

PWYP Board Meeting – 7 July 2016, teleconference call/ MINUTES

Board

Aroa de la Fuente, FUNDAR, Global Council Liaison (AF)

Alan Detheridge, Treasurer (AD)

Julie McCarthy, Open Society Foundation (JM)

Carlo Merla (CM), Chair

Claire Spoons (CS), OXFAM GB

PWYP Secretariat

Elisa Peter, Executive Director (EP)

Stephanie Rochford, Programme Manager (SR)

Alison Smith, Interim Finance Director (AS)

Invitees

Jacqueline Williams, Company Secretary (JW)

Apologies

Ali Idrissa, ROTAB-PWYP Niger (AI)

1 Summary of Key Actions and Resolutions

1.1 Actions

Action	Responsibility	Timeline
1. Share final version of Trustees' report	Secretariat	7 July 2016
2. Share the draft joint-fundraising policy with the Board and include an agenda item at the joint GC/Board meeting in September on grant-making & joint fundraising	Secretariat	By next meeting
3. Include agenda item on implications of Brexit at September board meeting	Secretariat	By next meeting

4. Share applications from applicants who weren't selected for the Founding Board	Secretariat	By end July
5. Finalise short list of candidates for Board vacancy	Board	By next meeting
6. Identify sub-committee board members	Board	By next meeting

1.2 Resolutions

- Minutes of the last meeting approved
- Trustees' Report approved subject to minor amendments acceptable to the Executive Director
- Business Plan approved subject to revision based on Board's comments and those of the Global Council
- Charity Commission application approved

2 Adoption of minutes and review of actions from last meeting

The Chair welcomed the board to the teleconference call, which was organised in order to approve and action some important decisions. No changes were made to the agenda. The board reviewed the status of the actions from the last meeting (see below).

Action	Responsibility	Timeline	Status
1. Sign declaration of interests form	AI, PWYP Staff	By next meeting	To complete by end July
2. Continue search for appropriate kidnap and ransom cover	AD, FO	By next meeting	Pending arrival of new Finance Director
3. Draft TOR for role of GC liaison on board	JW	By next meeting	Complete
4. Follow up with Prospectus on lessons learned on recruitment of ED	JM, EP	By next meeting	Complete
5. Create joint google group for Board and GC	Secretariat	By end April	Complete
6. Progress PWYP's charity application	EP	ASAP	Complete
7. Finalise board self-assessment form	JM, JW	By end April	Complete

8. Circulate minutes and key documents to GC and arrange follow up call with board and GC	AF with support from EP and SR	By end April	Complete
9. Complete board self-assessment form	Board, EP, SR	By mid-May	Complete
10. Update risk register	Secretariat and JW	By end April	Work in progress– further risks identified by the Secretariat to be added and discussed at the board meeting in September
11. Identify potential board candidates and collate bios	Secretariat	By end June	Complete
12. Circulate doodle polls to plan joint board/GC meeting and December board meeting	Secretariat (BE)	By end April	Complete
13. Schedule conference call with board in early July (after Africa meeting)	BE	By mid-May	Complete
14. Draft guidelines on PWYP's approach to campaigning	Secretariat	By next meeting	Ongoing – to be shared before meeting in September
15. Finalise Trustees report	Secretariat and AD	By end June	Agenda item for this meeting
16. Set exact level of reserves for 2016 based on new reserves policy	AD, FO	By end April	Agreed level for 2016. Level for 2017 and 2018 to be agreed pending arrival of new Finance Director.
17. Finalise revision of the 3 year business plan	Secretariat	By end April	Agenda item for this meeting
18. Develop TOR for Africa meeting and planning committee	Secretariat with support from CM and AI	By end April	Complete

The minutes were adopted.

3 Approval of the Trustee's report

EP thanked the board for their comments on the Trustees' report and noted that AD's comments have all been included in the latest draft. The trustees sought clarification about the language used in the report to refer to aspects of PWYP's work, including on mandatory disclosures. As was previously discussed at the meeting in April 2016, the board agreed that it is important for PWYP to secure charitable status; and that a key aspect of their role as trustees is to ensure PWYP's ongoing compliance with Charity Commission regulations.

It was noted that PWYP has completed its first audit, which was unqualified. The board reviewed and accepted the financial statements and the accompanying letter from the auditors.

