

# Amnesty International UK



## **BOARD MEETING** **Minutes of the Meeting held on** **Saturday 5 December 2015**

**Seminar 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)	Left the meeting at 1315
Eilidh Douglas (ED)	
Stuart Hathaway (SH)	
Hannah Perry (HP)	
Harrison Littler (HL)	
Tom Sparks (TS)	
Jerry Allen (JA)	
Tom Hedley (THed)	
Ade Couper (AD)	
Tracy Newton-Blows (TN-B)	

#### **Apologies:**

Hugh Whitby (HW)

#### **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 Campaigning and Communications
Rosie Chapman (RCh)	Interim Company Secretary
Alice Sims (AS) nee Kelly	Staff Representative to the Board

#### **Minutes:**

Selma Shirazi	PA to the Director
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MB86/15	<p><b>WELCOME &amp; INTRODUCTIONS</b> The Chair welcomed the Board to the meeting.</p> <p><b>APOLOGIES</b> Apologies were received from Hugh Whitby.</p> <p><b>DECLARATION OF INTEREST</b> The Chair stated that SH has a declaration of interest with items 14 'Reports from Sub-Committees' specifically with the minutes from the FSC meeting and with item 20 'Project on working relationship between section and trust' due to his employment at the HMRC. SH then left the meeting at the appropriate time.</p> <p><b>ANNOUNCEMENTS</b> The Chair welcomed Tracy Newton-Blows (TN-B) to her first AIUK Section Board meeting, TN-B will be Chairing the Human Resources Sub-Committee. The Board congratulated CB-T on the new addition to his family. The Board congratulated AS on her wedding.</p>	
MB87/15	<p><b>MINUTES OF PREVIOUS MEETINGS</b></p> <p><u>Draft Minutes 17.10.15 (Open Session); Accuracy</u> The Board APPROVED the minutes.</p> <p><u>Matters Arising</u> Action from 17.10.15; Feedback Policy – KM to bring this back to the February Board meeting.</p> <p>Action from 11.17.15; GTF Recommendations – This action will be tied in with the special resolutions to the 2015 AGM which will come to the Board in February for approval.</p> <p>Action from 21.03.15; Remuneration Committee – TN-B to bring this back to the Board in February (after she has Chaired her first HRSC meeting).</p> <p>Action from 29.11.14; Subscription Fees – RC reported that this will come back to the Board after the Section/Trust Project has been completed, in 2016.</p> <p>Action from 12.7.14; Board Sub-Committees – HP reported that Chairs of sub-committees have met. They will be reporting to the Board on Sub-Committee objectives and costs and ongoing work at the February meeting. MC asked whether the new cycle for sub-committees could be aligned with the annual report timings. HP agreed that there is some confusion about when the sub-committee cycle starts/ends.</p> <p><u>ACTION; TH to bring a paper finalising the cycle and key meetings to the February Board meeting.</u></p>	

