

AMNESTY INTERNATIONAL UNITED KINGDOM SECTION
Board Meeting held on 29 June 2019
Minutes
OPEN SESSION

Board Members

Present:

Eilidh Douglas	Chair
Sharon Lovell	Vice Chair
Meredith Coombs	Treasurer
Lucy Blake	
Tom Chigbo	
Abigail Grant	
Tom Harrison	
Susan Jex	
Sen Raj	
Hugh Sandeman	
Tom Sparks (via Lifesize)	
Rebecca Warren	
Helen Horton	
Basia Giezek	

In Attendance:

Kate Allen	Director
Tim Hancock	Director of the Chief Executive's Office
Rosie Chinchon	Director of Fundraising
Kerry Moscogiuri	Director of Supporter Campaigns and Communications
Michelle O'Keeffe	Company Secretary and General Counsel
Rachel Logan	Staff Representative to the Board
Iman Kouchouk	Returning Officer (for item 4)

Minutes:

Selma Shirazi	PA to the Director
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Apologies:

Daren Nair

1. HOUSEKEEPING

1.1 Apologies

Apologies were received from Daren Nair. The Board thanked Daren Nair for all his work supporting Nazanin and Richard Ratcliffe's hunger strike.

1.3 Announcements

The Board welcomed new Board members Basia Giezek and Helen Horton to their first AIUK Section Board meeting and thanked outgoing Board Chair Ruth Breddal, and Board member James Lovatt, for all their hard work while on the Board.

The Board welcomed Rachel Logan, one of two new Staff Representatives to the meeting. Rachel will be sharing the role with Liz Brewer. The Board thanked Abigail Cooper for representing staff at Section Board meetings for the last 2 years.

The Board welcomed Iman Kouchouk the Returning Officer to the meeting (for Item 4).

1.4 Declarations of Interest

There were no declarations of interests other than Trust Board Members' interest in matters relating to the Trust.

2. MINUTES OF PREVIOUS MEETINGS

2.1 Minutes of 23 March 2019

Item 2.1: Add an amendment to minutes of 15 December 2018; that the Board agreed to review the Core Standards more regularly. They will be reviewed by the Board once a year and added onto SharePoint for the Board to refer to throughout.

The Board APPROVED the minutes of 23 March 2019 subject to the above amendment.

2.2 Minutes of 28 March 2019

Amend attendee list to show both Rebecca Warren and Daren Nair attended in person.

The Board APPROVED the minutes of 28 March 2019 subject to the above amendment.

2.3 Matters Arising

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

3. DIRECTOR'S REPORT

The Director presented her report detailing her activities since the March Board meeting.

The Board heard from the Director on her recent visit to Raqqa and were updated on the major campaign activities undertaken by the Section. The Board were pleased to note the favourable result from the Court of Appeal on the case concerning the sale of arms to Saudi Arabia. The Board heard from Rachel Logan, Human Rights Advisor (also Staff Representative) about the judgment which found that the UK Government's decision to continue licensing exports of military equipment to Saudi Arabia was unlawful. The Board congratulated and thanked the staff members and teams responsible for this success.

The Board thanked the Director for her report.

4. RETURNING OFFICER'S REPORT

Iman Kouchouk, Returning Officer presented her report on the 2019 Board Ballot. She thanked and congratulated new and returning Board members on their successful election onto the Section Board. The Returning Officer highlighted the following from the report:

- The number of votes cast was lower than expected; this was disappointing, as there had been an increased effort to draw attention to the ballot through social media and activist channels.
- The feedback received indicated that the voting instructions could have been explained better and the nomination forms for candidates made easier to complete.
- The low number of votes cast was thought to be caused by several factors, including the high number of candidates (8) standing for election.

For the next board ballot, consideration will be given to revising the forms for nominations and instructions for voting, along with other ways to improve the voting process.

Deputy Returning Officer

The Nominations Committee is considering 2 candidates. The Board will be asked to approve the NC's recommendation and appoint them in due course.

The Returning Officer thanked the Board, Michelle O'Keeffe Company Secretary and General Counsel, Selma Shirazi PA to the Director, and the Nominations Committee for all their help with the Board Ballot.

