|  |
| --- |
| **Governance Task Force Meeting**  **18 July 2015**  **10.00-13.00**  **Amnesty International UK**  **Human Rights Action Centre**  **London** |

|  |
| --- |
| 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 want material re-organisation would look like. | Karen |
| **5** | **Matters arising**  List of documents to be available to members  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.  Outstanding GTF recommendations  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.  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.  Sheila will reproduce document on the website to update recommendations.  Cost of GTF  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. | Board  Sheila  Karen |
| **6** | **Constitutional Review**  GTF gave their views on the 11 proposals and consultation questions  Proposal 1: qualifying periods for membership  Naomi wasn’t sure why we are asking this question. The wording needs to be revised.  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  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.  Proposal two: Chair of the Board chairing AGMs.  Malcom commented that the GTF didn’t agree to this recommendation as it wasn’t discussed.  Sarah and Kate explained the formal business of the AGM would be separate to the National Conference.  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.  Other proposal : nominations committee to be a sub-committee  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.  Timetable and consultation process  Eilidh explained that the ASC already provided comments on the consultation process  Clive suggested that a consultation guide should be available to groups. |  |
| 7 | **GTF Final Report**  Sheila put together a final report bringing all the reports together and updating them with today’s final recommendations. |  |
| 8 | **AOB**  Tom and Sarah thanked Sheila for her excellent chairing as well as other members of the GTF  GTF members wanted to thank all the staff involved in supporting the GTF. |  |