

Amnesty International UK Section
Board Meeting

13 July 2013
3rd Floor Seminar Room
Human Rights Action Centre

Present:

Ciarnan Helferty, Chair
Sarah O'Grady, Vice Chair
Cris Burson-Thomas, Treasurer
Louise Ewington
Ruth Breddal
Rona Keen
Tom Hedley
Harrison Littler
Hugh Whitby
Hannah Perry
Sarah Ward

Attending:

Kate Allen, Director
Kerry Moscogiuri, Marketing Director
Tim Hancock, Campaigns Director
Tony Farnfield, Corporate Services Director
Ruth Dawson, Staff Representative
Selma Shirazi, PA to the Director

Apologies:

Brian Gilda
Katie McSherry

1. INTRODUCTIONS

1.1 Apologies

The Board received apologies from Brian Gilda and Katie McSherry.

1.2 Welcome & Introductions

The Chair welcomed Board members to the meeting, introductions were held. The Board were pleased to welcome the new Staff Representative, Ruth Dawson and the newly co-opted Board Member Sarah Ward to the meeting.

2. PREVIOUS MEETING

2.1 Draft Minutes 11.05.2013– Accuracy

The Board noted paper B/2670. There were two amendments;

1. Point 3; (Treasurer’s Report)

First bullet point, third line should say “recouped” not “recoupled”.

2. Point 6; (2013 International Council Meeting)

The following sentence was added; “The Board noted that the criteria for selecting the delegation need to seek a broad skills mix whilst ensuring diversity.”

The APPROVED the Board minutes of 11 May 2013 pending the above amendments.

2.2 Draft Minutes 11.05.2013 – Matters Arising

The Board noted paper B/2671 and action taken since the last Board meeting in May.

3. NOMINATIONS COMMITTEE REPORT

3.1 Appointment of Sub-Committee Members

The Chair confirmed that the Sub-Committee Chairs and the Nominations Committee will discuss and agree recommendations for non-Board appointments to sub-committees. The Board agreed that the Nominations Committee should be more explicit about their use of equality and gender monitoring when making recommendations; it is not widely known that such monitoring is being taken into account.

3.2 Board Appointments to Sub-Committees

The Board confirmed the following Board representatives on AIUK Sub-Committees;
For the Active Members Sub-Committee (AMSC);

Hannah Perry (Chair)

Ruth Breddal

For the Human Resources Sub-Committee (HRSC);

Sarah Ward (Chair)

Rona Keen

Sarah O’Grady

For the International Issues Sub-Committee (IISC);

Harrison Littler (Chair)

Hugh Whitby

Louise Ewington

Tom Hedley

For the Finance Sub-Committee (FSC);

Cris Burson-Thomas Chair

Sarah O’Grady

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Originator: Selma Shirazi, PA to the Director

3.3 Board Appointments to the Charitable Trust

The Board appointed Sarah O’Grady, Harrison Littler and Cris Burson-Thomas as Board Representatives on the Charitable Trust.

3.4 Board Appointments to the Pensions Forum

The Board appointed Tom Hedley to the Pensions Forum.

3.5 Criteria for Non Board Appointments to the Charitable Trust

Tony Farnfield, Director of Corporate Services presented paper B/2688 “AIUK Trust – Recruitment of Trustees”, the paper outlined background to Trustee recruitment and the requirements in the memorandum and articles of association, the established protocols and a role description for a trustee. The Board discussed the paper and requested that the role description include more specific skills and responsibilities - statutory responsibility on protecting the charitable status and more third sector experience - specifically Amnesty experience.

The Board agreed a recruitment process – a targeted mailing to be sent out to leading activists, former Board members and other members who have engaged in AIUK governance in the past. All applications will then be processed, shortlisted against the role description and interviews set up before making a recommendation to the Board.

The Board thanked Tony Farnfield, Director of Corporate Services for the paper.

4. 2013 AGM/NATIONAL CONFERENCE – EVALUATION

4.1 AGM Decisions – Board Members’ Update

Tim Hancock, Campaigns Director updated the Board on AGM Decisions implementation, a “tracking tool” was presented which detailed per each AGM decision – the implementation to date and communications to the proposers and interested members/groups.

