

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

**Present:** Tamar Ghosh (TG, Chair), Naomi Phillips (NP, Vice Chair), John Adams (JA, Treasurer), Tom Copley (TC), Blaise Egan (BE), Donna Holland (DH), Ewan Main (EM), David Pollock (DP), Jeremy Rodell (JR), Alom Shaha (AS), Amy Walden (AW), Alexander Williams (AWi).

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

Item		Action	Deadline
12/18/01	<b>Apologies for absence</b> were received from Jenny Bartle, Ann O’Connell and Imtiaz Shams.		
12/18/02	<b>The chair welcomed the new Trustees</b> , including Donna Holland who was appointed for the first time.		
12/18/03	<b>The were no declarations of interest.</b>		
12/18/04	<b>The Board re-appointed</b> Tamar Ghosh as a Trustee for a three-year term <b>and elected</b> her as Chair for the three-year term.		
12/18/05	<b>The Board agreed</b> to keep an appointed Trustee position vacant.		
12/18/06	<b>The Board noted</b> that Imtiaz Shams is the current Board nominee to the Humanist Students Committee and that his term ends in July 2020.		
12/18/07	<b>The Board noted</b> that Blaise Egan is the current Board nominee to the Defence Humanists Committee and that his term ends in July 2020.		
12/18/08	<b>The Board noted</b> that Jenny Bartle is the current Board nominee to the LGBT Humanists Committee and that her term ends in July 2020.		
12/18/09	<b>The Board appointed</b> Richy Thompson and David Pollock as representatives to IHEU.		
12/18/10	<b>The Board also noted</b> that Andrew Copson (Humanists UK Chief Executive) is also President of IHEU.		
12/18/11	<b>The Board reappointed</b> Andrew Copson as Humanists UK representative to the EHF.		
12/18/12	<b>The Board appointed</b> Luke Donnellan, Alan Brine and Lisa O’Connor as Humanists UK representatives to the REC.		
12/18/13	<b>The Board also noted</b> that Andrew Copson is also a director and the		

	Treasurer of the REC.		
12/18/14	<b>The minutes of the previous meetings were approved</b> with suggested amendments.		
12/18/15	<b>There were the following matters arising</b> from previous minutes:		
12/18/16	<i>In relation to <b>06/18/12-13</b> on safeguarding <b>AC reported</b> that work was ongoing, and that relevant policies will come to the Board in July for their agreement.</i>		
12/18/17	<b>AW confirmed</b> she had been assisting Tony with this work, as offered.  See discussion of paper below.		
12/18/18	<i>In relation to <b>06/18/16</b> on family memberships <b>AC reported</b> that new memberships were significantly down in May. And although it was not clear that removal of the family membership was one of the reasons, family membership had been made available again on the website as of yesterday. More testing would be done.</i>		
12/18/19	<b>AC confirmed</b> this data was in the paper that followed.		
12/18/20	<i>In relation to <b>06/18/17</b> on life membership <b>AC reported</b> that an initiative (mailing) was underway to seek ongoing donations from existing life members and, depending on the results of that, the existence of the life membership will be reviewed.</i>		
12/18/21	<b>AC reported</b> that this will land on 24 July 2018.		
12/18/22	<b>07/18/18 - 20 AC presented</b> an oral report on the changes to membership payments.		
12/18/23	<b>AC confirmed</b> this was in the agenda for the meeting.		
12/18/24	<i>In response to 07/18/32 on the Branches pilot. <b>NP wondered</b> whether it was useful to have a trustee as a part of this process, and <b>asked the Board</b> whether Trustees want to be involved as part of strategic element.</i>		
12/18/25	<b>NP noted</b> this ought to have been an action, and it was confirmed that she will get in touch with David Williams to proceed.	NP	
12/18/26	<b>08/18/05 The Board approved</b> the AGM notice and agenda. It was noted that this year was very much an experiment in having the AGM at the same time as the convention, and that the July board would consider a report on the success or otherwise of this.		

