

**AMNESTY INTERNATIONAL UNITED KINGDOM SECTION**  
**Board Meeting held on 15 December 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	
Rebecca Warren	

**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
Abigail Cooper	Staff Representative to the Board

**Minutes:**

Selma Shirazi	PA to the Director
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**1. HOUSEKEEPING**

**1.1 Apologies**

There were no apologies.

**1.3 Announcements**

There were no announcements.

**1.4 Declarations of Interest**

Sen Raj declared his interest in item 5.1 (Change to LGBTI Network name), as a member of the LGBTI Network.

Rebecca Warren declared she is a member of the Council of CND (Campaign for Nuclear Disarmament).

## 2. MINUTES OF PREVIOUS MEETINGS

### 2.1 Minutes of 29 September 2018.

The following amendment was made to the minutes;

Item 8 'Membership Rates Review': replace

- Keep student membership at £5.00 per year and youth membership at £12.00 per year (the Board agreed that there is value at keeping this amount small to retain the students/youth who then go on to become individual members).
- To have a self-determined (not pre-defined) category for 'low waged' individuals' concessionary rate alongside the current 'un-waged' category.

With;

- 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).

The Board APPROVED the draft minutes of 29<sup>th</sup> September pending the above amendment.

### 2.2 Matters Arising

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

## 3. CHAIR'S REPORT

The Chair expressed her solidarity with the situation faced by Amnesty International India over their recent troubles (their bank accounts have been frozen amid the worst crackdown on civil society by the Indian Government) and urged Board members to continue to show their support and publicise AI India's plight on all platforms whenever possible.

The Chair reminded Board members of the Board's terms of office, the Chair's term ends in June 2019 along with three Board members (who are eligible for re-election). The Section Board will be calling for nominations for a new Chair and Vice Chair – in preparation for those roles, Board members were encouraged to approach the current Chair and Vice Chair with any queries or questions.

## 4. DIRECTOR'S REPORT

The Board noted the Director's Report which highlighted key developments since the September Board meeting. The Director further elaborated the difficulties faced by AI India – they have had to lay off 71 staff members, 70 staff (mostly fundraising) are still in post. The Director is liaising with Biraj Patnaik, Regional Director South Asia to explore what AIUK can do to help.

The Staff Representative had a query from a staff member regarding timing for the promised audit into pay gaps following the Pay and Grading project. The Director confirmed that this will be completed in early 2019.

## 5. REPORTS FROM SUB-COMMITTEES WITH MINUTES

### 5.1 Activism Sub-Committee (ASC)

At their meeting on 17 November the ASC discussed the Impact of the Movement Strategy and the 2018 AGM Evaluation. The ASC suggested that the Section Report on the 2019 AGM Programme could either be allocated less time or be structured differently – so that all three

speeches (from the Chair, Director and Treasurer) are interjected by another part of the programme.

The ASC also noted that the Children's Human Rights Network has successfully recruited two members (under 18 years) and the process for safeguarding their participation has been drafted and agreed by the Governance Safeguarding lead (Sharon Lovell) and Staff lead (Kerry Moscoiuri, Director of Supporter Campaigns and Communications).

### **Network Name Changes**

The Board was asked to approve the proposed name changes to the LGBTI Network (to be referred to as the Rainbow Network) and the Women's Action Network (to be called Amnesty UK Feminists). The name changes are meant to clarify what the networks do/involve, and the activists concerned have taken some time to sound out the proposed changes with their constituents and are confident that the name changes will succeed in promoting the networks' work.

The Chair noted the activists wishes and reiterated Board's responsibility to consider and approve any name changes to structures named in the constitution. The Board were concerned that the Women's Action Network had already started calling themselves Amnesty UK Feminist on the website without the Board's approval.

The Board discussed the proposals and agreed the name change for the LGBTI to the Rainbow Network and the Women's Action Network to the Amnesty UK Feminist Network. The Board asked that the Amnesty UK Feminist Network should ensure all their communications clarify that they are a Network of the Section (not just Amnesty UK Feminist as listed now).

The Board requested any future changes to Networks names be brought to the Board with a report that interrogates the reasons behind the proposed change and shows their research and plans to publicise and brand the Network's new name.

