



**SECTION BOARD MEETING**  
**DRAFT Minutes of the Meeting held on**  
**Saturday 21 March 2015**  
**Conference Room, Human Rights Action Centre**  
**New Inn Yard, London EC2A 3EA**

**Present:**

**Board Members:**

Sarah O'Grady (SO'G)	Chair
Hannah Perry (HP)	Vice Chair
Richard Cryer (RCr)	Treasurer
Ruth Breddal (RB)	
Cris Burson-Thomas (CB-T)	
Eilidh Douglas (ED)	
Katie McSherry (KMc)	
Rona Keen (RK)	
Harrison Littler (HL)	
Sarah Ward (SW)	
Hugh Whitby (HW)	

**Apologies**

Tom Hedley (THed)  
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 Chinchin (RC)	Director of Fundraising
Eliot Lyne (EL)	Interim Director of Finance
Rosie Chapman (RCha)	Interim Company Secretary
Ruth Dawson (RD)	Staff Representative on the Board (last Board meeting)
Alice Kelly (AK)	Staff Representative to the Board (designate)

**Minutes:**

Selma Shirazi (SS)	PA to AIUK Director
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**Note:** Whilst, for ease of reading, the minutes follow the agenda and supporting papers for the meeting, the order of discussion was amended on the day.

Minute Number	OPEN SESSION	Action
MB 29/15	<p><b>Agenda item 6; HOUSEKEEPING</b></p> <p><u>Welcome and Introductions</u> The Chair welcomed attendees to the meeting; Board members introduced themselves to Alice Kelly who will be replacing Ruth Dawson as the new Staff Representative.</p> <p><u>Apologies</u> The Board received apologies from Brian Gilda, Tom Hedley and Tom Sparks, for lateness from Sarah Ward, and for early departure from Cris Burson-Thomas, Richard Cryer and Eilidh Douglas.</p> <p>(Sarah Ward was not present for MB 29/15, 30/15, 31/15 and 32/15. Cris Burson-Thomas and Richard Cryer were not present for some of 41/15, 44/15 and 45/15. Eilidh Douglas was not present for MB40/15, 41/15, 42/15, 44/15 and 45/15.)</p> <p><u>Declarations of Interest</u> There were no declarations of interest.</p> <p><u>Appointment of Company Secretary for AIUK Section</u> <b>The Board AGREED the following resolution formally appointing Rosie Chapman as Company Secretary:</b> “The Board of Amnesty International UK Section resolves to appoint Rosie Chapman as Company Secretary to Amnesty International UK Section to replace Tony Farnfield and ask that Companies House be notified accordingly”.</p> <p><b>ACTION: In line with legal requirements, Companies House will be notified within 14 days of the appointment.</b></p>	RCha
MB 30/15	<p><b>Agenda Item 7; PREVIOUS MEETING</b></p> <p><u>Draft Minutes 07.02.2015 Accuracy</u> The Board agreed amendments made to the following minute numbers: 13/15: Remove reference to ED facilitating the GTF meeting. 14/15: Insert ‘draft’ before ‘combined accounts’ in the first bullet-point 16/15: Last sentence in penultimate paragraph to be amended to read ‘The Budget had been approved by the FSC, and subsequently by the Board at its meeting on 29 November 2014’. 18/15: Second paragraph. Amend first sentence to read, ‘RD stated that staff were uncertain how the third bullet point “ensure that 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>	

