

Minutes of Board of Trustees Meeting
12 August 2017 11:00-14:45 at 39 Moreland Street, London EC1V 8BB

Present: Tamar Ghosh (TG, Chair), John Adams (JA, Treasurer), Jenny Bartle (JB), Michelle Beckett (MB), Tom Copley (TC), Blaise Egan (BE), Guy Otten (GO), David Pollock (DP), Alexander Williams (ABW).

In attendance: Andrew Copson (AC, Chief Executive and Company Secretary), Wendy Kurman (WK, minutes), Teddy Prout (TP, Director of Community Services [for 20/17]).

Item		Action
16/17/01	Apologies for absence were received from: Ewan Main (EM), Naomi Phillips (NP), Alom Shaha (AS), Imtiaz Shams (IS), Amy Walden (AW).	
16/17/02	There were no declaration of interests .	
16/17/03	The Board welcomed new trustees Jenny Bartle and Alexander Williams. <u>Elections, Co-options and appointments</u>	
16/17/04	The Board elected Tamar Ghosh as Chair.	
16/17/05	The Board elected Naomi Phillips as Vice Chair.	
16/17/06	The Board elected John Adams as Treasurer.	
16/17/07	AC suggested changing the rules so Office holders would be appointed for renewable three year terms. It was agreed that AC and NP the new Vice Chair (VC) will look at the process of elections of Officers as part of a review of governance.	AC, NP
16/17/08	The Board noted the departure from the Board of Patricia Rogers, Vice Chair, and thanked her for her contribution, noting she is now also an honorary member of Humanists UK in recognition of her service.	
16/17/09	The Board noted the departure from the Board of Jeremy Rodell, and thanked him for his contribution, noting he remains a volunteer Dialogue Officer.	
16/17/10	The Board noted there were no vacancies for co-option and three vacancies for appointed trustees, which the Board resolved to leave vacant at this time.	
16/17/11	The Board agreed to email absent Trustees to see if they are interested in the vacancy on the Humanist Students board. If any are, the Board can agree by email. If not, to carry over the appointment to the next Board meeting.	WK
16/17/12	The Board appointed Blaise Egan to the Defence Humanists Committee for a three year term.	WK
16/17/13	The Board appointed Jenny Bartle to the LGBT Humanists Committee for a three year term.	WK

16/17/14	The Board re-appointed David Pollock and Richy Thompson as Humanists UK representatives to IHEU. The Board noted Andrew Copson (Chief Executive) is also IHEU President.	WK
16/17/15	AC pointed out the IHEU annual meetings are New Zealand (2018), Iceland (2019), and Miami (2020) meaning that the expense of appointing three further representatives up to our maximum of five may be prohibitive.	
16/17/16	The Board noted expressions of interest in the role from JA, GO, and TC. AC agreed to come back to the Board with recommendations taking into account the fact that previous representatives had mostly been staff or had paid their own expenses.	AC
16/17/17	The Board reappointed Andrew Copson as Humanists UK representative to the EHF.	
16/17/18	The Board appointed Alan Brine, Luke Donnellan, and Lisa O'Connor as Humanists UK representatives to the REC.	
16/17/19	<p>The Board approved the minutes of the previous meeting with the following matters arising:</p> <ul style="list-style-type: none"> - TG suggested a change to the process of reviewing the minutes of previous Board meetings. Assuming minutes have been read she will ask for any amends or additions, highlight significant decisions, and outstanding actions. - 10/17/04 - The Board noted that the management report was to be provided in advance of the Board meeting, for this meeting it was sent with the Board papers. - 1/17/10 - AC reported the twinning group has met but there has been no agreement so it was set aside. - 10/17/01 BE noted an issue regarding getting the board papers out due to a glitch in civi when an event is attended changing email address to personal email. Andrew West is aware of this issue and looking for ways to resolve. The Board was reminded to let let WK know if there are any issues receiving papers. - 10/17/11 -AC noted reporting online is something that will be looked at in future. TG agreed she is happy for VC to email Board of Trustee email address. - 10/17/17 - TG reported that all her contacts running capital appeals have moved on. - 10/17/18 - AC reported there will be another meeting to discuss property and use of reserves. - 10/17/19 - It was agreed that we should look into available sites for the office building project in Lewisham, Southwark, and Lambeth. TG to pick up with TC. - 10/17/24 - BE reported he completed a churn analysis of departing members and circulated what was involved. This analysis proved more complex than expected and other factors might be better for future analysis. 	TG

