

## PWYP Board Meeting – 4 - 5 April 2016, Brussels/ MINUTES

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### *Board*

Aroa de la Fuente, FUNDAR. Global Council Liaison (AF)  
Ali Idrissa, ROTAB-PWYP Niger (AI)  
Alan Detheridge, Treasurer (AD)  
Julie McCarthy, Open Society Foundations (JM) – acting Chair

### *PWYP Secretariat*

Elisa Peter, Executive Director (EP)  
Stephanie Rochford, Programme Manager (SR)  
Flavia Olum, Interim Finance and Operations Manager (via video-link) (FO)  
Blaise Ekwalinga, Finance and Operations Associate (BE)

### *Invitees*

Jacqueline Williams, Company Secretary (JW)  
Anis Ghanti, HR Consultant (via video-link) (AG)

### *Apologies*

Carlo Merla (CM), Chair  
Claire Spoor (CS), OXFAM GB

## **1 Summary of Key Actions and Resolutions**

### **1.1 Actions**

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

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
9. Complete board self-assessment form	Board, EP, SR	By mid-May
10. Update risk register	Secretariat and JW	By end April
11. Identify potential board candidates and collate bios	Secretariat	By end June
12. Circulate doodle polls to plan joint board/GC meeting and December board meeting	Secretariat (BE)	By end April
13. Schedule conference call with board in early July (after Africa meeting)	BE	By mid-May
14. Draft guidelines on PWYP's approach to campaigning	Secretariat	By next meeting
15. Finalise Trustees report	Secretariat and AD	By end June
16. Set exact level of reserves for 2016 based on new reserves policy	AD, FO	By end April
17. Finalise revision of the 3 year business plan	Secretariat	By end April
18. Develop TOR for Africa meeting and planning committee	Secretariat with support from CM and AI	By end April

## 1.2 Resolutions

- Minutes of the last meeting approved
- Reallocation of 2016 budget to fund Africa meeting approved
- Reserves policy approved

## 2 Minutes and actions from last meeting

The meeting opened at 9:30 on 4 April. The board was welcomed and there were no changes to the agenda. The Chair highlighted the board objectives on the agenda for day one and thanked EP and the Secretariat for preparing the board papers.

The board reviewed the actions from the last meeting, of which the outstanding actions were noted and have been added to the action list for this meeting. AD proposed to approve the minutes and JM seconded. The motion was approved. The board briefly discussed the recruitment challenges for senior positions experienced while PWYP was still at OSF. It was agreed to review PWYP's recruitment processes in one year, following efforts to recruit as a standalone entity.

### **3 Organisational strengthening plan for PWYP Secretariat**

EP presented an organisational strengthening plan, based on a set of hypotheses of what was working well and what could be improved within the Secretariat. The analysis was based on EP's conversations with coalitions and PWYP staff and focused on six areas: People, Organisation and Culture; Communication and Knowledge Management; Finance and Fundraising; Strategic and Programmatic Planning; Governance; and Facilities.

The board was very appreciative of the work undertaken to produce the strengthening plan, and agreed with the analysis on the areas which required work. The three 'delayed' priority areas were highlighted: the board agreed that the delay to the M&E plan was acceptable, although it was noted that this can be very helpful for fundraising and should therefore remain as an area to address. EP noted that it will be more logical to develop the M&E framework further once we have an agreed operational work plan in place for the Secretariat. Following a discussion on the financial cost and limited facilities of the current office space, the board indicated their support should the Secretariat wish to prioritise finding a better working environment for the London-based team.

To facilitate communication between the board and the Global Council (GC) it was agreed that the Secretariat create a joint Google group for both board and GC members and that AF be in touch with the GC following the board meeting to share key decisions. EP noted that she had spoken with 17 of the African coalitions in an ongoing outreach effort following the Global Assembly in Lima. There is an offer from PWYP Senegal to host an Africa meeting, a conversation which would be discussed in more detail later in the agenda. The board also noted that the Secretariat needs to work more closely with our partners in the field, such as NRG1.

