

Minutes of Board of Trustees Meeting
11 May 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), Blaise Egan (BE), David Pollock (DP), Jeremy Rodell (JR), Amy Walden (AW) and Alexander Williams (AWi)

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

Item		Action
19/06	Apologies for absence were received from Donna Holland (DH), Ewan Main (EM) and Imtiaz Shams (IS).	
19/06/01	There were no declarations of interest .	
19/06/02	Agenda Additions: None	
19/06/03	TG stated it was NP's last board meeting, and thanked her for her contribution on behalf of the Board. The Board expressed its thanks for her support and dedication to the organisation. TG explained we would be looking to organise drinks, and that the dinner after the AGM would be part of her thank you celebrations.	
19/07	<u>Minutes of the last meeting</u>	
19/07/01	<i>In relation to 19/04/13 on TG's proposal of and the Board's agreement on the investment strategy be dealt with by Finance and Audit Subcommittee:</i> It was noted the Finance and Audit Subcommittee had not yet been established but, when it is, this responsibility will be relayed to it	NS
19/07/02	<i>In relation to 19/04/17 on the Board's need to nominate two of its number to be responsible for matters under the partnership agreement and the addition of this to the July agenda:</i> It was noted this had been added to the July board agenda.	
19/07/03	<i>In relation to 19/04/18 on the Board's request to send TG a list of trustees whose DBS checks were incomplete:</i> It was noted this had been done. TG asked if NS could revisit this with her, as she can't find a recent update	TG, NS
19/07/04	<i>In relation to 19/05/07 on TG's producing Terms of Reference for a Finance and Audit Subcommittee:</i>	

	It was noted this had not yet been done and that the Board would agree Terms of Reference and membership of the Committee at its meeting in July.	TG
19/08	<u>Management</u>	NS
19/08/01	AC talked the Board through the management dashboard , highlighting the following points. AC agreed we would re-word this in the agenda from now on to be 'management dashboard'	
19/08/02	AC explained ceremonies numbers overall continued to plateau, which was due to increased competition from secular providers. This was being addressed through increased marketing at national level and by providing increased marketing support to celebrants. Nonetheless, strategy in relation to ceremonies would have to be reconsidered as part of the general strategy review because the landscape in which we operate has changed so much.	
19/08/03	AC explained that, while there was some good news on campaigns, in that the RE curriculum in Wales was moving in the right direction, an assisted dying case was in the court system, and there were possible litigants on the matter of collective worship and on the matter of humanist marriage, the political situation at large made big successes unlikely.	
19/08/04	AC explained that there had been delays in the revision of the website, but the Director of IT and Acting Director of Communications and Development were in regular liaison with the contractor appointed to design our new site and if they prove unsatisfactory, we would re-tender.	
19/08/05	AC explained that, in relation to the review of the top level executive staff structure, he and TG had met with an external management consultant Jonathan Pinto, who then reviewed his diary, our organisational structure, our workplans, and met with him individually. He had then made recommendations as follows: (i) the reduction of the CE's direct reports, (ii) the redrafting of Director job descriptions to be more focussed on outcomes and outputs rather than tasks and activities, (iii) the reduction of scheduled meetings between the CE and Directors, and (iv) that he should spend more time writing, thinking, networking and inspiring. AC reported that he is implementing all of these but they did not seem to TG and him to be sufficient or to meet the need which we have identified.	
19/08/06	AC and TG informed the Board that AC would be discussing the matter with the Directors this month to see if we could generate any internal suggestions.	TG
19/08/07	After discussion, the Board agreed TG would write up the exact problem that we were seeking to solve and that further discussions on this matter would be held during the Officers meeting and would include scoping on other consultants and getting a second opinion.	
19/08/08	The Board also agreed to send any suggestions of suitable consultants and ideas for further work on this to TG.	ALL

