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| Amnesty International UK  Governance Task Force meeting held on 10 January 2015  Human Rights Action Centre  17-25 New Inn Yard, EC2A 3EA |

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| Attendees:  Sheila Banks, Chair  Sarah O’ Grady  Eilidh Douglas (by phone)  Malcolm Dingwall-Smith  Chris Ramsey  Clive Briscoe  Hannah Perry  In attendance:  Kate Allen, AIUK Director  Karen Wagstaff, Strategy, Governance and Planning Officer (minutes)  Abbreviations:  ASC (Activism Sub-Committee)  IISC (International Issues Sub-Committee) |

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| 1 | **Welcome and introductions**  Chair welcomed everyone to the meeting |  |
| 2. | **Apologies**  Tom Hedley, Peter Pack and Naomi Hunter |  |
| 3 | **Announcements**  No announcements were made |  |
| 4 | **Minutes of last meetings**  All comments for the minutes of 10 December need to be sent to Sheila by Monday 20 January. Minutes will be then published on the website as draft and approved at the next meeting. | Sheila |
| 5  5.1  5.2  5.3 | **Matters arising**  Amendments to minutes of 20 September and 9 November were made and now need to go on the website.  Clive and Chris asked if the advice contained in the BWB will be shared with members.  Sarah explained that Board have not made a decision as the report is still in draft. They are still thinking about how to share the information in a way that is appropriate and accessible to members.  Some members of the GTF noted that members will be concerned about how recommendations if they are unable to see a copy of the report.  It is the view of GTF that the report should be published and made available to members.  The recommendations on Constitution and Standing Orders have been shared with the Board but it does not include two recommendations listed in the minutes of 10 January.  Sheila clarified that no arguments were included in the final list recommendations. |  |
| 6  6.1 | **GTF Final Report: Recommendations on Sub-group 4**  Chris Ramsey presented the recommendations of the recommendations of sub-group 4 on Consultation, Communications and Transparency and asked for comments.  **Recommendations**  **1.1 The creation of online forum**  All discussed the advantages and disadvantages of creating an online forum for members.  Sheila noted that it is not an effective mechanism for consultation and the was concerned disproportionate weight of the opinion of those who chose to interact in the forum given that most of AIUK members are not actively involved in governance  Chris argued that it provided a good mechanism for interaction  Hannah believed that it should be considered as part of wider digital strategy and further considerations should be taken into account.  Karen explained that there may be VAT implications as it will classified as a members’ benefit. She also asked for clarification on who would be responsible for managing this area and stressed that there may not be enough capacity internally to manage the forum.  Malcom was concerned about managing members’ expectations on the Board’s capacity to respond. He proposed that recommendation 1.1 should be merged with the 1. 3 on Digital Strategy.  All agreed that recommendations **1.1 and 1.3 should be merged** and worded as per Malcolm’s suggestion:  *1.1 That AIUK should develop a 'Digital Strategy for Governance', including considering the use of online members' forums or other interactive platforms - taking into account the examples of those set up by AI Canada and AI Sweden - to enable members to comment on and discuss sections issues/ papers from the Board/ policy issues etc.*  **1.2 Board members to ensure that they have ongoing engagement with AI members in a specific region**  Sarah would like clarification of what was expected of Board members.  Chris explained that the purpose of this recommendation is to produce a mechanism to improve the contact between the Board and members by assigning them a region but he was clear that it shouldn’t be an administrative burden.  Clive noted the importance of maintaining a link between the ‘leaders’ and ‘followers’. Sub-committees are different because they are appointed bodies.  Sarah explained that the Board have been doing a lot of thinking about how to increase their visibility with members and that it should be included as part of their responsibilities and annual appraisals.  Hannah noted that part of the Board’s responsibilities included going to regional conferences but this recommendation shouldn’t be a mechanism for members and/or groups to express their concerns as there are already formal channels to do this.  Sheila asked if there was a ‘softer’ way of wording this recommendation. She agreed with the sentiment of the recommendations but was concerned about how it be would be implemented.  Malcolm was concerned that this recommendation was trying to achieve different things.  All of the GTF members agreed to revise the wording of the recommendation 1.2 as follows:  *1.2 The Board should be responsible for ensuring that they an ongoing engagement with AIUK members. Each Board member should draw up a report annually to the Board to summarise contacts made.