

AMNESTY INTERNATIONAL UK SECTION
Board Meeting
Minutes of the Meeting held on
3 June 2017

OPEN SESSION

Board Members

Present:

Ruth Breddal	Chair
Meredith Coombs	Treasurer
Jerry Allen	
Tom Chigbo	
Eilidh Douglas	Via Phone
Abigail Grant	
Tom Hedley	
James Lovatt	
Sharon Lovell	
Tracy Newton-Blows	
Tom Sparks	
Rebecca Warren	

Apologies:

Hannah Perry	Vice Chair
Lucy Blake	

In Attendance:

Kate Allen	Director
Ros Parker	Director of Corporate Services
Kerry Moscogiuri	Director of Supporter Campaigns and Communications
Tim Hancock	Director of the Chief Executive's Office
Rosie Chinchen	Director of Fundraising
Michelle O'Keeffe	Company Secretary and General Counsel
Alice Sims	Staff Representative

Minutes:

Selma Shirazi	PA to the Director
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1. HOUSEKEEPING

1.1 Welcome & Introductions

The Chair welcomed the Board and introductions were held.

1.2 Apologies

The Board received apologies from Hannah Perry and Lucy Blake.

1.3 Announcements

The Chair announced that this will be Alice Sims's last meeting, she has come to the end of her term. A new staff representative is being recruited hopefully to start in September 2017.

1.4 Declarations of Interest

Sharon Lovell and James Lovatt both declared that they are parliamentary candidates in the coming elections.

Tom Hedley, Meredith Coombs, Ruth Breddal declared that they are also members of the Charitable Trust Board.

2. MINUTES OF PREVIOUS MEETINGS

2.1 DRAFT Minutes of 25.03.17

The Board corrected points 6 (Fundraising), 8.4 (Strategic Risk Register) and 14 (Forward Plan for Section Board Meetings). The Board APPROVED the minutes pending the above amendments.

2.2 Matters Arising

The Board noted actions taken since the last Board meeting.

3. CHAIR'S REPORT

The Chair formally welcomed the new Board members (Sharon Lovell, Tom Chigbo, Abby Grant and Rebecca Warren) onto the Board. New Board members were invited to attend at least one meeting of each sub-committee as observers as well as those to which they have been formally allocated.

The Chair formally thanked John Pestle for all his hard work and dedication, John Pestle served as the Section's Returning Officer since 2011. John Pestle has now handed over the Returning Officer role to Iman Kouchouk.

The Chair welcomed the Director Kate Allen back from her Machchu Pichu trek, the Board congratulated her and the Amnesty Team for raising over £35,000 so far. The Chair thanked the Senior Management Team and Kerry Mosconi, Director of Supporter Campaigns and Communications specifically for coordinating AIUK's response to the horrific Manchester attacks while the Director was away.

The Chair thanked Board members for attending the AGM and work leading up to the conference.

The Chair reminded Board members that the December Board meeting date has changed – it will now be held on the 9th December 2017.

4. DIRECTOR'S REPORT

The Director presented her report for the Board to note.

The Board was informed about the work underway to monitor and respond to workload issues. There have been a lot of conversations in teams and departments – leading to identification of some areas which need extra resources and some areas where the work has been deprioritised or deferred. There is work being done on behaviours, development of project management, prioritising work in campaigns planning and starting to co-ordinate communications planning with the IS.

The Director highlighted the NFP Synergy Research which in February 2017 showed that 56% of MPs think that Amnesty International is very or somewhat effective, up from 46% in June-August 2016. A very good result for all the work done by the Advocacy Team and Amnesty members throughout the country.

The Board thanked the Director for her report.

5. REPORT FROM SUB-COMMITTEES

5.1 Activism Sub-Committee

Eilidh Douglas, ASC Chair updated the Board on the latest ASC meeting held 20 May. The main items for discussion were Next Steps for the AGM, the Campaigns and Impact Sub-Committee where ASC members sought for more clarity on the distinction with their work, they were reassured that there will be no encroachment and all messaging will be clear.

5.2 Finance and Risk Audit Sub-Committee

The Board noted FARSC minutes of 29 March and were informed that at their most recent meeting on 25 May FARSC discussed its membership – there is one vacancy which is being advertised. There has been a successful recruitment of an Internal Auditor, their work plans for 2018 will be presented to the December Board meeting. FARSC discussed the Consent Project – an upcoming risk to the organisation and agreed to tender for an external auditor – the current one has been doing the audit for 10 years. FARSC also discussed alternatives to the Amnesty affiliated Co-op card scheme which is coming to an end at the end of 2017 – this will lead to the loss of £200,000 income.

Tracy Newton-Blows raised a question on point 3.12 in the FARSC minutes of 29 March – whether the employment split between Trust and Section could also look at how to best explore tax benefits for the organisation. An update will be provided once this work is completed.

The Board thanked FARSC for their work and contribution.

