

Amnesty International UK
DRAFT Minutes of the Governance Task Force Meeting held on 13 September 2014
Human Rights Action Centre
17-25 New Inn Yard, EC2A 3EA

Attendees:

Sheila Banks
 Chris Ramsey
 Clive Briscoe
 Sarah O' Grady
 Peter Pack
 Malcolm Dingwall-Smith
 Hannah Perry
 Naomi Hunter

Staff attending

Karen Wagstaff
 Tim Hancock (minutes)

1	Welcome and introductions Sheila welcomed participants to the meeting.	
2.	Apologies Tom Hedley Eilidh Douglas	
3.	Announcements	Sheila
5.1	Sheila Banks announced that Liz Mottershaw has resigned from the Governance Task Force due to new commitments arising. Sheila will write to express the GTF's thanks for her contribution.	
5.2	After discussion, the GTF agreed that as work was so advanced, it would not be appropriate to replace Liz at this stage.	
5.3	Chris Ramsey noted that, at its outset, the GTF had 14 members, of which four were members of the Board. Following Liz's resignation, there were ten members – four of whom were Board members. The balance of Board/Non-Board members of the task force had changed, it was therefore particularly important to ensure that the GTF provide a clear report to the AGM, so that the distinction between the GTF and Board was apparent. The GTF concurred.	
4.	Minutes of previous meeting	

4.1	Item 3.2: First bullet point should be corrected to read “matters arising item 8.1. It was decided that the final version of the consultation protocol would not be brought back to the GTF until the draft has been reviewed in the light of further information from other AI sections”. Note that amendment also changes May’s minutes.	Tim
4.2	Item 3.2. Third bullet point (final paragraph) should be amended to read “minutes, papers and agenda”. Note that this amendment also changes May’s minutes.	Tim
4.3	Item 4.5: Should refer to “Tony” and not “Tim”	Tim
4.4	Item 6.5 (6 th bullet point): This should be changed so that the minute reads “The GTF will aim to meet by 31 st January...”	Tim
4.5	Options to improve the voting system in use at the AGM so as to avoid the situation that had arisen in April 2014 regarding the 3 votes on the Sex Work policy were discussed. Any changes will need to be considered as part of the review of the constitution	Chris
4.6	The GTF reiterated that minutes needed to be circulated promptly and proposed that final versions be saved as pdf documents.	Tim
5.	Matters arising	
5.1	Sheila will write a letter of thanks to Mike Parkinson	Sheila
5.2	Sheila Banks has drafted a list of recommendations and decisions. Chris Ramsey asked that the dates that the recommendations were made be shown, along with the response from the Board (or other outcome). The GTF agreed with this and also established that the GTF’s decisions did not need recording, if they were only of relevance to the Task Force itself. Sheila agreed to carry this out so that a new version would be available for Governance Day.	Sheila
5.3	SOC input to the SOC review will be carried forward as part of the NCVO consultancy (see below).	Sheila
5.4	Recommendations to the Board concerning financial accountability were discussed at the July meeting. Sheila will forward the paper and recommendations to the Board.	Sheila
5.5	Hannah confirmed she has circulated the results of the role survey.	
5.6	Sheila will write a letter of thanks to Iain McSeveney.	Sheila
5.7	Sheila will send the benchmarking guide to the Board.	Sheila
5.8	Chris Ramsey confirmed that a paper containing recommendations to the Board sub-committee review had been circulated by email. Peter Pack suggested that the cycle of sub-committee establishment be considered. Hannah said that the Board had discussed this but no recommendations for change had followed. Sarah	CCT sub group

