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| **Governance Task Force Meeting****14 March 2015****Amnesty International UK****Human Rights Action Centre****London** |

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| AttendingSheila BanksNaomi HunterChris RamseyClive BriscoeMalcolm Dingwall-SmithSarah O’ GradyPeter PackStaff attendingTim HancockKate Allen |

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| **1**. | **Welcome and Introductions**The Chair welcomed participants the meeting. |  |
| **2** | **Apologies**Apologies were received from Tom Hedley, Eilidh Douglas, Hannah Perry and Karen Wagstaff |  |
| **3**. | **Announcements**There were no announcements |  |
| **4**. | **Minutes of meeting**6 December 2014The minutes were approved.10 January 2015Item 4: The Chair proposed that the reference to the 10 December meeting be corrected to read 6 December. This was agreed. Item 5.2: Clive Briscoe noted that he had asked that the NCVO report also be shared with members.Item 6.1: Chris Ramsey asked that the minutes be corrected so that it was made clear in the third paragraph under recommendation 1.1 that the online form should only be seen as an additional mechanism for engaging and consulting the membership. He will provide specific wording to the Chair. Item 6.1 Recommendation 2: Chris Ramsey asked that that the first paragraph be corrected to show he would amend the document so that it is clear that the Board will consider costs and benefits of a consultation proposal, rather than that the proposed protocol should include a cost-benefit analysis. He will provide specific wording to the Chair.Item 7. Sarah had reported that the Board had agreed a number of Special Resolutions to the AGM based upon the report by BWB and would make these available to the GTF and members as soon as possible.The minutes were agreed subject to the above changes being made by the Chair. | ChrisChrisSheila |
| **5** | **Matters arising**List of documents to be available to membersGTF members noted that they had not received a list of documents. Clive informed the meeting that he had exchanges with Karen and that these largely covered international papers. Tim explained that this was likely to have covered the documentation that was included in the new ‘Documents’ area of the website (which was now ready and with information to be circulated shortly). He would ask Karen to progress and circulate the list to full GTF.During discussion of this agenda item, Clive noted that only minutes of Board papers were available and that papers were not. He also noted that the availability of GTF papers was inconsistent on the website. The GTF noted that they had agreed in an early meeting that minutes and sub-group reports would be posted on the website. Clive also expressed his view that the when the Board meets in closed session there should be an indication of the issues discussed. Peter asked about the two-pager from the international movement. Tim undertook to ensure that it was in the documents area and informed the GTF that it would be in the AGM papers. Consultation protocolDiscussed under Item 4, aboveMinimum period of membership prior to standing for a committeeStill with sub-group 4.Composition of committeesStill with sub-group 4Planning and transparencyStill with sub-group 4GTF reportThis has been agreed.Material reorganisationTo be discussed under subsequent agenda item. GTF members raised the question of the publication of legal advice generally and in relation to that received on the constitution during 2014. Some suggested that there should be a policy that presumes legal advice will not be disclosed to the membership. Tim noted that the advice in question had not been commissioned as a public document and that the lawyers had requested that they be able to review and amend the document if we now wished to publish it. He noted that the lawyers would be asked to undertake that review in the coming week and, once complete, the document would be posted. The Chair thanked participants for the discussions under this agenda item, noting that it had raised some issues where, as yet, there was no formal proposal for the GTF to discuss.  | TimTimSG4SG4SG4Tim |
| **6** | **Board response to recommendations arising from GTF and NCVO work** The Chair noted that the Board’s approach to constitutional reform in the 2015 AGM resolutions had differed from the approach expected by the GTF and invited Sarah O’Grady to explain the thinking that had led to the changes, as well as any implications for the GTF, including whether its remit would need to be extended. She confirmed that the original intention had been to have distinct ordinary resolutions arising from the GTF recommendations. Following receipt of these recommendations, there were Board teleconferences and a Board meeting and the conclusion of these discussions was that there were a number of GTF recommendations that needed further thought and that there was also some concern that the membership might not have enough time to consider the proposals. Sarah O’ Grady explained that there were no plans to extend the GTF’s remit beyond July.The Board had tabled a resolution that was then discussed with the Standing Orders Committee. The original draft had attempted to provide a clear indication of the intentions, which the SOC had removed as they felt that it wasn’t relevant factual information. GTF members asked who was involved in the teleconference and the sub-group that was mentioned in the November Board minutes.Tim explained that the Board had agreed a number of Special Resolutions but that Background Notes had to be drafted for these. In order to meet magazine production timelines, he needed these to be approved before the next Board meeting and had therefore asked that the power to approve the background notes be delegated to a small group of Board members and that this had been agreed. Kate added that the November Board meeting took place shortly after the Director of Corporate Services passed away. The meeting was therefore quite difficult and a number of agenda items were deferred or, as in this case, referred to a sub-group. However, it was later agreed that discussions take place over a teleconference to which all Board members would be invited. It was clarified that both of these teleconferences took place between the December and January GTF meetings. Tim stated that in his view 75% of the necessary work had been done. The constitution had been assessed for legal compliance and from the perspective of good practice. However, two questions remained. Has AIUK practice diverged from the constitution in recent years and, if so, does this suggest that the constitution requires change or should practice be brought back into line? Can the constitution be simplified? To answer this latter question, it would be useful for model articles for a company and for a charity and look at the differences between these and AIUK’s constitution. GTF members raised concerns about the amount of work that this might involve and whether the Board would have the capacity to complete it before the next AGM. It was noted that the GTF would like to contribute its thoughts on how to go forwards. The Chair stated that she did not want to see the GTF’s recommendations lost or set aside. It was confirmed that the GTF’s recommendations, where agreed by the Board, would