5.3 Campaigns and Impact Sub-Committee - Terms of Reference

The Board were presented with the draft Terms of Reference for the Campaigns and Impact Sub-Committee, they commented as follows;

- The ToR were well written; the Board thanked Tom Sparks, Board Member and Kerry Moscogiuri, Director of Supporter Campaigns and Communications.
- It is good that the sub-committee will have a Chair and Vice Chair, perhaps this is something other Chairs can introduce to their sub-committees.
- The quorum can be reduced to 4 instead of 6.

The Board APPROVED the Campaigns and Impact Sub-Committee Terms of Reference pending the above amendments.

5.4 Human Resources Sub-Committee

The Board was informed that the HRSC's main discussion at their last meeting (held 21 March) was the Human Resources Management Report. The HRSC discussed reasons for leaving cited in the exit survey data – and recommended that the organisation explores and resolves the perceived poor communications by SMT and wanted to revisit this issue to check on progress in a year's time. The HRSC also wanted future reports to include monitoring of TOIL for a fuller picture of staff workload and work/life balance.

ACTION; Add data on TOIL to the next report.

6. 2017 AGM/NATIONAL CONFERENCE

6.1 Board Feedback

The Board fed back on the 2017 AGM as follows;

- The event was smooth and well planned. The Board congratulated the Events Team for helping to generate a lovely atmosphere.
- The AGM Chair's composure and handling of the sex worker discussion was good. The Events team too did well with the leafleting issue.
- The electronic voting system worked well.
- The live streaming numbers were low (it was the first year).
- Having a coffee break immediately after the Board Q&A worked very well, delegates were able to come to the Board for more information.
- Some workshops were not focussed enough on the subject matter and the space given to them felt cramped.

The Chair thanked the Board for their feedback.

The Chair noted from the voting breakdown that proxies received in advance mostly voted in favour of the resolutions compared to the votes received on the day – at conference – which were more mixed and asked for the Board's thoughts on this. The Board asked SMT to continue to look at ways of involving members not attending the AGM in discussions on resolutions. A suggestion was made to add the Section Chair as another specific person to delegate proxies to.

6.2 2017 Draft AGM Minutes

The Board noted the draft minutes and suggested an amendment to include the ASC report to the AGM.

6.3 2017 AGM Decisions – Board members’ allocation of responsibility

Board members were allocated to 2017 AGM decisions – as follows;

Resolution	Board Member
AI – Body of Rules	Ruth Breddal
B1 – Eviction of the Chagossian People	Jerry Allen
B2 – Asylum Seekers	Lucy Blake and/or Abigail Grant
B3 – Freedom of the Ahmadiyya	Tom Sparks
C1(S) – Voting at AGMs	Abigail Grant
C2(S) – Bankruptcy	Tracy Newton-Blows
C3 – AIUK Events	Eilidh Douglas
C4 – Regional Reps	Eilidh Douglas
A2 (2016) – Human Rights in Eritrea	Jerry Allen
A3 (2016) – Western Sahara	Jerry Allen
A4 (2016) – Abortion	Tom Sparks
A5 (2016) – Climate Change	Tom Sparks
B3 (2016) – Live Streaming	James Lovatt
Sex Worker Resolution queries to be sent to the Office in the first instance.	

ACTION; Tim Hancock, Director of the Chief Executive’s Office to update on progress on resolutions at each Board meeting so Board members can keep the proposers informed.

The list of resolutions and allocated Board members will be posted on the website with email addresses asking members to get in touch. The Board will discuss resolutions implementation in detail at the July Board meeting.

7. FIRST QUARTER PERFORMANCE

7.1 2017 Quarter 1 Performance Report

The Board noted the report on progress towards AIUK’s strategic priorities for the first quarter of 2017. Tim Hancock, Director of the Chief Executive’s Office highlighted the Northern Ireland Child Abuse Inquiry – a careful piece of work demonstrating a good example of the Section working closely with victims over a period of time to get a successful outcome. Amnesty is widely recognised by abuse survivors, journalists and politicians as having played a key role in the success of the campaign.

The report included maps showing coverage of Amnesty groups, members and parliamentary activity throughout the country – which was well received.

The Board asked for future KPI summaries to include the overall targets – for easier comparison.

The Board thanked the Senior Management Team for the report and all teams and departments for the work and progress made.

7.2 2017 Quarter 1 Members' Report

The Board noted the Members' Report - compiled so members can receive financial information on a quarterly basis as per the Section AGM resolution.

7.3 2017 Quarter 1 Management Accounts

Ros Parker, Director of Corporate Services presented the Management Accounts up to 31 March 2017 and noted the following;

- The March deficit is £202k, £183k better than same time last year.
- The variances to the budget are due to underspends across the departments totalling £628k and a shortfall in income of £445k against budget
- Fundraising income is £478k short of budget mostly due to shortfalls in legacies, individual giving and major gifts.
- Fundraising expenditure is £304k underspent.
- Cash stands at £8.1m down by £0.5m from year-end balance of £8.5m
- Free reserves are at £8.9m which is £0.9m above the target range of between £6m to £8m.

The Board thanked Ros Parker, Director of Corporate Services and the Finance Team for the report.

