Amnesty International UK 

**BOARD MEETING (Open Session)**

**Minutes of the Meeting held on Saturday, 29th November 2014 at 10.00am in the Human Rights Action Centre, New Inn Yard, London EC2A 3EA**

**Present:**

**Board Members:**

Sarah O’Grady (SO’G) Chair

Hannah Perry (HP) Vice Chair

Katie McSherry (KMc)

Ruth Breddal (RB)

Cris Burson-Thomas (CB-T)

Richard Cryer (RC) Treasurer

Eilidh Douglas (ED)

Tom Hedley (THed)

Rona Keen (RK)

Harrison Littler (HL)

Sarah Ward (SW)

Hugh Whitby (HW)

**Apologies**

Brian Gilda (BG)

Tom Sparks (TS)

**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 Chinchen (RCh) Director of Fundraising

Ruth Dawson (RD) Staff Representative

Karen Wagstaff (KW) Strategy, Planning and Governance Officer (item MB 11/14 only)

Anna Moynihan and Kim Donahue NCVO (item MB 11/14 only)

**Minutes:**

James Husbands (JH) PA to AIUK Director

| **Minute****Number** | **Detail** | **Action** |
| --- | --- | --- |
| **MB****33/14** | **Agenda item 1: Introductions**Welcome and apologies* The Chair opened the meeting and welcomed those present.
* Apologies were noted from Tom Sparks and Brian Gilda.
* SO’G thanked AIUK staff and the Board for supporting one another following the news of Tony Farnfield’s death. She described the huge sense of loss that was felt by everyone and requested a moment of silence for Tony.

AnnouncementsSO’G informed the group that BG had decided to step down from the Board. She explained that he was doing so for personal reasons and remained supportive of the Board’s work. Declarations of interestNo interests were declared.  |  |
| **MB****34/14** | **Agenda item 2: Previous meeting**2.0 Draft minutes 12.07.14 - Accuracy* The Minutes were received.
* The Board agreed that item 14/4 of the minutes should be revised to make it clear that the lack of clear direction comment was in relation to the organisation’s structure.

2.1 Draft Minutes 19.09.14 – Accuracy* The Minutes were received.
* The Board agreed that ED’s name be taken out of the ‘Present’ list.

2.2 Draft minutes 20.09.14 – AccuracyThe Minutes were received. 2.3 Rolling Matters Arising September 2014SO’G informed the Board that they would not be reviewing the document. It was agreed that the Action List would be reviewed outside the meeting and an updated list brought to the Board’s next meeting.OtherThe Board agreed that the implementation of a Register of Attendance should be introduced with effect from its next meeting. **Subject to the agreed revisions, the minutes were APPROVED by the Board.****The Board AGREED to the implementation of a Register of Attendance for its meetings in future.**  | **TH****KA** |
| **MB****35/14** | **Agenda item 3: Decisions from Closed session**The Chair reported that there were no items from the closed session to record at the open meeting.  |  |
| **MB****36/14** | **Agenda item 4: Sub-committee reports*** 4.1 IISC: the IISC sub-committee report was received.
* 4.2 ASC: It was noted that:
* The ASC had raised concerns over the number of Board members on subcommittees. HP advised that the Board bear this in mind.
* HP felt that it would be useful to bring My Body My Rights (MBMR) to the ASC’s February agenda.
* 4.3 FSC: RC provided an overview of the treasurer’s report. He also stated that the Board needed to address the corporate risk register with SMT as it was their responsibility to ensure that risks were properly identified and mitigated in the first instance and the Board’s to then review this and be satisfied with its adequacy.
* 4.4 HRSC: SW informed the Board and SMT that she would share a social media guidance document and suggested that it be widely circulated (particularly to those interacting online with the public through campaigns).
* Other:
* *Delegated authority:* RC felt that subcommittees should not be given standing delegated responsibility but delegated authority on occasion.
* *TORs:* the Board were informed that standard format terms of reference have been developed by Donna Driscoll. There will be some gaps requiring Board decision and it was hoped that these could be addressed at the next Board meeting.
* *Meetings:* Board members provided updates on meetings they had recently attended.

