

Amnesty International UK



BOARD MEETING **Minutes of the Meeting held on** **Saturday 9 July 2016**

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

OPEN SESSION

Present

Board Members:

Ruth Breddal (RB)	Chair
Hannah Perry (HP)	Vice Chair
Meredith Coombs (MC)	Treasurer
Harrison Littler (HL)	
Ade Couper (AD)	
Jerry Allen (JA)	
Eilidh Douglas (ED)	<i>Via Telephone</i>
Tom Sparks (TS)	
Tom Hedley (THed)	

Apologies:

Tracy Newton-Blows (TN-B)	
Cris Burson-Thomas (CB-T)	<i>First absence since he was appointed in 2011.</i>

In Attendance:

Kate Allen (KA)	Director
Ros Parker (RP)	Director of Corporate Services
Rosie Chinchin (RC)	Director of Fundraising (<i>From 1.10pm onwards</i>)
Tim Hancock (TH)	Director of the Chief Executive's Office
Kerry Mosconiuri (KM)	Director of Supporter Communications and Campaigns
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 Tracy Netwon-Blows (TN-B), Cris Burson-Thomas (CB-T), Rosie Chinchin (RC), Director of Fundraising will be attending the Board after 1pm.</p> <p>DECLARATION OF INTEREST There were no declarations of interest.</p> <p>ANNOUNCEMENTS The Board were invited to attend the Refugee Summit later on in the afternoon.</p>	
2.	<p>PREVIOUS MEETING</p> <p>Draft Minutes of 13 May 2016; Accuracy The Board APPROVED the minutes.</p> <p>Matters Arising The Board noted the actions taken forward since the last Board meeting. HP informed the Board that the action on Minute number 5.5 (AGM/NC Review) – additional oversight to stakeholder consultation plans by the ASC – has been incorporated into the AGM review. On minute number 50/15 (Board Role Descriptions), RB is discussing this with TN-B and will update the Board in due course.</p>	

