

# Draft Minutes of 2020 Annual General Meeting

## Unlock Democracy AGM 2020

**Saturday 21 November 2020**

*Held online via Zoom video conferencing*

### **Present:**

*Chair: Jessica Metheringham*

*Members: - Catherine Bearder, Marcus Cain, Martin Childs, Barbara Cleary, Helen Close, Elizabeth Collingridge, Rachel Collinson, Michael Corrigan, Paul Daley, Paul Espley, John Franglen, Lisa French, Stephen Gosling, David Grace, Stuart Hill, Peter Hirst, Linda Hoffman, Wendy Horler, Finola Kelly, Sacha Kester, Cormac Manning, Geoff Mills, Virginia Morck, Tom Pratt, Jane Robins, Steven Roman, Vicky Seddon, Christine Shimmin, David Smith, Mary Southcott, Graeme Watts, Jacob Webb, Luke Williams, Jane Wood, Geoffrey Woodcock, Crispin Allard, Penny Morrison, Dave Kneller, Michael Ellman, Rachael Booth, Phil Starr*

### **Apologies: -**

**Staff:** Tom Brake (Director), Tim Rouse, Sam Coates, Jacob Millen-Bamford

Due to the ongoing public health situation, and the restrictions on travel and public meetings due to Covid-19, the AGM was held online via Zoom video conferencing.

Immediately before the formal business of the Annual General Meeting, Jessica Metheringham welcomed members to Unlock Democracy's first online AGM, and Tom Brake, Sam Coates, and Tim Rouse gave a presentation on the activities of staff over the last year.

The AGM opened at 11:00. There were 40 members present at the start of the meeting, but attendance varied over the course of the meeting.

### **1. Suspension of standing orders**

The Chair introduced the proposal to suspend Standing Orders 2.1 and 2.2 for the duration of the meeting. She explained that these standing orders required voting cards to be issued to members and to be used when voting, which is not practical for an online meeting. Suspension of these standing orders would allow the meeting to use Zoom's voting tools to conduct votes.

**Proposal:** To suspend standing orders 2.1 and 2.2 for the duration of this meeting.

**Decision:** Approved. (40 in favour, 0 against, 0 abstentions)

### **2. Approval of the 2019 AGM Minutes**

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The Chair introduced the minutes of the 2019 AGM which were published as paper K. She noted that members were asked to send corrections in advance, and that none had been received.

**Proposal:** To approve the minutes of the 2019 AGM.

**Decision:** Approved. (24 in favour, 0 against, 16 abstentions)

### 3. Approval of the Director's Report

A verbal report was given by the Director and staff immediately before the AGM. A written report was published as paper M.

Vicky Seddon noted appreciation of the Annual Report 2020.

**Proposal:** To approve the Director's Report to the AGM.

**Decision:** Approved. (37 in favour, 0 against, 2 abstentions)

### 4. Council Report on 2018 Policy Motions

The Chair referred members to paper D which contained the Council's written response. No questions were raised from members.

**Proposal:** To approve the response from Council to the 2019 policy motion.

**Decision:** Approved. (28 in favour, 0 against, 11 abstentions)

## 5. Finance Items

### 5.1. Introduction & Questions

The Chair referred members to paper L which contained the accounts and which was published on 20 November. She apologised that the accounts had not been made available earlier.

Tom Brake introduced the accounts and thanked current and former Council members for the support they have given to the organisation.

He noted that income declined in the year ending 31 March 2020, due to reduced drawdown from the Brexit Civil Society Alliance and due to a substantial legacy received in the previous year.

Noting that this meeting was not the Rodell Properties AGM, he informed members that progress had been made towards the redevelopment of Rodell's property on Gray's Inn Road, including securing planning permission. He noted that an increase in the debt outstanding from Rodell Properties was due to late payment of Rodell's dividend which has since been addressed.

Finola Kelly expressed concern at the level of loans in Rodell's name and the plans to demolish the property on Gray's Inn Road. Tom Brake confirmed that the state of the

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property was such that it requires a major overhaul and that demolition and rebuild, with the façade preserved, was the right approach. He noted that the value of Rodell's properties is very significantly above any charges against its property.

Finola also noted that the Rodell Directors had not made a report to the Unlock Democracy AGM as required by section 2.9 of Appendix D (Rodell Governance) to the Unlock Democracy Constitution and asked that this happen in future.

Stephen Carter (Vice-Chair for Rodell and Chair of the Rodell Board of Directors) noted that the Board had a 12 month plan for the development of the property on Gray's Inn Road and that it would be one of the key priorities of the board to make sure that project goes forward according to schedule and on budget.

