

# Unlock Democracy Council Meeting Sep 12, 2020

**Present:** Jessica Metheringham (Chair), Catherine Bearder, Stephen Carter, Helen Close, Rachel Collinson, Ian Driver, Stephen Gosling, Stuart Hill, Peter Hirst, Vicky Seddon, Sean Shore, Phil Starr (until Item 3), Jacob Webb, Luke Williams

**Staff:** Sam Coates, Simon Howard, Tim Rouse

**Apologies:** Marcus Cain

**Absent:** Mike Young

## Item 1 - Minutes, Matters Arising & Dates

### 1a. Minutes

Jess M, chairing, introduced the minutes of the Council meeting on 4 July and 18 July. Peter H asked that the minutes for 18 July be amended to note that he was present. The minutes were approved as amended.

Vicky S raised a question about the campaigning strands referenced in Management Board Minutes for 22 July, Minute 3. She asked for greater clarity about the active campaign strands, and who is the responsible person to contact for any campaign programmes and the projects underneath them.

### 1b. Matters Arising

Three members of Council have resigned since the last meeting: Peter McLaverty, Sab Jones, and Phil Starr. Council offered thanks to all those who have resigned for their work for Unlock Democracy, with particular thanks to Phil for his contributions over many years.

Phil's resignation creates a vacancy as Vice-Chair of Rodell. Anyone elected to this position will also become a Director of Rodell and Chair of the Rodell Board of Directors.

Council discussed the correct process for filling this vacancy, and for any vacancy on Management Board which might arise if an existing member of Management Board is elected to the position.

An election to the Vice-Chair of Rodell position will take place using the same system (OpaVote) as used previously.

Council voted that in the event that a vacancy arises on Management Board, a new election to Management Board will be conducted.

### 1c. Dates of future meetings

Jess M put forward the following dates for future Council meetings and asked Council to consider them.

- 23 January 2021
- 15 May 2021
- 4 September 2021

Council accepted these dates. The date for the 2020 AGM was confirmed as 21 November 2020.

## Item 2 - Rodell Update

Phil S provided an introduction to Rodell Properties and its two properties on Cynthia Street and Gray's Inn Road.

He reported that the tenant on the top floor of Cynthia Street has given their notice by activating the break clause in their lease. They are due to vacate by 26 February 2021. They have been approached to investigate

the possibility of continuing the lease at a lower rent. If there is a need to find a new tenant, this is likely to mean some time without rent from this part of the property, including any rent-free period at the start of a tenancy.

This is expected to have a negative impact on Rodell's finances and addressing this is the responsibility of the Rodell Board of Directors. Based on current budgeting, this may impact Rodell's ability to pay Unlock Democracy the dividend in the 2021-22 financial year.

Rachel C asked whether this was the school which has a tenancy in the Cynthia Street building. Phil confirmed that the school is a separate tenant and is continuing its tenancy, which is a longer-term lease.

Stuart H asked a question pertaining to the Section 106 agreement as part of the redevelopment of Gray's Inn Road. Simon H confirmed that this was a part of the budgeted redevelopment costs for Gray's Inn Road.

### **Item 3 - Finance**

Phil S introduced the budget that has been provided to Council, highlighting the major change which is the hiring of a director, at a cost of around £60k per year. He said that savings would be necessary and may be made as a result of the planned staff restructure.

He highlighted that the previous budget was for a £77k loss over three years, while this version has a £220k loss over three years. Reserves are at around £130k, so this is not a sustainable budget over the long term. Phil said that Council will need to be prepared to make significant changes in the near future, and mentioned that the major expense is wages. He said that there may be ways to increase income through fundraising but that this will not bring in hundreds of thousands. He mentioned the prospect of grant-funding, but said that this is often cost-neutral for Unlock Democracy, as it brings additional costs as well as income.

Phil said that Council are the directors of Unlock Democracy Ltd and have an obligation to keep the organisation running, and to meet obligations, including treating staff fairly. He expressed regret at leaving Unlock Democracy at this time, and warned that Council would have difficult decisions to make.

Peter H asked whether the redeveloped property at Gray's Inn Road could be sold to cover the shortfall from Cynthia Street. Simon H responded that the redevelopment would need to be completed before anything could be done with it, which is at least a year off.

Jacob W raised the question of whether there is a real need for Unlock Democracy to maintain an office space in the context of Covid-19. He asked whether any part of Rodell's £8m portfolio could be sold off to realise funds. He also asked whether Management Board was aware of the shortfall when they decided to hire a Director, and if not then whether they would have made that decision in the light of this information.

Phil S spoke about the plans for Gray's Inn Road, explaining the plan to sell off residential units while retaining renovated commercial units to let. The only assets which Rodell can sell are the two buildings, and selling these would likely be at a loss or very little profit. He clarified that the UD office space was on a five-year lease with a three-year break clause and so we cannot make that saving sooner than 2022. He referred to Rodell's duty to preserve and increase the value of the assets it holds for UD. At the completion of the development, there will be an opportunity to consider how best to use the assets which have been freed up, including considering investment rather than property.

