

Unlock Democracy Council Meeting
5th Floor 9 Kings Street London EC2V 8EA
11:00 - 16:30, 13th October 2018

Present: Peter Hirst, Debbie Chay, Vicky Seddon, Stephen Carter (phone), Rachel Collinson, Danny Zinkus Sutton, Ian Driver, Victor Anderson, John Ferguson, Malcolm MacIntyre-Read, Jessica Metherringham

Apologies: Andrew Manning, Andrew Blick, Sepi Golzari-Munro, Phil Starr

There was a proposal to switch the order of items 6 and 7. Council voted to keep the existing order of items.

1. Minutes and Matters Arising

It was requested that page numbers be used in future papers.

Action: Page numbers to be added to Council papers

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The Chairs reminded Council that the constitution states a member of Council who does not attend two consecutive meetings, without providing a satisfactory reason for their absence, will have been deemed to have resigned. They informed Council that Andrew Manning has not attended two consecutive meetings in this Council term and that if the previous term was taken into account, he had not attended 10 meetings in a row. They proposed to write to him to remind him of the rules and inform him that if he doesn't attend the next meeting, he will have been deemed to have resigned from Council.

They asked for Council members thoughts on this approach and there was general approval.

Action: DZS and JM to write to Andrew Manning

Future meetings

Council members expressed concern about the number of meetings of Council and MB consuming staff time. Vicky Seddon moved to reduce meetings from 4 to 3.

This was Passed with 2 abstentions.

The next meeting date was confirmed as 19th January 2019.

Action: Alex Runswick to reorganise the meeting schedule to include 3 meetings and circulate in advance of next meeting.

2. Finance

Alex Runswick drew Council members attention to the changes in the updated budget. It was reported that the forecasted surplus has gone down slightly. At the time of presenting the last budget, the payment schedule for the grants had not been agreed. Some of this money was in fact coming in the next financial year. However the fundamentals of budget haven't changed.

Alex was asked about the necessity of surpluses. She said that Council can decide to approve deficit budgets but that her preference was to keep a surplus for contingencies. This may be something that Council could review in line with the reserves policy after the next audited accounts which will be presented at the AGM.

Council noted the need to be mindful of the financial position of Rodell and in particular the redevelopment work which may require a financial cushion.

Victor questioned the £10k figure in the grants section of the budget. Alex responded that we have a goal to raise £10k more in grants during the year.

Stephen asked why the direct marketing income was expected to be less than last year. Alex said that this is in response to more accurate records of what we raise through this method, for example by clarifying what income is membership or standing order income. Overall income remains the same but the categorisation has changed.

The budget was approved.

3. Rodell

i) UD office space

Alex reminded Council that Rodell provides UD with serviced office space. informed Council of the protracted negotiations regarding the rent review. The delays are with the landlord and it is likely that it will go to arbitration. UD is not paying rent during this period but will pay back rent when the situation is resolved. Rodell has budgeted for this and a 100% increase in rent. The landlord is asking for a 150% increase, but this is out of step with the market.

She added that it is possible that the new owners of the building will seek to buy the Hansard Society out of their lease. If this were to happen, we would need to move but that would not happen for at least another 6-9 months. There have been no formal offers made and as they own a number of buildings their plans may change.

ii) Cynthia Street

Alex informed Council that the first-floor tenant recently activated the 3 year break clause to vacate in March 2019. The company as grown and needs a larger space. She added that while there is no financial impact in this year's budget, there will be next year as there will be a rent-free period.

Fresson & Tee has already been instructed to market the space and is marketing it at £58.50 per sq ft. which gives room for negotiation. While the commercial office market in central London is flat, it is still suffering from a lack of available options. Any new lease granted will include a 6-month rent free period as this is now standard practice.

iii) 37 Grays Inn Road

The pre-planning application meeting was held with Camden at the end of August. Additional information has been provided and Rodell is waiting to hear from Camden with its official position.

iv) RBS Bank Loan

The additional £100K to cover the professional fees associated with the redevelopment of GIR was drawn down on 9th October.

