

Minutes of Board of Trustees Meeting
2 February 2019 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), Jenny Bartle (JB), Tom Copley (TC), Ann O'Connell (AOC), Donna Holland (DH), Ewan Main (EM), David Pollock (DP), Jeremy Rodell (JR), Imtiaz Shams (IS), and Amy Walden (AW)

In attendance: Andrew Copson (AC, Chief Executive and Company Secretary), Neera Shah (NS, Assistant to the Chief Executive, minuting)

Item		Action
19/01	Apologies for absence were received from Alexander Williams (AWil) and Blaise Egan (BE). JB and DH joined the meeting online.	
19/02	There was one declaration of interest from JR in relation to 19/04/16 to the effect that he is chair of a partner group.	
19/03	<u>Minutes of the last meeting</u>	
19/03/01	<p>The Board agreed the minutes of the last meeting with the following amends:</p> <ul style="list-style-type: none"> - 17/18/02 - to delete this line as TC had given apologies - 19/18/01 to delete the words 'at the end of the' - 20/18/5 change '201' to '2019' <p>There were the following matters arising from previous minutes:</p>	
19/03/02	<p><i>In relation to 18/18/04 on NP getting in touch with David Williams to proceed on the branches pilot:</i></p> <p>NP stated she will not get in touch with him after all.</p>	
19/03/03	<p><i>In relation to 18/18/06 on TG's action to clarify what DH meant by 'campaigns:</i></p> <p>The Board agreed that DH will email AC what she meant</p>	DH
19/03/04	<p><i>In relation to 19/18/09 on JA's decision to convert investment to cash due to Brexit:</i></p> <p>JA reported that this had been done.</p>	
19/03/05	<p><i>In relation to 22/18/04 on the Board's request for a paper on emerging trends and review of social media policy:</i></p> <p>The Board agreed that TG should clarify to AC what was meant by this so any report could be prepared.</p>	TG
19/03/06	<i>In relation to 22/18/06 on BE and IS drafting a reply for members on developing humanist views on Artificial Intelligence:</i>	

19/03/07	<p>BE and IS had written this and it had been communicated to the members who made the request. They had since replied to TG and TG considered the matter closed.</p> <p><i>In relation to 22/18/07 on AC's suggestion and IS's offer of volunteering for the set up of a Humanists in Tech group:</i></p> <p>AC reported that IS had provided an excellent document on a Humanists in Tech Group. IS will be leader of this group and it will be formed.</p>	AC
19/03/08	<p><i>In relation to 23/18/02 on TC and AC thinking about guidelines for dialling in to board meetings.</i></p> <p>TG reported that the recommendation to the board is that dialling into Board meetings it should be acceptable if a trustee is incapacitated due to injuries, illness, or severe disruption in transport but that there should be a cap on the number of people allowed to dial in. AC would investigate a better video and audio system for the board room for this purpose, which everyone supported.</p>	
19/04	<u>Management</u>	AC
19/04/01	AC talked the Board through through the management dashboard and recently received complaints.	
19/04/02	AC explained the format was updated slightly from 2018. He explained red meant significant areas of concern, amber less so, and green meant all was well. AC further explained all areas were green and all were going well.	
19/04/03	AC explained that he had added a section on recent complaints. "Recent" meant since last board meeting. AC stated two complaints were upheld.	
19/04/04	AW asked for a definition of categories and the Board agreed that the ceremonies complaint process (policy and categorisation) should be circulated to the Board for their information.	
19/04/05	The Board noted a report from the Director of Public Affairs and Policy on an incident concerning a marriage in Northern Ireland that had been the subject of a complaint.	
19/04/06	JA asked whether a press statement had been made and AC replied that it had not yet been necessary.	
19/04/07	AC presented the accounts for 2018, which showed a very positive result. Expenditure was on budget and income much higher than budgeted.	
19/04/08	JA stated Q4 2018 was extremely successful with income well above budget specifically £213k above budget which was due to subscriptions and donations. JA noted that in AC's management report this was stated as due to our presence at the national Remembrance Day ceremony and to the 'Alice effect'.	