19/08/09	Moving on, AC explained that development in Northern Ireland had been delayed due to the Northern Ireland Coordinator taking a period of sick leave. AC would be meeting the NI Committee later this month to discuss matters further.	
19/08/10-14	This minute is confidential as it concerns an employee.	
19/08/15-17	This minute is confidential as it concerns a complaint.	
19/08/18	The Board discussed the practical difficulties in producing the quarterly list of personnel, now that they number over 230. The Board agreed that only a list of employees would be required in future.	NS
19/08/19	The Board agreed staff profile pictures would be added to the intranet as part of the organisational diagram.	NS
19/08/20	DP and TG congratulated staff on an excellent management report.	
19/08/21	AC presented the accounts for 2019Q1. He drew particular attention to income being similar to budget and expenditure £30k under budget. Membership subscriptions were notably higher both against quarterly budget and 2018Q1. Expenditure against 2018Q1 was higher due to overall expansion in various areas utilising our strong financial position. For the current year, we were now forecasting income 6% higher than budget and expenditure 11% higher than budget.	TG
19/08/22	AC updated the Board in relation to new offices that an agent had been instructed to search and that any updates would be brought to the Officers, as this matter had been delegated to them by the Board.	ALL
19/08/23	The Treasurer stated that there was nothing of great significance to note, with a reduction in deficit and a year-end surplus. Legacy income was again a major feature. He exhorted the Board to always keep an eye on overheads so that they don't creep up as can happen in times of plenty, but noted that they were currently under budget.	
19/08/24	The Board discussed how best to explain the current financial position to members in an accessible way, specifically the difference between our donation income, which it was vital to keep up to fund our ongoing work, and the money held in excess of reserves which, though it may seem like an asset which made fundraising unnecessary, was actually the result of legacy income and earmarked for.	
19/08/25	The Board agreed a commentary would be prepared by the Officers to present at the AGM.	TG, AOC, JA
19/08/26	AC informed the Board that a long-list of ways to mark our 125th anniversary in 2021 had been drawn up by the Directors. The document would be shared after the meeting for Board members to add any suggestions.	ALL
19/09	<u>Annual Report and AGM</u>	

19/09/01	The Board noted the report from the Director of Operations explaining the difference between statutory accounts and management accounts.	TG
19/09/02	The Board approved the Annual Report and Accounts for 2018 and authorised the officers to sign it. The Board congratulated staff on a successful year.	
19/09/03	The Board agreed the Letter of Representation to the auditors and authorised the chair to sign it.	
19/09/04	The Board received and noted the auditor's management letter.	
19/09/05	The Board approved the AGM notice and agenda.	
19/09/06	The Board discussed the following motion proposed by two members: According to 97% of climate change scientists, our climate and environment are facing catastrophe. Humanists UK needs to respond to this impending disaster. I propose that this conference ask our trustees to hold a ballot of all members on the proposition the Humanists UK should change its definition of humanism to explicitly state that the preservation and maintenance of the natural world are integral to the core definition of what we are. The ballot proposal should state that we challenge the dominant western perspective, prevailing over several centuries, that human beings are our primary concern, and that it is acceptable for the rest of the Earth's flora and fauna to be plundered for our benefit. The ballot should ask members to vote on changing the basic definition of what Humanists UK stands for: to explicitly state that the natural world and humans are inseparable, and that actively respecting and caring for the Earth's fauna, flora and environment are as important as any other ethical responsibility. This change would mean that this statement of humanist principles is not just tucked away in our 'Articles of Association'. Rather, our responsibilities to the environment would be explicit in all Humanists UK websites, magazines and publicity. Accordingly, we should consider changing the Humanists UK strapline to something like "For the one life we have and the one world we live in" and "Think for yourself, act for everyone and for our Earth"	
19/09/07	The Board agreed that this was an important issue, already well reflected in our membership of the Climate Coalition, our reference to future generations in our high level vision, and many other ways. TG expressed concern about making a change to something as strategic as this outside of the strategy review, as any change would need to be reflected down through the operational work also.	TG AC, TG
19/09/08	The Board further agreed that the best way for these issues to receive attention was part of the Board's review of strategy and that it was not helpful that the motion should pass, as it could bring unmanageable expectations.	
19/09/09	The Board agreed that TG should contact the proposer of the motion to discuss it.	
19/09/10		

