

Internet Watch Foundation (IWF)

BOARD MEETING

10.00am – Tuesday 03 December 2019

**Zinc Network
39 York Road
London
SE1 7NQ**

MINUTES

- Present:** Andrew Puddephatt (AP) (Chair)
 Claire Bassett (CB) (Vice Chair)
 Becky Foreman (BF) (Industry Vice-Chair)
 Sue Pillar (SP)
 Jonathan Lea (JL)
 Giles Crown (GC)
 Bronagh McCloskey (BMC)
 John Parkinson (JP)
 Ganapathi Subramaniam Balasubramanian (GSB)
 Claire Lilley (CL)
- Apologies:** Uta Kohl (UTA)
 Matthew Eltringham (ME) (Funding Council Chair)
 Emma Douglas (ED) (Development Director – DD)
- Attendees:** Matthew Lohn (ML) – Fieldfisher – agenda item 5.b)
 Louise Sivey (LS) – Fieldfisher – agenda item 5.b)
- Observer:** Terry Downing (TD) – Future IWF Independent Trustee
- IWF Staff:** Susie Hargreaves (SH) (CEO)
 Fred Langford (FL) (Deputy CEO - DCEO)
 Heidi Kempster (HK) (Chief Operating Officer - COO)
 Emma Hardy (EH) (Director of Communications – DC)
 Sandrine Harvey (SJH) (Minutes)

IWF Board Closed session

There was no closed session of the IWF Board.

Actions	1. a) Welcome and Apologies
	<p>The meeting began at 10.10am. There were apologies from Uta Kohl and Matthew Eltringham. The Chair welcomed Terry Downing as an observer – Independent Trustee starting in January 2020.</p>
	<p>b) Declarations of Interest</p>
	<p>There were no declarations of interest.</p>

Actions	2. Draft minutes
SJH to amend accordingly.	<p>The minutes of the previous meeting were approved subject to the following change:</p> <p>Page 3 first bullet point should read: “To look at the feasibility to develop a Chat bot” rather than “To develop a Chat bot...”.</p>

Actions	3. Actions arising
SJH to amend the action sheet accordingly.	<p>The Chair asked the following actions to be considered as completed and included in the executive’s report for updates as these issues are long-term on-going:</p> <p>03.10.17 – 6. Chair’s report – FC to consider government funding;</p> <p>12.12.17 - 8. Policy & Public Affairs Strategy presentation, 8.1 ComRes report – MT to investigate the effective of APPG with the help of PI;</p> <p>11.04.18 – 15. AOB, Filterers – HK to report back on Filterers;</p> <p>11.04.18 – 7. Policy matters – 7.d) Government White paper – MT to prepare some parliamentary & special subject briefings.</p> <p><i>17.17.18 – 7. Policy matters – 7.e) Articles of Association:</i> This action can be considered as superseded as it has now been comprised into the issue about the new regulatory environment.</p> <p>The Board noted the paper.</p>

Actions	4. Finance committee report
<p>HK to spread the cash into other institutions.</p> <p>HK to present the cash management policy at the next Board meeting.</p>	<p>a) <i>Management accounts Q2</i></p> <p>The Chair of the Finance committee reported that there were some concerns about reaching the income targets. The breakdown of the spend on legal fees would be presented at the next Finance committee meeting in February 2020. The cashflow position is very good. It has been mentioned that the committee asked the COO to spread the amount of cash into other institutions as this was a risk.</p> <p>Advice on cash management would be given to the COO by the Finance co-optee Trustee in regard to the best way to manage cash. The cash management policy will be presented at the next meeting in March 2020 for decision.</p> <p>The budget will be presented at the next meeting in March 2020 with some clear KPIs for the Development department.</p> <p>The Chair of the Finance committee also mentioned that progress had been made on the format of the risk register and that the Impact report would be discussed under agenda item 7.</p> <p>The accounts were <i>approved</i>.</p>

	<p>b) <i>Investment review</i></p> <p>The Chair of the Finance committee reported that the investment review had been very positive and a profit was made on the investment. A review on the ethics of the investment would be considered in the next year.</p>
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Actions	5. Chair's report
	The Chair had nothing to report.

