

Report of Sub-Group 1 – ‘AIUK Governance Structure including AGM’ to the Governance Task Force plenary meeting 17th May 2014

Remit of Sub-Group

- To review the constitution and standing orders and make recommendations for change to the Board and AGM
- To make recommendations to the Board as to what the term “material reorganisation”, as mentioned in decision 6A of the 2013 EGM, should mean for AIUK so that this can be presented to the membership for approval at the 2014 AGM
- To advise on and oversee a process for the admission of AIUK supporters who make donations to AIUK Charitable Trust at least equivalent to the full annual subscription rate for Individual Members, to be admitted as Members of AIUK Section
- Ensure compliance with Core Standards on Governance and Management as agreed at the 2013 ICM
- Review the balance and relationship between governance and the executive

1. Introduction

- 1.1 This paper updates on the progress of the Governance Task Force (GTF) Sub-Group 1 – AIUK Governance Structure including AGM.

2. Governance Standards

- 2.1 From the minutes of the March 2014 meeting of the GTF it was agreed that “GTF leave the Board to do the reporting back [on the core standards] to the IS”. The GTF and its sub-groups will take relevant core standards in to account as they carry out their work and may choose to reference them when reporting and making recommendations.

3. Constitution & General Meeting Standing Orders

- 3.1 The previous reports from sub-group 1 to the GTF outline a number of stages of the ‘review process’ so far.

- o 12 Oct 2013: Items for consideration
- o 16 Nov 2013: Timetable of work
- o 11 Jan 2014: Process and outline
- o 8 Mar 2014: Sub-groups and the constitutional review

- 3.2 The sub-group intends to gather input from a range of relevant stakeholders.

- o 2014 AGM Workshop - complete
- o GTF initial workshop discussion - proposed for 17 May 2014
- o Board - process in place, which will feed in to GTF
- o Board Sub-Committees – consultation will be based on GTF workshop
- o AGM Review Group – consultation will be based on GTF workshop
- o Standing Orders Committee – consultation will be based on GTF workshop
- o Non-governance committees and groups (e.g. STAN, YAG, Regional Reps, etc.) - consultation will be based on GTF workshop
- o Membership - consultation will be based on GTF workshop

3.3 The Board and key staff are currently working to assess the Section against the Amnesty International Core Standards. In addition to our own check against the Core Standards, the outcome of this work will inform the work of the GTF. External legal support is likely to be required towards the end of the process.

3.4 A timeline that will allow for changes to the Articles of Association to be proposed to the 2015 AGM would require

- April 2014 - AGM Workshop
- May 2014 - GTF initial workshop discussion
- June/ July 2014 – Consultation and development by sub-group of options for discussion by GTF (potentially including a further in-depth discussion by GTF during this period)
- Aug 2014 – Sub-Group present outcomes of work to GTF for discussion of options and recommendations
- Aug 2014 – GTF discuss options and recommendations presented by sub-group
- Sept 2014 – GTF seek external legal advice as required
- Oct 2014 – GTF discuss, agree and make recommendations to Board
- Nov 2014 – Board consider recommendations of GTF
- Nov/ Dec 2014 – Lawyers draw up revised Articles based on advice of Board
- Jan 2015 – Decision made by Board to propose special resolution(s)/ normal resolutions
- Feb/ Mar 2015 – Notice of special resolutions to members if required
- Apr 2015 – AGM

4. Charitable Trust

4.1 In line with the GTF's remit, sub-group 1 is looking at the process for the admission of AIUK supporters who make donations to AIUK Charitable Trust to be admitted as Members of AIUK Section. A meeting is due to be held before the GTF, between Sarah O'Grady (Chair AIUK, Charity Trustee, member of GTF), Clive Briscoe (member of GTF), the Director of Corporate Services and AIUK's lawyers to progress this work. A verbal update will be provided at the meeting.