The Board thanked the Returning Officer for her report.

5. UPDATE ON KEY DEVELOPMENTS IN THE INTERNATIONAL MOVEMENT

5.1 Outcome of Leadership Review Report produced by Deloitte

The Board noted Deloitte's IS Leadership Review paper, which was first circulated to Sections in May 2019 accompanied by the Secretary General's speech setting out a timetable for the exit of the outgoing members of the IS's Senior Leadership Team. The speech set out interim arrangements until a new Coalition Leadership Team is put in place.

The review gave a recommendation on the shape of the IS Senior Leadership Team and contains observations on culture and leadership at the IS. There are also recommendations on decentralisation and the establishment of a clearer purpose and direction for the movement.

5.2 'Rising Up Together' Speech by the Secretary General

The Board noted the speech given by the Secretary General at the end of February 2019, which contains a broad indication of the future direction of the movement.

The Staff Representative provided feedback on this item:

- Staff felt that the proposed cuts at the IS could impact the scope and quality of research and human rights education work undertaken by the IS.
- Related to this, staff were concerned that this may impact the work of AIUK. In particular, if assumptions are made that Sections could continue certain programmes of work. Staff have requested that the Section to undertake an impact assessment of the proposed changes at the IS on the work of AIUK.
- Staff also have concerns in relation to the scope of the leadership review, which appears to be wider than originally intended.

The Chair thanked the Staff Representative for the feedback.

Basia Giezek, Board member asked whether the documents from the IS could be shared with Country Co-ordinators – it was confirmed that the consultation documents will be made available to Country Co-ordinators so they can submit their feedback as well.

5.3 Slides shared with the international movement setting out the current financial situation

The Board noted the paper sent to Sections outlining the IS's call for financial support.

IS Finance Action Plan & Long-Term Financial Projections

The Director outlined the conclusions from Senior Management Team meetings and from meetings held with the International Treasurer and other senior colleagues at the IS. The

AIUK SMT have been closely monitoring the IS's financial situation and have worked with the Chairs of Trust and Section and the AIUK Treasurer in considering the projections provided by the IS, in order to assess how much (if any) financial assistance AIUK could potentially give to the IS.

The Board discussed the available options for the Section, should it wish to provide financial assistance:

- an Additional Voluntary Contribution (AVC);
- a medium-term loan from the Section to the IS (this would reduce the Section's reserves and cash position); and/or
- a short-term loan (this would affect the Section's cash but leave free reserves unchanged).

The Treasurer informed the Board that the latest information from the IS suggests that their cash position has improved – after receiving help from Sections, the IS now has £4.9m out of the requested £5.9m. In addition, the IS have secured an overdraft facility which they can draw upon if required. The Treasurer stated that whatever help the IS receives from this point onwards, will go towards strengthening its reserves position.

The recommendation from AIUK's SMT was for the Section Board to agree to offer the IS a loan of up to £0.5m repayable in 2020, which the Board could revisit at each of its meetings in order to consider, in light of AIUK's fundraising performance at that time, whether the Board wished to convert the loan into an AVC.

The Board discussed whether financial assistance should be provided and, if so, in what form and what amount. The Board considered all the above options in detail and sought clarification on several issues including:

- Which AIUK entity is best placed to provide the financial assistance?
- Whether in fact a loan or an AVC would be more helpful to the IS?
- What steps the IS are taking to mitigate against the underlying issues that led to this situation?
- The quality of the financial information from the IS and whether any further information can be provided?

The Director informed the Board that the IS would prefer an AVC so they can boost their reserves which the IS have suggested might lead to fewer redundancies; however, an AVC of £0.5m will adversely affect the Section's reserves.

The Board suggested giving the IS an AVC of £0.25m and a loan of £0.25m.

Rachel Logan, Staff Representative stated that staff feedback was focused on the impact of a functionally reduced IS on AIUK's plans and programme of work, rather than on any specific offer (if any) of financial assistance.

The Chair moved to a vote, and the Board overwhelmingly agreed on an AVC of £0.25m and a loan of £0.25m. The Board asked for the loan to be short term in order for it to have no impact on the Section's Reserves.

The Chair thanked the Board for their deliberations and care when considering this issue.

