

Minutes of Board of Trustees Meeting
3 February 2018 13:00-16:00 at 39 Moreland Street, London EC1V 8BB

Present: Tamar Ghosh (TG, Chair), Naomi Phillips (NP, Vice Chair), Jenny Bartle (JB), Blaise Egan (BE), Ewan Main (EM), Guy Otten (GO), David Pollock (DP), Jeremy Rodell (JR), Alom Shaha (AS), Imtiaz Shams (IS), Amy Walden (AW), Alexander Williams (ABW)

In attendance: Andrew Copson (AC, Chief Executive and Company Secretary), Connie Hodgkinson Lahiff (CHL, Assistant to the Chief Executive, minutes)

Item		Action	Deadline
01/18/01	Apologies for absence were received from John Adams. Tom Copley was absent without apologies.		
01/18/02	<p>The Board welcomed Jeremy Rodell, who had been co-opted to fill a vacancy arising because of the resignation of Michelle Beckett.</p> <p>TG mentioned the change in approach with straightforward papers being sent out in advance for comments ahead of the Board meeting, to check the Board is happy with the approach. The Board requested that deadlines are highlighted in the accompanying email as well as in the papers.</p>		
01/18/03	There were declarations of interest from GO and JR as chairs of Partner Groups.		
01/18/04	There were the following matters arising from previous minutes:		
01/18/05	In relation to 22/17/06 DP asked for a report on rent. AC replied that we are paying rent at the same rate and waiting to hear further from the landlord.		
01/18/06	In relation to 26/17/03 - 26/17/07 It was noted that The Vice Chair and Chief Executive had not yet met to formulate proposals for change to the Byelaws as mandated by the Board, but will be doing so after this meeting.	AC, NP	
01/18/07	In relation to 26/17/13 AC reported that Yves Bonavero was still thinking about the invitation to join the Board and that AC will be meeting with him on 20 February.		
01/18/08	In relation to 27/17/04 AC reported that the University of Glasgow have still not provided the contract and have raised a number of questions. We are answering every question raised as soon as possible and the		

01/18/09	contract should be agreed soon.	AC	
01/18/10	AC updated the Board on the most recent agreements: that the contract will confirm Humanists UK will not lay any claim to copyright, and that the money allocated to the University of Glasgow is in the form of a research grant for the project.		
01/18/10	28/17/04 AC reported that Tony Pinkney had been established as the safeguarding lead on the management side and was working to review our policies. He had been informed of the members of the Board with Safeguarding experience (EM, JA, AW) and will seek their expertise shortly.		
02/18	<u>Management</u>		
02/18/01	The Board received the management report for 2017Q4 from the Chief Executive. AC talked the Board through the amber and red points in the management dashboard:		
02/18/02	AC highlighted that the Conservative government and the cabinet reshuffle inevitably affects the achievement of our campaign aims by 2020, especially in relation to the education campaigns and that, more generally, growing Government support for the Church of England must cast doubt on our ability to achieve our specific public policy VIGs in the desired timeframe.		
02/18/03	AC also highlighted to the Board that there are still barriers to our carers getting into prisons, affecting the achievement of the VIGs in this respect but that the plan outlined by Simon O'Donoghue (Head of Pastoral Support) at the Away Day for overcoming these had begun to be implemented.		
02/18/04	AC informed the Board that we had heard nothing back from the HSS since we passed our revised version of the strategic agreement to them in 2017Q4, although he noted that he will now be meeting with them next week.		
02/18/05	AC presented the 2017Q4 and 2017 accounts, highlighting both a favourable end to 2017 and noting that there was some expenditure that was budgeted yet unspent. This had been budgeted for website development and supporter recruitment, but not spent in full due to DCAD appointment toward the end of the year. It would be spent in 2018.		

02/18/06	TG presented the comments on finances sent by JA in his absence:		
02/18/07	JA reported that the reports indicate another good year, with both income and expenditure looking good. The budgeted deficit has been partly offset by legacies, and donations have come in nearly £85,000 above predictions. Income generated by subscriptions is slightly under, but still remains healthy. We went over £2 million in expenditure for the first time which is something to be remarked upon.		
02/18/08	JA reminded the Board that this is, however, not a cause for complacency and changes in levy arrangements and subscriptions will have an effect on the 2018 report.		
02/18/09	JA reported on the investments held with Barclays. As of 1 February, these totaled £731,619. JA reminded the Board that initially we had opted for 'Level 4' risk (of a 6-point scale) but informed the Board that he had begun discussion with Barclays about reducing risk to 'Level 3.'	JA	
02/18/10	The Board agreed to JA continuing conversations with Barclays over altering the risk level.		
02/18/11	JA reported he did not know about the £140k of additional expenditure since the last version of the budget seen by the Board last year. AC explained that this was unspent budget from last financial year, carried over into this financial year and was mainly (£93k) for supporter recruitment. AC reminded the Board that the three year budget signed off allowed for unspent budget to be moved between the three years.		
02/18/12	AC presented an update on the 2018 Budget and the current financial situation, including our new income generation plans for 2018. He noted in particular than in January so far we had received £64k in donations which compared favourably with £18k in the equivalent month last year, and recommended continuing with the 2018 budget as presented to the Board at its last meeting with a review point at the end of 2018Q2.		
02/18/13	TG reminded the Board that they originally signed off the budget for three years, and noted that she will encourage JA to say more at the next meeting.	TG	
02/18/14	AC reported that 2018 has started positively in relation to member recruitment and engagement. Donations have increased, and in January 2018 we have recruited more new members compared than in January 2017. This is in line with the targets set by Al Ghaff, the new DCAD.		

