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Extracting The Truth

PWYP Board Meeting, 10 April 2015, Green Park Hotel, Istanbul / MINUTES

Founding Board

Aroa de la Fuente (AF), FUNDAR, Mexico, Latin America representative and Global Council Liaison – PWYP board member
Ali Idrissa (AI), PWYP Niger, Niger – PWYP board member
Carlo Merla (CM), Advisor Government of Botswana, Italy – External board member
Caroline Ngonze (CN), United Nations Economic Commission for Africa, Kenya – External board member

Apologies

Alan Detheridge (AD), External board member
Julie McCarthy (JM), Open Society Foundation

In attendance

Marinke van Riet (MvR), International Director, PWYP Secretariat
Stephanie Rochford (SR), Programme Assistant, PWYP Secretariat
Jacqueline Williams (JW), Company Secretary and PWYP Transition Project Manager

The meeting opened at 9:35am

1 Summary of Resolutions

- Election of offices: Carlo Merla (Chair), Alan Detheridge (Treasurer)
- Board resolved that the two remaining board places can be filled one by Open Society Foundation and one for a UK-based PWYP member
- Board resolved to open a bank account
- Responsibility is delegated to the Chair and the Treasurer to engage with JW and Secretariat on activities relating to the transition including bank account

2 Summary of actions

Action	Responsibility	Deadline
JW and Secretariat to present further details on the cost of trustee indemnity insurance at the next meeting	JW, MvR	Next board meeting
The following items to be added to the risk register: *Reputational risk, Brand protection*	JW	Next board meeting
JW to prepare an induction pack for the board members	JW	Next board meeting
Secretariat to look into the detail of trademark registration costs	Secretariat	Next board meeting

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Action	Responsibility	Deadline
Secretariat to specify in budget forecast the breakdown of operations and implementations costs from funds carried forward	Secretariat	Next board meeting
JW and MvR to present benefits package offer under the TUPE process for board sign off	JW, MvR	End May TBC
Board to review benefits package in light of PWYP organogram and sign off	Board	Mid-June TBC
MvR to have a final appraisal before leaving OSF	JM	Transition date
Board to consider with MvR any need for a fundraising role within Secretariat	MvR, Board	None
Secretariat to set up an email list serve for the board	Secretariat	End April
Board to establish communications lines independent of Secretariat	Board	End April
The following issues will be on the agenda for the next meeting: *Risk register; Outreach to donors; Secretariat's Operational Plan and long-term funding to support it; Process for evaluating the Secretariat performance; Ensuring future health of PWYP finances; Data protection issues*	Secretariat	Next board meeting

3 Welcome and Introductions

In the absence of a Board elected Chair at this stage in the meeting it was agreed that JW, Company Secretary and Transition Project Manager, would Chair proceedings initially. Board members were welcomed to the first Board meeting of Publish What You Pay. Apologies were received from Alan Detheridge and Julie McCarthy. Alan has been a great advocate on the mandatory disclosures campaign and will bring financial and compliance expertise to the Board. He was not able to attend this meeting as he is at an Open Contracting Partnership board meeting.

Board members discussed their motivations for applying to be on the founding board of PWYP and also some of the challenges they anticipated meeting in that role. They discussed the capacity for PWYP to deliver more than just campaigns and noted that the next five years are critical in ensuring that things change. It will be important to consider what kind of socio-economic model PWYP is proposing and there is also the issue of climate change to address. While the PWYP board is principally focussed on operational, financial and legal aspects it is important for them to bear these issues in mind. Other challenges include how to make the governance structure work effectively; how to translate decisions into better delivery in the field; how to ensure that PWYP is accountable to the membership; managing time; and ensuring responsiveness between meetings. It was noted that the link between the two governance bodies, the board and the Global Council, will help to strengthen them both. Board members identified their passion for doing more in the extractive sector, where there are too many resources with too little impact on the ground, as a motivating factor; as well as bringing relevant know-how from other contexts to play in the PWYP context. The board want to help bring about tangible change at the grass roots on the ground. They acknowledged that there will be teething problems and they will need to develop a consensus approach on how to deal with any issues.

Carlo Merla proposed that Alan Detheridge be the Treasurer and the motion was seconded by Aroa de la Fuente. The Board noted Alan's role as Treasurer on the board of NRGI and agreed that he has the necessary skills and commitment to take on this position. The resolution was passed.