The Board discussed the tracking tool and commented as follows;

- All 60 people (or so) who attended the Governance Workshop at the 2013 AGM have requested updates on the implementation of all governance related decisions.
- Resolution A5 ‘Disability and Human Rights’; Tim Hancock, Campaigns Director met with Mencap and the proposers of the resolution to discuss what AIUK specifically can do to implement this decision. There are issues of limited resources and the scope of work being outside of the Integrated Strategic Plan. The proposers however, were adamant that they do not want resources nor staff time, just the support of AIUK. Tim Hancock, Campaigns Director will keep the Board updated on the meeting’s outcome and any progress on this resolution. Ruth Dawson, Staff Representative stated that staff have queried the Board’s approach in plenary when this resolution was being debated. The Board could have stated the problematic issues in fulfilling this resolution. The Chair informed the staff representative that the Board had agreed at its meeting prior to the AGM

- to support the resolution on Disability and Human Rights while recognizing issues in its implementation.
- Resolutions E4, E5 and E6 culminate to a formidable workload, the implementation of which will need to be immediately tackled if implementation is to be completed by 2014 AGM.
 - Resolution A2 (from 2012) ‘Refugees’, it is clear that so far AIUK’s efforts have not satisfied the proposer of this resolution.
 - Resolution C2 (from 2012) ‘Legal and Taxation Structure’, will be delegated to the Governance Task Force to consider.

Tim Hancock, Campaigns Director reminded Board members to copy the office into any correspondence or updates they send to proposers. The Board requested that resolution proposers and seconders be included when sending out updates.

The Board requested they be given ‘amnesty.org.uk’ email addresses for convenience when corresponding with members on implementation of AGM resolutions.

4.2 2013 AGM Evaluation

The Board noted paper B/2674 ‘2013 AGM Evaluation’, presented by Tim Hancock, Campaigns Director. The Board agreed that 2013 was a very good AGM – the transition from a three to two day agenda went very well. The Board thanked all staff involved in organizing the AGM, they all did very well especially given this year’s tough and uncertain circumstances around CAPP. The AGM Chair did exceptionally well to enable full discussion on matters given the increased number of resolutions this year.

The Board will need to look again at future Board meetings at the issue of venue – it will be cheaper for the Section to negotiate multiple bookings with the same venue, at least three years in a row.

The Board made the following comments on the AGM evaluation;

- The Standing Orders Committee (SOC) will need to look at ways to avoid the AGM discussing/passing contradictory resolutions, the ICM PrepCom have managed to do this for the ICM, perhaps the SOC could consult them on this issue.
- Ruth Dawson, Staff Representative stated that some staff felt that the Board were remote to both members and staff during the AGM and that some staff noted that the Board Chair did not thank staff members during his speech. The Chair explained the heavy governance agenda at the AGM which took up Board member time. Since the AGM he had thanked staff and any omission from his AGM speech was unintentional.
- The Board formally thanked Working Party Secretaries for a job well done.
- The Board noted that AGM delegates were promised a short summary of discussion from workshops, which has not been circulated and asked that this be done as soon as possible.
- For future AGMs, could the SOC consider asking those submitting motions to include a short summary of what they are requesting.

- The Board noted and thanked the Active Members Sub-Committee for their full discussion of the AGM evaluation and their very constructive comments on it.

The Board thanked Tim Hancock, Campaigns Director for the paper.

5. 2013 ICM PREPARATION

5.1 ICM Voting Reform

Rona Keen, Board member presented a proposal made by the International Issues Sub-Committee (IISC) on ICM Voting Reform, the proposal followed the decision to change the voting system at the Chairs Assembly to 'one Section/Structure one vote' which the IISC reflected on as a way to reform the electoral system at the ICM. The IISC were not in favour of 'one Section/Structure one vote' for two main reasons;

- (i) It does not solve the issue of inclusion, small sections can find it difficult to play an equal part at international meetings compared to larger sections, changing the voting as proposed will not address this issue.
- (ii) Voting at ICMs ought to reflect the strength of membership numbers within each section – a representative principle. Voting numbers are already skewed in favour of smaller sections in this regard and there is no need to take it further.

The IISC felt that instead of 'one section/structure one vote', it might be fairer to lower the threshold numbers for obtaining extra delegates, whilst keeping the maximum at six. Also that the number of delegates could be decided by a section's achievements for instance reaching its growth target, this way rewarding growth by granting sections a higher number of delegates.

