

Amnesty International UK Governance Taskforce (GTF)

**Saturday 17 May 2014
10.00am- 4.00pm**

**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
Peter Pack, GTF Member
Naomi Hunter, GTF Member (left meeting at 1pm)
Chris Ramsey, GTF Member and Regional Representative for SW
Eilidh Douglas, Youth and Student Representative Co-optee
Tom Hedley, Board Representative

Apologies:

Sarah, O'Grady, Trust Representative
Elizabeth Mottershaw, IISC Representative
Mike Parkinson, FSC Member
Kate Allen, Director AIUK
Hannah Perry, AMSC Chair and Board Member
Tim Hancock, Director of Chief Executive Office

Staff attending:

Kerry Mosconi, Director of Supporter Campaigns and Communications
Ranna McArdle, PA AIUK, Minute Taker
Karen Wagstaff, Strategy, Governance and Planning Officer

	Item	Action
1.	Welcome and introductions The Chair welcomed everyone to the GTF meeting and asked members to introduce themselves.	
2.	Apologies	
3.	Announcements None	
4.	Minutes of meeting 8 March 2014 It was agreed: 1. the Chair would send amendments to RM on items 6.2, 6.6, 6.7 and 6.8. 2. Minutes should record when a vote had taken place (item 6.8)	SB SB/RM

	<p>3. Once minutes have been approved the Chair will contact Donna to instruct her to put Minutes and agenda on the website.</p> <p>4. Spelling of Eilidh Douglas' name to be corrected.</p> <p>5. Minutes of 8 March meeting would be returned to next meeting for approval.</p>	<p>DD</p> <p>DD</p> <p>DD</p>
<p>5.</p>	<p>Matters Arising</p> <ul style="list-style-type: none"> • Item 5.2 re steer on GTF work on sub-committees – GTF agreed they need a steer from the Board about the nature of this review and clarity about whether GTF is working jointly with the Board on sub-committees. • Item 6.4 outstanding report – Finance report remains outstanding. • Item 6.6 How it all works document – GTF have not seen this document. • Item 9.1 - 9.3 AGM workshop - CB fed back that 15 people had attended. Attendees were supportive of Amnesty work but were concerned not to see mistakes that have an impact in the public domain. Attendees signed up to a mailing list and indicated issues on which they would like to be contacted. The Chair was keen to avoid the creation of special mailing lists. <p>PP reported that the small number who attended the governance group implied this is not a priority with the membership.</p> <ul style="list-style-type: none"> • Item 14.1 protocol for version control of governance documents - SB has written to the Board on this topic. • Vacancy filling – Following a discussion with Sarah O’Grady, Mike Reid will re-join and remain on GTF. • Item 8.1 Consultation Protocol – CR pointed out that this item had not been brought back to this 	<p>SB</p>

	<p>meeting.</p> <ul style="list-style-type: none"> The Chair asked that all decisions, recommendations, and recommendations to the Board be extracted from previous and future meeting Minutes and entered in one new document. Each item should include a timeline. 	DD
6	<p>Review of GTF</p> <p>GTF asked KM for magazine timelines and timetable/ deadlines for AGM 2015.</p> <p>GTF considered elements of their outstanding work and consultations and constitutional work timescales.</p> <p>GTF concluded that elements of “review balance and relationships between governance and executive” would be covered in other GTF work. The Chair agreed to write to Sarah O’Grady to clarify that the Board are doing this review and what exactly the Board would like the GTF to do / take forward. GTF agreed that they would do no further work on this for the moment.</p> <p>GTF discussed the 5 cross-cutting/over- arching issues for each sub group. All agreed that between now and next meeting they would examine the 5 overarching issues and determine how whether each Sub Group can address these.</p>	<p>KM</p> <p>SB</p> <p>ALL</p> <p>ALL</p>
7	<p>Feedback and recommendations from Sub Groups 1-4</p> <p>Subgroup 1 AIUK Governance Structure including AGM- CB reported on a meeting he attended on 6 May with SOG, TF, and Amnesty Solicitors. GTF discussed a range of issues in relation to AIUK governance structure including:</p> <ul style="list-style-type: none"> changing company law; the promotion of human rights as charitable work; charitable and practical activities of AIUK; classification of charitable/ non charitable expenditure and income; the Charity Commission, HMRC and donor benefits; distinction between AI company structures now 	

