



**BOARD MEETING**  
**Minutes of the Meeting held on**  
**Saturday 17 October 2015**

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

**Present**

**Board Members:**

Sarah O'Grady (SO'G)	Chair
Ruth Breddal (RB)	Vice Chair
Meredith Coombs	Treasurer
Cris Burson-Thomas (CB-T)	
Stuart Hathaway (SH)	
Hugh Whitby (HW)	
Hannah Perry (HP)	
Harrison Littler (HL)	
Tom Sparks (TS)	
Eilidh Douglas (ED)	
Jerry Allen (JA)	
Tom Hedley (THed)	

**Apologies:**

Ade Couper (AD)

**In Attendance:**

Kate Allen (KA)	AIUK Director
Tim Hancock (TH)	Director of the Chief Executive's Office
Kerry Moscogiuri (KM)	Director of Supporter Campaigning and Communications
Rosie Chinchin (RC)	Director of Fundraising
Eliot Lyne (EL)	Interim Director of Finance
Rosie Chapman (RCha)	Interim Company Secretary
Alice Kelly (AK)	Staff Representative on the Board

**Minutes:**

Selma Shirazi	PA to the Director
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MB65/15	<p><b>WELCOME</b> The Chair welcomed the Board to the meeting.</p> <p><b>APOLOGIES</b> Apologies were received from Ade Couper.</p> <p><b>DECLARATION OF INTEREST</b> There were no declarations of interest.</p>	
MB66/15	<p><b>MINUTES OF PREVIOUS MEETINGS</b></p> <p><u>Draft Minutes of 11.07.15 – Accuracy</u> The Board APPROVED the minutes.</p> <p><u>Draft Minutes of 19.09.15 – Accuracy</u></p> <p>The Board APPROVED the minutes subject to including MC in the list of those present.</p> <p><u>Matters Arising</u> Action from 17 May 2015 – The Chair reported that her one to one meetings with individual Board members were continuing. She will talk to Tracy Newton-Blows about the Board appraisal process and will update the Board on progress.</p> <p>Action from 21 March 2015 – Remuneration Committee proposals; SO’G will brief the newly appointed HRSC Chair Tracy Newton-Blows for her to take forward.</p> <p>Action from 7 February 2015 – Campaigns Overview; KM to now bring the Women in Afghanistan Campaign Evaluation to the December Board meeting.</p> <p>(Ongoing) Action from 12 July 2014 – Annual reports from sub-committee Chairs, HP to set up and circulate a template for the reports.</p>	
MB67/15	<p><b>CHAIR’S REPORT</b></p> <p><b>Co-opt Tracy Newton-Blows to the Board</b> The Chair reported that Tracy Newton-Blows has been co-opted to replace Sarah Ward as the Human Resources/Organisational Development expert on the Board. Tracy Newton-Blows had sent her apologies for this meeting and will attend the Board meetings from December onwards.</p> <p>Chair’s Activities The Chair reported on her activities since the July Board meeting including the following;</p> <ul style="list-style-type: none"> <li>▪ International Council Meeting (ICM)</li> </ul>	

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	<ul style="list-style-type: none"> <li>▪ Interviews for Treasurer and HR/OD specialist for the Board</li> <li>▪ Attendance at sub-committee meetings including the last meeting of the Governance Task Force (GTF), Finance Sub-Committee (FSC), Chairing the Human Resources Sub-Committee (HRSC) and speaking at the London Regional Conference.</li> <li>▪ Meetings with RCha, the Returning Officer John Pestle and the Standing Orders Committee discussing the consultation on the constitutional review.</li> <li>▪ Working with the Nominations Committee and a member of the HRSC to improve the Board pack and process for elections on to the Board. SO'G also reported that the Nominations Committee chair has co-opted two people onto that Committee.</li> <li>▪ External meetings including Trustees Unlimited, Women on Board, the RSPB AGM, meetings with the Chairs of the Ramblers' Association, the Lawyers Association and with AIUK's former Chair Linda Wilkinson.</li> <li>▪ SO'G also reported on her activities in her local group (Stratford upon Avon) and their summer social.</li> </ul> <p>The Board thanked the Chair for her report.</p>	
<b>MB68/15</b>	<p><b>DIRECTOR'S REPORT</b></p> <p>The Board received the Director's Report (paper B/2940).</p> <p>The Director highlighted an improvement against the legacy shortfall which is now not likely to be above £500K.</p> <p>The Director also updated the Board on her attendance to the Foreign Office Secretary's Human Rights Advisory Panel meeting at which she raised Amnesty's concern on Saudi Arabia's use of cluster bombs in Yemen; the Foreign Secretary had asked to see Amnesty's evidence and this will be sent to him presently.</p> <p>Other activities include the recent mission to Hungary and countries on its borders where the Director and Steve Symons, Refugee and Migrant Programme Director went to see the refugee situation and feed that into the Section's advocacy work.</p>	
<b>MB69/15</b>	<p><b>REPORTS FROM SUB-COMMITTEES, NETWORKS AND GOVERNANCE TASK FORCE</b></p> <p><u>Activism Sub-Committee</u> The Board noted the ASC minutes of 5 September. SO'G asked that she be added to the attendees list as she attended the meeting.</p> <p><u>Finance Sub-Committee</u> The Board noted the FSC minutes of 19 September 2015.</p>	