02/18/15	AC outlined his own personal expectations, namely that the Board can expect a better than budgeted outcome. First, because legacies are never forecast (and these have comprised 22% of our income over the last 10 years) and that AG anticipates a further £400k in income from donations, membership, and events in comparison to the modest increases that have been budgeted for.		
02/18/16	TG added to this , highlighting that although reliability is difficult to ascertain, our income streams are generally more reliable than other charities due to less of a reliance on trusts and grants, in favour of legacies and membership fees.		
02/18/17	See confidential minute on a business-sensitive matter of finance.		
02/18/18	The Board discussed these matters and agreed to continue with the 2018 budget and noted that progress would be reviewed at the end of 2018Q2.		
02/18/19	The Board discussed a proposal to increase the minimum donation required for someone to be a member of Humanists UK.		
02/18/20	AC reported that AG would like to move membership from an annual membership payment to a monthly donation. The rationale is that as the supporter moves through their journey, they are encouraged to increase the monthly amount. Regular memberships will go up £1/month, with the exception of low-income memberships which will remain the same.		
02/18/21	The Board noted that, due to the necessary systems change, the earliest this could be implemented is 1 April 2018.		
02/18/22	The Board discussed HMRC advice about Gift Aid. It was summarised that membership subscriptions are legally donations unless there are benefits that are contingent on them.		
02/18/23	The Board discussed phasing out of family memberships. AC reported that this was not yet resolved on the management side but that some testing would be done to see whether it would dent membership numbers. If Byelaws had to be adapted in May to account for the new plans, it would be brought to the Board.	AC	
02/18/24	On the proposal of AWi the Board agreed that life membership costs should also be reviewed. Many charities have phased life membership options out, or made them an option only for those over 65.	AC	
02/18/25	NP questioned whether members who are regularly paying more than		

02/18/26	<p>their membership dues, will see an increase. AC confirmed that they would.</p> <p>The Board agreed changes to the Byelaws as appended to these minutes in order to increase minimum membership fees, noted management's plans for implementation, and noted the fact that a further proposal to phase out family memberships would be brought to the Board in May.</p>		
03/18	<u>Governance</u>		
03/18/01	TG presented the revised roles and responsibilities of the Vice Chair, as agreed between TG and NP and he Board agreed to amend the <i>Trustees Handbook</i> to specify the VC responsibilities as follows:	AC	
03/18/02	- Deputise for the Chair as and when required		
03/18/03	- Oversight of the Risk Register		
03/18/04	- Arranging and delivering inductions and ongoing training for new Board members		
03/18/05	- Watching brief over any other areas of work pertinent to the particular skills and experiences of the VC [in the case of NP this would be policy strategy and delivery]		
03/18/06	- Chair Board away days		
03/18/07	- Oversight of the social media policy for Board members		
03/18/08	- Help arrange social events for Board		
03/18/09	- Deliver results of trustee and officer reviews		
03/18/10	- Assist the Chair with one on one catch ups with Board members		
03/18/11	NP reported that the Annual Trustees and Officer Reviews had been conducted, and that she will call those members who were reviewed to discuss fellow trustees' feedback.		
03/18/12	<p>NP acknowledged the receipt of suggestions of amendments to the Trustee induction. Namely:</p> <ul style="list-style-type: none"> - The induction should be tailored to the individual (especially regarding whether they are new to organisation or not) - The induction ought to include more information relating to the review of current issues - That the VIGs and the situational analysis ought to be available in the induction. 		
03/18/13	The Board agreed that NP will ask AC which staff member she ought to work with to edit the induction appropriately before trialing this year.	NP, AC	
03/18/14	DP requested that it be clarified in the handbook that Board members		

	may sometimes be acting in the capacity of volunteers for Humanists UK and not as Board members, and that the rules may then be different for those aspects of work.		
03/18/15	The Board agreed for the induction process to be amended as proposed.	AC	
03/18/16	TG gave a summary of the December Away Day on Risk based on survey results, isolating two key areas: <ul style="list-style-type: none"> - Codifying responsibility between the Board and management - Identifying our collective risk appetite 		
03/18/17	TG reported that she will think when to think about where to include this in future meetings.	TG	
03/18/18	AC suggested that a scheduled delegations and reserved matters should be a priority before May and asked that he be mandated to create a description of current delegations before then. The Board agreed.	AC, TG	
03/18/19	AC reported that the following Trustees would be standing down at the 2018 AGM, creating four vacancies:		
03/18/20	Blaise Egan Guy Otten Jeremy Rodell Amy Walden		
03/18/21	The Board appointed David Pollock and potentially Ewan Main as scrutineers for the election count to take place on the 19 June. EM to confirm	EM	
03/18/22	NP presented the Risk Register, which after discussion was agreed by the Board.		
03/18/23	The areas flagged for concern were:		
03/18/24	- G5: loss of key managers		
03/18/25	- O12: Hacking of Website		
03/18/26	- O15: High Risk Personnel		
03/18/27	- F4: Income		
03/18/28	- L1 Data: Especially with regards to the new GDPR and the volume of people with access to data.		
03/18/29	- E1 Hostile, unsupportive or indifferent media NP reported that Indifference is the biggest issue in this regard, and that we should aim to influence policy goals through the media. Reminds the board that this is a problem if we do not get		

