

Minutes of Board of Trustees Meeting

8 May 2020 13:00-16:00

Via Zoom

Present: John Adams (JA, Treasurer), Jenny Bartle (JB), Tom Copley (TC), Ian Deboys (ID), Blaise Egan (BE), Ruth Kaufman (RK), Ewan Main (EM), Ann O'Connell (AOC, Vice Chair), David Pollock (DP), Jeremy Rodell (JR), Imtiaz Shams (IS), Emma Shepherd (ES), Hamza Walayat (HW), Amy Walden (AW)

In attendance: Andrew Copson (AC, Chief Executive and Company Secretary), Tony Pinkney (TPi, EA to CEO) Minutes.

Item		Action	Deadline
	<u>Procedural Matters</u>		
20/08/01	Apologies for absence: received from Alex Williams		
20/08/02	Declarations of interests: None		
20/08/03	Minutes of the last meeting: the minutes of the meeting held on 8 Feb 2020 were approved with no amendments.		
20/08/04	Minutes of the resolutions by email on 5 May 2020 were approved as amended to include the names of trustees who had responded and that the majority of respondents have approved the resolution and the following amendment: 20/07/05 The email to members to be sent on 18 May 2020.		
20/08/05	As a matter arising from previous minutes, DP updated the Board on the progress being made on the history of Humanists UK, which was on track.		
20/08/06	The board agreed to defer the following business on a proposal by the Vice Chair: <ol style="list-style-type: none">1. The review of the Trustee Handbook should be deferred to the July board meeting.2. The discussion regarding a nominations sub-committee to later in the year.3. The strategy review discussion in light of the COVID 19 pandemic uncertainty and the effect this will have on it	TPi	
20/08/07	The Board noted the existing risk register (now circulated to all Trustees) at the May meeting and resolved to carry forward the approval of a revised risk register to the		

	November meeting, so that another full review can be completed at a time when we hope to have more clarity on the shape of the future which may change our view of the likelihood and impact of various future risks.		
20/09	<u>Management</u>		
20/09/01	AC presented the management dashboard and Covid-19 report.		
20/09/02	AC reported there had been two complaints in Q1, both resolved satisfactorily.		
20/09/03	TG reported a complaint that had bypassed the formal procedure but come straight to her, but had now been resolved.		
20/09/04	AC reported there were no serious incidents but our attention was drawn to deficiencies in our safeguarding policy and processes. The DOP is currently reviewing the policy which will be presented to the board later in the year.	DOP	
20/10	<u>Annual Report</u>		
20/10/01	AC presented the annual report and AGM paper.		
20/10/02	The Board adopted the Annual Report and Accounts for 2019 with amendments.		
20/10/03	The Board authorised the Chair to sign the letter of representation.	TG	
20/10/04	The Board received the auditors management letter.		
20/10/05	The Board noted the AGM notice and agenda already approved. This to be circulated to members with the Annual Report and Accounts on 18 May.		
20/10/06	The Board noted there were five candidates for three Board vacancies and that a ballot of members would therefore be held.		
20/11	<u>Governance</u>		
20/11/01	The Board agreed changes to byelaws as attached		
20/11/02	The Board noted the final policy on Recruitment (Religion and Belief), previously agreed and now checked by our lawyers, as attached, with a small amend to the date.		

20/12	<u>Coronavirus: the future</u>		
20/12/01	TG presented a paper from the Chair, Vice Chair, and Treasurer summarising their past meetings during the Covid:19 related crisis, including advice they had given to the Chief Executive in the exercise of his delegated authority, and recommending a process for future involvement of the wider Board where necessary.		
20/12/02	<p>The Board adopted the following criteria for when and how the whole Board should be involved in decision making between Board meetings for issues not covered by existing delegation practices, with one vote against and thirteen in favour:</p> <p><i>Criteria to be used by the Officers to decide if a matter falls to whole Board:</i></p> <ul style="list-style-type: none"> • <i>the spend variance is greater than £100k against budget</i> • <i>officers consider there is reputational risk to Humanists UK</i> • <i>officers consider that actions being taken stray from the objects of Humanists UK</i> • <i>Actions that require a reversal of a previous Board decision</i> <p><i>If the Officers feel there is a need for the Board to make a decision before its next scheduled meeting the suggestion is as follows:</i></p> <ul style="list-style-type: none"> • <i>endeavour to secure a time for a virtual meeting within a week/two weeks of the need being agreed</i> • <i>to ensure we have a quorate level of nine trustees</i> 		
20/12/03	AC presented his paper on Coronavirus and the future, outlining his intentions to return to normal activities from the beginning of July, income and external environment permitting, and detailing a revised financial deficit for the year.		
20/12/04	The Board approved an additional deficit of £110k and undesignated £110k of the Building Fund in order to keep our reserves at the required level at the end of 2020, with one vote against and thirteen in favour.		
20/13	<u>Any Other Business:</u>		
20/13/01	JB thanked the Board for their support during her tenure now that her term as a trustee was coming to an end. The Board thanked her in return		

