**AMNESTY INTERNATIONAL UNITED KINGDOM SECTION**

**Board Meeting held on 24 March 2018**

**Minutes**

**OPEN SESSION**

**Board Members**

**Present:**

Ruth Breddal Chair

Hannah Perry Vice Chair [Participating via Live Conferencing]

Meredith Coombs Treasurer

Eilidh Douglas

Lucy Blake

Abigail Grant

Tom Hedley

James Lovatt

Tom Sparks [Participating via Live Conferencing]

Rebecca Warren

Jerry Allen

Tom Chigbo

**Apologies:**

Sharon Lovell

Tracy Newton-Blows

**In Attendance:**

Kate Allen Director

Ros Parker Director of Corporate Services

Kerry Moscogiuri Director of Supporter Campaigns and Communications

Tim Hancock Director of the Chief Executive’s Office

Rosie Chinchen Director of Fundraising

Michelle O’Keeffe Company Secretary and General Counsel

Abbie Cooper Staff Representative to the Board

**Minutes:**

Selma Shirazi PA to the Director

 **1. HOUSEKEEPING**

**1.1 Apologies**

The Board received apologies from Tracy Newton-Blows and Sharon Lovell.

**1.3 Announcements**

There were no announcements.

**1.4 Declarations of Interest**

Rebecca Warren declared that she is standing for elections in her local council and that she was on the Board of ShareAction – a registered charity which promotes responsible investment. AIUK has recently become a member of ShareAction – working together with the Pensions Forum.

**2. MINUTES OF PREVIOUS MEETINGS**

**2.1 Minutes of 9 December Open Session**

 The following amendments were made;

* + Point 3; ‘Chair’s Report’ – amend to read ‘trial of Taner Kılıç, Chair of AI Turkey *and the Istanbul 10.*
	+ Point 6.1; ‘Special Resolutions’, 2nd para to read ‘the Board discussed the resolution noting that it *can take up to a year* to get used to the workings of the Section Board…’
	+ Point 15; ‘Procurement Policy’ – the first sentence should read ‘The Board noted *and approved* the Procurement Policy…’
	+ Point 18.1; ‘Year-End Remuneration Disclosers in the Published Accounts’ – should be re-titled [Board Members do not get any remuneration] and expanded to include Board Members’ expenses.

 The minutes of 9 December were approved pending the above amendments.

**2.2 Minutes of 11 January Tele Conference**

 An amendment was made to point 1.4; ‘Declarations of interest’, to add that Tom Sparks did not vote on resolution B2.

**2.3 Matters Arising – Open Session**

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

 **3. CHAIR’S REPORT**

The Chair informed the Board that the new Secretary General, Kumi Naidoo will be in post in August 2018, AIUK is looking forward to working with him. There has been agreement in the international movement to extend the strategic goals for a year to allow the new Secretary General to settle in before drafting new ones.

The Chair reiterated the Board’s congratulations to the Campaigns and Advocacy Teams on the Family Reunion Bill.

The Chair will be emailing Board members to ask for their expressions of interest for sub-committees and other responsibilities.

The Chair reported on Amnesty’s reported figures on sexual harassment over the past three years – following the Oxfam scandal – Amnesty International (globally – with 2916 staff and 2500 volunteers) has had 35 complaints resulting in 8 dismissals 3 of which have been reported to authorities and have subsequently received cautions. In AI UK over the last 10 years, there have been 3 complaints one of which involved a volunteer who has since left the organisation and one which resulted in disciplinary action.

The Board sought reassurance that staff and volunteers are aware of the different avenues available for them to raise any issues or concerns.

Kerry Moscogiuri, Director of Supporter Campaigning and Communications informed the Board that staff and volunteers have a range of ways to express any concerns. Apart from going to their Line Manager, they can go to the Union, to the Human Resources Team or directly to the Head of Human Resources Iréné Fufeyin. There is an independent pone line ‘Safecall’ where staff can go if they want to discuss anything outside of the organisation. There are several policies in place and processes are regularly reviewed to ensure staff and volunteers feel able to raise any issues.

The Board thanked the Chair for her report.