12/18/27	<b>It was agreed</b> that this will be discussed alongside the paper on the AGM.		
12/18/28	<b>09/18/08 AC suggested</b> for implementation that the three year terms match the existing three year terms of TG, JA and VC so that they will not be staggered.		
12/18/29	<b>AC reported</b> that the implication is election for the Chair is 2018, election for Treasurer 2019, and for Vice-Chair in 2020.		
12/18/30	<b>The confidential minutes of the previous meetings were approved.</b>		
13/18	<u>Management</u>		
13/18/01	<b>AC presented</b> the Management dashboard and Accounts for 2018Q2.		
13/18/02	<b>AC summarised</b> that education programme is increasing reach in line with targets, that there are still barriers to our carers getting into prisons (more on this below) and that the % funerals in England and Wales taken by a Humanists UK celebrant has shown a decrease. However, <b>AC explained</b> that the new ceremonies reporting system has not yet been embraced by all celebrants, and that we expect to see an increase in ceremonies due to both strengthening relationships with the Co-op, and the recruitment of a ceremonies marketing coordinator.		
13/18/03	<b>AC also suggested</b> to the Board that we might expect some undesired staff departures, and in order to assist with retention, the HR Group is looking at possible additional staff benefits.		
13/18/04	<b>AC reported</b> that staff benefits will be considered by the Board in September, after the HR group has produced a report.	AC	
13/18/05	Following this, <b>TG reminded</b> the Board that the delegation of responsibilities will come to the Board in September as a result of the Governance workshop.		
13/18/06	<b>AC reported</b> that our number of full members has declined this month from 17.3k to 17.2k for the first time since records began, but that there will be a paper on this later. Still investigating the cause of this e.g. free student membership coming to an end with graduation.		
13/18/07	After making known his availability and willingness to help, <b>it was decided</b> that BE would be put in touch with the DIT, who will be looking into the fluctuating data.	AC	

13/18/08	Further, <b>AC also reported</b> that we decided to bring legal action in England following the success of Northern Ireland, and that the Board will be updated on this in September, (although it was acknowledged that parliamentary pressure will have to wait until autumn).		
13/18/09	<b>JA reported</b> on the accounts, and noted that everything was on target or within target.		
13/18/10	<b>JA commented</b> that both income and expenditure levels are slightly below budget, but that CM had provided a good commentary on reasons why.		
13/18/11	<b>The Board discussed</b> a legacy of £600k, and the impact this had on both budgetary processes and the discussion of an office move to new premises.		
13/18/12	<b>JA confirmed</b> that the investments with Barclays had made a increase to £751,156.00		
13/18/13	<b>DP questioned</b> whether this legacy would require a change in reserves policy.		
13/18/14	<b>JA did not confirm</b> that it would, as this will not be in the reserves, and further wondered whether it would be possible to start a new fund.		
13/18/15	<b>JA noted</b> that this is additional funding over and above reserves, and <b>clarified</b> that his view was to separate this for a particular purpose. For example, to go towards the acquisition of a property.		
13/18/16	<b>TC proposed</b> having a full-Board discussion on how to spend this money to advance the organisation, and agreed that a priority should be acquiring a property.	ALL	
13/18/17	<b>JR agreed</b> to establishing a separate fund- for example, by creating a 'long term strategic investment fund' for projects such as acquiring property.		
13/18/18	<b>TG noted</b> that sitting on a large fund (such as £600k) may pose questions from the Charity Commission, and therefore it is important to evaluate the options for the legacy.		
13/18/19	<b>NP suggested</b> this could be discussed alongside positioning our vision at the strategy and policy away day in September.		

