



PUBLISH WHAT
YOU PAY

PWYP Board Meeting, London, 9th Dec 2019 - Minutes

Attendees

Board

Alan Detheridge (AD) (Treasurer)
Ali Idrissa (AI)
Carlo Merla (CM) (Chair)
Susan Hazledine (SH)

Via Videoconference

Julie McCarthy (JM)
Athayde Motta (AM), GC/Board Liaison

Secretariat

Elisa Peter, Executive Director (EP)
Stephanie Rochford, Director of Member Engagement (SR)

Apologies

Caroline Macleod, Director of Finance & Operations

Invitees

Lawrie Simanowitz, Partner, BWB (via Bluejeans)

ACTIONS

Action	By who	By when
Follow up on outstanding actions from August 2019 board meeting	Secretariat	31 January 2020
Provide comments on draft Articles of Association for EU entity	Board	End of 2019
Circulate BWB presentation slides, Charity Commission guidance on working with non charities and board skills gap analysis	Secretariat	End of 2019
Finalise PWYP policy on Serious Incident Reporting	Secretariat	Q1 2020

Introduction

CM welcomed the participants to the meeting and noted that the agenda will not include any finance related decisions which are being postponed to January as a result of unavoidable circumstances. The board members declared no conflicts of interest and adopted the agenda. The



PUBLISH WHAT
YOU PAY

board reviewed the minutes of the last meeting, noting outstanding actions. The board adopted the minutes of the last meeting.

Briefing on Brexit, governance code, data protection (BWB)

As part of PWYP's commitment to providing ongoing governance training and updates for the board, Lawrie Simanowitz, partner of law firm BWB, joined the meeting to present an update on charity governance issues. The update included a review of the Trustee's main duties as per the Charity Commission's "The Essential Trustee"; working with non-charities as per the March 2019 Commission's guidance (including information to be included in annual reports); safeguarding and serious incident reporting; and the Commission's Charity governance code.

Operational Plan 2020-2022

EP presented the final version of the three year plan, which all board members have been consulted on as it has evolved over the last two months. The plan draws on the input from the regional meetings taking place throughout 2019. EP noted that the plan has been adopted by the Global Council on a no-objections basis as of 6 December. The board expressed a clear expectation, echoing that of the Global Council, for PWYP to play a role in coordinating campaigns, and to do so from next year where there are clear opportunities. Campaigns also provide an opportunity to be more specific about policy and/or behaviour change that PWYP wants to see. The board endorsed the plan.

2020 Programme of Work

SR presented an overview of the Secretariat's proposed 2020 Programme of Work, based on the 2020-2022 Operational Plan's six outcomes. Highlights include elections of a new Africa Steering Committee in conjunction with the PWYP Africa conference; ongoing advocacy projects on gender, tax justice and benefit sharing; development and implementation of a civic space strategy; continued engagement with the EITI at the global and national level (with a particular focus on validation); leveraging OGP; and scoping/implementing a global advocacy campaign. It was noted that the Secretariat increasingly re-grants to national coalitions to support projects and capacity building around advocacy, which calls for additional capacity at the Secretariat to conduct due diligence, manage projects, track impact and capture lessons. One key piece of work in 2020 will be the review of the joint fundraising and re-granting policy. The board endorsed the 2020 programme of work.

2020 development/fundraising plan

EP reminded Trustees of the findings of a gap analysis undertaken by a professional fundraising consultant in 2019, which has informed the development of the 2020 PWYP development plan and the design of a Fundraising Manager role at the Secretariat. The top priority at this stage is to professionalise the Secretariat's fundraising, including setting up systems but also to write proposals and donor reports and ultimately to support PWYP members in the medium term to source funding at national level.

Review of 2019 programme of work - outcomes and achievements

SR gave an overview of the achievements of the Secretariat's over 2019, including a successful Global Assembly, the adoption of a five-year strategy and the launch of a new website in January.



PUBLISH WHAT
YOU PAY

PWYP was also well represented at the EITI global conference in June and several PWYP members were selected to sit on the EITI International Board. 2019 also saw a number of fundraising successes, with new grants secured. Challenges included funding challenges for a number of coalitions, including in the global North, unsuccessful recruitment, and developing a data use strategy. The Board welcomed the report and noted the importance of investing in media capacity to increase the visibility of PWYP's advocacy asks and successes.

Human Resources update

EP presented some lessons learned from the recent unsuccessful recruitment along with the findings of the second phase of the human resources review, undertaken by an external consultant. These lessons and findings have informed the proposed revised organigram for the PWYP Secretariat and some revisions to how PWYP approaches recruitment. The board advised the Secretariat to stage recruitment in order to be manageable.

Risk register and governance

The board reviewed the risk register, including four of the high level risks. No additional risks or other mitigation measures were proposed.

The board discussed the need to bring on new Trustees with specific skill sets.

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

The meeting closed at 18:00.