	<ul style="list-style-type: none"> - 10/17/29 - AC reported CM is in process of consolidating bank accounts and doing a review of other banks which is on-going. - 12/17/03 - AC reported the Trustees Handbook has been amended. TG noted needs further amend to number of appointed trustees, AC said changes have been made. - 13/17/10 - TG confirmed that she wrote to the member who made the complaint about fundraising and reported they were satisfied with the response. - 14/17/02 - AC reported that consideration is ongoing as to the best way to add an 'explainer' page to the website so that members and supporters understand the data and lobbying regulations we have to abide by, why we have to do things a certain way, and why there are some things we are prevented from doing is being considered. - 14/17/04 - AC confirmed that the situation with regard to the new regulations and other religious organisations is being monitored. - 14/17/09 - AC confirmed that the development of the key messages is now in house and in process of being finalised, and will be shared with the Board in time for September Away Day. - 14/17/09 - TC confirmed contact information was sent to LW but URL's were already updated. - 14/17/10 - AC confirmed a strategy for promoting the new brand is in process and will be shared with the Board. - 14/17/11 - AC confirmed the updated slide deck with new branding is finalised and will be shared on the internet when ready. WK will ensure this is complete. - 15/17/01 Ewan Main has volunteered. 	AC
17/17	<u>Management</u>	
17/17/01	AC presented his management report in the new 'dashboard' style and the 2017Q2 and YTD accounts.	
17/17/02	AC reviewed three items in the management dashboard that were causes of concern. The first was pastoral carers in prisons, the second was funeral numbers, and the third was major donors were not increasing in line with targets.	
17/17/03	AC reported we are unlikely to meet our target this year of 20% of prisons having one of our accredited pastoral carers. In fact, we have seen a reversal since January from 13% to 11%. Security vetting is taking longer for each volunteer placed than anticipated, volunteers are not remaining in the prisons for as long as expected, and fewer trainees are expressing an interest in prisons than in hospitals in the first place. We will be running targeted training events for prisons in particular to boost numbers and address the barriers to entry with the prison service.	
17/17/04	AC reported that although namings continue to grow, we are unlikely to meet our target this year of 1.8% of funerals in England and Wales being taken by our celebrants. In fact, we saw a reversal in the first quarter from 1.3% to 1%. The DCS has overseen a programme of activities to boost funeral numbers, which are	