13/18/20	<b>AC agreed</b> it would be sensible to have that discussion in September, but that it would be more sensible to discuss this in November.		
13/18/21	<b>The Board agreed</b> to consider property first, and then to do the strategising.		
13/18/22	<b>AC reminded</b> the board that there are plenty of pre-existing capital projects that the Board should refer to, including the appeal project focus on the acquisition of property.		
13/18/23	<b>AC presented</b> an report on the changes to membership payments prepared by the DCAD.		
13/18/24	<b>AC informed</b> the Board that there is a correction re. Gift Aid, and that we can expect around £13k Gift Aid income on £76k extra subs, making £89k additional income (rather than £101k).		
13/18/25	<b>AC noted</b> that the increase in subscription from £3 to £4 doesn't seem to be a factor in the profound decline in membership for this month, and that the DIT will be investigating the conversion rate (landing on Join Page).		
13/18/26	Further, as noted by DOP in the paper on revised budget, expenditure on membership recruitment had been almost 0 this year, and one would expect this to pick up. However, <b>it was acknowledged</b> that there had been no correlation between spend and recruitment of members over the last few years.		
13/18/27	<b>See confidential minute</b>		
13/18/35	<b>DH asked</b> whether some of the numbers in the papers could be contextualised (for example, with numerical comparisons to previous years when stated) and whether it would be a useful exercise to map new membership subscriptions against campaigns.		
13/18/36	<b>AC acknowledged</b> this request, <b>and noted</b> that he had requested the DIT to provide this information to trace trends over the previous two years.	AC	
13/18/37	<b>See confidential minute</b>		
13/18/38	<b>AC presented</b> a report on Events filming.		
13/18/39	<b>AC presented</b> an update on current rent.		
13/18/40	<b>AC explained</b> that we will now pay £89,600 per year, with effect from 11 February. This constitutes an increase of 34.5%, and is in the middle of		

	the anticipated range we were advised of at the start of this negotiation process.		
13/18/41	<b>AC presented</b> the budget paper, continuing tradition of reporting on budget halfway through the year, and noted that where it said £175k income it ought to read £1,725k income.		
13/18/42	<b>BE noted</b> that the moving average, as presented, was not a true moving average (and was roughly 6.5 months out) but that this does not affect the graphs presented.		
13/18/43	<b>AC noted</b> that it is possible to observe a markable difference in terms of tightening belts.		
13/18/44	<b>AC also asked the Board to note</b> that: i) This a revised budget, and that rebudgeting leads to a lower budget ii) This does not include legacies		
13/18/45	<b>AC reminded</b> the Board that in the past, our income and expenditure had been less than they are now and that as these amounts increase, there is a need for greater scrutiny on the detail of the budget by the Board.		
13/18/46	<b>DH questioned</b> the forecast for fundraising, as it was presented as very optimistic.		
13/18/47	<b>TG noted</b> that a lot of income is not contracted, and that the officers felt they wanted more time to scrutinise the figures due to a high percentage being left to estimate.		
13/18/48	<b>DP questioned</b> the credibility of the figure for increase in membership income.		
13/18/49	<b>AC reminded the Board</b> that, as they are aware, we had experienced 8 - 10% growth each year and were considerably ahead of budget in membership subscriptions and donations with very little expenditure. Consequentially, the claim by DCAD fell well within what was achievable when considered alongside the planned recruitment budget.		
13/18/50	<b>DP questioned</b> why the overall expenditure was going up.		
13/18/51	<b>AC noted</b> the additional staff capacity, and brings the monthly salary bill to £88k in December.		
13/18/52	<b>AW declared</b> an interest as a pastoral support volunteer, and asked about the pastoral support grants, and whether pastoral support will be allocated a larger budget to writing bids as a result of this.		

13/18/53	<p><b>AC clarified</b> that AW was asking two questions:</p> <ol style="list-style-type: none"> <li>1. The outcome of the NHS bid and how it has affected the pastoral support budget</li> <li>2. Whether any more money is being allocated to pastoral support to assist with trust ad grant applications.</li> </ol>		
13/18/54	In response to 1. <b>AC noted</b> that we never budget with the assumption of receiving grant and trust money from bids, so no effect.		
13/18/55	In response to 2. <b>AC noted</b> that we are dedicating more time and resource toward writing trust and grant applications, including improving upon a joint grant for HMPPS with Karma Nirvana.		
13/18/56	<b>JR questioned</b> whether there had been an error, as unrestricted donations are displayed as identical for current and future budget.		
13/18/57	<b>It was acknowledged</b> that they were the same.		
13/18/58	<b>JR questioned</b> whether we could benefit from using scenario planning going forward, considering the volatility of our circumstances.		
13/18/59	<b>AC responded</b> that DOP has prepared an analysis over the next 24 months of fixed and quasi-fixed costs.		
13/18/60	<b>AC wanted</b> the Board to note that the fundraising dinner currently estimates to bring in £40k gross, costing £10k.		
13/18/61	<b>The Board approved the budget</b> , noting the following		
13/18/62	<ol style="list-style-type: none"> <li>1. <b>The Board was sceptical</b> of the increase in subscription income as presented</li> <li>2. <b>TG was concerned</b> about the projected income generation for the fundraising dinner</li> <li>3. <b>The Board questioned</b> the likelihood of unrestricted donations, returning the same figure.</li> </ol>		
13/18/63			
13/18/64			
13/18/65	<b>AC noted</b> that 3 was likely correct, due to an unusually large donation in January.		
13/18/66	<b>The Board noted</b> they would like to consider scenario planning for 2019		
14/18	<u>Governance</u>		
14/18/01	<b>The Board approved</b> the minutes of the AGM.		