**4. DIRECTOR’S REPORT**

The Director presented her report to the Board and highlighted the following;

* We are nearing 300 days since the imprisonment of AI Turkey’s Chair Taner Kılıç and the Istanbul 10. AI Turkey has requested Sections to send their actions of solidarity, AI UK staff, volunteers and activists have sent actions.
* The Family Reunion Bill vote in Parliament was a great success, AI UK activists and members will mark and celebrate this at the AGM.
* Key learnings from the cancellation of an event organised by the JLC (Jewish Leadership Council). AI UK Section is reviewing how bookings are made with external organisations. There have been a total of 343 complaints mostly negative 3 of those have resulted in membership cancellations. The Chair, Director and Director of Supporter Campaigns and Communications have met with the AI Israel Chair and Director to discuss the situation.
* Approaches have been made to the JLC and we are awaiting a date from them to discuss the argument and ways forward.

**ACTION;** Update the Board on progress with the JLC.

The Board thanked the Director for her report.

**5. REPORTS FROM SUB-COMMITTEES**

The Board requested hard copies of minutes from sub-committees to be circulated within the Board pack from now on.

**5.1 Activism Sub-Committee**

Eilidh Douglas, ASC Chair reported on the last ASC meeting – the main items discussed were about the Global Assembly resolutions, the AGM an update on the Political Effectiveness Project and feedback on the open letter from the Children’s Action Network – requesting for Amnesty to work more on children’s human rights prompting questions on processes for Networks to address their concerns – whether it is via the Section or the International Secretariat.

The Board thanked Eilidh Douglas for her report.

**5.2 Nominations Committee**

Hannah Perry, Vice Chair and Chair of the Nominations Committee presented a paper detailing the Nominations Committee’s input in the recent Board nominations, showing where the interest came from and how members heard about the call for Board members. The Board heard about the difficulties faced by some Local Group nominations and by candidates seeking 10 nominees to validate their application, some nominees were not aware about the deadlines and minimum requirements for candidates. The Nominations Committee will continue to work with the Returning Officer to find solutions for future Board elections.

The Board thanked Hannah Perry for her report.

**5.3 Campaigns and Impact Sub-Committee**

Kerry Moscogiuri, Director of Supporter Campaigning and Communications reported that the CISC’s meeting discussed Safeguarding, Post-Brexit plans, updates on the main campaigns and the Political Effectiveness Project.

**5.4 Human Resources Sub-Committee**

Ros Parker, Director of Corporate Services informed the Board that the HRSC’s last meeting focused on the Pay & Grading Project, Terms of Reference for the HRSC, Terms of office for HRSC members, appraisals, skills gap and safeguarding.

**6. SAFEGUARDING**

Kerry Moscogiuri, Director of Supporter Campaigning and Communications presented a paper updating the Board on actions underway and plans to ensure that AIUK puts into place any required improvement in policy and practice arising from the recent media issues around Oxfam and other developmental NGOs. The work covers three strands;

* Safeguarding
* Wellbeing for staff and volunteers
* Risk to individuals we work with

In November 2017 the Section started to look at its policies on sexual harassment, avenues for reporting it and staff awareness. As a result, a decision was made to add another avenue for staff/volunteers to register their concerns - Safecall, an independent, whistleblowing hotline provider.

Sharon Lovell, Board member has been appointed as Governance Lead on Safeguarding, Kerry Moscogiuri as Designated Safeguarding Lead, and Jeni Dixon (Community Organising Manager) and Alice Simms (Education Officer, Youth & Schools) as Deputy Designated Safeguarding Leads. A team has been set up and funds have been allocated to provide project management support. Sub-committees have been provided with the current relevant policies and reviews in order to seek their advice on any gaps around the safeguarding work and at a global level, the International Secretariat is setting up a similar team with the same remit. The issue is also going to be put on the agenda of the Global Management Team – made up of Sections and Senior IS staff, led by the Secretary General.

Additionally, the Section is implementing the management response to Liam Mahoney’s review on how we mitigate the risk to individuals at risk of working with Amnesty and further work with the Individuals at Risk Team to identify risks to individuals we work with – is underway.

 The Dignity at Work policy will be launched for staff and volunteers.

 **ACTION:** Share the policy with the Section Board.

The Section is also reviewing how to manage risk to staff when working in partnership with other organisations. Consultants have been appointment for this review.