	now back up to 1.3% but it is slow and requiring large marketing commitment. In response to questions from the Board, AC clarified that the principal cause of the challenge is increased competition.	
17/17/05	AC reported we had seen an increase in Blackham Society members from 30 in January to 41 today. However, the number of meetings he had been having with potential major donors had reduced. This was because of the switchover from a consultant setting these up to the ACD setting them up and it should now pick back up again.	
17/17/06	TG reminded the Board they could raise anything else on the dashboard for discussion.	
17/17/07	AC reminded the Board that finances are 'green' because the budget is on track, but that it is still a deficit budget with the risks that entails.	
17/17/08	The Board discussed an update from AC on our offices. After a search of potential new offices to move to at the break point in our present lease of February 2018, no competitive premises were found. The decision by the property working group was made therefore not to make use of the break clause. An independent report was commissioned to determine the likely market rate for our offices from February 2018. The report suggested a future rent which was lower than other premises, but still a 54% increase from £66,638 to £102,500. This has significant consequences for our budget and AC will meet with TG and JA in October to discuss future budgets in light of this.	AC, TG, JA
17/17/09	AC reported that Third Sector properties would be retained to negotiate with the landlord as they were able to secure a reduction in the past and their fees are reasonable.	
17/17/10	AC reported that DOP is following up on the ownership of the building as part of the review, the Trustees of Conway Hall had decided not to open up any discussions with us about us paying for development on their site, and that the property working group would be meeting again before November.	
17/17/11	JA made comments on the accounts , reminding the Board that a large deficit had been agreed last year. He endorsed the management's commentary which explained variances in income and expenditure.	
17/17/12	JA observed that there were legacies in the pipeline and that investments had performed well, at £702,703 from an initial investment in Barclay's in 2014 of £496,000. Cash reduction in the bank accounts from £404k to £186k is the outcome of running a deficit budget and very soon there will be a need to draw on the reserves.	
17/17/13	AC suggested , in response to TC and other Board members' wish to understand the areas of growth, that a comparative report on expenditures between 2016 and 2017 could be prepared for the Board. The Board resolved that such a report should be prepared.	AC

18/17	<u>Governance</u>	
18/17/01	The Board discussed the AGM which took place on 8 July 2017 and agreed it had been well-administered. The Board agreed to remove questions from the AGM minutes.	
18/17/02	The Board was asked to send any amendments to the AGM minutes to the ACE but provisionally agreed the AGM minutes as attached to these minutes.	ALL
18/17/03	<p>The Board discussed holding the AGM on the same weekend as the annual Convention for the following reasons:</p> <ul style="list-style-type: none"> - People complain there is not enough at Convention which allows people to give opinion or learn about our work; - People complain the AGM is always in London; - More people would be likely to attend; - The BOT meeting could be in July rather than August and restore the free August that is appreciated by staff and trustees and the lack of which causes problems of attendance; - We will save significant money; - We will save staff time, both in terms of staffing one event instead of two and preparing for one event instead of two; - Over time it may evolve to allow greater engagement, eg Policy Forums on Sunday evening; policy motions; policy making mechanism that allows limited amendment or discussion on Board proposals. 	
18/17/04	AC expected the AGM would be 90 minutes on Sunday afternoon or morning or Friday evening and that he will extend his Convention remarks to do a round up of the year more akin to that delivered at the AGM.	
18/17/05	<p>The Board agreed that the AGM would be held over the weekend of the Annual Convention: 22-24 June.</p> <p><u>Election Report</u></p>	
18/17/06	The Board discussed a report on the trustee election from AC.	
18/17/07	The Board agreed the election for trustees was again well handled by staff and well scrutinised by the nominated Board members (GO, EM).	
18/17/08	<p>The Board discussed the following comments received from members:</p> <ul style="list-style-type: none"> - Shame there are no candidates from Wales, NI, or Scotland; - candidates should say they support our policies; - objection to demographic information being included; - support for demographic information being included. 	
18/17/09	The Board considered these comments and discussed ways of addressing them.	
18/17/10	The Board noted the first comment was serious and AC should take this up with the Vice Chair in the review of governance to consider actions that can be taken	AC, NP

