

Governance Task Force Meeting
19th July 2014: 10am-4pm
17-25 New Inn Yard, EC2A 3EA

Attendees:

Sheila Banks (chair)
Sarah O'Grady,
Tony Farnfield,
Clive Briscoe,
Tom Hedley,
Chris Ramsey,
Naomi Hunter,
Peter Pack,
Tessa Lamb (notes)

Apologies:

Malcolm Dingwall-Smith,
Karen Wagstaff,
Eilidh Douglas,
Liz Mottershaw,
Hannah Perry,
Tim Hancock,
Mike Reed (Standing apology)

1	Welcome and Introductions
	<p>The chair welcomed all in attendance and set out the aims and objectives for the meeting:</p> <ul style="list-style-type: none">• Look at what has been done, what still needs to be done and what had been handed over leading up to January 2015• Track Board decisions: Sheila to compile tracking document and populate it over the coming week recording what has been decided/recommended and progress updates.
2	Announcements
	<p>Resignation of Mike Parkinson: No action to be taken at this stage but to thank him for all the work that he has done.</p>
3	Minutes of Meeting
3.1	8th March meeting: Significant amends made. Sheila's amends have been circulated. Minutes approved by all.
3.2	17th May meeting: -matters arising item 8.1. It was decided that the final version of the consultation

	<p>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</p> <p>- It was noted that during this May meeting it was agreed that minutes, papers and agenda would be posted to the website, and staff reacted promptly. The website is now up to date with most recent set of papers, and previous papers are still to be updated</p>
4	Matters arising
4.1	<ul style="list-style-type: none"> • Item 5 steer on sub-committee work: 1st item: Steer on Sub committee work. Board looking into. Hannah was doing informal consultation
4.2	<ul style="list-style-type: none"> • Item 5 protocol for version control of documents: Agreed
4.3	<ul style="list-style-type: none"> • Item 5 create document of all decisions /recommendations: Sheila to action
4.4	<ul style="list-style-type: none"> • Item 6 clarify Board undertaking review of governance v executive relationship: TO be discussed further with work of Sub-Group 2. Work is been undertaken elsewhere.
4.5	<ul style="list-style-type: none"> • Item 7 SG1 seek Board clarification on member/donor review: On-going; Tony looking at legal issues fundamental to achieving this. Remains in GTF remit to advise and oversee. No decision made on how to formally involve GTF.
4.6	<ul style="list-style-type: none"> • Item 7 SG3 send link to Nolan report to GTF: Done
4.7	<ul style="list-style-type: none"> • Item 7 SG4 (fully reproduced in Chair's report) <ul style="list-style-type: none"> -template for Chair's email: Agreed but not yet available -review of TOR's of Board subcommittees: In Board decisions paper- to be referred to activism subcommittee to explore further -create TOR's for representative bodies: No Board decision taken -agree process for sign off of TOR's: Agreed -redesignate representative bodies as forum: Gone back to ASC for representative bodies to comment on -review email lists: Agreed - representative bodies to consider Board report: Gone back to ASC -representative bodies able to raise issues to Board: Gone back to ASC -standing item on Board agenda for representative body issues: There is already a reserved agenda item for some bodies, but no regional representative place -record of matters raised and Board response available to membership: Agreed -Board rep to attend representative body meetings and regional conferences : Agreed in principle, Board working it out.
4.8	<ul style="list-style-type: none"> • Item 8 propose voting systems work in progress
4.9	<ul style="list-style-type: none"> • Item 8 clarify constitutional/articles work: Is the Board saying we are finding it easier to work with SG1 and sidelining from GTF? Return after lunch *****
4.10	<ul style="list-style-type: none"> • Item 8 timeline to 2016: Done in consultation with Board. All agreed with timeline
5	Review of GTF

