

PWYP Board meeting - 18 December 2017 - London

Attendees

Board

Aroa de la Fuente (AF) (GC/Board Liaison) (by telephone, afternoon only)

Carlo Merla (CM) (Chair)

Claire Spoons (CS)

Alan Detheridge (AD) (Treasurer)

Marcela Rozo (MR) (by telephone, afternoon only)

Julie McCarthy (JM) (by telephone, afternoon only)

Apologies

Ali Idrissa (AI)

Secretariat

Elisa Peter, Executive Director (EP)

Caroline Macleod, Director of Finance and Operations (CJM)

Stephanie Rochford, Director of Member Engagement (SR)

ACTIONS

Action	By who	By when
Revise the Anti-discrimination and Harassment Policy and circulate to the board for comment	CJM	By end January 2018
Finalise the Complaints Policy and circulate to the board for information	CJM	By end January 2018
Approve Anti-discrimination and Harassment Policy	Executive Committee	By end of February 2018
Implement data protection timetable presented to Board	CJM	May 2018
Revise the board self-assessment questionnaire to be in line with Charity Commission's guidelines on governance	CJM	Q3 2018
Complete skills mapping of current board (including self-assessment)	CJM and EP	By end January 2018
Share 2018 Programme of Work with Global Council	EP/SR	By end 2017

Ensure Finance and Fundraising subcommittee addresses exchange rate risk, reserves, overheads	CJM	By next subcommittee meeting
Prepare a timeline to implement code of governance-related recommendations	AD and CJM	By end January

DECISIONS

- PWYP’s Anti-discrimination and Harassment Policy to be reviewed on an annual basis
- The Executive subcommittee is authorised to approve the final Anti-discrimination and Harassment Policy
- Essential costs in the 2018 budget are approved
- Policies/documents approved: Complaints, Advancement, staff Development, Remuneration, TOIL and Flexible Working, Staff Handbook, Data Protection
- The Finance and Fundraising subcommittee is authorised to approve exchange rate risk mitigation measures
- The Board resolved that all secretariat directors who are confirmed in post should be added to the list of bank signatories.

Introduction

The meeting opened at 10:16. The Chair presented the agenda which was adopted. No conflicts of interest were declared. The minutes of the previous board meeting (October 2017) were approved.

Update on EU registration

CJM provided an update on the process and costs of establishing a PWYP entity in the EU. Further work is required to establish exact costs. The board were satisfied that the concerns about control and the flow of money could be addressed, and therefore the process of registering a Stichting in the Netherlands should proceed. It was noted that there is still a lot of uncertainty around Brexit but the board agreed that the current plans are still appropriate and should be pursued.

Human Resources Policies

The following five policies were circulated to the Board for comment prior to the meeting.

- Remuneration: the policy was approved.
- Staff Development: the Board discussed the need to include in the policy a list of exceptional circumstances and noted that there is already wording which covers these cases. The policy was approved.
- Staff Advancement: the policy was approved.

- Time Off in Lieu (TOIL) and Flexible Working: the Board discussed the level of discretion that the senior management team has in applying the policy and approved it.
- Staff Handbook: changes to the handbook were approved subject to an amendment to include required wording relating to parental leave.

The Board agreed that all approved policies will be reviewed in three years' time.

Anti-discrimination and Harassment Policy

A draft Anti-discrimination and Harassment Policy was circulated to the Board for comment prior to the meeting.

The Board discussed a number of issues pertaining to the draft policy, including the extent to which PWYP can play an active role in addressing harassment and anti-discrimination issues for a range of groups, from those with whom we have a contractual relationship to those that PWYP staff come into contact with (members, donors and other stakeholders, etc.). The Board agreed that this policy needs to be 'live' and reviewed on an annual basis. The goal of the policy is to create and encourage a culture of respect where all people are treated with dignity. The Board made a number of recommendations and reflections which will be included in the next draft. The Board agreed that the Executive Committee can approve the final version of the policy.

Complaints Policy

A draft Complaints Policy was circulated to the Board for comment prior to the meeting.

The Board recommended that the Board Chair be the contact person should a complaint be raised against the Executive Director. Subject to this addition the board approved the policy.

Data protection and digital security update

A draft Data-protection Policy was circulated to the Board for comment prior to the meeting.

The Board noted that this policy had been provided by PWYP lawyers, BWB. The policy reflects current legislation. The Board approved the policy. The legislation is changing in May 2018 and the policy will therefore be revised to reflect this in May 2018.