CM proposed that the Board agree to have seven directors, the maximum number stated in the Governance Manual. Five have been appointed and there are therefore two places that the board can appoint. The motion was seconded by AF. The board agreed that the flexibility to make use of the other two places on the board would allow them to ensure that it fulfilled all its functions responsibly, should there be a need for other skills on the board, and acknowledging that the place offered to Julie McCarthy is being considered. The resolution was passed.

The board noted that JW had been named as the Company Secretary for the purposes of the initial company registration application and agreed that she would remain in this role for the time being.

4 Overview of transition process and timelines

JW explained that OSF had engaged a transition project manager because the Secretariat did not have sufficient resources internally to manage all of the aspects of the transition, including the legal, administrative, logistical, human resource and financial aspects. The transition project manager presented an overview of the transition process, including progress to date and the timeline to completion.

JW also explained that PWYP is a company registered under company law in the UK. This entity can now enter into contracts with suppliers, staff, consultants etc (which is the role OSF previously fulfilled on behalf of PWYP). JW is working with OSF's in-house lawyers, with Richard Bennett the PWYP governance consultant on governance aspects, with auditors (OSF auditors, Chritchley's have agreed in principle to be the auditors of PWYP), as well as working on the application to the Charity Commission for Charitable registration.

The Charity Commission application was discussed including the reasons why there may be issues with the application. PWYP needs to fit into the criteria set out by the regulators but also remain true to its core purpose. PWYP is using the experience of other organisations, including the wording of their charitable objects which the Charity Commission is already comfortable with, to have the best chance that the application will ultimately be approved. Otherwise, if the charity registration application is not successful PWYP can still operate on a charitable basis and adhere to the Charity Commission requirements. It was noted that the time for processing applications may take longer than the August deadline for the transition, as the Charity Commission is likely to have questions about PWYP because of its complexity. However, having been hosted by OSF for 12 years there is a precedent that PWYP has met the charitable objects of OSF. The Secretariat has also discussed this with some donors and their funding is not necessarily contingent on PWYP being a registered charity. The objects in PWYP's Articles of Association are based on an adaptation of Transparency International's objects. The board suggested that PWYP could also benchmark itself against the standards of other NGOs.

JW outlined the benefits of being a registered charity, including the public perception and the confidence that being subject to the Charity Commission regulatory regime gives. However, it was noted that the people who support PWYP are not individuals but rather big foundations who enter into contracts for which charitable status is not necessarily a requirement. A second benefit is that registered charities do not pay corporation tax and may be able to negotiate not paying VAT where appropriate.

JW outlined her role and responsibilities during the transition period. It was noted that PWYP is being audited as a separate entity within OSF for the first time, to provide a set of accounts pre-incorporation. The board were informed that this audit is being undertaken by OSF's auditor and that there is no conflict of interest there, but that if any of the board members are uncomfortable with the arrangement then they should raise their concerns. Marinke contributed some historical context to how PWYP has previously been audited, which was as a small project within the wider OSF London accounts. As PWYP's finances have become more complex, the Secretariat has asked to be audited more closely through a full exit audit this year. The board noted that it is good practice to do a tender every two to three years for an auditor and this is also included in PWYP's draft finance manual.

The Company Secretary has recommended that PWYP bank with the Co-Operative Bank (an ethical bank) . The question was raised whether the Co-Op had resolved its internal governance challenges and it was agreed that the Co-Op was the best of the options available, based on the criteria required for a company to bank with them. Questions were raised concerning procurement processes and conflicts of interest, both of which are included in the draft finance manual which recommends creating a list of approved suppliers. This manual has been produced with input from OSF and the Secretariat but it will need to be updated, in particular with a risk register and with more detail relating to the financial software that PWYP will use. Work is currently underway to make sure the right financial package for PWYP is chosen.

It was noted that human resources (HR) issues relate only to the London-based secretariat staff and not the regional coordinators who have contracts separately through host organisations. The question was raised about whether the Secretariat is looking to review the hosting arrangements with the regional coordinators since these will be transferred to PWYP and it would be good practice to do so. MvR clarified that a standard contract has been developed for all the hosting arrangements for the regional coordinators and this is currently in place for the coordinators in Eurasia, Francophone Africa and Central Africa. MvR further explained that the latter will not be renewed as the infrastructure in Chad is not good enough to host the position. The East and Southern Africa and MENA regions are currently arranged through consultancy contracts although the former will soon be hosted by the Tax Justice Network Africa.