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	<p><u>Governance Task Force</u> The Board noted the GTF minutes of 18 July 2015. This was the last GTF meeting – the Chair thanked members of the GTF for their work and dedication.</p> <p><u>Human Resources Sub-Committee</u> AK raised two separate concerns on behalf of staff about the minutes;</p> <ul style="list-style-type: none"> <li>▪ Point 4.1 where the minutes mention that a call for volunteers to take part in that project (stress and workload) had a weak response – AK reported that three staff had suggested that the response may have been because of a lack of confidence in the work being taken forward..</li> </ul> <p>KA offered to have conversations with anyone unhappy to take part; to find out what the specific reasons are and whether they can be addressed.</p> <ul style="list-style-type: none"> <li>▪ Point 5 (Staff Survey 2015) – Four staff had expressed concerns about what they perceived as a ‘slimmed down’ version of the survey, and the absence of questions around the SMT’s performance.</li> </ul> <p>KM informed the Board that the staff survey normally comes in two versions with a dip check in one year, and an in-depth survey in the alternate year. Last year the survey was in-depth, this year it will be a dip check but it will still have questions on SMT performance.</p> <p>The Board thanked AK for her feedback.</p> <p><u>International Issues Sub-Committee</u> The Board noted the minutes of the IISC meeting held 15 July 2015.</p> <p><u>Feedback from the Governance Day – Equality and Diversity next steps</u> HW presented a paper summarising the discussion on Equality and Diversity at the recent Governance Day. HW proposed that the organisation’s strategic plan for 2016 to 2020 explicitly include equality and diversity commitments.</p> <p>The Board discussed whether to commission a study to establish how the organisation fares on equality and diversity, to establish a baseline, or whether to go ahead and work on it as part of the strategic plan.</p> <p>TH suggested that it would be helpful to start working on equality and diversity using Section’s governance as the initial focus and then work on next steps. RC stated that in terms of members and supporters, the only data currently available is where they live (geographical) and how old they are.</p> <p>On behalf of the Board the Chair supported taking this work forward and thanked HW for the work he has done thus far. The Board asked that TH, in discussion with HW, reflects within the strategic plan. commitments to strengthen equality and diversity</p> <p>The Sub-committee chairs were asked to obtain feedback on the 2015</p>	

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	Governance Day, and to submit ideas to TH for the 2016 event.	
MB70/15	<p><b>AIUK PERFORMANCE</b></p> <p><b>Performance against Operational Plan</b> The Board thanked TH and SMT for the report. They discussed whether the paper could be pared down focusing on the issues of concern. Some Board members wanted to see the detail against each objective and the Board agreed to keep the format as it is but to better highlight areas of difficulty, where targets were not met and where SMT would like input from the Board.</p> <p><b>Financial Report – August Accounts and July Reforecast</b> EL presented the AIUK combined Financial accounts for the eight months ending August 2015 and highlighted the following;</p> <ul style="list-style-type: none"> <li>▪ Cash is strong, £836K above the year end position.</li> <li>▪ Work continues to bring fundraising capacity up to planned levels against a backdrop of internal and external challenges although this continues to be slower than expected.</li> <li>▪ Legacies have slightly improved since the publication of the report. It is now likely that the downward reforecast will be £500K.</li> <li>▪ Non fundraising costs continue to be underspent across some areas; this will be addressed during Q3 reforecast which will be going to the FSC on 19 November and to the Board in December (5<sup>th</sup>).</li> <li>▪ Risks and reserves continue to be monitored and will be finalised for approval in a policy to come to the December Board meeting.</li> </ul> <p>The Board discussed and noted the accounts.</p> <p>MC asked whether the accounts could be presented differently, if they could be primarily focussed on Section figures and only subsequently on the combined entity. EL stated that currently the Finance team’s reporting systems are designed to manage the accounts as a combined entity. He will discuss with MC and KA a timetable separating the figures and moving to the new reporting format.</p> <p><u>Hammersmith Shop Lease</u> EL informed the Board that the lease for the Hammersmith shop has been signed, it is an 18 month lease i.e. a short term solution while the team considers a more permanent solution.</p>	

