

**AMNESTY INTERNATIONAL UNITED KINGDOM SECTION**  
**Board Meeting held on 23 March 2019**  
**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	
Daren Nair	
Sen Raj	
Hugh Sandeman	
Tom Sparks (via Lifesize)	
Rebecca Warren (from item 1 to 8)	

**In Attendance:**

Kate Allen	Director
Tim Hancock	Director of the Chief Executive's Office
Rosie Chinchin	Director of Fundraising
Kerry Moscogiuri	Director of Supporter Campaigns and Communications
Michelle O'Keeffe	Company Secretary and General Counsel

**Minutes:**

Selma Shirazi	PA to the Director
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**Apologies:**

Sharon Lovell	
Abigail Cooper	Staff Representative to the Board

**1. HOUSEKEEPING**

**1.1 Apologies**

Apologies were received from Sharon Lovell, Board member and Abigail Cooper, Staff Representative to the Board.

**1.3 Announcements**

There were no announcements.

**1.4 Declarations of Interest**

There were no declarations of interests.

## **2. MINUTES OF PREVIOUS MEETINGS**

### **2.1 Minutes of 15 December 2018.**

The following amendment was made to the minutes;

- Item 10; Include the Board's thanks to the Director for her involvement in the Oversight Group and for keeping the Board informed and updated throughout the process.
- Item 11.1; Correct the misspelling of Daren Nair's name.
- Item 16.1; Core standards to be included on SharePoint for information – and reviewed once a year.

The Board APPROVED the draft minutes of 15<sup>th</sup> December pending the above amendments.

### **2.2 Matters Arising**

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

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

The Chair noted the amazing contribution made by the smaller sections of Amnesty, AI Peru for instance has increased its supporter base from 10,000 to 120,000 in two years. AI Taiwan with their 10 staff members have managed to reach 50% of their schools with resources for Human Rights Education and Write for Rights. The smaller sections are doing phenomenal work and the whole movement is appreciating, learning and growing as a result.

The Board thanked the Chair for her report.

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

The Director presented her report detailing her activities since the December Board meeting. The Board heard from the Director on her recent visit to Turkey to attend the trial of the Istanbul 10, joining delegations from AI Germany, AI Norway, AI Switzerland and AI Turkey colleagues. There will be another hearing in July when the prosecution will sum up their evidence. The Board will be kept updated.

The Director and Chair noted and thanked the UK Government for their support of Amnesty at the hearings and the Advocacy Team for their hard work maintaining this relationship.

A question was asked about the Technology Strategy and its progress. The Board was informed that a consultant has been brought in to review our servers and data base, they will report to the Senior Management Team and the Board will be informed on progress. In terms of the general progress relating to the Technology Strategy brought to the Board in December – the IT Team will feedback via the quarterly/KPI report (from June 2019 onwards) and bring a further paper to the Board costing the work suggested in the strategy.

The Director updated the Board on the recruitment for a Director of Corporate Services, there will be a shortlisting meeting on the 27 March with interviews to take place in April.

The Board thanked the Director for her report.

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

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

Tom Chigbo, Board member and Chair of ASC updated the Board on the ASC's recent meeting at which they discussed;

- Implementation of Impact of the Movement
- Reviewing lead activist roles
- Preparation for the AGM
- Community Organising Roles
- Secret Policemen's Ball (in partnership with The Feminist Podcast)
- Secretary General's recent speech on "Rising Up Together".

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

James Lovatt, Board member and Chair of the NSC updated the Board on the NSC's recent discussions;

- Board Ballot (8 candidates)
- Advertising for AGM Roles
- Plan for recruiting members for the Trust Board and Sub-Committees
- NSC presence at Regional Conferences
- International Roles for the movement

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

Daren Nair, Board and CISC member reported that at their 25<sup>th</sup> February 2019 meeting the CISC discussed;

- Q4 Campaigning
- Human Rights in the UK Strategy
- Feedback from UNICEF Training
- Recruiting new members for Task & Finish Groups

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

Sue Jex, Board member and Chair of the HRSC reported that the sub-committee discussed;

- Embedding commitments in the organisation (HRSC members have very good experience doing this).
- Culture
- Suzie Lamplugh Trust's work with AIUK on Safeguarding/Wellbeing policies
- Recruitment
- Safeguarding and Wellbeing

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

The Treasurer informed the Board that the 11<sup>th</sup> December FARSC discussed;

- Strategic Risk, Assurance and Internal Audit
- Quarter 3 Financial Report
- Reserves Policy
- Section/Trust Project
- Grants for Human rights work (MOU)

**ACTION:** The Board asked to have access to FARSC papers via SharePoint – for their information.

The Board thanked all the Chairs for the reports on their sub-committees work.

