

Minutes of Board of Trustees Meeting

20 February 2021 13:00 - 16:00

Via Zoom

Present: John Adams (JA, Treasurer), Tom Copley (TC), Ian Deboys (ID), Blaise Egan (BE), Tamar Ghosh (TG, Chair), Ruth Kaufman (RK), Ewan Main (EM), Neil McKain (NM), Stephanie Niven (SN), 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 Chief Executive) Minutes.

Item		Action	Deadline
	<u>Procedural Matters</u>		
01/21	Apologies for absence: None		
01/21/01	Declarations of interests: Ewan Main declared an interest as an accredited celebrant.		
01/21/03	Minutes of the last meeting: the minutes of the meeting held on 14 November 2020 had one suggested amendment pending, to be discussed between TG and JR.	TG, JR	
02/21	<u>Management</u>		
02/21/01	AC presented the Board with his management update, including the management, international, media coverage, and stakeholder engagement quarterly reports available on the Trustee area, as well as the monthly VIG reports.		
02/21/02	AC confirmed we continue to communicate with staff about working arrangements in a timely manner and make sure there is continued awareness of their welfare.		
02/21/03	The Board resolved to send a message to all staff communicating its gratitude for the work that continued to be done well in difficult circumstances and to offer support.	TG	
02/21/04	The Board asked questions of AC on the report including on celebrant training and the online shop.		
02/21/05	AC presented the 2020Q4 accounts and 2020 accounts.		
02/21/06	AC summarised that we ended 2020 with £2.6m and a further £300k in legacies notified.		

02/21/07	JA added that total income for 2020 had been £3.2m. For comparison, five years ago income was £1.7m, demonstrating our rapid growth.		
02/21/08	JA added that the Finance and Audit Committee had been discussing a new investment policy. A draft policy had been prepared, compliant with charity finance, and a policy document will be presented to the Board once the strategic objectives have been finalised.		
	BE added he was preparing a review on legacies and will provide it in time for the April FAC	BE	13 April
02/21/09	AC reported there had been no complaints.		
02/21/10	AC reported there had been no serious incidents.		
02/21/11	AC updated the Board on our work on equality, diversity, and inclusion. Our consultant had prepared her report and recommendations and would be meeting to present it on 26 February. A report would come to the Board at its next meeting.	AC	30 April
02/21/12	The Board resolved , in accordance with a recommendation of the Finance and Audit Committee that, in general, staff benefits should be benchmarked against comparable organisations in the charitable sector and noted that FAC would be reviewing all benefits in the Staff Handbook later this year.	AC	
03/21	<u>Governance</u>		
03/21/01	AOC thanked board members who completed the Annual Officers and Trustees reviews. Feedback would be given to relevant trustees in due course.		
03/21/02	The Board discussed and approved the 2021 Risk Register.		
03/21/03	The Board agreed the Board Recruitment Subcommittee would review G9 of the register (succession planning for Officers on the Board) and make a proposal in May.	Board Recruit ment Subcom mittee	30 April
03/21/04	AOC updated the Board on the progress of our applying for the Trusted Charity Mark status, which was on hold because of the pandemic.		
03/21/05	EM presented proposals from the Board Recruitment Subcommittee on new election rules and term limits for trustees.		

