**Amnesty International UK Governance Taskforce (GTF)**

**Saturday 16 November2013**

**10.00am-4.00pm**

**1st Floor Room F1**

**Human Rights Action Centre**

**17-25 New Inn Yard, London, EC2A 3EA**

**Present:**

Sheila Banks, Chair, SOC Representative

Sarah, O’Grady, Chair of the Board

Clive Briscoe, GTF Member

Tom Hedley, Board Representative (briefly left the meeting to attend IISC)

Hannah Perry, AMSC Chair and Board Member

Elizabeth Mottershaw, IISC Representative (briefly left the meeting to attend IISC)

Malcolm Dingwall-Smith, AMSC Representative

Mike Parkinson, FSC Member

Peter Pack, GTF Member (left at 2pm)

Naomi Hunter, GTF Member (left at 2pm)

Chris Ramsey, GTF Member and Regional Representative for SW

**Apologies:**

Kate Allen, Director AIUK

Elidh Douglas, Youth and Student Representative

Mike Reed, GTF Member and TWG Member and representing EMG

**Staff attending:**

Tim Hancock, Director of Chief Executive Office

Kelly Dickinson, Temporary PA AIUK, Minute Taker

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|  | **Item**  | **Action**  |
| 1. | **Welcome and Introductions**The Chair welcomed everyone to the GTF meeting and asked members to introduce themselves. |  |
| 2. | **Apologies**Kate Allen, Elidh Douglas and Mike Reed sent their apologies.  |  |
| 3. | **Announcements** The Chair announced Mike Reed is resigning from all Amnesty positions and he will be in contact with his GTF subgroup, it was noted that his skills and work on the GTF will be a sad loss. The Chair stated that Elizabeth Mottershaw is no longer on the IISC group due to her membership expiring. The Chair also noted that her SOC position will end. The GTF discussed when terms expire from the group they are representing whether they would be replaced or continue on the GTF group. The GTF agreed that discontinuity and the loss of GTF members expertise would not be good for the GTF. The GTF view therefore, was that existing members should continue wherever possible, however this would be a decision for the Board. The **GTF** agreed to seek guidance and advice from the Board as well as make recommendations to the Board regarding these matters.  | **GTF**  |
| 4. | **Minutes of last meeting – 12 October 2013** The GTF group approved the previous GTF minutes of 12 October 2013. Minutes should be added to the website asap marked ‘draft’, action **Tim**. **Sheila** will circulate the definite versions of the remit for each subgroup, the remit can then be added to the website.  | **Tim****Sheila**  |
| 5. | **Matters Arising** The GTF noted to direct people to the website for all information. Some GTF members are not receiving emails, their correct email addresses are included but it does not seem to be working properly.  |  |
| 6. | **Feedback and recommendations from Sub Groups 1-4****Subgroup 1 ‘AIUK Governance Structure including AGM’**Malcolm presented the work of Subgroup 1 for the GTF to consider the overall workplan and timeline. * Malcolm noted that some information included in Subgroup 2 in the Board review will not be repeated in Subgroup 1. **Subgroup 1** agreed to work with **Subgroup 2** regarding International Issues for the end of 2014.
* A full constitutional review and detailed plan would be useful to be circulated before the next GTF meeting, action **Malcolm**.
* It was noted it is very important to know what and how we are delivering within the timeline to include legal, good practice, versions by October for the AGM, action **Malcolm**.
* We could look at a joined up approach and different engagement models, action **Subgroup 1**.
* The GTF discussed benchmarking, we should refer to the NCVOs principles and adopt/adapt and include delivering human rights.
* Benchmarking to include the ICM decision 10 2009 implementing 1 Amnesty part A and Part B 7 principles of governance. The GTF agreed to add this to be our 6th cross cutting issue rather than add to a subgroup and consider how we measure impact, **subgroups** to report back and **Sheila** will add to the GTF Agenda as a standing item.
* The GTF agreed to bring in external expertise for benchmarking who could also look at other items such as the constitution. It would be very useful to see how other organisations governance works and have a substantive report for our members and help develop AIUK governance. To be clear and careful on the type of external consultancy and write a tender document for best practice comparative analysis.
* **Subgroup 1** to do work on self-assessment first and all **subgroups** could do a self-assessment if external work is required for their subgroup work for strategic purposes. **Chairs of each** **subgroup**, **Sheila** and **Tim** to do a mapping and co-ordinated exercise and then in January look at external expertise.

