

Governance Task Force Meeting

18 July 2015

10.00-13.00

**Amnesty International UK
Human Rights Action Centre
London**

DRAFT MINUTES

Attending

Sheila Banks

Naomi Hunter

Clive Briscoe

Malcolm Dingwall-Smith

Sarah O' Grady

Eilidh Douglas

Tom Hedley

Staff attending

Karen Wagstaff

Kate Allen

1.	Welcome and Introductions The Chair welcomed participants to the meeting.	
2	Apologies Apologies were received from Chris Ramsey, Peter Pack, Hannah Perry and Tim Hancock	
3.	Announcements No announcements were made	
4.	Minutes of meeting Sheila will make one amendment on item 8 -material re-organisation. Clive would like to see the staff organigram to visualise what material re-organisation would look like.	Karen
5	Matters arising	

	<p><u>List of documents to be available to members</u> A list of types of documents was sent through to the GTF. In the GTF recommendations progress report it should be clarified that GTF are not responsible for preparing documents Clive also recommended that the Open Information Policy should be updated in light of the new members' area.</p> <p><u>Outstanding GTF recommendations</u> GTF reviewed the progress report Clive asked about the minutes of the Board meeting on 11/12 where a number of decisions were taken. Sarah clarified that it was a closed meeting so minutes were available. GTF asked that it would be stated as a closed meeting and include a summary of all decisions that were taken at that meeting.</p> <p>Malcolm noted that a number of recommendations would be taken out to consultation and could therefore not have been agreed by the Board yet. Sarah explained that these recommendations were agreed by the Board and the Board may still take the same view regardless of the outcome of the consultation.</p> <p>Sheila will reproduce document on the website to update recommendations.</p> <p><u>Cost of GTF</u></p> <p>The figure to date (not including this meeting) is £51,166.01. This includes GTF expenses, lunch and the NCVO constitutional review. It does not include staff time. A final figure will be provided In the final report.</p>	<p>Board</p> <p>Sheila</p> <p>Karen</p>
6	<p>Constitutional Review</p> <p>GTF gave their views on the 11 proposals and consultation questions</p> <p><u>Proposal 1: qualifying periods for membership</u></p> <p>Naomi wasn't sure why we are asking this question. The wording needs to be revised.</p> <p>Malcolm noted that the question had already been posed in the NCVO review. Sheila commented that the GTF did not reach a position on this issue as the vote was a tied</p> <p>GTF concluded that there was no need to ask the question as it was already covered in the NCVO survey and no changes were being proposed.</p> <p><u>Proposal two: Chair of the Board chairing AGMs.</u> Malcolm commented that the GTF didn't agree to this recommendation as it wasn't discussed.</p> <p>Sarah and Kate explained the formal business of the AGM would be separate to the National Conference.</p>	

Eilidh explained that the Student Conference followed this format.

Sheila's personal view was that this would seem like a reasonable way forward but believed that some members may be opposed to it.

Eilidh explained that this would enhance accountability as the Chair had to be elected and the Board is accountable to members.

Malcolm wasn't convinced that it would increase accountability as being a Chair of an AGM requires a special skill-set.

Sheila asked GTF members to take it to a vote. A majority were against the proposals. In conclusion, the GTF did not agree with this proposal.

Proposal 3: number of people seconding a resolution

All suggested that the question needed to be re-worded

Clive observed that autonomous individual members may find it difficult to find members to second a resolution.

Malcolm also remarked that there was anomaly in the Standing Orders with Family Members.

Eilidh explained that the number of seconders was suggested so that we receive enough checks before sending it through to Standing Orders.

It was concluded that GTF would be in favour.

Proposal 4: increase deadline for receipt of resolutions to 90 days

Sheila asked if it was necessary to consult on this matter as there is already a provision for emergency resolutions

Malcolm commented that a change to 90 days would mean that groups would need to agree resolutions at their November meeting.

Eilidh remarked that the 90 days isn't the problem but we would need to work out when the AGM falls.

Sarah observed that some people may perceive this recommendation as a way of dealing with 'entryism'.

Naomi commented that some issues were missing from the consultation questions such as amendments. Sheila suggested that there needs to be have a proposal on amendments.

Sarah reiterated the need to operate within the law as well as improving participation and democracy.

Proposal 5: Increasing EGM from 100 members to 1% of membership.

GTF did not agree with this recommendation but suggested that the language should reflect what's in the current constitution (special should be changed to extra)

Proposal 6: Board to call special meetings on 14 days' notice.

Wording needs to be consistent as proposal 5.

Clive clarified that the Board can only pass ordinary resolutions but could not make constitutional changes as these will require special resolutions.

Proposal 7: local groups and networks no longer have separate rights to nominate people to the Board.

All noted that this proposal would be controversial

Eilidh remarked that the background notes need to be reconsidered

Proposal 8: reducing size of the Board

Naomi asked if there was a different membership qualifying period for elected Board members and co-opted members.

Sarah clarified that elected Board members will need to be already members and that co-optees are required to join when they become Board members.

GTF agreed with the proposal

Proposal 9: Chair of the AGM being a Board member

It should be made clear that this also includes co-opted Board members.

Sheila asked if the GTF had a view on this. A majority were in favour of the proposal.

Proposal 10: gap for former board members standing to be increased from 9 months to 3 years

Background note 44 is slightly confusing.

The GTF agree with the proposal but think that there are various issues that the Board must consider before posing the question.

Proposal 11: drawing-up rules

Sheila and Sarah explained that this provision would give the Board more flexibility to make changes through ordinary resolutions.

	<p><u>Other proposal : nominations committee to be a sub-committee</u></p> <p>Most GTF members agreed that this would be a controversial move even though they recognise that there are issues with finding volunteers to join the nominations committee. It would need to go out to consultation.</p> <p><u>Timetable and consultation process</u></p> <p>Eilidh explained that the ASC already provided comments on the consultation process</p> <p>Clive suggested that a consultation guide should be available to groups.</p>	
7	<p>GTF Final Report</p> <p>Sheila put together a final report bringing all the reports together and updating them with today's final recommendations.</p>	
8	<p>AOB</p> <p>Tom and Sarah thanked Sheila for her excellent chairing as well as other members of the GTF</p> <p>GTF members wanted to thank all the staff involved in supporting the GTF.</p>	