7.4 2017 Quarter 1 Re-Forecast

The Board noted the 2017 Q1 Full Year Forecast;

- An anticipated deficit for the year now £3k worse than the forecast £775k. Income is forecasted to be £374k less and expenditure £371k less than budgeted. Changes around institutional funding of the International Movement and the consent project are prominent in these changes.

The consent project is underway to ensure Amnesty can meet the challenges of the European General Data Protection Regulations due to come to effect in 2018. The legislation will affect Amnesty's ability to contact supporters and may reduce income from those supporters – a substantial risk for the organisation. Savings across the organisation have allowed £172k funding for the project, that includes £152k for external support to develop a testing strategy and to create a marketing campaign which will require further investment. The Board was asked to provisionally approve up to £300k additional investment for this work. The Board did not approve the investment for the consent project at the June Board meeting. The Board heard the business case for the Consent Project and budget is scheduled for the September Board meeting.

The Board thanked Ros Parker, Director of Corporate Services and the Senior Management Team for the report.

7.5 Risk Register

The Board examined the Strategic Risk and Assurance Register, the paper detailed assurance processes for each of the six key risks which are;

- Strategy & Impact
- Financial Stability
- Reputation
- Governance
- Statutory and Regulatory Compliance
- People

All the risks have adequate or high assurance apart from 'statutory and regulatory compliance' which has limited assurance – teams are working on this to ensure all process are properly documented and checked.

The Board thanked the Senior Management Team for the Risk Register.

8. EXTERNAL CAMPAIGNS EVALUATION

8.1 My Body My Rights & Stop Torture Campaigns Evaluations

Following a tender process AIUK appointed independent consultants to carry out the evaluations of My Body My Rights and Stop Torture Campaigns. The Board welcomed Kathleen Christie (Independent Consultant) to give an overview of the evaluations.

The My Body My Rights global campaign focus was to end the criminalisation of sexual and reproductive rights in Ireland, Northern Ireland, El Salvador and Burkina Faso. The Stop Torture global campaign focus was to expose the use of torture by governments and state actors and strengthen safeguards in Mexico, Morocco, Nigeria, Philippines and Uzbekistan.

Some of the key findings of the evaluations were;

- AIUK contributed to human rights change in six individual cases
- There is evidence of AIUK impacting on political processes in four focal countries
- There is evidence of AIUK contributing to impact on policy and programme outcomes in five focal countries and across the EU
- Neither campaign was regarded as effective vehicles for engaging new supporters or driving growth
- Number of supporters taking action for priority campaigns was significantly lower than for non-priority campaign actions at the same time
- The breath of the global campaign model and its two-year timeframe were both viewed as constraints on impact

The Board discussed the findings, the report's recommendations and the draft management response focusing specifically on how future campaigns can increase the level of engagement, how to get a better understanding from activists on why they choose to be more engaged in one campaign over another and how to develop an integrated approach – to embed an engagement objective when drafting and planning a campaign strategy.

ACTION: Kerry Moscoigiuri, Director of Supporter Campaigns and Communications to include the Board's feedback into the management response, share it with staff, key activists and upload onto the AIUK website.

9. DATA PROTECTION POLICY

Ros Parker, Director of Corporate Services presented the amended Data Protection policy – further work has been done since the policy was first presented to the Board in July 2016. The major changes were;

- Better definitions of stakeholders (e.g. ‘office and shop volunteers’, ‘members, supporters, users, volunteers and employees’) in line with other organisational policies and better definitions of key terms.
- A specific reference made to data protection in social media.
- An additional section explaining that supporters can update their details, request their information or withdraw their consent.
- References made to other relevant policies and procedures.

The Board discussed the policy and AGREED the following;

- Delete any specific named social media platforms.
- Include more explicit assurances for the Boards (including specific examples).

ACTION; Michelle O’Keeffe, Company Secretary to arrange a training session for the Board on Data Protection at the September Board meeting and circulate the on-line training to Tom Sparks, Sharon Lovell, Tom Chigbo, Rebecca Warren and Tom Hedley.

10. ADMINISTRATIVE MATTERS

10.1 Draft Governance Calendar for 2018 for review

Board members were requested to send any significant dates/availability from their calendars to Michelle O’Keeffe, Company Secretary – to help finalise the 2018 Governance Calendar.

10.2 Changes to dates of 2017 Board Meetings

The Board was reminded that the December Board meeting will now be on the 9th December (it was previously scheduled for the 2nd December).

11. DATE OF NEXT MEETING

The next Board meeting will be on the 15th July 2017.

12. AOB

12.1 Prides

The Chair invited Board members to attend the London Pride and Prides around the country.

ACTION; A list of prides will be circulated to the Board for their information.

12.2 Vote of Thanks

The Chair formally thanked previous Board members Cris Burson-Thomas and Harrison Littler for their time served on the AIUK Section Board and its sub-committees. Their dedication and commitment was much appreciated by the organisation.

12.3 Concluding Remarks

The Chair thanked Board members for attending the meeting and wished everyone a safe journey home.