A question was asked about the decision to move out of the OSF premises. MvR explained that this was a financial decision to pay lower rent in overheads and free up funds plus OSF also needed the office space. MvR also mentioned that the Secretariat had also received informal comments that the office space is not appropriate to a small grass roots organisation. PWYP's objective is therefore to move to an ethical, shared office space for NGOs and social enterprises in central London. JW will be coordinating the office move. Once finalised, PWYP will enter into a one year contract for which board approval will be needed. It was noted that the draft finance manual provides detail on delegation of authority and limits for expenditure.

All board members present unanimously agreed that responsibility be delegated to the Chair and the Treasurer on issues relating to transition implementation, particularly the HR aspects and the transfer agreement. The Chair and Treasurer are therefore the first point of contact on transition issues for the Secretariat and project manager.

5 Legal responsibilities of the Board

JW presented the legal responsibilities of the board, including discussion about what could go wrong and the liability of the directors. JW reiterated that the directors are legally responsible but in practice would only be prosecuted for criminal or negligent activity. The question of trustee indemnity insurance was raised: indemnity liability covers directors if PWYP is sued (although insurance generally excludes liability for negligence) and would cover legal fees if a director had to go to court to prove that s/he had not been negligent. The board discussed whether insurance would be needed if none of the board was planning to be negligent and that the decision needed to bear in mind that it would be paid using charitable funds. The board discussed whether they needed to pass a resolution to have trustee indemnity insurance, and that it would be a good idea to understand the cost implications before making a decision. The Board asked for clarification on who is liable for any debt and whether that is a personal or an organisational level liability. JW clarified that, as a company limited by guarantee (i.e. a not for profit company) the directors of PWYP are liable personally for £1 towards the company's debts. JW suggested that trustee indemnity insurance be purchased. The board agreed in principle to take out insurance, pending further information on costs and discussion with Alan Detheridge at the next board meeting.

JW outlined the Trustee duties, taken from the Charity Commission guidelines. The Board asked for clarification about their liability if a national coalition mismanages funds or has a conflict of interest. It was noted that, as long as PWYP's activities further its charitable objects, and the board has done nothing wrong, then it is reasonable to assume that the board members would not be held accountable. JW suggested that in her experience In the case of a transfer of funds, PWYP must carry out its due diligence and a risk assessment for any relationship it enters into, which is built into the financial procedures in the draft manual. A question was raised about whether PWYP's auditors would also audit projects where PWYP had contributed funds to a national coalition. JW was of the opinion that this would depend on a materiality threshold; auditors rely on internal controls although for larger projects they may rely on an in-country audit. It was noted that, in addition to statutory audit, the auditors will also make suggestions on how to make internal controls better and in-line with good practice.

The board discussed various issues around risk, including their responsibility for managing it and the role of the risk register and the procedures outlined in the draft financial manual. The board requested that the mismanagement of funds raised in the name of, or transferred by, PWYP (reputational risk) be added to the risk register which the Company Secretary is currently compiling. The board agreed to include risk management as an agenda item at the next meeting and potentially recommend that coalitions adopt a version of PWYPs' risk management procedure. Further discussion on risk included breach of law such as money laundering, terrorism and fraud. It was agreed that these are low risks for PWYP as is failure to carry out legal obligations to donors. The board suggested that protecting the PWYP brand (and logo) should be added to the risk register.

JW outlined why PWYP is planning to register as a UK charity, including the assurance it offers to stakeholders and the willingness it demonstrates to open itself to external scrutiny. It was noted that the board members are Company Directors and will be the Charity's Trustees when PWYP becomes a charity. A charitable company cannot have executive directors on its board, so all directors are necessarily non-executive. The board noted the distinction between members of the company who are the Global Council, and members in PWYP terms, which describes the organisations that are registered as members of the coalition. MvR confirmed that the Secretariat had held discussions with lawyers on the practicalities of having every member of the coalition become the members of the company. For pragmatic purposes it was decided that the GC, who represent and are elected by the wider membership, should be the members of the company; but that throughout the Articles of Association there is strong recognition of and reference to the Governance Manual which emphasises the role of the Global Assembly as the ultimate decision makers. The board discussed the clause in the governing document stating that the quorum for decision making which is currently two board members. A view was expressed that two out of a maximum of seven was too little. JW clarified that the proposed quorum of two was to allow the board to continue to operate and recruit other members should it fall to two people only in extraordinary circumstances, and that the expectation is that the board will commit to the meetings and take decisions together. The board agreed with the quorum of two outlined in the Articles of Association but also suggested that good practice be further documented in the Operations section of the Governance Manual.