	<p>and in the future;</p> <ul style="list-style-type: none"> • donor to charity becoming a member of AIUK section; • Gift aid and taxation issues; • donors, members and voting rights. <p>In the knowledge that AIUK is seeking legal advice on this matter, GTF agreed that Tom Hedley would seek the Board's instruction on whether to pursue work relating to the donor/ member issue and the work the Board wants SG1 to complete. The Chair confirmed that SG1's remit is only to look at advantages to AIUK.</p> <p>CB suggested progressing the report with no decisions and to schedule joint work with the Board if there was to be joint work.</p> <p>Subgroup 2 Relations with the International Movement – GTF discussed the report and confirmed they had no sense of the amount of work the proposals outlined would generate for AIUK.</p> <p>PP agreed to redraft this report into a more succinct document. He would attempt to prioritise actions to facilitate implementation. On Appendix 2 and Benchmarking, GTF agreed that some organisations with comparable operations should be identified before doing any more work.</p> <p>Appendix 3 – Amending the remit – GTF agreed to keep the text greyed out in 3(b).</p> <p>GTF commented on the overlap between SG2 and SG4. SG4 work on consultation on international issues depends on SG2 findings. There needs to be a clear established process for IS issues.</p> <p>TH agreed to get a lap top from AIUK in order to access documents emailed to him.</p> <p>Subgroup 3 Supporting elected members– GTF discussed the report. In particular GTF looked at</p> <ul style="list-style-type: none"> • skills matrix for board and committee membership; • recruitment and application process for Board and committee membership; • induction for Board and committee members; • ethical governance. 	<p>TH</p> <p>PP</p> <p>Decision</p> <p>TH</p>
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<p>The Chair proposed that GTF spend 1 hour in workshop to finalise and sign off the document.</p>	<p>SB</p>
<p>CB will send a link to the Nolan report and any other documents on committee standards to GTF members.</p>	<p>CB</p>
<p>PP commented that he had invited comments on this report and received none and the fact that the meeting was spending this amount of time debating the report was an example of how GTF did not work well.</p>	
<p>How the Skills Matrix document is used is critical. Information on the website is minimal and AIUK should aim to attract as many people as possible.</p>	
<p>Subgroup 4- Communications, Consultation and Transparency</p>	
<p>GTF discussed the contents of the report. In particular they noted:</p>	
<ul style="list-style-type: none"> • the need for clear criteria for membership of a particular mailing list; • how to allow anyone with AI membership to opt in to a list; • maintenance of lists and criteria; • and merging and deduping of lists when communications are sent out. 	
<p>GTF examined each recommendation as follows:</p>	
<p>1 – Agreed structure and format. (Recommend to Board)</p>	<p>SB</p>
<p>2 - HP review of subcommittees : Agreed in principle but find out what is the Board's timescale on this work.</p>	<p>SB</p>
<p>3 Agreed. (Recommend to Board).</p>	<p>SB</p>
<p>4 Agreed. (Recommend to Board).</p>	<p>SB</p>
<p>5 Agreed. (Recommend to Board – the same forum / network terminology to be applied consistently).</p>	<p>SB</p>
<p>6 Agreed subject to wording to be provided by the Chair. (Recommend to Board).</p>	<p>SB</p>
<p>7 Agreed. (Recommend to Board).</p>	<p>SB</p>
<p>8 The Chair commented on the amount of work this might generate. GTF needs to consider this.</p>	
<p>9/10 CB suggested a written record of issues raised by Forums and response. A Forum should have the right to draw the attention of Board to an issue. Amend 8, 9,10 with amendments suggested.</p>	<p>SB</p>
<p>11 Agreed. (Recommend to Board).</p>	<p>SB</p>
<p>12/13 GTF agreed these two recommendations should be passed to SG1 to these forward.</p>	<p>SG1</p>

8	<p>Workshops</p> <p>Constitution / Articles – CB reported back that there had been a lively discussion around a review of the constitution, standing orders and Articles at the AGM. Issues raised included:</p> <ul style="list-style-type: none"> • Standing orders and ordinary resolutions; • Written questions and verbal; • Ways for members to call individual Board members to account; • Q&A to see written questions in advance; • Availability of report in advance of the AGM; • Proxy voting process and different voting methods; • How we consult with membership. <p>The Chair proposed that the GTF report back to the Board would not drill down to detail but simply point to 12 main areas that are problematic. The report would indicate the enormity of a constitutional review and the resultant need to get proposals approved by the membership.</p> <p>The Chair asked that everyone submit a proposed voting system to be adopted across all meetings/ activities by next GTF meeting.</p> <p>GTF discussed NH's document covering the main constitutional points for possible consultation with membership. A review of the constitution and Standing Orders seems to come from a feeling that the documents do not meet the organisation's needs.</p> <p>GTF agreed there was a need for a plan and a timetable on this piece of work. As the task is so enormous NH would like to get the views of GTF and the Board, identify big and small issues and make a list of priorities. This list could be submitted to AGM 2015. The Board would then take priorities forward with a submission to AGM 2016.</p> <p>CB pointed out that quick wins would be possible with small amendments to the Constitution and Articles. In order to avoid duplication TH will ask the Board how they want to proceed with this and report back to GTF.</p> <p>NH agreed to send round detailed timeline to 2016, including steps she would like to take before July 2014.</p>	<p>ALL</p> <p>TH</p> <p>NH</p>

	<p>She would also highlight overarching themes on constitutional review and create a questionnaire for GTF comments. The questionnaire would be distributed to small groups, regional workshops etc and AMSC 28 June. NH would let GTF know deadline for their feedback.</p> <p>GTF agreed that it would consider PP's redraft of Subgroup 2's document and brainstorm Subgroup 3 item "Skills and roles and responsibilities" at next meeting.</p> <p>KM agreed to send magazine and Board time line and dates of forthcoming GTF meetings.</p> <p>The Chair agreed to send out a reminder message to GTF members prompting them on tasks/ work they need to complete and deadlines in good time before the next GTF meeting. All need to submit their reports to the Chair by 9 July and she would distribute her report on 12 July.</p>	<p>NH</p> <p>NH</p> <p>ALL</p> <p>KM</p> <p>SB</p> <p>ALL</p>
9	<p>FAQs None</p>	
10	<p>Timeframes / Workplan Send changes to KW.</p>	
11	<p>Resourcing None required.</p>	
12	<p>AOB GTF discussed letter sent by Ralph Brownholt to Liz and Mike Reid. SB will draft a response and distribute to GTF for comments before sending to RB.</p>	<p>SB</p> <p>ALL</p>
13	<p>Date of the next meeting – 19 July 2014 MDS apologies.</p>	