

PWYP Board Meeting – 16 September 2016, Barcelona/ MINUTES

Board

Carlo Merla, Chair (CM)
 Aroa de la Fuente, FUNDAR, Global Council Liaison (AF)
 Ali Idrissa, ROTAB-PWYP Niger (AI)
 Alan Detheridge, Treasurer (AD)
 Claire Spoons, Oxfam GB (CS)
 Julie McCarthy, Open Society Foundations (JM)

PWYP Secretariat

Elisa Peter, Executive Director (EP)
 Stephanie Rochford, Programme Manager (SR)
 Alison Smith, Interim Finance Director (AS)
 Sandrine Levy, Executive Assistant (SL)

Invitees

Jacqueline Williams, Company Secretary (JW)

1 Summary of key actions

Action	Responsibility	Timeline
1. Draft Terms of Reference for the Finance and Fundraising sub-committee	AS	End September
2. Sign and send banking forms to the bank	AS, CS, JW	End September
3. Circulate papers ahead of first F&F sub-committee call	AS	20 October
4. Update risk register	Secretariat	Next meeting
5. Prepare 2017 budget and organisational plan	Secretariat	Next meeting
6. Plan and finalise new accounting system	AS, Caroline MacLeod	31 December
7. Finalise PWYP Finance Manual	Caroline MacLeod, EP, SR, AD	2017
8. Carry out HR review	Secretariat	February 2017

9. Send invitation to Marcela Rozo to join the board and plan induction	EP, CM	End September 2016
10. Continue engagement with the UK Charity Commission	Secretariat, Board	ongoing

The meeting opened at 9:07am. The Chair outlined the agenda, which was amended slightly to make best use of time and the agenda was adopted.

2 Review of Action Points from previous meeting

The Board reviewed the action points from the Board teleconference call on 7 July. These have all been completed.

The board has agreed to establish a sub-committee to focus on Finance, Financial Management, Audit and Fundraising. The sub-committee members are Alan Detheridge, Julie McCarthy and Claire Spors. The Board Chair, Carlo Merla will be an ex officio member.

It was confirmed that the Trustees' report and accounts were filed on time.

3 Financial update

A financial update was presented by AS including a presentation on PWYP's income and expenditure to 31 July 2016; an overview of the work prioritised during AS' time as Interim Finance Director; the role of the sub-committee on Finance and Fundraising; and the Secretariat's proposed approach to financial planning for 2017.

The board agreed that five banking forms should be signed by CS and JW on behalf of PWYP to arrange for the transfer of authorities during the transition between the Interim and new Finance Directors.

AS presented an authorisation policy, outlining levels of authorisation for expenditure of named staff in the Secretariat. A motion was made and seconded to approve the policy, and the motion was carried.

The board discussed progress on the PWYP Finance Manual and agreed that a final version should be approved in 2017, once the new Finance Director is in place.

The first finance sub-committee meeting will be a conference call on 27 October 2016 at 4pm BST with participation from JM, AD, CS, Caroline MacLeod (incoming Finance and

Operations Director) and AS. Terms of reference for the sub-committee will be drafted and circulated by the Secretariat ahead of the call.

4 Risk register

The board reviewed aspects of the PWYP risk register. It was decided to add references to the sub-committees and dispute resolution policy to the risk register (section A.3). Other risks were discussed, including:

1. Brexit: threats and opportunities

It was agreed that PWYP should seek to establish a legal presence in another EU jurisdiction so that it continues to have an EU base and in order to retain access to potential EU funding in the future. The Secretariat is looking at the feasibility of establishing a presence in Brussels and is in conversation with the Omydiar Network and OSF in that regard. This will be discussed again at the board meeting in December.

2. PWYP re-granting: discussion on draft policy

A joint board and Global Council sub-committee has been established to review the policy. Pending the outcome of their discussion it was agreed that associated risks should be reviewed at the meeting in December.

3. Governance bodies: managing the relationship

The board discussed whether the PWYP risk register should be added to the agenda of the newly established joint Board and Global Council Governance sub-committee. However, it was agreed that the risk register is principally a governance tool for the board, but that it should continue to be shared with the GC.

It was agreed that the SMT of the Secretariat will review the risk register on a monthly basis and provide an update to the Board focussing on the key risks for their consideration at each meeting.

5 Review of the business plan in light of GC input

Following the discussion at the GC meeting, the Board approved the updated 3-year business plan for the Secretariat. It was agreed that this was a high level strategic document that was not intended to include all of the detail of the work being done. The Secretariat will be developing a 2017 organisational work plan based on the 3-year business plan, with SMART priorities and targets, which will be submitted, together with a 2017 budget, for discussion and approval to the board at its December meeting.

6 Review of the institutional gap assessment

EP presented an update on progress on the institutional strengthening plan, highlighting the recruitment of new staff members at the Secretariat, the work on preparing a communications roadmap, a new bespoke CRM system (expected to be up and running in the next six months) and a final business plan with SMART targets for 2016-2018.

7 Update from the African coalition meeting in Senegal

AI provided a brief update on the meeting of PWYP Africa coalitions, which took place in Senegal in July. The meeting met its objectives as it enabled participants to elect all their representatives to the GC. The board noted that AI and Taran Diallo were travelling to Paris for meetings in the week of 20 September for a fundraising mission on behalf of the African coalitions.

It was agreed that the review of the Africa Charter should be added to the agenda of the joint Board and Global Council Governance sub-committee.

8 Fundraising

The board discussed the implementation of projects supported by PYWP's restricted funding and considered the potential impact of possible project delays. The board concluded that the Secretariat is taking adequate steps to manage the risk of delays, including keeping in regular contact with donors and engaging additional human resources as required.

9 New Board Member

Following the departure of one of the non-PWYP member board members at the end of 2015, the Secretariat worked with the board to identify a number of potential candidates who would be suitable replacements. The board came to a consensus on one of the candidates, Marcela Rozo, who is the Open Contracting Program Lead at the World Bank's Governance Global Practice team. CM highlighted that the candidate brought with her extensive experience with issues related to transparency, accountability, open government, open data and stakeholder engagement; linkages with anti-corruption civil society organisations in Latin America, as well as the World Bank and Transparency International; and experience as a senior manager and board member for other organisations. The Global

Motion for Marcela Rozo to join the board was made by the board and seconded by the Global Council.

Motion approved.

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

The Chair CM closed the meeting at 15:10.