

Minutes of 2021 Annual General Meeting

Unlock Democracy AGM 2021

Saturday 20 November 2021

Held in person and online via Zoom video conferencing

Present:

Chair: Jessica Metherringham

Members: - Grace Barnett, Catherine Bearder, Tom Brake, Victor Cadaxa, Marcus Cain, Jenni Chan, Alan Debenham, Stephen Gosling, Maurice Hickman, Stuart Hill, Peter Hirst, Quentin Lang, Jess Metherringham, Geoff Mills, Virginia Morck, John Newham, Tom Pratt, Shaun Roberts, Vino Sangarapillai, Vicky Seddon, Mary Southcott, Graeme Watts, Jacob Webb, Luke Williams, Geoffrey Woodcock

Alan Debenham, present, but voting by proxy

Not present, Richard Lloyd-James, but voted by proxy

Apologies: - Ian Driver, Rachel Collinson, Mike Young

Staff: Tom Brake (Director), Shaun Roberts, Grace Barnett, Alice Jeffrey

The AGM opened at 14:00. There were 25 members present at the start of the meeting, but attendance varied over the course of the meeting.

1. Approval of the 2020 AGM Minutes

The Chair introduced the minutes of the 2020 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 2020 AGM.

Decision: Approved. In person 10 yes 1 abstain (abs), online 9 yes 2 abs, proxy 1 yes 1 abs

20 yes 4 abstentions

2. Approval of the Director's Report

A verbal report was given by the Director and staff immediately before the AGM. A written Director's report was circulated to members prior to the AGM. [Director's report 2021](#)

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

Decision: Approved. In person 11 yes 1 abs, online 10 yes 2 abs, no proxies

21 yes 3 abstentions

3. Council Report on 2020 Policy Motions

The Chair referred members to paper D which contained the Council's written responses to the 2020 policy motions (for ease of reference they are provided below) Tom Brake also gave a verbal update on the action taken in response to the Community Democracy motion which was passed at the 2020 AGM.

He highlighted the intention to link the Powering Up project (which has devolution as a significant component) with the Community Democracy campaign. The run-up to the Council elections will provide another opportunity to promote the campaign. This calls for greater financial independence and autonomy for local Councils and a review of the relationship between central and local government to create a relationship of equals between them. Finally Unlock Democracy may want to join forces with other organisations to encourage more people to stand for local councils.

Community Democracy

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.

The intention is to highlight the democratic deficits in the UK's over centralised 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.

Council response to the 2020 Community Democracy motion

Recognising the importance of the Community Democracy campaign, Unlock Democracy commissioned research from de Montfort University into the decline in local government over the last 40 years.

Unlock Democracy then launched the research around England with events in Sutton, Portsmouth, Oxford, Hillingdon, Sheffield, Birmingham and, hosted by Clive Betts MP,

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Chair of the Housing, Communities and Local Government Select Committee, in Parliament.

Building on this research, a survey of local Councillors conducted by Unlock Democracy received over 400 responses from Councillors representing all the major parties and independents.

Unlock Democracy is now developing the next phase of campaigning on community democracy.

One policy motion entitled *Focusing on the Campaign for a Written Constitution Proposal* was remitted back to the Council at the 2020 AGM. The full text of this motion is immediately below. The Council's response is below the text of the motion.

Focusing on the Campaign for a Written Constitution 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

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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.

Council response to the remitting back of the Focusing on the Campaign for a Written Constitution Proposal

At the Council meeting on the 23rd January 2021, John Franglen confirmed that he did not wish his motion to be further discussed by Council, and that he did not wish the Council to vote on the motion. As Chair of Unlock Democracy, Jessica Metherringham accepted John's request. This issue is now closed.

After the verbal report on the 2020 policy motions a proposal was put:

Proposal: To approve the response from Council to the 2020 policy motion on Community Democracy.

Decision: Approved. In person 12 yes, online 10 yes 2 abs, no proxies
22 yes 2 abstentions

4. Finance Items

4.1. Rodell

Tom gave an update on the progress of the Rodell project.

