

**AMNESTY INTERNATIONAL UNITED KINGDOM SECTION**  
**Board Meeting held on 29 September 2018**  
**Minutes**  
**OPEN SESSION**

**Board Members**

**Present:**

Ruth Breddal	Chair
Eilidh Douglas	Vice Chair
Meredith Coombs	Treasurer
Lucy Blake	
Tom Chigbo	
Abigail Grant	
Tom Harrison	
Susan Jex	
James Lovatt	
Sharon Lovell	
Daren Nair	
Sen Raj	
Hugh Sandeman	
Tom Sparks	[Participating via Live Conferencing]
Rebecca Warren	

**Apologies:**

Kerry Moscogiuri Director of Supporter Campaigns and Communications

**In Attendance:**

Kate Allen	Director
Ros Parker	Director of Corporate Services [Left at 1pm]
Tim Hancock	Director of the Chief Executive's Office
Rosie Chinchon	Director of Fundraising
Michelle O'Keeffe	Company Secretary and General Counsel
Abigail Cooper	Staff Representative to the Board [EXCEPT for Item 8 'Membership Review']

**Minutes:**

Selma Shirazi PA to the Director

**1. HOUSEKEEPING**

**1.1 Apologies**

The Board received apologies from Kerry Moscogiuri, Director of Supporter Campaigns and Communications who has been called to another meeting with colleagues from AI Brazil.

**1.3 Announcements**

There were no announcements.

**1.4 Declarations of Interest**

Sen Raj declared his interest in item 18.8 (Amendment of LGBTI's Terms of Reference), as a member of the LGBTI Network.  
James Lovatt declared he will not be commenting on item 9 (Political Strategy) given his non-Amnesty work.

## 2. MINUTES OF PREVIOUS MEETINGS

### 2.1 Minutes of 2 June 2018.

The following amendments were made to the minutes;

- Page 4; Item 6.4, 2<sup>nd</sup> para: correct typo (FARSC)
- Page 5; Item 8, Sub-committee appointments: Correct ASC name to Activism Sub-committee and include Ruth Breddal's name under FARSC.
- Page 6; Item 8, Portfolios: Amend entry under Equality, Diversity and Inclusion to Tom Chigbo (delete Tom Harrison's name).
- Page 10; Item 12.1, Global Assembly Agenda (2<sup>nd</sup> Para): amend second sentence to read "Discussions on the Climate Change Policy (proposed by AI NZ *and* AI UK).
- Page 10; Item 12.3, European Regional Forum: Amend first sentence to read, "the Chair informed the Board that she is now a member of the Europe Regional Forum".
- Page 12; Item 14, E D & I, last paragraph: delete "or any other concerns" and add a sentence to reflect the Board's instruction for an E, D&I update at every Board meeting (a standing item).

The Board APPROVED the draft minutes of 2<sup>nd</sup> June pending the above amendments.

### 2.2 Matters Arising

The Board noted matters arising and actions taken since the June Board meeting.

**ACTION:** Sub-Committee Chairs to let Michelle O'Keeffe, Company Secretary and General Counsel know if any of their Sub-Committee members need data protection training.

## 3. CHAIR'S REPORT

The Chair thanked Board members for participating in the training day in July and for completing the online appraisals of the Chair and Board's performance. Overall the Board agreed to concentrate on the organisation's strategic outlook, the Chair has requested for this to be rolled into the 2019 training programme. Other training needs include horizon scanning/bringing to the fore a deeper understanding of external events affecting AIUK's work and a briefing on the international movement.

**ACTION:** Tim Hancock, Director of the Chief Executive's Office to arrange for the Board to get a briefing on the international movement at the December Board meeting.

