

**Minutes of Board of Trustees Meeting
2 November 2019 13:00-16:00
39 Moreland Street, London EC1V 8BB**

Present: Tamar Ghosh (TG, Chair), 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), Jeremy Rodell (JR), Imtiaz Shams (IS), Hamza Walayat (HW).

In attendance: Andrew Copson (AC, Chief Executive and Company Secretary), Tony Pinkney (Office & Administration Manager/EA to CEO) Minutes, Catriona Mclellan (CM, Director of Operations, for 19/24)

Item		Action	Deadline
	<u>Procedural Matters</u>		
19/22/1	Apologies for absence: received from Donna Holland, David Pollock, Emma Shepherd, Amy Walden, and Alex Williams.		
19/22/2	Declarations of interests: Tom Copley declared an interest as a local councillor in any discussion of the tensions between our celebrants and local authorities.		
19/22/3	Minutes of the last meeting: the minutes of meeting held on 20 July 2019 were approved with no amendments.		
19/22/4	AC reported on item 19/14/12 - the report on the impact of the new government was prepared but the general election made this less relevant. We would discuss further at the December Away Day.		
19/22/5	AC reported on item 19/15/02 - Online voting options for trustee elections had been reviewed and quotes received. An online/paper option would be better than in-house, and so this was what was planned for 2020.		
19/23	<u>Management</u>		
19/23/1	AC presented the management dashboard. The need for remedial action to increase donation income in line with the budget was noted in particular, and would be discussed further at the December Away Day.		
19/23/2	AC explained that targets for our presence in hospitals and prisons are not being met. There is general agreement these were overly ambitious but the detailed measures being taken that should lead to improvements six months from now and		

	<p>this will be helped by a recent positive change in policy by HMPPS.</p>		
19/23/3	<p>The Board discussed the problems celebrants were facing because of local authorities selling celebrant services in addition to their statutory provision. Members of the Board expressed the belief that this was likely to be in breach of competition law. AC will ask DPAP to take legal advice on this again.</p>	AC	
19/23/4	<p>AC reported on forthcoming staff changes. One administrative officer is moving on and our Director of Humanist Care will be leaving our employment on 4 February. He will be travelling the world for three months but then will join the Board of our pastoral care network and will remain on our training team. The restructure of ceremonies personnel would also take place in 2020Q1, as part of which the Head of Ceremonies role may be made redundant. This process will require careful management as we hope to retain the input and good will of all current personnel.</p>		
19/23/5	<p>The Board discussed the purpose of the restructure in ceremonies, which was to increase the number of ceremonies. More activity would occur in the areas of relationship building with gatekeeper organisations, increase in referrals and business planning to take better advantage of our position in the marketplace. In addition, the changes would improve our regional coordination and streamline our training team.</p>		
19/23/6	<p>AC presented the 2019Q3 and YTD accounts. The Board was pleased to note the strong balance sheet, the net surplus of £73k, and the positive forecast figures.</p>		
19/23/7	<p>JA commented that there was nothing major to report. Donations were a concern in case they were beginning to show a downward trend and overheads should be monitored in case they crept up.</p>		
19/23/8	<p>The Board discussed legacies and the difficulty that is caused by our current policy on how we budget legacies when legacy receipts within the year are substantial. It was agreed that this would be discussed at the Finance and Audit Committee meeting.</p>	FAC	
19/23/9	<p>Serious incidents: There were no serious incidents to report.</p>		
19/23/10	<p>Little Book of Humanism: AC gave an update on progress on the book which he has written with Alice Roberts, to be published by Hachette in early June 2020. They have</p>		

	assigned the royalties to Humanists UK and DCAD will include promotion for the book (and for humanism to coincide with it) in his comms plan for 2020.		
19/24/1	AC presented the 2020 budget proposal , which should result in £1.6m funds carried forward into 2021.		
19/24/2	JA gave his commentary on the budget proposals.		
19/24/3	The Board had a wide-ranging discussion of the proposals, examining the plans for both income and expenditure and agreed the budget.		
19/24/4	The Board agreed that progress against the budget should be reviewed by the Finance and Audit Committee at the end of 2020Q2.	FAC	
19/24/5	The Board agreed that the Finance and Audit Committee should consider our current policy for budgeting legacies, including the policy of carrying forward the budget.	FAC	
19/24/6	The Board agreed BE is to work with LW on data analysis of cash appeal results and Facebook algorithms	BE/LW	
19/24/7	The Board agreed that the question of future budget process under the new strategy should be discussed by the Finance and Audit Committee.	FAC	
19/25	<u>Governance</u>		
19/25/1	JA presented Terms of Reference for a Finance and Audit Subcommittee. The Board adopted them as Byelaws with amendments as attached to these minutes. An initial review will be carried out in 12 month's time.	JA	Nov 2020
19/25/3	Policy on recruitment (religion or belief) (AC):		
19/25/4	The Board discussed the amended recruitment policy proposed in order to make it clear that employees will need to be willing to promote our aims and values.		
19/25/5	The Board made a number of amendments and agreed the policy as attached, subject to AC discussing it further with lawyers and sharing outcome with JR and RK in particular.	AC	
19/25/6	Trusted Charity Status: AC explained the scheme of self-assessment through 2020 - 2021 to the Board and the implications for the organisation.		
19/25/7	The Board approved the scheme as it felt strongly that the organisation would benefit greatly from going through this	AOC	