The board discussed their duty of prudence which is normally fulfilled with the help of the Treasurer who can guide the board on aspects of financial management, while the Board still has the overall responsibility. The board discussed the potential for conflicts of interest for board members who are also PWYP members, some of whom receive funding or have hosting arrangements via the Secretariat. The board discussed how to manage any potential conflict of interest, and agreed that it should be declared and the board member concerned should abstain from both the discussion and the decision pertaining to his or her organisation. The board agreed that the Treasurer should not come from the PWYP membership and could therefore not be a beneficiary of PWYP funds. It was noted that the Articles of Association state that not more than three of the board can have a financial relationship with PWYP. The board also discussed the need to make a distinction between organisational and personal benefit so that a board member should not be eligible to bid for consultancy opportunities with PWYP.

The board discussed how they can maintain good oversight of PWYP's financial position and in particular which grants are for restricted funding. It was agreed that this information should be provided by the PWYP senior management team for the International Director to include in the report to the board. The board also noted that documents have to be kept for six years under company law.

MvR updated the board on the discussions with OSF around the transition budget (covering all operations and one-time costs related to the transition) which is currently $500,000 with $312,000 ear-marked for reserves. MvR explained that the Secretariat has an incentive to economise on transition costs in order to put more into reserves. The board discussed designating some of the reserves for specific purposes so that they weren't too high as a proportion of the budget, noting that the suggested benchmark is to have three to six months' worth of operational funds. The board agreed that it would be important to have a policy on how to build the reserves over time including through other income generating activities, such as consultancy, while noting that there may be tax implications for such activities and they would need to advance PWYP's charitable objects. The board agreed that, if they decided on a reserves policy (e.g. 50% of the operational budget of the Secretariat), this could be used in the transition cost negotiations with OSF. It was noted that the board should decide on the minimum reports they require from the Secretariat/International Director and this can be built into financial procedures manual.

MvR informed the board that registration of the intellectual property around the PWYP branding and logo has now been included in the transition budget with a view to PWYP registering the logo as a trademark. Currently all the intellectual property belongs to OSF and it will be part of the transfer agreement. The board noted that registering the trademark would not give full protection but that it could apply across Europe and in Francophone Africa. It was noted that ultimately PWYP would like to develop a licensing agreement with each coalition but this will require significant investment in internal compliance processes and other resources. The initial costs were estimated at between $15k and $20k but these will need to be confirmed and could well be more significant. The discussion concluded with advice to the board on resources they could use to find out more about their responsibilities. JW also committed to putting together an induction pack for the board members.

The board moved to elect a Chair. Carlo Merla was nominated by Ali Idrissa and seconded by Aroa de la Fuente and by Caroline Ngonze. The board noted that the role should be taken on by someone who had the time to devote to it. Carlo Merla accepted the role and the resolution was passed unanimously. It was confirmed that authority to engage with JW and Secretariat on issues relating to the transition was delegated to the Chair and the Treasurer but that there is no expectation that they take any decisions that the whole board will not be aware of.

6 Finance policies

It was noted that it is not a legal requirement to have a financial policy, but rather a matter of good practice. JW ran through the aspects of the manual that have been prepared and the reasons for each. The board were asked if there were any questions or if anything was missing that they would expect to see, to which there were no responses. JW emphasised the recommendation that a robust senior management team in PWYP who meet monthly to look at the operational budget. It was noted that the fundraising policy is not included in the financial manual, including detail on who PWYP accepts money from and how PWYP undertakes joint fundraising. MvR informed the board that the Secretariat aims to have a draft fundraising policy by next board meeting in order to discuss this further. The board agreed to adopt the procedures outlined in the draft finance manual as draft 1 on the understanding that they will continue to be developed over time and that any current gaps would be completed.

7 Budget and finance report

MvR on behalf of the Secretariat noted that its financial reporting has improved significantly since hiring a Finance and Grants Coordinator in April 2014. The Secretariat is optimistic about PWYP’s ability to fundraise by moving out of OSF which will help to overcome perception issues as well as administrative ones. 80% of the PWYP budget is unrestricted. JW suggested that KPIs should be developed for reporting about PWYP’s finances to the board and external stakeholders.