The Board thanked the Director, Senior Management Team and Toby Woffenden, Head of Finance for all their hard work on producing projections and weighing up the various options.

ACTION: The Director to draft a letter to the IS outlining the Section's decision.

5.4 GLOBAL ASSEMBLY MEETING

Global Assembly Agenda

The Board noted the Global Assembly (GA) agenda – it takes place in Johannesburg, South Africa from the 2nd to 4th August. The AIUK delegation will comprise of the Chair (and Standing Representative) Eilidh Douglas, the Director Kate Allen and Toby Woffenden, Head of Finance.

Global Assembly Resolutions

The Board discussed the motions due for decision at the GA in order to give the delegation a steer on how to vote and/or points to make on each motion at the GA.

- Resolution 1.1 (from the International Board); Process for agreeing non-substantive amendments to the Global Governance Regulations; and amendments to the internationally elected committees' terms of reference.

The Board instructed the delegation to seek to clarify the meaning of 'non-substantive' and if satisfied with that clarification, support resolution 1.1.

- Resolution 2.1 (from AI Belgium); Motion on strengthening Amnesty International's human rights research.

The Staff Representative's feedback highlighted that staff are already concerned about the quality of the research coming from the IS, and more so given the planned redundancies at the IS. The Board noted that Country co-ordinators are also concerned about the quality of research from the IS. The Board instructed the delegation to support the motion.

- Resolution 2.2 (from AI Finland and AI Poland); Internal measures to mitigate global warming.

The Board asked the delegation to seek to amend point 2 of the resolution, if possible, to delete 'human rights work' and replace with 'to further the work of our movement'. The Board otherwise instructed the delegation to support the motion.

- Resolution 2.3 (from the International Board); Motion on the Distribution Model.

The Board instructed the delegation to monitor the wording of this motion very carefully, especially as relates to a proposed fundraising 'peer review' mechanism and 'restricted contributions'. This motion is important and could potentially have a big financial impact on the Section. The Board deferred the decision on whether to support or oppose the motion to the delegation.

- Resolution 3.1 (from the International Board); Developing a policy on Military Occupation

ACTION: Tom Sparks, Board member to circulate suggested amendments to the delegation by 12th July. The Board were happy for the delegation to be guided by Tom Sparks' proposals for proposing amendments, and to otherwise support the motion.

- Resolution 3.2 (from AI Netherlands); Motion on vision on migration

The Board instructed the delegation to monitor this resolution in light of the developing discussions on AI's Strategy. The Board deferred the decision to support or oppose the motion to the delegation.

6. REPORTS FROM SUB-COMMITTEES WITH MINUTES

6.1 Activism Sub-Committee (ASC)

The Board noted the ASC minutes from their meeting on 11th May.

6.2 Nominations Sub-Committee (NSC)

The Board noted the NSC minutes from their meeting on 9th May.

6.3 Campaigns and Impact Sub-Committee (CISC)

The Board noted the CISC minutes from their meeting on 3rd June. The Staff Representative asked whether a staff member from the Advocacy and Programmes team could sit on the CISC given the remit of the team's work.

ACTION: Sharon Lovell, Chair of CISC and Kerry Mosconi, Director of Supporter Campaigns and Communications to discuss this further and report back to the Board and Staff Representative.

6.4 Human Resources Sub-committee (HRSC)

Sue Jex, Chair of the HRSC provided an update on the HRSC meeting on 4th June. The HRSC discussed the People Management Report, Equality Diversity and Inclusion, Wellbeing Group Update and People & Culture Strategy review.

6.5 Finance, Audit and Risk Sub-Committee (FARSC)

Meredith Coombs, Treasurer and Chair of the FARSC provided an update on the FARSC meeting on 25th June. The FARSC considered the Risk Register and recommended that the Section Board to also include this on their agenda. The Treasurer has requested Toby Woffenden, Head of Finance to circulate Management Accounts to the Section Board each month, so that the Board can have a real-time understanding of what is going on with the accounts. FARSC also discussed AIUK's insurance arrangements for data breaches and/or hacks.

6.6 Approval of FARSC's revised Terms of Reference

The Board APPROVED the revised terms of reference for FARSC.

