

AMNESTY INTERNATIONAL UK SECTION
Board Meeting held on 9 December 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	
Tracy Newton-Blows	Via Phone [for items 1 to 7]

Apologies:

Lucy Blake

In Attendance:

Kate Allen	Director
Ros Parker	Director of Corporate Services
Kerry Mosconi	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:

Selma Shirazi PA to the Director

1. HOUSEKEEPING

1.1 Welcome & Introductions

The Chair welcomed two observers to the Board meeting and introductions were held. Members who are considering applying for a place on the Board are welcome to observe a Board meeting.

1.2 Apologies

The Board received apologies from Lucy Blake.

1.3 Announcements

There were no announcements.

1.4 Declarations of Interest

There were no declarations of interest.

2. MINUTES OF PREVIOUS MEETING

2.1 The Board amended the Minutes of 23.09.17 as follows;

Paragraph 1.4 to read 'There were no declarations of interest'.

Paragraph 3 (Chair's Report); the action to look at the Articles of Association to be transferred onto Matters Arising.

Point 10 (People's Postcode Lottery); add a sentence to reflect concern expressed by two Board members on gambling problems/issues.

2.2 Matters Arising – 23.09.17

The Board noted action taken since the last meeting and updated Matters Arising.

3. CHAIR'S REPORT

Turkey

The Chair reported on her visit to Turkey, to attend the trial of Taner Kılıç, Chair of AI Turkey and the Istanbul 10. Other Amnesty representatives included the Chair of AI Brazil, the Director of AI India and key senior staff from the International Secretariat. There were also other visitors from several embassies. It was good to attend and show solidarity. Taner remains in prison with another court hearing scheduled for January. Amnesty continues to campaign for the release of Taner and the Istanbul 10. The Board and wider membership will be kept updated on the case.

Global Assembly/Regional Forums

The first Global Assembly is scheduled for 31 June to 2 July 2018. The International Secretariat will be confirming dates for the Regional Forum in the coming week.

ACTION: The Chair asked Board members to inform her if they would like to volunteer to read, evaluate and comment on papers and reports coming out in preparation for the Global Assembly/Regional Forums.

4. DIRECTOR'S REPORT

The Director presented her report and highlighted the Write For Rights event at Speaker's House in Parliament where 50 parliamentarians attended including the Leader of the Opposition, Jeremy Corbyn - to hear speeches from Lord Ahmed and John Bercow the Speaker of the House of Commons among others. The parliamentarians showed great support for all the Write For Right cases, Taner and the Istanbul 10 in particular.

The Board thanked the Director for the report.

5. REPORTS FROM SUB-COMMITTEES

- 5.1 Activism Sub-Committee; At their November meeting the ASC discussed the impact of the movement workshops and their outcomes, the programme for the Thematic Networks Conference and Elections and the Board 2018 AGM resolutions.
- 5.2 Finance Audit and Risk Sub-Committee; FARSC discussed the budget, long-term projections, funding for the European Office, reserves levels, external audit work plan, procurement policy and FARSC effectiveness.
ACTION: The Treasurer to update the Board on the outcome of a survey on effectiveness of FARSC.
- 5.3 Human Resources Sub-Committee; the main discussion at the HRSC meeting in November was Pay and Grading.
- 5.4 Nominations Sub-Committee; there have been two meetings of the NomCom mainly to discuss the Board elections. The NomCom have attended regional conferences to encourage members to stand for the Board. MO'K has worked closely with the NomCom on the appraisal process for the Trust Board and contacts are being made with the International Nominations Committee who are now liaising more with leading sections to encourage better collaboration in common areas of work.
- 5.5 Campaigns and Impact Sub-Committee; there have been two meetings since September discussing the Parliamentary Members Bill (coming in March) and how AIUK Section monitors and evaluates its campaigns. The next meeting of the CISC will focus on how AIUK Section talks about and presents its human rights priorities. HP informed the Board that transition plans are in place to replace her on the CISC when she steps down.

The Board thanked the Sub-Committee Chairs for their reports.

6. SPECIAL RESOLUTIONS AND AGM DECISIONS

6.1 Special Resolutions

MO'K presented the Special Resolutions for the Board's discussion.

- **Changing Terms of Office of Co-opted Directors**

A proposal to allow the Board to co-opt Directors for up to 3 years (rather than annually) and increase the term of co-opted Directors to a maximum of six years (two 3-year terms).

The Board discussed the resolution noting that it can take up to a year to get used to the workings of the Section Board and the distinct roles of elected and co-opted Directors – at times they serve very different roles on the Board, co-opted Directors are selected for their specialism/expertise in a specific area.