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	<p>19/15: Second bullet. Amend to read, '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.'</p> <p>19/15: Delete last bullet, and replace with a new second sentence in the penultimate paragraph to read, 'She also said that the results of the volunteers' survey would be incorporated into management's response.'</p> <p><b>The Board APPROVED the minutes, with the above amendments, and requested they be posted on the website once finalised.</b></p> <p><u>Draft Rolling Matters Arising 07.02.2015</u></p> <p>The Board amended the rolling matters arising, updating actions taken since the last Board meeting.</p> <p><b>The Board AGREED that completed actions should be moved to a separate 'completed actions' log'.</b></p> <p>TH updated the Board on the Lobbying Act. He informed the Board that the Section had now registered with the Electoral Commission as a non-party campaigner for the purposes of recording 'controlled expenditure' as the Section will soon commence work on the Human Rights Act and will exceed the initial financial threshold of £5K. Board members have been listed as 'relevant participants' in the registration while the named 'responsible person' for the process is TH.</p> <p><b>ACTION: TH to keep the Board updated on progress.</b></p> <p>The Chair informed the Board that the Governance Handbook is now complete. She thanked Donna Driscoll, PA to the CEO Office for collating the handbook. The handbook will be circulated to the Board and all other governance structures. The Chair will review whether the Governance Handbook contains any material that would preclude it from being posted on the public website.</p>	<p>SS</p> <p>SS</p> <p>TH</p> <p>SOG</p>
<p><b>MB 31/15</b></p>	<p><b>Agenda Item 8; CHAIR'S REPORT</b></p> <p>The Chair updated the Board on her activities since the last Board meeting which included the following:</p> <ul style="list-style-type: none"> <li>▪ Teleconference for Chairs of AI Sections Speaking at her Local Group meeting</li> <li>▪ Board Officers and Senior Management Team planning day</li> <li>▪ Meetings with the Association of Chairs Catch up with the Chair of the Trust, Gareth Davies</li> <li>▪ Meeting with the Governance Task Force at HRAC and a sub-Group teleconference</li> <li>▪ A drop-in session for AIUK Staff and Volunteers</li> <li>▪ Time spent with the Community Organising and Events Team</li> <li>▪ Work in preparation for the AGM, including the Board Resolutions</li> </ul>	

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	<p>The Chair informed the Board of her meeting with the Chair of the International Board, Nicole Bieske. Discussions included the AIUK resolution to the ICM calling for annual ICM Decisions implementation reports. This is welcomed by the International Board as it had been thinking along similar lines and Nicole Bieske showed the Chair a draft template report which the International Board was looking at. The Chair also informed the Board that AI Spain has amended its ICM Resolution of governance matters to align with AIUK's on this issue.</p> <p>The Chair also looked forward to her attendance at the Chairs Assembly and Directors' Forum at The Hague (29/30 March) which will focus on preparations for the ICM in the summer.</p> <p>The Board thanked the Chair for her report.</p>	
<b>MB 32/15</b>	<p><b>Agenda Item 9; DIRECTOR'S REPORT</b></p> <p>The Director presented her report to the Board.</p> <p>KA updated the Board on AIUK's reaction to remarks made by a representative of CAGE in response to the revelation of the identity of 'Jihadi John'. AIUK has since then completed a review into working with CAGE and has released another public statement stating; <i>"Amnesty no longer considers it appropriate to share a public platform with Cage and will not engage in coalitions of which Cage is a member. Recent comments made by Cage representatives have been completely unacceptable, at odds with human rights principles and serve to undermine the work of NGOs, including Amnesty International"</i>.</p> <p>The CAGE incident has resulted in a total of 83 member complaints; 16 of which were cancellations of membership.</p> <p><b>ACTION: KA to keep the situation under review and update the Board as and when required.</b></p> <p>The Director's report highlighted the progress made by the Global Transition Plan in Europe; KA attended a meeting in Brussels with other AI Directors in Europe to discuss the plan. The work has now been brought into the International Secretariat looking at the management structures and developing the vision for AI in Eastern Asia and further into Europe.</p> <p>The Director informed the Board that she will be going to AI Israel from 23 to 27 March to launch a report on Hamas <i>'Unlawful and deadly: Rocket and mortar attacks by Palestinian armed groups during the 2014 Gaza/Israel conflict'</i>. Sara Rydkist, Campaigns Coordinator (Crisis &amp; Tactical) will also be joining KA in Israel. Apart from the report launch, the team will also be working with major donors, media and communications.</p> <p>The Board thanked the Director for her report, and said that they found the</p>	<b>KA</b>

