

AMNESTY INTERNATIONAL UK SECTION
Board Meeting held on 23 September 2017
Minutes
OPEN SESSION

Board Members

Present:

Ruth Breddal	Chair
Hannah Perry	Vice Chair
Meredith Coombs	Treasurer
Eilidh Douglas	
Abigail Grant	
Tom Hedley	
James Lovatt	
Sharon Lovell	
Tom Sparks	
Rebecca Warren	
Jerry Allen	
Tom Chigbo	
Lucy Blake	Via Phone

Apologies:

Tracy Newton-Blows

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 Chinchin	Director of Fundraising
Michelle O'Keeffe	Company Secretary and General Counsel
Abbie Cooper	Staff Representative to the Board

Minutes:

Ranna McArdle PA to the Director of Corporate Services

1. HOUSEKEEPING

1.1 Welcome & Introductions

The Chair welcomed Abbie Cooper, the new Staff Representative, to the Board.

1.2 Apologies

The Board received apologies from Tracy Newton-Blows.

1.3 Announcements

There were no announcements.

1.4 Declarations of Interest

There were no declarations of interest.

2. MINUTES OF PREVIOUS MEETINGS

2.1 The Board approved the Minutes of 15.7.17

2.2 Matters Arising – The Board heard an update from RP on the Pay and Grading Review. The Board noted actions taken since the last Board meeting.

3. CHAIR'S REPORT

RB thanked RC's team for the work on Consent and financial impact.

RB reported that she had attended the International Council Meeting where. Taner Kılıç, the Chair of Amnesty Turkey and Idil Eser the Director of AI Turkey had been absent due to their arrest. Amnesty's is continuing its effort to secure their early release from custody.

RB reported that she & MO'K had met to look at The Articles of Association and would be bringing a revised version to show the Board at a future meeting.

4. DIRECTOR'S REPORT

KA updated the Board on the work she and AIUK staff have been doing with the FCO and key figures in the government to keep pressure on the Turkish authorities in connection with Taner and Idil. KA asked Board members to hold 14 October in the diaries as AIUK is planning an action / event to mark Idil's birthday.

KA reported on the positive response to Give a Home for Human Rights, a worldwide event where 1000 artists performed 300 gigs, 60 in the UK, to raise Amnesty's profile and speak about our "I Welcome" campaign on refugees.

KA reminded the Board that AIUK will comment on and hold the FCO accountable for its report on Human Rights and Democracy.

5. REPORTS FROM SUB-COMMITTEES

Activism Sub-Committee – ASC welcomed KA's ICM debrief. ED reported that the Networks have requested to change their TORs to increase the size of each committee enabling them to get more work done.

ACTION; ED was requested to submit a paper to the Board setting out the suggested changes.

Finance Audit and Risk Sub-Committee – The FARSC had welcomed Stephanie Lee, the new Head of Internal Audit. FARSC had discussed budget parameters and reserves at their last meeting.

Human Resources Sub-Committee – The last meeting was postponed.

Nominations Sub-Committee – HP reported that feedback from the new Board Members on the new induction process had been positive. Board elections are progressing smoothly and potential candidates to fill skills gap are being sought. ED queried the Board member term of office and confirmed she is on her second 3 year term.

Campaigns and Impact Sub-Committee – HP reported on the appointment of members to the CISC. The CISC will have 7 members and 3 Board members.

HP agreed to circulate the application papers and Board members were asked to respond by Tuesday 26 September.

6. FEEDBACK FROM ICM

RB reported on the 38th International Council Meeting (ICM). RB commended the work of the delegation that attended the meeting. Both AIUK resolutions on abortion policy and climate change were carried.

The ICM agreed a full package of governance reforms including replacing the ICM with an annual global assembly. The ICM changed the voting rights to one Section one vote and for each Section to appoint a youth delegate in addition to its 3 existing delegates once every three years.

The Board discussed the new delegation composition of 3 plus a youth delegate. The Board acknowledged the need for a more diverse Board in order to achieve a diverse delegation. The Nominations Committee, now a sub-committee of the Board was taking this work forwards.

The Board discussed the impact on AIUK of the new voting arrangements “one Section one vote”.

ACTION; RB requested that an item be added to each agenda for the Board to review what is happening within the international movement and consider whether any action is required. MOK to add a reoccurring action to the agenda.

7 GLOBAL TRANSITION PLAN FINAL ASSESSMENT

TH introduced the Executive Summary of the report from the Syracuse University commissioned by Amnesty to assess amnesty’s global transition programme. The assessment covers:

- human rights impact;
- visibility and credibility of AI;
- engagement with rights holders;
- collaboration with Sections and structures;
- collaboration between global, regional office functions;

- membership engagement
- fundraising
- financial review and
- organisational changes and internal processes.