	<p>-How we undertake/coordinate consultation: Is there an overlap between SG 4 and 2. This item will form part of overall discussion)</p>
6	<p>Feedback and Recommendations from Sub-groups 1-4</p> <p><u>SUB GROUP 1: AIUK Governance Structure Including AGM</u></p>
6.1	i) Agreed to take on external assessment
6.2	ii) Development of Special Resolutions for 2015 AGM - Looking at developing ordinary resolutions for 2015 AGM and to ask membership to take on as special resolution at 2016 AGM. Two stage process: bring back to 2016 AGM as special resolution to change constitution with regards to legal compliance, core standards and general tidying up. Ordinary resolution can be discussed and debated at 2015 AGM. Special resolution cannot be changed. - Look to engage lawyers, Compass or other voluntary organisations to bring in other expertise and work together in an open and inclusive way.
6.3	iii) Consultation with members Clear steer established, now need to hone in on what membership should be consulted on and how could to engage with membership more
6.4	iv) Identification of broader constitutional change issues -SG1 will make recommendation (Clive and Naomi leading) to GTF at next meeting; ensure all aligned -Board confirms if happy for consultation to go ahead -GTF then puts out consultation -Get results: GTF makes decisions/recommendations -Key matters brought to plenaries for discussion
6.5	v) Changes to General Meeting Standing Orders Similar process to previous items, including SOC engagement. -SG1 extended thanks to Sarah, Board, Tim and staff for direction and support for work - SG1 will present resolutions at next meeting for further discussion. Important that GTF is prepared to be critical to help with feedback. - Consultation to take place in Autumn before 2015 AGM by January - GTF to make recommendations regarding what it hopes to achieve and what to consult on - GTF remit is to engage members as to what they want in consultation process. Need to look at how to engage people in the period between Jan-April - GTF will aim to meet by 31 st January, not precluding any form of discussion with other members of the movement -Timetable for consultation to consider sending paper to groups and putting in magazine - GTF to agree on recommendations to Board with drafts of resolution at September meeting -SG1 are working with the Board to come up with timescale, methodology and between July and September are fine-tuning process to identify what will be the best way to consult

<p>6.6</p>	<ul style="list-style-type: none"> -Will need some staff time/consultant time - Board involvement will be one of oversight - Need to start work on this as soon as possible. Any work to be sent to all GTF members for comments in Sheila's absence <p>Important dates: Board meeting in November Regional meetings: start on 4th October Governance Day: 20th September</p> <ul style="list-style-type: none"> • Chair's Report to the GTF <p>All agreed on recommendation 3.1 and 3.2</p> <ul style="list-style-type: none"> ➤ Sheila to speak to SOC about who is responsible for engaging SOC in finalising Special Resolutions
<p>7</p> <p>7.1</p> <p>7.2</p>	<p><u>SUB GROUP 2: Relations with the International Movement</u></p> <p>3 appendices for consideration</p> <p>Appendix 1: RECOMMENDATIONS TO AIUK BOARD concerning financial accountability of the IS to AIUK</p> <p>Background:</p> <p>Tony has been working with Mike Reed, Mike Parkinson and Iain McSeverny. Improved collaborative working relationship with IS, now with a sense of financial reality and shared purpose. Assessment mechanism is open and being explored, shared desire to have impact as Amnesty.</p> <p>More sections being more involved in fundraising will hopefully mean a change at least through to medium term.</p> <p>Importance of transparency</p> <ul style="list-style-type: none"> -Taken to FSC, get reporting from IS and AIUK putting together an executive summary -This is a work in progress, but has been done as stipulated in AGM resolution. -Communications: Important step in term of transparency. <p>-Paper agreed and will be submitted for next Board meeting with addition that: The Board accepts this recommendation but takes the opportunity to notify members as to where this information is and how it can be accessed. Recognise that this is improving all the time but more improvements to be made.</p> <p>AIUK should let members know how to access information (in magazine) All agreed this is a good example of how much staff support there is for GTF</p> <ul style="list-style-type: none"> ➤ Survey completed, results to be circulated ➤ GTF to send best wishes note and thanks to Iain on his leaving AIUK <p>Appendix 2: BENCHMARKING PROCESS – A BRIEF GUIDE</p> <ul style="list-style-type: none"> -This was a useful document for Board explaining best practice of benchmarking. -GTF not taking forward but could be useful in the future -Approved to send to Board as benchmarking tool Sheila to action -Concludes work of remit item 2 of subgroup 2. Mechanisms in place to ensure