## **6. QUARTER 4 PERFORMANCE PACK**

### **6.1 The Q4 2018 Quarterly Performance Report – Performance Against Strategic Plan**

The Board noted the Quarterly Performance Pack against the Strategic Plan and asked about the following;

- Point 16.1 'UK Population engaged with AIUK', it was noted that all the indicators are red and KPIs have not been met the reasons for this to be looked into.
- Point 12 – Brexit. Board members noted that the Section does not have a strategy on Brexit and asked whether it might be advisable to start work to deal with the legislation (pertaining to human rights) post Brexit.

Tim Hancock, Director of the Chief Executive's Office explained that the level of uncertainty surrounding Brexit and the legislation post Brexit means that it would be better to wait until the issues are better known.

- Pg. 33; targets for grievances need clarity on whether they are for the whole year or for the quarter.
- Pg. 31; different channels for fundraising need more background information for the sizes of each channel.
- Pg. 33; targets for grievances – should the Section aim to be above or below the benchmark.

**ACTION:** The next quarterly report to take into account the Board's feedback as detailed above.

The Board thanked the Senior Management Team for the Quarter 4 Performance Pack.

### **6.2 Governance KPIs**

Tim Hancock, Director of the Chief Executive's Office presented a paper setting out the primary key performance indicators for the strategic governance objectives which are;

- For Section only – Participation in decisions; a measure of the combined number of votes cast in the Board elections and at the AGM. The target number for the KPI is 8,590 (based on the number of votes received in 2018). This KPI will be measured once a year, in Q2.
- Relationship between Section and Trust – a milestone based KPI which will record progress against the project plan to be developed for the Section -Trust project. A milestone will be green if it has been delivered to schedule, amber if it was delayed by no more than 6 weeks.
- For Trust only - Grant-making; this KPI will assess the extent to which the Trust has received information of the work undertaken by projects that the Trust is funding through its grants. The KPI will be fully met if 100% of projects have this information by end of Q1.

The Board approved the paper and AGREED the recommended KPIs.

## **7. GDPR**

The Board were presented with an evaluation of the AIUK GDPR Project, the paper reviewed the impact and outcomes of the preparatory work undertaken by AIUK ahead of GDPR legislation which came into force in May 2018. The evaluation found;

- The project achieved its objectives and was delivered on schedule and within the allocated budget.

- The project enabled AIUK to understand the potential impact of GDPR on its financial targets and to mitigate against any feasible negative impact.
- The project allowed the organisation to factor the likely effects GDPR into its forward planning 2019 and beyond.
- There is some work that remains to be done to maintain ongoing compliance with GDPR.

The Board discussed the evaluation and asked about the definition of ‘engaged’ supporters vs ‘non-engaged’ and about GDPR compliance by local groups, how the Section monitors how local groups.

The Senior Management Team were asked about GDPR compliance with MASCOT (the organisation’s main database – which holds details of our members, supporters and activists), what steps have been taken to minimise the risks and to ensure MASCOT stays GDPR compliant. Another question was about the different categories of supporters, and the overlap between action takers (but non-financial) and financial supporters (who are not ‘action takers’).

**ACTION:** The Board will receive detailed answers to both the above questions via email.

## 8. BRAND REFRESH

The Board welcomed Sam Strudwick, Head of Digital, Communications Planning and Design and Helen Lindley, Communications Planner to present the Brand Refresh – an ongoing project looking at the journey to the new brand strategy, the new communications platform and communications principles going forward, all aimed at strengthening the movement and engaging new audiences. The new brand strategy, internal language/phrase that acts as a guiding principle for all communications “Every single act of humanity counts”, is designed to empower people to turn individual acts of humanity into collective power. The communications platform ‘Humanity Wins’ will help launch a new way of behaving and speaking to our supporters, a braver and bolder more optimistic, inclusive and celebratory way of highlighting what the movement acts on and achieves.