3.	<p>CHAIR'S REPORT</p> <p>RB thanked Board members for their attendance and help, she updated the Board on her activities since the last Board meeting as follows;</p> <ul style="list-style-type: none"> ▪ Attendance at two training courses (Association of Chairs – a welcome session to all new Chairs and at a session on Governance Oversight of Fundraising) <p>ACTION: RB to circulate the Charity Commission's Guidance on Fundraising to the Board, all Board members have a duty to oversee the Section's adherence to the Commission's guidelines.</p> <ul style="list-style-type: none"> ▪ Meetings to prepare for the Chairs Assembly/Directors Forum in Barcelona. ▪ Attendance at Pride, with HP and other volunteers and staff members. Amnesty received a fantastic reception at Pride. <p>For this Board meeting, RB asked Board members to provide her with a clear steer on governance issues on the Chairs Assembly/Director's Forum agenda. RB also asked for the Board to consider a holistic approach to sub-committees' future and how they work with the Board.</p>	
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4.	<p>DIRECTOR'S REPORT</p> <p>The Board noted the Director's Report.</p> <p><u>Saudi Arabia and the UN Human Rights Council</u></p> <p>TH provided an overview of AIUK's input to the International Secretariat regarding Amnesty's (and Human Rights Watch) call to suspend Saudi Arabia from the UN Human Rights Council.</p> <p>A joint statement by Amnesty and Human Rights Watch stated that Saudi Arabia has committed "gross and systematic violations of human rights" abroad and at home, and used its position on the UN Human Rights Council to effectively obstruct justice for possible war crimes. It called for Saudi Arabia to be stripped of its rights of membership in the Human Rights Council until it ends unlawful attacks by the military coalition it leads in Yemen and these are credibly and impartially investigated.</p> <p>AIUK has fed back to the IS its concerns about the criteria used and about the consistency of its use in future. There were also questions about whether Amnesty should be commenting on elections onto the UN Human Rights Council, all these issues will re-surface again in November when Saudi Arabia seeks to be re-elected onto the Council.</p> <p>ACTION: TH will post a paper summarising AIUK's feedback to the International Secretariat on Board Basecamp.</p> <p>DFiD Appeal</p> <p>KA updated the Board on the DFiD appeal, AIUK has exceeded all fundraising targets set for this appeal. Over £487K has been banked so far, from 5 to 8 July when donations were going to be quadrupled (doubled by a major donor and then doubled again by DFiD), the Supporter Care Team received a 110 calls in a day (they normally get 200 calls in a week) donating to the appeal. For that four-day period we received £87.3K (the target was to raise £50k in 72 hours).</p> <p>The Board congratulated the Fundraising Team for the fantastic result and wished them well for the remainder of the appeal.</p> <p>The Board discussed the outcome of the Referendum and implications for AIUK. The Brexit negotiations will have issues that will concern Amnesty, especially in terms of the Human Rights Act. AIUK is well placed with Northern Ireland and Scottish offices, the Section's strategic plan will remain unchanged. AIUK will have a membership drive, a good response is anticipated.</p> <p>KM updated the Board on the new Stop Hate Campaign launched post the Referendum, the local council action is proving to be very successful. AI is commissioning research into the issue of racism/xenophobia and AIUK is reaching out to other organisations, working in partnership with them to deliver positive outcomes in the next six months – an initial timeline that could be extended depending on how the campaign progresses.</p>	
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	<p>The Board thanked and praised the Campaigns Team for the speed with which it has had to work and respond to recent events. It is great to see AIUK playing such an active and leading role.</p> <p>The Board thanked KA for her report.</p>	
5.	2016 AGM/NATIONAL CONFERENCE	
5.1	<p>Evaluation</p> <p>The Board noted the 2016 AGM/NC Evaluation and feedback from delegates. KM presented figures that showed an increase of delegates attending the 2016 AGM compared to previous years especially by youth and students for whom free admission made the biggest impact. KM stated that comparative figures show that the highest attendance records have been when the AGM was held in Manchester.</p> <p>KM informed the Board that the Events Team will be changing suppliers of the electronic handsets leading up to the 2017 AGM, members will be able to debate resolutions before the AGM.</p> <p>The Board thanked KM and the Events Team for a very successful AGM/National Conference.</p>	
5.2	<p>Implementation Update</p> <p>The Board noted the implementation update for 2016 and (pending) 2015 AGM Resolutions. All constitutional resolutions have been implemented, resolution B1 (Voting Rights for Elections held at the AGM) is amber – awaiting additional legal advice. Otherwise all resolutions are being carried forward.</p> <p>ACTION: Board members were asked to get in touch with proposers and point them to the updated implementation report on the AIUK website.</p> <p>ACTION: HP, TH and other AIUK Staff to meet with the proposers of resolution A5 (Climate Change) to discuss next steps.</p>	