	to address this concern.	
18/17/11	The Board discussed the issue of whether or not candidates should make a declaration on their nomination form that they support all Humanists UK policies and resolved instead to have a declaration that they support our Aims and Values, as we have a wide range of policies and want to encourage free thinking and critical engagement with them, not simple adherence.	AC
18/17/12	The Board discussed the inclusion of demographic information. The Board previously agreed to include ethnicity, sex, region, and age in the information on candidates and on remaining Board members in order to give voters the opportunity to consider these factors when voting so they might choose to correct any imbalances that had arisen on the Board. It was noted that the Board is now more diverse as a result.	
18/17/13	The Board discussed whether additional demographic information ought to be provided. TC believed these categories should include sexual orientation and disability. DP suggested the declaration be confined to things related to work as a Trustee and questioned whether disability has relevance, while sexual orientation might.	
18/17/14	As there were a number of trustees absent, the Board agreed to carry over the decision on demographic information to its November meeting.	WK
18/17/15	The Board reconsidered its decision to advertise particular skills shortages in the call for nominations only and not in the manifestoes pack, which has led to candidates with the desired skills being actively encouraged to stand but then not elected.	
18/17/16	The Board resolved to continue this practice, so as not to seem like it is too actively steering the electorate. <u>Skills and Demographic Audit of Board</u>	AC
18/17/17	The Board discussed skills gap in the Board, identified following trustees' completion of the skills audit, and demographic gaps in the Board, following an analysis of the Board against the benchmark of the non-religious in England and Wales.	
18/17/18	The Board noted skills gaps in Property/Estate Management, Human Resources, and Humanism in Religious Education.	
18/17/19	The Board discussed the demographic analysis and noted the slight underrepresentation of women compared with the nonreligious population, the good representation of ages, and the good representation of ethnicities. It was agreed that attention must be paid to ensuring adequate representation of women in any appointments made to the Board.	
18/17/20	The Board noted that there was an over-representation of London and a lack of representation of the West or East Midlands. However, it was suggested by AC	AC

	that this may be representative of the membership and the Board agreed to receive an analysis of the regional composition of the membership before making any decision on regional representation. GO suggested reach and awareness campaign for elections in future years, in regions with low representation.	AC, NP
18/17/21	AC suggested the Board look at the Skills Audit template to ensure they were relevant skills to the Trustee role, and not a blanket skill set. The Board agreed the matrix should be reconsidered by AC and NP when they review rules.	
18/17/22	The Board discussed whether any vacancy was to be advertised for appointment in light of the audit and agreed there no vacancy was to be advertised for appointment at this time. <u>Byelaws changes</u>	
18/17/23	The Board agreed that, with the reform of the National Federation of Atheist, Humanist, and Secular Students to become Humanist Students, it no longer requires Byelaws and resolved to remove section 12 of the Byelaws.	
18/17/24	The Board agreed that all instances of 'British Humanist Association' in the Byelaws should become 'Humanists UK' with an initial note inserted to the effect that this is a trading name of the BHA.	
18/17/25	The Board agreed the following dates for its meetings in 2018: <ul style="list-style-type: none"> • Saturday 3 February, 11.00-16.00 (Quarterly Meeting) • Saturday 12 May, 11.00-16.00 (Quarterly Meeting) • Saturday 21 July, 11.00-16.00 (Quarterly Meeting) • Saturday 8 September, 11.00-16.00 (Strategy and Policy Away) • Saturday 10 November, 11.00-16.00 (Quarterly Meeting) • Saturday 8 December, 11.00 - 16.00 (Strategy and Policy Away) 	
19/17	<u>Strategy</u>	
19/17/01	The Board discussed the 2019-22 Presidency, which discussion was minuted confidentially.	
19/17/02	The Board agreed to discuss the following at the Strategy and Policy Away Day in September: <ul style="list-style-type: none"> • The extent to which the Humanists UK should offer media comment on social and ethical issues outside our core policies, (eg homelessness, the war in Syria, etc.) AC noted there will be papers in advance from RT and LW who will present. • The new fundraising regulator and whether Humanists UK will join. There might be a presentation in advance. NP and DOP to talk about that. • How the new brand relates to the our vision and mission statements. There will be a presentation on main key messages. AC will present on key messages. 	AC NP AC

