

AMNESTY INTERNATIONAL UK SECTION

Board Meeting

Minutes of the Meeting held on

3 December 2016

Conference Room, Human Rights Action Centre

New Inn Yard, London EC2A 3EA

OPEN SESSION

Board Members

Present:

Ruth Breddal	Chair
Hannah Perry	Vice-Chair
Meredith Coombs	Treasurer
Jerry Allen	
Lucy Blake	
Cris Burson-Thomas	
Eilidh Douglas	
Tom Hedley	
James Lovatt	
Tracy Newton-Blows	
Tom Sparks	

Apologies:

Harrison Littler

In Attendance:

Kate Allen	Director
Rosie Chinchin	Director of Fundraising
Tim Hancock	Director of the Chief Executive's Office
Kerry Mosconiuri	Director of Supporter Communications and Campaigns
Ros Parker	Director of Corporate Services
Michelle O'Keeffe	Company Secretary & General Counsel
Alice Sims	Staff Representative on the Board

Minutes:

Selma Shirazi	PA to the Director
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1. HOUSEKEEPING

1.1 Welcome & Introductions

The Chair formally moved for the Board to accept James Lovatt's appointment to the Board – to fill a vacancy for the country co-ordinator reserved seat on the Board until the Board elections for 2017. The Board agreed the appointment.

The Chair welcomed the Board to the meeting and introductions were held.

1.2 Apologies

The Board received apologies from Harrison Littler.

1.3 Announcements

There were no announcements.

1.4 Declarations of Interest

There were no declarations of interest.

2. MINUTES OF PREVIOUS MEETINGS

2.1 Draft Minutes of 24.9.16; Accuracy

There were no amendments, the Board APPROVED the minutes.

2.2 Matters Arising

The Board noted and updated actions taken since the last meeting.

3. CHAIR'S REPORT

The Chair informed the Board of her activities since the last Board meeting including;

- Attending the North West Regional Conference
- Meeting with Stephen O'Brien, United Nations Under-Secretary-General for Humanitarian Affairs and Emergency Relief Coordinator.
- Attending a Seminar on diversity for NGO Boards.
- Attending the Section's 25th Media Awards.
- Taking part in discussions on core standards and governance reform in the international Amnesty movement

The Chair expressed her concerns about the rising levels of hate crime and xenophobia post Brexit and USA presidential election. She stressed that the work Amnesty does has never been more valuable.

The Board thanked the Chair for the report.

4. DIRECTOR'S REPORT

The Board noted the Director's Report which summarised updates on key developments since the last meeting and the Director's activities including;

- Political meetings; attendance at Party Conferences, meeting with Robert Goodwill, Immigration Minister, attending the PSVI (Preventing Sexual Violence In Conflict) Steering Committee and meeting with the UK Ambassador to the UN along with members of the EU Delegation to the UN.
- The very successful launch of the annual Write For Rights Campaign when AIUK had the privilege of hosting Albert Woodfox and Robert King.

- The launch of the Human Rights Act Campaign and AIUK's collaboration with the Hillsborough families and Celia Peachy who have all shared their stories of how the Human Rights Act was so important in their search for justice.
- Other activists' events (Regional Conferences and Group Meetings) and key internal meetings for staff and volunteers.

The Board thanked the Director for the report.

5. REPORTS FROM SUB-COMMITTEES AND NETWORKS

5.1 Activism Sub-Committee (12.11.16)

Eilidh Douglas, Chair of the ASC updated the Board on the discussion at the latest ASC meeting. The ASC received feedback from the representatives of each activist constituency including key events around the country, communications and campaign actions. The main ASC discussion was around the future of the AGM/National Conference and Regional Conferences.

5.2 Finance, Audit and Risk Sub-Committee (8.9.16 & 24.11.16)

At their meeting on the 24th November FARSC discussed the internal audit, delegations of financial authority, strategic risk and the 2017 budget. FARSC agreed to make 'strategic risk' a standing item at each of their meetings from now on.

