



Amnesty International UK

BOARD MEETING Minutes of the Meeting held on Saturday 7 February 2015

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

Present:

Board Members:

Sarah O'Grady (SO'G)

Hannah Perry (HP)

Richard Cryer (RCr)

Ruth Breddal (RB)

Cris Burson-Thomas (CB-T)

Eilidh Douglas (ED)

Brian Gilda (BG)

Tom Hedley (THed)

Rona Keen (RK)

Harrison Littler (HL)

Tom Sparks (TS)

Hugh Whitby (HW)

Chair

Vice Chair

Treasurer

BG left the Board meeting after minute 15/14

THed left the Board meeting during minute 15/15

Apologies

Katie McSherry (KMc)

Sarah Ward (SW)

In Attendance:

Kate Allen (KA)

Tim Hancock (TH)

Kerry Moscogiuri (KM)

Rosie Chinchin (RC)

Rosie Chapman (RCha)

Ruth Dawson (RD)

AIUK Director

Director of the Chief Executive's Office

Director of Supporter Campaigning and Communications

Director of Fundraising

Interim Company Secretary

Staff Representative on the Board

Minutes:

Selma Shirazi (SS)

PA to AIUK Director

Minute Number	OPEN SESSION	Action
MB 09/15	HOUSEKEEPING <u>Welcome</u> The Chair welcomed Board members to the meeting alongside the Staff Representative attending the Board, Ruth Dawson. <u>Announcements</u> The Board welcomed Rosie Chapman as Interim Company Secretary. The Board welcomed Selma Shirazi, PA to the Director back after her maternity leave. The Board thanked James Husbands, previous PA to the Director for all his help and hard work.	

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	<p>This was BG's last Board meeting; he thanked the Board for their hard work and support over the years and for their commitment to supporting Amnesty's cause. BG paid particular tribute to Tony Farnfield.</p> <p>The Chair and the Director thanked BG on behalf of the Board and staff for all BG's hard work and for his support for AIUK.</p>	
MB 10/15	<p>Agenda item 6: PREVIOUS MEETING</p> <p><u>Draft Minutes 29.11.14 – Accuracy</u> The Board noted RK's amendment to add the February Board date to the list of 2015 future Board meetings (MB 55/14)</p> <p>The Board APPROVED the minutes (subject to incorporating the above amendment) and requested they be posted on the website when finalised.</p> <p><u>Draft Matters Arising 29.11.14</u> The Board amended the schedule of matters arising, updating actions and reviewing progress made.</p> <p>The Board asked that an accurate action log be maintained and completed actions clearly signalled as such and then moved to the Board's formal record of completed actions.</p> <p>ACTION: Draft February minutes to be circulated to the Board by 13 February 2015 with the matters arising list to follow as soon as possible thereafter if not available on the 13th.</p>	<p>SS</p> <p>SS</p>
MB 11/15	<p>Agenda Item 7: DECISIONS FROM THE CLOSED SESSION</p> <p>The Chair updated the meeting on decisions taken during the closed session:</p> <ul style="list-style-type: none"> ▪ The Chair explained that access to the members-only part of the website is restricted to individual members of AIUK and Trust members who pay the equivalent amount of membership fees. The members-only part of the website is called 'Documents' and members will be informed of this in the next Chair's letter. ▪ Senior Pay; The Board agreed to publish senior pay as per NCVO guidelines using job titles, not names. ▪ Constitutional Reform; The Chair reported that the Board has agreed an approach to taking a resolution on constitutional reform to the 2015 AGM. Work is being done to finalise the exact wording of the resolution alongside the board background note. ▪ There were no declarations of interests in the Board's closed session. 	<p>SO'G</p> <p>TH/KM</p>
MB 12/15	<p>Agenda Item 8: RETURNING OFFICER'S REPORT</p> <p><u>Returning Officer's Report</u> The Board noted the Returning Officer's interim report which recommended that the Board consider moving a resolution at the 2015 AGM to rescind the 2005 AGM decision on Board elections that requires that a ballot box should be available at each AGM. This report said that the result of the 2005 decision has resulted in the ballot timetable being distended and the period of nominations running over the Christmas and New Year break. Also, there has not been a lot of take-up for balloting at the AGM, with typically fewer than ten votes cast in this way each year.</p> <p>The Returning Officer's report prompted a wider Board discussion about the robustness of procedures for implementing and keeping track of AGM decisions. The Board AGREED to bring back decisions with ongoing effect to the Board every May, after the AGM, and to have a cut-off period of ten years.</p>	<p>TH/RCha</p>