14/18/02	<b>AC noted</b> that some people may have gone to the AGM who were not registered, and therefore those noted as 'present' may not have been an accurate representation of the people in the room.		
14/18/03	Overall, <b>AC reported</b> that the AGM was much more positive, and that business was much quicker. This is likely to be the outcome of holding the AGM on the last day of the convention.		
14/18/04	<b>JA agreed</b> , and noted that if it is possible to record the same attendance in Newcastle as we can in London then it is evidence enough that it is a successful change.		
14/18/05	<b>BE agreed</b> , and noted that it will be beneficial to move the AGM around the country alongside the conference.		
14/18/06	<b>DP requested</b> that we looked at how many people attended AGM that did not attend the conference, <b>and noted</b> that, personally, he felt there was less room for reporting from the teams and that this was not as good as when the AGM was held separately.		
14/18/07	<b>EM asked</b> AC about the staff response to holding the AGM on the Sunday of the conference.		
14/18/08	<b>AC noted</b> that it was difficult to ascertain, as in advance staff were on the whole pleased to combine the two, but in practice it meant staff were traveling back from Newcastle late on Sunday.		
14/18/09	<b>AC also estimated</b> that combining the two saved £5-6k.		
14/18/10	<b>BE wished to note</b> that the suggestion of incorporating a special interest group surrounding Humanism and AI was not appropriate, and that there are other comprehensive reports available (for example, a 2016 report from the U.S.)		
14/18/11	<b>The Board agreed</b> to hold the AGM after the convention in the future.		
14/18/12	<b>NP presented</b> a report on the Trustees' Skills Audit, and proposed to co-opt someone to trustees based on the skills that rate collectively lower.		
14/18/13	<b>NP also proposed</b> that the Board re-evaluate the skills that are highlighted on the form, and adapt them to reflect more accurately those that are sought out for the Board.	NP	
14/18/14	<b>It was decided</b> that the deadline to complete the skills and experience audit is extended by another 2 weeks so that all Trustees can complete		



	<p>this, and in addition that Trustees email NP to pass on any suggestion for skills that are missing.</p>		
14/18/15	<p><b>It was also suggested</b> that the arrangement of the data should be in height rather than alphabetical order.</p>		
14/18/16	<p><b>The Board approved</b> the following meeting dates for 2019:</p> <p>Board Meetings:</p> <ul style="list-style-type: none"> <li>• Saturday 2 February, 13:00-16:00</li> <li>• Saturday 11 May, 13:00-16:00</li> <li>• Saturday 20 July, 13:00-16:00</li> <li>• Saturday 2 November, 13:00-16:00</li> </ul> <p>Board Strategy and Policy Away Days:</p> <ul style="list-style-type: none"> <li>• Saturday 14 September, 11:00-16:00</li> <li>• Saturday 14 December, 11:00-16:00</li> </ul> <p>Other Dates:</p> <ul style="list-style-type: none"> <li>• Annual Conference - 21-23 June (Leicester)</li> <li>• AGM - Sunday 23 June</li> </ul>		
14/18/17	<p><b>It was noted</b> that there were no Trustee elections, as unanimous decisions were made for the four candidates who stood for four spaces.</p>		
14/18/18	<p><b>It was decided</b> that one of the appointed skills would be property, should we proceed with any of the two projects detailed below.</p>		
14/18/19	<p><b>AC presented</b> the safeguarding policy, and advised the board that the policy on ex-offenders was not yet ready but will come to the Board in September.</p>		
14/18/20	<p><b>It was noted</b> that Trustees should come out at the beginning of the safeguarding policy.</p>		
14/18/21	<p><b>AW reported</b> that she had not seen the final version, <b>and commented</b> that the government guidance on safeguarding had changed between her doing the research and this coming together.</p>		
14/18/22	<p><b>AW detailed</b> that the change implemented meant trustees need a basic check for unspent convictions, not an enhanced check.</p>		
14/18/23	<p><b>AC reported</b> that anyone applying for a trustee role would now be told they were subject to receiving a DBS check during the application process.</p>		

