



BOARD MEETING
Minutes of the Meeting held on
Saturday 13 February 2016

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

OPEN SESSION

Present

Board Members:

Ruth Breddal (RB)	Vice Chair
Meredith Coombs	Treasurer
Cris Burson-Thomas (CB-T)	
Hannah Perry (HP)	
Harrison Littler (HL)	
Tom Sparks (TS)	
Tom Hedley (THed)	
Ade Couper (AD)	
Tracy Newton-Blows (TN-B)	

Apologies:

Jerry Allen
Eilidh Douglas
Sarah O'Grady

In Attendance:

Kate Allen (KA)	AIUK Director
Rosie Chinchin (RC)	Director of Fundraising
Tim Hancock (TH)	Director of the Chief Executive's Office
Kerry Moscogiuri (KM)	Director of Supporter Communications and Campaigns
Rune Arctander (RA)	Vice-Chair of the International Board (Via Skype) – for Item 7 (Int'l Governance Reform)

Minutes:

Selma Shirazi	PA to the Director
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1.	<p>WELCOME & INTRODUCTIONS The Vice Chair welcomed the Board to the meeting.</p> <p>APOLOGIES Apologies were received from Sarah O’Grady, Jerry Allen and Eilidh Douglas.</p> <p>DECLARATION OF INTEREST There were no declarations of interest.</p> <p>ANNOUNCEMENTS The Board congratulated Sir David Norgrove on his knighthood. The Board has appointed Tom Sparks as IISC Chair Tom Sparks and Ade Couper will be sharing responsibility for Equality and Diversity sub-group.</p>	
2.	<p>MINUTES OF PREVIOUS MEETINGS</p> <p><u>Draft Minutes 4.12.2015; Accuracy</u> Pg. 4; MB85/15 ‘2016 Budget and Long Term Financial and Fundraising Plan’</p> <p><u>Draft Minutes 5.12.2015; Accuracy</u> Pg. 8; MB96/15 ‘Constitutional Review’ – delete ‘either/or’. Pg. 2; MB86/15 ‘Declaration of Interest’ – add ‘SH then left the meeting at the appropriate time’.</p> <p><u>Matters Arising</u> The Board noted the matters arising and actions since the last Board meeting.</p>	

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3.	CHAIR'S REPORT RB will be contacting Board members individually to discuss how they would like to contribute to the Board in next couple of years. The Board thanked SO'G for all the work she has done towards the constitutional reforms and special resolutions to the 2016 AGM.	

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4.	<p>DIRECTOR'S REPORT</p> <p>The Board noted the Director's Report and activities since the last meeting. KA informed the Board that there will be a more substantial discussion on the Staff Survey including a management response at the March Board meeting.</p> <p><u>Annual Report Outline</u></p> <p>KM presented an outline and approval process for the 2015 Annual Report for the Board to comment on. The Board discussed the paper and requested the following;</p> <ul style="list-style-type: none"> - An additional statement in the report about staff/volunteers - Re-wording of the 'Activism' section - Sequencing the annual report to align with Strategic Plan <p>MC and HP agreed to help finalise the report. The Annual Report will be available on line.</p> <p><u>Headcount Controls</u></p> <p>The Board discussed paper B/3003 which sets out the procedure for resourcing and staff costs controls. The paper proposed that all staffing requests within budget be approved by the Departmental Director, any requests that are not in budget will be brought to SMT by the relevant Department Director for further discussion alongside up to date budget and forecast reports. If additional resource is approved by SMT, the decision is then referred to FSC, through the budgeting process, acting on behalf of both the Section and Trust Boards for ratification.</p> <p>MC stated that the FSC cannot sanction any additional spend and wanted the final decision to stay with the Boards. The Board agreed with MC's suggestion.</p> <p>KA to amend the paper, she thanked the Board for their support in finalising this procedure.</p> <p><u>Book Shop Leases</u></p> <p>RC presented paper B/3004 outlining the new approach to lease length and break clauses for Amnesty Bookshops and asked for approval for the process for agreeing shop leases. RC proposed that a business case for the renewal of the lease will go to a Board meeting six to nine months before the lease expires, if the renewal is approved then the Board Officers will be given authority to sign the lease outside of a Board meeting. New shop acquisitions will require a quicker process, therefore the Board was asked to delegate authority to the Board Officers for both the approval and the signing of lease paperwork.</p>	

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	<p>The Board discussed the proposal and AGREED the approach asking that any acquisitions be circulated to the whole Board in advance before the Officers sign the paperwork.</p> <p><u>Brighton Shop Lease</u></p> <p>The lease on the Brighton Bookshop is due to expire in August 2016. At the end of 2015, the landlord who was happy for us to remain in the property but asked for a £1,000 per annum rent increase. This is the first increase since 2006. The new lease would be for 10 years with a suggested break clause of five years – a total commitment of £105,000.</p> <p>The Board AGREED to the renewal of the lease for the Brighton Bookshop. The Board thanked RC for the paper.</p>	