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	<p><u>DRAFT AGM Resolution on Ballot Timetable</u> The Board discussed the Returning Officer's proposal, and whether to submit a resolution to the 2015 AGM to rescind the 2005 AGM decision. The Board AGREED to roll this proposal into the wider governance issues (arising from the GTF recommendations) to go to the 2016 AGM.</p> <p>ACTION: TH to inform the Returning Officer of the Board's decision.</p> <p><u>Board Elections, Skills Audit and Induction</u> The Board congratulated THed on his re-election on to the Board, and wished HW good luck in the Board ballot.</p> <p>The Board thanked RK for all her hard work on drafting the Board induction process and RB for her work on the Board skills audit and collaborating with the Nominations Committee.</p>	TH
MB 13/15	<p>Agenda Item 9: REPORTS FROM SUB-COMMITTEES, NETWORKS, GOVERNANCE TASK FORCE AND INTERNATIONAL MOVEMENT</p> <p><u>Draft GTF Minutes</u> The Board noted the draft GTF minutes of 6 December 2014 and 10 January 2015</p> <p><u>GTF Sub-Group Report</u> The Board noted the GTF's Sub-Group. The Board discussed the recommendations in the report, specifically from Sub-Group 4 and AGREED/NOTED the following;</p> <ul style="list-style-type: none"> Digital Strategy for Governance (Recommendation 1.3); The Board deferred this recommendation to the ASC. HP and KM to set parameters and proposal of what the strategy might involve, in tandem with the work already ongoing on website development. KM to consider when the Digital Team might be able to come up with a proposal and update the Board in March. Board/Member Engagement (Recommendation 1.2); ED informed the Board that the sub-group are working on drafting a formal engagement strategy for Board members. RK added that the role descriptions (for Board members) will be signed off by the HRSC in March and should be incorporated in the strategy. The Board supported having an engagement strategy and will revisit this issue at a later stage, possibly as part of the May Board discussion, and aligning the strategy to AIUK's broader communication strategy. Proposal that the ASC be given responsibility for oversight of members' consultations (Recommendation 1.5); The Board supported this recommendation but wanted to be clear about how the recommendation, if implemented, would link back to the Board. The Board asked that the recommendation be considered as part of the work finalising formal delegations of the Board's work to sub-committees. <p><u>ASC Report to the Board</u> HP and KM reported on the ASC meeting of 24 January 2015. There were some deep frustrations voiced by the Country Co-ordinator Representative on the silence from the International Secretariat with regards to the Global Transition Programme. ACTION: KM to follow up on this concern, get in touch with the Country Co-ordinator representative and address the issues he raised and report back by the March Board meeting.</p> <p><u>IISC Report to the Board</u> All issues discussed by the IISC at their meeting on 31 January 2015 are on the Board agenda, HL will provide any updates as and when required.</p>	<p>HP/KM</p> <p>KM</p> <p>ED/ SO'G/K M</p> <p>TH/ SO'G</p> <p>KM</p>

