



Amnesty International UK

BOARD MEETING
Minutes of the Meeting held on
Saturday 19 March 2016

**Conference Room, Human Rights Action Centre
New Inn Yard, London EC2A 3EA**

OPEN SESSION

Present

Board Members:

Sarah O'Grady (SO'G)	Chair
Ruth Breddal (RB)	Vice Chair
Meredith Coombs	Treasurer
Cris Burson-Thomas (CB-T)	
Hannah Perry (HP)	
Harrison Littler (HL)	
Ade Couper (AD)	
Jerry Allen	
Eilidh Douglas	
Tracy Newton-Blows (TN-B)	<i>Via Telephone from 1.30pm onwards</i>

Apologies:

Tom Sparks (TS)	
Tom Hedley (THed)	
Kate Allen	Director
Eliot Lyne (EL)	Interim Finance Director

In Attendance:

Rosie Chinchen (RC)	Director of Fundraising
Tim Hancock (TH)	Director of the Chief Executive's Office
Kerry Moscogiuri (KM)	Director of Supporter Communications and Campaigns
Rosie Chapman	Interim Company Secretary
Alice Sims (AS)	Staff Representative on the Board

Minutes:

Selma Shirazi PA to the Director

Minute Number	OPEN SESSION	Action
1.	<p>WELCOME & INTRODUCTIONS The Chair welcomed the Board to the meeting.</p> <p>APOLOGIES Apologies were received from Tom Sparks; Tom Hedley; Kate Allen (who was attending the funeral of a trustee, Bridget Lindley) and from Eliot Lyne.</p> <p>DECLARATION OF INTEREST There were no declarations of interest.</p> <p>ANNOUNCEMENTS Bridget Lindley a Trustee died on Wednesday 2nd March after a short illness. A 'justgiving' page has been set up in her memory, proceeds will go to Amnesty and to the Family Group (where she worked). KA will be leaving at 12 o'clock to attend the funeral and will pass on the Board's condolences to her family.</p>	
2.	<p>MINUTES OF PREVIOUS MEETINGS</p> <p><u>Draft Minutes 13.02.16; Accuracy</u> There were no amendments, the Board APPROVED the minutes.</p> <p><u>Matters Arising</u> The Board noted the matters arising and actions since the last Board meeting.</p>	
3.	<p>CHAIR'S REPORT</p> <p>The Chair reported on her attendance at;</p> <ul style="list-style-type: none"> - The Amnesty EU Chairs' Meeting - Trust/Section Project Meeting - Finance Sub Committee Meeting - Meetings set up to finalise the Annual Report - Meetings preparing for the Board and the AGM/National Conference - Launch of 'Poems that make grown women cry' book - The Amnesty Chartered Institute of Librarians and Information Professionals (CILIP) Awards - The National Trust Conference (with TH) 	

Minute Number	OPEN SESSION	Action
<p>4. DIRECTOR'S REPORT KA presented her report to the Board outlining her activities since the last Board meeting and asked Board members to email her directly should they have any further queries. KA left the meeting – 12.00</p> <p>5. REPORTS FROM SUB-COMMITTEES</p> <p><u>Activism Sub-Committee</u> ED presented the draft ASC minutes of 5th March. There was a very good discussion on the AGM, particularly good contributions from the Youth Delegates – all information received has been very helpful to the AGM Review Group. The ASC also discussed digital communications, global governance reform, terms of reference for regional representatives and an initial discussion on drafting a membership policy. SO'G thanked ED for the report. The Board thanked HP and ED for their work in taking the ASC forward and incorporating all the different constituencies into the ASC.</p> <p><u>Finance Sub-Committee</u> MC reported on the FSC meeting which took place on 17th March. The FSC discussed accounts and were pleased to note that the Auditors (who were present at the meeting) approved the accounts. The FSC also discussed the Co-op Affinity Card and their request for the Section to de-register from the FSA. The FSC have recommended (as a matter of urgency) the Section have in place a schedule of authority for managers to approve spend. This is now underway and the Board will be kept updated on progress. The FSC are now moving their focus towards audit and risk mitigation and will be looking to amend/re-word their terms of reference to submit to the Board for approval. The Board thanked MC for the report.</p>		