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5.	<p>RETURNING OFFICER'S REPORT</p> <p>The Board noted paper B/2993, the Returning Officer's Report on the 2016-19 nominations for the Board. The Board were disappointed by the lack of nominations this year and noted the pattern of low voter turnout and nominations over the past 10 years.</p> <p>TN-B suggested a bigger role for the Nominations Committee, clarifying their terms of reference to include training and improving engagement with members and looking at communications from committees and the Board to members.</p> <p>HP suggested pairing a Board member with Kari Walker, Nominations Committee Chair to start the work now to engage members and help raise awareness of the nominations process.</p> <p>RB stated that the application forms might be a hurdle for members – it requires 10 nominations from fellow Amnesty members, a difficult ask for most who are not group members.</p> <p>The Board discussed the consequences of no elections and agreed to maintain their numbers leading up to the AGM given the Special Resolution calling for the Board to be reduced from 12 to 9 elected members.</p> <p>The Board thanked the Returning Officer for his report.</p>	

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6.	<p>REPORTS FROM SUB-COMMITTEES</p> <p>Activism Sub-Committee (30.01.16) The main items at the ASC meeting were ‘feedback from constituencies’, ‘activist code of conduct’, ‘activism surveys and insight’ and ‘AGM prep’. RB noted the improved, more dynamic ASC and thanked the sub-committee for all their help in preparation for the AGM. HP reported that the ASC need a representative from the Trade Union Network. ACTION; Thed to arrange for one in time for the next ASC meeting.</p> <p>Human Resources Sub-Committee (10.12.16) TN-B reported on the HRSC meeting held in December. TN-B thanked Glenn Templeman, Head of HR for presenting the ‘People & Culture Strategy’, KM stated at the HRSC meeting that there would be some temporary staffing resources put in place to help the HR team take the strategy forward.</p> <p>The HRSC were also presented with the results of the Staff Survey, Risk Management, Joint Contracts of Employment and the Pay & Grading review. The HRSC also thanked Thed for his work finalising the Director Pay issue.</p> <p>On point 12.2 – Joint Contracts of Employment, the Board requested further clarification on what the MoU will entail. ACTION; TN-B to report to the March Board meeting.</p> <p>International Issues Sub-Committee (23.01.16) The Board noted the IISC minutes of 23 January 2016 and the IISC Annual Report and Priorities for 2016.</p>	

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7.	<p>INTERNATIONAL GOVERNANCE REFORM</p> <p>The Board welcomed Rune Arctander (RA), Vice-Chair of the International Board and Chair of the International Governance Committee (via Skype).</p> <p>RA outlined the main changes and reforms being consulted on by the International Board which are designed to ensure the movement becomes more diverse, more strategic, more accountable and still maintain its democratic core. The changes proposed are on decision making, voting rights, structures and accountability and governance criteria. The consultation document included a list of questions for Sections to feedback on (by the 29th February 2016).</p> <p>The key issues being consulted on are;</p> <ul style="list-style-type: none"> • Proposal to establish an annual Global Assembly to fulfil many of the functions currently reserved for the International Council Meeting; • Proposal that one delegate per entity be appointed to the Global Assembly • Views on different voting arrangements (one section one vote) • Views on how to enhance diversity (particularly with respect to youth and gender) <p>The Board thanked RA for his paper and presentation. RA left the meeting.</p> <p>The Board discussed the paper and proposed changes, they agreed that the changes proposed are substantial and more work needs to be done to fully understand the impact on the Section. The Board AGREED to pass on their comments and questions on the issues raised to the following leads (per issue);</p> <ul style="list-style-type: none"> - TN-B for 'People' - TS for 'Structures & Accountability' - HL for 'Decision-Making' - AC for 'Voting Rights' <p>Board members agreed to structure their feedback to separate out risks/concerns, questions, what's missing and 'alarm bells'.</p> <p>ACTION; HP to circulate a template for Board members to fill in their feedback. ACTION; HP collate all the responses received and send it to TH by 22nd February ACTION; TH to submit the Section response to the International Board by 29th February.</p>	