The Chair reported on her communications with the Nominations Committee who have identified a list of skills to call for at the next Board ballot which are;

- Human Resources and Recruitment
- Fundraising
- Experience governing other NGOs and charities
- Candidates who would improve our diversity

The Chair invited the Staff Representative's feedback - she reported that one member of staff felt that the organisation needed to demonstrate more empathy and support after the circumstances of death of Gaëtan Mootoo (West Africa Researcher) were communicated. The Director responded by saying that all LT received an email to ask if any of their team members knew or had worked with Gaëtan Mootoo, the Director then sat down and talked with affected individual members of staff and support services were made available for further counselling. The Director would welcome any suggestions going forward especially as the report into Gaëtan Mootoo's death is due in November.

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

The Board noted the Director's Report which highlighted key developments since the June Board meeting.

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

The Board discussed possible solutions to getting the latest sub-committee minutes included in the Board mailing and agreed that the current timetable and deadlines will need to change to allow this to happen.

**ACTION:** Michelle O'Keeffe, Company Secretary and General Counsel to review the governance calendar and deadlines for sub-committee minutes so that at each Board meeting, the Board can have minutes from the most recent sub-committee meetings.

##### **5.1 Activism Sub-Committee (ASC)**

Tom Chigbo, Chair of the ASC summarised the discussions at the ASC meeting on 8<sup>th</sup> September, the Impact of the Movement Strategy featured heavily on the agenda. The Child citizenship campaign showed leadership and participation from Children's HR Network, there was a lot of social media presence and information about the campaign, 90,000 signatures were collected, a lot of partnership and collaboration with other organisations – it was a good example maximising impact.

The ASC will ask the Board to consider how the Section defines activists' roles and local groups, and review how they are organised. The Chair of the AGM Review group came to present to the ASC, there is a lot of appetite for the Section to look at how the AGM is billed – is it activism or governance?

The Staff Representative informed the Board that one member of staff wanted to apologise for not sending the Terms of Reference for the LGBTI Network to the ASC first (before bringing them to the Board). The Board noted the apology.

The Board thanked Tom Chigbo for the report.

##### **5.2 Nominations Sub-Committee (NC)**

James Lovatt, Nominations Committee Chair reported on the discussions at the last NC meeting which include agreeing a timetable for the next Board elections, finalising the skills audit (and identifying skills gaps on the Board), and agreeing NC presence and contributions to Regional Conferences. The NC has been shadowing sub-committees and have received good feedback to take forward when recruiting for sub-committees this year.

The Board thanked James Lovatt for his report.

##### **5.3 Campaigns and Impact Sub-Committee (CISC)**

Sharon Lovell, CISC Chair reported that they welcomed Daren Nair, Board Member and Deepa Shah (new CISC member to the last CISC meeting. It was a positive meeting, they discussed the Impact of the Movement Strategy – and hailed it as a good vehicle to enable more collaboration with stakeholders. CISC were keen to discuss/link the IOM Strategy with the ASC and talk about how to take the strategy to the next AGM/National Conference.

The Board thanked Sharon Lovell for her report.

#### **5.4 Human Resources Sub-Committee (HRSC)**

At their recent meeting the HRSC discussed the Pay & Grading project (finalising it and handling appeals), they started a skills audit for the HRSC and discussed E, D & I. The Board thanked Sue Jex, HRSC Chair for the report.

#### **5.5 Finance, Risk and Audit Sub-Committee (FARSC)**

After an invitation to tender and a selection process for auditors, FARSC recommend to the Board the re-appointment of BDO for another two years (until 2020). The Board agreed to the reappointment.

Other issues discussed at FARSC include its Terms of Reference and the organisation's policies. FARSC asked to see all of the organisation's policies which generated a good discussion resulting in a decision to embed all agreed policies into the Strategic Risk Register – this would help identify any missing/incomplete policies and bring up policies that require review/revision.

The Board thanked Meredith Coombs FARSC Chair.

### **6. QUARTER 2 PERFORMANCE PACK**

#### **6.1 Performance Against Strategic Plan**

The Board noted the KPI report and questioned the 0% entry against 'International Movement' for September 2018 and requested that future reports reflect actual numbers (not percentages) of employees' disciplinarys over each quarter – under 'CB.9 People & Culture'.

