

# AMNESTY INTERNATIONAL UK SECTION

## Board Meeting

### Minutes of the Meeting held on

25 March 2017

## OPEN SESSION

### Board Members

#### Present:

Ruth Breddal	Chair
Hannah Perry	Vice-Chair
Meredith Coombs	Treasurer
Jerry Allen	
Lucy Blake	
Cris Burson-Thomas	
Eilidh Douglas	
Harrison Littler	
Tom Sparks	
Tracy Newton-Blows	
James Lovatt	

#### Apologies:

Tom Hedley	
Alice Sims	Staff Representative to the Board

#### In Attendance:

Kate Allen	Director
Ros Parker	Director of Corporate Services
Rosie Chinchin	Director of Fundraising
Tim Hancock	Director of the Chief Executive's Office
Kerry Moscogiuri	Director of Supporter Campaigning and Communications
Michelle O'Keefe	Company Secretary and General Counsel

#### Minutes:

Selma Shirazi	PA to the Director
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## 1. HOUSEKEEPING

### 1.1 Welcome & Introductions

The Chair welcomed the Board.

### 1.2 Apologies

The Board received apologies from Tom Hedley, Board member and Alice Sims, Staff Representative to the Board.

### **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 Draft Minutes of 3 December 2016;**

The Board approved the minutes of 3 December 2016.

### **2.2 Matters Arising**

The Board noted and updated actions taken since 3 December 2016.

## **3. CHAIR'S REPORT**

The Chair reported on her activities since the last Board meeting which included attending a meeting of the Chairs of AI European Sections, the meeting was effective with useful sessions particularly the ICM resolutions discussion.

The Chair informed the Board that Hannah Perry, Vice Chair will be appraising the Chair and the work carried out by the Board this year – a communication will be circulated after the AGM .

**ACTION: Board members to give their feedback and comments as soon as convenient.**

The Chair asked Board members to volunteer as mentors to the new Board members starting in June 2017, helping them understand the processes and governance of AIUK.

**ACTION: Board members to come forward as mentors.**

The Chair also asked Chairs of sub-committees to ensure all sub-committee members have been trained on Data Protection.

The Chair reminded the Board that Alice Sims, Staff Representative finishes her two-year term in June – arrangements are underway to recruit a new Staff Representative who will be accompanying Alice Sims to the June Board meeting. The Board thanked Alice Sims for her contributions to the Board meetings and keeping them informed on comments from the staff and volunteers on Board agendas.

## **4. DIRECTOR'S REPORT**

The Director presented her report to the Board highlighting the following;

- AIUK's role in the movement's response to President Trump and his executive orders
- Steps taken to counter the workload for staff - further information on this will come to the June Board meeting.
- Beirut Visit; a week spent in Lebanon (with Kasia Staszewska, programme Manager for Women's Human Rights and Kristyan Benedict, Crisis & Tactical Campaigns Manager) talking with Syrian women activists in order to feed into the UK

Government's National Action Plan on Women Peace and Security which will be launched in New York in October 2017.

- Saydnaya Prison Report; a detailed damning report into the mass hangings and extermination at Saydnaya Prison which lead to a busy media period – 15 media interviews, including The Today Programme and Victoria Derbyshire as well as front pages of the Times and the Guardian.
- Meetings with key people, member events and a forward look into forthcoming events.

The Board thanked the Director for the report.

## **5. REPORTS FROM SUB-COMMITTEES**

### **5.1 Activism Sub-Committee**

Eilidh Douglas, ASC Chair updated the Board on the discussions held at the ASC meeting on the 21 January 2017.

### **5.2 Finance, Audit and Risk Sub-Committee**

The Board heard from Meredith Coombs, FARSC Chair about the discussions held by the FARSC. The next meeting will be held on the 29<sup>th</sup> March where they will be examining the accounts.

### **5.3 Human Resources Sub-Committee**

The Board noted the HRSC minutes of 13 December 2016. Tracy Newton-Blows, HRSC Chair highlighted the contribution of HRSC members to AIUK, who are taking time to give their expertise for AIUK's benefit – getting involved in the current discussions at AIUK and helping in interview panels.