**The Board NOTED the subcommittee reports and papers.**  | **TH** |
| **MB****37/14** | **Agenda item 5: CAPP Evaluation and Management Response**KA updated the Board on the CAPP Evaluation and Management response. She stated that discussions had taken place with SW, SO’G, RD and shop stewards; a consultant had been identified to take the work forward; and that there would be urgency and a sense of purpose to the work in the new year. She gave her thanks to RD for her input and acknowledged the contribution that Tony had made. **The Board NOTED the CAPP Evaluation and Management Response.**  |  |
| **MB** **38/14** | **Agenda item 6: AGM**6.1 AGM (initial draft programme)The Board reviewed the proposed changes to the AGM for 2015. * *Regularising places:* KM informed the Board that there was a desire to regularise the way in which places at the AGM were funded for Amnesty roles. She explained that where an individual had to go because of their job, their place will be paid for by Amnesty from the AGM budget.
* *Q&A session:* KM informed the Board of a proposal to introduce a question and answer session with the Board at the AGM. SO’G proposed two questions based on this: a) should there be a Q&A session with the Board and b) if so, should it be done in a plenary session or a workshop session? The majority view of the Board was that there should be a Q&A session, that it should be done in plenary (with a combination of pre-notified and on the spot questions) and that there would be other ways in which members could interact with the Board over the course of the AGM.
* *Other discussion:* Some Board members felt that the ASC report should be part of the AGM agenda (and not the evening business). Board members also felt that the time allocated to the activism awards could be reduced and that it could be done in the evening.
* *Workshops:* The Board discussed how the workshops should be used and what they should focus on. There were some concerns over including AGM content in the workshops. However, the majority of Board members felt that there was no problem in using the workshops to discuss AGM resolutions as this had been done in the past, would enable members to have access to the best information in order to make the best decisions and would be appropriate if it was clear to members which workshop sessions were being used to inform business at the AGM.
* *Key dates for the AGM:*
* SO’G highlighted a concern on the short turnaround time between the deadline for submitting resolutions/background notes and signing them off. The response from TH was that the time was longer than in previous years but could not be extended due to constitutional deadlines (and a change to them would require a change to the constitution). The Board delegated the signing off of the Board background note to the constitutional resolutions (which would be needed before the next Board meeting) to SO’G and HP.
* SO’G stated that between the time of submitting the resolutions and signing them off they would need to deal with their own resolutions, members’ resolutions and background notes. The Board were asked to endeavour to keep the weekend of 21st February free (although Board members stated that this may be difficult with that week being a half term).
* *Other business:* HP informed the Board that she had recommended to members of the Children’s Network that they look to submit an AGM or ICM resolution around the IS having a policy on children’s rights to inform the campaigning work they do. Further in relation to ICM resolutions, CB-T requested that ICM resolutions be made available to those attending the 2015 AGM if the IS had circulated them by that date.

**The Board AGREED that:*** **There will be a Q&A session with the Board in plenary at the 2015 AGM.**
* **There will also be other means through which members could engage with the Board over the course of the AGM.**
* **KM will revise the agenda following this steer from the Board**
* **The workshops at the AGM can focus on content that will be contained within AGM resolutions.**
* **SO’G and HP will have delegated authority to sign off the Board background note on the constitutional resolutions.**

6.2 AGM implementation reportSO’G asked the Board whether there were any ordinary resolutions that it should be proposing to the AGM. The following potential ordinary resolutions were discussed: * *Sex work policy:* The Board did not want to table an AGM resolution on the sex work policy as no new relevant information had been received from the IS since the last AGM to enable a more informed discussion on this area. It was stated that whilst the Board would not be bringing a resolution on this area to the AGM, members could if they so desired. It was also stated that the Chair’s email to members, to be issued following the Board meeting, would state that the decision on the sex work policy was to be taken by the International Board following the ICM.
* *Resolution on the Strategic goals:* The Board were informed that the IISC had suggested a resolution that would mandate AIUK’s ICM delegation to vote on the Strategic Goals at the ICM in a way that would respect both emerging human rights principles and Amnesty’s traditional work. It was felt that this would provide a sense of direction from AIUK’s members to the delegation. The Board agreed to submit this resolution to the AGM.
* *Restricted giving pilot:* the Board questioned whether this needed to be prioritised. It was agreed that there was progress and no resolution was needed.
* *Increase in the membership contribution rate:* RC informed the Board that, whilst it had the power to increase the subscription rate without an AGM resolution, a resolution linking the subscription to the rate of inflation would secure automatic increases going forward. The Board agreed that the implications of this should be reviewed before considering a resolution.

