

# Minutes of Board of Trustees Meeting

31 July 2021, 13:00-16:20

Online

**Present:** John Adams (JA, Treasurer), Ian Deboys (ID), Ruth Kaufman (RK), Ewan Main (EM), Stephanie Niven (SN), Ann O'Connell (AOC, Vice Chair), Sophy Robinson (SR), Jeremy Rodell (JR), Imtiaz Shams (IS), Emma Shepherd (ES).

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

Item		Action	Deadline
11/21	<b><u>Procedural Matters</u></b>		
11/21/01	<b>Apologies for absence:</b> Apologies were received from Neil McKain, David Pollock, and Hamza Walayat. TG noted DP had sent some comments on some agenda points ahead of the meeting which she would incorporate.		
11/21/02	<b>Declarations of interests:</b> None		
11/21/03	<b>TG welcomed</b> new Board member Sophy Robinson. SR introduced herself. The Board introduced themselves to Sophy.		
11/21/04	<b>The Board recorded</b> their best wishes to David Pollock, whose illness prevented his attendance.		
11/21/05	<b>Minutes of the last meeting:</b> the minutes of the meetings held on 8 and 16 May were agreed with the following amends  11/21/02 - insert 'by majority' after 'Agreed'  11/21/03 - To replace the current note with this below <i>The Board agreed that a concern of one of its members about the omission of Partner Groups from the Strategic Plan should be remitted to the staff team and then brought back to the Board in September for further discussion and agreement.</i>  11/21/04 - insert 'by majority' after 'Agreed'		
11/21/06	Item 08/21/03 was carried forward to the next meeting. Emma Shepherd volunteered to replace David Pollock.		
12/21	<b><u>Management</u></b>		

12/21/01	<b>AC presented the Board</b> with his management update, including the management, international, media coverage, stakeholder engagement quarterly reports available on the Trustee area, as well as the monthly VIG reports and quarterly EDI report.		
12/21/02	<b>AC updated</b> the Board on staff matters and the possibility of returning to the office.		
12/21/03	<b>AC reported</b> there had been no complaints.		
12/21/04	<b>AC asked</b> the Board to note an incident as per the confidential agenda.		
12/21/05	<p><b>AC presented</b> the 2021Q2 accounts, reporting that we had an operating surplus of £54k against a forecast deficit of £265k.</p> <p>Our performance was, for income, notably higher than forecast (+18%) variance), while expenditure was 30% under forecast. We received £323k legacy income.</p> <p><u>We therefore show a net surplus of £378k compared to a budgeted deficit of £208k.</u></p>		
13/21	<b><u>Governance</u></b>		
13/21/01	<p><b>The Board agreed</b> the Board Recruitment Subcommittee's proposal for Treasurer and Chair Recruitment as follows:</p> <ul style="list-style-type: none"> <li>• To appoint Ann O'Connell as Treasurer from July 2022 with a new Treasurer appointed to serve from July 2025.</li> <li>• To invite applications for Vice Chair from existing trustees in January 2022 and appoint them as Honorary Vice Chair until July 2023, with an option of a further three year term if their term of service as a Board member allows.</li> <li>• TG was reelected as Chair to serve until July 2022. A vacancy for Chair will be advertised in August with external Board recruiters, as in previous years, and the Board Recruitment Subcommittee will conduct a selection process and hope to present a candidate to the Board for approval in November. The successful candidate will shadow TG and attend Board meetings between now and July 2022 and will then, to keep the appointment of honorary officers in sync, be appointed for an initial two year term from July 2022.</li> </ul>		
13/21/02	<b>The Board agreed</b> to the Board Recruitment Subcommittee proposal for a Wales and Northern Ireland appointed trustee as follows:		