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MB 14/15	<p>Agenda Item 10: TREASURER'S REPORT</p> <p>The Treasurer presented his report summarised as follows;</p> <ul style="list-style-type: none"> ▪ The draft combined accounts show a surplus of £2.4m split £1.8m (Section) and £0.6m (Trust). ▪ This is £1.4m ahead of the most recent forecast. ▪ The main variances are fundraising income up by £0.6m, expenditure down £0.2m, the assessment to the IS is down £0.4m (due to a lower 2015 advance payment than anticipated) and £0.4m from the cost control/release of some contingency budgets. ▪ Salary costs were as forecast. ▪ There has been a 1% increase in supporter base and a 6% growth in total income to £26.1m (compared to last year). <p>The Board discussed the report. RD asked on behalf of staff members when will the finances start to be a worrying concern; previous presentations have indicated that 2018/2019 would be the years AIUK's finances start to decline. The Treasurer said that he will be in a better position to answer the question once the final assessment basis (i.e. financial support to the worldwide Amnesty movement) is known. This will be post ICM in August/September, and it will be worked through the projections, with the Treasurer reporting these new projections to the November Board meeting.</p> <p>The Chair thanked the Treasurer and the Finance Team for all their work, particularly given the sad circumstances in which they had been working over the last few months.</p> <p><u>Audit Fee</u> The Board AGREED the proposed audit fee of £14,600 ex VAT to AIUK's auditors, BDO LLP, and DELEGATED SIGNING THE ENGAGEMENT LETTER TO THE TREASURER AND INTERIM FINANCE DIRECTOR.</p> <p><u>Bank Mandate</u> The Board AGREED the resolutions on the Bank Mandate and authorised changes to the mandate (updating the signatory list with new staff members). THE BOARD OFFICERS TO SIGN THE NEW MANDATE ON THE SECTION'S BEHALF.</p> <p><u>Assessment Framework</u> The Board noted the New Assessment Framework (Distribution Model) paper and the outcome of the International Finance Meeting held in November 2014. In response to a question from RD, the Treasurer confirmed that the Finance Team will facilitate a session for staff explaining the new assessment framework and any implications it has for the Section. This session will be held once the Finance Team have completed the Audit.</p> <p>Brian Gilda left the Board meeting.</p>	<p>RCr</p> <p>RCr</p> <p>SO'G</p> <p>KA</p>
MB 15/15	<p>Agenda Item 11: AGM/NATIONAL CONFERENCE 2015</p> <p><u>2014 AGM Decisions Implementation Report</u> TH informed the Board that the draft implementation report has been uploaded on the website for the members' perusal. Any subsequent revisions and updates will also be uploaded on the website.</p> <p>The Board discussed implementation of resolution A1 and AGREED to insert 'However' to the first sentence, third paragraph to now read: "However, in December 2014, the IS informed us that further research on the policy was underway".</p> <p>The Board APPROVED the implementation report.</p>	<p>TH</p>

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	<p>RB informed the Board that the AGM Review Group has confirmed locations for the next two AGMs (2016, 2017), they will be held in Nottingham.</p> <p><u>2015 DRAFT AGM/National Conference Programme</u> The Board noted the programme and requested an updated version listing AGM workshops. ACTION: KM to circulate.</p> <p><u>Approach to the Board Q&A at the AGM</u> KM presented a paper outlining an approach to the Q&A session for the Board at the AGM. Questions will be sought in advance via AGM papers and the website by 7 April; questions will also be permitted from the floor.. The Board will decide before the AGM how to group the questions by category and to allocate a specific Board member to each category, Board members will be briefed in advance of the session and any questions that the Board are not able to answer will be answered on the website after the AGM. The Board discussed this last point and agreed there should be a time limit of 28 days after the AGM for any unaddressed questions to be posted (with a full answer) on the website. The Board AGREED the approach and accompanying timetable.</p> <p>THed left the Board meeting.</p> <p><u>AGM Resolution: Appointing the Auditors</u> The Board AGREED the AGM resolution to appoint the auditors. The resolution will be submitted for plenary decision at the AGM (after the Treasurer's Report).</p> <p><u>Final Notice – Calling for the AGM & Special Resolutions</u> The Board noted the final notice calling for an AGM and the seven special resolutions submitted.</p> <p>The Chair asked for any AGM resolutions to be sent to the Board as soon as they arrive (the deadline for submission is 16 February). The Chair will allocate resolutions to Board members as and when they are received.</p> <p>The Board AGREED to the following timetable for resolutions to the AGM; 16 February – Resolutions Deadline 19 February – Resolutions allocated to Board members for commenting on background briefing notes 24 February – board members comments sent to SMT for finalising</p> <p>THE BOARD AGREED TO DELEGATE FINAL SIGN-OFF OF ALL BACKGROUND NOTES TO HP.</p>	<p>KM</p> <p>TH</p> <p>HP/TH</p>
MB 16/15	<p>Agenda Item 12: FUNDRAISING STRATEGY</p> <p>RC presented the 2014-15 Fundraising Strategy, the 2015 Fundraising Budget and the 2014-15 Fundraising key action plan to the Board.</p> <p>The six fundraising strategic goals for 2014-15 are;</p> <ol style="list-style-type: none"> 1. To connect more people to human rights through their financial support 2. To grow income and from sustainable sources 3. To diversify income 4. To acquire more supporters and from more diverse channels 5. To get our fundamentals right 6. To create a culture for fundraising success <p>The Fundraising Budget has been developed under a new structure that brings</p>	