5.3 Human Resources Sub-Committee (23.09.16)

Tracy Newton-Blows, Chair of the HRSC informed the Board that the HRSC meeting on the 23rd September discussed the Pay and Grading Review, People & Culture Strategy and the future workings of the HRSC – this resulted in a changed format for future HRSC meetings which will be extended to include a practical problem solving workshop (with the Human Resources Team) followed by a formal HRSC meeting.

The Staff Representative informed the Board that there have been concerns about workload (from five staff members) and about religious leave – two staff wanted an update on the status of religious leave.

ACTION; The Director of Corporate Services to ensure staff are informed on religious leave, there has been no change to the policy.

ACTION; The Director, the Director of Corporate Services and Staff Representative to discuss further the issues around workload, whether there are particular teams who are more affected and if there are any pressure points in the organisation.

ACTION; The Director to update the Board on steps taken to address the concerns around workload.

5.4 Nominations Sub-Committee (17.11.16)

Hannah Perry, Chair of the NSC updated the Board on the new members serving on the NSC with Michelle O'Keeffe as their Secretary, the NSC is making good progress looking at each sub-committee's recruitment needs, their term dates and appointment processes. The NSC

has put forward recommendations to the Board on the Deputy Returning Officer and the Country Co-ordinator representative on the Board and are now preparing to advertise and make recommendations for a member of the Charitable Trust and AIUK's nominee for the International Board election.

The Board thanked the Chairs of Sub-Committees for their reports.

6. AIUK PERFORMANCE

6.1 Quarterly Performance Report

The Board were presented with a report on performance of AIUK during the third quarter of 2016 and its progress towards strategic objectives. The Board noted progress against the key performance indicators for Human Rights Priorities, Capacity Building and Foundations.

The Board thanked Andrew Cross, Head of Data Analysis and Claire Postles, Planning and Evaluation Manager for helping to produce the report along with the Senior Management Team.

6.2 Quarter 3 Finance

Management Accounts

Ros Parker, Director of Corporate Services presented the year to date financial performance of AIUK and highlighted the following;

- Free Reserves are strong, at £9.1m - £1.1m above target range of £6m to £8m though are artificially boosted by the timing of recognition of legacy income and will return closer to reserve targets by the end of the year
- Due to legacy income, cash balances are also currently strong
- Although legacy income is ahead of budget, individual giving continues to be behind due to the number of financial supporters at the start of 2016 being lower than budgeted. There have also been constraints on telemarketing activities which have impacted on income
- Departments continue to be underspent but these are now reflected in the Q3 reforecast

The Treasurer enquired about an £80k budget spent on capital expenditure in 2016 and asked whether there is one allocated for 2017.

ACTION; Ros Parker, Director of Corporate Services to include more information in the budget on how the capital expenditure sum is being spent - for the Board to monitor.

Rosie Chinchin, Director of Fundraising informed the Board that DFID have accepted the Section's figures for the 'End FGM and Forced Marriages' appeal – the Section is expecting DFID to match the sum raised – as per the Aid Match Scheme.

Quarter 3 Reforecast

The forecast deficit of £86k is £858k better than the budget deficit of £944k due to:

- an increase in legacy income (partially offset by a reduction in individual giving)

- the crystallising of underspends across all departments. Some of these are due to regulatory constraints on spend, some are due to genuine savings and some are due to work slipping into Q1 of 2017

Members' Report

The Board noted the Members' Report – a quarterly summary of the Section's finances for members' information.

The Board thanked Ros Parker, Director of Corporate Services and her team for the reports.

7. 2017 BUDGET/RESERVES POLICY/LONG TERM FINANCIAL PLAN

The Board were presented with the draft 2017 Budget. The budget has been designed to deliver in three key areas;

- Enhance Financial Stability (the budget places AIUK within the target range of free reserves; £6m to £8m).
- Investment in fundraising for income growth.
- Increasing the Section's ability to achieve change for human rights.

The starting point for the 2017 budget is a small excess of free reserves compared to target (at £8.4m). Despite an increase in external volatility it was felt that the target reserves of £6-8m are still reasonable for 2017 but will continue to be reviewed each year. The Board approved the 2017 reserves target.