	<ul style="list-style-type: none"> <li>• Iain Deboys (ID) and Emma Shepherd (ES) were each re-appointed for a further one year term, up to the 2022 AGM.</li> <li>• A Wales vacancy and Northern Ireland vacancy will be advertised to members in the relevant jurisdictions on a suitable timescale for appointments to be made ahead of the 2022 July Board meeting.</li> <li>• That the Wales and Northern Ireland vacancies will thenceforth be advertised every four years.</li> </ul>		
13/21/03	<b>The Board discussed</b> the 2021 AGM and noted the AGM minutes.		
13/21/04	<p><b>The Board noted</b> the report on the Trustees' Skills Audit and that we have a healthy balance of skills and experience.</p> <p><b>The Board agreed for the report on the Trustees' Skills Audit to be discussed by</b> the Board Recruitment Subcommittee and for them to bring a paper with recommendations to the next Board meeting.</p>		
13/21/05	<b>The Board agreed</b> the reformatted Byelaws.		
13/21/06	<p><b>The Board agreed</b> the following dates for the Board meetings for 2022:</p> <p>Board Meetings:</p> <ul style="list-style-type: none"> <li>• Saturday 26 February, 13:00-16:00</li> <li>• Saturday 14 May, 13:00-16:00</li> <li>• Saturday 9 July, 13:00-16:00</li> <li>• Saturday 5 November, 13:00-16:00</li> </ul> <p>Strategy and Policy Away Days:</p> <ul style="list-style-type: none"> <li>• Saturday 10 September, 11:00-16:00</li> <li>• Saturday 10 December, 11:00-16:00</li> </ul> <p>Other Dates:</p> <ul style="list-style-type: none"> <li>• Annual Conference (Belfast) - 17-19 June</li> <li>• AGM - Sunday 19 June</li> </ul>		
13/21/07	<b>The Board discussed</b> the meetings for the remainder of 2021 and <b>agreed</b> to plan for an online meeting in September and continue to review for future meetings as to whether these could be face to face.		

13/21/08	<b>The Board agreed</b> the new agreement wording with the HSS as appended to these minutes.		
13/21/09	<b>The Board discussed and agreed</b> the EDI Action Group strapline and statement with some minor amendments, as in appendix 2 to these minutes.		
13/21/10	<b>The Board expressed</b> their thanks to the Group for their work in producing an excellent statement.		
14/21	<b><u>Strategy</u></b>		
14/21/01	<b>The Board agreed to not</b> adopt the Armed Forces Covenant. Instead, the Board agreed to consider an alternative statement at its September Away Day that would express our commitment to continuing to support members of the UK Armed Forces and their families in advancing the provision of secular and humanist services; defeating discrimination and intolerance on the basis of belief; advancing education in the philosophy of humanism; and providing the means for like-minded individuals to discuss humanist values, principles and relevant subjects.		
14/21/02	<b>The Board noted</b> possible candidates for President. The Board agreed to send ideas of strong support or strong concern on any candidates, with any new candidate names to TPi within 2 weeks.	ALL	
14/21/03	<b>The Board discussed the Reserves Policy proposed by FAC and agreed</b> that further information was required. <b>The Board agreed</b> the FAC would provide more detail about risks for the November meeting and agreement of the Reserves Policy be deferred until then.	FAC	
14/21/04	<b>The Board agreed to the</b> Investment Policy as appended to these minutes.		
14/21/05	<b>The Board agreed</b> that the £400k building fund should continue to be designated.		
14/21/06	<b>The Board agreed</b> to defer consideration of the schedule of delegated and reserved authorities to its November meeting.		
14/21/07	<b>The Board agreed</b> the recommendation from the Strategy Working Group that, from November, quarterly management reporting to the Board in normal circumstances will consist		

	<p>of:</p> <ul style="list-style-type: none"> <li>• traffic lights against the three year plan document with executive commentary on what is "going well, having issues, going badly"</li> <li>• A report on brand and reputation including complaints and critical incidents as well as other issues</li> <li>• report on key media and external meetings only</li> </ul> <p><b>The Board agreed</b> to defer the remainder of the Strategy Working Group recommendations around general framework and special measures to its November meeting.</p> <p><b>The Board</b> was requested to add comments directly to the measures document by 9 August.</p>		
15/21	<b><u>Any Other Business:</u></b>		
16/21	<p><b><u>Date of next meeting:</u></b></p> <p>Board and SMT policy and strategy away day. <b>Saturday 18 September 11:00-16:00</b> via Google Meet.</p>		

## **Appendix 1**

# **Strategic Partnership between Humanist Society Scotland and Humanists UK**

## **A. Parties**

This is an agreement between Humanist Society Scotland and Humanists UK, referred to in this document as either 'the parties' or 'we'.

