

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

Present: Naomi Phillips (NP, Vice Chair, chairing the meeting), Jenny Bartle (JB), Blaise Egan (BE), Ewan Main (EM), David Pollock (DP), Jeremy Rodell (JR), Imtiaz Shams (IS), Amy Walden (AW).

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

| Item | | Action | Deadline |
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| 06/18/01 | Apologies for absence were received from Tom Copley, Tamar Ghosh, Guy Otten, Alexander Williams and Alom Shaha. | | |
| 06/18/02 | There were no declarations of interest . | | |
| 06/18/03 | JR congratulated the team on the success of retaining the 50% cap. | | |
| 06/18/04 | The minutes of the previous meetings were approved. | | |
| 06/18/05 | There were the following matters arising from previous minutes: <i>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.</i> | | |
| 06/18/06 | DP asked whether there was a deadline by which the landlords have to tell us of any rent increase. | | |
| 06/18/07 | AC reported that there was none, but that we are close to getting a firm figure now, and negotiations are almost over. Current position seems to be 35 per sq foot. If this was settled, this puts rent up to just under £90k. | | |
| 06/18/08 | AC also reported that we are trying to negotiate a rent free period, and to only start to pay the new rent from when it is agreed. <i>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.</i> | | |
| 06/18/09 | AC and NP reported that this had been done with relevant items on the agenda for the meeting, but with one outstanding item which was the position of representatives of Wales, Northern Ireland and Scotland on the Board. | | |

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| | <p><i>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.</i></p> | | |
| 06/18/10 | <p>In response to a question from IS, AC explained that Yves will not be joining the Board and TG had been informed, but he will continue to offer assistance.</p> <p><i>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 contract should be agreed soon.</i></p> | | |
| 06/18/11 | <p>In response to a question from DP, AC reported that this contract had now been signed.</p> <p><i>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.</i></p> | | |
| 06/18/12 | <p>AC reported that work was ongoing, and that relevant policies will come to the Board in July for their agreement.</p> | AC | |
| 06/18/13 | <p>AW confirmed she had been assisting Tony with this work, as offered.</p> <p><i>02/18/09-02/18/10 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.'</i></p> | | |
| 06/18/14 | <p>The Board agreed to JA continuing conversations with Barclays over altering the risk level.</p> | | |
| 06/18/15 | <p>JA reported that the risk level was reduced, but that Barclays took an enormous amount of time to do this. We now will not get dramatic increases in value, but the exposure of the equity in our portfolio will be less than previously.</p> <p><i>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</i></p> | | |

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| | <i>plans, it would be brought to the Board.</i> | | |
| 06/18/16 | <p>AC reported 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.</p> <p><i>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.</i></p> | AC | |
| 06/18/17 | <p>AC reported 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.</p> <p><i>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.</i></p> | AC | |
| 06/18/18 | <p>AC reported that NP had worked with CHL and that the work was done.</p> <p><i>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.</i></p> | | |
| 06/18/19 | In absence of TG, this will be held over to the next meeting. AC reminded the Board that the Annual Dinner between Trustees and Staff will be held after July Board. | | |
| 07/18 | <u>Management</u> | | budget |
| 07/18/01 | AC presented the Management Report for 2018Q1 and reminded the Board that pastoral support targets will always be behind, and that it was likely that the Board will be asked to readjust these targets in July. AC | | |
| 07/18/02 | requested the Board look at the paper presented last year that explained | | |
| 07/18/03 | the reasons behind the differences. AC also reported that a lot of trainees are not actively seeking placement. | | |
| 07/18/04 | AW gave her view that we have been working well to mitigate the time delay between completing training and getting a placement. | | |
| 07/18/05 | AC presented the 2018Q1 accounts. | | |
| 07/18/06 | JA reported on the accounts, and pointed out that 2018Q1 was another | | |