The Board discussed the presentation, they asked questions on accessibility (colours and font), monitoring progress and impact of the new strategy.

**ACTION:** A concern that it comes across as ‘humanitarian’, Kerry Moscogiuri, Director of Supporter Campaigning and Communications to discuss this further with Sue Jex, Board member.

Rosie Chinchin, Director of Fundraising assured the Board that fundraising communications will test use of brand refresh elements for impact on performance and will monitor outcomes/responses, the Fundraising Department had been consulted and welcome the brand refresh.

The Board thanked the Digital Communications, Planning and Design team for their work on the new Brand Strategy.

## 9. 2018 ANNUAL GENERAL MEETING

### 9.1 AGM Preparation

Board members were reminded of their allocated resolutions as follows;

Resolutions F1 & F2 [Financial Statements]

Meredith Coombs

Resolution A1 [Voting Rights]	Tom Harrison
Resolution A2 [Remote Participation]	Ruth Breddal
Resolution A3 [Promoting AI Research]	Daren Nair
Resolution A4 [Groups & F2F Fundraising]	Tom Chigbo
Resolution B1 [PoCs and HRDs]	Eilidh Douglas
Resolution B2 [AI Policy on Self Determination]	Tom Sparks
Resolution B3 [Disabled Peoples Activist Structure]	Abby Grant
Resolution B4 [Abuse of Immigration Powers]	Sen Raj

The Board will support all resolutions except for B1 and B2.

The Chair informed the Board that there might be some emergency resolutions on KonTerra, none of which have been formally accepted by the Standing Orders Committee, but the Board will be kept updated.

The Board noted the strength of feeling among members on broadening Amnesty's agenda – in relation to resolution B2 and will handle its opposition to this resolution with care.

#### Board Question & Answer Session

Board members listed all the possible issues that might come up in the Q&A session and asked for input from staff members on the following;

- Membership Fee
- Pay & Grading
- Sackler Donations
- Essex University/Jewish Society
- Country Coordinators and other activists liaising with the IS
- Homelessness
- Safeguarding/Wellbeing and KonTerra
- Disability/Accessibility of AI Events
- IS Finances
- Challenges to the Implementation Report

**ACTION:** Circulate a briefing for Board members ahead of the AGM.

The Chair will ask the AGM Chair to explain to the conference why the Board prefers to get questions in advance but that should not stop any delegate from asking during the Q&A session.

The Board will answer all questions - especially any relating to the organisation's governance and finances but can defer any detailed operational questions to members of staff.

## **9.2 2019 AGM/National Conference Programme**

The Board went through the AGM programme and allocated their presence at workshops and pre-AGM meetings.

#### Workshops

**ACTION:** Kerry Mosconiuri, Director of Supporter Campaigning and Communication to check with the Events Team whether it is possible to fit in a workshop on the 'International Movement', which could cover the movement's strategic goals, Global Assembly motions and the emergency Global Assembly meeting in May.

**ACTION:** Link Law and Policy group with the ASC via regular updates, scheduled briefings so that ASC can feedback and involve the membership on issues to do with the international movement.

The Board AGREED the following allocation to workshops;

- |                              |                |
|------------------------------|----------------|
| ▪ Anti-Death Penalty Project | James Lovatt   |
| ▪ Transforming our Activism  | Tom Chigbo     |
| ▪ Engaging Young People      | Abigail Grant  |
| ▪ Brave Campaign             | Daren Nair     |
| ▪ I Welcome Refugees         | Lucy Blake     |
| ▪ Human Rights in the UK     | Eilidh Douglas |
| ▪ Activism and Self-Care     | Sen Raj        |
| ▪ Austerity and Human Rights | Ruth Breddal   |

The other workshops unfortunately clash with a Board meeting scheduled for Saturday evening.