Simon H added that the current market and the condition of the Gray's Inn Road property make finding a new tenant or selling it very unlikely, and that selling any property would attract significant losses due to taxation.

Jess M said that there was not enough time available in this meeting to discuss whether Management Board would have decided to hire a Director with full knowledge of the financial situation.

Luke W supported the idea of not having a physical office. He defended Management Board's decision to hire a Director which followed a lot of soul-searching, and said that this decision would not have changed.

Phil summarised by saying that this budget would need additional work before it can be approved, and that approving it now would be no more meaningful than approving the previous version, from which there have been substantial changes. He recommended that the budget was not approved.

Vicky S proposed noting the report on the budget without approving it. Jess M cited the need to approve the Director's salary which was not included in the previous budget, and moved a vote to approve. Council members voted to approve the budget by 9 votes in favour, 2 votes against, and 2 abstentions.

#### **Item 4 - Updates**

Jess M referred Council members to the written Chair's Report.

Tim R and Sam C spoke briefly to the Staff Report. Tim highlighted updated income figures, including that mailing income was no longer significantly behind budget due to being able to process payments received at the office during the Covid-19 lockdown. Sam spoke about the development of our messaging about proposed reforms to the judicial review process.

Vicky S and Helen C asked questions about income figures in the staff report, which Tim clarified.

Stuart H spoke about the Labour for a New Democracy project. Catherine B reminded Council of the importance of not being seen as aligned to one party or another. Peter H spoke to the importance of working with other organisations such as Make Votes Matter.

Council thanked staff for their activities.

#### **Item 5 - AGM**

##### **5a. 2020 AGM**

Jess M introduced this item, and moved that Council should approve of holding this year's AGM by Zoom call. This will require the AGM to approve the suspension of 2.1 and 2.2 of the Standing Orders for meetings. Council voted to approve this *nem con*.

##### **5b. Proposal on holding AGMs online in future**

Jess M introduced the proposal to hold all AGMs online in future, which would require an amendment to the Standing Orders. Helen C spoke to the proposal, citing the importance of increasing accessibility to a wider audience, including those outside of London.

Catherine B suggested asking the participants at the AGM to seek their views, and suggested that making a decision now was premature.

Stuart H proposed an online meeting to consult members about this matter, and highlighted that the decision on this proposal would have to be decided by the AGM in any event. He spoke of the developing technology and the ease of voting and conducting meetings online.

Vicky S hoped that physical meetings would not be abandoned, and expressed the desire for mixed meetings where people could take part in person and remotely.

Peter H suggested making a considered decision after the AGM, or experimenting with alternating between physical and online meetings.

Stephen G suggested running a poll after the AGM, and mentioned the expense of running hybrid meetings.

Luke W spoke of the disenfranchisement caused by in-person meetings, mentioning the difficulty, including costs, of travelling to meetings.

Sean S suggested seeking the views of members during the AGM in a breakout space.

Rachel C spoke of the importance of building diversity, and of making our meetings more accessible to a wider set of people by holding meetings online. She pointed out that caring responsibilities disproportionately fall on women, and that these and others may be more able to participate if they do not need to travel to a physical meeting.

Stephen C echoed the proposal to wait until after the AGM to make a decision, and not to take the decision at the 2020 AGM, but suggested that the AGM should delegate the decision to Council so that it could be clearly decided before the 2021 AGM.

Jacob W spoke of the importance of in-person events, but that these did not need to be our AGM. He said we should have in-person events up and down the country, but that our AGM, with voting and governance, should be accessible to as many people as possible, and that holding it online is the right thing to do.

Council asked Helen C, Jacob W, and Rachel C to start a wider conversation on this topic, noting the discussions that had taken place.

### **5c. Agenda**

Jess M introduced the draft agenda, which will be set by the Chair, and invited comments from Council members.

Peter H proposed that the items which are not formal business should be advertised to non-members via other organisations.

### **5d. Response to Policy Motions**

Jess M introduced the draft response to the policy motion approved by the membership at the last AGM. Council approved the response *nem con*.

### **5e. Method of voting**

Jess M introduced the proposals for how to conduct voting at the 2020 AGM, given that the normal practice (using voting cards) is not practical for an online meeting.

She set out three options:

- Voting after the meeting, via email or similar
- Voting using Zoom polling tools during the meeting
- Deferring all decisions and treating votes as indicative.

Stuart H suggested using different methods for different questions. He suggested conducting a ballot of members to determine this.

Tim R clarified that a binding ballot would have to be triggered by a vote at an AGM. A consultative ballot of all members would have to be conducted by post, which would be expensive and would present barriers due to the timescale.