### **4 HR Review discussion of recommendations**

AG presented the initial findings of a human resources review based on conversations with the PWYP staff and review of job descriptions. The review was precipitated by the transition from OSF to a standalone entity. From EP's perspective, it is important for the Executive Director to have a maximum of three direct reports, in order to allow for focus on the strategic direction of PWYP.

The presentation included two options for how the Secretariat team could be restructured. A short discussion followed on the pros and cons of the proposed structures, including a request for further information about the cost implications, including social security, for each. A broad consensus emerged in favour of the third option, which proposes the addition of a Programme Director along with a Programme Assistant role, in addition to the Finance Director position proposed in both options.

The board sought the views of the PWYP staff present who indicated that the objectives of the review were welcome, but that there may be re-structuring options to consider beyond

the two proposed by the consultant. There was also a brief discussion on the potential for a Communications Director, but there was no agreement on whether such a role should be considered a priority at this stage.

## **5 Update on Charity Application and Trademark registration**

SR presented an update on the Charity Commission application, following recent discussion with PWYP's legal advisers. The application had been subject to considerable delay due to the workload of the previous Executive Director. Noting that the activities of PWYP are entirely charitable, the board encouraged staff to proceed with the application as soon as possible and to seek external advice where necessary.

## **6 Board membership and performance**

The board reviewed the skills matrix in light of the resignation of Caroline Ngonze in December 2015. While the board acknowledged a gap in legal expertise among board members, it was noted that legal skills could be sought elsewhere and it was suggested to prioritise greater regional diversity. The board also discussed the importance of retaining PWYP's institutional memory through its board members, as well as the importance of succession planning. While there was some enthusiasm to focus on recruiting a younger board member, there was also caution to make sure that the person recruited had sufficient experience to undertake board duties effectively. The board asked the Secretariat to reach out to suitable potential candidates and collate biographies for the Board's consideration.

The board discussed the criteria on which they should undertake an annual assessment of their effectiveness. JW shared a document on the hallmarks of an effective charitable organisation for consideration and the board agreed to review and discuss the next day. The board agreed that the assessment should be completed by early May and would be discussed at the next board meeting.

## **7 Global Assembly**

SR briefly presented the internal and external documents prepared by the Secretariat following a team de-brief and feedback survey on the Global Assembly. The presentation highlighted two key outcomes from Lima: the need for an Africa meeting to be held at the earliest opportunity; and the need to review the Global Council elections process outlined in the Governance Manual. The board thanked the Secretariat for their work on delivering the Global Assembly and on reflecting on the lessons learned. They agreed that while there were certainly improvements to be made, that the majority of the challenges faced in Lima were beyond the immediate control of the Secretariat. Specific comments from the board included a request for more timely information in advance of the meeting; and for greater coordination between the Secretariat and key staff from other partner organisations to be able to respond more coherently to unfolding crises. The Secretariat highlighted the

importance of having strong regional coordinators in order to ensure effective communication and proper preparation in advance of such a meeting.

The board approved a reallocation of funds and fundraising to support the Africa meeting from the 2016 budget. There was some discussion about how the Africa meeting should be planned, including a suggestion to set up a steering committee from among the board, CG, Secretariat and former Africa Steering Committee. The board agreed that the agenda should include both governance and substantive issues, allowing for capacity building on key topics. Some further reflection is needed on how the election of the two remaining GC places would be carried out, which will impact on the planning and timeline. The board also agreed that initial reflection on how to revise the GC election process should be on the agenda for the first GC meeting, with the view to having a revised Governance Manual in 2017.

## **8 Reviewing the Business Plan 2016 – 2018**

EP presented the initial revisions which the Secretariat is proposing to the outcomes and metrics of the business plan. The metrics will not be changed fundamentally, but are being revised to better reflect the work of the Secretariat and to enable the Secretariat staff to meaningfully measure their progress. The board approved the revision and asked to see the revised document by the next board meeting.