The Board thanked Tom Chigbo for the report.

### **STAN Terms of Reference**

The Board received a request for a change to the Student Action Network terms of reference to introduce reserved seats and change the nominations process to protect seats for the four nations of the UK.

This is the proposed addition to the STAN TOR;

*There are 4 reserved seats on the Student Action Network Committee, 1 for each of the UK nations; England, Wales, Northern Ireland and Scotland.*

- *Students are eligible to run for the reserved seat of the nation in which their University is based, as well as one of the 4 unreserved seats. They can run for either both or only one of these seats.*
- *If, at the close of nominations, there have been no nominations for a reserved seat that seat will become unreserved.*
- *All affiliated student groups can vote for all reserved and unreserved positions and candidates.*
- *All members of the Student Action Network Committee represent all students within the network regardless of which seat they occupy.*

## **B/3306**

The Board expressed concern about the proposal – some areas e.g. N. Ireland have neither the choice nor numbers of Universities to enable more than one nomination, other areas will have too many, it was questioned whether this was democratic or representative.

The Board discussed the proposal and were pleased to note that the change will mean that all four nations will have a better opportunity to be represented on STAN – the Board noted the above reservation but APPROVED the change to STAN's Terms of Reference.

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

James Lovatt, Nominations Committee Chair reported on the discussions at the last NC meeting (13 September 2018) which included 2019 Board elections, AGM evaluation, results from the Skills Audit and the International Nominations Committee report for 2018.

A suggestion was made for the Nominations Committee to give a short 'how to' guide on campaigning (for members standing for Board elections) – especially with regards to consent and post GDPR rules.

The Board thanked James Lovatt for his report.

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

Sharon Lovell, CISC Chair summarised their meeting held on 19<sup>th</sup> November – they discussed Human Rights in the UK strategy development, process for improving engagement in scoping campaign priorities and safeguarding. They also discussed a closer liaison with the ASC to look at (activists') grassroots engagement with the Section's campaigns.

The Board thanked Sharon Lovell for her report.

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

Sue Jex, HRSC Chair reported that at their last meeting the Committee discussed the conclusion of Pay & Grading project, the numbers of appeals received (and outcomes), E, D & I and the results HR Skills Audit for the subcommittee (the committee will look for members with more recruitment and resourcing skills). The Board thanked Sue Jex for the report.

### **5.5 Joint Consultative Committee (JCC)**

Sue Jex reported that the Union Reps updated the JCC on how their members felt about the conclusion of the Pay and Grading project – there are still some pockets of unhappiness in some teams in the organisation. The JCC also wanted the Union Reps to look at the support they are entitled to from Unite and they will also investigate any further training that they might need.

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

Meredith Coombs, Treasurer and Chair of FARSC informed the Board that discussion at the FARSC meeting on 11 December was mostly about financial performance, proposed work plan for internal audit (it will be more focussed on risk management process), the external auditors were present for their report. PCIDSS (Payment Card Industry Data Security Standard) compliance is in order – the Board will get a report on this in due course. FARSC will now concentrate on all the 'low controls' areas in the risk management analysis starting with information security.

The Board thanked Meredith Coombs for his report.

## **B/3306**

The Chair noted and thanked all sub-committees for their effort and contribution – they all cooperate well with the Board.

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

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

The Board noted the KPI report and questioned the red status against 'Governance'. Tim Hancock, Director of the Chief Executive's Office explained that the Governance Strategy is yet to be completed (delayed due to the team's capacity) and the Section/Trust project is yet to be delivered (currently waiting for Charity Commission guidance to be published). Both these strands of work will be carried forward into 2019 operational plan with the expectation to present the Governance Strategy to the Board in March 2019.

The YAS (Youth Against Settlements) training from AIUK in communications and advocacy has been delayed, the team have subsequently felt that on-line training is not suitable, this continues to be monitored, it is hoped that the IS and AIUK will have more capacity to deliver this in 2019.

The Board also noted that the KPI against Regional Reps recruitment has not been met, work is being done to redefine the role and communicate/promote at the AGM.