03/21/06	The Board Recruitment Subcommittee proposed that candidates should have their nominations approved by the Board Recruitment Subcommittee, who will assess and interview candidates for suitability in light of the Humanists UK trustee person specification as well as any additional specific criteria agreed by the Board on an annual basis.		
03/21/07	The Board Recruitment Subcommittee proposed the Trustee person specification be amended to reflect the new process. (The new specification is appended below in Appendix 1.)		
03/21/08	The Board Recruitment Subcommittee proposed a new nomination form to give effect to these proposals. (This is appended below in Appendix 2.)		
03/21/09	The Board discussed the proposals for the new election rules. There was agreement for both a nomination vetting process and term limits for trustees. There were some reservations about term limits and concerns about loss of experience on the Board but the benefits of turnover were seen to outweigh these.		
03/21/10	<p>The Board voted by majority (with one abstention) in favour for all the changes as proposed above, on the basis that the Subcommittee discuss the following practical implications:</p> <ul style="list-style-type: none"> • How to manage the potential loss of knowledge from Trustees finishing their terms when they are still involved in ongoing projects, or have other voluntary roles • How to manage an uneven attrition pattern whereby we lose a large number of Trustees in one particular year. • How to manage the attrition of Officers 		
03/21/11	AC reported on the trustee vacancies.		
03/21/12	AC advised that Blaise Egan (elected 2018), Neil McKain (co-opted 2020), Jeremy Rodell (elected 2018), and Amy Walden (elected 2018) are due to retire at the 2021 AGM and that there will be five vacancies for election to the Board in the 2021 election, notice of which will be sent to members in the Q1 Newsletter.		
03/21/13	The Board noted Iain Deboys' and Emma Shepherd's terms come to an end at the 2021 AGM. They were re- appointed in July 2020 for their national expertise. The efficacy of the appointments will be considered by the Board Recruitment	Rec Subcommittee	30 April

	Subcommittee, who will bring a proposal to the May Board meeting for how these roles might work in future.		
03/21/14	The Board noted TG wished to continue for only one more year as Chair and suggested the Board Recruitment Subcommittee consider this matter and bring a proposal to the Board as soon as possible.	Rec Subcommittee	23 July
03/21/15	Given (i) the continued difficulties caused by social distancing in light of Covid 19 preventing a large physical meeting but (ii) the unsatisfactory nature of having no meaningful engagement by members for a second year running, the Board approved proposals from the FAC and Chief Executive to hold an in-person AGM composed of senior staff and trustees, and ask members to be present by proxy rather than in person. The AGM will be live streamed so members online will feel they have attended. Members will also be able to submit questions in advance, which can be addressed in the meeting.	AC	
03/21/16	The FAC presented its paper on the Enhanced Maternity Pay review.		
03/21/17	The Board noted that the Director of Operations will further review the policy and present an updated proposal for the May board meeting, using the charitable sector as the benchmark.	CM	30 April
04/21	<u>Strategy</u>		
04/21/01	James Robertson (external consultant) presented the results of the Schwartz values survey undertaken by Board members and staff.		
04/21/02	The Chair noted that the Strategy Working Group would take the outputs and use them to form the strategy. The Chair agreed to send round the list of strategy group members, for those who have since joined the Board.	TPi	
04/21/03	Owing to the deferral of our strategy and the effect Covid 19 has had on in-person events, the Board resolved to suspend Byelaw 1.b.ii.b ("The President is appointed for a three year term and may be removed at any time by the Board.") and to extend the Presidency of Alice Roberts to 31 December 2022.	AC	
04/21/04	The Board resolved to recommence the process of selecting a new President at its July meeting, with a paper from AC.	AC	23 July
20/13	<u>Any Other Business:</u>		

20/14	<u>Date of next meeting:</u> Board of Trustees Meeting on Saturday 8 May 2021 13:00 - 16:00 via Zoom		
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Appendix 1

Trustee person specification

- Commitment to the overall strategy of Humanists UK and to Humanism
- Willingness to devote the necessary time and effort
- Good, independent judgment
- Ability to think creatively and strategically
- **Ability to offer constructive challenge in a spirit of collaboration**
- Willingness to learn about and engage with unfamiliar issues
- Understanding **or willingness to learn about the** legal duties, responsibilities and liabilities **involved in being a director and trustee**
- **Experience or understanding of governance and the role of a trustee within an organisation**
- Ability to work effectively as a member of a team
- Willingness to abide by the Code of Conduct

Appendix 2

HUMANISTS UK NOMINATION FORM FOR ELECTION AS A DIRECTOR AND TRUSTEE

Thank you for your interest in becoming a director and trustee of Humanists UK. Anyone wishing to stand for election must: (i) be a member of Humanists UK, (ii) be nominated by two members of Humanists UK, (iii) be interviewed by the Board Recruitment Subcommittee to check that they meet the trustee person specification as follows:

