

## PWYP Board Meeting (online)

**29 September 2020**

### **Attendees**

#### ***Board Members***

Alan Detheridge (AD), Treasurer  
Athayde Motta (AM), GC/Board Liaison  
Carlo Merla (CM), Chair  
Susan Hazledine (SH)  
Victoria Ibezim-Ohaeri (VO)

#### ***Secretariat***

Elisa Peter, Executive Director (EP)  
Caroline Macleod, Director of Finance & Operations (CJM)  
Stephanie Rochford, Director of Member Engagement (SR)  
Nyree Woolston, Operations Manager (NW)  
Fern Pooley, Fundraising Manager (FP)  
Joe Bardwell, Communications and Campaign Manager (JB)  
Irene Mwende, Monitoring, Evaluation and Learning coordinator (IM)  
Marion Mondain, Human rights and Civic space advisor (MM)  
Sandrine Levy, Executive Administrator

#### ***Guests***

Sarah Pray, OSF

#### ***Apologies***

Ali Idrissa, ROTAB-PWYP Niger  
Julie McCarthy, OSF

## **MINUTES**

### **Decisions**

- The Board adopted the due diligence framework
- The Board appointed Susan Hazledine as interim Company Secretary for the Charity
- The Board appointed Susan Hazledine as for the trading company
- The Board approved Alison Smith as signatory for the Barclays Bank account and for the Ebury account

## Actions

Action	By who	By when
Review and agree actions needed under UK Charity Commission Code of Governance	Secretariat (NW)	Next Board meeting
Finalise the registration of the EU entity and convene first Board meeting	Secretariat (NW)	End of 2020
Agree priorities for the EU entity	INPA Board	Early 2021

## Introduction

CM welcomed the participants, in particular the new Secretariat staff who recently joined the team. The board adopted the agenda and declared no conflicts of interest.

The board reviewed the actions from the last meeting and confirmed progress on the actions. The 2019 annual report has been published, the remuneration policy has been published online and other action items are on the current meeting agenda.

AM updated the board on the recent Global Council meeting which was led by the new chair, Olena Pavlenko (Dixi Group, Ukraine). The discussion focussed on the energy transition and a set of policy positions for consideration and adoption by the Global Council, who felt that further discussions are required in order to ensure buy-in across the movement. A decision was also made to welcome PWYP coalitions in India and Lebanon (taking the total number of PWYP coalitions to 51).

FP, IM, JB and NW introduced themselves to the board, who welcomed them in their new roles.

## Covid and meeting health and safety requirements

NW presented an overview of the steps taken by the Secretariat as a result of the health crisis, including the permanent closure of the physical office in London and a shift towards online work processes. The Secretariat is prioritising strengthening ICT systems and enhancing digital security. A number of steps have been taken to support staff well-being and WFH across all geographical locations. The Secretariat has a travel ban in place until the end of the year. As a result of the ongoing travel restrictions, the Africa Conference will be held online in March 2021.

## Civic space update

MM gave an update on the Secretariat's efforts to protect civic space. She noted that the review of the EITI validation process provided an important advocacy opportunity and that the PWYP

Secretariat, in collaboration with ICNL, had developed a framework to validate the EITI civil society protocol. Other priorities include working with coalitions in high-risk countries (including in those with upcoming elections); and popularising the PWYP strategic framework on civic space and providing training to members.

### **Fundraising update**

FP provided an overview of successful 2020 fundraising efforts for multi-year funding and an update on implementation of fundraising policies and processes within the secretariat and across the wider movement. FP noted that bilateral funding has been particularly put at risk as a result of Covid-19.

### **MEL update**

IM presented the MEL priorities for the Secretariat for the coming months and noted that it would take concerted efforts by the team to adopt new work and planning practices embedded in MEL principles in order to build a MEL culture within the organisation. SH suggested that the Secretariat share top lessons with the Board on a regular basis.

### **Sub-granting**

SR gave an overview of the shift which the Secretariat has made this year in reallocating funds that had been budgeted for in-person meetings to subgrants, representing an increase of 39% in value sub-granted and a 110% increase in volume of sub-grants to members compared to what was originally planned in the 2020 budget. The sub-granting process has been a learning process, on which the Secretariat is reflecting, with a view to ensuring that this process is both manageable and results driven.

### **Draft due diligence framework**

CJM presented the new due diligence framework and the board provided feedback on risk levels. The Board adopted the due diligence framework, with an agreement to review and learn from its implementation over time.

### **Risk register**

EP noted that the risk register has not been modified since it was last discussed with the board in June, reflecting the governance, operational and finance risks that Covid-19 presents for the organisation as well as the measures being undertaken to mitigate them. The board reviewed those risks and no further changes were made. CM noted CJM's departure and that plans for the transition are being carefully planned by the Secretariat. CM thanked CJM for her work in supporting PWYP's institutional development over the past four years.

### **Board skills and diversity assessment - update**

CJM presented the scope and timeline of the Board skills assessment that will be undertaken in the next few months, with a view to presenting and discussing the findings of the assessment at the December Board meeting.



### **UK Charity Commission Code of Governance**

The Board agreed to provide feedback in writing.

### **EU Entity update**

CJM confirmed that registration of the INPA in Belgium was nearly finalised and that Elisabeth Caessens had accepted the invitation to join the INPA Board.

### **AOB**

The Board approved the decision to appoint SH as interim company secretary for the charity and for the trading arm, pending SH's confirmation that she will take on the roles. The board approved the banking proposal to make the interim Finance Director (Alison Smith) a bank signatory.

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

The meeting closed at 18:05