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| | <p>very good financial quarter. In particular, that we had doubled the budget target, with CommDev being extremely successful in bringing in money, especially from online donations and cash appeals.</p> | | |
| 07/18/07 | <p>JA explained the variance column, and highlighted that variances are significant in both income and expenditure, that we are well over budget and turning out a surplus at the end of Q1 which was extremely good news.</p> | | |
| 07/18/08 07/18/09 | <p>AC highlighted to the Board that we had received a large unsolicited donation of £25,000 from one donor. Additionally, JA noted the clearing of extremely handsome legacy of £200,000 that has been in the pipeline for a while, which will come through in 2018Q2.</p> | | |
| 07/18/10 | <p>DP suggested we write-up Margaret Rogers in response to the large legacy if it is from her.</p> | | |
| 07/18/11 | <p>JA wished for it to be noted that the value of the holdings in the investment portfolio was £724,388.37 as of 30/04/2018.</p> | | |
| 07/18/12 | <p>DP asked to what extent the underspend of £92,000 was a matter of phasing, and to what extent does it indicate failure to do planned work?</p> | | |
| 07/18/13 | <p>AC reported that it was mostly phasing (for Leadership & Management, Operations, Public Affairs including International). In CommDev it represented a mix, which included Events (phasing), plus ICT (£14K underspend) and Supporter Recruitment (£35.5k underspend). AC</p> | | |
| 07/18/14 07/18/15 | <p>reported that AG had been away and so it was not fully clarified. Moreover, AC reported that some has been due to the membership changes.</p> | | |
| 07/18/16 | <p>AC explained that within ICT we were budgeting for a large website development spend (£45K inc £5K on security testing), but that will happen later in the year. As such, the £14K was mostly timing.</p> <p>For Supporter Recruitment (£35.5k underspend) we were looking at Cash Appeals, Supporter Recruitment & Development. There was a £3k timing aspect of Cash Appeal invoices (budgeted for March, paid in April). Development money includes Membership new member & renewal packs/stationery which was all bought at the rebrand so we have had less expenditure than expected so far this year.</p> | | |
| 07/18/17 | <p>AC explained that recruitment (budgeted at £10,833 pcm) was the biggest underspend. This was due to lack of activity in the areas where we expected direct costs. It has been almost entirely supporter</p> | | |

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| | acquisition via Facebook. Plus, there was a £3K timing aspect of Cash Appeal invoices (budgeted for March, paid in April). | | |
| 07/18/18 07/18/19 | <p>AC presented an oral report on the changes to membership payments.</p> <p>AC explained that 5,000 members pay subscription monthly and out of these 50 responded to the email. Of the 50, 15 cancelled their membership. In addition to these, a further 65 cancelled- making the total cancellations 80. As such, the vast majority of those paying monthly subscriptions by direct debit had maintained their direct debits at the higher level, but May had been a low month for new members so far, it was unclear whether this was caused by the higher subscription rate or changes to the layout of the join page. The join page was being returned to a previous format, but with new amounts to learn more.</p> | | |
| 07/18/20 | AC agreed to present a paper to the next meeting giving a final report on the effect of the changes. | AC | |
| 07/18/21 | AC presented a report on the reforms to the celebrant network. So far every indication was that this had been a great success, and we had retained celebrants who between them were responsible for 99% of our ceremonies in 2017. | | |
| 07/18/22 | AC noted it was a fine tribute to TP and all staff involved in the change. | | |
| 07/18/23 | BE commented that this has made the celebrant network fit for purpose. | | |
| 07/18/24 | EM asked why the issue of the trainers who had left the training team was included in the report. | | |
| 07/18/25 | AC explained that some trainers see the changes as part of a broader professionalisation of the network, and so their decision to depart on those grounds has been included in the report. However, AC conceded that whilst TP may see this as all connected, it may not be. | | |
| 07/18/26 | NP asked about the communications, and especially whether there had been a direct message from AC about the change. AC highlighted the 'meet-up' session he had organised in central London in March, which offered an accompanying live chat for celebrants to watch and participate remotely. Additionally, AC reported that TP was currently on a tour of local groups and regions. | | |
| 07/18/27 | EM suggested ensuring we have a consistent and perpetual message rather than conveying information. | | |
| 07/18/28 | AC reported that we have noted inconsistency in messaging coming from | | |

