

**Amnesty International UK Governance Taskforce (GTF)**

**Saturday 11 January 2014  
10.00am-4.00pm**

**1st Floor Room F1  
Human Rights Action Centre  
17-25 New Inn Yard, London, EC2A 3EA**

**Present:**

Sheila Banks, Chair, SOC Representative  
Sarah, O'Grady, Trust Representative  
Clive Briscoe, GTF Member  
Hannah Perry, AMSC Chair and Board Member  
Elizabeth Mottershaw, IISC Representative  
Malcolm Dingwall-Smith, AMSC Representative  
Mike Parkinson, FSC Member  
Peter Pack, GTF Member  
Naomi Hunter, GTF Member  
Chris Ramsey, GTF Member and Regional Representative for SW  
Elidh Douglas, Youth and Student Representative Co-optee  
Mike Reed, GTF Member and TWG Member and representing EMG

**Apologies:**

Kate Allen, Director AIUK  
Tom Hedley, Board Representative

**Staff attending:**

Tim Hancock, Director of Chief Executive Office  
Donna Driscoll, PA AIUK, Minute Taker  
Karen Wagstaff, Strategy, Governance and Planning Officer

	<b>Item</b>	<b>Action</b>
1.	<b>Welcome and Introductions</b> The Chair welcomed everyone to the GTF meeting and asked members to introduce themselves.	
2.	<b>Announcements</b>  The replacement non-Board member has not yet been appointed but this should have been completed by the next meeting.  Mike Reid is still listed as a member of the Task Force. This is to be amended.	<b>Donna</b>
3.	<b>Minutes of last meeting – 12 October 2013</b>  The GTF group approved the previous GTF minutes of 16 November 2013.	

<p>4.</p>	<p><b>Matters Arising</b></p> <p>4.1 From previous minutes:</p> <ul style="list-style-type: none"> <li>o <b>Subgroups</b> to inform the Consultation Group of the type of questions they would like the consultation to include. <b>Groups to keep this in mind.</b></li> </ul> <p>4.2 Comms statement for the Magazine – It was decided that the Chairs Update was a better vehicle for the Comms Statement than the magazine.</p> <p>4.3 <b>Resolution regarding the extension of the GTF</b> – A question arose as to whether the resolution needed to clarify the current makeup of the GTF. There was debate as to whether the proposal should ask for the GTF to end in July 2015 or at the end of the AGM 2015. It was decided to stick with end of July 2015 with a note in the background notes stating that it is not our intention to push past the AGM 2015. It was also decided that the second paragraph should be simplified to just; ‘Proposal that the current GTF be extended for a further year to July 2015’.</p>	<p><b>Subgroups</b></p>
<p>5.</p>	<p><b>Housekeeping / reporting to the Board</b></p> <p>5.1 A formalised system will be implemented to record what has been put forward to the Board.</p> <p>5.2 Update to members on progress will go via the Chair’s email</p> <p>5.3 Each Sub-group workplan is to be fed into an overarching workplan for the GTF</p> <p>5.4 A template will be created for sub-group reports being worked on / due.</p>	<p><b>Donna</b></p> <p><b>Tim, Sarah, Sheila</b></p> <p><b>Karen</b></p> <p><b>Donna</b></p>
<p>6.</p>	<p><b>Nominations Committee</b></p> <p>One member of the GTF sought to consider the possibility of an alternative Special resolution for the AGM to consider. This would have increased the number of elected members of Nom Com. This was not supported by others and the existing Special resolution was agreed.</p> <p><b>Action:</b> Place the Special Resolution into the magazine and formally submit it (<b>Tim</b>).</p> <p>Tim to follow-up the ordinary resolution with Sarah</p>	<p><b>Tim</b></p> <p><b>Tim</b></p>

<b>Feedback and recommendations from Sub Groups 1-4</b>		
7.	<p><b>Subgroup 1 ‘AIUK Governance Structure including AGM’</b></p> <p><b>7.1 Core Standards</b></p> <p>7.1.1 The GTF discussed how to tackle the distribution of work relating to the Core Standards. It was asked whether the GTF are happy for a single exercise to be taken to cover all Core Standards including Management and Operations. Tim noted that it makes sense to do this so as not to have to repeat the process at a later date.</p> <p>7.1.2. It was also noted that the GTFs task is to ask if there is a governance mechanism that would ensure that policies are implemented. It is important to ensure that the methodologies are being adopted even where the GTF are not covering those Core Standards.</p> <p>7.1.3. Tim to recirculate the Core Standards to each subgroup and identify interest before the next meeting.</p> <p>7.1.4. One person in each subgroup to pick up which Core Standards relate to them. The Chairs of each subgroup will meet to discuss.</p> <p><b>7.2 Constitutional Review</b></p> <p>A substantial discussion took place regarding the Constitutional review. Tim noted that it was important to get started on the Constitutional Review as soon as possible.</p> <p>It was suggested that a Benchmarking exercise was needed to look at Best Practice relating to the Constitution in other organisations</p> <p><b>Deadline 24<sup>th</sup> January for Core Standards and feedback relating to Malcolm’s document</b></p> <p><b>Constitutional Review – Deadline for subgroups to identify issues in their remit which may require Constitutional change and notify these to SG1: Feb 14<sup>th</sup></b></p>	<p><b>Tim</b></p> <p><b>Subgroups</b></p>
8.	<p><b>Subgroup 2 ‘Relations with the International Movement (RIM)’</b></p> <p>The GTF discussed the work of subgroup 2 :</p> <p>8.1. The last GTF discussed taking a resolution to the AGM, for them to put forward a resolution to the ICM, regarding the Chairs Assembly. The subgroup ask the Chair of AIUK to make a formal request to the Chairs Forum steering committee to identify agenda items where it would be useful to get advice from membership. The idea of an ICM resolution will be reconsidered for 2015, where useful, getting advice from the</p>	