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8.	<p data-bbox="263 315 754 344"><u>2016 AGM /NATIONAL CONFERENCE</u></p> <p data-bbox="263 392 600 421">Programme and Planning</p> <p data-bbox="263 427 1294 577">KM informed the Board that the registrations are underway, 243 bookings received half of whom are attending the AGM for the first time. The planning is going well and the voting pads are being programmed and will be tested by the AGM Review Group to ensure all eventualities have been planned for.</p> <p data-bbox="263 624 654 654">AGM Implementation Report</p> <p data-bbox="263 660 927 689">The Board noted the AGM Implementation Report.</p> <p data-bbox="263 696 1326 808">RB asked Board members to contact proposers of last year's resolutions to update them on the final implementation report. RB to circulate a list of Board members' allocation to 2015 AGM resolutions and contact details of the proposers.</p> <p data-bbox="263 855 1058 884">The Board APPROVED the 2015 AGM Implementation Report</p> <p data-bbox="263 931 592 960">2016 Special Resolutions</p> <p data-bbox="263 967 1307 1120">The Board noted and APPROVED the wording of the Special Resolutions to the 2016 AGM and the related Board Background Notes (including for Special Resolution 6A 'Members Rights EGM'). The Board requested further clarification on why some Special Resolutions do not have GTF support.</p> <p data-bbox="263 1126 1286 1155">ACTION; TH to contact Sheila Banks, Chair of the GTF for further clarification.</p> <p data-bbox="263 1202 616 1232">2016 Ordinary Resolutions</p> <p data-bbox="263 1238 1334 1350">The Board noted and APPROVED the resolutions on the Financial Statements and Appointment of Auditors both to be presented by the Treasurer during the Section Report.</p> <p data-bbox="263 1397 1318 1509">The Board APPROVED their three ordinary resolutions on Review of AI's policy on access to Abortion, AIUK's Strategic Plan 2016-2020 and Developing a Body of Rules for the Governance of AIUK.</p> <p data-bbox="263 1556 1238 1624">The Board thanked TH and Rosie Chapman for all their work in drafting and finalising the resolutions.</p> <p data-bbox="263 1671 1246 1738">The Board discussed all the 2016 AGM resolutions, the Board's position and allocated Board members to working parties and resolutions as follows;</p>	

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	<p><u>Working Party A</u></p> <p>Resolution A1 (AIUK's Strategic Plan) HP</p> <p>Resolution A2 (Eritrea) JA</p> <p>ACTION; Board to oppose the resolution, it is not possible for the Board to implement.</p> <p>Resolution A3 (Western Sahara) JA</p> <p>Resolution A4 (AI's policy on access to abortion) ED</p> <p>Resolution A5 (Climate Change) ED or HP</p> <p><u>Working Party B</u></p> <p>Resolution B1 (Voting Rights) THed</p> <p>ACTION; Board to propose the AGM remit the resolution to the Board</p> <p>Resolution B2 (NGO Accounts/Co-op Bank) CB-T</p> <p>ACTION; TH and CB-T to re-draft the Board background note.</p> <p>ACTION; TH to bring this issue back to the March Board meeting for further discussion.</p> <p>Resolution B3 (Live Streaming) HL</p> <p>ACTION; TH to check with the proposers if factual errors in the proposer's note can be amended. TH to find out the costs and alternatives to live streaming.</p> <p>Resolution B4 (Banners and Placards) CB-T</p> <p>ACTION; TH and CB-T to re-phrase the Board background note.</p> <p>Resolution B5 (Rules) HL</p> <p><u>Working Party S</u> [Special Resolutions]</p> <p>ACTION; TS, SO'G and RB to agree on allocation of particular resolutions.</p> <p>ACTION; Board Members to send through any further comments/amends to the Board Background Notes to TH.</p>	

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8.	<p><u>FUNDRAISING UPDATE</u></p> <p>RC provided an update to the Board on the most recent developments in the Fundraising Sector summarised as follows;</p> <ul style="list-style-type: none"> • A new Fundraising Regulator has been established and a working group has been set up to examine the workings of a fundraising preference service. • The Public Administration and Constitutional Affairs Committee (PACAC) report and Charity Commission guidance emphasise the role of Trustees in oversight of their fundraising operations. • The Fundraising Standards Board's final report concludes that Mrs Cooke's experiences were the inevitable consequence of charities' practice of swapping / selling data but that no individual charity could have been aware of the cumulative impact of this. • A number of Institute of Fundraising Code changes have been made that charities must comply with. The Code will merge with the Public Fundraising Regulatory Association rulebook and will transfer to the management of the new Fundraising Regulator at some point. • Paper includes thoughts from AIUK's FR Director on the potential consequences for fundraising strategy and our 2017-20 fundraising projections. <p>The Board thanked RC for the update and the Fundraising Department for their work and dedication despite the changes and a difficult fundraising environment.</p>	
9.	<p><u>CLOSING REMARKS</u></p> <p>RB thanked Board members for attending the meeting and wished everyone a safe journey home.</p>	

Chair's signature

Date