	O' Grady asked for clarification of the point relating to composition of sub-committees. The sub-group will provide this and bring the full paper back to a future GTF meeting.	
5.9	Sheila clarified that the task she had undertaken on "lessons learned re EGM" will focus on the resolutions.	Sheila
5.10	Chris Ramsey suggested that the CAPP review was relevant to the GTF's work and was concerned that the GTF wasn't informed or involved in the consultation. Chris asked whether the report could be shared with the GTF. The GTF felt that they should have been informed about it. Tim undertook to transmit this to the Senior Management Team.	Tim
5.11	Hannah asked for clarification of the decision taken at the July meeting regarding the role consultation. 2013 AGM decision E5 paragraph 4 instructed the GTF "To oversee a membership consultation on the role of AIUK within the context of the international movement and our agreed strategic directions 2011-2016." The 'role' was defined in early 2013 as part of Cost and Priorities Programme (CAPP) as: "It is AIUK's role to connect people in the UK to the global struggle for human rights change and inspire them to join our work." The GTF interpreted the resolution to mean a consultation on the description of the role (ie is this statement a correct, clear and effective summary of AIUK's role?) rather than on a more open question (ie what should AIUK's role be?). The GTF worked on the basis that this would be included with the other items requiring consultation but were unclear how to formulate the questions in order to make the consultation meaningful. To that end, we undertook a smaller, more focussed consultation with the wide range of activists who are sent the monthly Chair's Email. We received only 45 responses and those responses provided no clear trend or direction for the GTF. The GTF concluded that a wider consultation was equally unlikely to produce a meaningful response and therefore reluctantly agreed not to undertake further consultation on the matter. The results of the consultation are available on the website and have been circulated to respondents. G	
6	NCVO Review of AIUK's Constitution and General Meeting Standing Orders	
6.1	Anne Moynihan, from the National Council for Voluntary Organisations joined the meeting. NCVO have been commissioned to undertake a review of AIUK's constitution and standing orders. Anne will be leading the project.	
6.2	An inception meeting is to be arranged within the next few days. The next step will be finalise a project plan. After this, the first substantive stage will be to conduct a desk review of the governing documents. The key benchmark will be the Code of Good Governance (developed by NCVO, the Charity Commission and others). Issues arising from this would be discussed at a meeting of the GTF (to be arranged) together with any other suggestions for changes to the constitution from the GTF. . This meeting would shape a consultation with members. This consultation will consist of an online survey and a series of focus group meetings.	Karen
6.3	The following points arose in discussion: <ul style="list-style-type: none"> • It would be useful to develop a sense of AIUK's appetite for change • To define the approach, it might be useful to speak to a few members of the GTF, Board and staff to help form the project plan; 	

<p>6.4</p> <p>6.5</p>	<ul style="list-style-type: none"> • The GTF wanted to drive the review; • AIUK has changed significantly since the governing structure was last reviewed at a fundamental level. So has governance. • There would be a meeting of the full GTF before the consultation process. • It was intended to send the on-line survey to all members. • Consultation will also include around ten small group meetings of 3-10 people (focus group meetings) and up to 10 individual meetings – these needed to involve grass roots members, individuals who had come to the AGM for the first time in 2014 and, if possible, members of the Youth Advisory Group. <p>In considering the timelines for this project, the following dates were important</p> <ul style="list-style-type: none"> • Tba –GTF meeting • 8 November –GTF meeting • 29 November – Board meeting • 10 Jan – GTF Meeting • 7 Feb – Board meeting • 16 – Feb – AGM Resolutions deadline (this requires confirmation) <p>Members agreed to send any thoughts they had on which constitutional items needed to be included in the consultation to the GTF Chair.</p>	<p>Tim</p> <p>GTF members</p>
<p>7</p> <p>7.1</p> <p>7.2</p> <p>7.3</p>	<p>Feedback and recommendations from the sub-groups</p> <p><u>Sub Group 1</u></p> <p>The GTF welcomed the report from sub-group 1. It contained no recommendations to this meeting. However, the GTF also discussed advice and analysis from AIUK’s lawyers Bates, Wells & Braithwaite who had been commissioned to assess AIUK’s constitution – given that this had not been comprehensively subject to a comprehensive legal review since the last major overhaul of UK Company Law (in 2006).</p> <p>Options for constitutional change that should be subject to broader consultation</p> <ul style="list-style-type: none"> • Lowering of the minimum age of a director from 18 years to 16 years should be part of broader consultation. (3.5)¹ • How the members may requisition an extraordinary general meeting (3.9) <p>Options that require further discussion</p> <ul style="list-style-type: none"> • Insertion of powers for Directors to call a general meeting on short notice in urgent circumstances or if approved by the requisite majority of members (3.10) • Removal of the requirement that resolutions at a general meeting need to be provided to the Company Secretary 60 days in advance of the meeting (3.19). Members of the GTF expressed a view that the AGM timelines need review in their entirety. • Addition of maximum term of office for the Chair and Vice Chair. Also, it needs to be clarified whether under this option, an individual could serve 	