19/17/03	<ul style="list-style-type: none"> How we organise locally - early provisional introduction to something we're reviewing. <p>The Board agreed to discuss the following at the Strategy and Policy Away Day in December:</p> <ul style="list-style-type: none"> How the Board considers governance, strategy, risk etc as interlinked. JA and TG - including risk register links to budget and policy and the structure of meetings. Financial reporting and how to develop a dashboard for the quarterly meetings. Adoption of any new mission, vision, values arising from discussion at September meeting. Report on VIGs as usual. New Situational Analysis (SWOT AND PESTLE). Report on current analysis to consider external environment. DPAP is completing this. 	AC JA, TG JA, AC
20/17	<u>Presentation from Teddy Prout, Director of Community Services</u>	
20/17/01	The Board received a presentation from Teddy Prout on the work of the Community Services department (Slides attached as Appendix).	
20/17/02	The Board thanked TP for his presentation and all his work.	
21/17	<u>Any Other Business</u>	
21/17/01	TG advised the Board she will be arranging a social event to welcome new Trustees, provisionally scheduled for after the November Board meeting.	
	<u>Date of the next meetings</u> Policy and Strategy Away Day on 16 September 2017 11:00-16:00 at Cockpit Arts, Cockpit Yard, Northington Street, London WC1N 2NP Board of Trustees Meeting on 11 November 2017 11:00-16:00 at 39 Moreland Street, London EC1V 8BB	

Minutes of the Annual General Meeting

Held 8 July 2017, 14.30–16.00, Bishopsgate Institute, 230 Bishopsgate, London EC2

Present: Deborah Ainger, Mussa Ali, Shaima Ammal, Keith Anderson, Jenny Bartle, Mal Bride, John Catt, John Clayton, Iain Cockburn, Aaron Darkwood, Stells Desso, Jacqui Dickenson, John Dowdle, Cedric Duncan, Jamie Elmer, Solomon Ezra, Robert Garnett, Tamar Ghosh, Nicholas Groth Merrild, John Hanger, Steven Haynes, Jenny Headlam-Wells, Roy Heaps Alan Henness, Nigel Hilton, Brian Hodgson, Nicholas Hollinghurst, Deborah Hooper, Rachel Jones, Paul Kaufman, Toby Keynes, Jessica Layfield, Caroline Lees, Robert Lindley, Paul Lopez, Erica Lopez, Stef Lorenz, Ewan Main, Derek Marcus, Richard Mascal, Thomas McDowall, Tag McEntegart, John Miles, June Mitchell, Peter Morgan, David Morris, Tam Neal, Len Newton, Lauren Nicholas, Blakeley Nixon, Rory O'Kelly, Gordon Ogilvie, Guy Otten, Alan Palmer, Barry Phelps, Naomi Phillips, David Pollock, William Quinn, Susan Quinn, Ken Richman, Michael Rickwood, Jeremy Rodell, Patricia Rogers, Anthony Ryan, Alom Shaha, Imtiaz Shams, Brian Simpson, Chris Smith, Richard Stein, Ian Symons, Ariadne Tampion, Carrie Thomas, David Thomas, David Tooley, Moira Turner, Mike Turner, Lucy Wainwright, Amy Walden, Phil Walder, Ray Ward, Deborah Waters, Julian Webb, John White, Ray White Liam Whitton, Alexander Williams, Peter Wills, Anthony Keith Wilson, Jane Wynne Willson.

Staff in attendance: Andrew Copson (Company Secretary), Luke Donnellan, Jay Harman, Wendy Kurman, Catriona McLellan, Simon O'Donoghue, Iyabo Ojo, Tony Pinkney, Teddy Prout, Kathy Riddick, Edward Robinson, Isabel Russo, Suraiyya Samiya, Ian Scott, Boyd Sleator, Rachel Taggart-Ryan, Fred Tomalin, Richy Thompson, Andrew West, Liam Whitton.