It was noted that the finance report presented at the meeting refers only to the funds going through PWYP in the UK and not the joint fundraising efforts where the funds are held locally. The board noted that it would be good to have an idea of what funds are being managed locally and ensuring that the coalitions have the capacity to manage the funds well; the ID was tasked with presenting this information as part of the report to the Board. MvR presented the finance report, noting that the mandatory disclosures campaign and work in OECD countries has been very challenging to fundraise for and that there is still a funding gap for PWYP Australia and PWYP France. She reported that a new donor, Omidyar Network, has come on board in 2015 and will contribute $800,000 over two years to mandatory disclosures, open data and organisational development. She also reported that it took a year to obtain this funding; it was agreed that PWYP's ambition is to get more restricted funding so that core funding can be freed up. MvR emphasised the need to acknowledge the non-monetary resources and efforts provided by the members which are crucial for the work as a whole. In addition she re-affirmed PWYP's commitment to publishing widely the audited accounts when they are available. The board was also informed that in 2014 the Secretariat started to manage some of the jointly fundraised World Bank funds but it has taken a long time, in some cases up to six months, to get money to the coalitions on the ground. MvR suggested that PWYP therefore needs to consider what the best process is for managing these funds once the transition process is complete, in order to meet the due diligence required but also to reduce the delays and administrative burden. There is also a need to look at work on monitoring and evaluating the money that is managed through joint-fundraising as well as the management of the recipient organisations.

On other aspects of the financial report, it was noted that recruitment of staff has been challenging in part due to the HR processes in OSF. The board asked for clarification on the source of the carry forward from 2014 and asked whether it could be used. MvR explained that the Finance and Grants officer has evaluated all carry forwards since 2012, so some of it is historical and is unrestricted; some is restricted (MDTF) but most comes from Cordaid and DANIDA which is allocated to the East and Southern Africa region, Africa and Latin America. A request was made that the unspent funds be broken down to show the operational costs and what remains for implementation; MvR agreed that this will be included in the budget forecast which the Secretariat is working on. It was also noted that PWYP can no longer advance funds and therefore will not be able to apply for reimbursable funding (like the current MDTF grant). This has been communicated to the World Bank and we are currently exploring other routes.

The board requested an update on the current state of fundraising from MvR. She explained that OSF have given a three year commitment and are giving PWYP a two year grant up front to give the organisation a good starting balance (this funding is separate to the costs for the transition already discussed); Hewlett, who are currently funding PWYP's work in Eurasia as well as some work in Asia-Pacific and communications, have committed verbally to another cycle (of $500,000 for two years) starting in December and Marinke is planning to discuss with Hewlett support from their gender work stream. DANIDA has also made a verbal commitment; Marinke and the ESA Regional Coordinator had a meeting with them in Denmark in January and they were very happy that the Regional Coordinator is going to be hosted by Tax Justice Network Africa in Nairobi. The MDTF project finishing in June, and has had good results, but run into delays on the national coalition grant management component. The World Bank has committed to support coalition building work in Papua New Guinea with $260,000. MvR also commented that it is very important to have funding for the EITI coordinator role which is crucial for PWYP.

The board asked for clarification on PWYP's donor reporting requirements and whether there is a way to harmonise this to reduce the workload. MvR explained that for the core donors PWYP can use the same format but for project level reports it is more complicated. She explained that the Secretariat is working to develop a system of budget holders and this is outlined in the finance manual and will be picked up with the Finance and Grants officer. The board discussed whether there should there be a fundraising role in the secretariat for developing proposals and reporting and agreed that this should be considered. It was noted that Cordaid funding is phasing out although it will possibly be replaced by a trust fund with funding from the extractive industry. The question of whether PWYP will accept money from the extractive sector is a key one to address at the next Global Assembly. Some objections to ever receiving money from certain companies were raised.

The issue of outreach to donors was raised and it was agreed that this should be on the next board agenda. It was agreed that it would help the board to look at the ideal structure of the secretariat and the roles PWYP wants to assume in order to make sure that the secretariat is effective while still not too large. All agreed that PWYP needs to find a balance between delivering services and becoming too powerful so the organisation's organogram should be part of the documents to assess the funding gap. The board noted that it would help to determine the right balance on growth of the Secretariat and consolidation of the current level of staffing.

MvR recommended that while the aim is not to have any donor contribute more than a third of the budget, the transitions costs will mean that OSF will contribute 44% in 2015. MvR on behalf of the Secretariat proposed that the board work towards the one third approach for 2016 and even try to reduce it to 25% thereafter.