## **B. Duration**

This agreement will last until (i) either party gives six months' notice of its intention to end it or (ii) the two parties come to an alternative agreement. It may be amended by mutual agreement. It replaces the 2015 agreement between the parties.

## **C. Definitions**

In this document:

1. 'UK' includes the UK and the territories within the British Isles for which the UK is responsible, namely the Channel Islands and the Isle of Man;
2. 'Jurisdiction' in the case of (i) Humanist Society Scotland means Scotland (ii) Humanists UK means the UK outside of Scotland.

## **D. Nature of Agreement**

1. Humanists UK and Humanist Society Scotland agree to collaborate in order to optimise resources and maximise impact.
2. In this agreement, where the parties have agreed to provide each other with a benefit or undertaking, that provision is exclusive and may not be provided to another organisation.
3. The parties will implement this agreement consistently with their legal responsibilities, including in relation to data protection laws and regulations relevant to data sharing agreed in the clauses that follow.

## **E. Values and Aims**

Our partnership is founded on humanist values, mutual respect, and a desire to cooperate to achieve the best outcomes for humanists and humanism across the UK. It should be read and interpreted in that light.

## **F. Membership**

1. We want humanists to be in membership of the organisation(s) that will best meet their needs and best secure their long term participation in our movement.

2. We want UK-wide figures to give as accurate a number of those engaged in humanist organisations in the UK as possible.

Therefore:

1. Neither party will actively recruit members or fundraise in the other's jurisdiction.
2. Members of Humanist Society Scotland will all be considered affiliate members of Humanists UK and any members of Humanists UK resident in Scotland will be considered affiliate members of Humanist Society Scotland. Affiliate membership will not involve any payment, voting rights, or fundraising, and will solely be designed to make the membership figures of Humanists UK and Humanist Society Scotland more representative e.g. when making representations to parliaments.
3. Each party will maintain a permanent link on the join section of their website to encourage non-wedding couple members to join the party relevant to their jurisdiction of residence.
4. Each party will request permission to share contact details of members who reside in the other party's jurisdiction for the purposes of encouraging them to join the party relevant to their jurisdiction of residence.
5. Humanists UK will encourage any members in Scotland to sign up for the Humanist Society Scotland ebulletin and request permission from any members at the point of joining to share data with Humanist Society Scotland for them to be signed up.
6. Humanist Society Scotland will encourage any members in the UK outside of Scotland to sign up for the Humanists UK ebulletin and request permission from any members at the point of joining to share data with Humanists UK for them to be signed up.
7. Humanist Society Scotland membership shall qualify an individual for membership of Humanists UK Sections (at the time of writing: Defence Humanists, LGBT Humanists, Young Humanists, Humanist Students) and Networks (at the time of writing: Humanist Teachers, Humanist Lawyers, Humanists in Government, Humanists in Business).
8. Humanists UK membership shall qualify an individual in Scotland for membership of Humanist Society Scotland sections (at the time of writing: Generation H (Youth), Humanists Enjoying Living Life (Retired section), Scottish Humanist Lawyers, and the city local groups).
9. In regard to the commitments in this section F, the parties will make any necessary changes to their own rules to make this so and in their operating procedures to give effect to it.

## **G. Ceremonies**

We want every humanist in the UK to have access to a high-quality humanist ceremony appropriate to their circumstances. Therefore:

1. Each party is recognised as the provider of humanist ceremonies and celebrant training in its jurisdiction.
2. Humanists UK is recognised as the provider of humanist celebrant training in the Republic of Ireland where those celebrants intend to practise in Northern Ireland.
3. Each party agrees to direct celebrant training enquiries received from outside its jurisdiction to the relevant party.
4. Each party agrees to direct enquiries for ceremonies to occur in the other party's jurisdiction, to that other party.
5. On rare occasions, each party acknowledges that its celebrants will, where a clear personal connection exists with a couple / family, be conducting occasional ceremonies in the other's jurisdiction and agrees to facilitate these occasions as necessary.
6. Celebrants of one party who relocate to the jurisdiction of the other party shall be eligible for accreditation or registration by that party automatically, save for any additional training required to conduct legal ceremonies. This is subject to both parties conducting an annual review of professional standards to ensure that they are still comparable.

