



BOARD MEETING
Minutes of the Meeting held on
Sunday 17 May 2015
Conference Room, Human Rights Action Centre
New Inn Yard, London EC2A 3EA

Present:

Board Members:

Sarah O'Grady (SO'G)	Chair
Ruth Breddal (RB)	Vice Chair
Richard Cryer (RCr)	Treasurer
Jerry Allen (JA)	
Cris Burson-Thomas (CB-T)	
Eilidh Douglas (ED)	
Stuart Hathaway (SH)	
Harrison Littler (HL)	
Hannah Perry (HP)	
Tom Sparks (TS)	

Apologies

Ade Couper (AC)	(Joined the meeting by phone for items 1 to 8.3 and item 9.3)
Tom Hedley (THed)	
Hugh Whitby (HW)	(Joined the meeting by phone for items 1 to 8.4 and item 9.3)
Sarah Ward (SW)	

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
Alice Kelly (AK)	Staff Representative to the Board

Minutes:

Rosie Chapman (RCha)	Interim Company Secretary
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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 46/15	<p>HOUSEKEEPING</p> <p><u>Appointment of chair and vice-chair</u> SO'G reported that she had been re-appointed as Section's chair for the forthcoming year. RB was appointed vice-chair for the forthcoming year.</p> <p>The Chair thanked HP for her work as Vice-Chair over the past year. HP responded by thanking SO'G for her support, and said that she was delighted that RB was succeeding her as Vice-Chair. SO'G formally welcomed RB as Vice-Chair.</p> <p>The Chair also reported that the Board in its closed session had re-appointed:</p> <ul style="list-style-type: none"> • Sarah Ward as a co-opted board member for the forthcoming year; and • John Pestle as Returning Officer. <p><u>Welcomes</u> SO'G welcomed the new board members, Ade Couper, Stuart Hathaway and Jerry Allen to their first Board meeting. (Ade joined the meeting via a phone link.) The new board members introduced themselves and said a few words about their background and interests.</p> <p>Alice Kelly, the new staff representative was welcomed to her first meeting in her new role.</p> <p><u>Apologies</u> The Board received apologies from Ade Couper, Sarah Ward and Hugh Whitby.</p> <p><u>Declarations of Interest</u> There were no declarations of interest.</p>	
MB46/15	<p>Agenda Item 5: PREVIOUS MEETING</p> <p><u>Draft Minutes 21.03.2015 - Accuracy</u></p> <p>The Board APPROVED the minutes of the last meeting.</p> <p><u>Draft Rolling Matters Arising 21.03.2015</u></p> <p>The Board noted the matters arising and progress made since the last meeting, including those completed items which would now be transferred to</p>	<p>SS</p> <p>SS</p>

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	the completed actions log.	
MB47/15	<p>Agenda Item 6: CHAIR'S REPORT</p> <p>SO'G said that the Board had just completed a very successful awayday. She also reported on her activities since the last meeting which included:</p> <ul style="list-style-type: none"> • Attending the Chairs' Assembly • AGM preparation and attendance • Preparation for the Board away day and May Board meeting • Attending the Trustee Exchange conference, along with the Vice- Chair • Sitting in with calls to the Supporter Care Team 	
MB48/15	<p>Agenda Item 7: DIRECTOR'S REPORT</p> <p>KA highlighted the following points:</p> <ul style="list-style-type: none"> • Ministerial appointments post General Election included several Ministers with whom AIUK had existing relationships being re-appointed to their roles. Links were being made with other relevant newly appointed Ministers. In addition, prior to the election, AIUK had spent time building links with other key Conservative MPs, which had proved useful; • Post General election work on the Human Rights legislation was a priority, and the Queen's Speech was awaited to see whether it included abolition of the current Act; • The 'Don't Let them Drown' campaign had made a difference and impact, with staff doing a brilliant job on the various strands of work; • There was a vacancy for a named Board Member to take a specific interest in Health and Safety issues, working with the Director as the organisation's 'Responsible Person'. <p>The Board congratulated the Priority Campaigns Team on the speed at which they had organised the 'Don't Let them Drown' campaign and related events.</p> <p>SO'G invited expressions of interest from board members in the Health & Safety role by 22 May. The Board AGREED to delegate the decision to appoint to SO'G, RCr and, if she is available, SW.</p>	<p>All Board Members SO'G/RCr/ SW</p>
MB49/15	<p>Agenda Item 8: FEEDBACK FROM THE AGM/NATIONAL CONFERENCE</p> <p>8.1 <u>Board Feedback</u></p> <p>RB had circulated the AGM Review Group's initial evaluation to board members. There was still an opportunity for Board Members to complete an evaluation form, and KM said that she would circulate a separate document for Board Members. A full evaluation will be presented to the next meeting.</p>	<p>KM</p>

