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| **Amnesty International UK**  **Minutes of the Governance Task Force Meeting held on 8 November 2014**  **Human Rights Action Centre**  **17-25 New Inn Yard, EC2A 3EA** |

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| **Attendees:**  Sheila Banks  Chris Ramsey  Clive Briscoe  Sarah O’ Grady  Peter Pack  Malcolm Dingwall-Smith  Hannah Perry  Naomi Hunter  Eilidh Douglas  Staff attending  Karen Wagstaff  Tim Hancock (minutes) |

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| **1** | **Welcome and Introductions**  The Chair welcomed participants to the meeting. She noted that representatives from NCVO would be attending in the morning to provide observations arising from their work to date. This would require some flexibility in the meeting agenda.  The Chair initiated a general discussion on the process for agreeing recommendations for constitutional change.  The GTF decided that where recommendations are proposed, it would decide, by vote, whether to   * Support the recommendation * Oppose the recommendation   Minutes would need to show whether or not recommendations were unanimous.  The GTF could also decide to take no view on a recommendation (which would also be the default position in case of a tied vote).  It was further agreed that members of the GTF would be free to articulate their own positions at the Annual General Meeting.  Chris Ramsey noted that the balance of Board and non-Board members on the GTF had shifted since its inception.  Sarah O’ Grady noted that a (non-Board) member of the Charitable Trust had been identified to sit on the GTF. Members of the GTF expressed concern about the introduction of a new member at this stage of the Task Force’s proceedings.  Both discussions were suspended in the morning, to make way for NCVO guests. |  |
| **2** | **Apologies**  Apologies had been received from Tom Hedley |  |
| **7** | **Feedback from NCVO**  The Chair welcomed Anne Moynihan and Nick Ockenden from the National Council for Voluntary Organisations, who were in attendance to provide emerging findings from the review of AIUK’s Constitution and Standing Orders.  Anne Moynihan noted that there are, in effect, two sets of emerging findings – those from the member consultation and those from a review of governing documents to assess their conformity to best practice.  The NCVO team had also reviewed arrangements at other organisations to inform their conclusions, including Oxfam, the National Trust, Greenpeace, Friends of the Earth and Human Rights Watch, as well as a 2012 report on governance in the UK’s top (in funding terms) 500 charities, called *Delivering Effective Governance*.  The online survey received 4,219 responses. 93% indicated that they were members. In addition, the project included 10 individual interviews and five focus group discussions.  Anne and Nick presented the headline research results and emerging findings in the form of PowerPoint presentation. **It was agreed that the presentation would be made available to members**.  The Chair and members of the GTF thanked Anne and Nick for the presentation and for their work to date and are looking forward to receiving a final report later in the month.  **The GTF agreed that if there are any issues that were omitted from the NCVO presentation but members would like to see covered (if possible), they should inform Karen and Sheila by Tuesday lunchtime**. Issues raised included:   * Timeline for submission of resolutions * Overall size of the Board * Votes for groups * Reserved places on the board | **Karen**  **GTF members** |
| **1 (cont.)** | Discussions initiated under item 1 of the agenda recommenced in the afternoon, Chris Ramsey elaborated on his concerns about the composition of the GTF. At the GTF’s inception, four of 14 members (28%) were Board members. Due to resignations, Board members now constitute 4 of 10 (40%). Chris proposed that in order to retain the spirit of the GTF balance established by the AGM, the votes carried by Board members should be limited to three.  The question was put to the meeting and **the proposal to limit Board member votes was defeated by six votes to one, with two abstentions registered**.  The GTF then considered the question of a representative from the Charitable Trust. Concerns were reiterated about the value of a new member joining the task force at a late stage of its work and it was noted that when members of the task force had resigned, the GTF had decided that they should not be replaced, in order to maintain continuity.  The Chair put the question to a vote and **by a margin of five votes to three; the GTF determined that it would not be helpful to have a new member join the task force at this stage.**  Sarah O’ Grady noted that the GTF’s position would need to be considered by the Board and undertook to promptly inform the GTF of the Board’s position. | Sarah O’ Grady |
| **3** | **Announcement**  There were no announcements. |  |
| **4** | **Minutes of Previous Meeting**  Item 7.1 report from BBW on the Constitution  Clive Briscoe expressed his unhappiness at having to review a huge document which had not been previously scheduled for business on the Agenda.  **The Chair undertook to revise the minutes, which will then be posted on the AIUK Website.** | **Sheila**  **Karen/**  **Donna** |