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	<p>product to the fore and importantly, distinguishes between ongoing, sustainable sources of individual giving income and those that are one-off in nature (cash). From the 2015 investment of £2.8m, AIUK forecasts to receive £7.4m income over a five year period (unphased) from cash gifts, regular gifts/membership and from gift aid contributions.</p> <p>The Budget had been approved by the FSC, and subsequently by the Board at its meeting on 29 November 2014.</p> <p>The Board thanked RC for her presentation.</p>	
MB 17/15	<p>Agenda Item 13: AIUK RESOLUTIONS TO THE 2015 ICM</p> <p><u>Key dates for the ICM</u> The Board noted the AIUK timeline for the 2015 ICM setting out key milestones for AIUK's preparation for the 2015 ICM.</p> <p><u>Children's Rights – ICM Workshop Proposal</u> The Chair thanked KM for the initiative, submitting a request from AIUK to hold a workshop on Children's Rights. Both HL and HP had contributed to the submission. The Board will have confirmation in March, once the ICM agenda has been finalised, whether their submission to hold a workshop on Children's Rights has been accepted.</p> <p><u>ICM Resolution – ICM Decisions, reporting on progress of implementation</u> The Board thanked TH for drafting and submitting the resolution to the ICM, the resolution was agreed at the 2014 November Board meeting and signed off by the Chair, HL and THed.</p> <p><u>Role Descriptions for the AIUK ICM Delegation</u> The Board thanked RK and CB-T for drafting the role descriptions for the ICM delegation. The Board discussed the role descriptions and asked RK and CB-T to add 'delegates to share their ICM learning and experiences with sub-committees and ICM Chair'. Under the 'Person Specification', the Board agreed to include a paragraph on diversity (as in previous ICM calls). The Board delegated the sign-off of the role description to CB-T.</p> <p>ACTION: The Board AGREED to retrospectively approve the ICM Workshop proposal</p> <p>The Board AGREED to confirm/select the AIUK ICM delegation at the March Board meeting.</p>	<p>KA/ SO'G</p>
MB 18/15	<p>Agenda Item 14: STRATEGIC GOALS</p> <p><u>AGM Resolution – Strategic Goals</u> HL presented an updated version (from the IISC meeting of 31 January 2015) of the strategic goals resolution to the AGM. This version has taken note of AIUK's feedback on Human Rights Education, Women's Rights and balance of new and signature programmes. The Board discussed the wording of the resolution, RCr, Treasurer asked whether the resolution should mention the GTP as it is a major enabler of AI's ability to achieve its strategic goals. Other Board members requested rewording of the resolution to make it more explicit about 'better', 'new', and 'signature programmes'. The Board delegated rewording of the resolution to HL.</p> <p>RD stated that staff were uncertain how the third bullet point "ensure that</p>	<p>HL/TH</p>

