond said that there had been nothing of particular note in the Audit Findings Report, and that the auditors had been happy with the work of the Finance

team who had delivered the accounts two months earlier than in 2018. Lucie highlighted a couple of points:

- Changes to the Automatic Disqualification rules. It was agreed that all trustees would sign an automatic disqualification declaration on an annual basis.
- Changes to the Charity Annual Return. It was agreed to delegate the overseeing of the Annual Return to a member of the FACS committee; and that the Annual Return should be brought to the June Board meeting for confirmation.
- Trustees asked that the Related Party Interests form be simplified.

There was a discussion about the location of the national charity office, noting that the current lease would expire in the 2022 i.e. during the strategy period. It was agreed that a full consideration of location would begin in good time and would be informed by organisational needs and working arrangements.

The Trustees' Annual Report and Financial Statements 2018 were approved and needed signature. It was agreed that:

- Lucie Hammond would sign the Letter of Representation
- Christine Drury would sign the accounts, in the absence of Su Sayer

Min 08/19

Annual Pay Award

Mark Cornish said that a number of one-off awards had been agreed by the Chair in March and that a new pay and reward system would be brought to the Board in September, once it had been reviewed the FACS committee.

The Board approved a 2% cost of living salary increase, endorsed the Chair's approval of the proposed one-off awards, and agreed a one further one-off award.

Min 09/19

Strategy 2020-26

Crispin Truman thanked Andy Topley and Will Rivers for their ongoing work on the Strategy Taskforce. He said that the aims and objectives were proving robust after stress-testing with a wide range of audiences. Discussions had also led to significant change in the way the latter were presented and ordered. Detailed programming work was being developed and a financial strategy and KPIs had been added.

Trustees would be invited to the final Taskforce meeting on 23 May. A final draft of the Strategy would be presented to the Board at the June meeting and then launched at the AGM on 26 June.

Crispin explained that the Strategy would act as a source document from which different audience components would be drawn. Over the six years of the Strategy, there would be a rolling programme of projects with a sharp focus on those that helped deliver new audiences and members.

Crispin said that by June, there would be a stronger sense of the programmes that would be delivered in the early years of the strategy. Elvira Meucci-Lyons added that the big ideas, the inspirational focus points to attract new audiences, were already under discussion, and that the aim was to create solid, deliverable programmes as this was absolutely essential if we were to achieve step change in income generation.

On volunteering and support to the network, Crispin said that a greater expenditure of money and other resources was envisaged. Led by Crewenna Dymond, better recruitment, training and other support would be offered to build capacity in the Network.

Key points made by trustees in discussion included:

- The importance of making the link to external audiences and articulating the value to the public of our strategy, through inspirational and engaging statements about our plans
- The importance of having a focus on beneficiaries
- Including CLA and NFU in external partner discussions
- Concerning the financial projections to 2026, trustees were concerned that the projected end of year balance in 2023 took us below the agreed reserves range. It was agreed that the figures be reviewed to ensure we keep reserves within range throughout the period.

Min 10/19

Organisational Effectiveness

Christine Drury thanked SMT for their work on the organisational changes. Crispin Truman thanked the Trustee Sub-Group for their help and support.

Crispin said that there was a need to align the organisational structure to Strategy and Purpose. SMT had also looked at processes and skills at middle management level. Although temporary fixes had been put in place over the last year, structural issues needed to be addressed with as much future-proofing as was possible. The proposed structure would be sufficiently flexible to be upscaled or downscaled to adapt to future changes in programmes.

The re-organisation addressed a number of issues. The intention was to strengthen middle management, creating a stronger team that would take on operational work currently being done by directors, who would then have more time for strategic work. Communications & Digital had been an 'orphan' team which would now be integrated with each function. This would align with audiences more effectively.

For the Network, a shift from top-down to bottom-up would offer better support for front-line volunteers. There was a clear need to build capacity in the Network.

The risks inherent to an exercise of this type, including damage to staff morale and an uncertain financial climate, were recognised, and the Board took some time to discuss this to be sure that the benefits were clear, and the risks were being well managed.

Each of the directors gave a brief explanation of the rationale for the structure proposed for their respective teams. In essence, the proposal would put in place a structure that would allow CPRE to be more effective in delivering its core purpose.

The structure was well aligned to, but not identical with, the Strategy. Core funded resource was only part of the picture; working with partners and finding new money would play a key role.

