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PWYP UK BOARD MEETING

14:00 GMT, 16 May 2024, online via Zoom

Attendees

PWYP UK Board Members

Alan Detheridge (AD), Treasurer
Ali Idrissa (AI)
Athayde Motta (AM)
Carlo Merla (CM), Chair
Carlos Monge (CMO), incoming board member
Jana Morgan (JM), incoming board member
Matteo Pelligrini (MP), incoming board member
Otto Saki (OS), incoming board member
Susan Hazledine (SH)
Saswati Swetlena, (SS) GC/Board Liaison
Sihem Bouazza (SB)
Victoria Ibezim-Ohaeri (VO)

Apologies

Taran Diallo (TD), incoming board member

Secretariat

Ketakandriana Rafitoson (KR) Incoming Executive Director
Stephanie Rochford (SR) Director of Member Engagement
Joseph Bardwell (JB), Director of Communications and Campaigns
Nyree Woolston (NW), Operations Manager
Rami Hassouna (RH), Director of Finance & Operations

PWYP MEETING MINUTES

Decisions

- The board approved the 2023 audited statutory accounts
- The board approved the 2023 annual report
- The board approved the procurement policy
- The board appointed SH as Treasurer
- The board appointed CMO as Chair

Welcome, introductions and review of agenda:

CM welcomed the board and following a round of introductions the meeting agenda was adopted. The objective of the meeting being to:

- Approve and sign the 2023 annual report and statutory accounts
- Update the board on progress in 2024 and discuss the fundraising outlook in 2024 and beyond
- Appoint a new Chair and Treasurer of the Board

Report from the Finance Subcommittee call

AD shared that the finance subcommittee met to review all finance related materials on today's agenda, including the annual report. In addition a new procurement policy was presented for review. Following some feedback from the subcommittee, which has now been implemented, the finance subcommittee recommended the policy for approval to the board.



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Following a discussion on the policy, CM moved to adopt the policy, AM seconded, all in favour.

Review of 2023 Audited Accounts & Annual report

RH provided an overview of the audit process and presented the 2023 audited financial statements, highlighting the organisation's financial position and headline figures. The balance sheet is in a healthy position with cash and reserves as expected at the end of 2023. RH reflected that the audit was a smooth and efficient process. There were no findings or control recommendations raised by the auditor. RH acknowledged the work of the finance team and thanked them for their diligence in achieving a clean audit.

The 2023 annual report follows a similar structure and format to previous years. The goal is to meet statutory requirements as well as present a compelling picture of PWYP's impact and purpose.

On a motion made by CM and seconded by AD, all in favour, the annual report, audited financial statements, and letter of representation were approved to be signed.

Risk register

RH presented the risk register for the board's review. The risk register identifies risks across five categories: governance, operational, financial, external and legal. He noted that one risk has been reclassified from 'red' to 'amber' due to the mitigations in place. The Board discussed the responsibilities and accountability for risk between the SMT and Board as well as potentially reclassifying other risks due to mitigating actions implemented. The risk register will be reviewed again with the incoming Executive Director.

Progress report

Update on progress against the 2024 work plan

SR provided an update on the progress against the 2024 work plan, outlining key highlights, challenges, learnings, and priorities for Q2. Highlights encompassed advancements in critical areas of work and SR reflected on challenges including responsiveness to strategy consultations and coalition dormancy.

MP noted a trend in the decline in survey responses over time, highlighting the importance of proactive engagement and employing diverse mechanisms to encourage participation. Emphasising the effectiveness of personal engagement, efforts will need to be intensified to involve others. SH agreed and proposed leveraging GC members for targeted outreach within their regions.

Finance

RH shared an overview of the current financial position as at the end of April 2024 which was reviewed in detail by the Finance and Audit Committee. As we look ahead to the next three years, we will continue to prioritise regular monitoring of our financial status, adjusting as needed to facilitate scenario planning. Building upon these assessments, RH outlined potential financial positions for 2024, 2025, and 2026.

Fundraising

JB delivered an overview of the fundraising pipeline spanning 2024 to 2026. The fundraising trip to the US significantly boosted prospects, yielding clear opportunities that are now being



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pursued. An interim head of fundraising has been appointed, alongside a strategic shift in fundraising approach, emphasising considered approaches over reactive responses to opportunities. Current prospects and their likelihood of success were presented, with recognition of the imperative to diversify the funding portfolio and adopt innovative approaches to engage new donors.

The Board congratulated the team on fundraising efforts and the success of the US trip.

Incoming Executive Director introduction

KR expressed her deep commitment to advancing the causes of anti-corruption and democracy, highlighting her extensive experience working with PWYP Madagascar. Drawing from this background, KR emphasised the valuable lessons learned and her excitement at assuming the role of ED, a long-held aspiration. With a deep appreciation for community dynamics and driven by her national-level experience, KR anticipates that her insights and interactions with the Secretariat will bridge connections and propel PWYP to new heights. KR affirmed her dedication to collaborating closely with the board and expressed eagerness to commence her tenure.

Election of Chair and Treasurer

CM summarised the process agreed upon during the last meeting to appoint the PWYP Board Chair and Treasurer roles to fill the vacancies left by outgoing trustees. The floor was then opened to SH and CMO to address the board and share their motivations for the respective applications.

SH shared her motivation to be appointed as Treasurer. She expressed her dedication to PWYP, highlighting her participation as a member of the finance subcommittee as well as her experience in regulatory and financial matters as a lawyer. SH emphasised her commitment to the role, acknowledging the significant legacy left by AD.

CMO summarised his motivation to be appointed as Board Chair. He shared his affinity for PWYP stemming from years of collaboration and recounted the organisation's establishment and his involvement, including serving on the EITI international board. CMO stressed his desire to leverage his skills, knowledge, and experience to guide the board effectively, foster impactful strategies, and enhance governance structures. Expressing enthusiasm for the opportunity, he underscored his commitment to learning and collaboration as essential components of moving forward.

Following a vote, SH was appointed as Treasurer and CMO was appointed as Board Chair, all in favour.

Trustee Appointments & Resignations

It was noted that AD, CM, AM and AI have stepped down from their position as trustees of the PWYP board. They have served the board diligently and have made valuable contributions to PWYP during their tenure. The board expressed its gratitude for their dedication and service. CMO, OS, JM, MP and TD are all formally appointed as board members as of 16 May 2024.

AOB & close

There being no other business the meeting was adjourned.
The meeting closed at 16.15.