## **H. Pastoral Support**

1. We want to ensure a consistently high standard of humanist pastoral support across the UK.
2. We want a strong UK-wide voice for humanists in pastoral support, particularly when engaging with national chaplaincy and pastoral support forums and groups.

Therefore:

1. Humanists UK will provide humanist pastoral support training to Humanist Society Scotland members on paid commission from Humanist Society Scotland.
2. Humanist Society Scotland membership will be an acceptable alternative to Humanists UK membership as a qualifying criterion in the standard accreditation framework for the UK Non-Religious Pastoral Support Network (NRPSN).
3. Humanist Society Scotland will manage relationships with sectoral organisations operating solely in Scotland.
4. Humanists UK, including through the NRPSN, will handle relationships with UK-wide chaplaincy and pastoral support bodies and bodies operating solely in parts of the UK other than Scotland.
5. One place on the NRPSN Board will be reserved for an accredited NRPSN member resident in Scotland, nominated by the Humanist Society Scotland.

## **I. Public Affairs, Policy, and Campaigns**

1. We want humanist values to shape public debate and public policy across the UK.
2. We want as far as possible for humanist organisations to be promoting consistent messages and policies.

Therefore:



1. On policies affecting citizens in both jurisdictions, the parties agree to seek a common position. In the unlikely circumstance that an agreement is not possible, each party will make it clear in any representations to elected representatives that their position is only that of their own organisation.
2. On matters exclusively affecting their jurisdiction, the parties will lobby (i) elected representatives from their own jurisdictions and (ii) public bodies in their jurisdictions directly without the need to agree a common policy position.
3. When the parties are making representations to MPs from constituencies in Scotland, they will notify each other. Humanist Society Scotland will manage all relationships with MSPs, Scottish Government ministers, civil servants, and any associated public boards or bodies that operate exclusively in Scotland.
4. As a UK wide organisation, Humanists UK enjoys recognition and a direct working relationship with the Foreign and Commonwealth Office (FCO), Department for International Development (DFID), and Ministry of Defence (MOD). Humanist Society Scotland does not seek any such relationship with these ministries and positively agrees to work with and through Humanists UK on these matters.
5. The parties will engage, inform, and seek to involve each other in legal representations in cases that have potential or likelihood to affect citizens in both jurisdictions, including cases at the Supreme Court.
6. All communications emanating from either party regarding any joint work or about issues within the other party's jurisdiction, will recognise the role played by that other party.

## **J. International**

Both parties are full members of the European Humanist Federation and International Humanist and Ethical Union. We agree to caucus ahead of international General Assemblies to seek an agreed position on all questions wherever possible.

## **K. Continuing Contact**

We wish to maintain excellent and productive cooperation between our executives and Boards. Therefore:

1. Each party will invite two representatives of the other each year as guests to their respective community services conferences, annual conferences, and AGMs.
2. Our Chairs and Chief Executives will meet annually to keep this partnership under review, alternating between London and Edinburgh.
3. Our staff will set up regular contact with each other, with our senior managers meeting at least once every six months.

**Agreed by the Board of Humanist Society Scotland on XX Month 2021**

**Agreed by the Board of Humanists UK on 31 July 2021**

## **EDI Statement and Strapline**

**The EDI Action Group have discussed and proposed the following statement and strapline for the Board's approval.**

The EDI Action Group consists of Humanists UK staff and volunteers, including from the Board, and from the Association of Black Humanists. We come from diverse backgrounds and a range of lived experiences; united in our commitment to the humanist values of reason, empathy, compassion, and fairness. We are proud of those values, and inspired to make sure that anyone who relates to them is able to have their voice heard at Humanists UK. As the national humanist organisation for the UK, we want everyone to feel confident that it is a welcoming and accessible space for all.