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MB71/15	<p><b>STRATEGIC PLAN</b></p> <p><b>Review of Draft Plan</b></p> <p>TH presented the draft strategic plan 2016 – 2020 and asked the Board to give him their feedback specifically on whether there is anything missing from the plan and whether there is anything they would like to amend. It was noted that the Plan will need to be formally agreed by the AGM.</p> <p>The Board discussed the draft Plan and gave the following detailed feedback;</p> <ul style="list-style-type: none"> <li>- TS stated that the format of the plan is good. Pg. 10: the objective of engaging 2% of the UK population needs to be put in context.</li> <li>- Pg. 5, 3<sup>rd</sup> paragraph under 'Our Human Rights Priorities' needs to be re-worded.</li> <li>- HP suggested that the Plan should draw more from and reference the international strategic goals. The plan should also include an explanation of any assumptions made; it should be more evidence based and wherever possible prefaced with research and data.</li> <li>- Ed suggested that Pg. 11 'Harnessing the power of our movement' wording should reflect the purpose of strengthening the power/membership and supporter base we already have.</li> <li>- HW pointed out that pg. 15 'Managing Change' section needs more context and clarity.</li> <li>- HL wanted the plan to use a better term than 'enablers'.</li> <li>- MC wanted the plan to be more explicit about the reasons why we want to raise income by X% and he suggested re-wording some sentences in pg. 12 under 'Growing our Financial Resources'.</li> </ul> <p>In addition, AK reported that one member of staff had said that the growth plan was over ambitious, and two members of staff would like to see more concrete targets.</p> <p><b>ACTION:</b> TH to make the amendments, the document will be finalised for Board approval at the December Board meeting.</p> <p><b>Implementation of Strategic Plan: short-term proposals</b></p> <p>EL presented a paper setting out the resource implications of implementing the strategic plan which will require some significant changes in resource allocation compared to what is currently available. The Senior Management Team requested authorisation to start recruitment of three posts in key areas to ensure that the new strategy can start in the best possible way.</p> <p>These posts are;</p> <ul style="list-style-type: none"> <li>- Fundraising Project Manager</li> <li>- Priority Campaign Manager</li> <li>- Governance Manager/Company Secretary</li> </ul> <p>AK reported that a couple of staff members questioned where the money would come from to pay for these additional posts, that there was not enough information in the paper and how these posts in particular were seen as priority.</p>	

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	<p>The Board noted that the Strategic Plan was ambitious and would require more staff to deliver it, hence the need to get appropriate resources in place. However the Board was also concerned that these proposals were being presented in an ad hoc way and out-of-synch with AIUK's overall budget proposals for 2016.</p> <p>As the Board appreciated that there was a time-lag in recruiting to new posts, they AGREED that work could start on the recruitment process, such as drawing up job descriptions and carrying out job evaluations, providing no that financial commitments were entered into until AIUK's overall budget proposals were considered by the Finance Sub-Committee on the 19 November.</p> <p><b>Section's Reserves Policy</b> EL presented an update on the reserves policy for the Board to note progress to date and comment on the proposed approach. The paper analyses the operating model and the reliability of the income streams and the committed nature of the costs. Risks are categorised into short, medium and longer term strategic change. An approximate and very broad estimate to mitigate against all the risks is estimated to be between £6m and £8m – this figure is a guide not a new target. The Finance Team will conduct further analysis or financial implications of risk and split between Section and Trust and an analysis of potential impact of material re-organisation - a final figure and target will then be reached.</p> <p>The Board noted the report and asked that the update to the December meeting include an explanation of how the reserves target will be split between Section and the Charitable Trust.</p> <p><b>Implications of Sir Stuart Etherington's Review of Fundraising Regulation for the Section</b> RC updated the Board on the implications of the review of fundraising for the Section and for the Charitable Trust. In particular, she highlighted the Review's proposals which would limit the ability of charities to contact people for funds. RC will bring to the Board a briefing note on the review and its implications to the December Board meeting. The Board thanked RC for the update and for the fundraising and growth strategy particularly considering the difficult times the sector as a whole is going through.</p>	
MB72/15	<p><b>STRATEGIC RISK AND ASSURANCE</b></p> <p><b>Strategic Risk and Assurance register, and Operational risk register</b> EL presented the updated strategic risk and assurance framework. The risk register has been updated to include the strategic planning process and impact framework, the development of long term financial and fundraising strategy and agreement of the new distribution model, increased scrutiny over charitable fundraising and the constitutional review consultation/formalising</p>	