The emphasis moving forward will be to look at the working relationship between the Sections and the International Secretariat and its national offices.

The Board discussed the report. The Board was critical of some of the processes used to collate data for the report and that key concerns had not been addressed. The Board commented on the quality of the conversations in and around the workshops and noted that GTP is the largest restructuring in AI's history. The programme had been controversial but is starting to deliver good results.

The Board agreed that they had gained a good sense of where the movement is positioned from the report and the tasks that remain to make it work better.

RB thanked JA for his commitment as an activist and making the Board aware of the difficulties experienced by some country co-ordinators during the global transition.

8 SECOND QUARTER PERFORMANCE; Q2 REFORECAST AND LONG-TERM FINANCIAL PLANS

8.1 2017 Q2 performance against strategic plan –

The Board noted the report on progress towards AIUK's strategic priorities for the second quarter of 2017.

ACTION; KM informed the Board that they would be reporting to the ASC on "Members at the Heart" by the end of the year. The report will be submitted to the Board in January 2018.

8.2 2017 Q2 Members' report – The Q2 Members' report was provided to the Board. RP reminded the Board that this report is available on AIUK's website in response to an AGM resolution to receive financial information once a quarter. The Board noted the contents of the report.

8.3 2017 Q2 Management accounts – The Board received and noted the Q2 management accounts.

ACTIONS; RC was requested to provide a breakdown of the £144k "other underspend" section 3.8.

8.4 2017 Q2 reforecast – A report on the management's view of the likely outcome for 2017 compared to budget and explanation of key variances was provided to the Board. The Board noted the content of the report. RP explained that a recent high value legacy and income from the People's Postcode Lottery were not included in the reforecast. The Board were reminded that AIUK's contribution to the International Secretariat will grow as a consequence of the increased income. The Q3 reforecast is therefore likely to be close to break even.

- 8.5 Financial impact of GDPR / Consent** –RC explained that this paper models different decisions on AIUK’s approach to GDPR and the impact on fundraising income. The assumptions are based on the best available data. The paper outlines worst and best-case results. The Board commended AIUK’s approach to GDPR and consent and thanked RC for the detailed paper and explanation.
- 8.6 Activism impact of GDPR / Consent** –KM presented a paper on the effects of GDPR on activists and supporters. Consent impact testing informed by fundraising tests, was applied to our non-financially engaged supporters and activists using an action page. Results showed 32% fewer new people opted-in to receive future communications. 15% fewer existing supporters opted-in than with our previous opt-out statement. The target of engaging 2% of the UK population by 2020 will be a challenge but the SMT wanted to continue to aim for this. In 2018 we plan to build on our learning and use the data to inform the implementation of our communications strategy.
- 8.7 Working position paper** – RC introduced the paper and asked the Board if they had any red flags or concerns about the course of action AIUK proposed. RC outlined the experience and thinking of other charities who are now reconsidering their positions on how and when they contact supporters. RC is working with a consultant on the design of a consent marketing campaign.

The Board discussed granularity by channel, the type of communication AIUK might send, choices of opt in / opt out statement and bundled approaches and where to position this in a communication. MC reported that the Charitable Trustees had felt risk would be low as long as we can show we acted reasonably, in good faith and on the information available to us now.

- 8.8 Long-term financial plan** – RP explained that the Year to Date reforecast and the Consent Project paper provide the context for this draft plan. We predict that AIUK will break even for the year and start 2018 with reserves slightly in excess of the maximum target level. The correct level of reserves is difficult to determine at a time where there is so much uncertainty, such as the impact on fund raising of Brexit.

The Board noted the report.

ACTION; RP stated that the Board will receive the reserve policy at their December meeting.

9 CONSENT PROJECT UPDATE

- 9.1 Consent project progress report** – RC reported that AIUK Section has appointed a creative agency to assist with undertaking research to inform AIUK Section’s position on consent, the development of a creative proposition and a contact and marketing strategy to obtain GDPR compliant consent from existing supporters.

In response to a query about compliance with consent and GDPR for activists and groups, KM said Ben Smith, Head of Data and Insight, is working on guidance for activists.

The Board noted the report.

- 9.2 Consent / GDPR Working Positions** RC outlined the methodology of how the financial models had been developed with the Data and Analysis team and the propositions / scenarios chosen as reasonable positions that AIUK might take. AIUK has made sensible assumptions and used the intelligence available to put forward a proposal on consent marketing.

The Board noted the report.