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	<p>each goal is supported by a robust and achievable plan of action that can provide enough scope for locally relevant work can be achieved unless there are identified teams working on specific areas, such as Human Rights Defenders, and the Board asked that ensuring sufficient human resources are available to take the goals forward be added to the resolution.'</p> <p><u>Taking Injustice Personally – AI's Strategic Goals 2016-2019</u></p> <p>The Board noted the second version of the Strategic Goals, the accompanying cover letter invited Sections to consult with their members again. The ASC advised the Board not to, it felt that members had already given their feedback in depth and there weren't sufficient changes in the second version to merit another consultation. However, it was important that the Board submitted a further response incorporating the comments made by the Board</p> <p>KM reminded the Board that there will be a workshop at the AGM on Strategic Goals.</p>	
MB 19/15	<p>Agenda Item 15: DIRECTOR'S REPORT</p> <p>The Director presented her report to the Board to note.</p> <p>The management response to the CAPP Evaluation will be discussed at the March Board meeting. The Director informed the Board that Annette Perry, the consultant who evaluated CAPP, is working with SMT finalising where the various strands of OD work emerging from the evaluation sit within the organisation. Annette Perry will be briefing the HRSC on Thursday and will look at how we bring staff into that process.</p> <p>RD had some questions from staff on the CAPP Evaluation process, she informed the Board that staff felt;</p> <ul style="list-style-type: none"> ▪ That the delay in getting a management response is understandable but it needs to be communicated clearly to staff. ▪ Volunteers should also be part of the CAPP evaluation process, as CAPP has had a big impact on their experience at AIUK; and they felt that their changing role had not been recognised and needed to be addressed as part of the evaluation process ▪ There is a general lack of clarity on the role, capacity of staff and workload. ▪ The Board should keep the conversation/thinking on 'reviewing the structure' alive and keep revisiting it in their agendas. RD also said that the results of the volunteers' survey would be incorporated into management's response. <p>The Director noted RD's comments and said that a full detailed update would be posted on AIUK's intranet informing staff and volunteers of the next steps in the CAPP evaluation process.</p> <p>The Board thanked the Director for her report and RD for her feedback from staff.</p>	KA
MB 20/15	<p>Agenda Item 16: CHAIR'S REPORT</p> <p>The Chair reported on her recent activities including attending various governance meetings (Board, Trust, GTF), her local group meeting, the International Chairs' teleconference, meetings with AIUK lawyers and the Regional Conference in Belfast.</p>	

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	<u>The Chair closed the Board meeting but welcomed anyone who could to stay on for the Campaigns Overview.</u>	
MB 22/15	Agenda Item 18: GOVERNANCE REFORM This item was noted..	
MB 23/15	Agenda Item 19: GOVERNANCE CALENDAR This item was noted.	
MB 24/15	Agenda Item 20: INTERNATIONAL MOVEMENT The Board noted the International Board Bulletin for December 2014 and the 88 th International Board Decisions Report.	

MB	Dates of Next Meetings <ul style="list-style-type: none"> ▪ 21 March 2015 ▪ 15-17 May 2015 ▪ 11 July 2015 ▪ 19 September 2015 (Governance Day) ▪ 17 October 2015 ▪ 5 December 2015
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Chair's signature

Date

MB 21/15	Agenda Item 17: CAMPAIGNS 2015 – OVERVIEW <p>KM presented an overview of AIUK's priority campaigns plan for 2015, for the Board's information. The Section will be working on;</p> <ul style="list-style-type: none"> ▪ Women in Afghanistan ▪ Stop Torture ▪ My Body My Rights ▪ Human Rights Act ▪ Individuals at Risk ▪ Crisis Campaigning – Syria/Central African Republic and Israel/Palestine ▪ Human Rights in the Digital Age <p>KM explained that My Body My Rights will not have the same country focus like Stop Torture, and that the Section was working hard to get other NGO partners to work with on the Human Rights Act. The Section is working on an exit strategy for the Women in Afghanistan campaign, it has produced some excellent outcomes. The IS is launching a report on Women Human Rights Defenders on 7 April and plan to have a conference in Kabul. Once an evaluation on the Section's work on this campaign has been completed, it will be presented to the Board.</p> <p>TH reported that AIUK, together with Liberty and others, had won an historic victory against the UK government's security agencies, GCHQ, the Security Service and SIS over their indiscriminate surveillance practices. The ruling by the Investigatory Powers Tribunal said that GCHQ's access to (and use of) private communications swept up in bulk by the National Security Agency (NSA) breached human rights laws. This is the first time in its 15-year history that the Investigatory Powers Tribunal (IPT) has ruled against an intelligence agency. On behalf of the Board, the Chair thanked Rachel Logan, Human Rights Advisor for all her hard work leading up to this important victory.</p>	
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