4. Directors Report

Alex spoke to her report highlighting the use of party conference events to generate content and the written constitution campaign development.

She added that the staff team had just launched a rapid response campaign responding to news that the Metropolitan Police Service had failed to investigate allegations that Vote Leave and Leave.EU broke electoral law. She emphasised that this was a rule of law issue rather than taking a position on Brexit.

Stephen commented that he was pleased to see the new content coming through and use of hard-hitting messaging. There was a discussion about our messaging over Brexit. Alex reiterated that we've tried hard to do talk about the process to build bridges but hasn't worked.

Victor mentioned several ways to follow up the Vote Leave petition, which were taken up by the staff team.

Danny mentioned the Festival of politics in Edinburgh as an example of events to generate content.

Rachel commented on the Transformational Index figures in the report, with particular worry that the engagement measure has gone down.

Malcolm was encouraged by response from MPs attending party conference and that UD did something different that they found engaging.

Jack said that fundraising reports were looking particularly positive. Tim responded that the Q4 fundraiser could go either way and that Council members should encourage everyone they know to attend the AGM.

John Ferguson emphasised the cost of attending AGM from outside of London.

Actions:

All to do what they can to promote attendance at the AGM

5. Governance Review

In Sepi's absence Alex spoke to the paper. She explained Unlock Democracy had not reviewed its governance arrangements since its creation and that it would be beneficial to do so. She added that it was essential that there was input from both Council and the staff team which is why she had proposed Sepi should Chair the review. The review itself would be run by a consultant as there is no capacity to run it in house.

Debbie Chay commented that as a democracy organisation it's important we take our own governance seriously.

Ian Driver asked that Council see the brief for the review before a consultant is engaged.

Danny Zinkus Sutton argued that it is an important part of Council's job to safeguard governance. If problems arose with UD, we would be asked when we last looked at our governance structures. Council needs to take a strong lead on this.

The governance review and the proposed budget were agreed with 1 abstention, all other voters were in favour

Actions:

Alex and Sepi to circulate terms of reference before consultant is recruited

6. Code of Conduct

Jack Maizels presented the Co-Chairs paper on a code of conduct, explained the approach that had been taken and introduced the questions for debate.

There was broad support for the principle of establishing a code of conduct and a wide ranging discussion about the issues this raised.

Stephen Carter commented that there does need to be a way to force people out in the case of gross misconduct and he agreed that this should include behaviour outside of Council meetings as UD's reputation is important. He proposed adding something to the code to ensure that Council members are representing the

interests of UD in their work with us, not to direct us to the benefit an external political cause.

Rachel Collinson raised concerns that a lot of the language in the code is open to interpretation. She argued that it would be helpful to open the code with a statement of UD's values so as to be clear about the context in which the code would be used and interpreted.

John Ferguson said it was important that a Code of Conduct allowed people to have respectful political disagreements, and to prevent these processes from being abused to further political disagreements.

Jessica Metheringham suggested having explicit stages to the process so that a breach of the code does not necessarily mean expulsion.

Peter Hirst raised concerns about the stated need to accept collective decision making, and wants it to include respecting individual opinions. He added that there would need to be very careful procedures, including an appeal process, for dealing with any breaches, as Council members are elected and have a mandate.

Malcolm MacIntyre Read proposed more clearly defining how the Director is scrutinised, as this is referred to in the Code of Conduct.

Vicky Seddon asked for clarification as to whether the proposed code applied to behaviour at Council meetings or more generally. She added that she had concerns about the language in the code about criticising the staff team. There had in the past been times when Council needed to criticise the Director. It needs to be made clear that Director is responsible for managing staff, comments made about things going wrong have to be made to Director, not individual staff.

She added that the constitution should be the starting point for exploring how someone can be removed from their position. UD can expel someone as a member, but as an elected representative removing the from office would be hard She proposed using a motion to censure instead which would give the opportunity to criticise behaviour and possible prevent a member from attending one meeting.