RBS have extended their loan until May 2022.

Indicative terms have been received from Charity Bank for the replacement of the RBS loan.

Rodell hopes to clarify and address the one outstanding query from West One (who are providing the development loan to redevelop Grays Inn Road) regarding the cost of professional fees.

The builder is currently still available to carry out the project.

Tom confirmed that the Rodell accounts will be coming to the next Council meeting.

4.2. Unlock Democracy

The Chair referred members to paper L which contained the accounts which were circulated by email on 6th November 2021.

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Tom Brake introduced the accounts.

[UD -Final Draft Accounts YE 31.03.21.pdf](#)

He thanked Paul Daley who had been a Director until the 2nd September 2021. He also confirmed that Mike Young's details should be provided to Companies House so he can be registered as a Director. He referred members to the section on Unlock Democracy's achievements and performance, much of which was covered in the recently circulated Annual Report. He also drew attention to the Powering Up project which is Unlock Democracy's major project for the next year. This is a joint initiative with Compass. A joint statement is currently being produced which it is hoped not only democracy sector organisations but also other opinion leaders and influencers will want to sign.

He noted that Unlock Democracy is still running at a deficit of 30k per annum, but he aims to eliminate the deficit (or to reduce it to as close to zero as possible) by the year ending 31 March 2022. He underlined how important it is that the Rodell development project is completed within the next 2 years.

He also drew attention to the transfer of £9,557 from restricted to unrestricted funds. This had been approved by Council (at the auditors' request) by email.

4.2.1. Approval of accounts

The Chair asked the AGM to vote on Unlock Democracy's accounts.

Proposal: To approve the accounts for the year ending 31 March 2021.

Decision: Approved. In person 11 yes 1 abs, online 11 yes 1 abs, proxy 2 yes

24 yes 2 abstentions

4.2.2. Appointment of reporting accountants

The Chair introduced the item. Tom Brake explained that Unlock Democracy could benefit from re-tendering this work as it might be possible to get it done more cheaply.

Proposal: To resolve that Unlock Democracy be authorised to seek an alternative supplier with any new arrangement to be approved by the Council. Additionally, every 5 years at least a re-tendering exercise should be carried out.

Decision: Approved. In person 12 yes, online 11 yes 1 abs, proxies 2 yes

25 yes 1 abstention

5. 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.

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In the debate amendments 1,3 and 4 were grouped together for discussion. The votes were held separately. The votes on 1, 3 and 4 were taken first.

Six amendments were discussed and voted on. All amendments were passed with at least a two thirds majority.

1. to clarify the format of retained ballots

Proposer: Stephen Gosling

Second: Catherine Bearder

This meeting resolves:

- 1) From clause 4.2.5, to remove the word "papers" (two occurrences)
- 2) From clause 4.2.5, to add an "s" to the end of the word ballot
- 3) From clause 4.2.5, to correct an error in the existing wording so it now reads, "... and the next Council election is more..."

The full clause will now read:

4.2.5. All ballots shall be kept for two years. If a casual vacancy arises, the ballots shall be recounted by the Returning Officer to fill that vacancy in the first instance. If the Returning Officer rules that a recount cannot result in the election of a new member and the next Council election is more than twelve months away, a by-election shall be held. Otherwise the place shall be left vacant.

Decision: Approved. In person 11 yes online 12 yes 1 abs proxy 1 yes
24 yes 1 abstention

2. to confirm the practice around the administration of groups

Proposer: Stephen Gosling

Second: Catherine Bearder

This meeting resolves:

- 1) From clause 7, delete 7.2 and replace with:

The Director shall manage the recognition of Groups. The Management Board may, on the basis of the Director's recommendation, decide to suspend or dissolve a Group. Any member of a Group which is suspended or dissolved by the Management Board may appeal to the Council, stating their reasons for doing so.