The 2017 budget therefore is a deficit budget of £773k to allow for investment in fundraising to secure the longer term growth and the financial sustainability of AIUK to allow us to do more human rights work.

The financial investment will be in the following areas;

- Improving performance in three existing in-house fundraising regions
- Improving the proposition/procedures in fundraising to underpin the growth plans
- Opening two or more shops in 2017 (to leverage more income from the shops cost base)
- Testing new supporter acquisition channels (direct response TV, digital)
- Developing active digital acquisition and stewardship of activists to move forward the strategy to deliver engagement goal of 2% of the UK population
- Ensuring that our ability to properly and responsibly manage our data is enhanced

The Director stated that the Senior Management Team do not want to commit the organisation to avoidable increases in fixed costs, until the fundraising plans start to yield results. The Board will have the opportunity to approve any additional (out of budget) investment in new channels of fundraising through 2017 should any be deemed viable.

The Treasurer confirmed that FARSC is content that the 2017 Budget compliments the five-year strategic plan and is achievable. The Treasurer also enquired about the calculation of the assessment – and asked that it is presented to the Board at its next meeting.

ACTION; Ros Parker, Director of Corporate Services to present to the Board the assessment calculation/formula and exceptions - in order to enhance understanding of how this important figure is calculated.

The Staff Representative fed back a concern from two staff members that budget holders are under pressure to spend their budgets now so that they are not allocated less in 2017 and that some of the big expenditures are not in the strategic plan – specifically the increased spending on research in the Campaigns Team.

The Director of Corporate Services responded by stating that the 2017 Budget only allowed for 2% above quarter two forecasts, so any spending done now would make no difference to allocations in 2017, apart from that - the 2017 budget has already been set. Teams and Department budget holders are challenged at every reforecast meeting to explain the rationale for their planned spend to ensure it is in line with the strategic objectives.

The Board thanked the Finance Team, the Senior Management Team and the Director of Corporate Services for all their work on the 2017 budget.

The Board APPROVED the Reserves and the 2017 Budget.

8. FINANCIAL DELEGATIONS

The Board noted the paper on Financial Delegations and requested that it be brought back to the March 2017 Board meeting with more information on the delegation of authority between the Board and Director specifically when approving spend.

ACTION; Ros Parker, Director of Corporate Services to bring back the Financial Delegations paper and the Expenses Policy (for Board members/governance) in March 2017.

9. PRESENTATION OF PAPER ON WINDING DOWN OF IISC, AND SCOPING EXERCISE ON THE SUB-COMMITTEES

Tom Sparks, Board Member presented the outcome of the work of the Sub-Committee Review Group – who recommend that the Board establish a new Sub-Committee with a remit to oversee AIUK's campaigning work and to assist in the process of measuring human rights impact and change. The group also recommended that the Board establish a database of individuals willing to donate skills or expertise to AIUK on an ad hoc basis.

The Board discussed the recommendations and the draft terms of reference for a 'Campaigns and Impact Sub-Committee' and AGREED that the Director of Supporter Campaigns and Communications should start work on establishing the Sub-Committee ensuring the following conditions are met;

- The terms of reference to include evaluation of completed campaigns.
- That the sub-committee is made up of high level professional campaigners.
- That it is chaired by a member of the Board.

ACTION; The Board to look at the most recent Board Skills Audit to see which Board member is most suited to chair this sub-committee.

The Staff Representative informed the Board that feedback received indicate that staff are happy with this proposal.

ACTION; Kerry Moscogiuri, Director of Supporter Campaigns and Communications with Board members Cris Burson-Thomas, Lucy Blake, Tom Hedley and Tom Sparks to start the process of establishing the Campaigns and Impact Sub-Committee.

The Board thanked Tom Sparks.