Saturday morning meetings were allocated as follows;

- |                             |               |
|-----------------------------|---------------|
| ▪ New to the AGM            | Tom Chigbo    |
| ▪ Student Delegates Meeting | Abigail Grant |
| ▪ Trade Union Activists     | Tom Harrison  |
| ▪ Regional Reps             | Ruth Breddal  |

The Board was informed that there will be a brunch for Board members, International Guests and their allocated 'buddies' on Saturday at 11.45 to 12.25 in the Hotel Mezzanine.

The Board thanked the Events Team on all their work developing the programme and helping to deliver the AGM/National Conference.

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

### **10.1 KonTerra (Wellbeing) Review**

The Board discussed the findings of the KonTerra Wellbeing Review and its impact on the movement. The review looked at wider questions of wellbeing specifically at the International Secretariat. The review has been covered in the national press and the Section has had to reach out to the membership, answer their queries and reassure them of steps taken to identify lessons and recommendations that can support the Section's work. The Director informed the Board that to date there have been 33 member cancellations, the Team will continue to monitor this number.

The Board asked questions around measuring the impact the review has had on activism and fed back that members were keen to know whether there was an attempt to communicate to them before the review was covered in the media. The Board also requested a Q&A for lead activists leading up to the AGM to cover the main queries likely to come from members.

**ACTION:** Circulate the reply to the Blackheath and Greenwich Group and any other information the groups have had on the review to the Board for information - ahead of the AGM.

### **10.2 KonTerra (Wellbeing) Review – Response from Kumi Naidoo**

The Board noted the Secretary General's initial response to the review, the full management response is not yet ready – however in his letter, the Secretary General outlines the following actions he has committed to in order to address the challenges raised in the review;

- An undertaking that where individuals have been found wanting – in SLT or elsewhere – this will be addressed and may include disciplinary action if necessary.
- Moving the organisational culture towards more compassion and respect, Deloitte have been commissioned to conduct a review into the structure and ways of working of the SLT.
- A commitment to listening to the feedback of the People and Organisational Development Team at the IS whose role has been spotlighted in the review – they have been supportive of managers, balancing staff needs and working practices.
- Address the need for more guidance and support for managers across all levels, so that a comprehensive and systematic approach to staff wellbeing will bear fruit.

The Secretary General invited Section leaders to engage with the findings and assess how they can build on the recommendations to improve their own approach to wellbeing. In the initial response, the Secretary General pays tribute to the Oversight Group which includes the AIUK Director, Kate Allen.

### **10.3 Kumi Naidoo; Speech to International Secretariat Staff**

The Board noted the Secretary General's speech to IS Staff - 'Rising Together' which discusses the road ahead, the internal and external challenges, the rallying call and direction towards a clear and compelling vision, culture change – making it real and the staff's role in affecting the change required.

### **10.4 Global Assembly: PrepCom Assessment of proposals for motion**

The Board noted the PrepCom's assessment of the motions submitted for decision at the Global Assembly in August 2019.

Motions submitted by AI Puerto Rico, Luxembourg, Netherlands, USA, Finland, France, Italy, Canada (Francophone), Ireland and Poland have been rejected by the PrepCom – some of the Sections (France, Italy, Puerto Rico, Luxembourg, Netherlands, USA, Finland and Poland) are appealing – requiring a vote by the Global Assembly. The Board instructed AIUK's delegation (Eilidh Douglas, Tom Sparks and the Director, Kate Allen) to monitor the situation and keep an open mind – and vote as appropriate.

Tom Chigbo, Chair of the ASC informed the Board that from the ASC's discussion of the resolutions it was felt that the AI Finland and AI Poland's resolution on climate change/global warming should have been accepted by PrepCom.

**ACTION:** Tom Sparks Chair of Law & Policy group to send a summary of pertinent points on the resolutions ahead of the Regional Forum (29 to 31 March).

### **10.5 Global Assembly: Internationally Elected Positions; Call for People**

A full list of candidates will be made available before the Global Assembly starts – votes will take place in August. AIUK already have one UK National on the International Board, so are therefore unable to nominate another.

### **10.6 European Regional Forum Agenda and Supporting Papers**

The ECA Regional Forum takes place in Paris from 29 to 31 March 2019, it will be attended by the Section's Chair and Vice Chair. The Board noted the updated agenda and papers for the forum. Discussions at the forum will inform the Section's preparations for the Global Assembly in August 2019.