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<b>MB88/15</b>	<p><b>CHAIR'S REPORT</b></p> <p>The Chair gave the following report on her activities since the last Board meeting;</p> <ul style="list-style-type: none"> <li>▪ Meetings with RCh and TH and the lawyers BWB and representatives from NCVO regarding the ongoing constitutional work/review.</li> <li>▪ Meetings with the Returning Officer and members of the HRSC regarding the Board elections.</li> <li>▪ Meetings with the SOC and the Returning Officer regarding the AGM Programme and agenda.</li> <li>▪ Preparation for the December Board meeting</li> <li>▪ Inducting newly co-opted Board member TN-B</li> <li>▪ Attending the Media Awards</li> <li>▪ Attending the launch of the 'Little Book of Big Freedoms' book.</li> <li>▪ Attending the Human Rights Defenders event in Westminster</li> <li>▪ Attending (along with RB) a meeting with the Chairs and Vice Chairs of Justice, Liberty and the Women's Association</li> <li>▪ Attending a meeting with Tawanda Mutuah, Policy Advisor at the IS and his team.</li> <li>▪ Attending the Student Conference</li> <li>▪ Attending the Country Co-ordinator Conference</li> <li>▪ Attending the AGMs of the NCVO and the National Trust</li> </ul> <p>Looking forward to the next couple of weeks before the holidays, the chair will be;</p> <ul style="list-style-type: none"> <li>▪ Taking part in the International Chairs Tele-Conference</li> <li>▪ Having lunch with Richard Cryer, former AIUK Board member and Treasurer</li> <li>▪ Preparing for the February Board meeting when the Board will be discussing its work objectives for the year.</li> </ul>	
<b>MB89/15</b>	<p><b>DIRECTOR'S REPORT</b></p> <p>The Board noted the Director's Report (B/2972). KA updated the Board on the work done in N. Ireland where the office there continues to contribute and work on 'Dealing with the Past and implementing the Stormont Agreement'.</p> <p>TH reminded the Board on the background and progress of the N. Ireland office's work on abortion. In June 2015 Amnesty intervened in a High Court challenge to N. Ireland's abortion laws which date back to 1861, Amnesty also successfully brought the voice of women who have had to travel for abortion services into court proceedings as intervenors. The resulting ruling by the High Court that denying abortion is a breach of human rights is a good result. We continue to campaign and advocate for the total decriminalisation of abortion.</p> <p>The Board thanked TH for the update and the staff at the N. Ireland office for their hard work.</p>	

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	<p>Other reports from KA included political, fundraising and key meetings with staff and volunteers.</p> <p>The Board thanked KA for her report.</p>	
<b>MB90/15</b>	<p><b>REPORTS FROM SUB-COMMITTEES AND NETWORKS</b></p> <p><b><u>Finance Sub-Committee Minutes 19.11.15</u></b>  SH left the meeting at 1310.  MC presented the minutes of the FSC meeting held on the 19 November. The main item for discussion was Gift Aid. Other items included Property Matters, Risk and Assurance, September Accounts and reforecast, Reserves and the Long Term Financial and Fundraising Plan.  The Board thanked MC for the report.</p> <p><b><u>Activism Sub-Committee Minutes 14.11.15</u></b>  ED reported on the ASC meeting, the main discussion was the 2016 AGM, Constitutional consultation, Strategic planning, ASC objectives for 2016 and Quarter Three Supporter feedback.  The Board thanked ED for the report.</p> <p><b><u>International Issues Sub-Committee Minutes 14.11.15</u></b>  TH (in the absence of HW) updated the Board on the November IISC meeting. They discussed the ICM Decisions, Global Transition Plan, Work plans and Objectives for 2016. The Board thanked TH for the report.</p> <p>CB-T left the Board meeting at 1315 (Family Emergency)</p>	
<b>MB91/15</b>	<p><b>AIUK PERFORMANCE</b></p> <p><b>Financial Report – September Accounts and end of year forecast</b>  The Board noted paper B/2976, KA summarised the key developments in the accounts as follows;</p> <ul style="list-style-type: none"> <li>- Cash balances are £1,496K above the year end position.</li> <li>- There is a predicted shortfall on fundraising expenditure of £798K, £607K of that being on the acquisition of new regular givers.</li> <li>- Supporter numbers; at the end of September there was a net reduction (vs. last year end) of 1,201. The forecast at the year-end is 209,604 which is 577 less than the start of the year.</li> <li>- Non Fundraising Costs; Q4 forecast of spend against budget reviewed and net savings against budget of £385K identified, this will offset the impact of reduced regular giving and legacy gift income being forecast for the full year.</li> <li>- International Assessment; the Q3 forecast is £1.3m less than previous forecasts (assuming payment will not include advance payment for 2016).</li> </ul> <p>The Board thanked KA for the report and APPROVED the financial accounts.</p>	