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| | trainers, and consequently TP was reviewing all the training materials. | | |
| 07/18/29 | AC reminded the Board that conducting ceremonies was part of our charitable activity and thus we want to encourage as many as possible. | | |
| 07/18/30 | Regarding communications with the network, AC reported that there was quarterly bulletin, alongside a marketing update every 6 months. | | |
| 07/18/31 | DP asked whether there was anything like RiteLines, and suggested that perhaps this would be helpful. | | |
| 07/18/32 | AC reported on the set-up of the branches pilot project. This was now underway, and would run for 18 months. Provisional conclusions might be available before then for the Board. | | |
| 07/18/33 | NP wondered whether it was useful to have a trustee as a part of this | | |
| 07/18/34 | process, and asked the Board whether Trustees want to be involved as | | |
| 07/18/35 | part of strategic element. JR responded to say he was interested but may | | |
| 07/18/36 | be prejudicial. NP also noted that she was interested but was dubious about the time commitment. | | |
| 07/18/37 | The Board agreed that NP was to get in touch with David Williams to inquire whether he would benefit from the involvement of a Trustee. | | |
| 07/18/38 | AC presented a report on the Humanism MOOC. This had been a runaway success, having had 3000 people take it in the first round and with 92% of them saying they had enjoyed the course and 90% saying they would recommend it to others. | | |
| 07/18/39 | DP asked what the MOOC has cost us? and what percentage of the uptake was in the UK? The USA? | | |
| 07/18/40 | AC outlined the MOOC costs: <ul style="list-style-type: none"> • £12k to host on FutureLearn • Plus £3.5k (mostly for filming and editing costs) • Plus LD time | | |
| 07/18/41 | It was noted that we also received a £10k donation restricted to the MOOC. | | |
| 07/18/42 | Highest numbers of sign-ups: <ul style="list-style-type: none"> • 62% UK • 7% US • 4% Australia • 2% Ireland | | |

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| 07/18/43 | <ul style="list-style-type: none"> • 2% Canada • 2% Thailand <p>In total, we had sign-ups from 120 countries</p> | | |
| 07/18/44 | AC noted that the second iteration was running, the next course will be about 'Humanists Doing Things', and the third version was earmarked to be on 'How to be Good'. | | |
| 07/18/45 | JR commented that the interactive nature of the MOOC was one of the best parts of the course and that he thoroughly enjoyed it. | | |
| 07/18/46 | <p>The Board recorded their particular thanks to Luke Donnellan</p> <p><u>Management Report</u></p> | | |
| 07/18/47 | DP asked whether we should invest in getting videos of all our lectures online more quickly. | | |
| 07/18/48 | AC replied that the short answer was yes. However, currently, we neither have the necessary capacity nor the budget to invest on this matter. The CommDev assessment was that this was not a top priority issue at the moment. Nevertheless, in the event that additional resources become available, the opinion of DCAD was that we'd recommend such investment only after proper evaluation of its impact and necessity. | | |
| 07/18/49 | Upon being questioned, AC informed the Board that he agreed with AG completely, although agreed that, should the Board wish, he would take this back to the staff to be reconsidered. | | |
| 07/18/50 | DP suggested using volunteers to start editing the videos for lectures. | | |
| 07/18/51 | agreed and added that some events are not recorded and this limits capacity. | | |
| 07/18/52 | JR urged the staff to find a way around doing this. IS responded to comment that he doesn't think staff would be able to take this on, but | | |
| 07/18/53 | suggested that this be outsourced. IS also noted he was happy to help get videos of lectures online, and additionally that would be happy to assist the generation of new content for YouTube videos. | | |
| 07/18/54 | AC suggested he take the question back to the staff and come back to the Board in July | AC | |
| 07/18/55 | DP asked whether the Board could be reminded about what was going on with Facebook, and how much it would cost us in advertising fees to get back to where we were. | | |
| 07/18/56 | AC reported that, as the Board may be aware, there were currently many | | |