The Board thanked all the Sub-Committee Chairs for the reports on their respective Sub-Committee's work.

7. QUARTER 1 PERFORMANCE PACK

7.1 The Q1 2019 Quarterly Performance Report – Performance Against Strategic Plan

The Board noted the Quarterly Performance Pack against the Strategic Plan.

7.2 Q1 2019 Finance Report and Reforecast

The Board noted the Q1 2019 Finance Report and Reforecast.

7.3 Q1 2019 Members' Report

The Treasurer asked the Board for their views on Section members seeing financial information for Section only, both in Members' Reports and at the AGM. The Board did not object.

The Director noted that the new Director of Corporate Services, Louise Harris, will join before the next Board meeting. The Director expressed the Senior Management Team's thanks to the heads of teams within the Corporate Services Department for all their hard work and for stepping up in the interim.

8. 2019 ANNUAL GENERAL MEETING

8.1 Feedback received to date

The Board noted the feedback received by delegates (online) and by youth delegates who attended the 2019 AGM.

8.2 Lumi Report on issue with electronic voting

The Board received a report from Lumi, the company that hosts AIUK's Section Board voting website and provides the electronic voting keypads at the AGM. Lumi's report explained the failure of the voting handsets at the AGM. The failure was caused by one keypad, which containing old security software. Use of that the keypad tripped the security system and therefore stopped the voting. Unfortunately, it was not possible to fix this during the AGM, which meant that all voting had to be carried out either by show of hands or cards.

The Board thanked Lumi for the report and Michelle O'Keeffe, Company Secretary and General Counsel for reporting back on the investigation.

8.3 Board Feedback on the AGM/National Conference 2019

ACTION: Board members were asked to send their feedback by email to Kerry Moscogiuri, Director of Supporter Campaigning and Communications.

8.4 AGM Implementation update

The Chair explained that Board members would be allocated resolutions; expressions of interest in the resolutions would be sought by email. Once allocated, Board members will be responsible for with the lead staff member and updating the resolutions' proposers as and when required.

9. APPROVAL SCHEDULE – SARD PROCEDURE

Rosie Chinchon, Director of Fundraising presented the updated Approval Schedule within the Procedure for the Solicitation, Acceptance and Refusal of Donations (SARD). The schedule outlines which role or body is required to approve the different types, values and associated risks of donations AIUK receives or solicits. This paper was discussed at the FARSC meeting on the 25th June, they had some comments which will be incorporated into a revised paper.

The Board APPROVED the updated SARD Schedule and noted that the further revised paper will be presented to the September Board meeting for approval.

ACTION: The Board was asked to send through any comments to Rosie Chinchon, Director of Fundraising by email (by the end of July).

Lucy Blake, Board Member left the Board meeting.

10. HUMAN RESOURCES UPDATE

10.1 Annual Human Resources Report

This report was noted, and it was discussed at the HRSC who will be receiving it every six months from this point on.

10.2 Update on Actions Arising from the Girling Hughes Report.

The Board noted the update on the actions emanating from the Girling Hughes Report.

The Staff Rep asked when the equality impact assessment of pay and grading will be circulated to staff, who understood that such an assessment would be undertaken.

ACTION: The Director will discuss with the Head of Human Resources and provide a response to the Staff Representative.

Staff also queried AIUK's participation in "This is not working", an external initiative to better protect staff against sexual harassment at work.

The Director stated that this external initiative is still very new, but that the relevant lead staff members are aware of the initiative, which will assist AIUK in further developing its internal processes.

11. GOVERNANCE MATTERS

11.1 Board Code of Conduct

Michelle O'Keeffe, Company Secretary and General Counsel informed the Board that the Board Code of Conduct will be re-considered in line with best practice. Any recommended changes to the Code of Conduct in light of this review will be circulated for the Board's further consideration at its September meeting.