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Decision: Approved. In person 10 yes 1 abs online 14 yes proxy 1 yes 1 no
25 yes 1 abstention 1 no

3. to clarify that voting documents can be posted or emailed

Proposer: Stephen Gosling

Second: Catherine Bearder

This meeting resolves:

- 1) From Appendix B (Elections)
 - a) From clause 2.1. b), remove "...voting papers will be posted out..." and replace with "voting documents will be sent out" and remove "...voting papers shall be counted;" and replace with "voting documents shall be counted;"

The clause will now read:

2.1. b) the approximate date by which the voting documents will be sent out, the close of poll and the day on which the voting documents shall be counted;

Decision: Approved. In person 11 yes online 10 yes proxy 2 yes
23 yes

4. to clarify there will be equal participation opportunities for online and in-person attendees

Proposer: Stephen Gosling

Second: Catherine Bearder

This meeting resolves that:

- 1) From Appendix C (Standing Orders for General Meetings)
 - a) Add to clause 3.3. "...and that members attending virtually are given the opportunity to take part in the debate."

The clause will now read:

"3.3. The Chair will seek to ensure a balanced debate and that members attending virtually are given the opportunity to take part in the debate."

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Decision: Approved. In person 11 yes, online 12 yes, proxy 2 yes

25 yes

5. to confirm those standing for Unlock Democracy's Council must satisfy the requirements that apply to all Company Directors as well as Unlock Democracy's eligibility criteria.

Proposer: Stephen Gosling

Seconder: Catherine Bearder

This meeting resolves that:

- 1) From Appendix B (Elections)
 - a) To clause 2.2, add a fourth point reading, “; (d) that they are eligible to be a Director and Council member of the Organisation.”

The clause will now read:

2.2. The nomination form shall include space for candidates to include their name, address, phone number, email address, other relevant contact details and signature. The form shall also include space for them to declare:

- a) where there are reserved places for people of a particular gender, such as the Council, their gender;
- b) where there are reserved places for ethnic minorities, such as the Council, if they are a member of an ethnic minority;
- c) that they are willing to stand in this election and abide by its rules;
- d) that they are eligible to be a Director and Council member of the Organisation

Decision: Approved. In person 11 yes, online 14 yes, proxy 2 yes

27 yes

6. to clarify council, management board and director responsibilities

Proposer: Catherine Bearder

Seconder: Luke Williams

This meeting resolves that:

- 1) From clause 4, delete 4.1.4 and replace with:

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The Council shall appoint a Management Board which shall oversee the finance of the organisation, the appointment of a Director and the employment of staff. The composition and rules for the appointment of the Management Board shall be determined by the Council. Only members of the Council may be full voting members of the Management Board, although the Management Board may co-opt others to serve in a non-voting capacity if it so wishes.

Vicky Seddon proposed an amendment to this amendment. Her amendment was seconded by Peter Hirst. It aimed to make it even clearer (by inserting 'voting' before 'Only' below) that only people who are voting members of the Council may be full voting members on the Management Board.

The amendment with the addition of 'voting' then read

2) From clause 4, delete 4.1.4 and replace with:

The Council shall appoint a Management Board which shall oversee the finance of the organisation, the appointment of a Director and the employment of staff. The composition and rules for the appointment of the Management Board shall be determined by the Council. Only **voting** members of the Council may be full voting members of the Management Board, although the Management Board may co-opt others to serve in a non-voting capacity if it so wishes.

The amendment to the amendment was then voted on.

Decision: Approved. In person 10 yes 1 abs, online 11 yes 1 abs
21 yes 2 abstentions

Then the amendment as amended was voted on.

Decision: Approved. In person 10 yes 1 abs, online 12 yes 1 abs, proxy 1 yes 1 abs
23 yes 3 abstentions

6. Policy Motions

The Chair introduced the two policy motions items.

Policy motion 1

To respond to recent developments regarding the Labour Party's position on Proportional Representation

Proposer: Stuart Hill

Seconded: Mary Southcott

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Following a request from Vick Seddon, Stuart Hill was happy to remove the following section.