| **5**  5.1  5.2  5.3  5.4  5.5  5.6  5.7  5.8  5.9  5.10 | **Matters arising**  The Chair informed the GTF that she had sent a letter of thanks to Mike Parkinson, Liz Mottershaw and Iain McSeverney.  The Chair has sent the GTF recommendations on financial accountability to the Board.  The Chair has sent the benchmarking guide to the Board.  Chris Ramsey stated that there were still some minor matters to finalise before sending the recommendations on the sub-committee review.  The Chair invited comments on her review of EGM resolutions. The GTF agreed that further work on this was not necessary and that the main task was to apply the lessons of the EGM in the GTF’s work, rather than reviewing the decisions. The GTF thanked the Chair for her work.  The GTF noted the outcome of the CAPP evaluation. Chris Ramsey noted the report was very negative in terms of financial management and risk planning. He was disappointed that the report was process focussed, rather than addressing the culture of the organisation. He felt that there had been little accountability for this but that a lot of time had now passed. There were other negative observations in the report. Noting the recommendation on staff voting, he stated that it would be unfortunate if staff were scapegoated under proposals to address conflict of interest.  The Chair confirmed that the recommendations on the relationship between AIUK and the international movement ha d been sent to the Board. Karen Wagstaff informed the GTF that these would be considered by the IISC.  Tim Hancock confirmed that the “How does our governance work” document had been sent to the International Issues Sub-Committee.  The Chair confirmed that recommendations on support for members holding elected posts had been sent to the Board Chair  The Chair requested feedback on the Recommendations Log. The GTF agreed that this was helpful and that its primary use was as an aide memoire to the task force. |  |
| **6** | **Feedback from meeting of 28 September and consultation steering group**  Clive noted that the steering group process raised issues. Peter Pack expressed a view that more background information should perhaps have been provided to inform participants. Eilidh noted that the comparatively high response rate was positive.  Clive Briscoe suggested it would be helpful if elements of the report that were raised in focus group were easily identified. |  |
| **8**  8.1  8.2  8.3  8.4 | **Feedback from sub-groups**  Sub-group 1  In addition to the consultation review, the sub-group was tasked with considering the issue of “material reorganisation”. Sarah O’ Grady informed the GTF that external advice was still being sought.  Clive Briscoe informed the GTF that further external advice was also necessary to address the question of “donors becoming members”.  Sub-group 2  Sub-group 2 has completed its work. Hannah Perry noted that the Activism Sub-Committee would shortly be having a discussion on the role statement.  Sub group 4  The sub-group will be meeting again on 16 November. The Netherlands, Canada and New Zealand have responded with information on consultation that will inform the sub-groups recommendations.  Cross-cutting themes  The GTF reviewed the cross-cutting themes identified at the outset of its work and concluded that these had informed its deliberations and recommendations to date. |  |
| **9** | **Timeframes/Workplan**  The Chair asked the task force if its meeting on 6 December should focus exclusively on the report from NCVO. Tim Hancock noted that it would be useful to discuss any other AGM resolutions that the GTF might be planning to submit, there being one other meeting (10 January) for these discussions to be concluded, prior to discussion by the Board.  Tim Hancock also asked how the GTF intended to report to the AGM. The options being   * Paper report included in the AGM booklet * Verbal report in plenary * Verbal report in workshop * Paper report available at the meeting * Stall   These options are not mutually exclusive but event deadlines mean that a written report would be required very shortly after the 10 January meeting, whilst a decision on whether to seek plenary time would be required even sooner. It would be helpful to have a decision on whether to hold a workshop and informative text shortly after 10 January, whereas a stall could be arranged at comparatively short notice.  In discussion, the GTF decided that it would not seek plenary time at the AGM. It was further agreed that the Chair would draft a report and that this would be made available on the website and that AGM delegates could be signposted to this by the provision of a url in the implementation report.  The GTF discussed whether to hold a workshop and whether this should advocate proposals or provide information. It was agreed that a Question and Answer workshop would be sought on a provisional basis. However, the various questions that emerged during discussion could only be answered once the NCVO report had been assessed and recommendations arising from it had been agreed. |  |
| **10** | **Resourcing**  There were no items to discuss under this agenda item. |  |
| **11** | **Any Other Business**  Chris Ramsey sought clarification on the process for submitting any additional issues to Anne Moynihan. It was confirmed they need to be sent to Karen (copying Sheila) by Tuesday lunchtime |  |
| **12** | **Date and time of next meeting**  GTF Members should note that the next meeting will take place on 6 December. The following meeting will be on 10 January. Both meetings taking place at the HRAC, commencing 10am. |  |