**ACTION:** SMT to reflect the changes in the Q3 report.

The Board thanked the Senior Management Team for the KPI report.

#### **6.2 Financial Report and Re-Forecast**

The Board noted the 2018 financial performance to date and forecast performance to December 2018, summarised as follows;

- Legacies have performed well and increase of £1.7m to date, the legacy income has been increased to £5.6m for the year.
- Full year income from regular gifts from existing supporters is forecast to be £249k below budget due to fewer recruits in Q4 of 2017.
- The two cash appeals in 2018 (to date) have performed better than budget the full year forecast is an £85k increase in income.
- For Major Gifts fundraising, a forecast shortfall of income from individuals, corporates and foundations and Trusts of £291k – due to a reduction of new business targets, the reduction is offset by the £206k better than budget income from the People's Postcode Lottery.
- Section free reserves are £3.4m (at 31 March 2018) and are forecast to reduce to £2.7m at year end.
- At 30 June 2018; Section cash stands at £3.9m.

The Board thanked the Finance Team for the report.

### 6.3 Q2 2018 Members' Report

The Board noted and APPROVED the report which will be made available to members via the website after the Board meeting.

## 7. BUDGET 2019

### 7.1 2019 Budget Parameters & Update on Long-Term Financial Plan

The Board noted the current long term financial and fundraising plan, the 2019 draft budget and longer-term projections which included a forecast deficit for 2018 of £246k growing to a planned deficit of £838K in 2019, down to £506k in 2020 and then £518k in 2021. Fundraising income (net) in 2018 is forecast to be £21.3m growing to £24m in 2020. The Board noted various risks around income.

The Board APPROVED the budget parameters for 2019.

### 7.2 Reserves Policy

The Board reviewed the reserves policy, discussed the risks (medium and long term) and AGREED the target reserves at £6.5m to £8.5m split as £3.7m to £4.7m in Trust and £2.8m to £3.8m in Section.

The Board thanked the Finance Team for the Budget papers.

## 8. MEMBERSHIP FEE REVIEW

The 2013 AGM agreed that the membership fee would be reviewed every two years, with the Board's agreement this was not actioned in 2015 nor in 2017. Rosie Chinchon, Director of Fundraising presented a paper including recommended rate rises for the Board's discussion. The Fundraising department has benchmarked and reviewed similar/competitor organisations offering a membership product, plus other Amnesty International Sections – and concluded that the scope for increasing the individual membership fee is slight (to either £3.50 or £4.00 per month).

The Board discussed the options for different types of membership (student, youth, individual and family), ROI rates especially when paying once per year or once per month and related bank charges. The Board also discussed concessionary rates and likely attrition after any raise in membership fee and AGREED the following;

- To increase the individual membership rate to £4.00 per month
- Make family membership available as an option when joining (at £4.00 per month).

**ACTION:** The Fundraising Department to look at ways of improving Family Membership, make it a better package, a more prominent avenue of bringing in members and getting better revenue. Timing for this to be determined by the Fundraising Director.

- One individual membership concessionary rate of £12.00 per year (£1 per month) to be applied to two eligibility descriptions: Reduced (low/un-waged; retired; students) and Youth (14-18). Low-waged to be self-determined (not pre-defined).
- To enforce the new fees – new communications to include both standard and concessionary rates allowing members to pick the rate that applies to their current circumstances.
- The Senior Management Team to implement the membership rate review at the best operational time.

The Board thanked the Fundraising Director for the paper.

## **9. POLITICAL STRATEGY**

Tim Hancock, Director of the Chief Executive's Office presented AI UK's Political Strategy for the Board's discussion and approval. The strategy has been developed in partnership with Eden Stanley, it has been informed by consultation with both internal and external stakeholders. It is more of an 'ethos', a fundamental belief grounded in evidence about how the organisation should communicate with politicians and political audiences.