**The Board AGREED to submit to the AIUK 2015 AGM a resolution on the approach to the Strategic Goals debate which would take place at the 2015 ICM.** 6.3 Special resolutions for 2015 AGM amending the Memorandum and Articles to comply with the Companies Act 2006**Subject to minor typographical corrections, the Board APPROVED the special resolutions.**  | SO’G/HPKMSO’G/HPRCh |
| **MB****39/14** | **Agenda item 7: Assessment system in light of the International Finance Meeting and Agenda item 8: Budget/Fundraising Strategy Update**SO’G acknowledged the work that Tony Farnfield had undertaken on the budget and that RCh and CB-T had undertaken on the Fundraising Strategy. She stated that the Fundraising Strategy would not be discussed at the meeting but would be taken at a later meeting. Assessment system in light of the International Finance Meeting (IFM)RC also recognised Tony Farnfield’s work on the paper for this Board item and informed the Board of the progress that had been made at the IFM: * It was agreed at the IFM that the assessment system would be renamed “the human rights distribution model” or “real time distribution model”.
* There was a majority at the IFM for the “Pie and Cocoa” real time model which would deduct all fundraising costs as well as support costs up to 17.5% of income.
* The Pie and Cocoa model was not signed off as some sections did not like the 17.5% element of support costs because they felt that it acted as a subsidy to other sections so was to be subject to further consideration.

 RC responded to a number of questions from the Board on the IFM and the Pie and Cocoa model. He stated that: * Both the current and the proposed Pie and Cocoa models had been modelled on the assumption that around €500 million would be transferred to the IS over a 6 year period (2016-2021) on current projections.
* The new potential model would mean that sections could carry a lower level of reserves in 2017/2019 as volatility of income would be shared more between the IS and the sections (though this would be an issue to look at in 2015).
* The transition period between the current and new model was discussed at the IFM but there was not unanimous agreement and this would be discussed again in the future.
* Engagement was happening with the treasurers of other sections on the assessment model to try and gain consensus on the new model.

The Board noted that there were some sections that did not like the new model at the IFM and AIUK would remain engaged with the development of the new model until the ICM. The Board were informed that final sign off on the model will be at the ICM in 2015. Budget updateRC informed the Board that the FSC had approved the budget as they had felt that the small deficit for 2015 was affordable given the forecast for the current year. He also stated that the FSC had agreed for the need to put measures in place to ensure better monitoring, a return to profitability and a review of reserve levels.**The Board APPROVED the budget.**  |  |
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| **MB****40/14** | **Agenda item 9: Towards the 2015 ICM and ICM Resolutions**TH requested that the Board discuss and agree the resolutions that would be taken to the ICM and the make-up of the ICM delegation.ResolutionsThe Board agreed that there was a need to find out why the sports and human rights resolution had not been implemented. It was agreed that AIUK should write to the Chair of the International Board to pursue this. In addition, it was agreed to submit an ICM resolution calling for an implementation report on ICM resolutions to be drawn up and submitted to the Chair’s Assembly in the year between ICMs. **In relation to the Sports and Human Rights resolution, the Board AGREED that the Chair would write a letter on its behalf by to the Chair of the International Board. The Board AGREED to delegate the responsibility to SO’G, HL and THed for signing off a resolution on the implementation of ICM resolutions and submitting by 7th January 2015.** With regards to the makeup of the delegation to the ICM: * There was discussion as to whether the delegation should be made up solely of Board members or whether it should be opened up to others. Some felt that Board members were best placed to go as they had the requisite level of knowledge and understanding for the delegation roles and would ultimately be held accountable for the delegation’s actions. Others felt that this was something that should be discussed with members first as a matter of principle (it was also noted in the past that delegations had included people from outside of the Board).
* All agreed that a role description should be created for the delegation roles so that it would be clear what was required from members of the delegation. It was agreed that CB-T and RK would work on the role description and then the Board would make a decision in March.
* The Board agreed that KA would find out whether observers could attend the ICM
* The development of a process for international roles was delegated to HL.