### 5.2. Approval of accounts

The Chair asked the AGM to vote on delegating the approval of accounts to Council.

**Proposal:** To approve the accounts for the year ending 31 March 2020.

**Decision:** Approved. (33 in favour, 0 against, 9 abstentions)

### 5.3. Appointment of reporting accountants

The Chair introduced the item, asking the AGM to consider that Unlock Democracy's current reporting accountants, Berley Chartered Accountants, be reappointed.

Vicky Seddon asked how financial arrangements worked given that Unlock Democracy no longer employed a bookkeeper. Tom Brake confirmed that a bookkeeper was employed via outsourcing.

**Proposal:** To resolve that Unlock Democracy's current reporting accountants, Berley Chartered Accountants, be reappointed.

**Decision:** Approved. (36 in favour, 0 against, 6 abstentions)

## 6. Constitutional Amendments

The Chair introduced the debate on constitutional amendments and reminded members that motions which amend the constitution require a two-thirds majority to pass.

### 6.1. To extend Council terms

The motion was proposed by Peter Hirst, who spoke of his hope that three-year terms for Council would result in a more effective organisation and Council. Geoff Woodcock seconded the motion, stating that he believed that continuity would bring experience and knowledge to be available to Council members.

Marcus Cain spoke against the motion, voicing a concern that longer Council terms would discourage members from standing for election, as they may not wish to make

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such a commitment, and noted that the current makeup of Council includes a lot of people who have been on Council for a long time. Sophie Franklin spoke against, saying that if continuity was the goal, it could better be achieved by electing Council members in halves each year. John Franglen spoke against the motion, noting that UD has come close to holding mid-term elections due to resignations, and worrying that this proposal would make such elections more likely.

### **Proposal:**

This meeting resolves:

1. To amend in clause 4.2.1 of the Constitution the word “two” to “three”.
2. To delete in clause 4.2.1 of the Constitution the word “alternate”.

The clause would then read in its entirety:

**4.2.1.** The Council shall consist of up to eighteen members elected every three years by all member ballot using the Single Transferable Voting system in one or more multi-member constituencies. The number of constituencies, geographical areas, electorate and numbers of members to elect for each constituency shall be determined by each Annual General Meeting preceding a Council election.

**Decision:** Rejected. (11 in favour, 20 against, 8 abstentions)

### **6.2. To extend Rodell board of director terms**

The proposer of this motion, Peter Hirst, withdrew the motion without debate as indicated before the AGM.

### **Proposal:**

This meeting resolves:

1. To amend in clause 2.1.b of Appendix D (Rodell Governance) to the Constitution the phrase “four year terms of office” to “six year terms of office”.
2. To amend in the same clause the phrase “every two years” to “every three years”.

The clause would then read in its entirety:

**2.1.b** Four members who shall be directly elected by members of Unlock Democracy for six year terms of office, with two elected in a single constituency every three years using the Single Transferable Voting system in accordance with the rules for election to Council.

**Decision:** Withdrawn.

### **6.3. To set term limits for Council**

The proposer, Rachel Collinson, spoke to the motion. She stated that something was going wrong in Unlock Democracy, and that she hoped this motion would help. She noted the common use of term limits around the world, and of their importance in preventing misuse of power. She compared Unlock Democracy to the Electoral Reform

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Society and noted that in the 1980s Charter 88 was bigger than ERS, but that ERS is now five times the size of Unlock Democracy. She spoke of a hope that term limits on Council would guarantee that new generations would come up as leaders.

Sean Shore had expressed willingness before the AGM to second the motion but was not present in the meeting. Marcus Cain seconded the motion and spoke, noting that Council's role was not the day-to-day operation of Unlock Democracy, which is the responsibility of the staff, but to provide the direction of the organisation. He said that limiting the number of times people can stand for Council would mean a constant stream of new ideas coming in, and not slow progress towards the aims Unlock Democracy is trying to achieve.

Catherine Bearder spoke against the motion, contrasting Unlock Democracy with a nation, and talking of serving alongside a councillor who had been there for thirty years and was highly effective because of it. She spoke of the members' duty to ensure that Council members are running the organisation well. She argued that amending Unlock Democracy's constitution undermined our demand for a written constitution in the UK, and called for a comprehensive constitutional review instead.

Stuart Hill spoke against the motion and cited international examples of countries with written constitutions and term limits. He argued that Unlock Democracy's Chair and Vice-Chair had been in post for less than a year and that many members of Council had been elected for the first time in 2020, saying that this was a sign of too fast a turnover and a lack of experience. He noted that Unlock Democracy had not previously supported term limits.