19/09/11	The Board agreed that AC would work with TG to produce lines of argument for the Board at the AGM.	AOC
19/09/12	<p>The Board agreed that the newly elected Vice Chair should review our rules around motions to General Meetings.</p> <p>The Board noted there were thirteen candidates for five Board vacancies and that a postal ballot of members would therefore be held according to our Byelaws.</p>	
19/10	<u>Governance</u>	
19/10/01	The Board noted the intention of Naomi Phillips, who no longer had the time available to contribute as she wished, to resign as a trustee on 23 June.	AC
19/10/02	The Board thanked her for her service as a trustee and Vice Chair.	
19/10/03	The Board elected Ann O’Connell as Vice Chair to serve from 24 June the Board meeting of July 2020.	
19/10/04	The Board noted the appointment of John Adams as a trustee was coming to an end and appointed him for a further three year term as a trustee.	
19/10/05	The Board elected John Adams as Treasurer to serve until the Board meeting of July 2022.	
19/10/06	The Board discussed our structure in Wales and Northern Ireland.	
19/10/07	<p>AC explained in their review of the Trustee Handbook two years ago, the Vice Chair and he suggested that two places on the Board be reserved for Wales and Northern Ireland and that this could be accomplished by an addition to the Articles of Association as follows:</p> <p><i>In order to guarantee that the Board contains perspectives from (i) Wales and (ii) Northern Ireland, the board will appoint (i) one qualified trustee resident in Wales with experience and knowledge of Humanists UK work in Wales and (ii) one qualified trustee resident in Northern Ireland with experience and knowledge of Humanists UK work in Northern Ireland.</i></p>	
19/10/08	AC further explained that the Officers and he now think that increasing the Board to a potential 19 would be excessive and therefore that the two places out of the five current vacancies should be reserved for Wales and Northern Ireland.	
19/10/09	The Board adopted the above italics as a policy for a trial before deciding on a permanent change of amending the Articles.	
19/10/10	The Board agreed to appoint Emma Shepherd, the outgoing Chair of the Wales Committee to the Board for a one year trial term beginning at the 2019 AGM.	
19/10/11		AC

	AC stated Northern Ireland was being reviewed in the same way as Wales and any necessary recommendations would follow.	
19/11	<u>Strategy</u>	
19/11/01	AC reminded the Board that a report on the current state of our work in all the departments had been circulated to them for their information. It included our current definitions of 'Aims' and 'Strategies' as well as reports on every department. A similar report on our finances was being produced by him together with the Director of Operations and would be circulated to the Board when agreed with the Treasurer.	
19/11/02	The Vice Chair made a presentation to the Board on Theory of Change thinking and how it would be used as the basis for the current review of strategy.	
19/11/03	The Board agreed Terms of Reference for the Strategy 2020 Working Group as attached to these minutes.	
19/11/04	The Board agreed a timeline for the Strategy Review.	
19/11/05	The Board considered the 'big issues' suggested by the working group and agreed to feed in comments and ideas they had when this document was re-circulated following the board meeting.	NS
19/11/06	The Board agreed that our vision would be discussed in the first meeting of the Strategy Working Group, with everything that we currently had that was vision-like, including our current 'What do we want' statement and our brand position, taken into account.	
19/11/07	The Board agreed that our mission would be discussed in the first meeting of the Strategy Working Group, with everything that we currently had that was mission-like, including our Objects, our current 'What do we do' statement, and our brand position, taken into account.	
19/11/08	The Board had a general discussion about their aspirations and expectations of the strategy review.	
19/11/09	The Board agreed that the Strategy Working group should describe all the problems we are seeking to solve, and open this up for Board additions and comments. On the suggestion of JB, the Board agreed it would then attempt a root cause analysis of these problems before proceeding with a Theory of Change approach.	SWG
	<u>Date of the next Meeting</u> AGM, 23 June 2019 14:00-16:00 at Athena Conference & Banqueting, Queen Street, Leicester, LE1 1QD Board of Trustees Meeting on 20 July 2019 13:00 - 16:00 at 39 Moreland Street, London EC1V 8BB	