**The BOARD agreed that:*** **The Board will create role descriptions for the AIUK ICM delegation**
* **CB-T and RK will work on creating these role descriptions.**
* **KA will find out whether observers can attend the ICM.**
* **HL was to have delegated authority to develop the process for international roles.**
 | **SOG/TH****TH****CB-T/RK****KA****HL** |
| **MB****41/14** | **Agenda item 10: Board Code of Conduct**It was agreed that the Board would consider the proposed revised Code of Conduct at its next meeting.  |  |
| **MB****42/14** | **Agenda item 11: GTF Recommendations**The Board discussed the GTF’s recommendations. Board members of the subcommittees provided information on the recommendations that their committees had agreed and disagreed on. The Board was not able to review all of the recommendations. Members agreed to send comments to SO’G on the recommendations by email and to delegate the decision on the recommendations to a smaller group of Board members. It was felt that this group could be Board members who were chairs of the subcommittees and/or members of the GTF and that they could meet to discuss this matter with SMT via teleconference. One Board member raised a concern that the Board was focusing on matters that were procedural in nature.**The Board NOTED the GTF Recommendation papers and AGREED that the decision on the recommendations would be delegated to a small group of Board members.**  | **ALL** |
| **MB****43/14** | **Agenda item 12: Constitutional Review**TH introduced Anna Moynihan and Kim Donahue from NCVO. Anna and Kim gave a presentation to the Board on the Constitutional Review. KW joined for the session.The Board provided feedback to Anna and Kim on the report and presentation which was discussed in some detail. Anna and Kim agreed to provide the Board via email with examples of Chairs from other organisations who have gone through change processes and how they have handled those processes. The Board discussed the constitutional review after Anna and Kim had left. TH requested that the Board define questions for the GTF to answer and that the GTF would then provide their answers and recommendations to the Board. A number of areas to discuss with the GTF were thus suggested and agreed.RD informed the Board of comments that she had received from staff on the constitutional review:* A community organiser agreed with the comments on the networks and forums (section 6.2.5) and supported everything there but felt that going forwards we would need to address how the word “network is being used in practice as there are a number of entities that are calling themselves networks. The community organiser also commented that both the definition of network and the process for nominations to networks needed to be made clearer.
* Staff recognised that being a membership organisation gives us an additional objective compared with other organisations.
* There were also comments from staff that we must be clear on what our definition of member is as there are various types of members (e.g. individual members and members of groups).
* Staff felt that the lawyers’ recommendation to raise the requisite number of members to second a resolution to 100 would make it much more difficult for members to second resolutions.

The Board agreed that it would discuss which GTF recommendations it agreed with and then propose those to the AGM. The Board might supplement these with its own recommendations. **The Board AGREED to rule out retreating from best practice where it already existed and that it would ensure compliance with the Code of Governance for the Voluntary Sector.** **The Board also AGREED to submit their own recommendations in response to the constitutional review (alongside the GTF’s) to the AGM.** |   |
| **MB****44/14** | **Agenda item 13: Revised feedback policy**The revised policy as tabled was noted.  |  |
| **MB****45/14** | **Agenda item 14: Review of Governance Day and actions arising**The report tabled was noted. |  |
| **MB****46/14** | **Agenda item 15: Member only area of the website**KM informed the Board that the member only area of the website was ready to go live but that the definition of ‘members’ and implications for the site were being clarified. The Board agreed that the decision on who other than members would be allowed access to area of website would need support from the Chair, RC, RK, HP and ED.   | **SO’G/RC/RK/HP/ED** |
| **MB****47/14** | **Agenda item 16: Election of new Board Members**An update was provided on the Board elections, noting that the cycle had started, recruitment information had been uploaded to the website, the Nominations Committee had had issues with its membership and that they were still looking for places to advertise roles.   |  |
| **MB****48/14** | **Agenda item 17: Operational plan update**The report as tabled was received and noted. |  |
| **MB****49/14** | **Agenda item 18: Lobbying Act update**The report as tabled was received and noted. |  |
| **MB** **50/14** | **Agenda item 19: AIUK submission for the Global Strategic Goals**The report as tabled was received and noted |  |
| **MB****51/14** | **Agenda item 20: Core standards**The report as tabled was received and noted |  |
| **MB****52/14** | **Agenda item 21: Director’s report**The report as tabled was received and noted |  |
| **MB****53/14** | **Agenda item 22: Chair’s report**SO’G announced that she would circulate a report of her activities to members.  |  |
| **MB****54/14** | **Agenda item 23: Reflections on the meeting**SO’G reminded everyone of the amount that Tony had contributed to the organisation and the amount of work he had put into the November Board meeting. She informed the Board of when and where the funeral would be taking place.  |  |

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| **MB****55/14** | **Dates of Next Meetings**2015 Board meetings:* 21st March 2015
* 15th – 17th May 2015
* 11th July 2015
* 19th September 2015 (Governance Day)
* 17th October 2015
* 5th December 2015
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**Chair’s signature ………………………………………………..**

**Date ………………………………………………..**