14/18/24	<b>It was decided</b> that the section on trustees can be put into the ex-offender policy.		
14/18/25	<b>AW further noted</b> that the Charity Commission urges charities to consider their organisational reputation in respect to appointing a trustee who has convictions, spent or otherwise, that would prevent them from working with children or vulnerable adults.		
14/18/26	To this end, <b>AW suggested</b> putting on the application form 'Are you subject to a barring order?'		
14/18/27	<b>AC suggested</b> that this is a board-only discussion, and not for the team, but also agreed changing the form in light of this.		
14/18/28	<b>AW agreed</b> to send HRM the legal wording re. children and adults for inclusion in the policy and application form.	AC	
14/18/29	<b>It was decided</b> to include this as an agenda point for the November meeting, as a decision to be made by trustees.	AC	
14/18/30	<b>It was decided</b> that HRM will send through the final version of both policies for AW to proof and offer suggestion. Then, both the safeguarding and ex-offender policies can be reviewed at the same time.		
14/18/31	<b>The Board agreed to amend the Byelaws as follows</b> in order to implement the new strategic partnership with HSS.		
14/18/32	<p><b>2.1 CLASSES OF MEMBERSHIP</b></p> <p>There shall be <del>four</del>three classes of membership of Humanists UK as follows:</p> <ul style="list-style-type: none"> <li>a. Individual</li> <li>b. Family</li> <li>c. Honorary</li> <li>d. Affiliate</li> </ul>		
14/18/33	<p><b>The Board also agreed to add the following section to the Byelaws:</b></p> <p><b>2.1.4 Affiliate member</b></p> <p>Subject to continued agreement between Humanists UK and Humanist Society Scotland, every member of Humanist Society Scotland shall be considered an affiliate member. Such a person shall have none of the rights, privileges and obligations of membership.</p>		

15/18	<u>Strategy</u>		
15/18/01	<p><b>AC presented</b> a paper on amending the VIG for prisons and <b>the Board agreed</b> new VIGs as follows:</p> <ul style="list-style-type: none"> <li>• 2018 - 18%</li> <li>• 2019 - 22%</li> <li>• 2020 - 27%</li> </ul>		
15/18/02	<b>AC presented</b> a paper on amending the VIG for Facebook.		
15/18/03	<b>JR questioned</b> the new Facebook strategy outlined in the paper		
15/18/04	<b>AC explained</b> the impact that AB testing has shown- for example, the difference in responses when using kindness vs. curiosity etc.		
15/18/05	<b>DH suggested</b> it would be useful to be presented with the results of the AB testing in the paper, and commented that inclusion of others organisations' 'organic reach' was not needed.		
15/18/06	<b>AC noted</b> information like the actual or results of AB testing wouldn't normally come to the board.		
15/18/07	<b>DH asked</b> about alternative VIGs, and whether there is a replacement proposed.		
15/18/08	<b>AC noted</b> that there are a cluster of VIGs that could be used, but conceded that we could have a Facebook one.		
15/18/09	<b>AC apologised</b> for the vagueness of the paper and that he will report back to DCAD on this.		
15/18/10	<b>AC outlined</b> options available for new premises.		
15/18/11	<b>See confidential minute</b>		
15/18/49	<b>TG asked</b> whether the Board were in favour of putting a legacy policy review to the team.		
15/18/50	<b>It was decided</b> that legacies and reserves would be reviewed In November. With strategic visioning occurring in September.		
16/18	<u>AOB</u>		
16/18/01	<b>The Board discussed</b> the gender pay gap in Humanists UK, which, because we are an organisation of under 250 employees we are not required to calculate and publish.		