10. DRAFT AIUK HUMAN RIGHTS EDUCATION (HRE) STRATEGY

Kerry Moscogiuri, Director of Supporter Campaigning and Communications presented the Draft AIUK HRE Strategy 2016 -2020 for the Board's approval. HRE is one of AIUK's human rights priorities in this strategic plan period, it outlines the following goals;

- 1362,58 UK Children and young people (up to 19) have access to HRE.
- The capacity of AIUK staff and volunteers to deliver HRE to UK rights holders is strengthened.
- 17,118 AI activists have access to HRE focussed on activism skills.
- 14,400 adults have access to lifelong HRE

Comments received from the Board included praise for the quantifiable goals and methods in the strategy, a question on why there is an age limit (up to 19) for children and young people accessing HRE and whether the strategy uses a diverse range of resources (digital tools and platforms) to engage and retain the intended audience.

The Board was informed that activists over 19 will be captured by the other goals in the strategy and that the communications strategy will guide the organisation on what resources are best used for this audience.

The Board APPROVED the strategy.

11. DRAFT AIUK REFUGEES STRATEGY

Kerry Moscogiuri, Director of Supporter Campaigning and Communications presented the Draft AIUK Refugees Strategy 2016 to 2018. The refugee campaign is a priority global campaign, in AIUK it has been designed to combine top down mass engagement, grassroots community work and collaboration with partners at a national and local level to help build a sustainable movement. The long-term outcomes of the Refugee Strategy are;

- Positive experiences of and toward refugees nationally and in communities

- There is a wider, stronger and more sustainable movement of people and organisations working together for refugee rights
- The UK Government respects refugee rights through an improved asylum system and increases its share of responsibility for hosting refugees
- AIUK contributes to ensuring that refugees' rights are respected internationally

A concern was expressed by the Board that calling the campaign 'Refugees Welcome' might be a barrier to the organisation reaching out to some parts of society or different audiences. The Board was assured that the Communications Strategy will address that concern.

The Board APPROVED the strategy.

12. DRAFT COMMUNICATIONS STRATEGY

Kerry Moscogiuri, Director of Supporter Campaigning and Communications presented the Draft Communications Strategy which has been devised in order to help grow the Amnesty movement in the UK, help support fundraising, growth and wider engagement. Developing the strategy has helped identify four key audience groups who will form Amnesty's target audience for growth and for increasing human rights impact. The strategy details how to reach and engage with those audiences more effectively.

The Board praised the strategy, it is an exceptional tool which provides valuable insight into Amnesty's supporters. The Board was keen to ensure that the organisation reaches out in a positive way to parts of society which are not traditional Amnesty core supporters.

ACTION: Kerry Moscogiuri, Director of Supporter Campaigning and Communications to circulate further demographic detail on 'Popular support for human rights' for the Board's information.

ACTION: Re-phrase page 2 of the strategy, to clarify the language.

The Board APPROVED the Communications Strategy.

13. DRAFT INDIVIDUALS AT RISK STRATEGY

The Board were presented with the Draft Individuals at Risk Strategy 2016-2020, one of the organisation's priority campaign areas in the Strategic Plan. The key proposed innovation is that AIUK will hold closer, participatory relationships with individuals and communities, particularly Human Rights Defenders (HRDs) and Refugees, involving these groups in planning, delivery and evaluation of Amnesty's campaigning work.

AIUK will develop in-house capacity and expertise in order to work more directly with individuals at risk, refugees and HRD - going as far as having researcher-level skills for working with these groups and individuals.

The Board discussed and APPROVED the Individuals at Risk Strategy and thanked Kerry Moscogiuri, Director of Supporter Campaigning and Communications and the teams for all their hard work in developing the strategies presented to the Board.

14. AGM/NATIONAL CONFERENCE 2017

14.1 Draft AGM/Conference Programme

The Board noted the draft programme for the 2017 AGM which was in its initial stages of development.

ACTION: Board members to provide feedback on the main items on the programme and the changes proposed.

14.2 Proposed Special Resolutions

The 2016 AGM instructed the Board to amend voting rights at the AGM elections to 1 person 1 vote (Resolution B1), this would mean an amendment to the voting rights of groups and affiliate members (currently 10 votes) to 1 vote.

