

**Governance Task Force Meeting
30 May 2015**

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

DRAFT MINUTES

Attending

Sheila Banks
Naomi Hunter
Chris Ramsey
Clive Briscoe
Malcolm Dingwall-Smith
Sarah O' Grady
Peter Pack

Staff attending

Kate Allen
Karen Wagstaff

1.	Welcome and Introductions The Chair welcomed participants to the meeting.	
2.	Apologies Apologies were received from Tom Hedley, Eilidh Douglas, Hannah Perry and Tim Hancock	
3.	Announcements Board member Cris Burson-Thomas will be joining the meeting at 14.30 to discuss material re-organisation Kate Allen gave an update on the Human Rights Act and the pardon of Moses Akatugba	
4.	Minutes from 14 March It was agreed to make the following amendments. Item 7: On 'material reorganisation', Sarah O' Grady informed the GTF that the Board had sought advice on the definition and had been informed that there was no applicable definition from a legal perspective With respect to the sub-group's exploration of bringing supporters into AIUK's members, Clive informed the GTF had looked at the issue, had run into the issue of "donor benefits". <u>It was noted that advice is that the currently regulatory climate is not conducive to this particular change.</u>	

5.	<p>Matters arising</p> <p>5.1 Karen will review list of documents in member area and send to GTF</p> <p>5.4 Composition of committees, 5.3 Minimum period of membership prior to standing for a committee and 5.4 Planning and Transparency will be discussed as part of recommendations of SG 4.</p> <p>5. 7 Material reorganisation will be discussed later today with Cris Burson-Thomas</p>	Karen
6.	<p>SG4 report</p> <p><u>Recommendation I: Composition of committees</u></p> <p>Each Board committee should consider its composition and the requirements for membership of that committee. They should make recommendations about these to the Board and when approved these should be included within the committee’s terms of reference.</p> <p>Peter suggested that each Board sub-committee (SC) and that Board should consider their composition in advance of the AGM.</p> <p>Clive recommended that the Board should be responsible for devising their expert committees and encouraged SC to be sufficiently flexible so that they are able to bring expertise when needed (this would be relevant for e.g. in the Finance Sub-Committee when you particular skills depending on need).</p> <p>GTF members discussed the pros and cons of having more flexible committees with new TOR every year. Sheila suggested that TOR should only change when they become unworkable not when a sub-committee has to fulfil a particular task. She noted that most of SC such as the ASC and TUNC are more likely to be stable and shouldn’t require any significant changes to the TORs from year to year. It was concluded that SC should review their TOR on a regular basis but not change them every year. Chris recommended that long-term work should be distinguished from TOR.</p> <p>Sheila noted that SC are currently reviewing their TOR based on GTF recommendations.</p> <p>Sarah noted that all SC are moving towards annual work plans.</p> <p>On minimum period of membership, GTF members agreed that SC candidates should be members but they did not indicate a minimum period.</p> <p>The recommendation was agreed.</p> <p><u>Recommendations II: Planning and Transparency</u></p> <p>The level of transparency of all committees should be the same as for the Board of AIUK in that their minutes, agendas and other papers for meetings should be made available on the website as soon as possible. In these documents it should be made clear which items are purely for information, which for discussion and which for decision.</p> <p>The recommendation was agreed.</p>	

	<p>It was also agreed that this concludes the work of SG4.</p>	
<p>7.</p>	<p>Planning for constitutional/SO amendments to 2016 AGM <u>Update from Board including role of GTF</u> Sarah outlined the proposals from the Board. She would like to seek views from GTF about the plan and process as well as the specific proposals.</p> <p><u>Views of GTF on process</u> Peter suggested that the context and framework for the consultation should be included. There are a number of issues that the GTF and Board have identified since the 2013 AGM.</p> <p>Sarah agreed that the constitution was out of date regardless of the EGM decision and there were other issues that needed to be considered (for e.g. reserved places)</p> <p>Sheila noted that there are still a number of recommendations from the GTF that have not yet been approved or otherwise. She suggested that by the end of the GTF, we should have a list of GTF recommendations that have been approved, rejected or dealt with. Otherwise members won't be able to see the work of the GTF.</p> <p>Clive asked for clarification on the outreach work. He would be ready to support an outreach initiative that tries to 'maximise' the vote though he acknowledged that there were practical implications.</p> <p>Malcom would be supportive of an outreach process that explained the changes to members and believed it was perfectly reasonable for the Board to do this.</p> <p>Malcolm was also supportive of a full governance review and noted that it had been a recommendation from SG1.</p> <p>Sarah agreed but explained that a full governance review this year will depend on timing and availability of staff for support.</p> <p>Chris asked about how the consultation outcome will be communicated to members. Clive suggested that the consultation should indicate when the results will be made available and that it should be well ahead of the vote. Sheila also noted that the outcome of the consultation is not the equivalent of a vote. Clive and Peter also suggested that all the raw data from members' responses should be made available to members, appropriately anonymised.</p> <p>Clive suggested that the lawyers should be brought in at an earlier stage. Sarah clarified that the Board already agreed to this at their meeting.</p> <p>Sarah thanked all the GTF for their useful feedback explained that the consultation plan will now be reviewed by the ASC.</p>	<p>Sarah/Board</p>

	<p><u>Views of GTF on items appropriate for separate amendments</u> GTF members considered all the proposals (most of which are from the GTF) and identified which proposals would be potentially controversial and needed to be proposed as separate resolutions.</p> <p>Sheila noted that about half of a dozen of these proposals did not fall within the remit of the GTF.</p> <p>The GTF went through the 54 proposals and identified 23 items that could be controversial and treated as separate resolution (see shopping list of proposals spreadsheet for details).</p> <p>Malcolm noted that not all these proposals will end up as special resolutions.</p> <p>Sheila commented that it's difficult for the GTF to say at this early stage if all the proposals should be treated as separate resolutions. She suggested that the GTF should revisit the proposals at the next GTF meeting once the Board has considered them at their July meeting.</p> <p>GTF members reflected on how members will be consulted on these proposals. Malcolm suggested that these proposals should be grouped into four broad categories:</p> <ol style="list-style-type: none"> 1. Calling of general meetings 2. Resolution processes 3. Voting processes 4. Appointments and eligibility processes <p>Malcolm also pointed out that the consultation should not include areas that were already covered in the NCVO consultation.</p>	
8.	<p>Material Re-organisation Cris Burson-Thomas joined the meeting by phone and provided an update on Board's discussions. GTF members gave feedback on these discussions. They indicated that they are broadly content with of the overall direction providing that the Union support these proposals.</p>	
8	<p>GTF Final Report Sheila will produce a draft of the report which will be finalised at the next meeting.</p>	
11	<p>AOB Chris requested that total costs running the GTF (not including staff time) should be made available at the next meeting. These could be included in the final report.</p>	Karen
12	<p>Date and time of next meeting 18 July 2015 GTF agreed to physically meet once more to finalise their recommendations of the constitutional/SO proposals and agree final GTF report.</p>	