<p>7.3</p> <p>steps</p>	<p>that this is maintained: Monitoring body FSC will receive this report on a regular basis and feedback to IS if unhappy.</p> <p>Appendix 3: GTF Subgroup 2, remit item 3 – July 2014 proposal to full GTF on next</p> <p>-Suggested recommendations to the Board</p> <p>-Looking at ways to make members better informed about what is going on which will lead to improved contribution to discussion:</p> <ol style="list-style-type: none"> 1. Focusing on Awareness of International movement 2. Ability to contribute <p>-Sarah flagged up issues of resourcing but highlighted the importance of the Board hearing what members want. Some papers need to be distributed to members, which will in turn increase transparency.</p>
<p>7.4</p>	<p>1.1 Creating an area on the website for the international policy materials</p> <p>Need to make distinction between public and members if we allow members only docs</p> <p>AIUK is currently implementing Members only as instructed Board</p> <ul style="list-style-type: none"> ➤ to be amended to say it will be included in members only section ➤ Progress report at first GTF meeting in 2015 to find out whether it has been implemented or not <p>-GTF members noted the need for changes/improvements on the website: currently not intuitive or easy to search. Need easily accessible information. Use AI Canada as example. Need to have vibrancy to attract new people as well as the governance</p>
<p>7.6</p>	<p>1.5 Access to intranet.amnesty.org</p> <p>Peter to rewrite paragraph and circulate</p>
<p>7.7</p>	<p>1.6 Review of roles</p> <ol style="list-style-type: none"> a) Should be taken out <p>-Need to look at structure on IISC and how they can contribute to engage more with members. Made up of board members and individuals; expertise but don't have immediate relationship with members. Changing nature of IISC could be useful contribution to raising awareness and engaging membership on international issues.</p> <p>-Role of committees should be to act as two-way feedback mechanism</p> <p>Remit 3: Item we will return to in September meeting, including other subcommittees</p>
<p>7.8</p>	<p>2.1 International consultations:</p> <ol style="list-style-type: none"> c) Replace with: (Details to come) with "In due course"
<p>7.9</p>	<p>2.2 AGM resolutions process</p> <p>-GTF expressed concerns about the time constraints on SOC. Assumes that SOC have greater knowledge of International issues and where decisions are made. Only able to liaise with 1 member of staff</p> <p>-Sarah agreed and noted the need for something needs to change to ensure that there is additional resource and that they are better equipped to deal with questions that come up.</p> <p>- Need to remain conscious of the fact that moving in on controls could affect</p>

	<p>democracy.</p> <p>-Point of clarification on d) Background notes: the Board does have right to reply. These are not owned by the SOC.</p> <ul style="list-style-type: none"> ➤ Take2.2 out and pass on to SG1 as part of their consideration of SOC ➤ Peter to reword document. Will circulate before September meeting <p>Survey: as instructed by AGM 2013 Many not aware that survey was happening; only 45 respondents and cannot therefore draw any conclusions on this basis</p> <p>Hannah suggests that we give results of this survey to those who took part and to AMSC Need to publish results and analysis, thank you for participating and possibly include in report at end of the year</p> <ul style="list-style-type: none"> ➤ Results link could go out in next chair's letter reporting results (if possible and if link is ready). Sarah to action <p>AMSC, AIUK Charitable Trust BOARD IISC Childrens Human Rights Network Committee, GTF etc Country Coordinators' Network FSC GTF Human Resources Sub-Committee (HRSC) Local Group Secretaries LGBT Network Committee Membership and Board Appeals Committee Nominations Committee (NOMSCOM) Regional Representatives Network Speakers Network STAN Standing Orders Committee TUNC Womens Action Network Committee AGM Chair</p> <p>All remit items of SG2 will have been completed by September meeting</p>
<p>8</p> <p>8.1</p> <p>8.2</p>	<p>SUB GROUP 3: Support for members holding elected posts</p> <p>1. E4-1 ToR 7: Sufficient and appropriate skills and experience of Board</p> <ul style="list-style-type: none"> -Membership of Board: Putting together a team of people more than just competent management system. Groups of skills are fundamental. -Various legal requirements for board members: act according to constitution, not to act beyond you power, they are there as servants of the members. -Trying to shift legal duties into Board's set of skills - Need to ensure that members are representative -Lack of credibility of commercial fields of public sector and NGO sector. Need to do more than we are doing now. To be put in skills and competencies -Managerial skills could be categorised more effectively - Skills of individuals: some skills that all need to have -add in dimension on what make up of group should include <p>3. E4-3 ToR9 Appropriate training and support given to Board and Nom Com Accessibility/Learnability:</p> <ul style="list-style-type: none"> -Is it something that will be picked up quickly? –include in induction process -Will it take longer than 3 years? –Need to take into consideration -Sarah noted that the Board is aware that there is more to be done in setting out particular set of skills for Board and Board members -Peter to include introduction and to circulate

<p>9</p>	<p>SUBGROUP 4: Consultation, communication and transparency</p> <p>Tom fed back that the TU does not agree to being re-designated as forum GTF agreed that there was no problem with TU remaining network</p> <p>1st item: Steer on Subcommittee work. Hannah was doing informal consultation. Board to produce recommendations to bring to GTF.</p> <p>➤ Peter to update document of status quo of remits for subgroups 1-4</p> <p>Sheila to write up lessons learnt from EGM looking at where work we do is impacting on those issues</p>
<p>10</p>	<p>AOB</p> <p>GTF members were saddened by the news of the death of Tessa Van Der Sande (27) of AI Netherlands on the Malaysian airlines plane. Condolences were sent to family and the section</p>

Next meetings:

- **13th September**
- **8th November 2014**
- **10th January 2014** (reports to Sheila by 3rd/4th)
- **AGM: 17th-19th April**