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| 07/18/57 | issues with regards to Facebook, ranging from privacy matters, algorithms, impact of GDPR on advertising, and whether we should continue with the assessment of our organic reach. Unfortunately, AG was not in the position to provide answers to these matters with certainty. However, it was expected that that these issues will be clarified in the next 4 to 6 weeks. At the time of the meeting, we were | | |
| 07/18/58 | mainly spending money to recruit members on Facebook. AC reported that we were not so concerned about organic reach. | | |
| 07/18/59 | BE noted that there were many people and organisations using the Humanists UK logo on Facebook, and that this posed a reputational risk. | | |
| 07/18/60 | BE suggested that whilst it may be onerous to challenge and/or report these users, this was an important thing to do. | | |
| 07/18/61 | JB suggested developing a bot that would scout the net for people using logo, and then to message the users. | | |
| 07/18/62 | JR suggested that if a Board member saw a Facebook user appropriating the image, then the trustee can pick it up. | | |
| 07/18/63 | AC gave an additional report on current personnel changes (see confidential minute) | | |
| 08/18 | <u>Annual Report and AGM</u> | | |
| 08/18/01 | The Board approved the Annual Report and Accounts for 2017 and authorised the officers to sign it. | | |
| 08/18/02 | The Board agreed the Letter of Representation to the auditors and | | |
| 08/18/03 | authorised the chair to sign it. | | |
| 08/18/04 | The Board received and noted the auditor's management letter. | | |
| 08/18/05 | The Board approved 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. | AC | |
| 08/18/06 | The Board noted that there are four candidates for four Board vacancies and that candidates will therefore be submitted for election at the AGM by a show of hands according to our Byelaws. | | |
| 09/18 | <u>Governance</u> | | |
| 09/18/01 | NP presented the revisions of the Trustees' Handbook, the Board agreed | | |

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| | the new handbook as Humanists UK regulations. | | |
| 09/18/02 | AC presented a review of delegations and reserved matters, also conveying TG's suggestion that this was reviewed in the September or December away days. The Board noted the document. | | |
| 09/18/03 | AC invited trustees to email any queries or suggestions afterwards. | | |
| 09/18/04 | The Board discussed the appointment of new trustees (see confidential minute). AC suggested that a good applicant has been found. | | |
| 09/18/05 | The Board agreed to a three year appointment if the candidate is found suitable by the officers. | ALL | |
| 09/18/06 | <p>The Board agreed to amend the Byelaws as follows:</p> <p>1.2.2 Election of officers</p> <p>1.2.2.a Honorary Officers</p> <p>Candidates for the posts of Chair, Vice-Chair and Treasurer of Humanists UK shall be nominated and seconded by Board members from the members of the Board and shall upon election by the Board hold office for three years.until the first Board meeting following the next Annual General Meeting.</p> | | |
| 09/18/07 | The Board also agreed to delete Section 6 of the Byelaws (on expenses) in light of the fact that the expenses policy is now contained in the <i>Trustee Handbook</i> . | | |
| 09/18/08 | AC suggested 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. | AC | |
| 09/18/09 | DP suggested an amendment to read 'hold office for three years <i>subject to the agreement of the officer</i> '. BE and JB suggested there was no practical purpose for this. The Board rejected this suggestion. | | |
| 09/18/10 | | | |
| 09/18/11 | | | |
| 09/18/12 | AC presented a confidential paper on books (see confidential minute). | | |
| 10/18 | <u>Strategy</u> | | |
| 10/18/01 | AC presented an update on premises. We would be presenting a proposal to Conway Hall and pursuing the owners of our current building to determine their plans to sell later this year. This had been proposed having exhausted all other options of London local authorities, including conducting several good meetings at City Hall alongside colleagues to | | |