*    **1.3 Develop a Digital Strategy for Governance**  Recommendation 1.3 was merged with 1.1 as noted above.  **1.4 GTF to recommend a list of documents which should be always be available to AIUK members**  The recommendation was agreed by all.  Karen noted that work on this was already underway with the creation of Governance Handbook and the members’ area. She will share the existing list of documentation with the GTF.  **1.5 ASC should be given responsibility for oversight of consultation**  Hannah noted that currently both the IISC and ASC have responsibility for consulting with members. How it’s been working practically recently is the IISC have been responsible for evaluating the policy content and proposals of the consultation and the ASC advised on the methodology.  All agreed with the above recommendation.  **2. Recommend the revised consultation protocol (appendix 2)**  Various individuals shared their concern about costs implications of consultations. Chris will amend the protocol to include a cost-benefit analysis.  There was also some discussion about practical implementation of the protocol. The protocol will go to the ASC for further discussion once all changes have been made by Chris.    **3. Recommend the proposal regarding the role of Board sub-committee (appendix 3)**  A. ASC should be tasked to set up the direction of consultation for specific AIUK policy issues as IISC is responsible for international policy.  Hannah and Malcolm noted that ASC is an activist representative committee and it wouldn’t be appropriate for it to be responsible for advising on AIUK policy.  There was a general view that the IISC should be an expert committee that discusses policy.  B. Mapping exercise to ensure that all the work of the 4 directorates in AIUK is covered by the sub-committees  After discussion it was agreed that this recommendation was no appropriate and should be removed.  C. Eligibility membership criteria for joining sub-committees  Chris suggested that all sub-committees applicants will need to have been members for a minimum of 6 months, same as for the Board.  Sarah and Malcolm both agreed that it isn’t necessary to have a minimum membership eligibility criterion but that they should be asked to become members when they join the sub-committees.  Sarah noted that sub-committees are there to advise the Board and are not decision-making bodies.  Clive explained that it was important that sub-committee members need to be aware of the culture of Amnesty  Hannah emphasised the importance of diversity of thought and welcoming someone from the outside.  D. Appointment of sub-committees members by the Board  Sarah clarified that all appointments are already made by the Board.  E. Composition of sub-committees  Hannah noted that ASC is a representative body but the IISC is not as set up to do so as it provides expert advice on international issues  F and G. Planning and Transparency  Generally it was felt that the SG4 4 needed to review the recommendations in appendix 3 with further consultation with the relevant sub-committees. | Karen  Chris |
| 7 | **Board response to recommendations arising from the GTF and NCVO review**  Sarah explained that the Board discussed the recommendations at a meeting on 11 December and on 8 January. However the Board have not concluded their work.  The current view of the Board is that they are broadly in support of the overarching principles in the GTF’s recommendations but they need more time to carefully consider the implications and implementation of these recommendations. | Sarah |
| 9  9.1  9.2 | **Work plan for AGM**  GTF report to AGM  Sheila explained that the report is divided into a narrative with a table listing all the recommendations. She would like comments on the narrative by Monday 20 January.  As the Board will not have responded to the GTF’s recommendations by the deadline of 6 February, which is when the report needs to be completed so that it goes in the AGM booklet, the GTF will produce an interim report for the AGM booklet and will make any relevant updates based on the Board’s response and make it available to members in time for the AGM in April.  Communicating recommendations to the membership  Sarah asked for the GTF’s advice on how to prepare members for these changes**.**  Clive suggested putting something on the website and making use of the Chair’s letter and other communications channels to groups**.**  Sheila noted that the GTF are not in a position to sell the recommendations to the membership. It’s the role of the Board to explain to the membership why they’ve accepted the recommendations. The GTF members are responsible for justifying their own recommendations.  Chris noted that it is the Board’s role to provide the long-term direction for these recommendations**.** | Sheila  Sheila |
| 10 | **AOB**  Chris asked about the status on the GTF’s remit on material re-organisation  Sheila clarified that the remit went back to the Board as legal advice was needed.  Sarah explained that the Board have not had the time to discuss this yet or take any legal advice.  Sheila will put it on the agenda for the next meeting | Sarah and Sheila |
| 11 | **Date and time for next meeting**  Saturday 14 March |  |