The Board noted that there is still some work to do to develop the systems that will enable the organisation to comply with the policy. It was agreed to approach BWB to complete the data protection audit. The Board noted PWYP's efforts to improve digital security by staff, including training sessions, and agreed the plan of reaching compliance by April 2018.

Risk register

There have been no changes to the risk register since the last Board meeting in October 2017. No additional concerns were noted.

Board self-assessment findings

The Board noted that the self-assessment process demonstrates good governance practice and will enable the Board members to improve in their role. The questionnaire will be reviewed in 2018 to take into account the revised Charity Governance Code's guidelines.

The Board reflected on how they can add value to fundraising, and recognised that connections and introductions are particularly important. The Board agreed to add a fundraising agenda item at one Board meeting each year and that the Board skills mapping should include identifying members' existing relations which relevant donors. It was also agreed that a "re-induction" session be a standing agenda item at each meeting and those sessions could be prepared by Board members themselves.

CM suggested that Board members could be encouraged to engage more by being given specific Board-related responsibilities. The Board noted that there is only one Board subcommittee at the moment (the Finance, Audit and Fundraising subcommittee) and considered whether a second subcommittee could be established (e.g. a Nominations and Governance sub-committee). AD also suggested considering a role for a Vice-Chair in line with the Charity Governance Code.

There was also discussion about how best to ensure that PWYP has access to legal skills, given that seeking such advice professionally is costly.

2018 Programme of Work

JM, AF and MR joined remotely for the remainder of the meeting.

EP presented the Secretariat's planning process and the 2018 programme of work which will deliver on the final year of PWYP's current three-year business plan 2016-2019. The Board discussed a number of issues including the detail of the EU Accounting Directive review; the choice of countries for engagement with OGP; the nature of PWYP's support on EITI; what potential there is for PWYP to engage more on mandatory disclosures in Latin America; how PWYP members can better use information that comes to light via investigative reporting; the value of PWYP having a more visible profile and/or positioning ourselves better among the transparency and accountability movement, including nontraditional partners. The Board welcomed the new PWYP planning process which allows for collaboration within the Secretariat and a constructive consultation process with the Board and the Global Council. The Board agreed the 2018 Programme of Work.

2018 Budget

CJM presented an overview of the 2018 budget. The Board discussed how to calculate PWYP's overheads as a proportion of its budget. The Board agreed that the Secretariat would prepare a proposal on overheads for discussion at the Finance and Fundraising subcommittee.

The Board approved the restricted and essential 2018 budget; and approved authority for the Executive Director to meet the urgent and desirable costs as and when more funding becomes available to do so. The Board noted that the required free reserves of three months operating costs have increased in light of the increase in costs and in particular the increase in staff at the Secretariat. CJM will prepare a report on reserves for the next Finance and Fundraising subcommittee.

Finance, audit and fundraising subcommittee

The Board noted that preparations are underway to prepare the PWYP annual report for 2017 and further information will be forthcoming.

AD presented the management accounts to 31 October 2017. PWYP is on target on income and expenditure.

The Board approved a motion to amend the bank signatories so that all staff at Director level are bank signatories:

- a. *Barclays.net (online banking system)*
To add all staff at Director level to the authorized approvers
- b. *Authorised bank signatories*
To add all staff at Director level to authorized signatories on all PWYP accounts

The Board noted the issue of exchange rate risk for PWYP. The Board agreed in principle with the proposal to hedge this risk. CJM will prepare a detailed proposal for the Finance, Audit and Fundraising subcommittee. The Board gave delegated authority for that subcommittee to approve the necessary risk mitigation measures.

Strategic planning process

EP provided an update on developments since October 2017 in the PWYP strategic planning process and identified a number of challenges and opportunities. She noted that written input would be commissioned in early 2018 on a range of thematic issues, and that a series of webinars would be organised to spur further debate among the PWYP membership

PWYP governance

AD presented a report benchmarking PWYP's governance practices with the recent Code of Governance published by the Charity Commission and offering a number of recommendations for consideration over the coming 12 to 18-month period. AD proposed to work with CJM to

prepare a detailed timeline to implement the recommendations in the report. The Board welcomed this proposal.

SR presented a proposal to revise the board structure in light of recent discussions relating to board effectiveness and how to ensure a sustainable board rotation process. The Board welcomed the report and agreed to consider it further in consultation with the Global Council.

Global Assembly 2019

The Board discussed various options for the location of the Global Assembly, and the pros and cons of each. The Board indicated their order of preference. The Secretariat will do some further due diligence and make a proposal to the Global Council in early January.

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

The meeting closed at 18:30.