

# Minutes of Board of Trustees Meeting

20 November 2021 13:00-16:00

Portland Room, International Student House,  
1 Park Crescent, London, W9 1PF

**Present:** John Adams (JA, Treasurer), Ian Deboys (ID), Tamar Ghosh (TG, Chair), Ruth Kaufman (RK), Ewan Main (EM), Neil McKain (NM), Stephanie Niven (SN), Ann O'Connell (AOC, Vice Chair), Sophy Robinson (SR), Jeremy Rodell (JR).

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

Item		Action	Deadline
16/21	<b><u>Procedural Matters</u></b>		
16/21/01	<b>Apologies for absence:</b> David Pollock, Imtiaz Shams, Emma Shepherd, Hamza Walayat.		
16/21/02	<b>Declarations of interests:</b> In relation to any discussion of Partner Groups, JR declared he was the Chair of a Partner Group. RK declared her brother is the Chair of a Partner Group. AOC declared that her brother works for BNY Mellon.		
16/21/03	<b>Matters arising from the previous meeting not on the agenda:</b> There was one matter arising as follows:  In relation to item 12/21/04 <b>AC advised</b> the Board the Charity Commission no longer accepted 'informal' notifications and, since it was not a critical incident, it had therefore not been reported. <b>The Board agreed</b> it did not view this as a critical incident at the time of discussion, and reaffirmed this view, in light of the fact that the article and social media have been removed and the former volunteer had apologised.		
16/21/04	<b>Minutes of the last meeting:</b> the minutes of the meeting held on 31 July 2021 were approved with the following amendment: 14/21/07 to state 'by majority'.		
16/21/05	<b>AC updated</b> the Board on David Pollock's health and that he had stepped down from the Board as he had now entered palliative care.		
17/21	<b><u>Management</u></b>		
17/21/01	<b>AC presented</b> the management report in the new format.  One of the major themes of the third quarter had been staff shortages, which reflected the state of the nation, with a lot		

	of staff absences caused by health issues around Covid and its effects, as well as a staff recruitment crisis, which reflect a trend across the sector.		
17/21/02	<b>The Board discussed</b> this theme and the steps that the team had taken to address the difficulties and mitigate the effects on our effectiveness, and agreed that the Head of People should attend the December Away Day and make a presentation on her work to date.		
17/21/03	<b>The Board discussed</b> our attempts to make sure that we had broad cross-party political appeal and <b>agreed</b> that AC should circulate details of the political preferences of (i) our supporters and of (ii) humanists and the non-religious in the UK.	AC	
17/21/04	<b>AC added</b> that he would provide headlines from the Head of People's report to him in future Chief Executive reports to the Board.	AC	
17/21/05	<b>The Board agreed</b> the Head of People should attend the December Away Day to speak about the People priorities.	AC	11 Dec
17/21/06	<b>AC presented</b> a briefing on local humanist organisation, outlining the current situation in relation to partner groups and branches. He reported that the pilot of branches would probably be extended as a result of the review being conducted by the Head of People.		
17/21/07	<b>The Board</b> had a wide ranging discussion about the need to get local organisation right and the various requirements for this to happen.		
17/21/08	<b>AC presented the Q3 and YTD accounts.</b>  He reported that at the end of Q3 the net deficit for the year to date was £57k compared with a budgeted deficit of £147k. Funds held totalled £2.86m, which was in line with our financial plan.		
17/21/09	<b>JA commented</b> that Q3 was a strange quarter. We missed income/expenditure targets by quite a way in that they were significantly lower. But with legacy income removed, the expected def is a lower-than-budgeted 47k. He gave his opinion that we are in a good position.		
17/21/10	<b>JA reported</b> that the managed funds, with Barclays and Newton are now both in place and <b>the Board agreed</b> that he should circulate details of the portfolios to the Board.	JA	