**Subgroup 2 ‘Relations with the International Movement (RIM)’**The GTF discussed the work of Subgroup 2. * The GTF discussed consultation, the **Consultation Group** to give recommendations of the type of consultation, timeline with others and type of questions.
* **Subgroups** to inform the Consultation Group of the type of questions they would like the consultation to include.
* The GTF noted a concise content document regarding the relationship with the International movement could go out with the consultation and go on the website action **Peter**, **Hannah** and involve **Sheila**.
* The GTF discussed the Chairs Assembly and noted it is a consultative body, not a policy making body, the Chairs sit on the body to be well informed on members views. It was noted the Agenda and Minutes of the Chairs Assembly is published in advance on the intranet.
* To be clear of role and responsibilities of AI bodies and ensure information is forwarded on and more information on the website.
* The GTF agreed the resolution is too vague and more detail including some itemised key measures should be included. This is part of movement towards greater transparency and future decisions.
* The GTF discussed whether a resolution is required if we have the information, to present a report possibly for 2015 if the problem still continues. The resolution could go to go to the Board in January if we decided later we don’t require a resolution we can take it out. **Subgroup** **2** to do some re-wording for GTF January meeting and be quite specific.
* The GTF noted **subgroup 2** to discuss remit 3 with the IISC and the Coms group. **Tim** to circulate the most up to date version of the IISC Terms of Reference.
* The GTF agreed in the short term information to go the GTF and then an explanation of who owns the work when the GTF ends.

**Subgroup 3 ‘Supporting elected members’**Peter presented on Subgroup 3 and asked the GTF to consider approval for recommendations re the Nominations Committee * We have spoken with some existing Nominations Committee members.
* Main weaknesses are Terms of Reference, lack of knowledge of the constitution and it was also noted reporting is vague and we should make the process clearer.

The GTF agreed to the workplan for Subgroup 3 with including the changes of the following points * Change from 1 co-opted member to 2. Procedure is resolutions to the AGM, deadline to the Board is January and an explanation for the resolution is required, action **Peter**.
* The GTF agreed for there to be 2 resolutions, 1 special resolution for co-opting proposed change and 1 ordinary resolution, **Subgroup 3** to put forward the paper to the Board.
* To add in reference to transparency of how the Nominations Committee operates and best practice recruitment linking with the HR Sub Committee regarding recruitment processes. Developing diversity to be added to demonstrate experience section, action **Peter**. It was suggested people should be elected first then secondly co-opted and there shouldn’t be any pre-condition deciding if people have skills.
* Budget in the Terms of Reference is too vague, it is subject to agreement, the Board to sign off and treat Nominations Committee as an equal.