16/18/02	However, <b>it was noted</b> that the mean hourly pay gap was better than the national average, and the median was slightly worse than the national average.		
16/18/03	<b>AW asked</b> whether anything was done to progress women in the organisation		
16/18/04	<b>AC noted</b> that flexible working was in place, and that we could consider offering positions as a job-share.	AC	
16/18/05	<b>DH asked</b> whether it would be possible to note the steps we are taking.		
16/18/06	<b>AC noted</b> the equal opportunities policy in recruitment, but we don't have a general statement.		
16/18/07	<b>AC also noted</b> the diversity report done every few years.		
16/18/08	<b>JR commented</b> that the female representatives on the Board were suggesting we ought to do more on this, and urged that it is listened to.		
16/18/09	<b>AC then agreed</b> to look at the part-time working or job-shares, and would comment in writing that we are seeking to ensure maximise policy.		
16/18/10	<b>DP noted</b> that we may need to edit into the recruitment packs.		
16/18/11	<b>NP reflected</b> that this refers to two things <ol style="list-style-type: none"> <li>1. Report</li> <li>2. Recruitment policy</li> </ol> Wonders whether we are creating problems		
16/18/12	<b>AC suggested</b> reviewing equal opps policy and will go to the next HR group.		
16/18/13	AS left the meeting		
16/18/14	<b>AC presented</b> a paper on the geographical diversity of Trustees as compared to members.		
16/18/15	<b>The Board noted</b> that both London and Yorkshire and the Humber are over-represented on the Board by nearly double, whilst The North West, Wales and the West Midlands lack any representation for a combined share of 19.79% of membership. However, East Midlands, Eastern, South East and South West regions are represented appropriately by the Board		

16/18/16	<p>when compared to the geographical spread of the membership of Humanists UK.</p> <p>When compared to the larger non-religious population of the UK, <b>it was noted</b> that London is over-represented by the Board both in comparison to Humanists UK membership and in comparison to the geographical spread of the non-religious population of the UK.</p>		
16/18/17	<p>However, <b>the Board recognised</b> additional factors that may lead to this over-representation that cannot be accounted for in this chart, such as an increased desire to get involved subsequent to attending events in London, the ease of attending board meetings in London, and the offices of Humanists UK being in London.</p>		
16/18/18	<p><b>NP noted</b> that as an organisation we want to increase spread for membership, but don't want to go down the 'quota route'. But agreed it is worth thinking again about how trustees can make a difference by speaking to lots of people as ambassadors.</p>		
16/18/19	<p><b>AWi agreed</b> with NP and asked the Board to remember that the burden of being a trustee is harder if you live outside of London.</p>		
16/18/20	<p><b>AWi proposed</b> that we publicise how we can accommodate those who live further away through telecoms and Skype.</p>		
16/18/21	<p><b>JA noted</b> that it was an issue, and it is a significant image issue. Indeed, JA commented that he does think it would help not just for the one complainant but for more general reputational issues.</p>		
16/18/22	<p><b>The following was decided:</b></p> <ol style="list-style-type: none"> <li>1. The team would be asked to consider whether there are other dissemination activities that could be done to encourage people to run e.g. with local groups</li> <li>2. To review dissemination</li> </ol>		
16/18/23	<p><b>AC suggested</b> that this was a question for the Board not staff</p>		
16/18/24	<p><b>EM commented</b> that the combination of convention and AGM may encourage more people to apply from outside of London.</p>		
16/18/25	<p><b>It was suggested</b> that the board takes ownership of the action regarding dissemination to local groups.</p>		
16/18/26	<p><b>NP suggested</b> including something about what it is like to be a trustee in the newsletters around the time of election.</p>		
16/18/27			

16/18/28	<p><b>It was also proposed</b> that the trustee elections were moved to after the AGM.</p>		
16/18/29	<p><b>The Chair concluded the meeting.</b></p> <p>Chair will be in touch with social activities.</p>		
	<p><u>Dates of the next Meetings</u></p> <p><b>Board of Trustees Policy Away Day on 8 September 2018, 11:00-16:00</b> at Cockpit Arts, Cockpit Yard, Northington St, London WC1N 2NP</p> <p><b>Board of Trustees Meeting on 10 November 2018 13:00 - 16:00</b> at 39 Moreland Street, London EC1V 8BB</p>		