10 PEOPLES POSTCODE LOTTERY

RB reported that the AIUK Charitable Trust had decided to go ahead with the contract with People's Postcode Lottery. The International Treasurer has approved the proposal. RC reported that contracts are being negotiated and MO'K is overseeing this. RC explained this is the result of 3 years of relationship development. The Board discussed challenges posed by the arrangement and some raised concerns about problem gambling and what steps have been taken to avoid such issues. RC explained that we adhere to guidelines on responsible gambling and that AIUK has run a weekly lottery for a long time.

ACTION; RB congratulated the team and asked that RC let the Board know when the contract is signed.

11 REVIEW OF RISK AND THOUGHTS ON INTERNAL AUDIT

AIUK Strategic Risk and Assurance Register – The Risk Register was tabled and considered by the Board. RP informed Board members of the appointment of Stephanie Lee, the new Head of Internal Audit who started on 11 September. Stephanie will provide independent assurance and act as a critical friend. She will take a risk based approach across the organisation, following an internal audit methodology. Stephanie is working on an internal audit work plan for the next 6 months. The manner in which the risk register links to the operational risk register may therefore change.

MC informed the Board that SL will report to the Finance Audit and Risk Sub-committee which will approve her annual plan.

RP reported that the format of the Risk Register will change to include a summary page.

12 SAFEGUARDING INDIVIDUALS WE WORK WITH

The Board considered Liam Mahoney's report on Safeguarding guidance for work with individuals and AIUK management's response. Board members found it difficult

to map actions back to recommendations and to determine which actions are urgent and high risk.

ACTION; KM agreed to distribute a table which makes it easier to grasp the information and to share a piece of work AIUK has prepared in connection with this subject with the Board.

The Board queried the high level of communication via the internet or telephone which might endanger individuals. KM confirmed there is a piece of work on communications and data security, and work we need to do on our technology strategy. AIUK provides training for groups of staff that work with individuals at risk.

ACTION; KM confirmed she would pick up the issue of our contact with people who are not known to their government with the IS as they have more direct contact with these individuals.

ACTION; The Board asked KM to send guidance out to local groups about the dangers to be considered when inviting people to speak at public meetings.

The Board noted the report and approved the management response

13 AGM 2018

The Board discussed the first draft of the agenda for 2018 AGM.

ACTION; the Board members were reminded to reserve 6-8 April 2018 (Friday to Sunday) in their diaries.

The Board members discussed:

- The Board Q&A to take place on the Sunday and that time be allowed so that members can speak to the Board following the session;
- Timing and duration of workshops and whether they should be run in parallel with working parties and repeated;
- Improving the quality of workshops;
- Whether the accounts can be placed in the delegate bags;
- Inclusion cards;
- The action centre to include a place where members can discuss the accounts
- Clear transportation timings
- Good news and the ASC item to be split with 10 minutes allowed for each item
- Suggestions for workshops (Chair's assembly, a day in the life of an Amnesty Researcher, technology and human rights – Amnesty decoders project)
- Screening of the film showing people being rescued from the Mediterranean which was shown at the ICM.
- How to capture matters arising at the meeting.

ACTION; KM to consider the points raised by the Board with her team.

TH reminded the Board of their responsibility for contacting proposers. The AGM implementation report will be posted on the website in a few days' time.

ACTION; TH to put the proposer contact details on SharePoint.

14 ADMINISTRATIVE MATTERS

- 14.1 Governance calendar for 2018** – MOK asked Board members to note the dates of the 2018 Board meetings.

ACTION; MO'K to update the online calendar.

ACTION; MO'K to update the calendar by adding the ASC meeting on the 19 May and Nominations Subcommittee date changes.

ACTIONS; MO'K to obtain the meeting dates and names and contact details of the members of the Campaigns and Impact Sub-Committee and add the dates of their meetings to the calendar and their contact details to the governance Contacts List.

ACTION; MO'K to add an item to the Board agenda for the Board to consider any matters raised by members during the Q&A session.

- 14.2** MC informed the Board of the year end accounts timetable. The accounts will be considered by FARSC and then recommended for approval by both Boards. The Section Board will discuss the accounts by conference call on 29 March 2018.

15 DATE OF NEXT MEETING

The next Board meeting will be held on Saturday 9 December 2017.

RB advised that Amnesty Ireland are a paper free Board.

ACTION; Selma to liaise with IT and find out what the cost would be of providing laptops/tablets for the Board & how that would compare with current printing costs.

16 AOB

ACTION; RW encouraged all Board members to attend each other's committees and as all Board members are responsible for finance, to attend a Finance Audit and Risk Sub Committee meeting which can be done by Skype if that is more convenient.