John Franglen spoke of UD's need for more people to be involved at a national level who are not necessarily on Council, and that this could provide an avenue for people to be involved even if not on the Council. He said that a good constitution is one which is repeatedly amended, and that we should amend our constitution to improve it – and that when the UK gets a constitution, it should be changed as our society and our country changes. He said that turnover in Council would prompt Council and the organisation to try different things and different approaches, and evolve faster allowing the organisation to make a real difference.

Luke Williams described Unlock Democracy as a charity and noted that Council members were unpaid volunteers and said that he supported term limits but opposed them being too stringent. He spoke of new ideas coming from Council members who had returned after many years and said that he would support the amendment which extended term limits, and further called for the word 'contiguous' in the motion to be replaced by 'consecutive'.

The Chair noted immediately after this speech that Unlock Democracy is not a charity.

Vicky Seddon asserted that the motion would prevent people from ever standing again after serving on Council for six years; claimed that Unlock Democracy's experience was not that people had been entrenched on Council, but that experience had been lost; and noted that the Constitution grants the right to stand for election to the Council as a right of members.

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Stephen Carter expressed sympathy for the motion, but said that it was solving a problem which didn't exist. He declared his interest as a Council member who had been on Council for a long time and would be required to stand down; he said that the way to ensure competitive elections was to make elections interesting by running good campaigns.

Jacob Webb enthusiastically endorsed the motion, speaking of the importance of providing opportunities, particularly for young people, to take up positions on Council, and spoke of a desire to increase the diversity of Council and engage more groups. He confirmed that the motion does not prevent people from ever standing again, and allows people to come back later, thus preserving skills but preventing power becoming too concentrated.

Rachel Collinson raised a point of order, that speeches should alternate for and against. The Chair apologised for that. She had been corresponding with potential speakers using the chat function, the view of speakers – for or against – had not been clarified before calling them to speak.

Michael Corrigan asked for confirmation on whether Council members who served the allotted term could never serve another term, even if there is a break between terms. The Chair confirmed that the AGM had been told that the intent of the motion would allow people to restand; that they could take some time out and could then come back onto Council. She noted that there appeared to be some confusion about this from members.

The Chair noted two amendments had been mentioned; the Amendment published in advance (Amendment 1) and a suggestion of changing the word 'contiguous' in the motion. She asked for a proposer and seconder for Amendment 1.

Luke Williams spoke to the amendment, saying that the proposed term limits were too short. Stephen Carter seconded the amendment.

A vote was held on Amendment 1, and **the Amendment was passed**, with 18 in favour, 14 against, 5 abstentions.

Stuart Hill raised a point of order, that constitutional amendments required a two-thirds majority to pass. Tim Rouse, as a member of staff, confirmed that the vote which had just taken place was on an amendment to the motion, and was not a vote on a constitutional amendment, so required a simple majority. The vote on the substantive motion, which was itself a constitutional amendment, would require a two-thirds majority. Vicky Seddon confirmed that the amendment to the motion was not in itself a constitutional amendment, and that it is standard practice to use a simple majority.

The Chair introduced Amendment 2. Luke Williams proposed the amendment and Rachel Collinson seconded it.

A vote was held on Amendment 2, and **the Amendment was passed**, with 30 in favour, 2 against, and 5 abstentions.

The Chair asked for final contributions on the motion as amended.

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Peter Hirst acknowledged that he thought the amendments improved the motion but that he still opposed it. He spoke of how organisations are often dominated by one individual, saying that this was a good thing, and argued that term limits would discourage young people from standing for Council.

John Franglen spoke in favour of the motion, and reminded the AGM that the constitution could be changed again in the future should it be necessary, as it should not be considered a sacred document that can never be changed. He noted that the contributions of volunteers were valuable whether on Council or not, and that not being on Council did not have to mean losing somebody's skills and experience.

Rachel Collinson exercised her right of reply. She noted that many political parties have term limits for their ruling bodies; that the Charity Commission recommends that charities have term limits for their trustees. She noted that many of the arguments against this motion have been from people who would be affected by it, having served several terms on Council, and noted that she was arguing for it even though it meant she would have to step down in 2028. She noted the work that had gone into getting more people to stand for election and said she did not think Unlock Democracy would run out of people wanting to stand for Council, and that if it did then we would have failed as an organisation. She encouraged all members to continue bringing new people into the organisation and asking them to join.

A vote was held on the motion as amended by Amendment 1 and Amendment 2.

**Decision:** Rejected. (22 in favour, 17 against, 0 abstentions – failed to reach 2/3 threshold)

### **Proposal (before amendments):**

This meeting notes:

1. Unlock Democracy has no term limits for council members. This is a standard measure in good constitutions around the world to prevent entrenchment of power. It doesn't seem right to recommend for others what we don't do ourselves.