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	<p>format helpful.</p> <p>The Chair thanked KM, KA and the Press Team for their handling of the CAGE situation, commenting that it was very effectively managed and communicated.</p> <p><b>ACTION: ED requested the complaints received regarding the Amnesty/CAGE issue be looked at by the Feedback Oversight Panel.</b></p> <p>RCr commended the Director for her activities on behalf of the Section.</p>	KA/RC
MB 33/15	<p><b>Agenda Item 10; REPORTS FROM SUB-COMMITTEES, NETWORKS AND GOVERNANCE TASK FORCE</b></p> <p><u>Activism Sub-Committee (ASC)</u></p> <p>The Board noted the minutes of the ASC meeting of the 7 March which was chaired by RB. The ASC would like the Board to be clearer on their positions on each AGM resolution when they address plenary, the ASC requested the Board to be explicit about resource implications for each resolution and to be aware that many delegates attending would not have read the Board background notes.</p> <p>The Board noted the ASC minutes and their request. HP thanked RB for chairing the ASC in her absence.</p> <p><u>Finance Sub-Committee (FSC) Report</u></p> <p>RCr, Treasurer presented the FSC annual report to the Board. The report highlighted issues covered by the FSC since 2014 which included the following;</p> <ul style="list-style-type: none"> <li>▪ Treasury, Reserves, Investments and Financial planning</li> <li>▪ AIUK Budgets, Forecasting and Fundraising</li> <li>▪ Annual Accounts and Audit – which were recommended to the Board, see MB 35/15.</li> <li>▪ Risk</li> <li>▪ International Section and International Finance</li> <li>▪ Gift Aid</li> <li>▪ Supporter Information</li> </ul> <p><b>The Board received and NOTED the FSC's annual report.</b></p> <p><u>Governance Task Force (GTF)</u></p> <p>The Chair confirmed that the GTF meeting of 14 March discussed the constitutional review resolution, the AGM and the GTF's recommendations made to the Board. Further GTF meetings have been scheduled in May and July 2015.</p> <p><u>Joint Consultative Committee (JCC)</u></p> <p>SW, JCC Chair presented the minutes of the 25 February JCC meeting. It was a good meeting, the main discussion of which was stress and workload, the JCC are aware of the severity of the problem in the Section and have tasked Louise</p>	

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	<p>Court, Human Resources Manager to focus on the issue as a main project in the next quarter and report back to the HRSC and then to the Board on recommendations and next steps. The JCC noted that AIUK managers need to be better equipped to spot stress indicators, they should be better at prioritising their teams' workload and play a main role in improving the working environment of the Section. It was noted that the Section is poor at reporting real working hours, including working from home and overtime.</p> <p>Louise Court, Human Resources Manager has requested a volunteer from the Board to support her in this work.</p> <p>KA stated that some teams are more affected than others, it might be because they are used to working differently pre CAPP and are now adapting to new ways of working.</p> <p><b>ACTION: The Chair requested that Board members send their thoughts and suggestions on the issue to Louise Court, Human Resources Manager.</b></p> <p>The Board thanked SW for the JCC report.</p> <p><u>Human Resources Sub-Committee (HRSC)</u> SW presented the HRSC minutes of 11 February.</p> <p>KA informed the Board that an interview date of 14 May has been set for the recruitment of a Director of Corporate Services. The Board will be updated on progress.</p> <p>SW requested SMT to contact Liv Gussing, an HRSC member who has exceptional experience on staff objective setting and Performance Development Reviews (PDRs), for advice on how AIUK might improve its processes and ensure best practice.</p> <p>The HRSC noted that AIUK's Health &amp; Safety policy does not expressly identify who is the approved 'Responsible person' within the organisation for the policy. The Board noted that KA assumed that she fulfilled this role. RCr commented that the role was taken by a Board member in many organisations, who receives reports of notifiable Health &amp; Safety instances. It was possible that a Board member who had been unable to attend the meeting might be willing to take on such a role.</p> <p><b>ACTION: KA will bring back proposals regarding the Health &amp; Safety 'Responsible person' to the May Board meeting.</b></p> <p>The HRSC also discussed the Board's wish to see a Remuneration Committee established for the organisation.</p> <p><b>ACTION: A paper will be brought to the May Board meeting with a proposal and recommendations from the HRSC.</b></p>	<p>Board</p> <p>KA</p> <p>KA</p>