17/21/11	<b>JA also reported</b> that the accounts included £11,000 of royalties from the Little Book of Humanism written by AC and Alice Roberts.		
17/21/12	<b>The Board questioned JA and AC on the accounts,</b> covering topics such as inflation, ethical investments, and salary increases.		
17/21/13	<b>AC reported</b> there had been no complaints or serious incidents.		
18/21	<b><u>Governance</u></b>		
18/21/01	<b>The Board appointed</b> RK as the second Board member (joining JR) responsible for considering matters from partner groups that could not be resolved by staff.		
18/21/02	<b>The Board discussed and agreed</b> the reserves policy proposed by the FAC and appended to these minutes.		
18/21/03	In discussion, there was a general consensus that the risk register review process should pick up on the question of the reserves implications of risks and having a reserves level that reflected our risks.		
18/21/04	<b>The Board approved</b> the HSBC bank mandate minute as appended to these minutes		
18/21/05	<b>AOC presented</b> her paper on the results and implications of the skills audit of Board members.		
18/21/06	<b>The Board discussed</b> the paper and agreed: <ul style="list-style-type: none"> <li>when next recruiting trustees, whether by election or appointment, for the recruitment committee to consider and propose a form of wording that seeks to attract certain skill sets identified as relatively lower in our skills audit whilst at the same time encouraging applicants from a wide range of related industries to bring in different perspectives.</li> <li>to make the actual skills available clearer, to revise the experience levels from the current 3 levels (3, extensive, 2, some, 1, theoretical and 'no experience') to 2 levels, i.e. deleting the 'theoretical' level.</li> </ul>	Board Recruitment Committee	
18/21/07	<b>The Board noted</b> the rules and conventions on Board meetings and minutes paper. This paper had been drafted to reflect current Board practices and the Officers had decided to add it to the <i>Trustee Handbook</i> for easy reference.		

18/21/08	<b>The Board noted</b> a report by the Chair on the recruitment process to find her successor.		
18/21/09	<b>AC advised</b> that a Board meeting would be called for the same day as the December Away Day to ratify the decision of the Recruitment Subcommittee.	AC	11 Dec
19/21	<b><u>Strategy</u></b>		
19/21/01	<b>The Board discussed</b> the new template for the Annual Strategy Report. The Board recognised that in the first year not all data may be available.		
19/21/02	<b>The Board agreed</b> the report would be populated with as much data as possible before the December away day and the meeting itself would be an opportunity to discuss the existing and potential new measures further.	AC	11 Dec
19/21/03	<b>The Board noted</b> the schedule of delegated and reserved authorities, which had first been compiled in July 2019 by TG and AC, and which had now been updated to reflect the current situation. TG suggested this be revisited next as part of a board effectiveness review, which could take place after summer 2022, then being 3 years.		
20/21	<b><u>Any Other Business</u></b>  ID updated the group on the Trustee training course he had attended. The course was run through the Civil society by Dorothy Dalton who was very experienced in trusteeship. ID offered to put down reflections for others, some ideas and innovations on how the Board relates to the Executive. TG suggested it may be timely for this to be picked up by the Board next summer, as part of a wider review and reflection on Board effectiveness, as above.		
21/21	<b><u>Date of next meeting:</u></b>  <b>Board of Trustees Meeting on Saturday 11 December 11:00-16:00, venue to be confirmed.</b>		

## **Humanists UK Reserves Policy**

*Our reserves are defined as those unrestricted funds held long term for precautionary purposes.*

*The trustees consider that the reserves held by Humanists UK should be sufficient to:*

- *allow us to continue our work in the event of a temporary downturn in income streams. Such concerns might include: an absence of any legacy income for a few years (which, while we deliberately do not budget for legacy income, might restrict a number of activities from being undertaken), a decline in voluntary income, or a failure to increase income at the budgeted rate, and other risks identified annually in the risk register;*
- *take advantage of an unforeseen opportunity: an item of news, for example, which could trigger a publicity campaign, or an opportunity to change policy through campaigning;*
- *meet an unforeseen need: a legal challenge, for example, or a sudden need for a significant IT systems change.*

*Humanists UK will therefore hold an upper limit of four months' annual expenditure and a lower limit of three months' expenditure in reserves to cover these emergencies. All other liquid and near liquid assets are available to fund those activities identified in Humanists UK's Strategic Plan.*

*This policy will be reviewed every three years, and is next due for review in July 2024.*

**Finance and Audit Committee  
26 October 2021**

## Appendix Two

### **HSBC Bank mandate**

The Board approved the following to continue banking facilities with HSBC in accordance with the declaration on Page 1 of HSBC's 'Mandate for Society/Clubs', in that:

- Mr Andrew James Copson, Professor John Adams, and Ms Catriona McLellan should retain their existing authorities as account signatories
- Mr Liam Whitton and Ms Iyabo Ojo should be included as additional named individuals, from 1 November 2021
- That all other current signatories should be removed.

**Board of Trustees  
20 November 2021**