6.	<p>PAPER DISTRIBUTION TO FSC AND BOARDS</p> <p>RP presented a paper outlining a proposal for which papers should go to the Finance Sub-Committee (FSC) and the Boards. The Board agreed the following;</p> <ul style="list-style-type: none"> ▪ A quarterly reporting pack (highlights and KPIs) to the FSC and Boards ▪ Management Accounts (Section/Trust incorporated with separate appendixes for the separate bodies) in the interim period. ▪ A Strategic Risk register incorporating internal audit update to go out twice a year to FSC and Boards. <p>RP and MC are discussing whether it would be possible for the Boards to get monthly management accounts for each entity.</p> <p>The Board thanked RP for the paper.</p>	
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7.	GOVERNANCE ITEMS	
7.1	<p>Calendar of meetings for 2017</p> <p>TH presented the calendar of governance meetings for 2017 and highlighted the main changes which were;</p> <ul style="list-style-type: none"> - A Board Tele- Conference in January for an initial discussion on AGM resolutions. - The May Board meeting has been moved to June to enable a better reporting cycle. - The 2017 Governance Day will be replaced by a webinar/video link feedback session to governance structures on the 2017 ICM. <p>The Board noted the calendar.</p> <p>MC pointed out that the year-end account deadlines will need to be looked at again for 2018, to enable the accounts to go into AGM papers in time.</p> <p>RB asked the Board for areas to focus on at the 2016 Governance Day, the following was suggested;</p> <ul style="list-style-type: none"> - A workshop linking the governance changes and rules agreed at the last AGM to the work and activism of AIUK. - A training opportunity for governance structures - An external speaker to update on developments in the Sector, what is changing and how does AIUK fit in. <p>RB thanked the Board for their suggestions, she will put the same question to the next meeting(s) of sub-committees.</p>	
7.2	<p>Draft Rules – Proposals for Consultation</p> <p>TH presented a paper seeking the Board’s views on possible outline and contents for the proposed Rules; how they might be consulted on and related steps. The Board discussed the paper and noted the ASC’s feedback from their discussion at its meeting on 18 June. The ASC had also discussed a two stage consultation process however the Board agreed that one consultation would suffice.</p> <p>The Board discussed the draft rules and agreed the following amends;</p> <ul style="list-style-type: none"> - Page 10 ‘Background Notes’, (point 11 ‘C’) remove the words “factual information”. - Page 13 and generally in the document, remove any personalisation (take out references to the Treasurer and replace it with the Board). - Make clear throughout the document that the AGM can make changes to the rules. - Page 3, point 2.5 states that the Board may withdraw a status of a Network provided the resolution is passed at a Board meeting with a two thirds majority. This is a change to the change to the current constitution and may need a special resolution at an AGM. This point will be highlighted and Networks will be notified beforehand. 	

	<p>ACTION: TH to make the above amends and liaise with the ASC accordingly. The Board agreed to delegate approval of the amended version to RB, TS and ED.</p> <p>The Board thanked TH for the paper.</p>	
7.3	<p>Update on Board and Sub-Committee Recruitment</p> <p>MC informed the Board that the Finance Sub-Committee (FSC) is seeking to appoint three candidates, interviews are on Tuesday 12th July. The successful candidates will be invited to attend the September FSC as observers.</p> <p>RB informed the Board that an advert is live on the AIUK website and on related governance websites advertising for a Board member closing on 4th August.</p> <p>The Human Resources Sub-Committee (HRSC) has shortlisted candidates for interview. TN-B would like to appoint four onto the HRSC.</p> <p>There are no vacancies on the Activism Sub-Committee (ASC).</p> <p>ACTION: RB to update the Board on new sub-committee recruits.</p>	
7.4	<p>Nominations Sub-Committee (NSC) Terms of Reference</p> <p>TH presented the draft terms of reference for the Nominations Sub-Committee (NSC) for the Board's approval.</p> <p>HP wanted the other sub-committees' terms of reference to adopt the same template and sub-headings (including 'Terminology and Definitions').</p> <p>ACTION: TH to use the same template for the other sub-committee terms of reference.</p> <p>The Board asked for reports from Sub-committees to the AGM to be better choreographed, there is potential for confusion as some sub-committees report to the AGM and some do not.</p> <p>ACTION: TH to consider when planning for the next AGM.</p> <p>MC asked for an amendment on Page 7, under Secretary – delete 'or their nominee'.</p> <p>ACTION: TH to amend.</p> <p>The Board approved the NSC Terms of Reference and asked for the processes for appointing to the NSC to begin.</p>	

8.	<p>AMBASSADOR'S PROGRAMME</p> <p>KM presented a paper outlining the criteria that will be used to select Ambassadors. AIUK are developing an Ambassador's programme in order to support our strategic goal to connect more people to human rights and Amnesty.</p> <p>The Board discussed the criteria and agreed to increase the duration of one of the requirements - a track record of visible support and commitment to Human Rights and to add a qualitative measure to counter the required numbers of followers they should have in social media – sometimes potential ambassadors may have a low following or none at all.</p> <p>The Board approved the criteria pending the above amendments.</p>	
9.	<p>ASSIGNMENT OF THE PROTECT THE HUMAN TRADEMARK</p> <p>The 'Protect the Human' is registered jointly by AIUK Charitable Trust and Amnesty International Ltd (AIL). AIL have requested that the Trust sign over the trademark to AIL in keeping with the 2001 ICM decision that all trademarks should belong to AIL. AIL have given assurances that AIUK (Trust or Section) will be granted a licence should they wish to use the trademark in future.</p> <p>At its meeting on the 7th July AIUK Charitable Trust agreed to sign over the trademark to AIL. AIUK Section was asked to note the future arrangements for using the trademark if needed.</p> <p>The Board noted the process, agreed to the arrangements and thanked TH for the paper.</p>	

