

Scoping report of Sub-Group 1 – ‘AIUK Governance Structure including AGM’ to the Governance Task Force plenary meeting 19th July 2014

1. Introduction

1.1 This paper updates on the progress of the Governance Task Force (GTF) Sub-Group 1 – AIUK Governance Structure including AGM. The focus is on the review of constitution and general meeting standing. Other areas of sub-group 1’s remit can be updated verbally at the meeting.

2. Constitution and standing orders review

2.1 At the last GTF meeting on 17th May 2014 the group considered how to approach a constitutional review. It was suggested that due to the size of the task a revised timescale might have to be put in place that would see this work finalised at the 2016 AGM.

2.2 The meeting was also informed that the Board has also been discussing this issue. Since that meeting the presence of Sarah O’Grady (Chair, AIUK) in both the sub-group and the Board discussions has been crucial in ensuring the work of both bodies is aligned. This process has been undertaken with a view to continuing the principle under which the GTF was created that this is a partnership between the Board, staff, and wider membership.

2.3 The Board are due to consider how it would like this work to proceed. A proposal will be considered at the Board meeting on Saturday 12th July. The outline of this proposal is given below, whilst the detailed timeline will be circulated to the GTF by the Board following this meeting with any changes agreed at that meeting.

2.4 Two aspects of the Board proposal should be noted. The first is that there is a desire to see as much of the constitutional and standing orders review process as possible to be completed in time for proposals to be put to the membership at the 2015 AGM.

2.5 The second aspect is that the draft proposal shared with the sub-group outlines a greater degree of co-ordination and leadership of the process being taken by the Board, than has previously been discussed by the GTF. Staff would be asked to take a greater role in conducting, managing and facilitating certain elements of the work. The GTF would still maintain a significant role in considering options and shaping proposals. This approach has been discussed at length by the sub-group with an honest and wide ranging discussions of the pros and cons of this approach. On balance the sub-group is supportive of the proposal on the grounds that to complete this volume of work in this time-frame and to the quality required is beyond the capacity of the members of the sub-group and/ or wider GTF. It should also help overcome some of the issues that the GTF faces in terms of unclear authority to direct the use of AIUK’s financial and human resources towards completing this review. Overall, it is the view of the GTF that the approach proposed by the Board will keep the GTF central to the process, whilst ensuring the best and most efficient outcome for AIUK.

The draft Board proposal as shared with the sub-group has five elements:

- i) **External assessment** – Consultants and legal experts would be engaged to consider the current constitution from two points. Does it meet all legal requirements of AIUK? How does it compare to good practice in the sector? This would lead to a report of recommendations.

- ii) **Development of Special Resolutions for 2015 AGM** – The recommendations from the external assessment (element 1) will be combined with a consideration of Amnesty International’s core standards to develop special resolutions on areas that can be classified as non-controversial and necessary changes.
- iii) **Consultation with members** – A consultation with members would be held to both ensure that members were aware of why any special resolutions proposed are required and to gather views and opinions on issues that are more unique to how Amnesty works or more controversial and will inform the fourth and fifth element.
- iv) **Identification of broader constitutional change issues** – The GTF and the Board would work together informed by the external assessment to identify areas that need more careful consideration. These will be areas where opinions are more likely to be split or which are more unique to how Amnesty works (where the aim is to reflect how we want to operate and govern ourselves rather than how we meet external standards and requirements). The views of membership will be collected on these issues via the membership consultation (element 3). Once the GTF have fully considered these issues they will then recommend to the Board, resolutions to be taken to the 2015 AGM as ordinary resolutions. These would be ‘enabling resolutions’ which would instruct the Board to prepare a special resolution(s) reflecting the decision to be presented to the 2016 AGM. This approach has been taken previously where proposed constitutional changes are concerned (e.g. for lowering the age at which members qualified for voting rights). The advantages to this approach is that it gives a greater lead in time for consultation and consideration, and also allows for full debate and membership amendments to these resolutions to be proposed at the 2015 AGM. It would still be for the membership to accept or reject changes to the constitution, that result from ordinary resolutions passed at the 2015 AGM, by voting on the special resolutions that they enable at the 2016 AGM (with a 75% threshold required for change).
- v) **Changes to General Meeting Standing Orders** – Changes to AIUK’s General Meeting standing orders would be considered in much the same way as constitutional changes in element 4, with ordinary resolutions to the 2015 AGM. The key differences would be that the Standing Orders Committee would be engaged in this process. Any ordinary resolutions passed in 2015 relating to the standing orders would then be incorporated into the standing orders presented to the AGM in 2016 for adoption. These would be adopted with a simple majority (i.e. over 50%).

2.6 It is envisaged that the GTF would have significant role up to the 2015 AGM in this process, when the GTF’s mandate ends. Following the AGM and before the 2016 AGM it would be for the Board to take the required legal advice, consider if any further consultation is required (with specific groups or the membership at large), work with the Standing Orders Committee, and finalise Special Resolutions for the 2016 AGM.

3. Recommendation

3.1 The GTF are asked to consider the content of this report along with any information provided by the Board and support the Board’s approach, asking sub-group 1 to work with the Board to implement this approach.

3.2 Based on that decision, consider the Board’s timetable for this review when setting GTF dates for the remainder of 2014 and early 2015, noting that significant GTF plenary time is likely to be required to allow all GTF members to input into, influence and agree the recommendations to the Board for special and ordinary resolutions.