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Board Meeting Friday 11 May 2018 / MINUTES

Attendees

Board

Carlo Merla (CM)
Claire Spoor (CS)
Alan Detheridge (AD)
Marcela Rozo (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)
Duncan Edwards, Director of Global Initiatives & Impact (DE)

Apologies

Ali Idrissa
Aroa de la Fuente

Invitees

Tesse Akpeki, BWB (via Skype) (TA)

Observer

Suneeta Kaimal (SK)

ACTIONS

Action	By who	By when
Develop a Board inclusion and training plan	Executive Committee	September 2018
Circulate the report of the nominations committee to the Board	Secretariat	May 2018
Draft a TOR for an external review of the board	Secretariat	June 2018



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Commission external board review	Secretariat	September 2018
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Decisions

- Revised 2018 budget was approved by the board
- The revised GDPR compliant data protection policy was approved by the Board
- The board approved the 2017 financial accounts.

Introduction

The meeting opened at 8:45am. EP welcomed the board members and noted the presence of SK, who is invited as an observer from the Global Council.

It was agreed that CJM in her role as Company Secretary would take the Chair in order to facilitate the election of the officers.

Election of the Board Chair and the Treasurer

CJM requested nominations for the position of board Chairperson. JM proposed Carlo Merla. MR seconded this proposal. CM accepted the nomination. CJM asked if there were any other nominations for the role of board Chairperson. There being no other nominations the board unanimously agreed that CM be appointed as Chairperson of PWYP.

CJM requested nominations for the position of board Treasurer. CM proposed Alan Detheridge. CS seconded this proposal. AD accepted the nomination. CJM asked if there were any other nominations for the role of board Treasurer. There being no other nominations the board unanimously agreed that AD be appointed as Treasurer of PWYP.

At this point in the meeting CM took the Chair. He noted that a mission to Niamey, Niger is taking place next week to visit Ali Idrissa, board member, who has been in prison for the past six weeks. The board expressed their hopes that a resolution will be found soon and that Ali would be released.

Review and adoption of agenda

CM invited board members to declare any conflicts of interest. No conflicts of interest were declared. CM reviewed the agenda which was adopted.

Training on diversity

CJM introduced TK who led the training on diversity on boards. TK noted that diversity encompasses a range of attributes (e.g. age, race and gender) but also encompasses how people express themselves as



PUBLISH WHAT YOU PAY

well as the extent to which they are included and engaged. TK congratulated the board on what PWYP is already doing to ensure diversity within the organisation. TK noted PWYP's commitment to diversity, including those outlined in PWYP's Operating Principles in the Governance Manual.

TK highlighted the recent Charity Governance Code which sets the standard for governance in the UK. In line with this code, all charities need to declare on an annual basis the efforts they have made to ensure good governance, including diversity on the board. TK drew the board's attention to two key principles in the code, principles 5 (Board effectiveness) and 6 (Diversity). TK shared a number of case studies to demonstrate how other organisations are integrating diversity into their board in order to be more effective.

Specific recommendations included:

- for the board Chair to request feedback from board members at the end of each board meeting
- for the board Chair to speak to each board member on a one to one basis during the year to get more detailed feedback
- to appoint a "digital trustee" who brings digital media skills to the board

TK noted that the Charity Commission has prepared an online induction pack for Trustees which should be used as a resource by all board members. TK invited the board to reflect on a number of issues relating to diversity, including how to balance diversity with the range of skills required to be an effective board. CM reflected that, being a culturally diverse organisation, there are challenges to ensuring that diversity across all categories is seen as a priority (e.g. gender). TK recommended that board members from different cultures be enabled to tell their stories. AD noted that the PWYP board (and the Global Council) is not as diverse as it could be on an age indicator, noting that - being a small board - the priority has been to source board members with relatively extensive experience. TK recommended making governance attractive to young people, by ensuring effective inductions and going where young people are to promote the organisation (e.g. on social media). TK emphasised the importance of building trust between board members in informal settings.

EP invited to board to propose specific priorities and actions for the PWYP board. There was consensus that PWYP should have a diversity plan, including objectives to diversify on an age, gender and race indicators. SK proposed that the GC be invited to participate in this discussion as well, in particular given the role of the GC in appointing board members.

Review of actions from the last meeting

The board reviewed the actions from the last meeting. A number of actions relating to policies are ongoing and will be addressed at the board meeting in June. All other actions were complete.



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Report from the GC meeting

SK provided an overview of the main discussions and decisions from the GC meeting to ensure good coordination between the GC and the board.

Board restructure and succession planning

CJM facilitated a discussion with the board members on how to build sustainability and institutional memory through a revision to the board election process. The current process requires the entire board to stand down at the same time, whereas the GC has proposed that the Articles of Association be amended to allow for board members to serve their terms in an individual capacity and that terms are staggered. In addition, following recommendations from the GC, the board reflected on which skills the board needs and how to ensure that those skills are brought to bear (e.g. expertise on the environment/climate issues, tax justice, gender, open government, civic space, open data, UK charity law).

Risk Register

CJM presented the updates to the risk register. The board reviewed a number of risks and mitigation measures and updated the register accordingly.

Updates

The board reviewed and approved PWYP's revised policy on data protection in order to be compliant with new EU regulations (GDPR).

CJM updated the board on progress with registering a PWYP entity in the EU to ensure that PWYP can access EU funding sources after the UK's exit from the European Union.

EP presented an update to the board on the review of the EITI constituency guidelines.

Finances

The board noted that the Finance, Audit & Fundraising sub-committee has reviewed in detail the 2017 financial accounts and recommended that the board approve them. The board approved the 2017 financial accounts.

The board discussed the findings in the letter of comment, as issued by the external auditors, and duly signed off the response to this letter.

AD presented an overview of the 2018 management accounts, highlighting the low levels of income and expenditure in the period.



PUBLISH WHAT YOU PAY

The board noted that the Finance, Audit & Fundraising sub-committee has reviewed the revisions proposed to the 2018 budget and recommended that the board approve them. The board approved the revised 2018 budget.

Fundraising

The board reflected on the sources of funding for PWYP and the need to maintain a diverse source of funds.

External board review

The board asked the Secretariat to commission an external review of the board before the end of 2018.

New UK Governance Code of conduct

The board discussed and agreed a timeline to implement a number of recommendations of the UK Governance code of conduct.

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

The meeting closed at 15:10.