The Board approved the proposed new structure including restructuring costs of £250,000, plus a 10% contingency; and approved one-off redundancy costs of up to £166,000 should this be needed. Trustees asked to be kept informed of progress with implementation.

Min 11/19

Director for Volunteering and Partnerships Report

Director's Report

Sarah Merrington gave the Director's report on behalf of Crewenna Dymond and said that the new Volunteering Development roles - a Manager in the North and two Officers in the Midlands - were currently being advertised.

Sarah commented on applications to the Strategic Collaboration Fund which aimed to encourage the building of innovation and capacity in the Network, noting that this round did not include proposals for any matched external funds. Building skills and capacity to do this would be part of future ambition.

The Memorandum of Understanding/Partnership Agreement group had been re-named the Ways of Working Group which would next meet in April.

Min 12/19

Director of Development and Marketing Report

Director's Report

Elvira Meucci-Lyons said that brand implementation planning had been under way since February. Caroline Jenkins would be attending every regional meeting held between April and June. Several local groups had volunteered to become website development/brand implementation pilot groups. An audit of branch and campaign materials was being undertaken and toolkits and templates were being developed. Brand guidelines would be sent to the Board in April.

It was agreed that the formal close of the Purpose Project would be included in the agenda of the June Board meeting and a meeting of the Steering Group would be scheduled before this.

Elvira also mentioned that work was underway on some potential concepts for enhanced and new individual giving acquisition products (on and off line), a mass participation income generating plan around 'Green Clean' as well as research into another potential event product to bring to market in 2020.

Min 13/19

Director of Campaigns and Policy Report

Director's Report

Tom Fyans said that Brexit had been dominant, leaving little space for high-level influencing. The team had been working closely with partners on fracking, and a debate on fracking would be held next week.

Following the Glover Review, Natural England and others had responded positively to the mapping work, especially the sections on social access. Tom said that this was a good example of ways to tell lots of different stories while keeping other stakeholders happy.

Work on the Ox-Cam Arc continued. There had been some strong media with a lot of local interest. The *State of Brownfield 2019* report, which included a number of local group case studies, had received a positive response.

CPRE had been invited by Crisis, Shelter and others to join a working group on the Spending Review, in order to bring a rural perspective to the group.

Draft Minutes of February Policy Committee

Richard Simmons reported on the Policy Committee meeting. He thanked Emma Marrington for her work on pulling together the CPRE response to the Glover Review. Richard said that there would be a review of policies on climate change

and energy, and that Sabine Mosner would Chair three small-scale Task & Finish Groups. Expert volunteers from the networks would be sought.

Min 14/19 **Director of Finance and Corporate Services Report**

Director's Report

Mark Cornish presented his report and said that the Finance, Audit and Corporate Services Committee (FACS) had met last week.

Mark reported that the move of email to Office 365 had gone smoothly, and that a project to move file storage to the cloud was under way.

Management Accounts January 2019

The FACS committee had reviewed the management accounts, which showed a healthy position at the end of January.

Investment Review 2019

The FACS committee had considered an Investment Policy paper. Having met with a number of investment fund managers, it had become clear that CPRE had insufficient funds to be of interest as a direct investment to most funds managers; and that there was no scope to influence where funds were placed in the pooled investments currently in use. Mark and Tom Fyans were continuing to explore options and would report back later in the year.

GDPR Compliance Reporting

The report was noted.

Min 15/19 **Governance**

Governance Matters

The paper was noted.

Constitutional Change: CPRE Northamptonshire

Retrospective approval was given to CPRE Northamptonshire's revised constitution. However, the Board did not approve CPRE Northamptonshire's request that terms of office be extended beyond the current constitutional maximum of nine years. The Board considered limited terms of office to be one of the signs of a healthy charity, and felt that that a constitutional change of this nature would potentially weaken charity governance in the future. Specific help would be available to help recruit trustees.

The Board recognised the difficulty many local groups experienced in recruiting trustees. Groups in the North and the Midlands would soon begin to benefit from the three volunteering development roles currently being recruited, the purpose of which was to assist with capacity and trustee succession issues in local groups.

Min 16/19 **Draft Minutes of the County Branches Form Meeting February 2019**

The minutes of this well-attended and positive meeting were noted.

