

PWYP Board Meeting (online)

29 July 2020

3:00 - 5:00 pm BST

Attendees

Board Members

Alan Detheridge (AD) (Treasurer)

Ali Idrissa (AI)

Athayde Motta (AM), GC/Board Liaison

Susan Hazledine (SH)

Victoria Ibezim-Ohaeri (VO)

Secretariat

Elisa Peter, Executive Director (EP)

Caroline Macleod, Director of Finance & Operations (CJM)

Vanessa Martins, Finance Manager (VM)

Sandrine Levy, Executive administrator (SL)

Guest

Colin Mills, Critchleys (auditor) CM

Apologies

Carlo Merla

Julie McCarthy

Stephanie Rochford, Director of Member Engagement

MINUTES

Decisions

- The Board approved the 2019 audited financial statements and annual report, subject to non-material changes
- The Board adopted the following revised policies:
 - Joint Fundraising and Regranting policy
 - Authorisation policy
 - Reserves policy
- To carry an external Board review in 2021

Actions

Action	By who	By when
Review the 2019 annual report	Board	1 August
Conduct Board skills gap assessment	CJM, AD, SH	By December Board meeting
Update governance actions chart with revised timescales and next steps	Secretariat (CJM)	By Sept./Oct. Board catch up call
Publish the PWYP remuneration policy on the PWYP website	Secretariat (AM)	1 August

Notes

In the absence of the Chair, AD opened the meeting and welcomed the participants. He introduced Colin Mills of Critchleys and invited him to present the financial statements.

Annual report 2019 (including audited accounts)

Colin Mills provided an overview of the accounts and the audit process.

CM noted that income and expenditure has increased. Part of the reason was the signing of 3 large grant agreements in the year and also included liabilities related to those grants at the end of the year as per the UK charity SORP. He noted the unrestricted reserves were in excess of £600,000 which is a healthy balance. In addition, funding for 2020 had all been received apart from the OSF grants, he noted this gives comfort over future financial viability. CM went on to explain the balances on debtors and liabilities, the board was satisfied with those explanations.

AD asked whether there were any issues or difficulties in conducting the audit, it was noted that there was a delay in PWYP providing the information for the audit. AD noted that this had been discussed internally at PWYP. Colin confirmed there were no questions that he needed to ask the Board without staff members present.

There were no further questions from the Board at this stage.

SH introduced a motion to agree to the audited financial statements, which was seconded by VO and adopted by the meeting.

The Board reviewed the remainder of the annual report. The board expressed that the design and content of the report were excellent and congratulated the team for the work accomplished.

The Board unanimously agreed to the 2019 Annual report and statutory accounts subject to non material changes. SH to sign on behalf of the board.

Letter of representation

The Board agreed to the content of the Letter and their responsibilities outlined therein. SH and AD agreed to sign on behalf of the board. Secretariat staff confirmed there were no reasons why the letter should not be signed.

Reappointment of auditor

The Board agreed to reappoint the auditors for a further year.

Contract disclosure campaign update

EP informed the Board that the Global Council (GC) had endorsed the four goals proposed for the global PWYP campaign on contract disclosure at its meeting in June. The Secretariat is currently engaging with national coalitions to identify volunteers to act as “champion countries” in the campaign, as well as developing a baseline and some communications products. The exact date and form of the launch of the campaign will be discussed once the new Strategic Communications and Campaigns Manager starts on 9th September.

SH recommended that efforts be made to engage a large number of coalitions in the campaign (beyond the “champions”). AD suggested to consider the possibility of developing a contract disclosure index tool. VO asked how the strategy would be implemented in different country contexts and requested that benefits to communities derived from contract disclosure be spelled out.

Joint Fundraising and Regranting (JFRG) policy

EP presented the revised JFRG policy, which was informed by the findings of the review carried out earlier in the year. She noted that the revised policy clarifies the different roles and responsibilities of the Secretariat and coalitions for each of the three pillars of the policy (joint fundraising, regranting of core funds and support to coalition-led fundraising efforts). It also spells out the eligibility criteria and the decision-making processes involved in JFRG decisions. The Secretariat is finalising FAQs to be posted on the PWYP website, and working on developing a more robust due diligence process for sub-grants.

The Board unanimously agreed to approve the revised policy.

Finance report

Management accounts and cash flow forecast

The Board noted the contents of the report.

Notes from subcommittee meeting

The board noted the contents of this report.

Reforecast budget 2020

CJM summarised the revisions to the budget in the year. The board noted the recommendation from the finance, audit and fundraising subcommittee and approved the reforecast for the year.

Update on South Africa audit

CJM gave a verbal update on the progress with the audit. The Board were content that action was being appropriately taken. CJM to provide feedback to the finance, audit and fundraising subcommittee at their next meeting.

Authorisation Policy

CJM outlined the proposed changes. The board noted that this had been discussed at the finance, audit and fundraising subcommittee and unanimously agreed to approve the revised policy.

Reserves Policy

CJM outlined the proposed changes. The board noted that this had been discussed at the finance, audit and fundraising subcommittee and unanimously agreed to approve the revisions to the policy. VO asked a clarification question on the use and duration of the accounting reserve for COVID-19, to which CJM responded that it could be used in 2021 to cover programme and institutional strengthening costs (e.g. digital security). The board noted that further discussion on a Covid reserve would happen when the Board approve the 2021 budget at the December meeting.

Due diligence framework

CJM summarized the progress towards a revised due diligence framework. CJM noted that she would like to have a wider conversation with the board on risk appetite and agree some guiding principles that PWYP team can refer to. Although there will be a framework in place, many decisions will need to be taken by the DFO or ED where a subgrantee does not meet all criteria, thus a steer from the board will assist in that decision making process.

The Board agreed to meet to discuss the framework in more detail at a meeting in a couple of months.

Board review

CJM outlined that the purpose of the session was to get the board thinking about possible new Board members and to consider the skills gap analysis that had been conducted in 2017/2018. Since then two new Board members have joined, who bring skills, experience and knowledge that address some of the gaps that had been addressed. She also noted that the terms of a few members would expire in 2024. The Board agreed to conduct a new board skills assessment to inform future Board recruitment priorities.

Governance code - plans for 2020

A discussion took place regarding the plans that were yet to be implemented or needed to be refreshed. It was agreed that we aim to cover as many of those outstanding points over the next two board meetings. SH recommended that the Secretariat implement several of the actions identified in the table presented by CJM without formal Board approval for each of them. It was agreed that the external Board review would take place in 2021. The Board also requested that the governance actions chart be revised with updated timescales and next steps.

EU Entity - update

CJM provided an update on this process. She noted that the Articles of the Belgian INPA (International Non-profit Association)/PWYP EU have been finalised and that GC members are currently in the process of indicating whether they wish to be members of the INPA. CJM presented options for the INPA Board and it was agreed that the following UK Charity trustees should be put forward as directors of PWYP EU: SH, AI. CJM also invited the board to consider inviting other Board members that may include EP, it was agreed that all co-optees should apply to the board by submitting their CV and letter of introduction. Meeting of the INPA Board to be agreed once final registration is completed.

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

The meeting closed at 18:30.