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8.2	<p>The staff representative said that one member of staff had fed back to her that they found the handling of the resolution on Amnesty International's stand on abortion; and resolution relating to anti-Semitism in the UK upsetting, and that staff and the board could have worked better together to ensure a better debate.</p> <p>RB said that work was underway to look at reorganising the AGM and proposals would come back to the Board. CB-T stressed the need to move to a system of electronic voting as soon as possible.</p> <p>SO'G commented that, overall, it had been a successful AGM. She asked that the Board's thanks to the team who had organised the event be formally recorded.</p> <p><u>2015 Draft AGM Minutes</u></p> <p>The Board noted that, in line with the AGM Standing Orders Committee's conventions 'overwhelmingly' and 'comfortably' were used as narrative terms to describe the majority when the vote on a resolution was by a show of hands.</p> <p>RCr said that he had thought the Treasurer's resolutions related to the Treasurer's report were carried unanimously (nem con) and should be recorded as such. RB undertook to raise his observation with the Standing Orders Committee.</p> <p>Board members were asked to send any typographical amendments to Selma Shirazi.</p> <p>-</p>	<p>RB</p> <p>All Board</p>
	<p>8.3</p> <p><u>2015 AGM Decisions – Board Members Allocation of Responsibility</u></p> <p>The Board AGREED to allocate responsibility for following implementation of the 2015 AGM resolutions, and outstanding resolutions from the 2014 AGM as follows:</p> <p><u>2015 AGM:</u></p> <p>A1S To move the provisions of the memorandum into the articles of association (SO'G)</p> <p>A2S To address the use of gendered terminology in the Memorandum and Articles of Association (SO'G)</p> <p>A3S To update references to legislation (S'OG)</p> <p>A4S To clarify the decision making process for removing a director who fails to attend three consecutive meetings without good cause (SO'G)</p> <p>A5S To facilitate decisions being taken outside Board meetings (SO'G)</p> <p>A6S Nomination Committee co-option (RB)</p> <p>A7S Terminology (SO'G)</p> <p>A8 Constitution and Standing Orders review (SO'G)</p>	

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	<p>B1 AI's Strategic Goals 2016-19 (RB)</p> <p>B2 Strategic Goals 2016-19 (trade union rights) (RB)</p> <p>B3 Amnesty International's stance on abortion (ED)</p> <p>B4 Addressing impunity in Guatemala (THed)</p> <p>B5 Violation of the rights of Colombian Activists, including trade union leader Huber Ballesteros (THed)</p> <p>C1 The United Kingdom: rendition and torture (CB-T)</p> <p>C2 Asylum detention in the UK (TS)</p> <p>C4 AIUK will undertake research into the wrongful detention of torture and trafficking victims in British detention (TS)</p> <p><u>2014 AGM:</u></p> <p>B1 Human Rights Act (SH)</p> <p>B2 Garment Workers in Asian Countries (JA)</p> <p>B4 Guatemala (TS to speak to THed about who is best placed and relationship to 2015 B4 resolution)</p> <p>C2 Nominations Committee Terms of Reference (RB)</p> <p>D2 Secretary General's Global Council (HP)</p> <p>D3 Linking members with local groups (ED)</p> <p>D6 Global Transition Programme (HL)</p>	
8.4	<p><u>AGM/EGM Ongoing Decisions from Previous Years</u></p> <p>The Board noted the report's illustration of the types of AGM resolution which had an on-going effect, and that a full report would be presented to the next meeting.</p> <p>The Board had a discussion about how far back in time the exercise should go. Some people took the view that it was important for audit and assurance purposes to go further back than five years; others said that as the resolutions were non-binding and given the rapid changes in some areas it was not the best use of staff or Board time to do so.</p> <p>The Board AGREED that:</p> <ul style="list-style-type: none"> the question of whether an AGM resolution shall be deemed to have lapsed after a given period of time, and associated reporting period, be considered as part of the constitutional review; a fuller report on decisions from the 2010 AGM onwards be presented to the next Board meeting. 	<p>TH/RCha</p> <p>TH</p>
8.5	<p><u>Implications of AGM vote on the anti-Semitism resolution</u></p> <p>The Board considered a briefing on the implications of the AGM vote on the resolution relating to anti-Semitism in the UK, and the potential options for taking the work forward. RB said that some activists had been challenged about the vote, and that it was important for AIUK to respond publicly to anti-Semitism in the UK.</p>	

