

Amnesty International UK Governance Taskforce (GTF)

Saturday 27 July 2013

10.00am – 4.00pm

**3rd Floor Seminar Room
Human Rights Action Centre
17-25 New Inn Yard, London EC2A 3EA**

Present;

Sheila Banks, Chair (SOC Representative)
Clive Briscoe, GTF Member
Malcolm Dingwall-Smith, AMSC Representative
Tom Hedley, Board Representative
Ciarnan Helferty, Chair of the Board
Naomi Hunter, GTF Member
Sarah O'Grady, Vice Chair of the Board
Peter Pack, GTF Member
Mike Parkinson, FSC Member
Hannah Perry, AMSC Chair and Board Member
Chris Ramsey, GTF Member and Regional Representative for SW
Mike Reed, GTF Member and TWG Member

In Attendance;

Kate Allen, Director of AIUK Section
Gracie Edevbie, Minute Taker

Apologies;

Apologies were received from Eilidh Douglas and Elizabeth Mottershaw

1.	Housekeeping
1.1	Welcome & Introductions
	Ciarnan Helferty chaired the meeting until 10.15 when Sheila Banks took over. Ciarnan Helferty welcomed everyone to the first meeting of the GTF and asked that members introduce themselves and state their respective areas of interests and also to provide background information on themselves.
1.2	Announcements
	Ciarnan Helferty informed GTF that he had been made aware, yesterday, of a political blog which was critical of some of his twitter postings. He had referred himself to investigation within the Board Code of Conduct which would be overseen by the Vice Chair and Treasurer. Ciarnan Helferty indicated that he wanted GTF to be aware of this in the interests of transparency.
2.	Updates from Kate Allen
	GTF noted the following updates from Kate Allen:- <ul style="list-style-type: none">• Agreement has been reached with the Trade Union on pay for 2014 (a pay freeze)

	<p>and 2015 (a 1.5% cap on negotiations).</p> <ul style="list-style-type: none"> • This allowed 4 posts relating to campaigning, support for activists and internal communications to be put back into the structure of the organisation. • Staff morale was of concern, as we move to implement CAPP post ICM. • The organisation will try to avoid compulsory redundancies. • Financial position – FSC met a few weeks ago; finances were more or less where they were at the time of the AGM; reserve level is at £3.7 million) representing 8 weeks running costs. The 2016/2017 problem remains. • Legacy income is doing well; the £2million budget has been raised to £2.5million. This was good but filled the shortfalls in other income areas. • At the IS, the GTF noted that things were moving forward. Hubs will be opened this year in Dakar, Johannesburg, Nairobi and Hong Kong; there were a lot of vacant posts in the international secretariat, however there were staff who could not be redeployed abroad. • Sheila Banks thanked Kate for the update and asked that staff be kept informed of the task force’s work.
3.	Context setting and Expectations
3.1	<ul style="list-style-type: none"> • It was agreed that the scope of the GTF did not need to be restrained by the remit of the two resolutions passed at the recent AGM. • Understanding the balance and relationships between governance and the executive was discussed. • Control of AIUK contributions to the IS and robust measures in place to ensure effective and appropriate expenditure. • Core standards of governance and management once agreed by the ICM should be added to the GTF work, i.e. AIUK compliance with them, so our accountability to the movement was clear. • The democratic nature of Amnesty International needed to underpin our practice in all areas. • We need consistent understanding of the terminology that we use, e.g. are we all clear what we mean when we use the term ‘governance’? • The GTF should look at the tensions which exist in governance in the movement and how we can contribute to a stronger global movement. • The consensus model of decision making often used in AI should be examined. • The actual precision of the relationship between Sections and International Movement should be examined. Where can AIUK make decisions and where does it exert influence not authority? • AIUK aims to meet Charity Commission Standards in all its operations (charitable and non-charitable). This should be the default position. • The GTF could look at three strands of work given the February 2014 deadline for AGM Resolutions; <ul style="list-style-type: none"> - Issues ready for resolutions to 2014 AGM - Issues for debate/consultation (without resolutions) for the 2014 AGM - Issues to be brought to the 2015 AGM • It was noted that ‘a twelve month taskforce’ meant a life span to July 2014. However it looked as if work would take place between July 2013 (first GTF meeting) and the 2015 AGM. • It was agreed that consultation and involvement of members would not be limited to the AGM alone. • It was agreed that an analysis of the international statue would be useful. However it was also noted that the IEC was proposing a review of the statute at the 2013 ICM. • The GTF considered the question ‘what had gone wrong which lead to a 2013 EGM?’