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<b>MB92/15</b>	<p><b>STRATEGIC PLAN 2016-2020</b></p> <p>TH presented paper B/2977, Strategic Plan for the Board to adopt subject to AGM approval. The paper takes into account the comments and amends received at the October Board meeting, additional priorities have been included (Political Analysis and Our Role in the International Movement), a preface will be included (in the name of the Chair – Trust and Section – and the Director), the plan also includes a significant degree of alignment and interdependence between its constituent priorities and forms a coherent whole.</p> <p>The Board discussed the plan. Board members praised the plan, AC was pleased with the Human Rights Education element of the plan. TS stated that the plan was very impressive and asked whether it could include something about protecting data especially for Human Rights Defenders. ED thanked TH for taking the ASC's points (raised at their last meeting) into account. HW asked the Chair to convey his thanks after noting that Equality and Diversity was included in the plan. The Chair thanked the SMT and all the teams who contributed to the drafting of the strategic plan.</p> <p>KM informed the Board that the strategic plan will go out to the ASC and leading activists to talk about , feed into their groups and regional teams and get them engaged so that as many activists as possible are acquainted with the plan before the AGM.</p> <p>The Board agreed to delegate authority to the Director to amendments to the Strategic Plan in the light of comments from the Trust at their meeting on the 10 December.</p> <p>The Board APPROVED the Strategic Plan.</p> <p>SH re-joined the Board meeting at 1410</p>	
<b>MB93/15</b>	<p><b>OPERATIONAL PLAN 2016</b></p> <p>TH presented the Operational Plan 2016 to the Board. The plan highlights the range of AIUK operational activity during the year, rather than a few key highlights. The plan is primarily intended as a management tool for the SMT and the Leadership Team (LT) while providing the Board with assurance that operations will be carrying forward the Board's strategy over the coming year and will be consistent with the organisation's objectives.</p> <p>The Board discussed the operational plan, ED asked whether there has been any consideration to expanding the major gifts work in Scotland. RC replied stating that the 2016 plans do not include expanding major gifts work in Scotland however this could change in the coming years.</p> <p>SO'G asked SMT about the reporting schedule on the operational plan. TH will need to work on the process and timing for reporting on the plan otherwise</p>	

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	<p>LT/SMT are happy to report on their particular areas of work to the Board as instructed.</p> <p>The Board thanked TH and the whole of the LT and their teams for the Operational Plan. The Board APPROVED the Operational Plan.</p>	
<b>MB94/15</b>	<p><b>RISK AND ASSURANCE</b></p> <p>The Board noted paper B/2983 'Risk and Assurance'. The Board was asked to review the updated strategic risk register (the Board discussed Risk in detail at the October meeting). The updates/changes are;</p> <ul style="list-style-type: none"> <li>- Financial Sustainability Risk assurance rating has been upgraded to 'adequate' (from 'limited') reflecting the significant amount of progress this year.</li> <li>- Continuing scrutiny over charitable fundraising have maintained the higher risk rating in reputational and compliance risks 3 and 5.</li> </ul> <p>AS gave some feedback from staff on risk 6 'People', the member of staff was not aware of any oversight or process around this risk and wanted to know why the risk only mentions human rights defenders. KM replied stating that it could be widened to include Individuals at Risk or anyone we are working with and for.</p> <p>The Board thanked KM for presenting the paper and SMT/LT for their work on updating the risk register.</p>	
<b>MB96/15</b>	<p><b>AGM/NATIONAL CONFERENCE</b></p> <p><u><b>Update and Draft AGM/Conference Programme</b></u></p> <p>KM presented the draft AGM/Conference programme which has been developed with the help of the AGM Review Group and the Standing Orders Committee. The programme has been revised from previous years' format to make the conference more participative. It has enabled two events to run at the same time, giving delegates more choice and chances to fit in more during the AGM/Conference.</p> <p>RB stated that the ASC and the AGM Review group are very happy with the proposed programme. The Board thanked KM for her presentation. The final AGM/Conference Programme will be coming to the February Board.</p> <p>RB updated the Board on electronic voting, the Events Team have found a cheaper alternative – a simpler device for hire. The voting devices will be pre-programmed with all the weighted votes for people with more than one vote or more than one constituency to vote for. The Returning Office is going to the Electoral Reform society to test out the device.</p> <p>The Board thanked RB and KM for the update.</p>	