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	<p>SW appealed to the Board for a replacement for RK (Board representative on the HRSC), RK is coming to the end of her six year term on the Board but offered to brief any Board member willing to be part of the HRSC.</p> <p><b>ACTION: Board members to register their interest on serving on the HRSC with SW.</b></p> <p>The Board thanked SW for the HRSC report.</p>	Board
<p><b>MB 34/15</b></p>	<p><b>Agenda Item 11; ANNUAL REPORT OUTLINE</b></p> <p>KM presented the Annual Report outline and thanked Board members for their helpful input and comments. The governance section has subsequently been redrafted and KM asked for Board member comments on the revised section by Monday 23 March.</p> <p><b>ACTION: RB requested information on salaries be included, specifically the ratio/comparison of the highest paid to the lowest paid in the Section.</b></p> <p>The Board were pleased with the outline and the draft report.</p> <p><b>ACTION: KM to circulate a final version of the report to the Board next week. The Board AGREED to delegate sign-off of the final version of the Annual Report to the Chair, Vice-Chair and Treasurer.</b></p> <p>The Chair thanked KM and the Publishing Team for their work on the Annual Report.</p>	<p>KM</p> <p>KM</p>
<p><b>MB 35/15</b></p>	<p><b>Agenda Item 12; ANNUAL ACCOUNTS</b></p> <p>EL presented the draft Annual Accounts for the Section along with the draft Combined annual Accounts (with the AIUK Trust). The draft combined Annual Accounts showed that it had been a good year for the Section, and for the Charitable Trust.</p> <p>HL questioned the combined reserves figure, currently £7.2m against a reserves policy that indicated that only £2.2m should be set aside for Section. KA stated that part of the increase in reserves was because of legacy income that was higher than anticipated in 2014, and that this will also be explained at the AGM.</p> <p>While £1.5m of the combined £7.2m reserves was set aside for the Trust this still left additional reserves of £3.5m compared to the policy. RCr, Treasurer, informed the Board that the FSC are in the process of re-appraising the reserves policy and will align the policy with the work that is being done to develop the organisation's approach to risk.</p> <p>The accounts also included the report of the independent auditors (BDO LLP) to the members of AIUK stating that the financial statements give a true and fair view of the company's affairs; they have been properly prepared in accordance with the law and the Companies Act 2006.</p>	

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	<p>The Board noted the FSC's recommendation that the strategic report and annual accounts be put forward for approval.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>• <b>AGREED and signed the letter of representation to BDO LLP, the Section's external auditors, in respect of the financial statements of Amnesty International UK Section for the year ended 31 December 2014</b></li> <li>• <b>RECEIVED and NOTED BDO LLP's Audit Summary report for the year ended 31 December 2014</b></li> <li>• <b>RECEIVED and AGREED the strategic report and Annual Accounts for Amnesty International UK Section for the year ending 31 December 2014</b></li> <li>• <b>RECEIVED and APPROVED the combined reports of the Boards of the UK Section and the UK Trust (incorporating the strategic report) for the year ended 31 December 2014, subject to the agreement of the Trustees of the Trust, with the Chair of Section delegated authority to sign the accounts on the Section's behalf.</b></li> </ul> <p>The Board thanked EL, RCr and the Finance Team for getting the accounts ready for the Board meeting.</p>	
<p><b>MB 36/15</b></p>	<p><b>Agenda Item 13; AIUK PERFORMANCE AGAINST TRANSITIONAL OPERATIONAL PLAN</b></p> <p>TH presented AIUK's performance against the transitional Operational Plan 2014-15, for the period October to December 2014. The report outlined the work carried out thus far in achieving the objectives set for AIUK (Section and Trust).</p> <p>RCr praised the report, stating it helps the Board appreciate the amount of work carried out by the Section and requested that, in due course, a version of the report could be posted on the 'members only' website for information.</p> <p>RK asked for the report be streamlined, perhaps focussing only on 'amber' and 'red' areas of concern. RK requested a brief verbal update on 'SOS Europe' and the Syrian Resettlement Programme.</p> <p>RD, in her capacity as Programmes Campaign Co-ordinator – Refugees and Migrants, updated the Board, stating that the Syrian resettlement programme is not part of 'SOS Europe' but a campaign in its own right. Recently, representatives from AIUK attended a meeting in Brussels to discuss 'SOS Europe'; the campaign is now focusing more on search and rescue in the Mediterranean.</p> <p>HP highlighted the entry on Human Rights and Disabled People in the UK</p>	