10.	<p>PEOPLE AND CULTURE STRATEGY</p> <p>RP presented the People & Culture Strategy which has been developed by AIUK's Human Resources Team in partnership with the Senior Management Team, Leadership Team and key stakeholders (including governance structures) in delivering the organisation's strategic plan. The strategy rests on four pillars (Leadership, Capabilities, Behaviours and Processes) essential for success and required to achieve long lasting change and deliver the strategic goals.</p> <p>The Board discussed the strategy and the indicative timeline for delivery of the strategy. The Board agreed that the strategy was a very good one building on the strengths of the organisation, it has a pragmatic approach going forward and reflects very well on the organisation.</p> <p>AS relayed concerns - not related to the strategy, received from two members of staff. One about the use of volunteers and inconsistencies on paid/unpaid work the other about workload and distribution of tasks especially given the new campaign AIUK have just launched. AS stated that most staff members she has spoken to are unsure how the organisation monitors workload.</p> <p>RP informed Board members that the organisation is currently drafting a Volunteer Policy which will address how the organisation uses volunteers and will look at if and how the organisation can pay volunteers.</p> <p>KM said that the new campaign – Stop Hate has had to be initiated fast but a campaigns communications calendar has been developed to ensure all workload is even or addressed via one to one conversations with Team Managers.</p> <p>HL wanted the People and Culture strategy to be maintained and made sustainable beyond the stated timeline, RP assured the Board that the work will be initiated as per the timeline but will remain ongoing throughout the strategic plan period.</p> <p>The Board thanked Glenn Templeman, Head of Human Resources and the Human Resources Team for the strategy.</p>	
11.	<p>DATA PROTECTION POLICIES AND PROCEDURES – UPDATE</p> <p>RP presented a paper outlining a data protection policy and approach on data protection procedures for the Board to approve.</p> <p>The Board discussed the policy, MC requested the last two paragraphs be re-phrased to merge with the rest of the policy. The Board would like regular reporting and updates to the Board imbedded in the policy.</p> <p>ACTION: RP to post the amended policy on the Board Basecamp.</p>	

12.	<p>KEY POINTS FROM SUB-COMMITTEES</p> <p>Activism Sub-Committee ED provided a brief update on the June meeting of the ASC - they welcomed Jeni Dixon in her new role as Community Organising Manager and the main points on the ASC agenda was Draft Rules and AGM review.</p> <p>Human Resources Sub-Committee RB presented the draft terms of reference for the Board to approve, the new terms will enable the HRSC to appoint four new members. ACTION: SS to post the tract changes copy on Board Basecamp. The Board were happy for the HRSC to appoint four new members, subject to the Trust's approval.</p> <p>Finance Sub-Committee RP informed the Board that discussions are in place with Sayers Vincent for an internal audit which will be concluded by November 2016. ACTION: RP to update the Board will be kept updated on any outcomes.</p> <p>MC presented the new terms of reference for the FSC for the Board's approval, the terms have been changed to include audit and risk aspects for the FSC to focus on. MC mentioned that the FSC name may be changed to Finance, Audit and Risk Sub-Committee – no objections were raised to that suggestion.</p> <p>MC presented the FSC guiding principles and sought approval from the Board specifically on the appointment of members for a three-year term with eligibility for another three years after. The Board approved.</p>	
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International Issues Sub-Committee

TS presented a paper on ongoing discussions on the future of the IISC, recommending that the IISC be discontinued and to designate a sub-group to consider the sub-committee structure and report back to the Board.