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	<p><b><u>Constitutional Review – consultation results and proposed Special Resolutions</u></b></p> <p>TH and RCh presented paper B/2985 which summarises the results of the consultation on Section’s constitutional review. There have been more than 4,100 responses to the consultation, some of the proposals received 75% or more support from the respondents the Board was asked to give guidance on how and which proposals they want to present as special resolutions.</p> <p>The Board discussed the proposals and agreed the following;</p> <ul style="list-style-type: none"> <li>▪ Proposals 1 and 2 (no qualifying period) will NOT go to the AGM.</li> <li>▪ Proposal 3 (Chair of the Board also chairs AGM) will go to the AGM as special resolution. SO’G wanted the background note to draw the distinction between the legal AGM part of the meeting and the national conference.</li> </ul> <p><b><u>ACTION; KM to colour code the AGM/National Conference Programme accordingly.</u></b></p> <ul style="list-style-type: none"> <li>▪ Proposal 4 (resolutions from individual members to be supported by five individual members or a group) to go to the AGM.</li> <li>▪ Proposal 5 (90 day deadline for receipt of AGM resolutions) to go to the AGM</li> <li>▪ Proposal 6 (1% members’ threshold for an EGM) to go to the AGM</li> <li>▪ Proposal 8 (No reserved places on the Board) and 9 (reducing the size of the Board to 12) were discussed by the Board.</li> </ul> <p>THed stated that reserved places are key to the running of the organisation, they serve as a sounding board for and by their constituency. 5 out of the last 6 Chairs have come from recognised networks. If the size of the Board is reduced to 9 elected and 3 co-opted places there may not be a lot of Board members from the activist base. THed asked for the Board to defer sending these two proposals to the AGM this year.</p> <p>ED countered by saying that all proposals on the constitution should go to the AGM as a single package. ED stated that the ASC could take on the task of filtering/passing on information from the Board to the activist base of the organisation.</p> <p>HP wanted future Boards to have and hear all aspects of the organisation’s spectrum ensuring that all concerns are heard and addressed at the Board. HP wanted the Board to reflect views of all activists.</p> <p>The Chair called for a vote on whether proposals 8 and 9 should go the AGM. 8 voted for, 2 against and 1 abstained.</p> <p>Proposals 8 and 9 will go to the AGM.</p> <ul style="list-style-type: none"> <li>▪ Proposal 10 (Chair elected from amongst entire Board) to go to the AGM.</li> <li>▪ Proposal 11 (3 year gap before Board members can stand for re-election).</li> </ul> <p>Board members agreed there should be a gap, the duration of the gap was contested by some Board members who asked for the resolution to call for a</p>	