	stories.		
03/18/30	NP presented the new trustees social media policy, with suggested amendments. The Board agreed it.		
03/18/31	NP agreed to send the final version and go to ACE for inclusion in the handbook.	NP	
03/18/32	GO asked the Board whether we could expand into broadcasting on our own video and audio channels.		
03/18/33	TG suggested this is an idea for AG to consider.		
03/18/34	AC agreed there is a gap, and it is something to look at, to feedback from team discussions at next meeting.	AC	
03/18/35	<p>AW presented a paper on the need for DBS checks for celebrants and others and presented her opinions that:</p> <ul style="list-style-type: none"> - we should require celebrants to undergo basic DBS checks at our expense - we are legally obliged to require trustees to undergo enhanced DBS checks - we are legally obliged to require staff in the line management of pastoral support volunteers (HOPS, DCS, CE) to undergo enhanced DBS checks, and so - we must have a policy on the employment of ex-offenders. 		
03/18/36	The Board discussed AW's recommendations and noted that pastoral support volunteers already get free enhanced DBS checks from the institutions in which they are placed.		
03/18/37	JB suggested that candidates for the Board should be informed that they will be DBS checked, and that they will be disqualified if have any unspent convictions.		
03/18/38	The following points were made in discussion:		
03/18/39	DP questioned the necessity to have DBS checks, at financial cost, as the risk is very small.		
03/18/40	EM encouraged the board to read paragraph one of the report produced by AW, and noted that this was persuasive in convincing him. EM also raised the issue of celebrant fighting back to this.		
03/18/41	GO declared interest as celebrant , and further agrees with EM		

03/18/42	AS cited both personal and professional experience to suggest that DBS checks are not necessarily useful, because it is a paper exercise and not a good safeguarding exercise.		
03/18/43	JR agreed with DBS checks given the safeguarding and reputational risks involved. He said that declaring that DBS checks will be made would signal that safeguarding is taken seriously.		
03/18/44	IS mentioned that this could serve only as an insurance policy, and questioned whether £15,000 could be applied in smarter way to create safeguarding policies and procedures.		
03/18/45	AC noted the three recent regulatory changes affecting celebrants and the point raised by EM about some resistance which made him think that this was not a good time to be introducing further requirements.		
03/18/46	On the recommendation of TG the Board agreed that staff should investigate all recommendations made by AW and either implement or report back to the Board.	AC	
04/18	<u>Strategy</u>		
04/18/01	AC outlined a pilot being run on the constitution of Humanists UK branches; it would be funded by a donor and supported by pro bono management from a member released for the purpose by Microsoft.		
04/18/02	JR raised a declaration of interest as chair of local group. GO also declared an interest.		
04/18/03	AC noted that this is an initiative, the outputs of which might require Board approval in due course, hence why it has been brought to the Board at this point.		
04/18/04	The Board raised the following areas in connection the pilot project which AC would pass to the team: <ul style="list-style-type: none"> - what is the scope and responsibilities of branches; - is 'branch' the best term to be used; - what are the options for relationships between branches and partner networks; - should branches be regional also; - would branches have a physical space; - could this structure bring additional membership. 		
04/18/05	The Board supported the pilot , and looks forward to seeing the results.		

05/18	<u>AOB</u>		
05/18/01	AC presented the proposal to amend the Byelaws to prevent members using our name in the provision of services		
05/18/02	The Board agreed to amend Byelaw 2.5 to read as follows: 2.5 WITHDRAWAL OF MEMBERSHIP Members may not, without the authorisation or accreditation of Humanists UK, use the name of Humanists UK or the fact of their Humanists UK membership by way of trade or business or the provision of any service which Humanists UK provides , and persistent such use shall be grounds for removal of membership.	AC	
05/18/03	The Board agreed that TG and IS should arrange a further social event for the Board. the Board voted in greater numbers for social events after Board meetings, but some would also like them on different days.	TG, IS	
05/18/04	TG asked if the Board expected lunch to be made available at the start of Board meetings, now we start a little later. The Board said this was not necessary.		
05/18/05	AC advised the Board that due to the changes in Celebrant fees and levy, the Board may be asked to amend Byelaws. If so, the Board were made aware that AC will send proposal by email before the next Board Meeting.	AC	
	<u>Date of the next Meeting</u> Board of Trustees Meeting on 12 May 2018 13:00 - 16:00 at 39 Moreland Street, London EC1V 8BB		