### **10.7 Emergency Global Assembly Meeting; Divestment from Fossil Fuels**



The emergency meeting has been scheduled for 11<sup>th</sup> May 2019 – it will be a virtual meeting to approve a motion from the International Board on divestment from fossil fuels. The Board authorised the Standing Representative (Eilidh Douglas) to attend and listen to the debate, the Director advised that in order for AIUK to support it, the motion's text will require an amendment – the wording and context of which can be provided by the Section's Pensions Forum (the current scheme has options for investing in ethical non-attributable fossil fuel).

**ACTION:** Ensure the Pensions Forum discuss the motion and send their advice to the Standing Representative.

The Board thanked the Law and Policy Group, the Standing Rep and delegations to both the Regional Forum and the Global Assembly and the teams and staff who have/are contributing to briefings, policy documents and AIUK Section's responses to proposed motions.

#### **11. SAFEGUARDING CRIMINAL RECORDS CHECK POLICY**

The Board noted and APPROVED the Safeguarding Criminal Records Checks Policy which provides the guiding framework for how AIUK will seek and manage criminal records checks for roles which pose a potential safeguarding risk.

#### **12. FEEDBACK POLICY**

The Board discussed and APPROVED the updated Feedback policy and procedure, the main changes to the current policy/procedure are;

- Separation of the policy into two documents: policy and procedure
- Adding 'complaints' to the title
- Including the role of the Trust in the oversight of the feedback by including the fact that a quarterly review of feedback will be provided to the Trust and adding a member of the Trust Board to the Feedback Oversight Panel.
- Adding in the fact that where complaints relate to the conduct of specific individuals, we will follow the relevant policies (Activist code of conduct, board disciplinary code, and internal staff disciplinary procedures) where appropriate.
- Adding in Safecall as a route to provide confidential feedback.

The Board asked about the route to ensure it is kept informed of any serious complaints – the Director and Chair confirmed that their regular meetings/catch ups do and will continue to monitor serious complaints and if required the Board will be informed by the Chair.

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

##### **13.1 Board Election Update**

Board members were asked to report any issues regarding the Board Ballot/Elections to Michelle O'Keeffe, Company Secretary and General Counsel who is liaising with the Returning Officer and LUMI (the company conducting the elections). The Board was informed that the voter turnout is lower than expected. Reminders will be sent out to eligible voters to boost the response rate.

##### **13.2 Edinburgh Lease Renewal**

The status of the Edinburgh Office lease, forthcoming break and rent review were brought to the attention of the Board. The Board authorised the Director to undertake negotiations and

make a decision whether to retain the lease or agree to an uplift in rent if the rent review is triggered within the parameters set out in the paper.

**13.3 Re-appointment of Lucy Blake as Co-opted Board Member from 1 June 2019**

The Board APPROVED Lucy Blake's co-option from 1 June 2019 for one year.

**13.4 Trust Succession Plan**

The Company Secretary presented a succession plan for the Trustees which balances the needs of continuity and renewal on the Board. Trustees are appointed by the Section Board for a 3-year term and can be reappointed for a further 3-year term. Currently, half the Trustees are due to step down in 2020 – the Section Board approved the recruitment of a new Trustee in 2019 and each year after that through to 2025 – ensuring a good balance of new Trustees.

**13.5 Role Descriptions: Returning Officer and Deputy Returning Officer**

The Board discussed and APPROVED the role descriptions for the Returning Officer and Deputy Returning Officer. The Board sought clarity on whether the Returning Officer conducts or oversees the election processes for the Board and at the AGM – it was agreed to use the current wording to recruit this year but check with the Articles for future recruitments.

The Board recorded their thanks to Iman Kouchouk, Returning Officer for all her work leading up to the Board Ballot and the AGM and noted the impeccable manner in which the elections are being conducted.

**14. CLOSING REMARKS & DATE OF NEXT MEETING**

The Chair thanked everyone for attending the Board meeting.

The Board will next meet via tele-conference on the 28<sup>th</sup> March to approve the accounts.

The Board will meet on Friday 12<sup>th</sup> April at 7pm at the AGM. The next full Board meeting will take place on Saturday 29<sup>th</sup> June at the HRAC.