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Board Meeting Wednesday, 19 December 2018 / MINUTES

Attendees

Board

Alan Detheridge (AD)

Susan Hazledine (SH)

Julie McCarthy (JM) (via video conferencing)

Claire Spoons (CS)

Secretariat

Elisa Peter, Executive Director (EP)

Caroline Macleod, Director of Finance and Operations (CJM)

Stephanie Rochford (SR)

Apologies

Ali Idrissa (AI)

Carlo Merla (CM)

Aroa de la Fuente (AF)

Guest

Victoria Hordern, Head of Data Privacy, Bates Wells Braithwaite (PWYP lawyers) (VH)

ACTIONS

	By who	By when
1. Create an online Board Book of key documents	CJM	January
2. Provide update to board on progressing the implementation of data protection measures	CJM	Next meeting
3. Review Whistleblowing Policy	CJM	Next meeting
4. Further develop the fundraising and growth strategy	EP/CJM	Next meeting
5. Convene a meeting of the Executive Committee to discuss whether to establish a nominations committee	CJM	March
6. Identify potential board candidates in line with skills matrix	Board	Next meeting



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DECISIONS

- Minutes of last Board meeting approved
- Finance report January to October 2018 approved
- Budget 2019 approved
- Procurement process for selection of GA venue approved
- Agreement to transfer any unrestricted funds above the end of year balance to reserves, pending donor approval
- All policies approved, subject to minor amendments (Anti-corruption and anti-bribery; Anti money laundering and terrorist finance; Website privacy and data collection statement; Serious Incident Reporting Policy; Personnel privacy notice)
- Secretariat Programme of Work for 2019 approved, subject to minor revisions
- Articles of Association and job description for the Board members of the PWYP Foundation in the EU approved

Welcome & Introductions

The meeting opened at 10.10am. In the absence of the Chair, AD agreed to chair the meeting. AD welcomed Susan Hazledine to the Board of PWYP trustees.

Review of agenda and action points

AD invited board members to declare any conflicts of interest. No conflicts of interest were declared. AD reviewed the agenda, which was adopted. The board reviewed the actions from the last meeting. A number of actions relating to policies are ongoing. All other actions had been completed.

Report from the Finance, Audit and Fundraising subcommittee

Finance report

CJM presented the finance report (management accounts) for January to October 2018, noting additional income received in the year, an underspend on staff costs due to some posts being unfilled, and the allocation of additional core budget to the PWYP Global Assembly. All costs relating to the Global Assembly will be recorded as programme cost. The balance of funds expected at year end will enable a good start of the year in 2019.

The board approved a bank transfer from the GBP to USD account to take advantage of exchange rate differences. CJM noted a significant challenge in establishing a bank account for PWYP's trading arm. The board discussed options for resolving this issue.



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CJM noted the report prepared for the board to explain the process of selecting the venue for the Global Assembly, which was based on the criteria of size and value for money. The board approved the procurement process to select the venue.

PWYP 2019 budget

CJM presented the 2019 draft budget, noting that nearly all programme of work activities are covered. The Board encouraged the Secretariat to approach core donors to request that some of their funds be used towards building the reserve. The Board agreed that the Secretariat should transfer any unrestricted funds above the end of year balance to reserves, pending donor approval.

CJM noted that the budget will be reforecast in 2019 once the final figures for the year are confirmed. The Board requested that figures against the targets set in the funding strategy be included in future finance reports, including an analysis of donor reliance.

Policies

CJM presented the Anti-corruption and anti-bribery policy and the Anti money-laundering and terrorist finance policy, which have been reviewed by the Executive Committee. The board clarified that PWYP staff and consultants are made aware of all policies on a regular basis. The board approved both policies subject to minor amendments.

CJM presented the Website Privacy and Data Collection statement and the Personnel Privacy Notice. The board requested that the Website Policy link to the Whistleblowing Policy; and that the Whistleblowing policy be amended in order to include best practice wording on anonymity. The board approved both policies subject to minor amendments. The Board also requested that the Secretariat produces an on-line Board book with key documents for existing and incoming Board members.

Presentation from BWB on data protection and GDPR

The Head of Data Privacy from BWB presented an overview of the GDPR regulations in the UK, including an insight into the purpose of the law and some of the implications for PWYP and its board members. This include a responsibility for PWYP to have evidence that demonstrates that it is accountable for GDPR compliance in its processing of data. She presented the results of the data protection health check that BWB carried out for PWYP in September 2018, with a focus on transparency of data collection. Developing a records retention and deletion policy as well as a consent statement for cookies were identified as priorities for early 2019. The Board requested that the Secretariat share regular updates on the implementation of data protection measures.

Global Assembly preparations - update



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EP presented an update on preparations for and objectives of the PWYP Global Assembly, and the role of the board members at the event. The board discussed potential risks and mitigation measures.

New strategy, lessons learnt and next steps

EP presented a final overview of the development of the global strategy 2020-2025, highlighting some lessons learned from the process and outlining the next steps for implementation. The board commended the work of the Secretariat in coordinating the consultation and the process of developing the final version of the strategy; and recommended the development of a more detailed strategy for the Secretariat itself to outline its role in implementing the global strategy. The board also suggested that EP write a letter of introduction to the global strategy, drawing out some of the changes in emphasis since Vision 2020, including civic space, gender and energy transition.

2019 Programme of Work

SR presented the PWYP 2019 programme of work, including the six outcomes, key programmatic and operational priorities and the impact indicators. The board approved the programme of work and encouraged the Secretariat to have ambitious targets for each of the proposed outcomes.

Risk Register

CJM presented the updates to the risk register. The board reviewed a number of risks and mitigation measures and updated the register accordingly. All proposed changes were approved.

Funding Strategy Review

CJM presented the funding strategy as approved in 2017. Board members reflected on the uncertain funding environment. The Board engaged in an initial conversation about the pace and type of growth that the strategy would entail for the PWYP Secretariat and the coalitions in the movement. It was agreed that the strategy would be further developed.

Governance Update

- Code of Governance implementation plan April 2018

CJM presented progress on the plan implementation, noting that progress had been delayed in 2018. The board discussed what skills are required to bring onto the board and their role in identifying potential board candidates. The board agreed to convene a meeting of the executive subcommittee to discuss the need for a nominations sub-committee (principle 4c of the charity governance code). The Secretariat will circulate the skills gap analysis with a view to agreeing a Board recruitment plan in the first quarter of 2019. The board agreed that disability be included within the definition of diversity.

- PWYP Foundation in the EU



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CJM explained that Articles of Association and a job description for Board members of the PWYP Foundation in the EU (Stichting) have been drafted. The Board approved the job description and agreed that the ED of PWYP should sit on the Board of the Foundation. A selection committee was agreed of the PWYP Company Secretary (CJM) and two PWYP Board members (AD and SH). The board approved the Articles of the Foundation in the EU.

- **PWYP revised Articles of Association**

The updated Articles of Association are now available on the website of Companies House.

- **Serious Incident Reporting Policy December 2018**

The Board approved the Serious Incident Reporting policy. AD and CM are the two nominated Board members on the policy.

The board and Secretariat thanked CS for her diligence and commitment as PWYP board member as she steps down.

The board held an executive session at which minutes were not taken.

The meeting closed at 17.10.