- Commitment to the overall strategy of Humanists UK and to Humanism
- Willingness to devote the necessary time and effort
- Good, independent judgment
- Ability to think creatively and strategically
- Ability to offer constructive challenge in a spirit of collaboration
- Willingness to learn about and engage with unfamiliar issues
- Understanding or willingness to learn about the legal duties, responsibilities and liabilities involved in being a director and trustee
- Experience *or* understanding of governance and the role of a trustee within an organisation
- Ability to work effectively as a member of a team
- Willingness to abide by the Code of Conduct (attached at the end of this form)

If you have satisfactorily completed all these stages of the nomination process, you will be submitted for election to the membership of Humanists UK. In the event that there are more candidates for election than vacancies, a ballot of members will be conducted online and by post. In the event that the number of candidates does not exceed the number of vacancies, individual names of candidates will be submitted to the members present at the AGM for individual election.

PART A: PERSONAL DETAILS

FULL NAME					
ADDRESS				POSTCODE	
TELEPHONE		MOBILE		EMAIL	

PART B: NOMINATION

Each candidate must be nominated by two members of Humanists UK (if you have any problems identifying members to nominate you please contact Andrew Copson on andrew@humanism.org.uk). The members whose details you enter below will be contacted and required to sign a declaration that they believe that you meet the trustee person specification as outlined above:

NAME		EMAIL	
NAME		EMAIL	

PART C: YOUR AGREEMENT

I agree to being nominated for election as a Director and Trustee of Humanists UK. I support the Objects as set out in the Articles of Association, and the Aims and Values. By signing this form I declare I am a fit and proper person to serve as a Director of a company in England and Wales. I have no criminal convictions, I have never been prohibited from accepting office as a charity trustee or company director and I have never been publicly censured by a professional body. I understand that I will undergo a basic DBS check if elected.

YOUR SIGNATURE		DATE	
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PART D: CANDIDATE'S STATEMENT

Please answer the following questions within the word limits specified. If your nomination is approved by the Board Recruitment Subcommittee then your answers to these questions will be printed for the information of members voting in the election.

Why should people vote for you? (No more than **20 words**)

What skills and/or experience do you bring to the governance role? (No more than **200 words**)

What is your vision for Humanists UK? (No more than **200 words**)

Appendix: Code of Conduct for Trustees

1. Selflessness

The Trustees of Humanists UK have a general duty to act in the best interests of Humanists UK. They should not act in their capacity as Trustees to gain financial or other material benefits for themselves, their family, their friends, or any other organisation with which they are involved.

2. Integrity

The Trustees of Humanists UK:

- Should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role as Trustees, other than as fully disclosed in their electoral statement or prior to any relevant board discussions;
- Should, as well as avoiding actual impropriety, avoid any appearance of improper behaviour;
- Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement concerning the donor or its interests in relation to Humanists UK.

3. Objectivity

In carrying out their role, including making staff and Trustee appointments, awarding contracts or transacting other business, the Trustees of Humanists UK should ensure that decisions are made solely on merit in relation to the Values and Aims of Humanists UK.

4. Accountability

The Trustees of Humanists UK:

- Have a duty to be accountable to the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in Humanists UK;
- Are accountable for their decisions and actions to the members of Humanists UK and must submit themselves to such scrutiny as the Board considers appropriate to their role.

5. Openness

The Trustees of Humanists UK:

- Should be as open as possible about their decisions and the action they take and give reasons for their decisions and restrict access to information only when the wider interest clearly demands;
- Should ensure that confidential material, including that about individuals, is handled with due care;
- Should declare any interest that they have in any matter to be considered by the Trustees, whether pecuniary or due to their involvement in any other organisation;
- Should conduct the business of the Board with a presumption of rational argument based on evidence, openness and full disclosure according to the Values and Aims of Humanists UK.