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| | discuss bidding on TFL small sites. | | |
| 10/18/02 | AC outlined the other options available: | | |
| 10/18/03 | <ul style="list-style-type: none"> • We can buy offices, which would cost roughly £4m. | | |
| 10/18/04 | <ul style="list-style-type: none"> • Buying land on premises for redevelopment. It was noted that this was a dubious option | | |
| 10/18/05 | <ul style="list-style-type: none"> • Redevelopment on Conway Hall with a long lease: Conway Hall were very cautious about this, and it was acknowledged that there may be complications regarding the existing sound studio. | | |
| 10/18/06 | AC reported that a presentation was to be made to the capital proposals committee. Problems | | |
| 10/18/07 | Additionally, AC reported that a member (Paul Rivlin) works in property development and was very enthusiastic about getting involved. Together | | |
| 10/18/08 | with Yves, AC noted we can probably put something together that may be appealing to Conway Hall. | | |
| 10/18/09 | With regards to funding a capital appeal, AC informed the Board that a sole trader with extensive experience in capital appeals had explained that it was possible to arrange a pitch around permanence and stability. AC had reviewed three options, two agencies and the sole trader, and had decided to go ahead with Rowena Lewis. | | |
| 10/18/10 | AC informed the Board that a property working group had not met since this development materialised but will be arranged. | | |
| 10/18/11 | JA highlighted to the Board that this was a real opportunity for us, and | | |
| 10/18/12 | that we should go ahead with it. JA agreed that it was hard to get a grip on, but admitted he was dubious about Conway Hall- citing management problems if we were to move in, as well as the building not looking | | |
| 10/18/13 | prestigious. JA noted that his overwhelming preference was a separate | | |
| 10/18/14 | building that was ours. Further, JA highlighted he was reluctant to go into major development, but happy for a re-fit or a change of use | | |
| 10/18/15 | building. JA pointed out to the Board that this was all about finding home for Humanism. | | |
| 10/18/16 | JA reported on his phone call with Barclays on Monday to see what money would offer for a mortgage, and noted that they could be willing to go beyond the £10k per monthly payment in Andrew's paper. | | |
| 10/18/17 | BE agreed with everything JA raised. | | |
| 10/18/18 | DP responded to say he was excited, but that he too had doubts | | |
| 10/18/19 | regarding Conway Hall. Further, DP raised questions over the | | |

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| 10/18/20 | accessibility of the Conway Hall site, both for building and for afterwards. | | |
| 10/18/21 | DP suggested that if this building were for sale, and if other floors were to come in part in a couple of years, then this would be a good option. DP voiced that we need a place with character. | | |
| 10/18/22 | IS agreed , but suggested that we may not be able to afford the current place. | | |
| 10/18/23 | As an additional point, IS suggested we consider factoring in revenue schemes for events if we had a central London location. | | |
| 10/18/24 | AC responded to say that if we were developing any building, then we account for renting out. | | |
| 10/18/25 | JR highlighted: <ol style="list-style-type: none"> 1. We were in a period about to go over Brexit cliff, and that the effects on commercial property in London were yet unknown. 2. We were a membership organisation, and may be considered over London-centric. We would need to develop a strategy to approach how to carry membership with, if we stay in London. For example, members outside of London may think it weird for us to spend money on the building. | | |
| 10/18/26 | AC acknowledged this and responded that almost everyone he had communicated with had highlighted the pitch as a key risk, and that it would be imperative to message members who weren't contributing so that that they know their money was not going to the building. | | |
| 10/18/27 | AC informed the Board that he had met with several other organisations about this, all of whom informed his that it was much harder now to find reasonably priced space. | | |
| 10/18/28 | EM also asked about members, and how the money will be raised. | | |
| 10/18/29 | AC informed the Board that the two agencies involved had analysed the database to highlight prospects, it was noted that projections did not include grants and trusts requisition. This was a measurement of the organisation that has this base, rather than a measurement of this current base. | | |
| 10/18/30 | IS asked whether we had identified any building agencies looking to integrate commercial space into building sites. AC confirmed that this was the crux of Paul Rivlin's approach. | | |
| 10/18/31 | | | |
| 10/18/32 | AC noted that we do hold a good strategic relationship with Conway Hall, | | |

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| | and that although it may be a difficult relationship, it should be in their public benefit to work alongside us. | | |
| 11/18 | <u>AOB</u> | | |
| 11/18/01 | It was noted that the Events Manager was to inform Trustees of their involvement in the convention, especially if they are required to help chairing sessions. It was decided that the Events Manager should send out the agenda. | AC | |
| | <u>Dates of the next Meetings</u> Humanists UK Conference and AGM, 22-24 June 2018 at Northumbria Students Union, 2 Sandyford Rd, Newcastle upon Tyne NE1 8SB Board of Trustees Meeting on 21 July 2018 13:00-16:00 , at 39 Moreland Street, London EC1V 8BB | | |