11.2 AGM Decisions with ongoing effect

Tim Hancock, Director of the Chief Executive's Office proposed to delete two resolutions from this document:

- C3 from 2012; 'Implementation of AGM Decisions'. Parts of this resolution are no longer operative, as the magazine timetables do not always tally with the AGM dates. However, as the decisions from the AGM are always posted on the website immediately after the AGM, this resolution is otherwise fulfilled.
- C4 from 2014; 'Governance Training Budget'. This resolution required that the budget allocates £35,000 to spend on training governance structures. This budget has consistently remained largely underspent. However, the Board continues to access training and members are encouraged to identify their individual and collective training needs and discuss these with the Chair.

The Board AGREED to delete the inoperative parts of C3 and all of C4 from this document.

11.3 Appointment of Directors to Sub-Committees

The Board AGREED their allocation to sub-committees as follows;

Sub-Committee	Board Members
Trust Board	Eilidh Douglas, Meredith Coombs and Rebecca Warren
Nominations Committee	Tom Harrison (Chair) and Basia Giezek
Human Resources Sub-Committee	Sue Jex (Chair) and Meredith Coombs
Activism Sub-Committee	Tom Chigbo (Chair) and Abby Grant
Campaigns and Impact Sub-Committee	Sharon Lovell (Chair), Daren Nair and Sen Raj
Finance, Audit and Risk Sub-Committee	Meredith Coombs (Chair), Hugh Sandeman and Rebecca Warren
Amnesty Freestyle	Lucy Blake
Joint Consultative Committee	Sue Jex and Meredith Coombs
Pensions	Rebecca Warren
Health & Safety	Tom Harrison
MOB Google Group	Hugh Sandeman
Equality, Diversity & Inclusion	Lucy Blake, Helen Horton and Tom Chigbo
Feedback Oversight Panel	Abby Grant
Safeguarding	Helen Horton and Sharon Lovell
Law and Policy Group	Tom Sparks, Sen Raj and Hugh Sandeman
AGM Delivery Group	Helen Horton
International Issues Review Group	Tom Sparks, Abby Grant, Hugh Sandeman, Sen Raj and Basia Giezek
Standing Representative for the AIUK Section at the Global Assembly	Eilidh Douglas

11.4 2020 Governance Calendar

ACTION: Sub-committee Chairs to check the dates for 2020 and highlight any problems/issues before adopting the calendar.

11.5 Paper Deadlines 2020

The Board noted the paper deadlines for 2020 Board meetings.

11.6 Review of Conflicts of Interest Register

ACTION: Board members were asked to review their conflicts of interests and submit any changes or additions to Michelle O’Keeffe, Company Secretary and General Counsel.

11.7 Board Skills Audit Update

Michelle O’Keeffe, Company Secretary and General Counsel notified the Board that they are due to undertake a skills audit.

ACTION: More information and links to complete the audit will be circulated by the end of August.

11.8 Appointment of New Trustee – update

The Board AGREED to re-appoint Nic Vogelpoel to the AIUK Charitable Trust for a further term of 3 years.

There is an advert running to recruit two new Trust Board members. It is hoped that a candidate will be recommended for recruitment in October.

11.9 Sub-Committee Appointments – update

Adverts are due to go live calling for sub-committee candidates.

ACTION: The Board will be updated on the outcome at its September Board meeting.

12. AOB

Michelle O’Keeffe, Company Secretary and General Counsel informed the Section Board that the grant agreement covering grants between Trust and Section was approved by the Trust on Thursday. The agreement will be circulated by email.

ACTION: Board members were asked to approve and/or provide feedback by 10 July. The Board authorised the Chair to sign the agreement on their behalf (once approved and subject to any non-substantive amendments).

Rosie Chinchon, Director of Fundraising informed the Board that since the membership fee increase came into effect, there have been 1475 cancellations. If the cancellations reach 2800, this will wipe out the predicted additional income envisaged when the Board approved the membership fee review.

The Board was informed that the People Postcode Lottery has awarded the Family Photo Album campaign an outstanding communications award. This is a great achievement, and one the teams involved are very proud of. The Board congratulated the teams who worked on this campaign and thanked them for their hard work.

13. CLOSING REMARKS & DATE OF NEXT MEETING

The Chair thanked everyone for attending the Board meeting.

The Board will next meet on Saturday 13th July for a joint training session with the Trustees of AIUK Charitable Trust. After that, the Section Board will meet on the 28th September 2019.

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Chair