	process and appointed AOC to work with Catriona on the assessment.		
19/26/1	Humanist UK Strategy 2021 - 26: AC presented a paper from the Strategy Working Group proposing top level statements for the 2021 - 26 Strategy.		
19/26/2	The Board agreed to send feedback by email for the working group to take into account in its next iteration.	ALL	09/11/19
19/26/3	Use of December Away Day: AC, AOC and TG would be meeting to plan the agenda for the Away Day, which would be dedicated principally to the strategy review.	AC/AOC /TG	
19/27	<u>Any Other Business:</u>		
19/27/1	TG outlined the timeline for AC's appraisal: <ul style="list-style-type: none"> • 4 November - TG asks for feedback from Board and directors • 10 November - Deadline for Board and Director feedback • 25 November - TG sends a brief summary of this with recommendation on salary to Board • By 2 December - Finance and Audit Committee will meet (this year by email) to finalise any changes to the terms and conditions 		
19/27/2	TG updated the Board on the duties of the Vice Chair role agreed between her and AOC. TG thanked the Board for their comments, and explained she would meet with AOC to discuss before the end of the year for formal agreement by the Board in 2020.	TG/AOC	31/12/19
19/27/3	IS apologised for the lack of progress with Humanists in Tech - due to his workload - lot of interest, for example, the Head of Innovate UK is a member but not engaged. IS to share names with Andrew West to take forward.	IS	

Appendix: Policy on Recruitment (Religion or Belief)

Humanists UK is an organisation with an ethos based on Humanism and therefore qualifies under equalities legislation as an organisation with 'an ethos based on religion or belief'. *Every member of staff at Humanists UK is required in the course of their work to interact either with members or with the general public and in this capacity to be ready to promote humanism. Therefore 'Willingness to promote humanist beliefs and values and the aims of Humanists UK' will be an essential requirement of every role advertised, until or unless the organisation reaches such a size as to be able to allocate roles that definitely will not interact with the public or Humanists UK members.*

Humanists UK's equalities policy is that in all aspects of employment, from vacancy advertising, selection, recruitment, training and development, and promotion, to conditions of service and reasons for termination of employment, no individual will be discriminated against on the basis of their sex, transgender status, sexual orientation, race, colour, ethnic origin, nationality, disability, marital status, caring or parental responsibilities, age, religion or belief (*apart from that every employee must be willing to promote humanist beliefs and values and the aims of Humanists UK*), or any other grounds that are irrelevant to their ability to meet the requirements of a post.

Appendix: Terms of Reference for Finance and Audit Subcommittee

The Board is asked to adopt the following into Byelaws, to be reviewed initially after twelve months:

Finance and Audit Subcommittee

There will be a Finance and Audit Subcommittee, composed of the Chair, the Vice Chair, and the Treasurer with the Chief Executive and Director of Operations in attendance.

Purpose of the Subcommittee

The role of the Subcommittee is to review matters of financial importance. Its purpose is to assist the Treasurer in financial decision making and to ensure that appropriate recommendations are brought (where possible) to the Board's attention. It will involve a detailed review of the accounts and matters relating to audit and risk management.

In doing so the Subcommittee will, inter alia: scrutinise annual budget proposals and quarterly management accounts, reviewing outcomes against budget; review bank and investment balances and investment strategies; review financial risk management and reserves policies; advise on relevant financial matters including subscription rates, etc.

Frequency and Type of Meetings

The Subcommittee will meet quarterly, attendance to be face to face or via conferencing media.

Quorum

Subcommittee decisions should aim to be unanimous. The Subcommittee shall be quorate if two members are present (one of whom must be the Chair or Treasurer). Majority decisions should be referred (where possible) to the Board.

Delegation of Responsibility

The Subcommittee should aim to have all decisions ratified by the Board wherever possible but agreed areas of delegated responsibility involve:

- Where time is of the essence
- Making decisions relating to financial matters following appropriate email communications with members of the Board.
- Making decisions about investments where time is of the essence.
- Making such decisions as the Board has previously agreed to be delegated.

Operation

The Subcommittee will be chaired by the Treasurer who will set the agenda in advance of each meeting.

These terms of reference will be reviewed every two years.

John Adams
20 October 2019