The paper highlights the perception of AI UK's as both left wing and partisan, this perception will continue to erode influence amongst some political audiences and will do little to reverse a trend by which human rights advocacy is perceived as a left-wing cause. To mitigate against this and other unhelpful perceptions, the strategy calls on AI UK to;

- Understand and treat politicians as people
- Frame human rights in a way that aligns with issues that politicians care about
- Broaden our appeal by being politically neutral, and showing it
- Position support for human rights as a political norm, not a marginal or outdated interest

The Board discussed the strategy and wanted to understand why the strategy is not also targeted at activists when working with local councillors. Tim Hancock, Director of the Chief Executive's Office explained that this strategy is not the right vehicle for local activism, the main audience and target for the strategy is Westminster but agreed that local groups do need some guidance when working with local councils on grassroots level.

The Board agreed that the political strategy was an excellent addition to the Communications and the Impact of the Movement Strategy. The Board APPROVED the Political Strategy and thanked Tim Hancock, Director of the Chief Executive's Office for presenting it.

## **10. EQUALITY, DIVERSITY & INCLUSION**

The Staff Representative gave some feedback from staff on E, D & I – one member of staff was pleased to see a shift to a much more consultative approach on E D&I and a recognition of the value of staff networks in informing the various processes. Another remains sceptical overall about AIUK Board and leadership commitment to improving racial equity, one staff member felt that there have been some great improvements with the E D&I work since the last board meeting. One staff member would like to say that the SMT member responsible for the E D&I work has shown a lot of effort and energy to change their approach and educate themselves, which is appreciated.

The Board thanked the Staff Representative for the feedback.

E D & I work continues and the Board will be kept updated at every meeting.

## **11. PAY & GRADING UPDATE**

The Pay and Grading project is now at implementing stage, there are appeals underway – some team leaders/managers have granted extensions to the appeal deadlines depending on personal circumstances. The Staff Representative's feedback came from staff members who complained that no scores were provided from the grading process (making it difficult to appeal), another felt that the problem of having managers managing other managers was not solved by pay and grading project.

The Director responded by saying that the pay and grading project was meant to stop staff members managing other staff members on the same grade, which now no longer exists. On

grading scores – the Shop is aware of the scores, knows how the jobs are graded and Union Representatives were present at each job evaluation. It was never the intention to make scores and grading for job evaluations available to all staff.

The Board thanked the Human Resources Team and Ros Parker, Director of Corporate Services and the Union Representatives for all their hard work on the Pay and Grading Project.

## 12. SAFEGUARDING ADULTS AT RISK POLICY

Sharon Lovell, Board member and Chair of the Safeguarding Team presented the Safeguarding Adults at Risk policy for the Board's approval. The policy defines adults at risk as 'a person who has care and support needs and is, or is at risk of, being abused, exploited or neglected and unable to protect themselves against the abuse, exploitation or neglect or risk of it because of those needs'. The policy lays out legal framework, categories of abuse, policy statement and procedures/processes for implementing it.

The Board discussed the policy. The Staff Representative feedback included comments on need to check training needs for staff who come into contact with adults at risk, need to incorporate the policy into staff inductions (so there is awareness from the start) and that the policy needs some more on how AIUK engages with adults at risk – the policy is all about the inverse.

The Board thanked the Staff Representative for her input. The Safeguarding Team are looking at training needs and plans to conduct the necessary checks, which teams/individual staff members need training and at what level.

The Board APPROVED the Safeguarding Adults at Risk Policy.

## 13. IMPACT OF THE MOVEMENT STRATEGY

The Board was presented with the Impact of the Movement Strategy – a foundation strategy of the current AIUK strategic plan, it was developed by information from learning workshops, staff and lead activists. Both the ASC and the CISC have been involved and have reviewed a draft of this strategy at previous meetings. The strategy is key to the effective delivery of the theory of change, grounded in the foundational story of Amnesty and required now to challenge the threat to human rights.