The Board AGREED to split the resolution into two – first part for co-opting up to 3 years and second part increasing the term to a maximum of six years.

- **Hybrid Meetings**

This resolution enables members to vote and participate remotely but in real time at the AGM. The Section is seeking external legal advice to establish whether further changes to the Articles are required to enable hybrid meetings.

The Board discussed and AGREED an enabling resolution with the required amendments to the Articles to be submitted to the 2018 AGM. Once the changes are agreed it will allow the Board to implement the changes and facilitate remote participation at any time from 2019 AGM onwards after testing the technology.

- **Removal of Working Parties**

This resolution proposes an amendment to the Standing Orders that will remove working parties from the AGM order of business.

It was felt that working parties provide an important space for activists to debate, discuss and amend resolutions, they are also a good and reliable medium for the Board to hear underlying concerns from members. The Board wanted to retain this space for members – and alternatives should be discussed and agreed before removing working parties altogether. The Board AGREED NOT to submit this resolution in 2018 and not until other alternatives are planned for and provided.

ACTION: The Board requested that Standing Orders Committee and proposers of resolutions speak leading up to the 2018 AGM to agree the wording of the resolutions – this helps ensure fewer amendments in working parties/plenary.

- **Correction of the Article Which Implies that the Chair and Vice-Chair can be a Co-opted Director**

This resolution corrects a mistake in the Articles and confirms that the Chair and Vice-Chair must be elected Directors.

The Board AGREED to submit this resolution to the 2018 AGM.

- **Removal of Requirement for Board Members to Retire by Rotation**

The Board agreed that retirement by rotation works well to even out board retirements/appointments and avoids losing a high proportion of experienced Board Members in one go. It was noted that the provision requiring a minimum of four Board members to be selected for retirement, even where there were vacant Board seats was problematic. The Board AGREED to submit a resolution amending the requirement to select four elected directors to retire each year to allow for vacant Board seats.

- **Clarifying the Position on Maximum Length of Term where a Board member joins the Board between Declaration Dates**

The Board AGREED to submit this resolution to the 2018 AGM – it addresses the situation where a Board member is appointed mid-term and would then have to retire mid-term due to the six-year rule.

The Board AGREED the following other measures in relation to the AGM;

- To add the Section Board Chair to the list of those who can be nominated as a member's proxy. The form should make it compulsory for members to select a proxy.
- To remove the Board ballot box from the AGM – a provision that is currently rarely used by members at the AGM.

ACTION: The Board AGREED to delegate authority to the Chair, Eilidh Douglas, Jerry Allen and Abigail Grant to approve the final wording of the Board's resolutions to the 2018 AGM.

6.2 Implementation Report

The Board discussed the Implementation Report and made some amendments.

ACTION:

- A re-write of the implementation of decision B1 (2017) 'Eviction of the Chagossian People from British Indian Ocean Territory'.
- An update on the implementation of decision B2 (2017) 'The Improvement of Standards for the Detention of Asylum-Seekers in the UK'

6.3 Revised AGM and National Conference Programme

The Board noted and approved the draft 2018 AGM Programme.

7 THIRD QUARTER PERFORMANCE

7.1 2017 Q3 Performance Against Strategic Plan

The Board noted progress achieved towards AIUK's strategic priorities. The Board congratulated the Media team for their excellent performance over the quarter. The Board noted that there is currently no Regional Representative in Wales, something that will hopefully be remedied soon. It is good that the 2018 AGM will be held in Swansea, it presents an opportunity for AIUK Section to promote awareness and encourage participation from local groups and members in Wales and to showcase other regional offices and their accomplishments.

ACTION: The Board requested more details on the complaints received, this report goes to the ASC and the Trust only – the Section Board will receive it for information at the March Board meeting.

7.2 2017 Q3 Members' Report

The Board noted the members' report which included the combined unaudited accounts for Amnesty UK Section and Trust (ending 30 September 2017). The Board slightly amended the wording on the reserves pg. 3 and APPROVED the report to be posted on the website for members.

7.3 2017 Q3 Management Accounts

Ros Parker, Director of Corporate Services presented the management accounts ending 30 September 2017 summarised as follows;

- The September deficit of £1,286k is £45k better than YTD budgeted deficit of £1,331k.

- Fundraising income is £1,705k short of budget, fundraising expenditure £1,213k underspent, Supporter Campaigning is £440k underspent.
- Free reserves are £7.8m which is within the target range of £6m to £8m.
- Restricted reserves are £0.1m. Grants have been received up to the third quarter 2017 totalling £55k for expenditure on Human Rights Education, International Justice, Refugee Research and Women's Human Rights.
- Accrued Gift Aid has a balance of £714k comprises of an accrued back claim for 2016 and claims for May to September 2017 inclusive.
- Cashflow stands at £8.4m a decrease of 0.2m on the 2016 year-end balance of £8.6m.