Humanist values provide a strong foundation in the work for equality, diversity and inclusion. But we know there is always more we can learn about how to include and celebrate every individual. We do not want to become complacent, nor assume that because we are humanists, we are already as fair, unbiased, and inclusive as we should be. Indeed, it is precisely *because* we are humanists that our views and behaviour must evolve in response to the ever-growing body of knowledge about what it means to be intentionally equitable, inclusive, and anti-racist. We want our whole organisation and *all* of our people to work to create a culture of inclusion, helping everyone to feel they belong.

Strapline - Putting humanist values into action.

**EDI Action Group  
21 July 2021**

## **Appendix 3**

### **FP10: Investments Policy**

#### **Background and financial objectives**

*The purpose of this policy is to serve as a guide to Trustees, and any agents to whom powers are delegated by the Trustees, in the investment and governance of the liquid assets of the charity.*

*At 31 December 2020 the balance sheet totalled £2.6m, including £1.6m in investments and £1m cash at bank. We intend to spend down much of these funds over the course of our three year budget (to end of 2023), and project that we will end 2025 with liquid assets circa £1.23m (£200k above the reserves target). £200-300k is more than sufficient to be held in instant access bank accounts as 'working capital'. The remaining liquid assets (referred to as 'investments') are subject to this investment policy. This includes the funds identified as reserves.*

*This policy identifies the decision making process, the appropriate accountabilities and the range of acceptable asset allocations for the holding of Humanists UK's liquid assets. It has been formulated with assistance from Yoke & Co.*

*The charity is reliant on fundraising and donations for its activities, not on income from investments. The primary goal of this investment policy is to maintain the value of our assets during the course of the 5-year strategy. As a general principle we seek to produce the best financial return within an acceptable level of risk. In addition to covering expenses, our investment policies are as follows: short-term and long-term, each with corresponding risk appetites and approaches.*

#### **Short-term investments policy**

- *This policy applies to funds we expect to spend within the 5-year period of the Strategy, including 25% of the funds identified as reserves (the reserves policy being partly to fund unforeseen needs).*
- *The investment objectives for the short-term funds are to:*
  - *preserve the capital value*
  - *ensure a high level of liquidity*
  - *see a return on investment*
- *Capital volatility cannot be tolerated and investment of these assets should be focused on minimising this. This may be viewed as a zero to low risk tolerance.*
- *Some short-term investments (circa £500k) may be required at short notice (1 month), for example to fund a property purchase while the rest can be accessible over longer periods as determined by the Treasurer in consultation with the Director of Operations.*
- *Target (2025) value: £258k*
- *Current value: £1,533k*
- *The performance benchmark of this investment is LIBOR*

## **Long-term investments policy**

- *This policy applies to funds we expect to hold for many years. They account for 75% of the funds identified in our reserves policy (three months of expenditure).*
- *The investment objectives for the long-term funds are to:*
  - *preserve the capital value,*
  - *protect against inflation<sup>1</sup>,*
  - *see a return on investment.*
- *We have a low risk tolerance.*
- *The investment objective is to generate a return in excess of inflation.*

*This portfolio will look (approximately) as follows:*

	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
<i>Long-term investments (75% reserves)</i>	<i>648</i>	<i>740</i>	<i>758</i>	<i>768</i>	<i>775</i>
<i>Short-term investments</i>	<i>1,533</i>	<i>1,160</i>	<i>503</i>	<i>293</i>	<i>258</i>
<i>Assets invested</i>	<i>2,180</i>	<i>1,900</i>	<i>1,260</i>	<i>1,060</i>	<i>1,033</i>
<i>Working capital (outside policy scope)</i>	<i>300</i>	<i>300</i>	<i>300</i>	<i>300</i>	<i>197</i>
<i>Assets accounted for</i>	<i>2,480</i>	<i>2,200</i>	<i>1,560</i>	<i>1,360</i>	<i>1,230</i>

*This policy does not dictate which Common Investment Fund/s should be used for long-term investments. We will take expert advice on the most suitable cash and/or fund investments to fulfil our policy requirements as outlined above and this will be presented to the Board for approval.*

## **Investment powers**

*Trustees are given powers by the Articles of Association and by Charities legislation to make financial investments on behalf of the charity in order to further the aims and objectives of the charity. The Articles of Association of the charity provide the following powers: "The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power...to...*

- *deposit or invest funds;*
- *employ a professional fund-manager; and*

---

<sup>1</sup> The inflation measure most relevant to the charity's expenditure is the CPI since RPI is being phased out and few investment firms use it.