The IISC requested the Board to decide if these thoughts should be retained for AIUK delegates to the ICM or should be shared with other sections and/or the IEC with a view to furthering their realization.

The Board heard staff views on the proposal – would it be possible for small sections' delegations to be reinforced, have bigger delegations but still relate the number of votes to their membership numbers? Also, electing (not selecting) ICM delegations could be more representative.

The Board thanked the IISC and requested that the AIUK delegation discuss the issue at their next ICM Prep meeting on 12 August.

5.2 Towards the ICM

Tim Hancock, Campaigns Director presented paper B/2676 'Towards the ICM', which provided context for the Board's ICM discussion paying particular attention to relevant 2013 AGM Decisions, exploring the governance agenda and options/recommendations for Board decision. The main themes for this ICM are financial and governance decisions, although Moving Closer to the Ground may be a significant backdrop. Delegates will also be keenly aware of the difficult fundraising environment in the global

recession and at a time when the movement is changing its ratio of expenditure national:global to 60:40.

The ICM delegation have a mandate from the AGM's decision B5 ('Board support for specific ICM resolutions') to support the following ICM resolutions on accountability, evaluation of One Financial Amnesty and evaluation of the Global Transition Programme;

- 1.05 (AI France); Evaluation of One Financial Amnesty and its impact on reserves
- 2.06 (AI Spain & AI France); Comprehensive International Accountability System
- 2.10 (AI Netherlands); Accountability and Governance System
- 4.03 (AI Belgium); Evaluation of the Global Transition Programme
- 4.07 (AI Ireland); A vision for Sections and Structures

The Board to engage with the proposer (and interested parties) of B5 to ensure common understanding of the resolutions it asks the ICM delegation to support.

AGM decision C7 ('Call for amendment to ICM's core standards') asks the ICM delegation to table a resolution to the core standards. The IEC have since revised the wording of their own resolution which now includes CS15 - "All staff have the right to form or join a union and engage in collective bargaining", this wording differs from the AGM decision C7. Tom Hedley, Board member confirmed that the Trade Union Network Committee advises that AIUK pursue full wording of C7. The Board agreed to seek amendment to the IEC resolution to reflect AGM decision C7.

AGM decisions C2 ('International Secretariat Finances') and C5 ('Accountability, Management and Governance at the IS') required AIUK to submit emergency resolutions to the ICM. This instruction was carried out but the ICM PrepCom have rejected the emergency resolutions. The Board discussed options, they agreed that an appeal was unlikely to succeed and decided that the delegation should pursue the AGM decisions through amendments to ICM resolutions that are on the agenda. The Board to discuss with the proposers of resolutions C2 and C5 and agree which resolutions under discussion can be amended to incorporate the spirit of their resolutions. The Board agreed that Cris Burson-Thomas should contact the proposer of C2 and Sarah O'Grady to get in touch with the proposer of C5 to inform them on the agreed Board decision/strategy at the ICM.

AIUK has submitted two resolutions to the ICM, resolution 1.04 (Restricted Giving) and resolution 3.13 (Sporting Organisations), the Board wished the delegation all the best in seeking to get these resolutions passed.

The Board discussed the ICM resolutions in turn (leaving aside the resolutions the delegation is mandated to support – listed above), taking both the IISC's discussions, SMT advice and staff comments into consideration giving the delegation (wherever possible) advice and direction as follows;

Resolution 1.01 'Finance'; The Board does not consider the amendment to postpone decisions on restricted giving to 2015 as adequate and instructed the delegation to oppose this part of the resolution.

Resolution 1.09 'Evaluate the mechanism for compensating IEC members', the Board advised the delegation to resist paying out in financial terms for people to attend meetings but consider supporting the resolution should discussions move to other forms of compensation, as this resolution concerns diversity, and accessibility to those from different countries and cultures.

Resolution 2.01 'Frequency of the ICM', the Board instructed the delegation to oppose this resolution.

Resolution 2.02 'Deadline for nominations of IEC candidates', the Board advised the delegation that it should be possible for the Nominations Committee to address skills gap whilst still providing the ICM with more advanced notice of IEC candidates.

Resolution 2.03 'Direct election of the IEC Chair', the Board instructed the delegation to oppose this resolution.

Resolution 2.10 'Accountability and Governance System', this resolution is one opportunity to incorporate AGM resolution C5.

Resolution 2.11 'Governance of Hubs', the Board instructed the delegation to oppose this resolution.

