

To: AIUK Board
From: Governance taskforce

Date: 9 March 2014

Subject: **Final proposals and recommendations regarding support for members holding elected posts**

1. Introduction

Three items from 2013 AGM resolutions E4 and E5 were clustered together by the Governance Taskforce (GTF) and worked on by one its sub-groups. These items were:

1. Consider the need to ensure that the membership of the Board has a sufficient and appropriate range and level of skills and experience to equip them for their role of directing and overseeing the operations of the whole AIUK movement. **(E4-1) (ToR 7)**
2. Consider the need to ensure that the Nominations Committee has the skills and experience appropriate to their role of identifying suitable persons for key positions in the governance of AIUK and review the Nominations Committee terms of reference. **(E4-2) (ToR 8)**
3. Consider the need to ensure that appropriate training and support is given to members of the Board and Nominations Committee. **(E4-3) (ToR 9)**

The GTF has now completed its work on these items. A summary of that work, together with proposals and recommendations is contained below.¹

2. Previous recommendations

In the last quarter of 2013, the GTF analyzed the situation of the Nominations Committee (NC). Arising from this work, it recommended to the board that two resolutions be submitted to the 2014 AGM to strengthen the NC. These were accepted by the board and are now on the order paper for the AGM as resolutions C1 and C2. This work covered point 2 above and has some bearing on point 1 also since a successful NC is likely to assist in recruiting board members who bring relevant skills to the board; the rest of this report concern points 1 and 3.

3. Summary of subsequent work

The GTF developed lists of board skills and board roles and responsibilities. It based these on a variety of sources from outside AI, from AI internationally (including from the Core Standards agreed at the 2013 ICM and from reports on the International Board's *Compass-Onboard* review in 2012), and from AIUK. These lists are included as the appendix to this report.

It then surveyed some existing and past board members to get their views of the lists, and as well as finding out about their experience of induction and training for AIUK board members. Eight people responded to this survey. The GTF also discussed with the board's Human Resources Sub Committee (HRSC) the best ways to implement any recommendations from the GTF; it was agreed that the GTF's role is to make recommendations and the HRSC's role is to assist the board in implementing them as appropriate.

The conclusions that the GTF has drawn from the survey and from its own discussions of the matters are:

- a) The lists seem to be broadly correct and should be a useful adjunct to other materials that describe these aspects of the board.

¹ This report has been written by Peter Pack on behalf of the GTF; other GTF members involved in the sub-group that did this work were Naomi Hunter and Tom Hedley.

- b) Induction of board members has been weak: an average score of just under 2/5 suggests that attention needs to be given to making induction more substantial and useful.
- c) There are no trends discernable in the comments on training, so it appears to be broadly adequate. Separate anecdotal evidence suggests, however, that board members do not always feel adequately well informed about international developments in AI.
- d) The board's own resolution on its training budget (C3 for the 2014 AGM) is consistent with the GTF's findings, but it is probably worth considering allocating some of this budget specifically to induction.

4. New recommendations

On the basis of the above, the GTF recommends the following to the Board:

- a) There should be a permanent area of the AIUK website that contains information about the role of the board, the skills and experiences that are beneficial to members, the expectations of board members in terms of workload, etc. This information needs to be available year-round, not just during the period between the announcement of elections and the close of nominations. It also needs to be easy to find.
- b) The board should review and strengthen its induction processes, especially with a view to ensuring that these processes fully inform new board members of their roles and responsibilities, sources of additional help and advice, and recent and contemporary international developments within AI.
- c) The board should continue to monitor its training provision, especially to ensure that it assists all board members in dealing with new challenges in the board's role.
- d) Board members should be clear about the opportunities available to them, both individually and collectively, for relevant training.
- e) The lists of board skills, roles and responsibilities listed in the appendix to this report should be reviewed and finalized by the board, and then made available to anyone interested in a board role and to new board members.
- f) The membership, particularly activists, should be informed of the board's acceptance of these recommendations. They should also be informed that, in the board's view these adequately address the concerns raised by the relevant parts of 2013 AGM decisions E4 and E5.

Appendix: Skills required by board members

Carrying out the board's responsibilities requires individual and collective skills and experience. Some of this is specific to the responsibilities listed. But some is general and cuts across the different roles.