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

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

The Board welcomed Toby Woffenden, Head of Finance to present the Finance Report leading up to September 2018. The YTD surplus against budget is £462k, similarly the full year forecast at Q3 shows an increase in fundraising and other income of £635k. Key movements in Q3 happened in Legacies, Regular Giving Development, Acquisition and Major Gifts Fundraising. AIUK's contribution to the International Movement increased by £1.1m to £9.5m in 2018. There have been underspends of £297k in Supporter Campaigning and Communications, the CEO's Office is £9k underspent and the Corporate Services Department is £365k underspent, mostly due to the GDPR/Consent project.

Section free reserves at September 2018 are at £5.2m and Trust reserves are £6.9m.

Section Cash at 30 September was £3.2m for Trust it was £7.3m.

The Board thanked Toby Woffenden, Head of Finance and the Finance Team for the report.

### **6.3 Q3 2018 Members' Report**

The Board noted and APPROVED the Q3 2018 Report which will be made available to members via the website after the Board meeting.

## **7. OPERATIONAL PLAN AND BUDGET 2019**

### **7.1 Long Term Financial Plan and Budget**

Toby Woffenden, Head of Finance presented the Long-Term Financial Plan and 2019 Budget for the strategic period 2016 to 2020, the paper provides an update on the plan with actual performance in 2016/17, the current 2018 forecast and a detailed budget for 2019 considered in developing a fundraising plan and organisation projections to 2021. The paper

## B/3306

outlines the case for continued significant investment in fundraising and a strategy for long term financial sustainability.

The strategic and operational risks have been reviewed and the range of free reserves is recommended to remain at £6.5 to £8.5m in 2019 – this is also a recommendation by FARSC. **The Board AGREED the recommendation.** This level of free reserves allows a budget deficit for 2019 – for investment in building fundraising capacity which will contribute to further income growth in 2020 and 2021. The Board noted that in 2021 the Section's free reserves will fall below the recommended minimum.

The long-term plan shows a small surplus projected for 2021 which includes unspecified savings to be identified and income to be developed. The organisation will seek to avoid permanent fixed costs and identify savings as required by seeking efficiencies and prioritising strategic priority work areas.

The Board were informed that FARSC were happy to see the planned savings/income to bring up the total income and lower risk. Legacies and PPL income continue to outperform other income streams but there are plans to diversify and actively look for other income streams.

The Board were reassured that the planned strategies (IT strategy aside, the expenditure levels for it are yet unknown) will be funded and can go ahead.

**ACTION:** Toby Woffenden, Head of Finance to circulate the capital budget for the Section (each entity needs to approve its own capital budget).

**The Board APPROVED the long-term financial plan and 2019 budget.**

The Board thanked the Finance Team for the Budget papers.

## 7.2 Operational Plan 2019

The Board noted the operational plan summary, key objectives and activities for 2019. The Section has strategies in place to protect the rights of refugees, to protect the space for civil society, to ensure that human rights are respected, protected and promoted in the UK, to protect individuals at risk, educate people about their human rights and to increase the impact of the Amnesty movement in the UK. During 2019 the Section's fundraising programme plans to grow its financial resources. Plans to connect more people to human rights, ensure political analysis informs the work carried out by staff teams and ensure that the strategies (Political, Impact of the Movement, Communications) are integrated and each has a clear implementation plan. The Section will build its capacity by enhancing campaign and project management, assessing impact evaluating and learning, develop people and culture, enhancing governance, develop technology and innovate. The other (additional) work to the 2016-2020 strategic plan is safeguarding, well-being and ED&I.

The Board thanked the Senior Management Team for the 2019 Operational Plan.

## 8. LEASE OF KENTISH TOWN BOOKSHOP

**The Board APPROVED the 10-year lease for the Kentish Town Bookshop.** The lease has a 5-year break point. Costs and income are in the 2018 plan for 2019-2022 and the shop is within expected levels.

**9. SAFEGUARDING PROGRESS REPORT**

The Board received an update on safeguarding at AIUK. The organisation has developed a framework for how this will be led, managed and supervised. A short, medium- and long-term action plan has been developed – it responds to actions identified in the GirlingHughes report. The update also included role descriptions for each of the Section and Trust Board Safeguarding leads.

