

PWYP Board Meeting 12 - 13 December 2016, London / MINUTES

Board

Carlo Merla, Chair (CM)

Aroa de la Fuente, FUNDAR, Global Council Liaison (AF)

Alan Detheridge, Treasurer (AD)

Claire Spoons, Oxfam GB (CS)

Marcela Rozo, Governance Global Practice, World Bank (MR)

PWYP Secretariat

Elisa Peter, Executive Director (EP)

Stephanie Rochford, Programme Manager (SR)

Caroline Macleod, Finance & Operations Director (CJM)

Sandrine Levy, Executive Assistant (SL)

Alexandra Malmqvist, Communications Coordinator (AM)

James Royston, Advocacy Officer (JR)

Invitees / Observers

Sarah Pray, Open Society Foundations (SP)

Lawrie Simanowitz, Partner, Bates Wells Braithwaite (LS)

Philippa Forsyth, Independent Consultant HR Review (PS)

1 Summary of key actions

Action	Responsibility	Timeline
1. Prepare Options paper to identify EU based registration opportunities	Secretariat/Consultant	Next board meeting
2. Prepare financial accounts reporting structure proposal	Finance, Fundraising and Audit sub-committee	Next board meeting
3. Prepare a revised version of the 2017 budget with 3 month worth of operating reserves	Secretariat	January 2017

4. Prepare a forecast of new prospective donors for 2018 and beyond	Secretariat	Next board meeting
5. TOR of GC liaison role to be updated	Secretariat	Next board meeting
6. Register of interests to be updated annually and circulated with background papers before every meeting	Company Secretary	Before each board meeting
7. Plan and finalise new accounting system	AS, Caroline Macleod	31 December 2016
8. Finalise PWYP Finance Manual	Caroline MacLeod, EP, SR, AD	2017
9. Update governance manual	Secretariat and Governance sub-committee	Next Board meeting
10. Update draft re-granting policy in light of comments	Secretariat	Next board meeting

The Chair welcomed all participants and invited PWYP's new board member, Marcela Roza, to introduce herself followed by a round of introductions from the other board members, observers and Secretariat staff. It was noted with regret that Ali Idrissa was not granted his UK visa and was therefore not able to attend the meeting.

The Chair outlined the agenda which was adopted. The Chair reported that Jacqueline Williams had indicated that she wished to resign from her position as Company Secretary. The board expressed their thanks for all that she had done to establish PWYP as a successful and independent entity. A motion was proposed (by CM) and seconded (by CS) for CJM to be appointed as Company Secretary of both the company and of the charity. The motion was carried.

2 Review of Action Points from previous meeting

The Board reviewed the action points from the board meeting on 16 September 2016. All the actions have been completed. A motion was proposed (AF) and seconded (AD) to approve the minutes. The motion was carried.

3 HR Review

The consultant, PF, outlined the deliverables and approach to undertaking the HR review. PF presented the detailed activity map and explained how this informed the proposed functional structure and the related staffing structure, which places member engagement and support at the heart of the organisation.

The board approved the organisational structure proposed in the interim report from the consultant, subject to budget availability. The board agreed that the salary review process seemed very thorough and that decisions based on the results would be taken at the next meeting. The board particularly welcomed the proposed departments for Membership Engagement and Global Initiatives and Impact. A suggestion was made for the board and Secretariat to consider the need for a development role to support fundraising and donor management in the future. Another suggestion was made to consider regional coordination roles for Latin America and Asia Pacific in the future.

4 Risk register

The board reviewed aspects of the PWYP risk register. Risks were discussed, and a number of them were downgraded in light of the new processes and structures established by the Secretariat. The discussion focused on the implications of Brexit for PWYP as the organisation continues to assess if, where and when it should establish a presence in an EU member state.

5 PWYP Secretariat 2017 Programme of work

The Secretariat has developed a 2017 implementation programme of work to operationalise the business plan 2016-2018 which the board and GC have both approved. The 2017 programme of work was presented to the board for information and will also be shared with the GC on the same basis. The annual budget is based on the programme of work. The plan intends to reflect approximately 80% of the work anticipated, in order to allow for flexibility and capacity to respond to unexpected events and/or issues. The board commented on the impressive work that has gone into the development of the operational plan.

6 PWYP Secretariat Budget

CJM presented the 2017 budget and highlighted the difference in income and expenditure compared to the 2016 budget. The board discussed the best reporting method for PWYP to report to donors and other stakeholders. It was agreed that the Finance, Fundraising and Audit subcommittee would prepare a reporting proposal for the board to discuss at the next meeting. The board also discussed the approach to reserves and to fundraising. The board also requested a forecast of prospective funding early in 2017 to ensure that there will be sufficient resources available to fund the new positions identified in the HR Review and the costs of the salary adjustments.

