

Unlock Democracy Council Meeting
5th Floor 9 King Street London EC2V 8EA
20 January 2018 11.45am- 4.00 pm

Present: Phil Starr, Danny Zinkus Sutton, Jack Maizels, James Grindrod, Vicky Seddon, Peter Hirst, Lisa French, Rachel Collinson (phone), Stephen Carter (phone)

Apologies were received from Jenny Cronin, Andrew Blick, Andrew Manning and Debbie Chay

Staff in Attendance: Alexandra Runswick (Director), Sarah Clarke, Sam Coates, Tim Rouse, Malene Bratlie, Simon Howard.

1. Apologies, minutes and matters arising

ii) Council minutes for approval

The minutes were approved unanimously.

iii) Matters arising

Stephen Carter mentioned that the Rodell accounts had him listed as C. Carter and asked for this to be corrected. Simon Howard agreed to explore this.

2. UD's Memorandums and Articles of Association

Danny Zinkus Sutton explained if Unlock Democracy update its Articles of Association, 75% of Council has to vote in favour. Anything less than seven votes in favours means that changes cannot be passed.

Alexandra Runswick explained that while everyday decisions are governed by Unlock Democracy's constitution, certain legal decision are governed by company law from 1983, that needs to be updated to reflect current

working practices such as taking decisions by email. Alexandra Runswick also explained that it has not been explicit in the Memorandums what the difference between a member and a director and that are some of the things that needs to be updated.

Lisa French raised a number of concerns about both the proposed changes to the Memorandums and Articles of Association and the process by which this was done. She asked that in future there was consultation with members of Council about such significant legal changes before the meeting so that there was a high quality of decision making. Alexandra Runswick explained why there hadn't been any consultation in this instance but agreed that in future there would be.

There was a wide ranging discussion about the implications of the changes and possible scenarios in which they would come into effect. Alexandra Runswick was asked about the urgency of the changes and she replied that while a decision could be deferred she would like this to be resolved as soon as practicable. She therefore proposed that Council agreed to meet in April and hold another Extraordinary General Meeting then when more information had been provided.

Council agreed to meet in April 2018.

Alexandra Runswick agreed to start a discussion with Council in advance of the meeting to explore the proposed changes and to provide a more detailed paper for discussion at the EGM.

3. Finance

i) Budget

Alexandra Runswick explained that a new version of the budget is presented at every council meeting. The main change has been an addition grant for the Repeal Bill Alliance work but as this mainly covers the costs of activities it does not significantly change the budget surplus.

The budget was accepted.

ii) Reserves policy

Danny Zinkus Sutton spoke to Arti Vyas' paper on cash reserves for both Unlock Democracy and Rodell. It is the responsibility of Rodell directors to set Rodell's reserve policy, but Council can decide whether to ask directors to handle Unlock Democracy's money. The policy sets out roughly a cash value that Unlock Democracy and Rodell will hold as a strategic reserve and the principles underpinning the calculations. Arti's paper calls for the reserves for Unlock Democracy based on staff operating costs, designed to act as buffer in case of major changes to the organisation.

Vicky Seddon said that while it is good to have reserves in place, there is a concern about what funders might think of the organisation when £129,829 is higher than the six months. She wondered what would be done about that.

Alexandra Runswick said that this figure represented our reserves at the end of the last financial year and does change over time. If reserves continued to rise, then it could be a problem. However, there is no cause for concern at the current time.

Phil Starr said that the reserves for Rodell is significantly different to that of Unlock Democracy, given that Rodell needs reserves in place to maintain the properties and cover unexpected costs at short notice. He commented that there is a need to build Rodell's reserves up, the reason for not coming up with a recommendation for the Rodell reserves at this time, is that Rodell has not been in a position to build the reserves up because of the redevelopment work. However this is something the board will be reviewing.

The Unlock Democracy reserves policy was approved.

The Rodell Properties reserves policy will be considered further by the board.

iii) Consolidated accounts

Alexandra Runswick explained that Unlock Democracy has been producing consolidated accounts because there was thought to be a requirement to do so under company law, given that Unlock Democracy and Rodell Properties are a group of companies. After checking the Companies Act 2006, Unlock Democracy is considered a small group, rather than a medium or large one. Therefore, it is not legally required for Unlock Democracy to produce consolidated accounts. Alex proposed that consolidated accounts are no longer produced, as it is more time consuming for our council and staff, more expensive and less transparent for members.

Jack Maizels asked when a group becomes medium. Alexandra Runswick and Danny Zinkus Sutton responded that there are three criteria and if two or more are met then the group must produce consolidated accounts. The criteria are when the net turnover is more than £6.5m assets of over £3.5m and a staff of fifty or more. As UD and Rodell do not meet either the first or third criteria they can be considered a small group.

It was agreed that consolidated accounts would no longer be produced.

4. Director's report

Alexandra Runswick introduced her written report and mentioned that while Unlock Democracy is still making a profit of postal fundraisers, income is declining over time. . It is necessary to consider new ways of doing fundraising.

She reported on campaigning activities, including work on the EU (Withdrawal) Bill. As the bill moves to the House of Lords, Unlock Democracy are looking to do some more public campaigning, the staff have launched an open letter to the Lords online and will do a stunt at the end of January with supporters.

Vicky Seddon said that while the work around the EU (Withdrawal) Bill has been positive, particularly around work with other organisations, it has been difficult for Unlock Democracy's supporters to feel enthusiastic about it. It has meant that a lot of other issues have been put on hold such as improving local democracy. She wondered whether the policy motion discussed at the AGM about local democracy could be discussed at the next council meeting. Danny Zinkus Sutton agreed and said the Council needs to think about other campaigning issues.