¹ Numbering in parenthesis correspond to section numbering used by Bates Wells & Braithwaite.

	<p>for six years as Vice-Chair and, later, as Chair for six years (and vice-versa). (3.13)</p> <ul style="list-style-type: none"> Conflicts of interest, including with respect to General Meetings – this arises from the AI Core Standards agreed by the ICM in 2013. The GTF agreed that more work was required to consider the issue and that subsequent consultation would be necessary. (4.1) 	
7.4	<p>Options supported by the GTF</p> <ul style="list-style-type: none"> Removal of the requirement in the Section Articles for a special resolution to be sent on 21 days’ notice (3.11) Clarification of who decides whether a Director can be removed from failing to attend three consecutive board meetings with ‘good cause’ (3.12) Changes to terminology (replacing the use of “he or she” and “his or her” with “they” and “their”. (3.20) Making provision for a requirement that the General Meeting afford an opportunity for members to question the Board (arising from AI’s Core Standards). (4.3) 	
7.5	<p>Other issues arising:</p> <ul style="list-style-type: none"> The GTF wondered whether there needs to be a definition of how to attend a Board meeting (i.e. whether phone and internet-based conferencing are permissible). This should be considered further. Addition of provisions allowing Directors to make majority decisions outside of meetings: GTF felt that it might be sensible to reduce a requirement for unanimity for Board decisions in between meetings, whilst something higher than a simple majority might be advisable. The GTF recommended this be 75% of all Board members. (3.6) 	
7.6	<p>The remaining points and options raised by Bates Wells & Braithwaite were noted without comment.</p>	
7.7	<p>Given that Bates Wells & Braithwaite had provided legal advice, a check would be needed to establish the status of the document and when (and in what form) it could be made available to members on request.</p>	Sarah
7.8	<p>Sarah O’Grady noted that this input would be useful for the Board’s consideration of the matter next week.</p>	Sarah
	<p><u>Sub Group 2</u></p>	
7.9	<p>The GTF reviewed the sub-group’s paper “GTF recommendations to AIUK board on the relationship between AIUK governance and the international movement”. The GTF agreed that section 2.4 be removed but other than that endorsed the recommendations. Sheila to send to the Board.</p>	Sheila
7.10	<p>The GTF reviewed “Amnesty International and Amnesty International UK: How does our governance work?” It was agreed that this should be forwarded into AIUK’s design process.</p>	Tim

7.11	<u>Sub Group 3</u> The GTF reviewed the report from sub-group 3 and endorsed the paper. Sheila to send to the Board.	Sheila
7.12	<u>Sub Group 4</u> The GTF welcomed the report from sub-group 4, which provided an update of progress but no recommendations.	
8	FAQs No further FAQs noted	
9	Timeframes/Workplan A meeting needs to be agreed within the next few weeks to assist NCVO in preparing the constitution. Sunday 28 September has been pencilled into the diary, subject to Anne's availability.	All/Karen
10.	There being no need or insufficient time for discussion of agenda items "Review of the GTF" and "Resourcing" and there being no other business, the meeting concluded at 16:00.	
	NOTICE OF NEXT MEETINGS Sunday 28 September – this is to be confirmed Saturday 8 November – this is confirmed. Saturday 10 January 2015	