

## ATTENDEES

### Board

Aroa de la Fuente (AF) (GC/Board Liaison)  
Carlo Merla (CM) (Chair)  
Claire Spoor (CS)  
Ali Idrissa (AI)  
Alan Detheridge (AD) (Treasurer)  
Marcela Roza (MR)  
Julie McCarthy (JM)

### Secretariat

Elisa Peter, Executive Director (EP)  
Caroline Macleod, Director of Finance and Operations (CJM)  
Stephanie Rochford, Director of Member Engagement (SR)  
Shahrukh Ahmed, Accountant (SA)

### Invitees

Lawrie Simmanovitz, Partner, BWB (by Skype)

### Observer

Tur-Od Lkhagvajav, Global Council member (Eurasia)

## 1 REVIEW OF KEY ACTIONS

Action	Responsible	Deadline
Continue to conduct due diligence and seek legal advice on registration of PWYP in an EU member state	CJM and EP	Next Board meeting (December 2017)
Circulate revised and new policies in full to board members	CJM	End of October 2017
Carry out Board skills and performance assessment	CJM and Board	Next meeting (December 2017)
Develop a PWYP complaint policy and mechanisms	CJM	Next meeting (December 2017)
Publish register of Trustee interests	CJM	Next meeting (December 2017)

Action	Responsible	Deadline
Run diversity training for Trustees	CJM and EP	2018
Carry out a data protection audit and provide data protection training for PWYP staff	CJM	Audit by end of 2017 Staff training on-going
Develop data protection and privacy policies	CJM	Board meeting in April 2018
Develop action plan to improve data security measures	CJM	Board meeting in July 2018 (call)
Cross reference new Charity Commission governance guidance with PWYP's Code of Conduct for trustees	AD	Next meeting (December 2017)
On approval of PWYP company members, pass a resolution to amend the board term	CJM and board	By end 2017
Calculate the actual overhead costs to the Secretariat of funded projects and include in the budget paper in December	CJM	Next meeting (December 2017)

## 2 INTRODUCTION

The meeting opened at 9:14. Following a round of introductions, the Chair presented the agenda which was adopted. No conflicts of interest were declared. The minutes of the previous board meeting (July 2017) were approved.

## 3 INSTITUTIONAL UPDATES

CJM reported that a legal entity has been established in order for PWYP to be able to receive funds from donors that do not have traditional grant making facilities (for example the World Bank). No such funds have yet been received.

CJM summarised the progress to date on researching the optimum location in the EU for PWYP to register. The Secretariat continues to research outstanding questions relating to governance and what would be the legal relationship between the entities in the UK and in the EU. The board agreed that the implications should be thoroughly investigated before a final decision is taken. AI noted previous discussions about the possibility of setting up a PWYP entity in Africa.

#### **4 REVIEW FROM AUDIT, FINANCE AND FUNDRAISING COMMITTEE**

AD presented the report from the subcommittee and highlighted key points for the board to note, including that income and expenditure are both on track as per the 2017 budget. AD presented a number of new policies for approval (on authorisation levels, board and GC expenses, travel). All new and updated policies were approved. The participant expenses policy was approved in principle pending circulation of the full document to the board.

#### **5 LEGAL BRIEFING**

A partner from PWYP's law firm, BWB, joined the meeting via Skype in order to provide a training to the Board on relevant legal matters relating to PWYP's charitable status, including a new data protection law (GDPR) and new charity governance code. It was recommended that PWYP conduct a data protection audit and that staff be trained in data protection. Trustees were strongly encouraged to review and discuss the new charity governance code. Trustees were also given an update on recent changes in UK Charity Commission regulations.

#### **6 BOARD ROTATION**

Pending confirmation that the Articles of Association could be amended accordingly, the board agreed to recommend to the Global Council to amend the board term to three consecutive terms of three years to ensure institutional memory and continuity, with an automatic renewal of the current board only (in its capacity as the founding board) for its second term. The board committed to planning for staggered rotation at the end of its next term.

#### **7 RISK REGISTER**

The Trustees reviewed the risk register and the heat scores associated with each risk. The board discussed how best to ensure that the civil society selection process to the international EITI board is in line with the recommendations of the EITI Governance committee and meets best governance practice in line with PWYP's core mission, noting that the civil society process is already the most transparent and robust process among all three constituencies sitting on the EITI international board. The board was supportive of reviewing the civil society nomination process for the EITI international board seats and encouraged the Secretariat to work with the civil society representatives on the EITI international board and the Global Council to prepare a paper on a proposed way forward for further discussion.

#### **8 UPDATE ON HR REVIEW AND RECRUITMENT**

EP reminded the board of the outcomes of the HR review, including the addition of some roles and a revised team structure. The Director of Global Initiatives and Impact (GII) has been recruited, and the

team will grow in 2018 by two further staff who will focus on EITI. Other roles at the Secretariat will be considered, funding permitting.

#### **9 PROGRESS ON 2017 PROGRAMME OF WORK AND COMMUNICATIONS STRATEGY**

SR gave a brief overview of the success and challenges in implementing the 2017 programme of work. EP presented an update on progress in finalising the PWYP Communications Strategy. It was noted that the communications strategy should not be finalised before the wider strategic planning process for 2020-2025 is complete.

#### **10 FUNDING STRATEGY**

CJM presented the funding strategy which includes guidance on how the Secretariat can ensure full cost recovery for project funding. The board requested a more precise calculation of the actual percentage of costs to the Secretariat to ensure that the policy reflects the reality. The policy was approved and will be regularly reviewed.

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

The meeting closed at 17:10.