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	<p>TH was meeting the Secretary of the All Party Parliamentary Group on anti-Semitism in the next few days, and an earlier meeting had been held with the Jewish Leadership Council who had been concerned about the resolution vote.</p> <p>The paper outlined a number of options for AIUK to adopt. The Board AGREED that AIUK:</p> <ul style="list-style-type: none"> • Support initial thinking at the International Secretariat for a campaign on hate-speech and to get involved with that if the campaign goes ahead • be proactive in responding publicly to anti-Semitism in the UK and that the International Secretariat be encouraged to do the same internationally. • investigate ways in which Human Rights Education work can address the issue of anti-Semitism through the work that AIUK does with schools and also with the Section's broader membership through the magazine and training. This could be as part of a wider piece about discrimination and/or hate speech. <p>The Board also AGREED that further consideration be given to allocating resources to undertake research on the issue either on its own, or in tandem with other forms of discrimination in the UK. _</p> <p>The Board asked TH and KM to agree a form of words to explain the approach. The Board AGREED that SO'G and C B-T be delegated authority to sign-off the approach.</p> <p>CB-T said that he would keep the proposer and seconder of the resolution briefed on the follow-up action.</p>	<p>TH/KM</p> <p>TH/KM</p> <p>TH/KM</p> <p>CB-T</p>
<p>MB50/15</p> <p>9.1</p>	<p>Agenda Item 9: GOVERNANCE</p> <p><u>Plan for completing constitutional review</u></p> <p>The Board received outline plans for conducting and consulting on a review of AIUK Section's constitution and standing orders. The Board noted the proposal to set up a board task and finish group to oversee the process. HW, SH, JA, TS and ED expressed an interest to joining the group, in addition to the Board Officers and chair of the Activism Sub-Committee. SO'G proposed that the latter group have overall over-sight, with the other Board members who had expressed an interest brought in to assist with the work and to make particular contributions.</p> <p>SO'G also asked that staff consider how best to engage with lawyers, and the timing of that engagement.</p> <p>HP said that it would be important for the review's timetable to align with the</p>	<p>RCha/TH</p> <p>RCha/TH</p>

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9.2	<p>Activism Sub-Committee calendar of meetings given the GTF's recommendation that the ASC be given responsibility for over-sight of members' consultation.</p> <p>The Board NOTED the report.</p> <p><u>Arrangements for filling AIUK Section Sub-committee vacancies</u></p> <p>The Board received a paper describing arrangements for filling Sub-Committee vacancies and made the following points:</p> <ul style="list-style-type: none">• The basic checks described at paragraph 15 should also include ensuring that applicants meet the legal definition of a 'fit and proper' person;• Paragraph 17 of the paper should be amended to make clear that Sub-Committee proposed appointments are reported to the board for the Board's agreement;• While the process was helpful, it was important to accelerate the appointments process, as there was the potential for a delay in appointing Sub-Committee members.• There will be a Code of Practice for Sub-Committees to be reviewed on an annual basis, alongside the Sub-committee terms of reference, and the number and nature of sub-committees. <p>The Board noted that the Company Secretary would liaise with the chair of the Nominations Committee and the respective Sub-committee chairs about arrangements for appointing Sub-Committee members.</p>	RCha
	9.3	

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9.4	<p><u>Board Policies</u></p> <p>The Board received policies on Board Code of Conduct, Disciplinary Code and Grievance Procedures for sign off.</p> <p>The Board AGREED the:</p> <ul style="list-style-type: none"> • Code of Conduct policy subject to amending the declaration of interest section to include the declaration of all interests of members and their connected persons, and with SO'G and RCr authorised to agree the final wording. • Disciplinary Code • Grievance Procedure 	<p>Driscoll</p> <p>RCha</p>
MB51/15	<p>Agenda Item 10: PREPARATION FOR 2015 INTERNATIONAL COUNCIL MEETING</p> <p>The Board noted the preparations for the 2015 International council Meeting. SO'G, RB and CB-T will be attending on behalf of the Board.</p>	
MB52/15	<p>Agenda Item 11: AOB</p> <p><u>Media coverage about the death of a pensioner and her contact with fundraising charities</u></p> <p>KA updated the Board on the recent sad circumstances in which a woman had committed suicide, which had attracted subsequent media coverage about her engagement with fundraising charities. While AIUK would be reviewing its fundraising protocols it was confident that these protocols were appropriate and observed. The board thanked staff for getting a press line out so quickly, and appreciated that the media coverage might result in additional calls to the Supporter Care Team.</p> <p><u>Consulting student and youth members</u></p> <p>TS reported that he and ED would now be resuming this work, in liaison with HP.</p>	<p>RChi</p> <p>TS/ED</p>
	The meeting ended at 1.50 pm	

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

Date