The strategy links to Amnesty global goals and plans, the international youth and human rights education strategies and the communications and political strategies. It requires changes to culture and moves to empower huge change by;

1. Move from a mobilising model to a combined organising and mobilising mode.
2. Move Amnesty closer to the ground in the UK.
3. Build a larger, more visible diverse and inclusive Amnesty movement in the UK.

The strategy is ambitious and includes a request for additional financial and staff resources which will be brought the Board in detail at its December meeting.

The Board discussed the strategy and **[ACTION]** asked the following issues be considered;

- How will the impact of the proposed changes be measured?
- The risks listed are not addressed in the strategy, it does not say how they will be mitigated.

- As a public facing document, the strategy should include an initial roadmap and a list of priorities. It should also detail the initial months of the project, what is expected to happen.
- Diversity and governance should feature more prominently in the strategy.
- the local group model needs improvement, the strategy should focus on the activist journey.

The Board APPROVED the strategy and thanked Kerry Mosconi, Director of Supporter Campaigns and Communications and her team for the paper.

#### **14. GIRLING HUGHES REPORT AND MANAGEMENT RESPONSE**

The Board spent time discussing this item at its Closed Session. The Board noted that the report brought to the fore short comings in the organisation's procedures. The organisation is in a better place now, but the Board acknowledges that more must be done. The Board has complete confidence in the Director and the Senior Management Team to help the organisation achieve the necessary progress going forward.

The Board has received some communication from the Union on this report and the management response.

**ACTION** the Board will liaise with the Trust to send a reply to the Union in due course.

The Staff Representative's feedback came from one member of staff who wanted to emphasise the objective and intention of the report which was for AI UK to learn and make changes to current practice, they also wanted to remind everyone that safeguarding means considering everyone within this including the Leadership Team, the Director and Senior Management Team and the Union Reps. Two members of staff wanted to reiterate their agreement with the formal responses from the Union and from the Amnesty Women and Non-Binary Group.

The Board thanked the Staff Representative for her feedback.

#### **15. BELFAST LEASE RENEWAL**

Michelle O'Keeffe, Company Secretary and General Counsel asked the Board to agree to renew the lease of the Belfast Office. The current lease expired in 2017, the landlord is willing to renew the lease and extend it for another 15 years, on conditions including an increase in rent and a review at year 5 and 10 of the lease.

The Board APPROVED the lease renewal.

#### **16. 2018 ANNUAL GENERAL MEETING**

##### **16.1 AGM Implementation Update**

The Board noted the implementation update. The Chair requested all Board members (as allocated) to email/get in touch with the resolution proposer and send them a link to the implementation update on the website. Board members to encourage proposers to follow up on any questions about their resolution's implementation.

The Board APPROVED the implementation report.

**ACTION:** Tim Hancock, Director of the Chief Executive's Office to circulate the link and implementation report to Board members.



## **17. UPDATE ON KEY DEVELOPMENTS IN THE INTERNATIONAL MOVEMENT**

The Board noted the 2018 Global Assembly decisions and Salil Shetty's presentation to the Global Assembly highlighting Amnesty's key achievements between 2010 and 2018.

Tom Sparks informed the Board that the IS continues to send out policy papers for consideration, he was pleased by the transparency and consultative approach adopted for reviewing and revising the policies. The policy group are currently looking at the draft Children's Action Plan and will bring anything of note back to the Board for discussion.

The Board had asked the Global Assembly delegation to achieve certain changes to the drugs policy – this was not possible; however, the delegation did manage to get a statement added to the policy:

“National and international drug policies should take into consideration the rights of individuals and communities in other countries, including producer countries. The lack of international consensus should not stop individual countries from reforming their drug policies to protect human rights.”. This policy is still being drafted and the Law & Policy group are contributing to it and will bring back any points of contention and/or the agreed finalised policy to the Board.

The Board heard from Tom Sparks and the Director how colleagues/delegations from other parts of the world shared how difficult and challenging it is to work for Amnesty in their native countries, the movement as a whole need to look at wellbeing urgently and put measures into place to highlight the challenges involved and enable/help colleagues tackle these difficulties.