Tom Hedley will be the lead delegation member in Working Party 3 'Human Rights Strategy', staff advice will be supplied.

The Board thanked the IISC and staff for their deliberations. The Chair asked the Board to send any further thoughts on the resolutions to the ICM delegation.

6. HEALTH & SAFETY REPORT

The Board noted paper B/2668, the Health and Safety report which has been discussed by the Human Resources Sub-Committee (HRSC). The Board discussed the report which included a review of the previous 12 months, legislative changes in 2012, an accident/incident summary, health and safety training and objectives for 2013. Rona Keen, Board member and member of the HRSC extended an invitation for health and safety training to the Board. Any Board members interested to let Rona Keen know and the necessary arrangements will be made.

The Board thanked the HRSC for the report.

7. CHAIR'S REPORT

The Chair reported on his recent activities including visiting the AI Jersey Amnesty Group and attending the Belfast Pride. The Chair looked forward to the first meeting of the Governance Task Force (GTF) on the 27 July. The Board will be kept updated on the outcome of the GTF meeting.

8. TREASURER'S REPORT

Cris Burson-Thomas, Treasurer reported that budget holders and the Finance Team have been busy identifying savings in team budgets, a report on the savings is due to be presented to the Finance Sub-Committee (FSC) on the 18 July, after which the report (with FSC thoughts and recommendations) will be circulated to the Board for information.

9. DIRECTOR'S REPORT

The Board noted paper B/2678, 'Director's Report'. The Director reported on her recent activities including a meeting of the Human Rights Advisory Panel, the Foreign Secretary's Steering Committee on (PSVI) Preventing Sexual Violence Initiative and AIUK's evidence to the Foreign Affairs Committee. Other events included the Media Awards and the Wilbefore Lecture in Hull. The Director updated the Board on global campaigns and other movement meetings. The Board thanked the Director for her report.

10. IISC – ANNUAL PLAN AND RECOMMENDATIONS TO THE BOARD

The Board noted paper B/2679, the IISC's Annual report for 2011-2012 and received an update from Harrison Littler, IISC Chair on the IISC's plans for 2013. The 2013 agenda has been mostly dictated by consultation papers and the ICM. The IISC have a one year planning cycle which they plan to extend to cover two years in line with the international movement. This might have implications on recruitment and costs of governance which the IISC are looking into and will report to the Board in due course. The Board thanked the IISC for the paper.

11. COUNTRY CO-ORDINATOR'S REPORT

Tim Hancock, Campaigns Director presented the Draft Management Response to the Country Co-ordinator's Annual Questionnaire 2012. The Draft Management Response thanked the efforts of the country co-ordinators in helping to further improve the Section's contribution to improving human rights. The country co-ordinators presented their responses to the annual questionnaire to the Active Members Sub-Committee (AMSC), it was very well received. The Draft Management Response seeks to address some of the issues raised including country co-ordinators demographics and how to increase their diversity, country co-ordinators' experience of the CAPP process and its impact on their work, relationships with staff and the country co-ordinator's role and plans for the future. The Board discussed the draft response and agreed to send it to the country co-ordinators.

The Board thanked Tim Hancock, Campaigns Director and all those who worked on the draft response.

12. REPORT AGAINST PLAN

12.1 Organisational Plan; AIUK Priorities 2013 and Report Against Plan.

The Board noted the Section's priorities and the report against plan for the second quarter.

13. REPORTS FROM SUB-COMMITTEES

13.1 Minutes from the Active Members Sub-Committee

The Board noted the AMSC minutes (paper B/2682).

13.2 Minutes from the International Issues Sub-Committee

The Board noted the minutes of the IISC meeting held 29 June 2013.

13.3 Minutes from the Human Resources Sub-Committee

The Board noted the minutes of the HRSC. The HRSC also submitted a Board grievance procedure - for Board member(s) to raise grievance against another Board member (alongside the Board code of conduct). The Board discussed the grievance procedure and agreed that it should go back to the HRSC and consideration given to bringing all aspects of the Board Code of Conduct together.

14. CLOSING REMARKS

The Chair thanked the Board for attending the meeting. The Board thanked Ruth Dawson, Staff Representative for her feedback and conveying staff comments. Louise Ewington, thanked the Events Team for all their work in preparing the Gambia Event in the HRAC, the event was very well organized.