**Subgroup 4 ‘Communications, Consultation and Transparency’**Chris gave an overview of the work of Subgroup4, there is more detail for various sections for information gathering which we will evaluate and then make recommendations to test with AGM before more formal consultation.* The GTF approved the minor change in wording to remit in Appendix 1 point 3 to review role of Board Sub Committees and other governance related groups. We agreed Point 4 sentence now ends at membership.
* The Appendix table should not show track changes and the final version document to be added to the website, action **Tim**.
* Staff time is required, our protocols for contacting other AI sections and need to be clear on the process for liaising with those who set up the AGM.
* It would be helpful to define groups and could include STAN and YAN, action **Chris**.
* The GTF agreed to have a consultative workshop at the AGM, we could do a report, and the workshop could include consultation.
* The workshop to include Coms and to decide if any other items from governance to be included, some other resolutions and contributions at the AGM would be useful. **Tim** will ask for a workshop at the AGM and will forward the response.
* Tim’s asked for staff support from his managers to provide a list of consultations in the last few years by the end of November.
* For the Coms strand someone to link with Kerry (a Director at AIUK) for other sections to narrow down the enquiry then **Tim** can contact I.S. and find relevant contacts.
* Sarah is making links with other sections, **subgroup 4** could articulate the questions they want to ask them and could also ask them what works well, to send the questions to Sarah cc Tim.
* **Subgroup 4** to work with Sarah on Amnesty D work and inform Tim of who/which NGOs they would like to contact.
* It was noted few organisations have a structure comparable to us, we could also look at other organisations other than NGOs.
* Subgroup 4 is a large piece of work, could prioritise the remit of the group and the audit.
* Need to be clear on the governance objectives. This work is cross cutting and a crucial part is interviewing at the end of the process may recommend processes such as consultation.
* The GTF discussed the resourcing for Subgroup 4 for the short term could co-opt to the subgroup.
 | **Subgroup 1****Subgroup 2****Malcolm****Malcolm****Subgroup 1****Subgroups****Sheila****Subgroup 1****Subgroups****Chairs of Subgroups,****Sheila, Tim****Consultation Group****Subgroups****Peter, Hannah****Sheila****Subgroup 2****Subgroup 2****Tim****Peter****Subgroup 3****Peter****Tim****Chris****Tim****Tim****Subgroup 4****Subgroup 4** |
| 6.1 | **Volunteers for Subgroups**Sheila contacted volunteers for subgroups their background applications vary in detail. The GTF agreed to have 1 volunteer on the Comms Committee, Consultation group. **Sheila** will send details for those who applied for Subgroup 1. **Subgroups** to inform Sheila if and who they would like to co-opt. **Sheila** will inform the GTF regarding any further responses and co-ordinate demands on resources. **Sarah** will speak to Mike Reed first before the GTF considers asking the Board regarding a vacancy on the GTF. | **Sheila****Subgroups****Sheila****Sarah** |
| 7. | **Comms committee (Consultation Group)****Hannah, Peter** and **Sheila** to further discuss the work of the Comms Committee including whether to include the ‘statement’ in the magazine. | **Hannah, Peter Sheila** |
| 8. | **FAQs**The answers to FAQs are in progress and **Tim** will send them to the GTF once they are complete. We should have a site map and direct people to the website.The GTF agreed to use a different email address e.g. gtf@amnesty when we go out to consultation, emails should go to Sheila and Sheila can forward on appropriately. | **Tim** |
| 9. | **Timeframes**Key dates are included in the Chair’s report plus magazine dates. It would be useful to populate the Google Group Excel list timeline and add what we are doing not just deadlines, then we can discuss what dates are relevant for the website and members, action **Tim**. | **Tim** |
| 10. | **Reporting and Communications**  |  |
| 10.1 | **To GTF** |  |
| 10.2 | **To Board**The GTF will report to the Board all the documents from today’s GTF meeting apart from documents the GTF are still working on and therefore not relevant and not complete. To not publish the magazine deadlines and FAQs section of the Chair’s report. **Sheila** to write a draft implementation report with GTF assistance for the next GTF meeting for the AGM January deadline. | **Sheila** |
| 10.3 | **To members – including GTF site** |  |
| 11. | **Resourcing** Discussed within subgroups section 6 of the minutes.  |  |
| 12. | **AOB**Extending the GTF for 1 year**Sarah** to draft wording and justification to extend the GTF for 1 year and finalise at the next GTF meeting.GTF papers deadline for the next GTF meeting**Subgroups** papers deadline to Sheila 2nd January 2014, to include summarised report and recommendations.**Sheila** to send papers to the GTF 4 January. | **Sarah****Subgroups****Sheila** |
| 13. | **Date and Time of next meeting** 11 January 2014. 10am-4pmApologies from Tom Hedley. |  |