This meeting believes:

1. Council members should only be able to serve for a maximum of 6 years or 3 terms, whichever is shorter.

This meeting resolves:

1. To amend section 4.2 of the Constitution to insert a new clause, which will be numbered 4.2.6:

**4.2.6.** Council members' contiguous time on council shall be limited to 3 terms or 6 years in total, whichever is shorter. This will take effect from January 2020 as if all council members had just been elected for the first time.

### **Amendment 1 to “To set term limits for Council”**

Proposer: Luke Williams

Seconded: Steven Carter

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1. To change the new clause 4.2.6 to:

**4.2.6.** Council members' contiguous time on council shall be limited to 4 terms or 8 years in total, whichever is shorter. This will take effect from January 2020 as if all council members had just been elected.

## **Amendment 2 to “To set term limits for Council”**

Proposer: Luke Williams  
Seconder: Rachel Collinson

1. To replace the word 'contiguous' with the word 'consecutive'.

## **6.4. To facilitate online AGMs**

The motion was proposed by Helen Close. She said that Covid-19 has forced many organisations to move online, and that this has had the effect of widening participation. She said that the motion would allow AGMs to be held online without suspending standing orders, and affirms our commitment to democratic participation and removes barriers that may prevent people from attending. She spoke of allowing for hybrid AGMs which preserve the benefits of people meeting face to face.

Jacob Webb spoke to second the motion, highlighting the difficulty of travelling to in-person AGMs, whereas online AGMs enable members to be able to vote as easily and accessibly as possible. He said that the motion would engage more people from more diverse backgrounds, bring more people into the campaign for a democratic constitution, and would be a real step forward for the organisation.

Stuart Hill spoke in favour of the accessibility of online meetings, but expressed concern about the cost and complexity of holding hybrid meetings, saying that it might be more practical to go completely online.

John Franglen noted that no proxy votes had been cast, perhaps because people who would otherwise proxy vote were able to attend online meetings. He said that proxy votes are often uniformly in favour, but that online meetings allowed for greater discussion of the arguments. Stephen Carter said that he hoped face-to-face meetings could continue.

Helen Close exercised her right of reply, noting that as a Manchester resident, the cost of travel would be a significant deterrent to attending a London AGM.

**Decision:** Approved. (35 in favour, 1 against, 3 abstentions)

### **Proposal:**

This meeting resolves:

1. To insert after clause 5.1.1 of the Constitution a new clause 5.1.2:

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**5.1.2.** AGMs can be held in-person or online. AGMs held in person must be viewable online.

**5.1.2.a** On an annual basis the Council of Unlock Democracy, in consultation with staff, will make the decision on whether the AGM should be in-person or online.

2. To renumber the existing clauses 5.1.2 - 5.1.14 accordingly.
3. To amend section 2 of Appendix C (Standing Orders for General Meetings) to the Constitution by:
  - a. Inserting as a new clause 2.1:

**2.1** Members attending a general meeting either online or in person will have the facility to vote.
  - b. Amending and renumbering clause 2.1 to become clause 2.2:

**2.2** Members attending in person will be issued with a voting card at registration.
  - c. Amending and renumbering clause 2.2 to become clause 2.3:

**2.3** Members that are voting in person shall vote by holding their voting card in the air while seated.
  - d. Inserting as a new clause 2.4:

**2.4** Members that are voting online shall use a tool specified in advance by the Council of Unlock Democracy.
  - e. Renumbering the existing clauses 2.3 and 2.4 accordingly.

## 7. Policy Motions

The Chair introduced the policy motions item.

### 7.1. Community Democracy

Proposer: Vicky Seddon

Seconder: Catherine Bearder

Vicky Seddon spoke to the motion, speaking of the importance of local groups in focusing attention on local governmental issues, and of the many and varied challenges faced on the front of local democracy. Catherine Bearder spoke of the importance of local government, noting that “democracy is local”. Peter Hirst spoke of the failings of centralised government in dealing with Covid-19.

**Decision:** Approved. (35 in favour, 1 against, 2 abstentions)

### Proposal:

This AGM welcomes the UD decision to make local and community democracy one of its main campaign issues, following the motion passed at the 2019 AGM.

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The intention is to highlight the democratic deficits in the UK's overcentralised political system, using and developing our supporter base (members, activists, volunteers subscribers,) with participatory campaigns focussed on local issues related to the state of democracy. It gives us an opportunity to develop our partnerships with stakeholders in local government and community activism.