The Board thanked the GA delegation for the report.

## **18. ITEMS FROM THE COMPANY SECRETARY**

### **18.1 Data Breach**

The Board were notified that a personal data breach report has been filed with the Information Commission's Office and Serious Incident Report made to the Charity Commission following a data breach made in early August on the website. A completed application form - with personal details - had mistakenly been placed on the website (instead of a blank form). The form was on the website for approximately three hours before the teams were alerted. The data subject was contacted the following day, they expressed disappointment that such a breach had taken place but was content with how the matter was being dealt with and did not want to raise a formal complaint.

The Board noted that an investigation has taken place within the Human Resources Team to understand how this error occurred, and new processes introduced to ensure that mistakes of this nature cannot happen in future. In addition, there is a longer-term plan to introduce an online/e-recruitment system which would further minimise the risk of any such (similar) errors.

**ACTION:** Michelle O'Keeffe, Company Secretary and General Counsel to consult with Ben Smith, Head of Data and Insight and respond to Daren Nair regarding the questions raised on the data processes and procedures.

**ACTION:** Ros Parker, Director of Corporate Services to add this item to the HRSC agenda for their collective consideration, there might be a programme/training the HR team could undertake to mitigate against such a risk.

**ACTION:** Ros Parker, Director of Corporate Services to ensure that 'Information Security' has a target date for completion – in the Strategic Risk Management document.

**18.2 Revised Board Dates and Paper Deadline for 2019 and Agenda Plan**

The Board noted the timetable and deadlines for 2019 Board meetings.

**18.3 IS Core Standards**

The Board was informed that the core standards (a self-assessment toolkit) is being completed ready for submission to the IS in January. The documents will be brought to the December Board meeting for approval.

**18.4 Appointment of Sub-Committee Members**

The Board was asked to agree the re-appointment of 2 non-Board members of the Nominations Sub-Committee for a further 2-year term. The Board APPROVED the appointment of Kari Walker and Damaris Villanueva.

**18.5 Register of Conflict of Interests**

Board members were reminded to let the Company Secretary know of anything that might be a conflict of interest, the Section is required to keep a register of any disclosures.

**ACTION:** Re-circulate the blank register of interest for Board members to fill in.

**18.6 Attendance at Sub-committee Meetings**

Board members were encouraged to attend sub-committee meetings, local group meetings, regional conferences, student/youth conferences and any other activist meetings - and to let the Company Secretary know when planning to attend so that it can go on record. Some of the meetings can be attended can be via phone or video.

**18.7 Confirmation of date of 2020 AGM**

Board members noted that the 2020 AGM has been confirmed for 20<sup>th</sup> and 21<sup>st</sup> June 2020.

**18.8 Amendment of Terms of Reference of LGBTI Network**

The LGBTI Network would like to amend their terms of reference to enable them to increase their number of members from 8 to 10. Having 10 members would enable them to reduce the workload of the current members and help the network cover more areas, take on more events – and maintain their momentum and achieve more as a network.

The Board APPROVED the increase and **[ACTION]** asked to refer back to this discussion and look at the bigger picture – costs of networks and how they are organised (some cover more work than others).

**18.9 Reminder of importance of using Amnesty Email Addresses**

Board members were reminded that AIUK needs to be able to manage the various risks associated with email usage and were asked to ensure that for all Amnesty related business, they should use their amnesty.org.uk addresses – this will help mitigate against IT security breaches, data breaches and also ease the Board's journey to paperless meetings.

**18.10 Trust Membership**

The Chair reported that the Trust Board were considering increasing the maximum term of office of a Trustee to 7 years to deal with the current problem that a number of Board members will be retiring at the same time. Other solutions to this issue are being considered by the Trust. As the Section appoints the Trust's Board Members, they will need to apply to the Section Board to extend the term of appointment. This was noted by the Board

**19. Closing Remarks**

The Chair thanked Board members, Senior Management Team and other staff members for attending the meeting and wished everyone a safe journey home.

DRAFT