The Board was presented with two options;

1. A special resolution calling for the voting rights for the elections that are held at the AGM to be changed to one person one vote.
2. A special resolution clarifying the nominations procedure for elections that take place at the AGM and for nominations for the Standing Orders Committee to be received in advance of the AGM. This would allow for the credentials of the candidates to be assessed prior to the AGM and the votes taken by proxy – the Returning Officer would be responsible for setting the timetable for these nominations.

The Board AGREED to the second option because it would mean greater consistency and clarity of process.

ACTION: Cris Burson-Thomas, Board Member to make contact with the proposers of resolution B1 (2016) to discuss the above approach.

14.3 Ordinary Resolutions

Resolution B5 of the 2016 AGM instructed the Board to develop a body of rules for approval by the 2017 AGM. Draft rules were sent out for consultation – the Board noted the responses received. The proposed body of rules can be summarised as follows;

- Rules that duplicate the Articles of Association have been removed;
- Draft rules on membership (originally presented as an annex) have been removed because of the extent of duplication. It is possible that the Board may wish to return to this in future;

- Provisions that over-specified certain processes have been removed (e.g. word limits for nominations);
- Rules that do not appear to be enforceable have been removed.
- Provisions concerning the Returning Officer have been added. These are entirely new and whilst they are to some extent based on current practice, proposed terms of office and term limits are an innovation and there might be some dispute about the returning officer's role in relation to the AGM.

The Board discussed the rules and **AGREED** to take out point 1.4 - which proposed that amendments of the Rules shall be done by an AGM Resolution proposed only by the Board.

The Board discussed point 6 – ‘the term of office for the Returning Officer shall be three years but no Returning Officer shall serve more than six consecutive years without a break of at least three years’, and **AGREED** to amend it to read ‘without a break of at least one year’. This would make it more consistent with other roles in the organisation's governance.

The Board accepted the Rules and thanked Tim Hancock, Director of the Chief Executive's Office and Michelle O'Keeffe, Company Secretary & General Counsel for the paper.

14.4 AGM Implementation Report

The Board noted the Implementation Report.

ACTION: Board Members to contact the resolution proposers and update them on progress made.

ACTION: Tim Hancock, Director of the Chief Executive's Office to provide an update to the Board on resolution B2 (2016) 'Closure of human rights NGO accounts by the Co-op Bank' at the March Board meeting.

15. 2017 INTERNATIONAL COUNCIL MEETING

15.1 Resolution on Abortion

The Board APPROVED the proposed resolution the 2017 ICM on Abortion – decision A4 of the 2016 AGM asks the Board to support a review of a movement policy on abortion. The ICM resolution was intended to be submitted jointly with the Irish Section and potentially other AI Sections.

ACTION: Tim Hancock, Director of the Chief Executive's Office to keep the Board updated on progress.

15.2 Resolution on Climate Change

Decision A5 (2016) instructed the Board to submit an ICM resolution on climate change. The Board noted that Sections were discouraged from submitting resolutions on human rights issues outside the strategic goals, additionally – this area of work continues to lack the resources required to achieve progress in Amnesty's understanding of the issue. The Board

AGREED to submit a climate change resolution to the ICM as desired by the AGM and discussed the two options presented;

1. A resolution that does not include references to the next global campaign choice and positions the resolution as necessary preparation for the decisions on the next strategic goals.
2. A resolution that adopts the wording of the AIUK AGM decision A5 referencing decisions that will be required on the next strategic goals but also making it clear that AIUK understands that the International Board determines the global campaigns (and any related criteria).

The Board AGREED to the second option.

ACTION: Tom Sparks, Board member to pass on any amendments to the wording of the resolution to Tim Hancock, Director of the Chief Executive's Office.

ACTION: The Board delegated authority to sign off the final wording of both resolutions to the Chair.

15.3 Governance Reform

The Chair asked for the Board's guidance on the issue of governance reform which will be a major point of discussion at the 2017 Chair's Assembly and ICM. The Chair stated that the movement was considering one section one vote however there was still a case to be made for weighted voting (weighted according to number of members; AIUK's vote would be 3 – the maximum).

