Board Meeting Monday 11 June 2018 / MINUTES

Attendees
Board
Carlo Merla (CM)
Claire Spoors (CS)
Alan Detheridge (AD)
Marcela Rozo (MR)

Secretariat
Elisa Peter, Executive Director (EP)
Caroline Macleod, Director of Finance and Operations (CJM)

Apologies
Ali Idrissa
Aroa de la Fuente
Julie McCarthy

ACTIONS

Action	By who	By when
Prepare resolution to amend the PWYP Articles of Association and recommend its passing by the members of the Global Council (to increase the number of Board members and ensure staggered rotation)	Secretariat - with input from legal advisers	July 2018

Decisions
- The Trustees approved the 2017 PWYP Trustees report and annual accounts
- The Trustees approved the recommendation that the number of Board members be increased from 7 up to 9 and supported the drafting of a resolution to that end
- The Trustees agreed that a resolution be drafted to ensure the staggered rotation of Board members
- The Trustees approved the following new PWYP policies: Internet usage; Anti-discrimination and Harassment; Protection from Sexual Exploitation and Abuse and Child Protection Policy; Privacy

policy; Whistleblowing policy;
- The Trustees approved the new PWYP Guidance on contracted parties

Introduction
CM welcomed the participants to the meeting. He acknowledged that the meeting was quorate and that it could proceed. Participants reviewed and adopted the agenda. No conflict of interest was declared. The minutes of the most recent Board meeting were adopted and action points were reviewed.

2017 Annual report
CM introduced the 2017 Trustees report. The Trustees agreed to adopt the report, given a few minor edits. CJM shared that the online version of the report will be launched before the end of the week. The Trustees approved the letter of confirmation.

Board update
CJM reminded everyone that the Board and Global Council had agreed to increase the number of Board members from 7 to 8 but she suggested increasing the number up to 9 to provide greater flexibility in the long run. Trustees agreed that this would be helpful for unforeseen circumstances. The Articles of Association will also need to be amended to allow staggered rotation of the Board - and the Secretariat is currently working with our legal advisers to draft a resolution to this end.

The Trustees agreed the job description for a new Trustee with a background in UK Charity Law. It is anticipated that a new Board member would be invited to join the Board before the end of this year. The Trustees stressed the importance of taking this opportunity to enhance Board diversity.

CJM noted that a governance dashboard hasn't been produced and that the Secretariat is tracking governance and financial matters in other ways. The Trustees agreed that the production of a dashboard was not a priority for the time being.

New policies
CJM introduced the following five new PWYP policies to be adopted:
1. Internet Usage Policy
2. Anti-discrimination and Harassment policy
3. Protection from Sexual Exploitation and Abuse and Child Protection Policy
4. Privacy policy
5. Whistleblowing policy

The Trustees adopted all five policies and recommended that they be reviewed regularly, in line with best practice in the charity sector.

The Trustees also approved the Guidance on contracted parties, which spells out what PWYP policies apply to those beyond Secretariat staff.

The Trustees requested that the policies be saved in a way that would allow easy access by the Trustees to the documents anytime.

Update on our compliance with GDPR

CJM updated the Trustees on the steps taken by the organisation to ensure GDPR compliance - including in relation to PWYP email lists and data related to members. New retention systems and processes are being put in place in order to handle the different types of information we hold.

Update on registration in the Netherlands

CJM shared that a Dutch law firm has been contracted on the advice of BWB to assist with the registration of a Stichting in the Netherlands with the Tax Authority.

The meeting closed at 17h30.