### **5.4 Nominations Committee**

Hannah Perry, Nominations Committee Chair informed the Board that the Nominations Committee is in the process of putting together a 'bank' of activists/people with skills that can be drawn upon as and when required.

The Nominations Committee have also put a paper to the Board recommending a timetable for Board and Sub-Committee recruitment.

At the AGM, the Nominations Committee will be at hand for members' questions about skills requirements, standing for governance positions and eligibility criteria – the committee would like volunteers from other sub-committees to help with any detailed and specific questions.

**ACTION: Chairs to pass on this requests to their sub-committee members.**

### **5.5 Campaigns and Impact Sub-Committee**

Kerry Moscoiuri, Director of Supporter Campaigns and Communications informed the Board that work is in progress scoping requirements and meeting potential members.

**ACTION: Keep the Board updated on progress.**

## 6. FUNDRAISING

### 6.1 Sector Developments

Rosie Chinchon, Director of Fundraising presented a paper outlining developments in the Sector highlighting the following;

- AIUK is now registered with the Fundraising Regulator after paying the required levy in December 2016. AIUK is preparing a response to public consultation on the Code of Fundraising practice.
- The Fundraising Regulator has given the go ahead for the Fundraising Preference Service (FPS) – allowing individuals to opt out of all personalised direct marketing communications. This launches in early summer 2017.
- In November 2016, the UK Government confirmed that the UK will implement the new EU data protection legislation (General Data Protection Regulation) – this will replace the Data Protection Act. AIUK are working to understand the full implications of this and to act fast to minimise through testing any adverse outcome on the financial and engagement objectives of the organisation.

**ACTION: Keep the Board informed on progress and any further changes to the Sector's fundraising requisites.**

### 6.2 Fundraising Procedures Framework

Rosie Chinchon, Director of Fundraising presented AIUK's Fundraising Procedures Framework which have been developed by the Fundraising Leadership Team. The framework outlines the key procedures required to implement the fundraising and other associated policies. The framework also identifies strategic risks mitigated by each procedure – giving assurance to the Section Board on how these risks are being managed.

**ACTION: Examine the paper work and draft a procedure for the grant from Trust to Section.**

### 6.3 Issue of Consent

Rosie Chinchon, Director of Fundraising informed the Board that a project group has been formed to focus specifically on the issue of consent – which is now a strategic risk. The legislation comes into effect in May 2018, it will restrict communications and the effects will be felt by organisation - 90% of our funds are raised from communications with individuals and almost all our activism, so threatening our financial and engagement health, as well as our campaigning impact. The project group are looking to fully understand the impact – with data, modelling best and worst-case scenarios. Once consent is given it is valid for 24 months – so it is likely that this work will be a regular ongoing feature of the Fundraising Department.

**ACTION: Keep the Board updated on progress.**

The Board thanked Rosie Chinchon, Director of Fundraising for her update.

## 7. BRISTOL BOOKSHOP LEASE

The Board discussed and APPROVED the request to renew the lease of the Bristol AIUK Bookshop for ten years starting 6<sup>th</sup> October 2017.

**ACTION: The Board requested that future papers detail the basis for any projected increases or decreases for income and expenditure.**

The Board thanked Rosie Chinchon, Director of Fundraising for the paper.

## 8. Q4 PERFORMANCE REPORT

### 8.1 Quarterly Performance Report and Action Report

Tim Hancock, Director of the CEO Office presented the performance report for the fourth quarter of 2016, the paper sets out progress against organisational key performance indicators for 2016. There has been progress made throughout the year on all key areas highlighted except for strategy development – this was mainly due to capacity issues, responding to external events.

The Board discussed the report and commented as follows;

- The report is very good and user friendly.
- Should the media splash factor targets be raised – given the margin by which the KPI was overtaken.
- Fundraising teams to ensure that the 2016 margin for supporter recruitment costs are factored into 2017.
- The Board is unsure how ‘impact of the movement’ is measured – it appears to be from data on surveys geared to drive impact up.