continue to act as a basis for constitutional reform. During discussion, GTF members emphasised that their main concern was to enable the AGM to take a view on specific proposals for change. They were concerned that presenting a fully revised constitution for adoption on a yes/no basis in 2016 would prevent the AGM from making a decision on some specific questions. Given the high threshold required for constitutional change, this could mean that the whole constitution is lost. GTF members also stressed the importance of keeping members engaged in the process and able to democratically participate in democratic decisions. Members of the GTF expressed concern that the approach risked undermining trust in the Board, particularly when it became clear that the approach adopted by the Board for the 2015 AGM differed from the GTF’s understandings and expectations. Presenting a new constitution for holistic adoption risked making members feel railroaded into changes. Sarah stated that there would be engagement with activists in the lead up to the AGM, including through regional conferences. Tim questioned whether using the word ‘holistic’ was a distraction; the issue from his perspective was that the GTF, Board and staff had worked hard over the past six months or so but were still short of a comprehensive assessment of how the constitution could or should be changed. In response, it was noted that completing this assessment would delay the planned process, rather than requiring changes to it. It was also noted that the Activism Sub-Committee were detecting a limited appetite for further consultation on constitutional issues and that “consultation fatigue” might be setting in. It was agreed that there were different options for taking the work forward and that it should be possible to set aside any particularly controversial issues for separate AGM decisions. Sarah, speaking from the Board’s perspective, thanked GTF members for a frank exchange of views. The Chair concluded the morning’s discussion by noting that the Board’s changed approach had been a surprise but that she would not expect any statement of dissociation from the GTF and therefore hoped that way forward could be found that all members of the GTF could agree. The GTF then broke for lunch.On return from lunch, GTF members asked Sarah, Kate and Tim for their thoughts on the morning’s discussion. Sarah emphasised how grateful she was for the work that had been done by the GTF but that references to a lack of trust in the Board were concerning as she had been trying hard to move beyond that and believed that things had progressed. She was grateful for the concerns that had been expressed and would take these thoughts back to the Board. Kate also emphasised how important the GTF’s work had been to date, whilst Tim noted that given all of the effort expended, it would be a shame not to invest a little more time to arrive at a set of constitutional changes that everyone could be proud of. GTF members agreed that the key issue was to ensure that the AGM would be able to vote on separate constitutional changes, where those changes might be viewed as being particularly significant (it being acknowledged that some would be of a technical nature). It was therefore suggested that Resolution A8 be amended. This proposal was discussed, including the extent to which any amendment might be significant enough to be viewed as disenfranchising proxy voters (the conclusion being that AIUK had seen more significant amendments in the past). The discussion also explored potential roles for the GTF The following recommendation was proposed:**“that the Board amends the 2015 AGM resolution A8 to ensure that constitutional issues (or groups of interrelated issues ) can be voted on separately by the membership at the 2016 AGM”**There were five votes in favour with one abstention. Chris noted that it would be useful if the GTF knew what the amendment would be. The GTF also suggested that they could play a role in helping to determine what issues might be controversial and requiring a separate vote at the AGM.  |  |
| 6.1 | Update on GTF recommendationsChair invited Sarah O’ Grady to provide an update on the Board’s consideration of GTF recommendations. Sarah informed the GTF that a number had been referred to sub-committees for discussion that the Board had not yet received their conclusions. Some recommendations were being taken forward at the AGM. The recommendation to establish an online forum and digital strategy for governance had been referred to staff, who had been asked to consider how this fitted with existing plans. The Board was also considering proposals around engagement with members and responsibility for oversight of consultation, which it would look at further in the light of further thinking from sub-group and in the context of formal delegation to sub-committees.  |  |
| 7 | **Report from Sub-Group 1**The GTF reviewed the report from Sub-group 1. Referring to the work on the constitution, the GTF agreed that the sub-group had dealt with this to the extent possible and agreed that further consideration of the constitution could be addressed by the GTF as a whole. On “material reorganisation”, Sarah O’ Grady informed the GTF that the Board had sought advice on the definition and had been informed that there was applicable definition from a legal perspective. However, one of AIUK’s Board members felt that she had information which might be useful and would be working with another Board member to try and develop proposals. Sarah emphasised that the she was not seeking to bypass the GTF but that the Board had responded positively to an offer that might be helpful. Members of the GTF emphasised that the term needed definition and there was a discussion about the wording of the sub-group report. The GTF agreed that rather than continue discussions on “material reorganisation” within the sub-group, the issue should be discussed by the GTF as a whole. With respect to the sub-group’s exploration of bringing supporters into AIUK’s members, Clive informed the GTF had looked at the issue, had run into the issue of “donor benefits” and had also concluded that the current regulatory climate is not conducive to this particular change. The GTF agreed that following its discussion, it was not the most appropriate body to take this matter forward. The GTF agreed that sub-group 1 had concluded its work and thanked its members for their contribution.  |  |
| 8 | **Report from Sub-Group 4**There was not report from sb-group 4 for this meeting. It was continuing to work.  |  |
| 9  | **GTF Final Report**The Chair noted that she had completed the report for the AGM.Malcolm Dingwall-Smith informed the GTF that the report would be available on the Activism Sub-Committee’s Governance stall. In response to GTF members’ offers of help, Malcolm stated that the ASC were planning to staff the stall and there had not been any requests for help. GTF offers to assist were noted.  |  |
| 10 | **Timelines/workplan**The GTF agreed to two more meetings before the mandate expires in July. The Chair agreed to send an email asking members to indicate their availability for a meeting on either 9 or 30 May and 18 or 25 July.  | Sheila |
| 11 | **AOB**There were no items for AOB. The Chair therefore thanked the GTF and closed the meeting.  |  |
| 12 | **Date and time of next meeting**  |  |