The Board were asked to provide their feedback and approve the framework, action plan and the role descriptions.

The Staff Representative's feedback to the Board included concerns from one member of staff about understanding the outcomes of the work carried out so far (e.g. the survey results post the Suzy Lamplugh Trust session) and another member of staff was concerned that the job description for the Safeguarding post has not been shared with the Union. The Director responded to say that the job description has gone to the Union for their comments, this post is at Leadership Team level and the Director will be asking two members of the Board to be on the interview panel.

A question was asked about DBS checks/audits – who is required to have them and where does that responsibility lie? It was confirmed that Schools Speakers are all DBS checked and it was suggested that going forward this responsibility should be with the Staff, Office and Bookshop Volunteers strand of safeguarding, overseen by the governance lead (Sue Jex), Director and Head of Human Resources (Ir n  Fufeyin). **The Board AGREED.**

The Board thanked the Director and Kerry Moscogiuri, Director of Supporter Campaigning and Communications and the Head of Human Resources for their work in taking forward the plan.

**10. JAMES LADDIE QC REVIEW**

The Director presented the JLQC Review for the Board's discussion. The review into the death of Ga tan Mootoo, a longstanding employee of the IS who was a researcher for West Africa. He died by his own hand in May 2018, the note that he left indicated that work played a major part in his decision.

James Laddie QC was commissioned by the Oversight Group (Kate Allen, AIUK Director, Manon Schick, AI Switzerland Director, Seydi Gassama, AI Senegal Director) to establish how Amnesty International fulfilled its duty of care to Mr Mootoo. The review's recommendations will be addressed in full by the International Secretariat early in the New Year.

The Board discussed the review and what AIUK can learn from it.

**ACTION:** The Director to consider this (learnings for AIUK) once the management response (from the International Secretariat) has been finalised and the KonTerra report (commissioned to look specifically at the human resources learnings) is completed.

The Staff Representative feedback on concerns from staff that the themes in the JLQC review echo AIUK's staff feelings post pay and grading and post CAPP (i.e. organisational failure to properly manage 'the person' not just the work). The Director thanked the staff representative for the feedback.

The Chair thanked the Staff Representative for the feedback.

## **B/3306**

The Board thanked the Director for the report and for her involvement in the Oversight Group and keeping the Board informed and updated.

### **11. 2019 ANNUAL GENERAL MEETING**

#### **11.1 Progress Update on AGM Decisions Implementation**

The Board noted the implementation report – an amendment needs to be made to resolution B3 (2016) ‘Use of Live Streaming and online voting at the AIUK AGM’, has now been allocated to Daren Nair.

#### **11.2 First Draft 2019 AGM/National Conference Programme**

The Director informed the Board that Kumi Naidoo, Secretary General will be attending the AGM, the Board will be updated on exact date and timings once confirmed.

The Board APPROVED the DRAFT AGM Programme.

#### **11.3 Remote Participation at the 2019 AGM and National Conference**

Michelle O’Keeffe, Company Secretary and General Counsel reported on the trial conducted to look into the possibility of a hybrid AGM Members can participate remotely and for voting to take place in real time. The trial included the AGM Chair, a member of the SOC, the Section’s solicitors, some staff members from the IS and from the US Section. All participants experienced local technical problems at some point during broadcast. The voting aspect of the trial was glitch free. The costs of the hybrid AGM is estimated to be between £5-10k. The comment-based nature of the contributions from remote participants created a different dynamic to the formal debate that Members are used to.

The Board was presented with three options;

- (i) Go ahead with a hybrid AGM in 2019
- (ii) Go ahead with a hybrid AGM in 2020, following further testing
- (iii) Decide to indefinitely shelve the idea of a hybrid AGM

Overall feedback was positive. The Board discussed the options and a suggestion was made to take a resolution to the AGM 2019 proposing a hybrid AGM in 2020, the resolution will explain the costs and current technical difficulties and demonstrate the Board’s commitment to deliver remote participation and it will manage expectations for when the hybrid AGM is first tried in 2020 – should the membership agree to it.

The Board voted **to take a resolution to the 2019 AGM to propose a hybrid AGM in 2020.**

The Board thanked Michelle O’Keeffe, Company Secretary and General Counsel for the report and for running the test.