## **9 Presentation of draft statutory accounts**

The board was presented with PWYP's 2015 draft year end accounts, statement of financial activities and management accounts for January and February 2016. The board agreed that PWYP is in a healthy position for 2016, noting that most of the funding received between September and December 2015 would cover a large part of the 2016 budget. The board agreed that it is a priority for PWYP to identify other sources of unrestricted income. FO noted that PWYP is still finalising a standard financial report format and this would be discussed as part of the financial management audit being undertaken in April. The results of that audit will include recommendations for how PWYP can continuously improve its financial management.

The board noted that the annual return should be completed by May 2016. PWYP is undergoing an audit following an audit planning meeting with the external auditors attended by FO and AD. AD will prepare a first draft of the Trustees' report in collaboration with the Secretariat with a deadline of mid-July. The board agreed to discuss the Trustee's report on a board teleconference call in early July. FO was asked to follow up with auditors to confirm when their report would be ready.

## **10 Draft Reserves Policy**

The Board discussed the reserves policy drafted by AD and JM, including the various ways in which the reserves could be raised and increased over time. The target reserve figure for

2016 will be calculated by FO and AD based on the policy presented. A proposal was made by AF to approve the reserves policy and seconded by AI. The motion was carried.

JW noted that it is important for PWYP to include a section on reserves in the Trustee's report, since this is a requirement of financial reporting for a charity.

### **11 Fundraising: Board support for securing new donors.**

EP advised the board about her upcoming trips to Norway and Germany to meet with current and potential donors, with a view to diversifying PWYP's income sources. The board proposed potential donors for PWYP to approach and agreed that PWYP's financial strategy should be re-visited once a Finance Director is on board.

AI proposed that Africa coalitions could create platforms to approach larger donors (e.g. EU, USAIS, ADB) as a group. The Secretariat has created a spreadsheet of potential donors and it was agreed to share this with both the board and the GC.

### **12 Review of high level governance risks**

JW presented a governance case study and the board discussed various aspects of the case relating to perceptions of how a charity carried out its campaigning work. The case study and subsequent discussion allowed the board to reflect on their own responsibilities in assessing PWYP's activities in relation to its charitable objectives.

Following the discussion, the board reviewed the risks identified in the risk register. It was agreed that the risk of 'ineffective communication with the national coalitions' should be added to the register under governance risks. The board also reviewed the mitigation and controls currently listed under the risk of 'ineffective communication between the board, GC and Secretariat' as well as those under 'Loss of key staff'. The board also reflected on potential risks associated with re-granting by the PWYP Secretariat and advised against implementing grants that carried governance risks.

It was agreed that PWYP should develop clear guidelines for internal use about how we approach campaigning. These guidelines should be used to stimulate discussion with the national coalitions and with PWYP staff.

### **13 Next Board and GC meeting**

The board returned to the topic of the self-assessment. It was agreed that the board, led by JM and JW, would take responsibility for developing the form which will be circulated for completion by early May. The self-assessment will include the opportunity to assess other board members. The Secretariat staff who interact regularly with the board will also be asked to complete it.

The board agreed to align its next face to face meeting with the first GC meeting and ideally hold it in Barcelona in September. It also agreed to hold a conference call in early July to review the outcome of the Africa meeting, discuss the Trustees report and consider potential new board members. The Secretariat will circulate doodle polls to schedule these meetings as well as the last 2016 face to face board meeting, to be held in London sometime in December. JM will follow up with OSIFE to check on the office availability in Barcelona in September. AI and the Secretariat should move forward on AI's UK visa application for the final board meeting this year. The board agreed that while the ED is still settling in it is helpful to have face to face board meetings, but in the future one of the three meetings can be remote.

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

The Chair JM closed the meeting at 13:30 on 5<sup>th</sup> April.