The Board approved the budget and noted that it will receive quarterly accounts as per the finance manual. It was noted that the board should always be prepared for times when PWYP is not in as healthy a financial position as it is now and make accurate projections about what is needed. It was agreed that this should be on the agenda for the next board meeting and would tie in to the Global Council's strategy work as well as the Secretariat's development of an operational plan for the next three years. The board noted the need to develop a long-term vision and the resources it would require, while taking into account how long it takes to bring on board a new donor. There may be a need to have more personnel to manage more funds and PWYP needs to strike the right balance.

8 HR policies and TUPE process

The board discussed the human resources aspect of the transition, including their own and OSF's roles in the process of transferring the Secretariat staff's current employment contracts from OSF to PWYP. The board was informed by JW that a broker has been engaged to ensure that this process happens in line with UK law. She explained that this is the same broker who has previously worked on another OSF spin-off from NRGI and is therefore already familiar with the OSF benefits. She further explained that The HR and legal departments of OSF have also met with the Secretariat staff to let them know that the legal process for negotiating the transfer of their contracts is about the start. The JW noted that it is OSF's legal responsibility to ensure that the current contracts are transferred to the new entity and to make the affected employees aware of their rights. There is a consultation period for the employees so that they can be involved in and agree to the changes. OSF must supply information on employees being transferred to PWYP 28 days before the transfer. The board was informed that the first mandatory meeting is proposed for 28 April and everyone is working towards a transfer date of 31 August if possible.

JW outlined the minimum requirements of information that the board can expect from OSF and what OSF's responsibilities are in terms of keeping the staff informed of actions. The board discussed who represented PWYP at these meetings. There is a possibility that the International Director be transferred in advance of the other staff in order to be able to negotiate the terms and conditions. It was agreed that the Chair should discuss this with Julie McCarthy. JW suggested that the key issue for the board is to clarify the benefits package and staff could be transferred once this is agreed. JW will talk to OSF HR to confirm what steps need to be taken after the first consultation and to ensure that the board inputs to the discussion of the benefits package.

JW confirmed that the company to which PWYP is outsourcing HR issues, Peninsula, can give advice on TUPE. It was also noted that there is a very healthy relationship with OSF and the TUPE process was happening in a constructive spirit. The question was raised whether this would be an appropriate point to review the terms of reference for some of the roles within the secretariat and it was noted that, should there be any change to an employment contract, such as a change in responsibilities or job title, the outsourced legal HR service (Peninsula) would need to be involved. The board suggested that once the benefits package has been agreed that they would be able to assess the contracts in light of the PWYP organogram and approach Peninsula to clarify how to comply with TUPE if need be. While it was noted that appraisals are not part of the TUPE process, but rather an HR issue, it was agreed that the International Director would have a final appraisal through OSF before taking up the role within PWYP.

The board reviewed the current benefits package at OSF and the one proposed (but not yet confirmed) by PWYP. A point was also made about the need to keep in mind the human rights of each employee and related to it a minimum of services. It was noted that OSF is able to provide a lot of additional benefits because it can make economies of scale. JW advised that for a small company, it might be more practicable to have a package that an employee can select depending on his or her personal circumstances, i.e. a flexible package. JW suggested that PWYP should require the employees to take financial advice as part of this process or otherwise sign a disclaimer.

The board discussed the issue of fixed term contracts versus permanent contracts for the Secretariat staff, and were advised that there is no down-side to a permanent contract since redundancy rights would be the same after two years of continuous employment. The board asked for additional assurances that this is the case. Some concern was expressed that a permanent employee could never be fired. It was confirmed that, under UK law, an employee on a permanent contract can still be fired for non-performance. Some of the board shared their own organisational experiences and concerns about permanent contracts when there is a financial crisis. The board agreed on the need for a good performance evaluation process of the Secretariat as a whole not just the International Director, and noted that this may also be a role for the Global Council and the national coalitions as well.

The Board unanimously approved the use of Peninsula as the outsourced HR advisor and requested that JW continue to liaise with the Chair and the Treasurer on the detail of the TUPE process which will be presented to the board for approval.

9 Close and follow up

The board agreed that they would like to have two more board meetings this year, in the last week of August and the last week of November, and ideally in person. The Secretariat will look into the budget to see if both meetings can be in person. The Secretariat will set up a list serve email address for the Board (including some Secretariat staff) but it was advised that the board develop a way of communicating independently of the Secretariat as well. It was also noted that the Board should consider any issues relating to data protection at the next meeting.

The term of the current board was clarified as lasting until 18 months after the Global Assembly in accordance with Governance manual.

There being no other business the meeting was declared closed at 4:45pm.