The Board discussed the options and AGREED that the Section would support the weighted vote option.

16. AMNESTY INTERNATIONAL'S CORE STANDARDS – UPDATE

The Board were presented with the 2016 AIUK Core Standards Self-Assessment. AIUK is compliant and achieving high standards in many of the core standards, especially financial controls and communications with members.

The Board thanked Tim Hancock, Director of the Chief Executive's Office for the report.

17. DRAFT AIUK SECTION RESERVED MATTERS AND SCHEME OF DELEGATION

The Board noted the draft paper which details a schedule of matters reserved for the Board of AIUK Section and the Board of AIUK Charitable Trust.

ACTION: The Board were asked to send their feedback on the paper to Tim Hancock, Director of the Chief Executive's Office to amend and bring back to the March 2017 Board meeting.

18. AIUK FUNDRAISING POLICY

Rosie Chinchon, Director of Fundraising presented the AIUK Fundraising Policy for the Board's approval. The policy responds to both the Global Fundraising Policy and to the particular regulatory context in the UK.

AIUK's approach to responsible fundraising is driven by six principles;

- AIUK's fundraising respects and protects its independence, impartiality and its mission.
- AIUK fundraise with integrity.
- AIUK work in partnership with those who support it.
- AIUK value and respect its supporters.
- AIUK fundraise with courage.
- AIUK are transparent in its fundraising and use of funds.

The Board discussed and APPROVED the Fundraising Policy and thanked Rosie Chinchon, Director of Fundraising and the team for the paper.

19. BOARD SKILLS AUDIT

The Chair thanked Board members for filling in the survey and audit on their skills. The results have allowed for some future planning on Board training sessions. The Board will focus on Risk Management at its next session, followed by 'Back to Basics' in June 2017 – once the elections process is completed and the Board has welcomed its new Board members.

The next skills audit will include Board members' names against their skills, this is to enable the Nominations Committee to keep track of what skills to replace when Board members come to the end of their terms.

20. SECTION/TRUST PROJECT UPDATE

The project's work is ongoing – looking at optimising the working relationship between AIUK Section and AIUK Charitable Trust. Board were informed that in 2017 the project will focus on the HRAC lease, costs, asks of members and financial supporters.

21. APPOINTMENT OF TRUSTEES OF AIUK SECTION CHARITABLE TRUST

The Board were presented with a paper requesting approval to appoint Gareth Davies, Livia Amidani and Emma France as Trustees of AIUK Charitable Trust for a further 3-year term.

The Board APPROVED all three appointments.

22. ADMINISTRATIVE MATTERS

22.1 Statutory Books/Companies House

The Board AGREED to allow the Section to disclose their names, date, month and year of birth in the Statutory Books with Companies House.

22.2 Board Web Based Document Area

The Board were requested to try the new web based document area – SharePoint – and give their feedback on any other developments/improvements required. SharePoint will replace the basecamp for the Board's web based communications and reference library.

22.3 2017 Governance Meetings Calendar

The Board noted the 2017 Governance Calendar.

ACTION; Re-circulate to the Board after dates for the Activism Sub-Committee and the Nominations Sub-Committee have been added.

The Board AGREED to move the 2017 April Board meeting to the 25 March 2017, when the Board will have an initial discussion about the draft accounts. A tele-conference will be scheduled on the 30 March 2017 for the Board to formally approve the accounts.

22.4 Bank Mandate

The Board AGREED to update the Bank Mandate to reflect changes to personnel within the organisation. The Chair, Vice Chair were authorised to sign the mandate.

22.5 Amnesty Bookshops

The Board AGREED to delegate authority to the Chair and Treasurer to sign changes to Amnesty Bookshops in Cambridge and Hammersmith lease renewals.

23. CLOSING REMARKS

The Chair thanked the Board for attending the meeting and the Senior Management Team and their departments for helping prepare the papers for the meeting.