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

Tim Hancock, Director of the Chief Executive’s Office presented a paper proposing the Section’s delegation to the 2019 Global Assembly. The Director was confirmed as one of the delegates to the 2019 Global Assembly, the Chair will remain as Standing Representative until the Regional Forum (in March 2019) and then hand it over to another Standing Representative – the Vice Chair. However, the Vice Chair is up for re-election, should she be unsuccessful the Board will consider either the Treasurer or Tom Sparks or Sen (AI Australia delegate to the ICM) all have significant experience of international meetings.



## **B/3306**

The International Secretariat has reduced the number of delegates to the Regional Forum from funded sections to two, the Chair proposed that AIUK also reduce their delegates to two and proposed the Vice Chair and herself attend with Tim Hancock, Director of the Chief Executive's Office on standby and on call if needed.

The Board confirmed that it does not plan to submit a proposal for a motion to the 2019 Global Assembly and approved the delegation.

Tom Sparks, Board member informed the Board that the deadline for the Drugs Policy has been extended to January and encouraged Board members to send him any feedback for inclusion.

### **14. TECHNOLOGY STRATEGY**

Tim Hancock, Director of the Chief Executive's Office presented the Technology Strategy for the Board's approval. The strategy will enable the organisation to provide;

- A stable technological foundation
- A single view of the supporter
- Better collaboration
- Improved IT security
- A more technologically literate and self-sufficient workforce

The Board discussed the strategy and noted that the expected level of spend is not detailed. The Board will be updated as and when any significant spend is planned while implementing the strategy. **The Board APPROVED the technology strategy.**

### **15. SECTION BOARD TRAINING – Amnesty International, Worldwide**

The Board welcomed Colm O'Cuanachain, Senior Director, Office of the Secretary General to give an overview of the international movement, Colm talked about sections, structures and national offices. The Board heard about the movement's membership targets, resourcing, activism and global co-ordinating among other key updates on the movement. Colm congratulated AIUK for its continued and highly valued contribution to the work of the movement.

The Board thanked Colm for attending the Board meeting.

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

#### **16.1 Core Standards**

The Board noted the Core Standards, a self-assessment reporting format for Sections/Structures. There are 29 core standards and AIUK's assessment shows that the Section is largely compliant, though little change has happened since the previous assessment. The Board approved the 2018 Core Standards Self-Assessment.

The Board discussed the paper and assessment and requested to have the standards presented to them more often, throughout the year as a rolling item to track progress. Tim Hancock, Director of the Chief Executive's Office informed the Board that plans for this will be incorporated into the governance strategy.

#### **16.2 Revised board Dates and Paper Deadlines for 2019**

The Board noted the date change to their March 2019 meeting – now scheduled for the 23<sup>rd</sup> March – and other deadlines against the Section Board meetings.

**16.3 Reminder to Retiring Board Members**

Retiring Board members were reminded to submit their Board application and nomination forms should they be eligible for re-election.

**16.4 Deemed Consent**

Michelle O’Keeffe, Company Secretary and General Counsel informed the Board that the Section had recently written to its members asking them to indicate whether they would prefer to receive governance communications via email or post. There has been a good response thus far, circa 2,500 have indicated they would prefer hard copy correspondence, and over 20,000 would prefer emails. This will save the organisation £35k this year (and every year going forward). The Supporter Communications Team worked hard to respond to 665 enquiries most of them complaining about the website hosted by an external provider (it was down on the morning of the test, for a short period of time – this was remedied very quickly).

The Board thanked the Supporter Communications Team for dealing with the increased number of enquiries and Michelle O’Keeffe, Company Secretary and General Counsel for initiating the project.

**16.5 Board Training Schedule**

**The Board APPROVED the training schedule for 2019** and requested an additional training session on safeguarding.

**17. Closing Remarks**

The Chair thanked Board members, Senior Management Team and other staff members for all their hard work and for attending the meeting, the Chair thanked the IT Team for ensuring a smooth transition to a paperless Board meeting. The Chair wished everyone a safe journey home, a merry Christmas and a Happy New Year.