Minute Number	OPEN SESSION	Action
6.	<p>2015 OPERATIONAL PERFORMANCE – END OF YEAR OUTTURN</p> <p>TH presented paper the report on the Operational Plan 2015-2015 which provides a report against the objectives that were set. The Board were pleased to note the key highlights summarised as follows;</p> <ul style="list-style-type: none"> ▪ Good progress towards the agreement of changes to EU regulations that will tighten controls over the export of goods that can be used for torture. ▪ Good progress towards securing access to abortion in Ireland and Northern Ireland in cases of fatal foetal abnormality, rape and incest, with demonstrable public support and in Northern Ireland a High Court ruling that Northern Ireland's abortion laws breached human rights legislation. ▪ Strong cross-party support for retention of the Human Rights Act, including from a number of Conservative MPs. ▪ Restoration of search and rescue operations in the Mediterranean, supported by the UK. ▪ Announcement that the UK will accept the resettlement of 20,000 Syrian Refugees. <p>The Board also discussed internal highlights – an improved website, a new strategic plan, a review of AIUK's Articles of Association resulting in special resolutions going to the 2016 AGM, a successful migration from Lotus Notes to Outlook 365 and the 2015 ICM decision to revise the international 'assessment' system along lines advocated by AIUK.</p> <p>TH noted that the reporting systems could be more comprehensive, as they currently stand, they do not report on everything the Section does.</p> <p>ACTION: TH to bring a proposal on how to structure future reports (for Board feedback) to the May Board meeting.</p> <p>AS stated that some staff have reported staff disengagement with the 'learning for the future' report and workshop was not because they were not interested, it was because the project group set up was not effective.</p> <p>SO'G asked for future reports to contain more information on areas where the targets were not met. SO'G thanked TH for the paper and noted considerable achievements by the organisation despite the fact that this operational plan had started just after CAPP - a difficult time for the Section. SO'G thanked all teams and departments across the organisation for all their achievements.</p>	

Minute Number	OPEN SESSION	Action
7.	<p>AGM/NATIONAL CONFERENCE 2016</p> <p>** TN-B joined the meeting via phone **</p> <p>TH presented the 2016 AGM resolutions, the Board was asked to establish their position on the member (ordinary) resolutions and allocate them (and Working Parties) to Board members. The Board agreed the following;</p> <p><u>Working Party S (Special Resolutions)</u></p> <p>Allocated to SO'G, RB and ED.</p> <p>RCha informed the Board that the lawyer's advice was that should resolution S6 pass then resolution S6A automatically falls – according to the Section's Standing Orders – as the two resolutions are contradictory.</p> <p><u>Working Party A</u></p> <p>Resolution A1 Strategic Plan - allocated to HP</p> <p>Resolution A2 Eritrea – allocated to JA [Board to oppose this resolution as it is at odds with AIUK's remit] JA to talk to the proposer.</p> <p>Resolution A3 W. Sahara – allocated to JA [Board to inform the AGM about resources and work underway at the IS]</p> <p>Resolution A4 Abortion – allocated to HP and JA</p> <p>Resolution A5 Climate Change – allocated to HP [Board to stay neutral and inform the debate]</p> <p><u>Working Party B</u></p> <p>Resolution B1 Voting Rights – allocated to CB-T [Board to oppose the resolution but propose a long term solution]</p> <p>Resolution B2 Co-op Bank – allocated to CB-T [TH to look at what can be done in the resolution and discuss with CB-T]</p> <p>Resolution B3 Live streaming – allocated to HL [Board supports the resolution but should inform the AGM that live streaming will not be happening soon]</p> <p>Resolution B4 Banners – allocated to CB-T [Board supports the resolution]</p> <p>Resolution B5 Rules – allocated to HL</p> <p>ACTION: Board to let TH what they need in terms of briefings</p> <p>ACTION: TH to see who can stand in and present the Shetland Group resolution</p> <p>ACTION: TH to send contact details of proposers to Board members so they can make contact.</p> <p>ACTION: Board members to contact last years' proposers to make sure they are happy with the implementation of last year's AGM decisions.</p> <p>**CB-T left at 3.00pm</p>	