A motion was proposed and seconded to approve the Trustee's report (including the Financial Statements) subject to any non-material amendments agreed by the Executive Director; and for CS to sign the document on the board's behalf. The motion was carried unanimously. The board also agreed that AI and CS would sign the letter of representation to PWYP's auditors.

4 Review and approval of Business Plan

The board thanked the Secretariat for the revisions and improvements made to the business plan. The trustees gave some detailed feedback which included a request for clarity around how PWYP Secretariat staff would work with strategic partners; more detail about the time and effort each aspect of the business plan is expected to require; a more specific indication of where programmatic work would take place; a suggestion to mainstream issues of civic space across the programmatic pillars; and a suggestion to make reference to social and environmental issues beyond climate change.

EP responded to clarify and contextualise the purpose of the business plan, which is to reflect the work for which the Secretariat staff can be held accountable. The business plan has evolved in the last two months through an intensive and participatory process with the whole team, which has been a useful team building exercise. EP also clarified that the business plan reflects high-level, SMART objectives and milestones to 2018, and that annual organisational-level work plans and individual staff work plans would include the granular detail required in terms of strategic partners, projects, countries and time required. EP further clarified that annual organisational plans would be fully costed and would be developed in conjunction with the annual budgeting and financial planning cycle. The PWYP staff retreat will take place in October to enable staff to plan together for 2017. The 2017 organisational plan and budget will be prepared for approval at the meeting in December.

The board requested that the Secretariat also take into account feedback on the business plan from the Global Council. It was agreed that the business plan is a living document but also provides the 'goal posts' for the Secretariat, which should not be constantly moved. A

motion was proposed and seconded to approve the business plan, subject to feedback from the Global Council. The motion was carried unanimously.

5 Review and approval of charity commission application

The board reviewed PWYP's application to the UK Charity Commission and approved it for submission to the Commission.

EP advised the board that PWYP has developed a policy on joint-fundraising, which will be circulated to the board. A request was made that the policy be discussed by both the board and Global Council at the meeting in September, along with the implications it may have for PWYP. An agenda item will also be added for the board and Global Council to consider the implications of the Brexit decision on staffing and funding for PWYP.

6 Financial update

AS provided an update on PWYP's exposure to tax, in particular VAT. Following a meeting with PWYP's legal advisors, it was confirmed that PWYP was not required to register for VAT as long as PWYP's income is all grant-based and there is no "business income" (e.g. from consultancy). Thus far, PWYP income is 100% grants and neither the staff nor the board anticipates this to change. A Finance and Operations Director has been appointed and will start full-time in October, with a five day handover planned in September with AS. AS has started a key piece of work to revise the accounting system and develop a budget-holder process. The findings of the MANGO financial assessment are guiding AS's work and will also be used to identify the priorities of the new Finance and Operations Director..

7 Potential PWYP board candidates

EP introduced the list of potential candidates compiled by the Secretariat at the request of the board. The candidates include people with skills identified as missing on the current board (e.g. communications and legal expertise). None of the proposed candidates has yet been contacted. A suggestion was made to consider the candidates who applied for the founding board in 2015. The board agreed to finalise by the September meeting a short list of candidates to contact.

8 Review and approval of GC liaison TOR

No comments were made on the TOR that had been circulated. The board suggested that approval should be deferred to the meeting in September when the Global Council would be able to provide their feedback.

9 Board skills assessment

JW noted that the trustees feel there is room for them to continue learning as a board and that this is particularly important while PWYP is in transition. The trustees are comfortable in articulating what PWYP stands for. All trustees expressed support for the proposal to create sub-committees but suggested that these should be limited to three. A suggestion was made to incorporate Governance and HR issues into the responsibilities of the Executive sub-committee so that the new sub-committees to be formed are Audit & Finance and Fundraising. Sub-committee members will be identified at the next board meeting.

10 AOB: update on meeting of Africa coalitions in Senegal

At the request of the Chair, EP briefed the board on the status of the upcoming meeting of all African coalitions in Senegal from 11 to 14 July. The main goals of the meeting are for the coalitions to elect the Africa representatives to the Global Council; as well as agree on a clear way forward for the Africa Steering Committee or other regional governance structure in Africa. The meeting will focus on governance for three days and will end with one day of capacity building and strategic planning. There will be three PWYP Secretariat staff present (Elisa, Carol and Stephanie).