Amongst the main such skills and experience which the board's members should have between them that are relevant are (not in order of importance):-

- **Amnesty International:** knowledge of AI's vision, mission and history; awareness of the role and contribution of AIUK to the international movement. Understanding of the role and diversity of AIUK activists and their work.
- **Human Rights:** Expertise in human rights and international law.
- **National organizations: Government:** Knowledge of government agencies and NGOs policies & processes as relevant to AIUK.
- **Partnerships and alliances:** knowledge and experience of UK civil society/ grassroots movements and activism.
- **Campaigning:** instigating, organising, leading or participating in actions to achieve change.
- **Communications and new media:** understanding of these could benefit AI

- **Policy Development:** experience of developing policy, working with/influencing decision-makers/opinion formers.
- **Strategic Planning:** experience of developing and implementing an organisational strategy and active engagement in strategic thinking and planning)

- ~~Legal~~**The regulatory environment:** knowledge of the law, including company, property, and charity law, and the particular legal obligations of company directors.
- **Financial Management:** experience of financial management at a senior level, which may include relevant professional qualifications.
- **Human Resource Management:** experience of working at a senior level in human resources, including consultancy work and holding professional qualifications.
- **Fundraising:** experience of developing and delivering fundraising programmes.
- ~~M~~**marketing and public relations:** experience of developing and delivering ~~fundraising~~ marketing, and PR strategies, including market research or brand development.
- **Operational Planning:** experience of developing and implementing business and operational plans.

- **Change management:** leading and managing people/groups through change processes.
- **Evaluation:** skills/experience and knowledge of approaches, methods and techniques.
- **Gender:** Knowledge and experience in managing gender mainstreaming processes.
- **Diversity:** experience of developing and implementing strategies for increasing diversity in organisations or groups.
- **Governance:** experience as a Trustee, Board or Committee member of an organisation in the voluntary, private or public sector, other than AIUK.

- **Building teams:** group dynamics and group development; organizational psychology; ability to work with others as part of a team.
- **Committee work:** listening skills; ability to express oneself clearly, particularly orally, but also in writing; ability to understand and analyse sometimes complex information; problem solving skills; persuading and influencing skills; flexibility and adaptability;; decision-making skills; numeracy.
- **Communications:** experience in communications of leadership decisions to diverse audiences.

Board roles and responsibilities.

Strategic direction
<ul style="list-style-type: none"> • Set priorities and strategies consistent with the long-term direction and strategy of the international movement. (CS6-1)
Operational oversight
<p>Monitor strategy</p> <ul style="list-style-type: none"> • Monitor implementation of strategy and high level performance against plans. (CS6-2) • Lead the entity in meeting the gender and other diversity goals of the movement. (CS6-8)
<p>Supervise the Director</p> <ul style="list-style-type: none"> • Recruit and remove the director. • Set the pay of the director. • Manage the Director including setting an annual performance framework and carrying out an annual appraisal. (CS6-9)
<p>Financial supervision</p> <ul style="list-style-type: none"> • Overview finances, including approving the budget, monitoring income and expenditure, and reviewing audit outcomes. (CS6-4) • Approve reserves target levels by reference to analysis of risk and the Global Reserve Guidelines, and monitor actual reserves against those targets. (CS6-6)
Overview human resources
Ensure compliance with legal, statutory and regulatory responsibilities. (CS6-3)
Working with the Director, manage and monitor legal, security, and reputational risk. (CS6-5)
Interaction with members and governance entities
<p>Subcommittees</p> <p>Appoint, manage and liaise with board subcommittees.</p>
<p>AGM arrangements</p> <p>Lead on the content of the AGM and national conference in liaison with the AGM chair and Standing Orders Committee.</p>
<p>Communications</p> <ul style="list-style-type: none"> • Ensure that key developments in AI (UK and international) are brought to the attention of members. • Ensure that members voices are heard and taken into account as appropriate.
<p>Reserved place-holders</p> <ul style="list-style-type: none"> • Interact with relevant constituency (local groups, networks, country coordinators) as appropriate.
Interaction with international movement
<ul style="list-style-type: none"> • Keep informed about developments in the international movement. • Organize Section responses to international consultations. • Maintain relations with boards of other Sections to ensure that AIUK contributes effectively in international fora. • Contribute to the ICM, Chairs Assembly, etc. • Contribute to mutual accountability in AI by ensuring compliance with obligations to the rest of AI, including the AI Statute, Core Standards, ICM decisions, the AI trademark licence agreement and AI reporting requirements, as well as full and timely payment of assessment contributions. (CS6-7)
Internal board organization
<ul style="list-style-type: none"> • Run a board induction process • Run a board development programme • Have role descriptions that set clear expectations, including the competencies, knowledge and experience required, updated as needed, for the Chair, Vice Chair, Treasurer and any other office bearers and Board members. • Maintain a code of conduct that clarifies the 'do's and don'ts' for Board members, members of Board Committees, staff and office volunteers. • Implement a process for an annual board review (collective assessment) that is undertaken by the board and periodically with external assistance. • Operate a clear and detailed working rule or protocol between board and Director. <p>(All of the above from CS7)</p>