Any Other Business

Following the Board's response in December to CPRE Oxfordshire's letter concerning the Purpose Project, the Manifesto and the Strategy Review, a further letter on the same subject had been received from CPRE Oxfordshire and was tabled. Letters from CPRE Northamptonshire, CPRE North Yorkshire and CPRE Wiltshire in support of CPRE Oxfordshire's position were also tabled.

The Board discussed the letters in some detail. Having carefully considered their content, it was agreed that in replying to the points raised in each letter the response to each letter should also as appropriate state that:

1. We are very grateful to all the volunteers who put their time and energy into thinking about and discussing the future direction of CPRE. We believe that over the past 18 months we have carried out a very thorough and extensive consultation across the CPRE network but are always ready to listen and concerned to hear of any worries about resulting decisions.
2. The letters raise a number of issues which are at very different stages of review in CPRE. We would therefore propose to deal with them separately.
3. Purpose and brand. This project is the most advanced of those raised and the brand has the support of all trustees. We are keen to engage the network in the implementation of the new brand and all that goes with it. We agree that the network needs to feel ownership of it and have been delighted at the overall levels of involvement and support in developing the new purpose and brand, from a majority of branches. We are planning a gradual and comprehensive programme of implementation which will give the network the chance to see and feel the benefits of the new look and feel in action and to feed back on how well it is working for them. Detailed guidelines are being worked on and a range of products, starting with a new website, will be provided in the coming months and some financial support for branches to produce their own branded materials will also be provided.
4. The new brand and associated materials will of course be reviewed each year to ensure that they are having the impact which is expected. A key consideration will be whether they make the job easier for CPRE volunteers trying to attract new members and income.
5. Strategy 2020-26. The consultation is still in progress and has been running since September last year. Four consultation days have been held with the network and a detailed online survey has been completed. Significant feedback has been received and collated, and key points and how we've taken them on board were presented to the CBF in February. Consultations with staff and a wide range of external agencies have also been held. Overall there is very strong support for the four strategic aims and main areas of work. There was lots of interest in how the cross-cutting themes (in particular, climate change) would work and about where some of our core activities, including planning, sits. These and other issues are being answered and/or incorporated into the final draft of the strategy which will come out to network chairs for consideration in about a month's time.
6. 'Network governance' and the relationship between national and local CPREs. We agree this is a very important consideration requiring considerable time and attention. Where we don't agree is that it needed addressing before consideration of brand and strategy, as we believe that 'form follows function'. The relationship is an area where we are completely open to new thinking and want to spend time talking with local groups about the way forward. Our current plan involves significant new investment in a volunteering and network support team, regionally-based; and the provision of increasing levels of support to CPRE groups on capacity-

building and attracting new volunteers, collaboration and good-practice sharing, membership, fundraising, and campaign and planning support. Forging a positive, mutually beneficial relationship which will ultimately be embodied in some form of 'partnership agreement' to create clarity for all involved, is our aim. Crewenna and her team would like to talk to you about their emerging plan and what you think of it, what you see as the governance/relationship issues and how we might address them. This could potentially include a formal governance review project in 2020.

As the County Branches Forum had been copied on a number of the letters it was agreed that a meeting would be arranged between the Chair and Vice Chair of the County Branches Forum to discuss communication and how we can work more closely together in the future.

Raising another, very different topic the Board noted with considerable concern that correspondence within CPRE had in recent months included instances of aggressive and unsuitable personally directed language which was distressing to those that received it. It was thought that this was likely to be a case of bringing external social media behaviours into the organisation, rather than an internally generated behaviour. The Board wished to be very clear that such language and expression of views was not acceptable and was entirely against the values of CPRE.

For Action

Minute	Item	Action	Status
61/18	CC20 compliance action plan and a draft Fundraising Policy to the June Board FACS to review Fundraising Policy before it goes to the Board		
07/19	Trustees to sign automatic disqualification declaration on an annual basis		
07/19	Signing of Annual Return delegated to FACS		
08/19	2% pay increase for staff		
09/19	Invite trustees to final Strategy Taskforce meeting 23/5		
12/19	Brand guidelines to the Board in April		
12/19	Formal close of Purpose Project to the June Board		
14/19	Report back on the investment review later in the year		
17/19	Response to CPRE Oxfordshire and others		
17/19	Arrange meeting with Chair/Vice Chair of CBF		