The Board considered that although the IISC has been a useful part of AIUK's governance structures in the past, in recent years it has been struggling somewhat to find its role. This is largely due to changes in ways of working at the international level, in particular the discontinuance of the International Committee on Policy (ICP) and the decision to route the majority of new policy discussions through IS Staff. In the years that have followed the discontinuance of the ICP, opportunities to engage with policy development have diminished, and the timeframes for those engagements have become shorter, meaning that they sit less comfortably with the Governance calendar of a standing committee. These changes have reduced the IISC's workload significantly, and the Chair of the Committee reported that it is now routinely struggling to find sufficient material to put together a meaningful meeting agenda. It is the Board's opinion that a dedicated sub-committee on international issues is no longer an efficient use of our limited resources, either in terms of cost, or staff and activist time. The Board agreed, therefore, to discontinue the IISC.

The Board noted that it does not intend to lose the benefit of external expertise on international matters, and stated its belief that questions of the ways in which Amnesty UK interacts with the global movement are of great importance to our organisation and to its health and success going forward. Although it feels that a dedicated sub-committee is no longer the most efficient or effective way of achieving its aims, it intends to examine new ways in which it can continue to access advice on these questions as and when required. In particular, the Board fully intends to maintain AIUK's full and active participation in the international movement, and to retain the facility for the Board to seek external advice on international matters where that will be beneficial to its deliberations. The Board authorised TS, HP, AC and THed to consider these questions in detail and to bring proposals back to the Board at its December meeting.

In the interim, several former members of the IISC have agreed to provide *ad hoc* advice to the Board if and when needed. The Board noted its gratitude to these members of the IISC for their ongoing assistance.

The Board expressed its thanks to all former members of the IISC, for the contribution they have made to the governance of the Section.

ACTION: The Board requested TS, HP, AC and THed to look holistically at the Board's sub-committees, scoping what is required and specifying any gaps that need addressing and update the Board at its December meeting to decide on next steps.

13.	<p>EQUALITY & DIVERSITY – PROPOSALS</p> <p>TS, AC and RP to draft a plan on embedding equality and diversity in all the areas of our work, the proposal will be sent to staff for their input and feedback. It will cover all areas in the strategic plan, not just those areas that have been traditionally hard for the organisation to reach (e.g. black and ethnic minorities).</p> <p>ACTION: RP to maintain oversight of the plan and its implementation and report progress to the Board.</p>	
14.	<p>INNOVATIONS AT AIUK</p> <p>RC presented a paper on an approach to innovation (a strategic objective) seeking the Board’s approval for the approach to embed innovation in AIUK. The approach is designed to enable the strategic objective to apply innovation techniques to solving the problems and opportunities facing AIUK. The approach will equip staff and volunteers with a toolkit and processes to innovate solutions to problems facing the organisation.</p> <p>The Board approved the approach and thanked RC for the paper.</p>	

