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| **Amnesty International UK Governance Taskforce (GTF)**  **Saturday 12 October 2013**  **10.00am-4.00pm**  **3rd Floor Seminar Room**  **Human Rights Action Centre**  **17-25 New Inn Yard, London, EC2A 3EA** |

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| **Present:**  Sheila Banks, Chair (SOC representative)  Sarah, O’Grady, AIUK Charitable Trust representative (and Chair of the Board)  Clive Briscoe, GTF Member  Eilidh Douglas, Youth and Student representative  Mike Reed, GTF Member (at TWG meeting for second half of meeting)  Tom Hedley, Board representative  Hannah Perry, Board representative (briefly left meeting to attend TWG meeting)  Elizabeth Mottershaw, IISC representative  Malcolm Dingwall-Smith, AMSC representative  Mike Parkinson, FSC Representative  Peter Pack, GTF Member  **Apologies:**  Naomi Hunter, GTF Member  Chris Ramsey, GTF Member  **Staff attending**  Kelly Dickinson, Temporary PA AIUK, Minute Taker  Tim Hancock, Director of the Chief Executive’s Office  Kate Allen, Director AIUK |

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|  | **Item** | **Action** |
| 1. | **Welcome and Introductions**  The Chair, Sheila welcomed everyone to the GTF meeting and asked members to introduce themselves and state their area of representation. |  |
| 2. | **Apologies**  Chris Ramsey and Naomi Hunter sent their apologies. |  |
| 3. | **Announcements** |  |
| 4. | **Minutes of last meeting – 27 July 2013**  The last GTF minutes of 27 July were agreed. **Sheila** will check that the previous minutes were published on the website and that her update was sent to activists. GTF noted that Ciarnan Helferty is no longer a member of the task force. The Remit was circulated with the July minutes. | **Sheila** |
| 5. | **Matters Arising** |  |
| 5.1 | **Involving unsuccessful applicants to the GTF**  It was agreed at the last meeting to involve unsuccessful applicants to the GTF to support sub groups. **Sheila** will look through the applications to establish which sub committees and specific items they can help with and contact them to check if they would still like to be involved. | **Sheila** |
| 6. | **Feedback and recommendations from Sub Groups 1-4**  **Subgroup 1 report – ‘AIUK Governance Structure including AGM’**  Malcolm summarised the work of subgroup 1.   * GTF noted that the scope is ambitious and the work will need prioritising. More broadly, it was suggested that GTF should collectively prioritise what to achieve for the 2014 AGM. Some work can be commissioned or delegated to management, if the GTF provides a clear direction. * GTF members agreed to seek any constitutional changes in 2015 (though see sub-group 3, below)   2.1 ‘Governance Standards’   * It would be useful to identify principles of good governance through benchmarking against sector standards. Tim noted that if the brief is clear we could commission this work.   The following points arose in general discussion:   * **GTF** to send a list of what documents are required to Tim. Sheila noted that we could put the list on the Google group. * It was noted that consultation needed to be coordinated by GTF as a whole, rather than conducted by individual sub groups. GTF agreed to establish a group responsible for managing consultation with the AIUK membership arising from the work of the task force. This will be led by Peter and Hannah, supported by Tim, and overseen by Sheila. * Consideration of AIUK’s constitution should include any special resolutions that are still in place (none prior 2010). These should be posted on the Google group. * GTF agreed that **subgroup 3** should consider the volume of work asked of Board members and how this is supported. * Agreed **subgroup 2** should look at linking the AGM to the ICM.   **Subgroup 2 – ‘Relations with the International Movement (RIM)**  Mike Reed presented the work of sub group 2   * GTF discussed the proposed wording of a consultation question on AIUK’s ‘role’. They also discussed whether consultation on the role statement prepared in 2012 remained necessary and whether any consultation should take account of the anticipated work on the role of funding sections, following from the 2013 ICM decisions. GTF felt that as consultation on the 2012 role statement was a requirement of the AGM, it must be undertaken. * Mike noted that information received on improvements to IS financial accountability were encouraging, although the sub group still needs to see evidence behind some of the statements and will want to assess where there are gaps. * GTF noted that as well as considering financial accountability, it would be necessary to consider how this is communicated. The Communications sub group should look at this issue. * GTF noted that it was important to communicate this information to staff but agreed that this was a question for management, rather than GTF. * Liz noted that she had drafted a paper for the sub group on the wider relationships between the IS and AIUK. This raises a lot of questions, the scope is potentially huge and requested guidance on where to focus. It was suggested that one place to start might be on the various compliance requirements that exist between AIUK and the international movement and how different rules and policies create constraints on AIUK governance. * **Tom** was asked to join this sub group.   **Subgroup 3 ‘Support for members holding elected posts’**  Peter presented the work of sub group 3.   * He noted that the sub group 3 is low in capacity; additional support would be useful. * The sub group had focused on the Nominations Committee and suggested some areas to explore. This could lead to the proposal of revised terms of reference at the next GTF meeting, potentially for adoption at the 2014 AGM. Peter noted that if there was to be increased recourse to co-option, constitutional change would be necessary. GTF acknowledged that this might be something to do for 2014. * GTF noted that it would be good to look at the work done to develop the International Nominations Committee. * GTF discussed measures to help match candidates to required skills, such as establish threshold criteria (not widely supported) or asking for short written statements before the election. * It was suggested that what applies to the Nominations Committee should apply to other bodies elected by the AGM. However, it was also noted that the Nominations Committee is different. * The possibility of support from the Board’s Human Resources Sub Committee was also raised. * GTF discussed whether the Nominations Committee should be elected or appointed. However, it accepted the point that an appointed Nom Com could create conflicts of interest. * It was also suggested training packages could be provided for those interested in/undertaking this work.   **Subgroup 4 ‘Consultation, Communications and Transparency sub committee**  Eilidh presented the work of sub group 4.   * Work had focussed on scoping out what needs to be done. It will require a lot of checking on what AIUK is already doing and analysing this information before making recommendations * As the task is large, the sub group may want to focus on certain areas first * It was suggested that the sub group appeared to be planning an audit of communications and that this might be useful but that recommendations should focus on governance structures and practice. * The sub group had identified a number of desirable (quantitative) outcomes. Whilst these were neither agreed nor rejected, the GTF noted that it was a useful exercise and discussed the interplay of qualitative and quantitative assessment. Qualitative assessment of communications would need to draw in user perspectives. | **GTF**  **Peter, Hannah, Tim, Sheila**  **Subgroup 3**  **Subgroup 2**  **GTF**  **Sub group 4**  **Tom** |
| 7. | **Questions raised – see Appendix 1**  Malcolm noted the questions circulated before the meeting were asked at Governance Day. It was agreed to use these as the basis for a FAQ section on the website. **Sheila** to find answers to these questions.  GTF also noted that it would be useful to set up a dedicated email address for questions and consultations. Sheila would lead on answering any questions. **Kelly** to see **Selma** regarding setting up an email address. | **Sheila**  **Kelly / Selma** |
| 8. | **Timeframes**  GTF discussed timeframes, **Tim** could email all planned meeting dates.  Dates noted:   * 19 October – AMSC. * 16 November – GTF. * 16 November – IISC. * Regional meetings 16 November – February. * 30 November – Board meeting. * 18 January – AMSC. * 1 February – Board meeting. * 10 February – AGM resolution deadline. * 1 March – IISC. * 1 March – AMSC. * 15 March – Board meeting. * 12, 13 April – AGM. * The Board meeting on 1st February is a key deadline for AGM resolutions. Papers are posted to the Board ten working days in advance of the meeting, so GTF proposals would be arrive before this. * **Agreed to change GTF January date from 18 January to 11 January** instead, to meet earlier for papers to go to the Board 1st February. * 16 November GTF to feed into Board 30 November. * Magazine mailing important, **Tim** check dates and give Sheila magazine deadline dates. * **Sheila** will add in dates from AGM review group and Sheila will make a calendar of dates, Hannah suggested a calendar on Google we can all access. | **Tim**  **Sheila/GTF**  **GTF**  **Tim**  **Sheila** |
| 9. | **Reporting and communications** |  |
| 9.1 | **To GTF**  Chair’s report – some found it useful. GTF agreed to create a standardised framework for sub group reports, including an Executive Summary and a specific section for recommendations. For the next GTF meeting, each **sub group** to produce a timeline up until 2014 AGM.  Agreed deadlines for 16 November GTF meeting   * **GTF** work to Sheila by 4 November. * **Sheila’s** work to GTF 9 November. | **Sheila**  **Subgroups**  **GTF**  **Sheila** |
| 9.2 | **To Board**  Minutes and Chair’s GTF report which will have summary from sub committee. The Board will be informed of additions to the remit. The remit will be appended to the minutes – **Sheila**. | **Sheila** |
| 9.3 | **To members**  Sheila will again draft a statement , which will be emailed to leading activists and posted on the website, along with the minutes. | **Sheila** |
| 10. | **Resourcing**  Kate noted that GTF are undertaking lots of work across the sub groups and some can be commissioned. **GTF** members to think about in their sub groups and to put forward proposals to Tim, cc Sheila. There is a £40,000 budget for GTF; it needs to be properly resourced. | **GTF** |
| 11. | **AOB**   * It was suggested that there may be a gap aroundStanding orders – think there is a gap, Sheila noted there may be changes to standing orders at the AGM group on Tuesday. * Malcolm to stay in sub group 1 and withdraw from sub group 4. * During the meeting, GTF agreed by majority vote that sub group reports provided to this meeting only would remain internal to the task force and not be published. This was because it had not been established in advance whether or not to circulate the reports more widely. Henceforth, the sub group reports will be made more widely available. * It was agreed that the remit item for making recommendations to the board was something for the GTF as a whole, rather than individual sub groups, which should amend their sub remits accordingly. * Hannah asked the GTF if they would like to ask anything at the AMSC meeting 19 October. It was noted sub groups may want to ask AMSC questions . These should be sent to Hannah * Some GTF members said they were not receiving all documents – **Kelly** / **Selma** can check membership of the GTF email group. | **Sheila**  **Sub groups**  **Sub groups**  **Sub groups**  **Kelly/Selma** |
| 12. | **Date and Time of next meeting**  16 November 2013. 10am-4pm  Apologies from Kate. |  |

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