- *arrange for the investments or other property of the Charity to be held in the name of a nominee;"*

*Specifically, the Trustees Act (2000) identifies a "general power of investment" together with the "standard investment criteria" of: the suitability of the investment to the trust, the determination of the level of investible funds and the need for diversification of investments, "in so far as is appropriate to the circumstances of the trust". The legislation also places a duty on trustees to review the investments and "consider whether, having regard to the standard investment criteria, they should be varied" (Trustees Act, Part II, 4).*

*This policy is also compliant with the Charity Commission guidance (CC14).*

## **Governance**

*It is the role of the Treasurer to:*

- *ensure that the charity has an appropriate investment policy,*
- *monitor the Humanists UK's investment management performance and ensure its consistency with the Humanist UK's values, policies and legal responsibilities,*

*The Board has delegated investment responsibilities to the Finance & Audit sub-Committee (FAC) as follows:*

- *review bank and investment balances and investment strategies,*
- *making decisions about investments where time is of the essence,*
- *assist the Treasurer in financial decision making.*

*Approval of the investments policy sits with the Board of Trustees, as does decisions about investments where delegation of decision-making powers has not otherwise been agreed.*

*Day to day investment management may be delegated to an authorised professional investment manager, regulated by the FCA, providing they adhere to this policy. This appointment must be approved by the Board. Expert advice may be sought at any time.*

## **Ethical investment policy**

*Charity law permits ethical investments, even if those holdings yield a lower rate of return than an alternative, either because: the alternative conflicts with the aims of the charity; or, the charity might lose supporters or beneficiaries if it does not invest ethically. This policy will make use of that provision, normally through the selection of an appropriately positioned ethical fund.*

*Our charity's ethical investment policy precludes direct exposure to companies that generate more than a small minority (typically under 10%) of revenues from arms, alcohol, tobacco, gambling, or pornography.*

*Additionally, we seek to avoid companies that are materially involved in ethically unacceptable practices such as corruption, environmental degradation, poor labour practises, breaches of human rights, and companies that knowingly breach international legal standards.*

*Should there be sufficient funds to engage in a more active investment portfolio, the Board will revisit this part of the policy so as to consider if and how those investments can be better utilised in the furtherance of the charities wider strategic aims.*

### **Management, reporting & monitoring**

*The charity nominates a list of authorised signatories, two of whom are required to sign instructions to the investment manager.*

*The charity will appoint a professional investment management firm to manage the assets held outside of Flagstone on a discretionary basis, in line with this investment policy. The manager will provide the following information to the Board on a quarterly basis: valuation of investments, transaction report, cash reconciliation, performance analysis and commentary. The manager will also present an annual report on performance and on alignment with our ethical policy.*

*The investment manager will not be required to present in person but, should the charity pursue a long-term investments policy, this may change.*

*The Treasurer will monitor the performance of the investments and recommend restorative actions to the Board to ensure our investment portfolios perform within agreed ranges. The Board may pre-approve the actions needed should funds rise above or fall below acceptable variances, bearing in mind target levels).*

*The Finance and Audit sub-Committee will review the information provided by the investment manager at each quarterly meeting to assist the Treasurer in making recommendations to the Board.*

### **Approval and review**

*This Investment Policy was prepared by the Finance and Audit Committee to provide a framework for the management of its reserves as well as funds held above reserves. It will be reviewed on an annual basis to ensure continuing appropriateness.*

### **3. Building fund**

*We propose that the 400k building fund should continue to be designated.*