15.	<p>INTERNATIONAL GOVERNANCE REFORM</p> <p>TH presented papers related to International Governance Reform for the Board’s discussion and decisions on key issues raised for Sections to respond to at the imminent Chairs Assembly and Directors Forum (CADF). RB asked the Board for their input and steer on the three main proposals;</p> <ul style="list-style-type: none"> ▪ The Role of Regional Forum Meetings Up to three delegates from each entity (one of them to also attend the Global Assembly) to attend Regional Forum meetings which will be held a few months before the Global Assembly. The core function of the Regional Forum meetings would be to discuss Global Assembly agenda items, to prepare leaders for decision-making, to develop regional monitoring mechanisms to ensure coherence across national, regional and global levels and to input into the regional strategy. ▪ Diversity in Delegations (representing Sections internationally) Entities to send three delegates to the Global Assembly - usually the Chair, Director and one other. Delegations will be expected to be made up of both genders. Interim measures (quotas) will be introduced to help improve the gender and youth diversity at the Global Assembly. Each year, a rotating one third of all entities will be required to select a young person (under 25) as part of their delegation to the Global Assembly and/or the Preparatory Committee will allocate a number of seats to young people (to reach 15% of the total). Alternatively, a Regional Advisory Youth Network will be established, (meeting at the Regional Forum) which will send representatives with voting rights to the Global Assembly. ▪ Voting (proposed changes) Three voting options are proposed; a weighted voting system according to the number of members (reducing AIUK’s vote from 6 to 3); one entity one vote; a hybrid system according to the kind of decision to be made. Sections, Structures, the International Membership and National Offices are entitled to vote. <p>The Board discussed the above proposals and commented as follows;</p> <ul style="list-style-type: none"> - (TS); the Regional Forum Meetings are a good addition, they could be aided by other gatherings like Thematic Networks in order to enrich discussions, bring a better variety of topics to the Global Assembly. - (TH); the Regional Advisory Youth Network – with voting rights – is not consistent with the rest of the governance reforms. For the Regional Forum Meetings, there is an unaddressed concern about who will have the right to initiate proposals. - (THed); Reducing the size of the delegation from 6 to 3 seems cost driven. The rationale is not clear in the proposals. One section – one vote proposals are very controversial especially with self-funded entities with sizeable membership. AIUK have needed both the numbers of delegates and votes it has had to influence and help bring about the positive changes in previous ICMs. 	
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	<p>- (TH); a hybrid voting system could be to write any financial decisions into the statute requiring a majority of two thirds of the vote to pass.</p> <p>The Board wanted the Chair to advocate for the weighted voting system (three votes), any financial decisions to be written in the statute requiring two thirds majority to pass and bring attention to the need to have membership definitions agreed and finalised. The Chair to also raise concerns about who has the right to initiate proposals to the Global Assembly (will it only be the Regional Forum; can Sections do it independently). The Board were not convinced of the need for national offices (not Sections) with no members to have a vote.</p> <p>The Board felt it would be challenging to reach the diversity targets of a delegation made up of three people. As the Chair and the Director would usually be expected to attend, the third place would ideally be someone with expertise in a subject due to be debated, or a member who it would be useful to expose to the international movement. That may not always be a youth member. The gender balance requested seems to assume that gender is a binary issue.</p> <p>RB thanked the Board for their contributions.</p>	
16.	<p>BRIEFING ON AI's GLOBAL FUNDRAISING POLICY AND UPDATE</p> <p>RC presented the global fundraising policy and donor charter, which all sections are expected to adhere to. The policy now calls for companies, governments and unions to be ethically screened before accepting their donations.</p> <p>The Board noted the policy.</p> <p>RC informed the Board that AIUK are in the process of drafting its own fundraising policy (separating out the procedures) which will cover the international fundraising policy and draw in developments in the Sector.</p> <p>ACTION: RC to bring the AIUK fundraising policy to the Board once completed.</p>	
17.	<p>MAY ACCOUNTS</p> <p>RP presented the May accounts for the Board's information.</p> <p>Cash balances are strong at £8.3m, the May deficit of £248k is £496k better than the year to date budgeted deficit of £744k. The variance is due to underspends in all of the directorates which add up to £975k.</p> <p>The Board noted the accounts.</p> <p>MC called for the accounts to be separated out – so that Section Board members are able to see the Section accounts – and Trust Board members to see Trust accounts - apart from the combined accounts, on a monthly basis.</p> <p>RP agreed with MC on the presentation of the accounts, however given the current pressures on the Finance Team (and possible changes given Section/Trust Project), RP will be looking at this issue in the long term.</p>	

18.	<p>CLOSING REMARKS</p> <p>RB asked Board members for their suggestions on training sessions to be held in the first hour of each Board meeting, current options are;</p> <ul style="list-style-type: none"> - Facing difficult situations - Financial training - Back to basics on being a Board Member <p>RB thanked Board members for attending and for their contributions (and questions submitted in advance) and wished them a safe journey home.</p>	
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