The AGM regrets that:

Keir Starmer, the current Leader of the Labour Party, had nothing to say on the subject at the Labour Party Conference in September despite 80% of Constituency delegates supporting PR.

The motion then read:

The AGM welcomes the fact that

Mark Drakeford, First Minister of Wales, is the latest politician to throw his weight behind Proportional Representation. At the Aneurin Bevan Memorial Lecture, on 25 October 2021, he called for “radical reform” of the electoral system to be put at the forefront of the next Labour Governments agenda.

Following the historic decision of Unite, Labour’s largest affiliate, to reject First Past the Post and embrace Proportional Representation, Sharon Graham, the newly elected General Secretary, said

"Our political class has failed working people and our system is broken. It is time to change our democracy."

The AGM believes that:

The Labour Party Conference, in September 2022, will now vote to support PR.

The AGM commends the fact that:

Unlock Democracy members, within Unite, played an important role in promoting motions to the Policy Conference. They also canvassed for support amongst delegates. They helped leaflet delegates and supported the Pro-PR Conference fringe event.

Unlock Democracy has members in many different unions. Only 11 unions are affiliated to the Labour Party. The great majority are not. All decide their policies through their own democratic processes.

The AGM calls for:

Unlock Democracy to mobilise any members who are in a Trade Union and ask them to raise the issue of supporting PR at the next Trades Union Congress.

Unlock Democracy to continue to work closely with all its partners that support

Finally the AGM believes that:

The challenge is not simply to win votes at conferences, important as that is, but to win voters in their workplaces and everywhere else to support the kind of politics that Proportional Representation promises. A real, historical, cultural revolution is within Unlock Democracy's grasp.

The motion was put to a vote.

Decision: Approved. In person 11 yes, online 12 yes, 1 abs, proxy 1 yes

24 yes and 1 abstention

Policy motion 2

Protecting democratic values and campaigning for a written constitution

Proposer: Vicky Seddon

Seconded by: Catherine Bearder

The AGM notes:

There has recently been the exposure of unacceptable behaviour by some MPs, some of whom have used their position of influence to lobby on behalf of their extra-parliamentary funders. Others have taken on lucrative contracts that use their professional skills to a degree that must impact on their ability to fulfil their obligations to their constituents.

That such circumstances provide opportunities to assert that democracy is broken and needs fixing. There are already some indications that this concern is gathering clout; Unlock Democracy and its members and supporters need to be ready to use these opportunities.

The behaviour of individual politicians is only one aspect of the system's democratic failure; but it can be the starting point for action on a wide range of issues. There are a multiplicity of Government initiatives that demonstrate the readiness of the government to undermine democratic processes, from the Elections Bill, the Judicial Review and Courts Bill, and the Police, Crime, Sentencing and Courts Bill. Even the Human Rights Act seems to be within the Government's sights.

The AGM welcomes:

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the way in which Unlock Democracy has recently upped its profile, shown it can and will work with other organisations, and demonstrated its responsiveness to the political climate.

The AGM calls on Unlock Democracy:

To maximise its ability to be influential at this crucial moment and

- **Be well briefed and be ready to stand up and advocate for democracy**
- **To work with other democracy organisations to speak with a common voice**
- **To act with other organisations that campaign on specific issues, to help articulate the ways in which the undermining of democracy will impede their work**
- **To take care that, in opposing Government actions, Unlock Democracy finds space for people of all parties and of none who wish to join in the campaign to protect existing democratic rights, values and processes and to extend democratic protections**

The AGM commits Unlock Democracy:

To organise a collaboration of interested parties to join Unlock Democracy in outlining what must be included in a written constitution to strengthen democracy.

The motion was put to a vote.

Decision: Approved. In person 11 yes, online 11 yes 1 abs no proxies

22 yes 1 abstention

7. Appreciation

After some closing remarks from the Chair, including appreciation for all who have had a hand in organising the AGM, the meeting closed.

AGM concluded at 16:45