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	<p>which stated that this work cannot be achieved within existing resources and, in reply, TH said that SMT were exploring whether to get assistance with or to outsource this work.</p> <p>RD stated that staff and volunteers were concerned about resources implications too but she also observed that outsourcing could sometimes be seen as controversial.</p> <p>TH informed the Board that for the next report against plan, the Board will receive a 'slimmed down' version, and requested their feedback on that new version compared to the full report.</p> <p>TH was aware that the Board meeting and team reporting timelines were currently mismatched; this will be addressed when planning for the next Board cycle.</p> <p><b>The Board RECEIVED and NOTED the report.</b></p> <p>The Board thanked TH for the report.</p>	
<p><b>MB 37/15</b></p>	<p><b>Agenda item 14; CORPORATE RISK STRATEGY</b></p> <p>EL presented a paper on the work in progress to establish a Corporate Risk Strategy for AIUK, and on the related work on AIUK's Risk Register. The Senior Management Team has commissioned Sayer Vincent, the Section's internal auditors, to develop and refresh AIUK's approach to risk management. An initial workshop with the SMT was held to identify and articulate five key strategic risks for AIUK.</p> <p>The following risks were identified;</p> <ul style="list-style-type: none"> <li>▪ Impact &amp; Strategy</li> <li>▪ Financial Sustainability</li> <li>▪ Reputation</li> <li>▪ Governance</li> <li>▪ People</li> </ul> <p>SMT will meet again in April to discuss assurances process for each of the above risks. These assurance plans will then go to the Trust and Section Boards for approval in July. SMT will then rework the operational risk register for the FSC's discussion and approval on 3 September 2015.</p> <p>The Board discussed the risks and commented as follows;</p> <ul style="list-style-type: none"> <li>• SW suggested that 'Be compliant with relevant regulations and rules' be added to Governance.</li> <li>• SW felt that the 'People' risk needed further work to reflect the reality that human rights staff are frequently working in often inherently dangerous environments and, while appropriate and reasonable steps</li> </ul>	

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	<p>should be put in place to mitigate these risks, the nature of these roles is such that the risks cannot be avoided.</p> <ul style="list-style-type: none"> <li>• SW also suggested that the People risk include assurance should there be a disruptive strike by staff and volunteers, as there was a precedent for such an event occurring.</li> <li>• RK stated that the paper needs to explicitly specify the risks, as well as the management of these risks. HL also said that he found the descriptions, as drafted, confusing. He suggested reviewing the wording with four or five subsequent risks under each heading.</li> <li>• RCr suggested that the 'People' risk be broadened out to include relationships with people who might act on behalf of the Section.</li> <li>• ED and CB-T commented that the risks should be more externally focussed.</li> </ul> <p><b>ACTION: SMT to amend the paper and proposals incorporating the Board's comment, and bring forward a framework and process for approval to the Board's meeting in July.</b></p> <p>The Board thanked EL and SMT for their work thus far on identifying the risks.</p>	EL
MB 38/15	<p><b>Agenda Item 15; AIUK STRATEGY 2016-2019: PLANNING AND GROUND WORK</b></p> <p>TH presented a paper setting out the project to develop AIUK's Strategy for 2016-2019. The project has three phases;</p> <ol style="list-style-type: none"> <li>Surfacing the issues</li> <li>Prioritising and deciding the strategic goals</li> <li>Developing the strategic plans</li> </ol> <p>This work will start in April and end in November 2015.</p> <p>Staff and volunteers will be engaged and consulted in a number of ways including working groups in teams and cross-departmentally, open staff meetings and a full staff and volunteer's conference in September 2015.</p> <p>AIUK's established activist structures will be invited to engage throughout the process, with each meeting invited to contribute their thoughts to one or more of the streams of work underway. Ultimately members will decide whether or not to approve the Strategic Plan at the 2016 AGM.</p> <p>RK suggested that, as part of the process, the Board should identify what the Section's 'givens' should be, for example that the Section wishes to prioritise the global priorities of the international Amnesty movement. Board members also noted that their view of the external world would be an important part of the discussions.</p> <p><b>The Board noted and APPROVED the approach, asking SMT to ensure the work is linked in with the international strategic goals.</b></p>	TH

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	<p>The meeting was adjourned as the Board split into two groups, starting the process and groundwork by engaging and feeding back on a SWOT analysis exercise.</p> <p>On completion of this exercise the Board meeting was recommenced.</p> <p><b>ACTION: At the May Board meeting, the Board will discuss Phase 1 outputs (surfacing the issues) and start the thinking on its priorities for the next strategic period.</b></p> <p>The Board thanked TH for his work on the strategy.</p>	TH