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	<p>governance resourcing.</p> <p>A risk appetite statement (defining the amount and type of risk that an organisation is willing to take in order to meet their strategic objectives) has been drafted and is due to be finalised after discussion by the Leadership Team and will be approved by the FSC, Trust and Section Boards by December Board meeting.</p> <p>The Board noted the report.</p> <p><b>In-Depth Review: Crisis Communication Management</b></p> <p>KM presented a paper detailing a 'deep dive' into the work that AIUK is doing to build assurance on how the organisation manages risk to its reputation, including its global crisis protocol and crisis management group.</p> <p>The Board discussed the approach and gave the following feedback;</p> <ul style="list-style-type: none"> <li>- The planned mock crisis in the first quarter of 2016 would be a useful exercise, and it might bring other issues/situations to the fore.</li> <li>- It might be helpful to add more explicit instructions on where decision making processes apply, for example on which decisions are made by the Director and which by the Chair</li> <li>- Likewise, it would be helpful if the framework indicated when and how to involve external lawyers.</li> <li>- To make sure that the feedback mechanism ties in and informs reputational risk management, as feedback could be a source of useful information about emerging contentious issues.</li> </ul>	
<b>MB73/15</b>	<p><b>HRAC MORTGAGE: SECTION GUARENTEE</b></p> <p>EL presented a paper requesting the Board to agree the extension of the guarantee on the mortgage, if this was required as part of the new short term loan that the Charitable Trust had entered into pending consideration of longer term options in relation to the HRAC mortgage.</p> <p>The guarantee has been in existence for 10 years.</p> <p>The Board AGREED to extend the guarantee, if required, and authorised the Treasurer and the Chair to sign any necessary documents for this purpose.</p>	
<b>MB74/15</b>	<p><b>DRAFT FEEDBACK POLICY: FOR APPROVAL</b></p> <p>KM presented a revised feedback policy for the Board's approval. The main changes made were;</p> <ul style="list-style-type: none"> <li>- Incorporating learning identified by the Feedback Oversight Panel following recent complaints it has handled.</li> <li>- A clarification by the Section's lawyers regarding clarification on the legal status of the Section.</li> </ul>	



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	<p>The Board discussed the revised policy and suggested some amendments. They AGREED to delegate approval of the final version to ED, TS and JA, and for the policy to then be posted on AIUK's website.</p>	
<b>MB75/15</b>	<p><b>FEEDBACK FROM THE 2015 ICM</b></p> <p><b>2015 ICM Decisions</b> The Board noted the 2015 ICM Decisions.</p> <p>2015 ICM Report The Board noted the 2015 ICM Report from the International Secretariat. TH informed the Board that the Sex Work Policy will be approved by the International Board in March 2016. AIUK has no current plans to do any work on the policy.</p> <p>The Chair thanked the ICM delegation for all their hard work.</p>	
<b>MB76/15</b>	<p><b>AGM/NATIONAL CONFERENCE 2016</b></p> <p><b>Update on Timetable, arrangements and introduction of electronic/online voting system</b> TH informed the Board on the recent developments on on-site electronic voting. The service (incorporating the different affiliates and weighted votes) has been quoted at £13K. The Board discussed the options and agreed that £13K was too much to spend on electronic voting. The Board requested that until an affordable solution is found, all AGM votes should be card votes.</p> <p>HP proposed that Section takes up a challenge by 'tech city', to commission a cheap technological solution to the voting problem. HP to explore this further with help from TH and KM.</p> <p>TH also proposed a free day delegate for all AIUK members who wish to attend to vote on resolutions and take part in the AGM – this will cost up to £10K depending upon whether food is separately charged for and whether people make a donation in place of the fee.</p> <p>KM said that she would feedback all of the above to the AGM Review Group who are working on a timetable and arrangements for the 2016 AGM.</p> <p>KM to bring a paper detailing the timetable for Board preparation leading up to the AGM, the draft AGM/National Conference programme (including the possibility of running workshops and resolution working party sessions in parallel) and any other AGM related issues to the December Board meeting.</p> <p><b>Global Council</b> RC presented a draft proposal for the Board to request that the International</p>	