20/13/02	TG advised that apart from attending the weekly Officer calls she would be delegating other matters to AOC for the next five weeks due to personal work pressures.	AOC	
20/13/03	JR suggested a communication to staff thanking them for their work during the pandemic.	AOC, TG	
20/13/04	JA suggested he send a special thank you to Catriona for her work on the financial preparations under the Covid-19 challenges.	JA	
20/14	<p><u>Date of next meeting:</u></p> <p>Board of Trustees Meeting on Saturday 4 July 2020 13:00 - 16:00 via Zoom meeting</p>		

Changes to Byelaws

The following amendments to Byelaws are required to allow the election to continue online under a contracted electronic voting services company:

5. Election of Board of Trustees Members

Prospective vacancies on the Board arising at the AGM caused by retirements whether by rotation or otherwise shall be advertised by the Board to all members not less than eight weeks in advance of the AGM and candidates invited to stand for the Board. To qualify the candidates must be members of Humanists UK and must submit an application within two weeks of such notice being given signed by two proposers who shall be members of Humanists UK, in whatever format as from time to time the Board may prescribe.

If the number of candidates exceeds the number of vacancies then not less than five weeks prior to the AGM ballots containing the names of the candidates together with their statements shall be distributed to all members of Humanists UK. The booklet shall also contain a list of current Board members and their gender, age, ethnicity, and region or nation of the UK. The order of candidates in the booklet shall be randomised, as shall the order of candidates on the ballot paper. Voting shall be by STV and counted using the Droop quota and the Hare-Clark method of redistribution for both surplus allocation of elected candidates and distribution of excluded candidate preferences. Secondary preferences for prior winners shall be reallocated using the Wright system. The count shall be conducted by the Company Secretary ~~as Returning Officer or by an agent appointed by the Company Secretary as Returning Officer~~ in advance of the AGM. ~~In the event that the count is conducted by the Company Secretary, it shall be~~ scrutinised by two Board members not standing for election, appointed for that purpose by the Board ~~and a~~. All candidates shall be entitled to attend the count. ~~In the event that it is conducted by an agent, all candidates shall be entitled to receive details of the contract with that agent on request.~~

Full results of each election shall be available to members at the AGM, but the ~~Company Secretary~~ ~~Returning Officer~~ will formally announce only the names of successful candidates in the order in which they were elected.

Complaints about the election may be made to the ~~Company Secretary~~ ~~Returning Officer~~ at any time from the point when the ballot is called to two months after the results are announced at the AGM. The ~~Company Secretary~~ ~~Returning Officer~~ will investigate and adjudicate and any party unsatisfied with the resolution of a complaint may appeal to the scrutineers. The scrutineers' decision will be final.

As part of taking our sections into our management structures rather than having them provided for in our governing instruments, the Board is asked to delete Section 6 of Byelaws, which made arrangements for Choirs. The Board is also asked to delete Section 7 (Defence Humanists) of our Byelaws and amend renumbered Section 7 as follows:

79. Demographic Sections

Members and supporters of Humanists UK who:- (i) are aged 18-35;; (ii) are students in higher education;; and (iii) chooseing to identify as part of LGBT Humanists; or (iv) are serving or veteran members of the UK armed forces, members of a serving member's household, or current or retired Ministry of Defence staff, shall automatically be members and supporters of the (i) the Young Humanists (ii) Humanist Students, and (iii) LGBT

Page 22 of 23

Humanists, and (iv) Defence Humanists sections of Humanists UK respectively. The sections will be run by committees or officers appointed by Humanists UK management.

The Board is asked to agree these changes to Byelaws.

**Andrew Copson
7 May 2020**