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MB 39/15	<p><b>Agenda Item 16; AGM/NATIONAL CONFERENCE 2015</b></p> <p><u>2014 AGM Minutes</u> The Board noted the 2014 AGM minutes, there were some technical amendments which will be notified to the Chair for adoption at the AGM. <b>ACTION: The AGM Chair to be notified of the amendments. The Chair requested the 2015 AGM Minutes to be circulated in time for the May Board meeting.</b></p> <p><u>2015 AGM Resolutions &amp; Board Background Notes</u> The Board discussed, agreed their position and allocated a Board member to each AGM resolution and working party as follows;</p> <p>Working Party A (ED, SO'G, RB)</p> <ul style="list-style-type: none"> <li>- Resolution A8 (Constitution and Standing Orders Review); the Board will seek to amend its resolution to clarify the Board's position following comments from the Governance Task Force and Activism Sub Committee. SO'G is the allocated Board member for this resolution.</li> </ul> <p>Working Party B (THed, HL, HP, TS)</p> <ul style="list-style-type: none"> <li>- Resolution B1 (AI's Strategic Goals); this is a Board resolution allocated to HL.</li> <li>- Resolution B2 (Strategic Goals – Trade Union Rights); the Board supported this resolution, it was allocated to THed.</li> <li>- Resolution B3 (AI's stance on Abortion Pro Choice); concern was expressed that the timing for this resolution is not ideal given AI's work in N. Ireland asking for adherence to international standards. The Board was advised to contact the proposer and request they defer it to a future AGM, so as not to jeopardise the international standards work. If this approach fails, the Board will oppose the resolution. B3 is allocated to TS/HP.</li> <li>- Resolution B4 (Impunity in Guatemala); the Board supports this resolution, allocated to THed.</li> <li>- Resolution B5 (Colombian Activists/Huber Ballesteros); the Board requested SMT to find out why the International Secretariat is not working on the case already. The Board might need to propose an amendment to the wording '...campaign to release political prisoners...' to read '...ensure a fair trial for political prisoners...' to reflect AIUK's policy. With that caveat the Board supports the resolution (unless the IS has a compelling reason why it is not working on the case). The resolution was allocated to THed.</li> </ul> <p>Working Party C (RK, CB-T, KMc)</p> <ul style="list-style-type: none"> <li>- Resolution C1 (Rendition and Torture); the Board will inform the AGM about the International Secretariat's work on rendition and torture, as the work requested by the resolution is already being done by the IS.</li> </ul>	<p>SS SS</p> <p>SO'G</p> <p>HL THed</p> <p>TS/HP THed</p> <p>THed</p>

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	<p>The resolution was allocated to CB-T/RK.</p> <ul style="list-style-type: none"> <li>- Resolution C2 (Asylum Detention in the UK); The Board will seek to amend this resolution to make it less prescriptive because there is not the research base at the moment to support the resolution as drafted. The resolution was allocated to RK/CB-T.</li> <li>- Resolution C3 (Anti-Semitism in the UK); [SW declared a conflict of interest as she was a relative of the resolution's proposer. She did not take part in the discussion on this item.] The Board supports this resolution, allocated to RK/CB-T.</li> <li>- Resolution C4 (Research wrongful detention of torture and trafficking victims in British detention); Board supports this resolution if it is amended to be less prescriptive and, ideally, will seek to merge it with C2. It was allocated to RK/CB-T.</li> </ul> <p><b>ACTION: Board members to reach out to proposers early next week (w/b 23/3). TH or KM to circulate contact details to the Board.</b></p> <p><u>Board Preparation for the AGM</u></p> <p><b>The Board AGREED the following actions;</b></p> <ul style="list-style-type: none"> <li>• KM to circulate briefings by 7 April, which is also the deadline for members to submit questions to the Board and/or Treasurer.</li> <li>• Board members to share draft Resolution speeches.</li> <li>• Board members to let the Chair know which workshop and, subject to invitations from the relevant Chair, which activism meeting they will be attending.</li> </ul> <p><b>ACTION: KM to circulate the programme and list of meetings to Board members by Monday 23 March.</b></p> <p><b>ACTION: Board to encourage AIUK members to come forward for nominations for positions at the AGM.</b></p> <p><b>ACTION: International guests to be paired with ASC/IISC sub-committee members.</b></p> <p><b>ACTION: The AGM pack to be posted on the members' only area of the website and members to be directed to it via the next Chair's letter/email. Members who are unable to attend the AGM also to be invited to submit questions to the Board and Treasurer.</b></p> <p>The Board thanked KM and TH for preparing them for the AGM.</p>	<p><b>CB-T/RK</b></p> <p><b>CB-T/RK</b></p> <p><b>CB-T/RK</b></p> <p><b>CB-T/RK</b></p> <p><b>TH/KM/ Board Members</b></p> <p><b>KM</b></p> <p><b>ALL Board Members</b></p> <p><b>KM</b></p> <p><b>KM</b></p>
<b>MB 40/15</b>	<p><b>Agenda Item 17; ICM</b></p> <p>The AIUK delegation to the ICM is a six member team. KA outlined an approach to its selection for the Board to agree. The confirmed delegates thus far are the Chair, Director and CB-T (who will be attending as the Treasurer is unable to attend). The Board should seek three other delegates from staff and Board members (including potential Board members).</p> <p><b>The Board AGREED to delegate selection of the ICM places to the Chair and</b></p>	<p><b>SO'G/RCr</b></p>