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	<p>one year gap instead. The Chair moved to vote on the duration of the gap. 8 voted for three years, 4 voted for 1 year.</p> <p>Proposal 11 (3 year gap before Board members can stand for re-election) to go to the AGM.</p> <ul style="list-style-type: none"> <li>▪ Proposal 12 (gap required even if no re-election sought at the end of first term) to go to the AGM.</li> <li>▪ Proposal 13 (Chair and Vice Chair 3 year term renewable once) to go to the AGM.</li> <li>▪ Proposal 14 (Limit on how long a Chair/Vice Chair can serve on the Board) to go to the AGM.</li> <li>▪ Proposal 15 (Draw up Rules) to go to the AGM</li> <li>▪ Proposal 16 (View on the existing AGM committees) NOT to go to the AGM.</li> <li>▪ Proposal 17 (View on Standing Orders Committee) NOT to go to the AGM</li> <li>▪ Proposal 18 (Nominations Committee now a sub-committee of the Board) to go to the AGM.</li> </ul> <p>The Board AGREED to group together proposals 8 and 9. The other grouped resolutions will have proposals 13 and 14.</p> <p>The Board AGREED to have a 'sweeper' resolution to include non-contentious amendments to the Articles which were;</p> <ul style="list-style-type: none"> <li>- Additional definitions in the interpretation of terms</li> <li>- Clarification of Article 6 to reflect good practice in relation to members and Board members (company directors) and 'connected persons' permitted benefits and clarifying the circumstances in which there might be a conflict of interest in receiving such benefits.</li> <li>- Clarification of the circumstances in which a member might cease to be a member (Article 13)</li> <li>- Clarification of voting arrangements at the AGM (Article 28)</li> <li>- Clarification of use of proxy voting, including electronic voting (Articles 30 to 32)</li> </ul> <p>The Board AGREED to delegate to SO'G, RB and TS to help finish the drafting of the special resolutions.</p> <p>MC raised Articles 5.10, 5.11 and 5.11.1 as other potential changes that could be made.</p> <p>SH queried whether 26.4 and 29.3 could also be changed.</p> <p><u>ACTION; RCh to check with the lawyers BWB if the wording of the above articles can be amended.</u></p> <p>RB requested the Board Background Notes to the resolutions to include the legal advice and the results of the consultation.</p> <p>MC noted that in article 18.2.7 the words 'if thought fit' have not been included in the revised constitution.</p> <p><u>ACTION; RCh to amend accordingly.</u></p>	



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	<p>The Chair asked Board members to send any further feedback to RCh by 8 December at the latest.</p> <p>The special resolutions will be completed by the 18 December and can be shared with activists then. The Regional Representative especially have asked if they can have them in advance in order to start discussions with their groups.</p> <p><u>ACTION; TH to share the results of the constitutional consultation with members (via the members only section of the website).</u></p> <p><b><u>Ordinary Resolutions</u></b></p> <p>TH presented two draft ordinary resolutions (on strategic plan and abortion) for the Board to submit to the AGM. The Board AGREED the resolutions.</p> <p>HP asked whether the successes in N. Ireland alter the thinking behind the resolution and requested that the abortion resolution to be shared with the proposers of the previous resolution.</p> <p><u>ACTION; TH to share resolution with the previous proposer.</u></p> <p>ED asked for better clarity on the wording 'subject to reasonable restrictions' (in the abortion resolution) before submitting the resolution. TH responded saying that ED would for the most part elaborate on that term when speaking at the AGM.</p> <p><b><u>AGM Implementation Report</u></b></p> <p>The Board noted the implementation report. Board members were asked to liaise with resolution proposers and any other interested members.</p> <p>The final implementation report will be presented to the Board in February for approval.</p>	
MB97/15	<p><b>PROJECT ON WORKING RELATIONSHIP BETWEEN SECTION AND TRUST – UPDATE</b></p> <p>THE Chair asked the Board to pass on their feedback and any comments to RCh by Friday 11 December.</p>	
MB98/15	<p><b>LEASE AGREEMENT FOR 3 EDITH WALK GREAT MALVERN</b></p> <p>The Board noted paper B/2989 and AGREED the renewal of the lease of the Great Malvern AIUK bookshop. The Board delegated the signing of the lease to MC and SO'G.</p>	
	<p><b>CLOSING REMARKS</b></p> <p>The Chair thanked Board members for attending the Board meeting, for their help and contributions throughout the meeting and wished them a safe journey home.</p>	

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	<p><b>Dates of Next Meetings</b></p> <ul style="list-style-type: none"> <li>▪ 13 February 2016</li> <li>▪ 31 March 2016 (Tele Conference)</li> <li>▪ 14 May 2016</li> <li>▪ 16 July 2016</li> <li>▪ 24 September 2016 (Governance Day)</li> <li>▪ 3 December 2016</li> </ul>	

**Chair's signature** .....

**Date** .....