**ACTION: Include further details on ‘impact of the movement’ the next report.**

**ACTION: On ‘engagement’, it would be good to show how the organisation is performing against its target of 2% of the UK population.**

### 8.2 December Management Accounts

Ros Parker, Director of Corporate Fundraising presented the Finance Report 12 months to end of December 2016 and highlighted the following;

- The December surplus of £297k is £1,241k better than the budgeted deficit of £944k
- Fundraising income and expenditure are both short of budget (£150k and £404k respectively).
- Supporter Campaigning is £165k underspent (mainly by Digital and Supporter Care).
- There is a £91k net underspend across all other areas.
- Cash balances remain strong at £8.6m, free reserves stand at £9m and Gift Aid Accrued income amounts to £366k.

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

### 8.3 Members' Report

The Board noted the combined unaudited financial report for the 4<sup>th</sup> quarter of 2016.

### 8.4 Strategic Risk Register

Ros Parker, Director of Corporate Services presented the strategic risk and assurance register for the Board to review risk levels, track implementation of actions and ultimately to inform the internal audit plan.

The Board discussed the register and requested the following additional information either to be included in future risk register or circulated separately for further clarification;

- Business continuity plan (circulate separately)
- Environmental Impact (to be contained in procurement policies)
- Commercial relationships and the risks by association (to be included in the register)
- International Secretariat's internal audit function - not for the international movement but for the IS itself (circulate separately *if available*)
- A people register (linked to HRSC) could be included – giving a span of resources, skills and services for the global movement to draw on should the need arise.
- The Senior Management Team should discuss the 'three lines of defence', where three different posts are responsible of delivering/overseeing a risk at different cascading stages; the current register has SMT members as owners of the risk from start to finish.

**ACTION: Amend the register and circulate the information specified above.**

The Board thanked the Senior Management Team for the paper.

## 9. CRISIS PROTOCOL ACTIVATION

Kerry Moscogiuri, Director of Supporter Campaigning and Communications informed the Board that the Crisis Protocol was activated to counter the US Muslim ban – which has since been reviewed – the Protocol will be coming to an end soon – the communications/appeal about the Protocol has led to responses from 56k supporters (9k of those are new) taking action against this policy of President Trump's.

## 10. AGM/NATIONAL CONFERENCE 2017

### 10.1 2016 AGM Minutes

The Board noted the 2016 AGM Minutes.

### 10.2 AGM Resolutions 2017 and Board Background Notes

The Board discussed the resolutions and allocated working parties and resolutions as follows;

Working Party/Resolutions	Board Member
F1 [Financial Statements 2016]	Meredith Coombs

F2 [Appointment of Auditors]	Meredith Coombs
<b>Working Party A – Rules &amp; Process</b> SMT Member; Tim Hancock, Director of the Chief Executive’s Office	
A1 [Body of Rules for AIUK]	Ruth Breddal
A2 [Issue of amended resolutions]	Tom Sparks
A3 [Written statements to aid proxy voting]	Tom Sparks
A4 [Change to SO if resolution A3 is passed]	Board will not speak on this resolution
<b>Working Party B – Campaigns</b> SMT Member; Kerry Moscogiuri, Director of Supporter Campaigning and Communications	
B1 [Eviction of the Chagossian People]	Jerry Allen
B2 [Detention standards of Asylum Seekers]	Lucy Blake
B3 [The freedom of Ahmadiyya]	Jerry Allen
B4 [Homelessness - a priority campaign]	Harrison Littler
<b>Working Party C – Policies and Reviews</b> SMT Member; Tim Hancock, Director of the Chief Executive’s Office	
C1 [SR; Nominations for elections at the AGM]	Cris Burson-Thomas
C2 [SR; Cessation of membership on bankruptcy]	Board will not speak on this resolution
C3 [AIUK Events]	Eilidh Douglas
C4 [AIUK Regional Reps]	Hannah Perry
C5 [AI’s policy on ‘sex work’]	Eilidh Douglas

**ACTION: Tim Hancock, Director of the Chief Executive’s Office to send briefings to Board members on their resolutions in preparation for their speeches at the AGM.**

### 10.3 Board Preparation at the AGM

Michelle O’Keeffe, Company Secretary informed the Board that a small number (1%) of members have received a four rather than 5 digit proxy voting pin number from Computer Share. All members affected have being written to and provided with a 5 digit pin.

### 10.4 Governance Stall at AGM

Hannah Perry, Vice Chair and Chair of the Nominations Committee informed the Board that the Governance Stall at the AGM will be supported by the Nominations Committee and representatives from sub-committees.