Minute Number	OPEN SESSION	Action
	<p><b>Treasurer, with a decision made once the Board election results are known.</b></p> <p><b>ACTION; The Chair to circulate role descriptions for the ICM delegation to the Board and to potential Board members for information.</b></p>	SO'G
MB 41/15	<p><b>Agenda Item 18; GOVERNANCE</b></p> <p><u>Prioritising Governance Development in AIUK</u> TH and RCha presented a paper setting out a plan for addressing governance issues at AIUK.</p> <p><b>The Board discussed and AGREED that;</b></p> <ul style="list-style-type: none"> <li>- <b>The proposed approach to undertaking governance improvements be approved</b></li> <li>- <b>Prioritisation decisions will be made by the Chair of the Trust and Chair of Section based on recommendations made by the Director, SMT and Company Secretary.</b></li> <li>- <b>The Board will be updated at each Board meeting with an in-depth report to the July and October Board meetings.</b></li> </ul> <p>The Board thanked TH and RCha for the report.</p> <p><u>Core Standards Self-Assessment</u> TH presented the Core Standards Self-Assessment which showed that AIUK complied with core standards for the majority of standards and dimensions. This assessment will feed into AIUK's 'prioritising governance development' work.</p> <p>The Board thanked TH for the report and will provide their feedback on priorities via email, and as part of the on-going work to develop governance in the Section.</p> <p><u>Sub-Committee Terms of Reference</u> The Board noted the sub-committees' terms of reference, which are now in a standardised format, subject to further work to ensure consistency, for example on quorum requirements.</p> <p><b>ACTION: The Board to provide any feedback to TH in time for the recruitment of new sub-committee members.</b></p> <p>RK presented a template of an 'annual cycle' for how she planned for the IISC agendas and priorities, the Board discussed the cycle.. HP stated that the work should be supported by an 'owner' in the office to ensure that work is accomplished and deadlines are met, especially as the year start for these purposes is August.</p> <p><b>ACTION: Revisit issue of committee deadlines and annual plan as part of the May Board away day, and link to Governance calendar</b></p> <p>RCr and CB-T left the Board meeting.</p> <p><u>Board Role Descriptions</u></p>	<p>RCha/TH</p> <p>TH</p> <p>Board members w/b 23/3</p> <p>SO'G/ RCha</p>

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	<p>RK presented the proposed Board role descriptions and the Board thanked RK for her work on the Board roles.</p> <p>There were still some remaining areas where there were unanswered questions and the Board asked for any comments/amends to be sent to RK for incorporation into a final version to be circulated to the Board in May for approval.</p> <p><b>ACTION: May Board to consider updated draft terms of reference</b></p> <p><u>Planning for Board May Away Day</u></p> <p>The Board discussed possible format and content for their May Board away day. The away day will provide an opportunity for Board development, the Board will consider priorities for the strategic plan and they will carry out essential housekeeping including the election of Board Officers.</p> <p><b>The Board AGREED;</b></p> <ul style="list-style-type: none"> <li>- To let RCha know whether they are available to start on Friday evening (15 May) or on Saturday morning (16 May)</li> <li>- SW, RCha and SS to discuss possible venues in London.</li> </ul>	<p><b>Board members/ RK/RCha</b></p> <p><b>RCha/SS</b></p>
<p><b>MB 42/15</b></p>	<p><b>Agenda Item 19; DONATION ACCEPTANCE AND REFUSAL POLICY</b></p> <p>RCha presented the 'Donation acceptance and refusal policy' for the Board's approval. The policy sets out factors to be considered before accepting or refusing donations, the policy helps to mitigate potential reputational, legal and regulatory risks.</p> <p>The Board discussed the policy including the supplementary comments received by the lawyers Bates Wells and Braithwaite on the policy. The Board noted that the policy was being considered by the Charitable Trust at their meeting on 26 March. The Board <b>AGREED;</b></p> <ul style="list-style-type: none"> <li>- <b>To APPROVE the outline policy, with any non-material additions or changes agreed by the Charitable Trust reflected in the policy and circulated to Section Board members for information.</b></li> <li>- <b>To REVIEW the policy in March 2018 (subject to its approval by the Trust).</b></li> </ul> <p>The Board thanked RCha for the policy.</p>	<p><b>RCha</b></p>
<p><b>MB 43/15</b></p>	<p><b>Agenda Item 20; CAPP EVALUATION/MANAGEMENT RESPONSE AND NEXT STEPS</b></p> <p>KA presented the management response to the CAPP evaluation and next steps. Since the CAPP Evaluation 'Learning for the Future' was published there have been discussions at the Board and among various stakeholders about how to take the recommendations forward including a Project Advisory Group</p>	