**ACTION:** Share the review’s Terms of Reference and to bring the learnings and recommendations from the review back to the Board.

The Board thanked Kerry Moscogiuri, Director of Supporter Campaigning and Communications.

**7. APPOINTMENT OF CO-OPTED BOARD MEMBER**

The Chair reported that not enough candidates with the required level of expertise had applied for the position, the post is therefore being re-advertised.

**8. 2018 ANNUAL GENERAL MEETING**

**8.1 AGM Review Group – Report Back**

Tim Hancock, Director of the Chief Executive’s Office reported that the review group meeting went well – preparations for the AGM are well underway for both the AGM Chair and the Standing Orders Committee.

**8.2 AGM Resolutions**

The Board discussed and agreed the following allocation to working parties and resolutions;

Staff Allocations:

* Working Party A allocated to Michelle O’Keeffe, Company Secretary and General Counsel.
* Working Party B allocated to Tim Hancock, Director of the Chief Executive’s Office
* Working Party C allocated to Allan Hogarth, Head of Advocacy and Programmes

Board Allocations:

|  |  |
| --- | --- |
| **Working Party A** | **Board Member** |
| Special Resolutions 1-3 | Ruth Breddal, Chair  |
| Special Resolutions 4-6 | Tom Sparks |
| **Working Party B** |  |
| Resolution B1 (Homelessness)  | Hannah Perry, Vice Chair |
| Resolution B2 (West Papua) | Eilidh Douglas |
| Resolution B3 (Human Rights and Int’l Trade) | Eilidh Douglas |
| **Working Party C** |  |
| Resolution C1 (Religious Expression) | James Lovatt |
| Resolution C2 (Right to live with Spouse/Civil Partner) | James Lovatt |
| Resolution C3 (Discrimination/Caste) | Abby Grant |
|  |  |

Advanced Nominations

Tim Hancock, Director of the Chief Executive’s Office informed the Board that the Returning Officer has had advanced nominations for the 2019 AGM Chair (Chris Moss) and for the Standing Orders Committee (Alex Rhys replacing Sheila Banks).

**ACTION:** The Board asked Michelle O’Keeffe, Company Secretary and General Counsel to talk to Working Party Chairs and the Standing Orders Committee to reiterate that no substantive changes can be made to the resolutions, 500 people have already voted on the resolutions as currently worded.

**8.3 AGM Programme**

The Board discussed the programme and agreed the following allocations to Workshops;

* Check you privilege, use your power – Rebecca Warren
* Political Campaigning; how to work for human rights with your MP – Tom Hedley
* Brexit: A brave new world? – Eilidh Douglas
* Becoming a force to be reckoned with in the local community – Tom Chigbo
* Unlikely alliances? Lessons learnt from Lesbians/Gay Men Support the Miners – Jerry Allen
* Ethical questions in working with individuals at risk – Tom Sparks
* Future of the AGM – Abby Grant
* I Welcome: Refugees in our Community – Meredith Coombs
* Resisting discrimination & abuse in the Occupied Palestinian Territories – Ruth Breddal
* Brave Campaign: Greater protection of Human Rights Defenders – Jerry Allen
* #MeToo: Sexual harassment and Amnesty International – Hannah Perry

**9. QUARTER 4 (END OF YEAR) PERFORMANCE**

**9.1 Performance Pack**

The Board discussed the Q4 KPI Report. The Board requested more information on the recruitment of Regional Representatives - the report indicates that there are four vacant places. The Board heard that the Section are looking again at how the regions are divided and allocated and at the role (there have been concerns about the demands of the role) to address the difficulties of recruiting Regional Representatives.

**ACTION:** Kerry Moscogiuri, Director of Supporter Campaigns and Communications to draft wording that can be used in Eilidh Douglas’s speech at the AGM.

The Board asked when the Governance Strategy will be presented to the Board, Tim Hancock, Director of the Chief Executive’s Office confirmed that a draft report will be brought to the June Board meeting.

 The Board thanked the Senior Management Team for the report.

**9.2 Management Accounts**

The Board deferred the Management Accounts to their meeting on Thursday 29th March.

**9.3 Members’ Report**

 The Board deferred the Members’ Report to their meeting on Thursday 29th March.