19/04/09	JA stated Q4 expenditure was spot on budget. It was a fantastic result at the year end with a surplus of £711k. He compared it to a decade ago when total income was just approximately £711k.	AC
19/04/10	The Board considered whether to include some legacy income in future budgets but after discussion resolved not to do so.	
19/04/11	AC reminded the Board of the current policy on legacies and agreed to circulate this to the Board.	
19/04/12	JA explained that the Barclays account had a balance on 31 January 2019 of £726,510. This was the cash fund that had resulted from liquidating our investments. JA further explained that he will be taking advice on investments as he does not feel it is his job to make such decisions alone.	
19/04/13	TG proposed and the Board agreed that investment strategy be dealt with by Finance and Audit Subcommittee.	TG
19/04/14	Following discussion, the Board requested that legacies be the only below the line figures in future management accounts, with restricted funds and dividends to be moved into the budget and forecast lines.	
19/04/15	The Board noted a report on Civi CRM, our database, prepared by the Director of IT and expressed its support for such a comprehensive report. The Board agreed to send any questions on the report to the director of IT. AC confirmed this group is for users of the crm only. TG to let BE know this (who had offered to join the Board) and suggest he sends in comments and questions.	
19/04/16	The Board approved the new Partnership Agreement with groups, prepared by the Director of Community Services, as set out in the appendix to these minutes with the following amends: <ul style="list-style-type: none"> - Under 'Public Consultation and communication' to delete '(including Humanists UK local Representatives)' - Under 'Resources' to include at the end of the first sentence 'materials which incorporates the logo' 	
19/04/17	The Board noted that it needed to nominate two of its number to be responsible for matters under the partnership agreement and agreed to add this to the July agenda.	NS
19/04/18	The Board noted a report on Safeguarding prepared by the Office and Administration Manager and requested that TG should be sent a list of trustees who have not completed their DBS checks.	NS
19/05	<u>Governance</u>	NS
19/05/01	The Vice Chair reported that trustees had completed their reviews of officers and mid-term trustees and that she would be contacted those reviewed to discuss the feedback.	

19/05/02	The Board reviewed and agreed the Risk Register for 2019. NP to email members if her retrieved notes indicate any further responses were needed to individual suggestions.	NP
19/05/03	The Board agreed that EM should provide some explanatory text for the front page of the register as to the varied nature of the controls.	EM
19/05/04	The Board discussed the election for new trustees and noted that TC, EM, DP, and IS were due to stand down but may stand again. There are five vacancies. The Board discussed whether there should be targeted marketing this year.	
19/05/05	The Board appointed AW and JR as scrutineers for the counting of the votes on 11 June.	
19/05/06	The Board removed section 8.4.1v from the Byelaws as proposed by the Director of Community Services	
19/05/07	On the proposal of TG, the Board agreed to create a Finance and Audit Subcommittee and that TG should write Terms of Reference for the Subcommittee.	TG
19/06	<u>Strategy</u>	AC
19/06/01	<p>The Board amended the VIG income targets for membership, direct debits and cash donations, in light of changes in the way that these amounts are categorised internally, and as proposed by the Director of Operations, as follows:</p> <p>2019</p> <p>(i) membership subscriptions 720k</p> <p>(ii) DD donations 50k</p> <p>(iii) cash donations 430k</p> <p>(iv) total 1,200k</p> <p>2020</p> <p>(i) membership subscriptions 827k</p> <p>(ii) DD donations 52k</p> <p>(iii) cash donations 543k</p> <p>(iv) total 1,422k</p>	
19/06/02	The Board discussed the use of funds that had accumulated in excess of reserves.	
19/06/03	JA and AC explained our reserves policy to the Board, namely that we should hold three month's expenditure in reserves. We had now accumulated funds in excess of that limit and, although a proportion of the funds in excess of reserves had been allocated to a deficit budget, the funds in excess of even that level were significant.	
19/06/04	AC explained legacy income had increased tremendously in the last few years but that this had not been normal previously and that it remains unpredictable. By not budgeting legacy income in the last nine years, we have fostered a prudent attitude	

	towards funds which has to date proven beneficial, as discussed previously in the meeting.	
19/06/05	The Board agreed to allow funds in excess of the income budget to accumulate, to give itself the luxury of choice when planning its future strategy for 2020 onwards.	
19/06/06	The Board noted that it was due to adopt a new strategy in 2020 and agreed a good date for the agreement of that would be the away day in September 2020. This would leave six Board meetings and two away days before that date.	
19/06/07	The Board agreed that a working group to include the Chair, the Chief Executive, and further trustees, should lead the process of reviewing our strategy.	
19/06/08	The Board further agreed that the working group should begin by putting together (i) terms of reference for the review and the working group and (ii) a timetable for the process. These should be brought to the Board at its May meeting.	
19/06/09	The Board further agreed to receive updated PESTLE and SWOT analyses and state of play documents for each department and for our finances in May, to inform the strategic review. These should be brought to the Board at its May meeting.	
19/06/10	DH, EM, DP, JR and AW expressed an interest in joining the strategy working group.	
19/06/11	The Board agreed that TG and AC should convene the working group and take this work forward. TG encouraged all Board to consider that all would be expected to put in more time from now until the new strategy is finalised, to ensure this is a comprehensive process. The time commitment for the working group is in excess of this and TG expects this to amount to a few hours per week.	TG, AC
19/07	<u>AOB</u>	
19/07/01	NP requested that Board papers be made consistent, specifically that it should be made clear what was to note and what called for a decision.	NS
19/07/02	Feedback from JB and DH on their experience of joining remotely confirmed the view of the Board that the office should invest in high quality conference calling.	AC
19/08	<u>Date of the next Meeting</u> Board of Trustees Meeting on 11 May 2019 13:00 - 16:00 at 39 Moreland Street, London EC1V 8BB	