Ian Driver commented that Council should have a strong policy on bullying and harassment and how its incompatible with being a member.

Rachel proposed that there should be a whistleblowing policy for Council.

Action:

Chairs to revise document with particular reference to breaches of the code for Council's consideration.

7. New Constitution campaign

Alex Runswick introduced this section of the agenda explaining how and why UD decided to focus on the call for a new constitution. She reminded Council of Charter 88, the realisation through the strategy process that piecemeal reforms, even when successful were not leading to the fundamental change in UK politics that UD sought. She explained to new members of Council how the strategy process and subsequent theory of change had led to the decision to focus explicitly on calling for a new constitution.

Sarah Clarke ran a session on the building blocks that make up the current UK constitution and what UD would want to see changed.

Sam Coates spoke to his paper about the campaign planning process, the theory of change and the prototypes that are being tested.

Victor Anderson raised concerns about focussing on the call for a written constitution when it had such a low salience with the public and politicians. He added that it went against the existing political culture and would be very hard to achieve for a small organisation. He recommended focussing on other issues such as House of Lords reform or electoral reform instead.

Danny Zinkus Sutton acknowledged Victor's concerns and replied that UD is campaigning for a new constitution precisely because it's difficult and we're in the fortunate position to be able to do it. He added that there were many organisations calling for different incremental reforms but that this is a distinctive campaign UD can run.

Jack Maizels raised concerns about the messaging in the paper. He wanted to make sure that the focus on *newness* of the campaign, rather than simply calling for codification. He added that this had always been the case in the public facing materials he had seen, and he was excited that the campaign was coming to

fruition.

8. AGM

The proposed agenda for the AGM was tabled. Tim outlined the aims of the day, the planning to date, and reflected on the lessons learnt from last year. A particular focus has been to avoid a repeat of the quoracy issues at beginning of last year's AGM.

Victor said there should be more time allocated to talk about minutes of last meeting. Tim said he would review this.

Jack also questioned the lack of engagement for supporters, as opposed to members this time, but recognises it might be hard to combine both.

a) Policy motion response

Council considered and accepted the proposed draft response to the local democracy motion.

Action: the informal lunchtime discussion on local democracy to be included in the agenda so people are aware of it before they come.

b) Returning officer report

Alex tabled the report from the Returning Officer and apologised for the delay in getting this to Council. The report confirmed that there had been no complaints with the running of the election but drew Council member's attention to some issues that need addressing.

There was a general discussion of whether this could best be achieved through the governance review or an amendment to the AGM. Tim advocated for the election timescales to be clarified at the AGM but agreed that other recommendations could be reviewed separately.

It was agreed that a constitutional amendment clarifying the election timescales would be tabled at this AGM and that a general review of regulations would be conducted separately.

Action: Tim to draft a constitutional amendment clarifying the election

timetable

8. Supporters Survey

Tim presented the findings from the supporter survey conducted earlier this year. It set out the while UD supporters were more politically active than the general population they were also overwhelming older, white and male.

Danny - obvious action to take is a legacy campaign - jumps up to do list.

John Ferguson commented that people who vote tend to be older and that we should do more to engage non-voters in our work.

Rachel Collinson proposed getting some help to increase the diversity of UD's supporter base and emphasised that it was important that this was addressed quickly. She added that many people are feeling politically homeless at the moment. UD could ask these people why don't you work to change politics itself.

Vicky Seddon commented that she did not find this surprising. Young people specific and concrete things. She mentioned Make Votes Matter have a younger base.

Jessica questioned whether membership is the correct the model for UD and whether we should redefine our current offer.

Jack Maizels proposed that this should be brought back to the next Council meeting to brainstorm ideas.

9. Any Other Business

Rachel informed Council about the undercount in her recent local election candidacy. Evidence if we want to use it in local democracy. She agreed to write a blog for UD.

Actions:

Rachel to write blog on the topic.