Minute Number	OPEN SESSION	Action
8. GOVERNANCE ITEMS	<p><u>Proposals for Annual Sub-Committee cycle and key meetings</u></p> <p>TH presented paper B/3011 outlining the recruitment and reporting cycles of sub-committees. The Board discussed the paper and AGREED the following recommendations;</p> <ul style="list-style-type: none"> ▪ AIUK sub-committees should report on a calendar year cycle. Outgoing Chairs of sub-committees should support this through effective transition and handover to their successor. ▪ A review of recruitment processes and cycles would be beneficial but this would be best left until the future of the Nominations Committee is known and more time made available for a review of the options. ▪ Pending a more general review, the appointment of Board members to sub-committees should take place in May, including decisions about Chairs. The default timeline for non-Board appointments should be timed to obtain Board confirmation of appointments at the July meeting. However, sub-committee Chairs should be accorded a degree of flexibility in setting alternative timelines. Sub-Committee Chairs should engage in this issue without delay and approaches clarified at the May Board meeting. <p>The Board thanked TH for the paper.</p> <p><u>Movement Core Standards Update</u></p> <p>TH presented paper B/3012, an update on where AIUK's performance against the movement's core standards is likely to have improved as a result of governance development and other initiatives.</p> <p>The Board noted the paper.</p> <p><u>Potential Temporary Arrangements 7-14 May 2016 pending appointment of new Section Chair</u></p> <p>The Board agreed to a proposed interim chairing arrangement for the period 7-14 May, that the Vice Chair shall assume the Chair's role during that period to cover a gap of a week between the end of SO'G's term of office (7th May 2016) and the Board having the opportunity to appoint a new Chair (at their meeting on 14th May 2016).</p>	

Minute Number	OPEN SESSION	Action
9.	<p>EQUALITY AND DIVERSITY</p> <p>AC presented a paper to the Board outlining preliminary thoughts and areas the Board may want to focus on. The Board agreed that there needs to be an extra resource to look at the demographics on members, supporters and activists before deciding on what to focus on.</p> <p>KM proposed that a question on equality and diversity be included in current research about to be conducted on Amnesty's perception. However, it might still be that a resource is needed to take equality and diversity work forward.</p> <p>ACTION: KM and AC to discuss and bring back a proposal to the May Board meeting.</p>	

Minute Number	OPEN SESSION	Action
10. HUMAN RESOURCES MATTERS	<p><u>People and Culture Strategy</u></p> <p>TN-B presented the People and Culture strategy to the Board, proposing that work starts to develop four aspects in the organisation;</p> <ul style="list-style-type: none"> - Leadership - Organisational Capability - Culture and Behaviours - Organisational Effectiveness <p>The strategy will be aligned to the strategic plan and will be informed by (among other aspects) results from the staff survey, SMT/LT/Union engagement, volunteer engagement and views of the Boards and Human Resources Sub-Committee.</p> <p>The Board approved the approach being taken to develop the strategy.</p> <p>ACTION: KM/TN-B to bring back to the July Board meeting the final agreed strategy and next steps.</p> <p><u>Our People Report</u></p> <p>The Board noted and discussed the People Report, containing information about the number and make-up of AIUK's staff. The headlines of the report were;</p> <ul style="list-style-type: none"> - AIUK has 177 employees - 52 office volunteers - £7.4m spent on staffing - 40 new starters - 23.1% staff turnover <p>The report highlighted other key metrics on AIUK workforce, recruitment activity, turnover and retention, staff wellbeing, learning and development and AIUK volunteers.</p> <p>ACTION: The Board requested that the next report include figures on staff working out of hours/remote working.</p> <p><u>Staff Survey Report</u></p> <p>TN-B updated the Board on the staff feedback and key action areas of the survey.</p> <p>The Board noted the survey results, feedback from departmental meetings and next steps which are;</p> <ul style="list-style-type: none"> ▪ Department Directors to brief their teams on 'next 30 days' actions ▪ HR to support SMT in development of action plan ▪ Quarterly update at Staff and Volunteers meetings ▪ Incorporation into People & Culture, Internal Communications Strategy <p>The Board thanked TN-B for the update.</p>	

Minute Number	OPEN SESSION	Action
11.	<p>EUROPEAN CHAIRS MEETING – TERMS OF REFERENCE</p> <p>The Board noted the terms of reference for the European Chairs Meeting.</p> <p>ACTION; SO'G to circulate the minutes of the meeting held on 19th February for the Board's information.</p>	
12.	<p>INTERNATIONAL GOVERNANCE REFORM</p> <p>The Board noted the AIUK's response to the Movement Governance Reform engagement paper.</p> <p>The Board thanked HP for her work in putting together the response.</p>	
13.	<p>CLOSING REMARKS</p> <p>SO'G thanked Board members for attending the meeting and wished everyone a safe journey home.</p> <p>RB led the Board in thanking SO'G for her leadership of the Board. The Board thanked SO'G for all her work and contributions especially in improving the governance of the Section and effectiveness of the Board.</p>	

Chair's signature

Date