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	<p>Board enhance the recruitment guidelines for the Global Council as instructed by the AGM in 2014 (resolution D2). The Board AGREED the proposal, with HP delegated to work with RC to finalise the request from the AIUK Section Board to the International Board (IB).</p> <p>The Chair asked for any correspondence to include a date for the International Board to respond in time for the 2016 AGM.</p> <p><b>2015 AGM Decisions Implementation Report – Update</b> The Board noted the 2015 AGM Decisions Implementation Report. CB-T and TH to follow up on resolution C1 (Rendition and Torture).</p> <p><b>AGM decisions since 2010 which have on-going effect</b> The Board noted the paper listing AGM decisions (from 2010 onwards) which are ongoing.</p>	
MB77/15	<p><b>CONSTITUTIONAL REVIEW AND GOVERNANCE UPDATE</b></p> <p><b>Update on consultation and reaching out to key stakeholders</b> RCha informed the Board that so far 2750 responses have been received. A reminder has been sent out to members last week.</p> <p><b>Update on other governance developments</b> RCha presented a paper for the Board to note providing an update on the governance arrangements as measured against the voluntary and community sector Governance Code and AI's Core Standards. The Board noted the paper and requested the governance calendar to be re-circulated to them.</p> <p><b>Networks' Terms of Reference</b> The Board noted and APPROVED the Networks' Terms of Reference.</p> <p><b>PROJECT ON WORKING RELATIONSHIP BETWEEN SECTION AND TRUST</b></p> <p>EL presented the Section and Trust work plan to address the governance and financial issues raised by current structure of AIUK. The paper reviewed the legal structure of AIUK, charitable vs non-charitable activity, financial and democratic issues and the current relationship between the two entities. The work plan is being scoped with a proposed date for completion in December 2016.</p> <p>The Board noted the paper</p>	
MB78/15	<p><b>IMPLEMENTATION OF GTF RECOMMENDATIONS – UPDATE</b></p> <p>ED reported that this work is ongoing. GTF recommendations have been incorporated into the constitutional review. A paper detailing/tracking the recommendations and their progress will be circulated at the December Board meeting.</p>	

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MB79/15	<p><b>'OUR PEOPLE' HUMAN RESOURCES REPORT</b></p> <p>KM presented the report for the Board to note.</p> <p>The Board commented on the report's usefulness. They also noted that the HR team had done a really good job while the interim reporting arrangements have been in place.</p> <p>MC said whether the Section had considered the implications of the new regulations on pensions which, from April 2018, will require employers to increase their contributions. THed confirmed that this has been discussed by the Pensions Forum. EL confirmed that more provision is being made to allow for the increase.</p>	
MB80/15	<p><b>BOARD ATTENDANCE AT REGIONAL CONFERENCES</b></p> <p>The Board confirmed their attendance at Regional Conferences;  TS will be going to the North East Conference (24 October 2015)  ED will be attending the meeting in Glasgow on the 28 November 2015  SH will attend Wales Regional Conference once dates have been confirmed.  HP and RB will attend the South East Conference (20 February 2016).  HL will attend the South West Conference (March 2016 tbc).  JA and RB will attend the North West Conference (24 October 2015).  JA and RB will attend the South Midlands Conference (31 January 2016).</p>	
MB81/15	<p><b>2014 IMPACT AND LEARNING REPORT: STOP TORTURE CAMPAIGN EVALUATION</b></p> <p>The Board noted the Stop Torture Campaign Evaluation.</p>	
	<p><b>Dates of Next Meetings</b></p> <ul style="list-style-type: none"> <li>▪ 5 December 2015</li> </ul>	

Chair's signature .....

Date .....