6. Leadership

The Trustees of Humanists UK must respect:

- The agreed working practices between the Board and the executive team;
- The executive management reporting structure;
- The different roles of staff and volunteers.

Trustees are collectively responsible for good governance and maintaining high standards in their relationships with others in the organisation.

The Trustees of Humanists UK:

- Should comply with Humanists UK Articles and Byelaws, charity law, company law and any other relevant legislation or regulations.
- Should lead Humanists UK by ensuring there is a clear vision and strategy, that values are upheld and policies are applied in practice.
- Should strive to establish respectful, collegial and courteous relationships with all those they come into contact with in their role as Trustees.
- Should make decisions collectively, engaging in constructive challenge and open-minded discussion, taking joint responsibility and accepting a majority vote as decisive and final.
- Should support the Chair, striving to attend all Board meetings, giving apologies ahead of time if unable to attend and studying the agenda and other information prior to the meeting.
- Should oversee the Chief Executive in a constructive and supportive manner, understanding and respecting delegated authorities.
- Should ensure that clear procedures are in place for the search, selection, election, training, retirement and removal of Trustees.
- Should inform the Chair if resigning, giving notice in advance and in writing and agreeing to participate in an exit interview.
- Should accept that substantial breach of any part of this code may result in being asked to resign from the Board. At all times Trustees will have a reasonable opportunity of being heard by the Board or of making written representations to the Board

7. Humanism

Trustees of Humanists UK must be aware at all times of being potentially in the public eye as representatives of Humanists UK, and not act individually or jointly so as to bring Humanists UK into disrepute.

The Trustees of Humanists UK:

- Should take an active interest in our public image, noting media articles, books and TV programmes covering Humanism, Humanists UK and issues that are important to Humanists UK.
- Should aim to ensure that everything Humanists UK does stands the test of scrutiny by the public, the media, charity regulators, members, stakeholders, funders, Parliament and the courts.

Trustees should strive to embody the Values of Humanists UK:

- engaging in dialogue and debate rationally, intelligently, and with attention to evidence
- recognising the dignity of individuals and treating them with fairness and respect
- respecting and promoting freedom, democracy, human rights, and the rule of law
- cooperating with others for the common good, including with those of different beliefs
- celebrating human achievement, progress, and potential

Board Demographics

In order to give an indication to electors of the current and possible demographic breakdown of the Board, we print certain information on candidates and current trustees in the manifesto booklet circulated with the ballot paper. Please complete the fields below to give us this information. We will also disclose the region of the UK in which you live. You may choose not to complete the below fields, in which case 'Not disclosed by candidate' will appear with your candidate's statement in the booklet.

AGE		
GENDER		
ETHNICITY <i>(Please Select one of the following by putting a 'X' in the column next to the answer that best describes your ethnicity)</i>	White 1. English / Welsh / Scottish / Northern Irish / British 2. Irish 3. Gypsy or Irish Traveller 4. Any other White background, please describe Mixed / Multiple ethnic groups 5. White and Black Caribbean 6. White and Black African 7. White and Asian 8. Any other Mixed / Multiple ethnic background, please describe: ----- Asian / Asian British 9. Indian 10. Pakistani 11. Bangladeshi 12. Chinese 13. Any other Asian background, please describe: ----- Black / African / Caribbean / Black British 14. African 15. Caribbean 16. Any other Black / African / Caribbean background, please describe: ----- Other ethnic group 17. Arab 18. Any other ethnic group, please describe:	

Appendix 3

Amendment to Articles

Add the following sub article to Article 22:

22.6 No one may serve as a trustee for more than eight consecutive years. After serving as a trustee for a period of eight consecutive years, any person will only become eligible to become a trustee after at least twelve months have passed since their retirement as a trustee.

Add the following sub article to Article 25:

25.4 A person may not stand for election as a trustee if they have been elected as a trustee on two separate occasions during the six year period immediately preceding the date of the election in question.