It was agreed that the budget needed to be revised in order to maintain three months' worth of operating reserves and that the impact of the salary benchmarking review may also need to be taken into account. A motion was proposed (AD) and seconded by CM to approve the budget on a provisional basis until this work could be completed. The motion was carried. It was also agreed that a prioritisation exercise of funded costs would be undertaken.

7 Draft joint fundraising/ re granting vision

In light of the increasingly important role that PWYP plays in supporting the fundraising efforts of national coalitions, a draft re-granting vision document was presented and discussed. A re-granting policy will be developed by the Secretariat, based on input from the board and the working group, for discussion and review at the next joint GC/Board meeting in 2017. It was noted that there was no intention to turn PWYP into a donor but that rather this policy would serve as a basis for transparent decision making regarding the re-granting of funds by the PWYP Secretariat.

8 Sub-committee reports

All sub committees that were established at the joint GC/Board meeting in Barcelona in September 2016 have started their work. The post Vision 20/20 subcommittee started discussing options for a strategic process to identify medium and long-term priorities for PWYP. A survey among the membership on climate change is being conducted and its results will be summarized in a paper that will be made available ahead of the next GC/Board meeting. The civic space subcommittee will look at specific cases of push back against PWYP members and discuss ways to develop and implement the member protection strategy. The governance subcommittee agreed that the Secretariat will prepare a first re-draft of the Governance Manual ahead of the next GC/Board meeting.

9 Charity commission

The Chair welcomed Lawrie Simanowitz (LS), Partner, Bates Wells Braithwaite (BWB), to present the main duties and legal responsibilities of Trustees as PWYP prepares to become a UK registered charity. LS noted the key constitutional documents that trustees should be aware of, being PWYP's Governance Manual and Articles of Association. LS emphasised the charitable objects of the charity, the principal object being to promote sustainable development for the benefit of the public. Finally, he encouraged the Trustees to familiarize themselves with two key documents published by the Charity Commission: CC3 (Essential Duties of Trustees) and CC9 (Guide to campaigning). The Trustees all committed to reading these two documents. The Trustees also agreed to review the TOR of the GC liaison role and to update at each of their meetings the register of interests in light of the Charity Commission guidelines.

10 Finance Update

AD introduced this agenda item, noting that the first Finance, Fundraising and Audit subcommittee meeting had taken place in October and that he had been appointed as the chair. The Terms of Reference of that subcommittee had been agreed at the meeting and AD proposed a motion that those Terms be approved by the board, seconded by AF. The motion was carried. The Board also approved the Cash Advances Policy (motion proposed by AD and seconded by CM) and the Approval Limits Policy (motion proposed by MR and seconded by AF). CJM presented the finance report for the 10 months ended 31 October 2016. The Board discussed the contents of the report in detail and

agreed that the organisation's financial position was strong with no major issues evident at this point in the year. It was agreed to finalise the Finance Manual in 2017.

11 Review of institutional gap assessment

EP presented for the final time the progress made against the gap assessment prepared when she was appointed as ED. The board agreed that significant progress had been made in all areas that had been identified, and that this work was now complete.

12 PWYP BRICS strategy: plans for 2017

PWYP is undertaking some scoping work in India where 18 of the top 100 oil and gas firms, and 42 of the top mining 100 firms, are operating. Although some of these companies are covered under existing disclosure rules in other jurisdictions, PWYP is exploring the extent to which civil society in India is working on domestic transparency issues in the natural resource sector.

13 PWYP EU Strategy: plans for 2017

Following the vote for the UK to leave the European Union, PWYP is commissioning an options paper to assess whether PWYP can establish a presence in a EU country. The board will discuss the options at their next meeting.

14 PWYP Communications: plans for 2017

AM presented an update on PWYP's communications work since the last GC/board meeting where the communications road map had been presented. This included promoting PWYP's joint publication with CIVICUS on threats to civil society activists across the globe as well as the data extractors programme and case studies. Upcoming focus points include an emphasis on storytelling, knowledge exchange and branding. The board was very positive about the opportunities to build on the first PWYP communicators workshop.

15 Update on Africa conference

Three proposals were received and a decision will be taken by the Africa Steering Committee (ASC) before the end of the year.

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

The Chair CM closed the meeting at 16:12.