Action: Local democracy to be included on the April meeting agenda

Alexandra Runswick replied to Vicky that policy development on local democracy is duly noted. She also said that one of the things Sam Coates has been working on is talking more explicitly about a written constitution and there is also planning about non EU matters to campaign on.

Peter Hirst asked whether it was possible to combine a fundraising with a survey about policy.

Alexandra Runswick said that the staff team are keen to survey members and supporters to learn more about them but that people tend to donate less money if the fundraiser asks for more than one activity. However this is something that will be explored.

There was also a discussion about how to raise more funds from members and supporters. Phil Starr suggested that doing more adversarial campaigns may make it more attractive for people to join. Rachel Collinson also mentioned that one of the ways to increase income is to focus more on legacy and high net worth individuals who are often concerned about

democracy. Tim Rouse added that the members Unlock Democracy does not have contact with via email hear about campaigns via postal fundraising and they do bring a steady income, so it is worth continuing with that but also necessary to put resources into fundraising.

5. 30th Anniversary of Charter 88

There was a brainstorming session on how Charter 88 should be celebrated, where Council members shared their memories of the political landscape in 1988 and how it has changed. The discussion centred around Thatcherism, the role of unions, the activism energy in 1988 compared how that has faded and how the checks and balances on the executive have decreased over the last decades.

6. Voter ID at polling stations policy discussion

Sarah Clarke introduced her paper on Voter ID and explained that the reason for bringing this about is that the Government is trialing various forms of voter identification at polling stations in response to Sir Eric Pickles' report where he recommended that voter ID is introduced to combat voter fraud.

There was a wide ranging discussion about whether Voter ID would lead to disenfranchisement of voters and whether there was sufficient evidence to support the hypothesis that the lack of voter ID increases voter fraud. Alexandra Runswick spoke about the experience of implementing photo ID in Northern Ireland and the steps that were taken to ensure that people who were entitled to vote, did so. It was also mentioned that there are bigger issues around voter fraud, such as postal fraud that should be the government's focus. Wider democratic reform issues that deny voters power were also raised including the voting system and how this defrauds voters. Concerns were also expressed that that it could damage the reputation of Unlock Democracy if it is seen to support the trial to introduce voter ID if there is no significant evidence of voter fraud. There was also a

discussion about the conditions that would need to be met for voter ID to be an appropriate policy response such as evidence of the problem, that photo ID would solve it and an assessment of the risks of voter disenfranchisement.

Council agreed that unless certain conditions are met, including that there is sufficient evidence to suggest lack of Voter ID increase voter fraud and that the levels of voter fraud is higher than the potential for voter disenfranchisement then Voter ID should not be introduced.

7. Rodell Update

Simon Howard gave an update on Rodell properties. buyout with the shop tenant at Grays Inn Road has been agreed and the Rodell board is in process of putting in a planning application for renovating the property.. Simon mentioned that tenants have been found for the second floor of Cynthia Street, stage but the details are still being negotiated.

Danny Zinkus Sutton explained that over the next few months, the financial situation will be tighter in the organisation. This is due to the buyout of the lease at Gray's Inn Road being at the top-end of expectations. The Rodell Board have planned to meet at the Grays Inn Road site, so that they can understand the nature of the redevelopment project. Danny welcomed Council members to come along.

Phil Starr added that while it had been hoped that Rodell would be able to increase the dividend to UD in this financial year this has not been possible. Until the board know exactly what is happening at Gray's Inn Road, next year is hard to predict but the hope is that dividends will increase.

8. Membership

i) AGM

There was a discussion on the AGM in November, exploring what went well and what needs to be improved. Tim Rouse said that while the event itself ran smoothly, the low turnout and lack of diversity among the audience needs to be addressed for future AGM's. He also mentioned that the racist comment made during the afternoon panel discussion should have been dealt with more effectively and this needs to be considered ahead of future AGMs. One of the difficulties was also the weather and the location, which likely affected turnout.

There was a consensus among council that AGM's and other events need to be more participatory and energetic. Instead of having policy motions, Jack Maizels suggested that council can listen to ideas and concerns from members and respond to that. He also said that members should be able to suggest the topics and then Unlock Democracy can form an AGM around those topics.

In terms of reaching out to younger people, Stephen Carter suggested that more participatory events such as workshops on how to lobby government would help that. Rachel also mentioned that talking to young people and ethnic minorities about changing the political system, rather than policy, is more attractive.

James Grindrod and Rachel Collinson noted that the online invitations to the AGM and afternoon session needed more clarity with regards to timing. Tim Rouse responded and said that the democracy day event was ready for promotion before the AGM. However in future this would be held back.

ii) GDPR- general data protection regulation

It was agreed by Council that this item is postponed to next meeting.

iii) Online direct debits

Alexandra Runswick said that there is a rough timeline for introducing online direct debits and move all of Unlock Democracy's online direct debits

to Paysafe so they can do both online and more traditional direct debits. However, the staff do not want to introduce direct debits with Paysafe now, while keep the current provision with Rapidata and have a membership database that does not talk to Engaging Networks. Introducing it now would take away time and resources to develop more interesting things like participatory AGM's and keeping the membership database up to date.

Lisa French asked what the timeline for introducing online direct debits was. Tim Rouse explained the different process involved and when he hoped to have them completed by. He added that next council meeting, he should be in a position to know the costs of introducing direct debits.

Alexandra Runswick explained that the bigger priority is to get Engaging Network and ThankQ to share data more effectively. . Tim Rouse said the it is likely to be introduced in the financial year 2019/2020 and that the current priority is GDPR and clean up the database.

9. AOB and close

Council also agreed to send flowers and their condolences to Debby Chay.