The COVID Pandemic has, sadly, demonstrated how, under current constitutional arrangements, there is a lack of the local empowerment that would have facilitated better collaboration between local and national government, and the urgency of the need for change.

This confirms that our decision to make community democracy a central campaign theme is both strategically important, and timely.

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### **7.2. Focusing on the Campaign for a Written Constitution**

Proposer: John Franglen

Seconder: Tom Pratt

John Franglen spoke to the motion, stating simply that unless the political situation gets radically better, Unlock Democracy should not focus on electoral reform, as other organisations exist working on this exact issue, specifically referencing the Electoral Reform Society and Make Votes Matter. He said that he did not oppose Unlock Democracy supporting those issues, but that he wanted Unlock Democracy to be putting its resources, staff time, and campaigning efforts on constitutional reform. He said that Unlock Democracy had not had any significant impact on electoral reform since the AV referendum and was unlikely to have any impact in future barring a similar seismic shift.

Tom Pratt noted that ERS themselves have been diversifying beyond electoral reform. He said that it was important for Unlock Democracy to complement, rather than copy, what other organisations are already campaigning on. He said that Unlock Democracy should take opportunities to stand out, and that meant focusing on a written constitution and a constitutional convention.

Stephen Gosling argued that the motion was unnecessary given the focus of Unlock Democracy's constitution. Marcus Cain noted the importance of not treading on the toes of other organisations campaigning for the same thing. Peter Hirst said that he feared the motion would tie the Director's hands, and that the tide was turning for PR. Stephen Carter said that the space for supporting PR is quite crowded, and that Unlock Democracy has something unique to offer in pushing for wider constitutional reform, and warned that the current political settlement is close to causing the breakup of the Union. Mary Southcott claimed that the motion represented 'dropping electoral reform'.

Vicky Seddon moved that the motion be remitted to the Council, which is not provided for in Unlock Democracy's constitution or standing orders. She said that she was unhappy about the idea of Unlock Democracy's members voting on this motion, and would prefer that Council should deliberate on it.

The Chair acknowledged that the time allowed for the AGM had elapsed and the 'guillotine' should have been applied, causing the motion to be deferred anyway. As the motion would already be taken to Council, she questioned whether there was a need for a separate vote to take it to Council.

Vicky Seddon attempted to raise a point of order, claiming that her motion should take precedence.

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The Chair outlined options; to acknowledge that the guillotine should have fallen; to allow the members to vote on the motion that was validly put before them, or to refer the motion back to Council.

A poll was held on whether to refer the motion back to Council. No further debate was held, which included no right for reply.

**Decision:** Referred back to Council (17 in favour, 15 against, 2 abstentions)

### Proposal

This meeting notes:

1. Unlock Democracy (later, UD) places a written constitution at the heart of the democratic reforms it campaigns for.
2. The Electoral Reform Society (later, ERS) places a change to the voting system for elections to the House of Commons at the heart of the democratic reforms it campaigns for.
3. A quick glance at the annual Reports of ERS and UD for the last three years suggest an annual income of between £1.28 and £1.49 million for ERS (excluding one-off income like building sales), compared to £300-400k for UD - so a roughly three to five-fold difference.
4. There is also Make Votes Matter, a grassroots group campaigning for proportional representation for elections to the House of Commons.
5. The Conservative Party has very little support in its upper reaches for electoral reform, and retains a large majority in Parliament.

This meeting believes:

1. Unlock Democracy needs to focus its limited budget, staff time, and visibility on its core campaign of a written constitution, and on campaigns where it can add a distinct voice and relevant expertise.
2. ERS has more staff, more budget, and more history and expertise on the specifics of campaigning for electoral reform than UD. Make Votes Matter has a stronger grassroots presence and better contacts for bringing together organisations on the campaign.
3. The majority of the public remain unengaged with electoral reform, and those that consider it often consider the 2011 referendum to have settled the matter for a long time.
4. Unlock Democracy needs to strengthen its brand and visibility, and focusing its on a distinct campaign not shared with other organisations will aid in this.

This meeting resolves:

1. Barring once-in-a-generation opportunities like the 2011 AV referendum, Unlock Democracy will not campaign specifically on electoral reform, instead concentrating on the campaign for a written constitution, and other areas it has specific expertise relating to.
2. Unlock Democracy shall still include changes to the voting system amongst positive changes we wish to see happen, and be part of multi-group efforts that include it as one aspect, but UD should not use scarce resources or significant staff time on multi-group campaigns focused solely or primarily on electoral reform, barring once in a generation events.

**8. Appreciation**

The members noted their appreciation for all who have had a hand in organising the AGM.

**AGM concluded at 13:42.**