## 11. 2017 ICM

### 11.1 Appointment of ICM Delegation

The Chair thanked Board members who have put their names forward for the AIUK delegation. AIUK will have a six-member delegation. The Chair recommended the Board agree that the delegation be comprised of;

- Ruth Breddal, Chair
- Meredith Coombs, Treasurer
- Tom Sparks, Board Member
- Kate Allen, Director
- Tim Hancock, Director of the Chief Executive's Office
- Another Staff Member to be decided

The Board AGREED the above recommendation.

**ACTION: The Board to be updated on the final list of the AIUK Delegation.**

### **11.2 International Governance; Voting Rights**

The Board noted the papers on voting rights and governance model. There is still some ambiguity– it is not clear whether weighted votes or votes according to the % of members as a whole is the preferred voting mechanism.

**ACTION: Tim Hancock, Director of the Chief Executive's Office to clarify at the June Board meeting.**

## **12. RESERVED MATTERS & SCHEME OF DELEGATIONS**

### **12.1 Reserved Matters & Delegations**

Tim Hancock, Director of the Chief Executive's Office presented a revised schedule of reserved matters to establish a range of decisions and approvals for the Company. The Board discussed the paper and proposed the following amendments;

- Point 4.6; delete the word 'reject' – for uniformity with previous points.
- Point 5.2; management letter – amend typos in the point and bring the letter to the Section Board as a matter of course.
- Point 8.7 – change FSC to 'FARSC'.

**ACTION: Amend the paper accordingly.**

The Board thanked Tim Hancock, Director of the Chief Executive's Office for the paper.

### **12.2 Financial Delegation**

Ros Parker, Director of Corporate Services presented a paper outlining new controls, policies and procedures for financial controls and delegated authority limits. The procedures cover;

- Budget Management
- Incurring Expenditure
- Approval of Payments
- Processing of Payments

The Board discussed the paper and recommended a change to point 2.1 – the authority limits, specifically that the budget holder being able to incur an expense of £25k without a cross check. The Board asked for either a reduction in the amount or a cross check with another member of staff.



**ACTION: Meredith Coombs, Treasurer and Ros Parker, Director of Corporate Services to discuss this further and amend accordingly.**

### **13. SUB-COMMITTEE APPOINTMENT CYCLE**

Hannah Perry, Vice Chair and Chair of Nominations Committee presented a paper proposing a cycle of recruitment to vacant posts in the sub-committees, co-opted members and other governance roles. As it stands each committee recruits on a different timetable, the proposal is to have one common timetable and cycle relating to all governance roles except Board elected posts.

The Board agreed the timetable and thanked the Nominations Committee for the proposal.

### **14. DRAFT FORWARD PLAN FOR 2017 SECTION BOARD MEETINGS**

Michelle O’Keeffe, Company Secretary presented a draft plan for Section Board setting timetables and deadlines from June 2017 to March 2018 for the Board’s feedback. The Treasurer highlighted the accounts timetable and asked for it to be linked with the AGM to allow enough time for the Boards to discuss the accounts in detail and for the accounts to be circulated to the membership in a timely manner.

The Board thanked Michelle O’Keeffe, Company Secretary for the paper.

### **15. DATE OF NEXT MEETING**

The Board will have a tele-conference on Thursday 31<sup>st</sup> March from 7.30pm to approve the accounts. The Board meets again on Friday 7 April at the AGM.

### **16. AOB**

#### **16.1 Youth Conference**

Tom Sparks, Board member noted that the Youth Conference held 24<sup>th</sup> March was outstanding, full of energy and enthusiasm. The Board thanked Kerry Moscogiuri, Director of Supporter Campaigns and Communications, the Events Team and in particular Anne Montague, Community Organiser (Youth) for delivering such a wonderful event.

#### **16.2 Outside Seating Area**

The Chair informed the Board that the Staff Representative has fed back a request from staff and volunteers for a seating area outside. This request was made some time ago, and staff were wondering what the process was for making such a decision. This was submitted to the Senior Management Team.

#### **16.3 Workload**

It was noted that staff workloads are being reviewed by the Director and the Senior Management Team.

**17. Closing Remarks**

The Chair thanked the Board for attending and for their contributions to the meeting and wished them a good journey home.