



PWYP Board Meeting (online)

10th December 2021

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)
Fern Pooley, Fundraising Manager (FP)
Joe Bardwell, Communications and Campaign Manager (JB)
Lissi Lawrence, Executive Assistant (EL)
Nyree Woolston, Operations Manager (NW)
Rami Hassouna, Director of Finance and Operations (RH)
Stephanie Rochford, Director of Member Engagement (SR)

Apologies

Ali Idrissa
Julie McCarthy (joined for part of the meeting)

MINUTES

Decisions

- The Board approved the PWYP Secretariat 2022 programme of work
- The Board approved the PWYP Secretariat 2022 budget
- The Board approved the PWYP Secretariat 2022 fundraising plan
- The Board approved four revised policies: the Remuneration Policy, Staff Advancement Policy, Financial Authorisation Policy and the Flexible Working Policy
- Prioritise the recruitment of two to three new PWYP board members, with a view to replacing missing skills, increasing diversity and ensuring sustainability

Actions

Description	By who	By when
Launch a director recruitment cycle (x2)	Secretariat (NW)	Next meeting
Present PWYP's energy transition strategy	Secretariat (JB)	Next meeting
Share the PWYP organisation chart	Secretariat (NW)	W/C 13 December
Provide an update regarding the status of the INPA and impact on PWYPs structure	Secretariat (RH)	Next meeting



Welcome, Introduction and Review of the Agenda

CM welcomed participants to the last meeting of 2021 and the board adopted the agenda. No conflicts of interest were declared or noted.

Review of Actions and Approval of the Minutes

The board reviewed the actions from the last meeting and confirmed progress made against them. There being no correction, the minutes from the last meeting were accepted and approved as written.

Finance, Fundraising and Audit (FFA) Subcommittee Report

AD provided an update from the last two subcommittee calls, which were held on 23 September & 30 November. At these meetings financial reports were reviewed along with the fundraising forecast, the 2021 reforecast and draft 2022 budget as well as a number of policy updates. AM has agreed to join the finance sub-committee effective immediately.

RH explained that PWYP has a suite of policies in place. These policies are regularly reviewed to ensure they are up to date and relevant, taking into account changing external factors (such a new legislation or regulation) and internal factors (ensuring the policies are appropriate for the organisation). Where a revision or update to a policy is needed, these are submitted to the Finance, Fundraising and Audit sub-committee for detailed review and consideration. A final version is then recommended to the full board for approval. He summarised the key changes relating to these four policies.

Following review of four policies - the Remuneration Policy, Staff Advancement Policy, Financial Authorisation Policy and the Flexible Working Policy - the FFA sub-committee recommended them for approval. There being no objections, the policies were approved and adopted, all in favour.

Governance Update

NW thanked the board members for taking the time to complete the skills matrix and board evaluation. This governance review has been conducted in response to updates to the Charity Governance Code. NW presented the key results across a range of indicators including demographics (age, gender and ethnicity, disability); and skills analysis (experience and knowledge of the board members). The results indicate that fundraising and donor relations is a skills gap of the current board; and that youth and gender diversity is lacking. The board had also rated themselves on three categories: board effectiveness; equality, diversity and inclusion; and board purpose. The board's assessment is that they meet or exceed expectations in all three areas. NW noted that there are further areas to be assessed in the coming months, in line with the recommendations of the Charity Governance Code, and that she would be in touch with board members in due course.

The board was invited to discuss a recruitment timeline and approach, with a view to increasing diversity, bringing on relevant skills and considering whether to bring on more directors (a maximum of nine is allowed by the Articles). Board members observed that the findings were in line with their own impression of the board's make-up and effectiveness. AD proposed that industry knowledge was a desirable trustee attribute, in preference to experience working for the oil, gas or mining industry per se. SH recommended recruiting three additional board members; that one of them be based in the UK (as there is only one in the UK now); and that the board prioritise replacing the outgoing link to the donor world. SH noted that it's important to bring new board members on with a well-established group of people around them, in order to manage succession issues. AM highlighted the importance of finding a balance between a large enough board and one that's not too challenging to manage and that youth representation on the board was critical. AD noted that three of the current board will be required to step down in 2024, and that it's important to ensure a smooth transition at that point, by bringing new



board members on well in advance of that date. CM echoed the comments of other board members, particularly the ambition to increase the board to the maximum of nine trustees.

2021 Activities; Lessons & Highlights

SR presented a snapshot of PWYP's performance in advancing its annual work plan milestones as at the end of September 2021. The report also highlighted key achievements, contextual issues and challenges that impacted our work, and learnings during the reporting period.

Key highlights included securing a five year grant that is aimed at building the resilience of civil society organisations in the wake of COVID 19 pandemic, as well as the accelerated evolution of our communications to be more advocacy and results focused. Throughout this period we also held consultations with the team to learn lessons from the 2021 planning and implementation process in order to refine and enhance the approach for 2022. Furthermore, an internal review of PWYP's sub-granting processes was undertaken. This review resulted in the development of a new role, Subgrants Coordinator, to be recruited by January 2022.