**10. TRUST/SECTION PROJECT**

Tim Hancock, Director of the Chief Executive’s Office presented a paper outlining the progress of the Dual Entity (Section – Trust) project, it summarises the interviews held with staff and governance members, the areas that will be covered in the final report, areas where more detailed work is required, Charity Commission consultation paper and benchmarking.

**ACTION:** Tim Hancock, Director of the Chief Executive’s Office to ensure the issues raised by the Board are addressed in the final report which will be completed in early Q3 and circulated to the Board for discussion at their June Board meeting.

**11. HUMAN RIGHTS EDUCATION**

Tim Hancock, Director of the Chief Executive’s Office presented a paper requesting the Section Board to approve the transfer of Human Rights Education (HRE) work from the Section to the Trust. The funding for HRE is provided by the Trust in the form of restricted grants to the Section, transferring the work to the Trust will simplify the process of accepting restricted donations to the Trust for HRE and reduce Section expenditure by approximately £300,000.

A similar request will be presented to the Trust at its meeting on 29 March. If the Trust approves a project group will be established to scope and deliver the transfer.

Part of the project group’s work would be to ensure that the volunteer school speakers and trainers delivering some HRE work are well informed and directed to attribute their activities to AIUK Charitable Trust.

The Board APPROVED the transfer and delegated the final decision on transfer of activities to the Director, if any unanticipated issues arise they will be reverted to back to the Boards.

The Board thanked Tim Hancock, Director of the Chief Executive’s Office for the report.

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

**12.1 Proposals for the Global Assembly Agenda**

The Global Assembly takes place 6 to 8 July 2018. The Board noted and discussed the four proposed resolutions which covered;

* AI’s Abortion Policy
* AI’s Drug Control and Human Rights
* Governance Reform
* New voting model

As requested, Eilidh Douglas discussed the resolutions with the Activism Sub-Committee to get their views on how best to involve members. The ASC suggested circulating the resolutions to the relevant networks for feedback and to engage their members. The abortion resolution was circulated to the Women’s Action Network, the Drug Control/Human Rights resolution went to Country Coordinators and the governance reform resolution went to the Trade Union Network. The proposers of the original resolutions to the AIUK AGM are also being consulted.

**ACTION:** The Chair to feedback to the Board on the proposers & the Networks’ views and discussion of the resolutions.

**ACTION:** The Board authorised the Chair to vote accordingly at the Global Assembly.

**12.2 European Regional Forum Agenda**

The Regional forum takes place 13 to 15 April 2018, it is designed to help Sections and Structures to prepare for the Global Assembly and discuss issues relating to Amnesty strategies in the European and Central Asia region. It will not be making any decisions.

The Board noted the agenda.

**13. DRUG CONTROL POLICY DOCUMENT**

Tom Sparks presented a paper outlining the key dates for finalising the policies for decision at the Global Assembly and the key principles for each policy.

**ACTION:** Interested Board members to meet (between 19 to 25 April) to discuss the policies before submitting comments ahead of the Global Assembly.

**14. ITEMS FROM THE COMPANY SECRETARY**

 Michelle O’Keeffe, Company Secretary will be circulating;

* A Board Skills Audit and Appraisals
* 2019 Governance dates and Deadlines

The Board thanked Michelle O’Keeffe, Company Secretary for arranging the training and for her help leading to the Board meeting.

**15. INTERNATIONAL BOARD BULLETIN**

The Board noted the International Board Bulletin.

**16. FUNDRAISING SECTOR DEVELOPMENTS**

The Board noted the Fundraising Sector Developments paper.

**17. GDPR PROJECT UPDATE**

The Board noted the update.

The Board was informed that the proposition is being revised after liaising with the International Secretariat, the project group is on track to complete the work by May 2018.

**ACTION:** The Board will be kept updated at the June meeting.

**18. BOARD EXPENSES**

The Board noted a summary of the out of pocket expenses incurred by the Section Board during 2017, the total figure is disclosed in the statutory annual accounts.

**ACTION:** Subsequent summaries to include expenses for two consecutive years to allow comparison.

**19. CLOSING REMARKS**

 The Chair concluded the Board meeting and thanked everyone for attending.

………………………………………………………..

Chair