The accounts have been discussed at the FARSC meeting on 5th December and the Board were pleased to note there were no concerns raised.

7.4 2017 Q3 – Full Year Reforecast

The Board discussed the full year reforecast and noted;

- The forecast surplus of £820k is £1,596k better than the budgeted deficit of £775k. The forecast anticipates £2,063k more income and £467k less expenditure than budgeted.
- The increase in forecast income includes People's Postcode Lottery £2.5m expected in December 2017 and legacies of £1.5m in September 2017.
- Staff costs; permanent staff is 199 people at 168.8 full time equivalent.
- The consent project is underway, a forecast expenditure on the project in 2017 is £194k, a further £447k is included within the budget for 2018.
- Free reserves are forecast at £10m (£1.5m above the upper target of £8.5m).
- Capital expenditure is forecast to be £14k under budget.
- Cash flow is forecast at £9.5m an increase of £0.9m on the 2016 year-end balance of £8.6m.

The Staff Representative asked about salaries (fixed term contracts) costs – whether the pay and grading variance has been taken into account in the reforecast, RP responded saying provision is included in the budget for the financial impact of the pay and grading project and that recruitment to new roles can start immediately where the job description already exists, but new job descriptions will be evaluated under the new system and then assigned a pay band once that negotiation is complete.

8. OPERATIONAL AND FINANCIAL PLANS

8.1 Final Budget for 2018

The Board was presented with the 2018 budget, key areas are summarised below;

- The last few years AIUK Section have consolidated their finances by increasing reserves towards a revised risk based target range. In 2016 the mortgage on the HRAC was paid off, the organisation is in a stable financial position forecasting to begin 2018 with a surplus of free reserves.
- The long term financial plan focuses on the organisations financial investment on realising its strategic objectives and delivers significant growth (to 2020) without reducing the free reserves below the lower target of £6.5m. Some of the reserves

will be used to finance that investment and therefore the in-year budget will be a deficit one.

- The main focus of investment will be in improving the performance of the in-house street fundraising team to deliver greater returns, opening three more shops in 2018, testing and implementing new supporter acquisition channels (direct response TV, digital and private site fundraising) and developing active digital acquisition and stewardship of activists.
- The planned financial result shows a deficit of £1,060k in 2018.
- The budget for net fundraising income is £20.3m in 2018.

The Board discussed the budget including staff costs, departmental expenditure, transactions between Section and Trust, the impact of GDPR and the assessment to the International Secretariat. The Board was asked to approve costs for a permanent function 'Strategic Projects' (Fundraising) to reflect an expanded remit, managing projects to deliver other strategic/operational priority areas as well as fundraising projects. The Board APPROVED costs for the role.

ACTION: In response to a request from the AIUK Charitable Trust Ros Parker, Director of Corporate Services was requested to provide more information for the Trust who want to understand the reason for an increase of £1.1m (from 2017) on the salaries re-charge budget.

8.2 Reserves Policy

The Board noted the Reserves Policy updated to allow a total combined maximum level of reserves of £8.5m (range is £6.5m to £8.5m). The reserves for Section are £3.8m (£0.05m increase on 2017). The increase is due to the likelihood of individual risks impacting negatively on each other and happening at the same time. The target reserve levels adequately cover the potential impact of non-renewal of PPL and the impact of consent.

The Board discussed and AGREED the proposed levels of reserves.

8.3 Operational Plan

The Board thanked the SMT and their teams for producing the Operational Plan and were pleased to see that the core standards incorporated into the plan.

ACTION: The Board was asked to send their comments/thoughts to Tim Hancock, Director of Chief Executive's Office.

8.4 Update on Long Term Financial Plan

The Board noted the long term financial plan (in conjunction with the 2018 budget) which provided a high-level overview of projected income, expenditure and free reserves over the strategic period (2016 – 2020).

The Board thanked the Senior Management Team and the Fundraising and Finance departments especially for producing the budget papers.

9. GDPR CONSENT PROJECT UPDATE

Rosie Chinchon, Director of Fundraising presented an update on the Consent Project which included an overview of the Consent campaign plan and budget, legal advice supporting our working positions and supporter insight.

ACTION: Check the assumptions on contacting local groups – how affected would that relationship be by GDPR/Consent and local groups' interaction with named entities (Section/Trust).

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

10. INTERNAL AUDITOR'S WORK PLAN

The Board noted the Internal Audit Annual Plan 2018 – an overview of the process for creating the schedule of internal audit work, for approving the schedule and for reporting against progress.