	<ul style="list-style-type: none"> - There was a disconnect between the Board and members - There is an appetite by members to be more involved. - There is a need to understand the concerns of different elements of our 200,000 plus membership - There was big change in the Section and movement and members did not feel involved - There was the need to understand how to organise and hold the right conversations at the right time with members.
4.	Chairing of GTF meetings
4.1	<p>GTF discussed the chairing of the GTF. GTF also discussed the precise role of the Chair. There was an agreement that the chair would have sight of all projects. They would bring the different streams of work together and indicate the way forward for GTF meetings to consider.</p> <p>Volunteers were invited for the Chair of GTF. Sheila Banks was nominated for the role and unanimously supported by members of the GTF.</p> <p>It was <u>agreed</u> that Sheila Banks would be the Chair of GTF.</p>
5.	Funding for GTF
5.1	<p>Kate Allen advised GTF that a £40,000 budget has been allocated for GTF. A budget would be needed for legal advice, administrative support, examination of other NGO practice.</p>
6.	Remit of Governance Task Force
6.1	<p>GTF noted the various subcommittees set out in the paper (remit of the Governance Task Force) and agreed to the following amendments to the paper:</p> <ul style="list-style-type: none"> • AIUK structure – the title to change to AI UK Governance structure including AGM It was agreed to add the three tasks below: <ul style="list-style-type: none"> i) How the AGM operates ii) Ensuring compliance with Core Standards approved by the 2013 ICM iii) How the Board interacts with the Executive • Relations with the international movement The task below was added to this sub-committee: 'Relationship between AIUK governance and the international movement.' • Support for members holding elected posts The two tasks below were added to this sub-committee:- <ul style="list-style-type: none"> i) How to better facilitate members in decision making ii) The addition of examining the terms of reference of the Nominations Committee • Sub-committee – Communications flow – the title to change to Consultation, Communication and Transparency. The following task to be added to this sub-committee:- 'Role and membership of Board Sub-committees and their means of communications'. <p>GTF accepted the suggestion to have one person in each group taking ownership of issues.</p>

7.	Cross Cutting Issues for the GTF
7.1	<p>GTF considered cross cutting issues put forward by Peter Pack. It noted that these issues need to be captured into the 'Remit of the Governance Task Force'. paper. The five points noted were:</p> <ul style="list-style-type: none"> i) Facilitating ordinary members' role in governance. ii) Human relationships and formal systems and the need to balance these two. iii) Tension between competency and democracy iv) Lessons learnt from the EGM v) Culture and values
7.2	The amended paper – Remit of the Governance Task Force is attached as an Annex to these minutes.
8.	Volunteers for Sub-committees
8.1	<p>GTF discussed who would to sit on each sub-committee of the GTF. Sheila Banks advised that it would be acceptable for members to sit on more than one sub-committee.</p> <p>The GTF members listed below agreed to sit on the following sub-committees:-</p> <ul style="list-style-type: none"> • AI UK Governance structure including AGM - Clive Briscoe, Naomi Hunter, Mike Parkinson, Sarah O'Grady and Malcolm Dingwall-Smith. • Relations with the international movement - Sarah O'Grady, Mike Reed, Elizabeth Mottershaw and Hannah Perry. <ul style="list-style-type: none"> • Support for members holding elected posts - Tom Hedley, Ciarnan Helferty, Naomi Hunter and Peter Pack. • Consultation, Communication and Transparency - Hannah Perry, Chris Ramsey, Malcolm Dingwall-Smith, Mike Reed, Clive Briscoe and Eilidh Douglas. <p>GTF <u>agreed</u> that the individual in bold lettering from each sub-committee will take responsibility for convening the meetings of the sub-group.</p> <p>It was <u>further agreed</u> that:</p> <ul style="list-style-type: none"> • Ciarnan Helferty would invite those who had been unsuccessful in their application to sit on the GTF, to contribute to the sub-committees. He will distribute the applications for all the applicants who had applied to the GTF. • The sub-committees would work on the various tasks and report back with the result to the GTF at its next meeting on 12 October. • It was agreed that the sub-committee reports would not be circulated outside the GTF until after the GTF meeting on 12 October. • Emails will be used as a means of communication between members. • Sub-committee members will meet via Skype. They will fine tune the areas of their work and agree a time scale for completion of the work. • Sub-committees would communicate any administrative needs to Selma Shirazi in the Director's Office. • Hannah Perry to email GTF members information on how to set up Google Group Account (Hannah had suggested the use of Google to store documents).

9.	Feedback from Shelia Banks
9.1	It was agreed that sub-committee reports would be circulated to the Chair by 29 September. The Chair would draw these streams of work together and papers would be circulated to the GTF on 4 October. The next meeting of the GTF would be on 12 October 10am to 4pm at the HRAC.
10.	Minutes of GTF
10.1	It was <u>agreed</u> that: <ul style="list-style-type: none"> • The Minutes of the GTF would be published on the AI website. • The Chair would draft a communication to be circulated to activists (the same group who receive Ciarnan's monthly email).
11.	Next Meeting
11.1	The date of the GTF's next meeting was 12 October 2013 at 10:00am -4:00pm. GTF noted that Shelia Banks will not be available from 5 August - 4 September 2013. It was agreed that all documents relating to GTF meetings would be sent to the committee members a week before the meeting.