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	<p>(PAG) meeting in October 2014, feedback from the Union and workshops by the Leadership Team at their conference in November 2014 on staff engagement.</p> <p>KA outlined key learnings identified as;</p> <ul style="list-style-type: none"> <li>- Staff collaboration such as the Project Advisory Group (PAG) model which was well received; however staff will need to be engaged earlier in the process so they can shape the direction and goals of any organisation wide project.</li> <li>- Workload and stress is a key concern of staff and an ongoing issue which the organisation is working to address. SMT need to be mindful not to introduce unnecessarily complicated or new initiatives.</li> <li>- Building on and linking to current good work; there are number of initiatives already underway that can be built on for instance, the Internal Communications Working Group, SMT drop-ins, the review of processes and procedures, risk management work and changes to the Constitution.</li> </ul> <p>KA proposed re-engaging with Annette Perry from Develop Global to focus on delivering the key outcomes, achieve culture change and increase staff engagement across the organisation. A Project Advisory Group (PAG) will be set up comprising of eight AIUK members plus Annette Perry; they will act as 'in-house consultants' for AIUK and build on the experience gained by the 'Learning for the Future PAG'. The Board was presented with proposed next steps and timescales for this work, there will be two workshops (end of March and mid-April), an SMT response to the PAG's recommendations end of April and a progress report to the May Board concluding with a 'pulse' staff survey to measure progress in May/June.</p> <p>The Board discussed the proposal and next steps and welcomed feedback/comments from the Staff Rep which were;</p> <ul style="list-style-type: none"> <li>- Staff members were happy with the PAG approach, they really welcomed the tone and general direction of the proposal – it feels inclusive and builds on the CAPP evaluation.</li> <li>- Staff and volunteers are keen to ensure that the process is about and includes volunteers.</li> <li>- The Internal Communications Group and volunteer representatives want to reiterate that issues raised previously on volunteers' experiences in AIUK still stand.</li> <li>- The proposed timetable is too tight, it might need to be extended in order to engage and consult staff/volunteers properly.</li> </ul> <p>KA responded saying that volunteers are an integral part of the organisation and will definitely be included in all processes and feedback mechanisms. She stated that the results from the volunteer survey were largely positive but SMT have taken on board their concerns and issues raised and will ensure they are addressed.</p>	



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	<p>The Chair thanked KA for the paper and RK for her feedback (that she would like to see a planned check on how effective the actions prove to be i.e. did they properly address the issue?).</p> <p><b>The Board APPROVED the management response, action plan and next steps.</b></p>	
<b>MB 44/15</b>	<p><b>Agenda Item 21; INTERNATIONAL MOVEMENT</b></p> <p>The Board noted the agenda for the Chairs and Directors Forum due to be held on the 28/29 March. The Chair asked the Board to send her their thoughts and comments on the GTP Update/GTP Interim Assessment and on Organising AI Nationally papers due to be discussed at the forum.</p>	
<b>MB 45/15</b>	<p><b>Vote of Thanks and Closing Remarks</b></p> <p>This was Ruth Dawson's last Board meeting; she has come to the end of her two year term as Staff Representative to the Board. The Board thanked her for all her hard work, feedback and input to Board meetings.</p> <p>The Chair closed the Board meeting and thanked all attendees for their input and wished them a safe journey home.</p> <p>The meeting ended at 5.10 pm</p>	

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

Date .....