When reflecting on this period, SR shared that there is a need to take into account both programmatic and financial monitoring data to facilitate a more comprehensive understanding of performance. This will be factored into MEL processes moving forward. From the review of sub-granting systems we learned that the development of such processes allowed for clear division of tasks between PWYP and partners. The due diligence process also presents an opportunity to develop coalitions' institutional capacity.

2021 Accounts Review

RH provided details of the organisation's financial position and presented headline figures, including the opening balances, grant income received as well as total expenditure. Due to additional income received and an underspend compared to budgeted expenditure, there is a surplus for the year. It is important to note that much of this 'surplus' is due to timing of income receipts in advance of 2022. Most of the surplus will be spent on planned 2022 activities; the Secretariat expects to break even over the 2020-2022 period.

2021 Activities and Accounts Discussion

The board was invited to share reflections and comment on the 2021 activities and accounts. SH, recommended reviewing how to allocate advanced income and also to consider consistent messaging regarding the current income position. VO thanked SR for reviewing the sub-granting processes and associated policies and highlighted the importance of these learnings as we look to increase sub-granting in 2022. AM shared concerns regarding expanded sub-granting commitments and suggested considering alternative approaches. RH shared that over the course of the past six months, we have strengthened sub-granting processes. This will be further enhanced by the appointment of the sub-grants coordinator role in early 2022. RH also noted that the Secretariat actually overspent on sub grants compared to budget, demonstrating its ability to issue sub grants to the network. Furthermore, we are considering working with member organisations that may also have the capacity and experience to subgrant in their respective regions.

2022 Programme of Work

JB presented an overview of the Secretariat's proposed 2022 programme of work. 2022 is a significant year in the life of the PWYP movement as well as for the Secretariat. We will celebrate both the 20th anniversary of the global campaign as well as the fifth PWYP Global Assembly; and we will reach the

midpoint of our current Vision 2025 strategy to advance a people-centred agenda for the extractive sector.



PWYP's 2022 work plan is built around 12 milestones, each of which defines a set of key results that we need to achieve in order to reach that milestone and, ultimately, the three-year outcomes in our 2020 to 2022 Operational Plan. In 2022, there are three organisational milestones, which will be delivered collaboratively; and nine team milestones which will be delivered primarily by the relevant team.

2022 Draft Budget

RH presented the draft 2022 budget. This was prepared using a bottom up approach, asking colleagues to plan their objectives and activities, and then costing these accordingly, alongside budgeting for other resources including staff time, operations and overheads. Headline figures were presented, including an opening balance and reserves that have been brought forward as well as anticipated grant income. RH noted that the surplus made in 2021 will be spent in 2022, likely resulting in an accounting deficit of the same size.

RH also presented headline figures for 2023 and 2024, to give the board visibility of the future. RH explained that at the next meeting the team will present various likely fundraising scenarios for the board to ensure effective planning.

2022 Fundraising Plan

To ensure the continued financial sustainability of the organisation, fundraising has been identified as an organisation-wide priority for 2022 and is one of three organisational milestones in the Secretariat's 2022 programme of work. Our fundraising activities will be focusing on developing PWYP's donor cultivation, networking, and communications over 2022 to ensure we are well-positioned to take advantage of new funding opportunities from new and existing donors. We will also be working to ensure PWYP has the right internal systems and processes in place to support these efforts, including effectively managing large, restricted grants as well as continuing to sub-grant to PWYP member organisations.

2022 Programme of Work and 2022 Budget Discussion

AD, commented that the fundraising strategy is comprehensive and encouraged other board members to review it in detail. Looking at the promising fundraising prospects there is a reasonable amount of coverage. Continuing, AD thanked RH for the detailed financial information. He agreed with the approach to prepare financial scenarios for the board to consider at the next meeting. With reference to the work plan, AD commented on the urgency of the energy transition and how best to identify PWYP's unique role, cautioning that the future will have several challenges to navigate. AM recommended considering shorter term objectives to help focus our work on the energy transition which could be shared with external stakeholders to demonstrate action. SH, agreed with AD. The secretariat's leadership could be integral for the movement.

JB shared that outside of the three organisational milestones, energy transition features heavily across all other areas of the 2022 programme of work. COP 27 is being hosted in Egypt in 2022 and following PWYP's attendance in 2021, this is a key priority for next year.

EP reflected that energy transition conversations have advanced within the movement in recent years. This was reinforced by the number of commitments to the PWYP joint COP 26 statement, signed by over 280 members, calling for a just transition. However, there is still more work to do and this will be the focus of much of our work in 2022. Externally, the natural resource governance NGOs have not been

involved in these conversations historically, and PWYP can bridge this gap between natural resource governance expertise and the wider climate change agenda.



There being no objections, CM moved to approve the 2022 budget, 2022 work plan and 2022 fundraising strategy which were accepted and approved, all in favour.

Risk Register

The board reviewed the risk register, including high level risks. EP presented revisions to the register, including updated risk assessments, newly identified risks and mitigation strategies. No further risks or mitigation measures were proposed.

AOB

There being no other business the meeting was concluded.

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

The meeting closed at 17.45.