Apologies for Absence: John Allen, Lindsay Allen, Jane d'Ardenne, Michelle Beckett, David Bruck, Baroness (Lorely) Burt, Sally Burton, Simon Bull, Neil Camp, Lord (Martin) O'Neil of Clackmannan, Hilary Collins, Les Collins, Kathy Condon, Graham Cooper, Julia Copson, Emma Dogliani, Lord (Alf) Dubs, Anna Gray, John Gregory, Marion Gregory, Ray Hall, Daphne Hardy, Joan Harpin, Baroness (Dianne) Hayter, Ramon Henson, Charley Jarrett, Graham Kingsley, John Leeson, Adrienne LeMan, Elaine Lever, Clive Lewis MP, Sheridan Lynch, Fokina McDonnell, Mary McKeown, Pat McKeown, Diana Naumann, Iain Paterson, Maggie Platts, John Ricketts, John Robertson, John Sharp, Christine Simons, Janice Taverne, Lord (Dick) Taverne, Mark Wardrop, Michael Watson, Mary Walker, David Wright, Karol Zuchowski.

Adoption of Standing Orders: On the proposal of Tamar Ghosh (Chair of the Board of Trustees and the AGM) the Standing Orders were adopted by the meeting.

Declarations of Interest: The Chair reminded those present that members speaking should declare any potential conflict of interest in relation to any item.

Tellers: The meeting appointed the Company Secretary as Timekeeper and Jessica Layfield and Guy Otten as tellers.

Minutes of the AGM of 9 July 2016: On the proposal of the Board, the minutes were approved *nem con*.

Matters arising from the minutes: There were no matters arising.

Chair's address: Tamar Ghosh reported on the past year's activities highlighting Humanists UK's many successes and hard work ahead. She paid special recognition to Vice Chair Patricia Rogers' immense contribution and announced that she would now be standing down as Vice Chair. Tamar also thanked Andrew Copson, John Adams (Treasurer), and David Pollock (Trustee) for helping her to learn her new role in the past year as well as the staff at Humanists UK for their enormous achievements. Special thanks was given to Director of Operations Catriona McLellan.

Tamar noted that the Board are investing in strategic initiatives by using some of the reserves to extend the reach of Humanists UK. Tamar highlighted as one strategic milestone on the evolving image that would give us the flexibility to reach out to new audiences and to invest in new activities.

A number of questions were asked by members.

Election to the Board of Trustees: The Company Secretary announced the results of the elections to the Board of Trustees. The following candidates were elected (in order of election):

Williams, Alexander
Beckett, Michelle
Bartle, Jenny
Phillips, Naomi

Thanks were expressed by all those present to all candidates who stood, whether successful or not and special thanks to Jeremy Rodell for his considerable service and immense contribution on the Board in previous years. Thanks were expressed by the Chair and all those present to Trisha Rogers who left the Board this year.

Annual Report and Accounts for the year ending 31 December 2016: John Adams (Treasurer) presented key figures from the annual accounts. The Treasurer noted that 2016 was a very successful year in financial terms that allowed the organisation to take on three additional full-time staff. The Treasurer reported a decrease in legacies but explained that legacies cannot be planned for and are therefore treated as windfall. Membership subscription income is on the rise and ceremonies income has also increased. There is large increase in expenditure in Pastoral Support and Education and Promotion. The report and accounts for 2016 were accepted *nem con*.

Re-appointment of Auditor: Knox Cropper were reappointed as auditor *nem con*. A review of the auditors will take place in 2018.

Remuneration of Auditor: The Board was authorised to determine the remuneration of the auditor.

Special Resolutions: In order to bring in specialist knowledge more easily in the future as Humanists UK grows and its operations diversify, and in order to make the Board more representative geographically and ethnically, the meeting adopted the following resolution:

To amend 22.3 of the Articles of Association as follows (additions in bold, removals in square brackets):

*The number of trustees shall be not less than four and not more than [fifteen] **seventeen**, of whom up to twelve shall be elected by members of the Charity.*

To amend 27.1 of the Articles of Association as follows (additions in bold, removals in square brackets):

*The trustees may appoint up to [three] **five** members to be trustees in order to provide expertise to the Charity or to make the Board more representative of the membership.*

Any other Business: There was none.