11. SAFEGUARDING OF CHILDREN AND YOUNG PEOPLE

Kerry Moscogiuri, Director of Supporter Campaigning and Communications presented a paper on the review of safeguarding children, young people and adults including the draft principle statements on engaging young and vulnerable people and the risk assessment for the Board's comments and feedback.

The Board asked for the review to be clearer about what ages are being referred to throughout the written process/procedure.

The Board designated Sharon Lovell to work further on this review with the teams involved and to have oversight of safeguarding on behalf of the Board.

12. BEHAVIOURS AND OUR COMMITMENTS

Ros Parker, Director of Corporate Services presented a paper on AIUK Section Behaviours and Commitments for the Board's feedback. The paper covered work done in the organisation to develop the commitments, how the work fits in with the People & Culture Strategy and how the organisation will take the commitments work forward.

The Board asked about the evaluation process and how the behaviours/commitments work will be measured and were informed that managers will develop an implementation plan which will clarify how staff and volunteers will be appraised.

ACTION: The Board want to extend the principles of the behaviours and commitments work to other lead activist bodies – and have it reflected in codes of conduct.

ACTION: The Board requested an update on the work in 2018.

13. JCC (Joint Consultative Committee) Terms Of Reference

The JCC Terms of Reference have been updated to reflect updates in frequency of meetings and to explicitly specify representation from both Boards. The Board APPROVED the revised Terms of Reference.

14. UPDATE ON KEY DEVELOPMENTS IN THE INTERNATIONAL MOVEMENT

14.1 Funding the European Institutions Office (EIO)

Ros Parker, Director of Corporate Services presented a paper for the Board's decision on the funding of the EIO from 2018 to 2021. AIUK Section and other European Sections contribute 1.24% of assessable income (2.2m euros) to fund the work of the EIO. 2018 contributions are frozen at 2017 levels – after that the funding by the European sections will be phased out (75% in 2019, 50% in 2020, 25% in 2021). The full cost of the EIO will be absorbed into the IS budget (and RAM) from 2022 onwards.

The Board AGREED the funding proposal.

14.2 Appointment of AIUK Section Standing Representative to the Global Assembly

Each Section has been asked to appoint a single standing member to the Global Assembly to represent the Section in emergency meetings, virtual meetings and decision-making process that determine which motions are debated.

The Board was asked to approve Ruth Breddal to be AIUK's Standing Representative for the remainder of her time as Chair – this decision will be reviewed in December 2018 as the Chair's term of office ends in May/June 2019 just ahead of the 2019 Global assembly - The Board AGREED.

14.3 Update on International Discussions

Tom Sparks informed the Board that a number of policies are being drafted and discussed – by members of several Sections in the movement. These policies will eventually be consulted and debated by the wider movement before being adopted via the decision-making processes in AI's governance. They include policies on abortion, consultations on fire arms out of military use, drugs and other policies.

These papers/policies are currently being read and commented on by Tom Sparks, Sarah O'Grady (former Board member), Tim Hancock, Director of Corporate Services and Allan Hogarth (Head of Advocacy and Programmes).

ACTION: Board members to let the Chair know if they would like to be part of this group.

The Board were concerned about their lack of oversight on the International Movement and there was a suggestion that apart from a standing item on Section Board agendas on updates from the international movement – that the Director gives more information in her report to the Boards from the international movement and the Global Management Team **(ACTION)**.

The Board thanked Tom Sparks for the update.

15. PROCUREMENT POLICY

The Board noted and APPROVED the Procurement Policy – (an update since the 2012 version) which separates the policy and procedures and the risks they mitigate against. The policy has been seen by FARSC.

16. INVOLVEMENT OF MEMBERS IN DISCUSSIONS ON INTERNATIONAL ISSUES

The Board wanted to involve Amnesty members more in the discussions happening at international level – they want to make it easier for members to be more involved so they can discuss issues that will be presented and debated at the Regional Forums and the Global Assembly.

ACTION: The Chair suggested the Board/SMT revisit this issue once the agenda for the Global Assembly is finalised – it will then steer the involvement and inform on what materials/papers will be required.

17. DATE OF NEXT MEETING

The Board meets (via Tele-Conference) on the evening of 11 January to discuss the 2018 AGM resolutions. The Board was informed that the papers for that meeting will only be available two days in advance – to allow for the collation of the resolutions.

18. AOB

18.1 Year -End Expenses Disclosers in the Published Accounts

The Board discussed how to present their expenses disclosure in the accounts, suggestions were considered – the Board wanted the expenses to be listed by category and/or anonymised.

ACTION: The Board requested SMT to propose a way forward that best met the requirements.