Peter H spoke in favour of voting during the meeting.

Sean S suggested using online consultation to allow people to discuss motions in advance of the meeting, to simplify the voting process at the AGM.

Council approved voting using Zoom polling tools *nem con*.

## **Item 6 - Code of Conduct**

Jess M introduced the item, reminding Council members that a previous Council considered a draft Code of Conduct in 2018, but that this was not ultimately approved. Jacob W and Vicky S have each submitted proposals for a code of conduct, drawing on the previous draft but each making their own changes.

### **6a. Adopting a code of conduct**

Council voted *nem con* to have a Code of Conduct.

Jess M proposed to assemble a Code of Conduct based on the two proposals that have been submitted, taking the document by parts and choosing between the two drafts for each section.

### **6b. Preamble / purpose**

Council voted to adopt this section by 11 in favour, 1 against.

### **6c. Remainder of the code**

Vicky S spoke to her proposal as a whole, citing the desire to avoid nagging Council members and to strike a positive tone.

Jacob W spoke to his proposal as a whole, citing the importance of setting clear boundaries in any Code of Conduct.

Stuart H proposed a simple vote between the two proposals.

Rachel C thanked Jess for splitting the proposals up, allowing Council to pick out the strengths of each proposal. She spoke of how a code which requires positive behaviour actually restricts the range of permissible activity far more than a more comprehensive policy that rules out inappropriate behaviour. She said that where a code of conduct is silent it is very difficult for it to be fair. She reminded the Council that the proposal submitted by Jacob was not his proposal personally, but an updated version of the one previously proposed in 2018.

Stephen C said that there are strengths to be found in each proposal, such as clearer wording around confidentiality in Vicky's.

Ian D asked if the Council could pick and mix between the two proposals and draw upon each of their strengths.

Vicky S spoke again to object to splitting the proposals by section.

Jacob W spoke of the difficulty of working on a motion as a Council member working full time with limited capacity to work on Council matters. He spoke of the urgency of having a Code of Conduct, given that this was originally proposed in 2018.

Ian D spoke in favour of waiting and putting in the necessary work to get this right.

Stephen G offered to composite the two motions.

The Council voted on how to proceed. There were 4 votes in favour of following the split procedure that Jess M proposed, 4 in favour of compositing, and 4 in favour of adopting one proposal and amending it if necessary.

Rachel C noted that although this was a tie between three options, there was a clear majority in favour of resolving the matter at this meeting.

Tim R encouraged Council members to proceed, and to not let this get kicked into the long grass again. He said that there are strengths in each proposal but that the differences are sometimes political, and should be voted on, not composited.

Vicky S said that she did not believe the proposals could be composited given the difference in their tones. Jacob W expressed his hope that the proposals could be reconciled.

Jess M proposed that a Code of Conduct should be adopted and amended later if needed. She moved a vote to adopt the modified version of the 2018 Code of Conduct, as proposed by Jacob W.

Council voted to adopt this version with 8 votes in favour and 4 votes against.

## **6f. Proposal on Accountability**

Stuart H spoke to the below proposal:

*"To increase accountability of Council members there will be a voluntary chance to provide an account of their activities promoting democratic change every six months of their term of office on Unlock's website. A Question and Answer facility to be provided so that members can interact with Council members. Election addresses of individuals to also be available."*

Catherine B spoke against the proposal, citing the limitations and saying that reporting back every six months was too frequent.

Stuart H withdrew the proposal.

## **Item 7 - AOB**

### **7a. Company Directors**

Catherine B asked what to do with the Company Director form. Jess M clarified that Council members should return these to the office by post.

She also reminded Council members to respond to the skills audit.

### **7b. Resignations**

Rachel C asked that Council consider further the high number of resignations from Council. Jess M resolved to consider how best to do this.

### **7c. Email or Loomio**

Sean S asked that Council resolve whether they make decisions by email or Loomio.

Catherine B informed Council that the decision to use Loomio had been made and a paid subscription purchased, but that it requires people to make use of the service. Management Board has allocated £100 per month for this as noted in MB Minutes of 26 August 2020.

Rachel C reminded people that they can reply to messages in Loomio by replying to notification emails.

### **7d. Tone in emails**

Sean S also asked that Council members consider their tone in writing emails, noting that some emails can be read as being hostile. He said that this may happen even when it's not intended, and encouraged Council members to reflect on the potential impact of their words.

### **7e. Focus on governance**

Vicky S spoke of the need to consider external matters as well as internal ones, and hoped that future meetings can include more focus on campaigns.

#### **Item 8 - Time without staff**

Stuart H proposed that Jacob W consider potential festivals and external events Unlock Democracy could attend, and that Luke W update our Wikipedia page. The two Council members mentioned agreed. (Item not taken during AOB due to connection issues.)