	<p>membership.</p> <p>8.2 No opposition to the Chairs Assembly proposal – GTF recommends that the Board actions this issue. A note from Sheila to the Board will formalise this and it will be logged on the holding document for recommendations.</p> <p>8.3 Second part of the remit is to consider how the IS is accountable to AIUK for the judicial use of funds. Liz has collated and presented concerns re the financial accountability between AIUK and IS to Tony and has a written response. She would like to set up a meeting with Tony and the FSC to discuss in more detail.</p> <p>8.4 The question of having an additional member to replace Mike will be discussed at the Board. Sarah will report on this at the next meeting.</p> <p>Peter volunteered his time to help subgroup 2.</p> <p>Hannah – Role Consultation update – minor tweaks on the language to be done. Hannah will recirculate to go out with the Chairs update at the beginning of February.</p>	<p><b>Sheila</b></p> <p><b>Liz</b></p> <p><b>Sarah</b></p> <p><b>Peter</b></p> <p><b>Hannah</b></p>
<p>9.</p>	<p><b>Subgroup 3 ‘Supporting elected members’</b></p> <p><b>9.1 Skills and experience review</b></p> <p>9.1.1 Regarding the draft questionnaire looking at the range of skills and experience for the Board, Peter commented that the constitution is limited in saying what the Board does and the website is not clear on what skills are required.</p> <p>9.1.2 GTF concluded that they need to put together a document listing what the Board does and the skills required as a basis for addressing skills and training. The first draft has been circulated and is open to suggestions and amendments. The list draws from the list the IEC put together 3 or 4 years ago.</p> <p>9.1.3 Mike asked if there was a better compensation package that could be considered so as not to put off potential Board Members?</p> <p>9.1.4 Sarah pointed out that HRSC is doing work around identifying disincentives to becoming a Board member therefore some coordination between the two groups would be beneficial. Sarah will work with the HRSC and GTF to clarify roles, responsibilities and co-operation.</p> <p>The document needs to be explicit on the front page that participation can be anonymous.</p> <p>Elidh commented that the Board is supposed to be representative so we</p>	<p><b>Sarah</b></p> <p><b>Peter</b></p>

	<p>need to address issues as to how reserve network seats work.</p> <p>HRSC will send Peter all the information they have on skills and experience for refining. Peter will revise the document and send for further comments.</p> <p>Naomi will give guidance on issues related to the Companies Act 2006.</p> <p><b>All feedback to Peter by 24<sup>th</sup> January and back to GTF for final comments by Feb 1</b></p>	<p><b>Sarah / Peter</b></p> <p><b>Naomi</b></p> <p><b>Subgroups</b></p>
10.	<p><b>Subgroup 4 ‘Communications, Consultation and Transparency’</b></p> <p><b>10.1 Communications review</b></p> <p>10.1.1 SG4 are at the information gathering stage and testing to see how information is viewed outside of AIUK, through interviews. ICM 26 has a list of terms used in AI. It is suggested this is a good basis to work on.</p> <p>10.1.2 Part 1 of the interviews will be completed by mid-January. Tim/Karen are thinking if there are any other questions that could be asked that would help in their own areas of work, they will let <b>Hannah</b> know.</p> <p>10.1.3 The subgroup will work on how to feed back the results to members and bring it back to the GTF when ready.</p> <p>10.1.4 The subgroup recommended that the Board develop a protocol on consultations. This should ensure that we describe the nature of the consultation, who is consulted and keep an audit of how well we are doing asking different parts of the membership. A summary of the consultation is needed. This was agreed by the GTF</p> <p>10.1.5 The sub group recommended that the Board develop a protocol for version control of governance documents. The GTF agreed. . DN: how is this being taken forward? Sheila</p> <p><b>10.2 Benchmarking</b></p> <p>Do we need to get some external expertise in? If so, when? This will be revisited when the work plan is complete.</p>	<p><b>Tim / Karen</b></p> <p><b>SG4</b></p>
11.	<p><b>Comms committee (Consultation Group)</b></p> <p>11.1 A report is needed for the AGM and a workshop / session that has a presentation and a Q&amp;A session.</p> <p>11.2 A workshop title and short summary will be needed in the next couple of days. Sheila will send something out and all input and agree by Thursday.</p> <p>11.3 Naomi and Hannah will be leading on the workshop</p>	<p><b>Hannah, Peter Sheila</b></p> <p><b>Subgroups / Sheila</b></p>

	11.4 Interim report for the Board – Sheila will circulate by Wednesday this week.	<b>Sheila</b>
8.	<b>FAQs</b> The FAQ document will be posted on the website and revised as other questions and answers arise.	<b>Tim</b>
9.	<b>Timeframes</b> Karen will draft an overarching workplan, with subgroups information and key dates.	<b>Karen</b>
10.	<b>Reporting and Communications</b> Discussed under items 5 and 11. The website will be updated after the meeting.	<b>Donna</b>
11.	<b>Resourcing</b> Discussion deferred until draft workplan is produced	
12.	<b>AOB</b> Sheila will do a paragraph of where we are so far for the website. All to write a couple of sentences about themselves and send to Sheila for inclusion on the website.	<b>Sarah Subgroups</b>
13.	<b>Date and Time of next meetings</b> 8 March 2014. 10am-4pm 17 May 10am-4pm	