11.05am – 11.10am Break

Actions	6. Policy matters
	<p>a) <i>Role of the IWF in new regulatory environment update - presentation by the solicitors related to this matter.</i></p> <p>Following the October meeting, further to the options presented to the Board and the feedback received, the SLT worked on the suggested models considering the following three points:</p> <ul style="list-style-type: none"> • The mission of the organisation; • Engagement with the industry; • The enforcement role being provided by the IWF or a different body. <p>The aim of this was to provide some detail to the Hybrid model and the accreditations models that the Board was keen to explore further.</p> <p>The work of the SLT was further refined and at this meeting presented in the form of three models for consideration:</p> <p>(copies provided to the Board at the meeting)</p> <ul style="list-style-type: none"> • The accreditation model; • The hybrid solution – option A; • The hybrid solution – option B. <p>The difference between the option A and B is the source of funding.</p> <p>The Board would like more detail on the Hybrid model. Their initial reaction was to support Hybrid A as the least complicated way to fund the IWF but there was more work to be done, particularly with the IWF Membership to discuss options for delivery.</p> <p>It was agreed:</p> <ul style="list-style-type: none"> • Further work on the governance arrangements would be done by the solicitors and be reported back to the March Board meeting • The Chair and CEO would meet and feedback discussions so far with Funding Council. <p>12.05pm <i>The solicitors left the meeting.</i></p>

<p>SJH to provide the note about this agenda item asap.</p> <p>The solicitors to provide more details on the governance arrangements for the Hybrid models.</p> <p>EH to prepare some lines about the encryption issue before Christmas.</p> <p>Comms Working Group to meet early Jan 2020</p> <p>MT to re-evaluate the internal work and re-tender the contract with PI.</p>	<p><i>b) DoH and Encryption report</i></p> <p>The Board discussed the pros and cons about encryption. Based on the theory of privacy, encryption has benefits as messages sent are secure. However, it causes challenges in terms of removing/disrupting access to CSAM and other harms. Therefore, there is a need to investigate available legal/technical options. The Chair of the Board is going to meet with the IWF tech team on 19 December to discuss the encryption issue.</p> <p>The current US government approach is to encourage legally binding approach to be developed despite many differences in views about the way this should be accomplished.</p> <p>It has been agreed that the Communications Director would prepare some lines about the IWF's position as it is important the organisation gets the right approach. The Board also mentioned that the IWF should take into account that the issue might be bigger than expected and it should, specifically, specify the impact it could have on the IWF's services.</p> <p><i>c) Interim Comms strategy and plan</i></p> <p>The CD presented the Interim Comms Strategy and asked for clarification on the IWF's key message. The Board agreed that the IWF should say it was helping to make the internet a safer place. It also agreed that the IWF is first and foremost a child protection organisation with the secondary message being that it is a leader in technology.</p> <p><i>11.50am GS joined the meeting.</i></p> <p>It has been agreed to create a comms strategy sub-working group composed of the Chair, the Independent Vice-Chair for the CD to report back to regarding the strategy. They will support the CD in developing high levels objectives and key activities for the next 12 months.</p> <p>Public Affairs</p> <p>Public Affairs work is up in the air, pending the election on 12 December.</p> <p>Safer Internet Day in February 2020 will be a good day to explore the feasibility of establishing an APPG and will also be used as a lever to educate MPs as due to the upcoming elections, changes in champions have to be anticipated. Engagement with new MPs will also be carried out.</p> <p>The Board suggested working with our Members who have political engagement.</p> <p>The PPAM mentioned to the Board that there had been a successful round of meetings in Brussels and a simple schematic had been prepared to inform the new MEPs on the IWF's work.</p> <p>The IWF currently contracts Political Intelligence UK and Political Intelligence Brussels to deliver public affairs work. The Board agreed it was time to re-tender these contracts and to also evaluate the overall effectiveness of the public affairs programme to consider whether all activities should be brought in-house.</p>
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<p>Actions</p>	<p>7. CEO report</p>
<p>FL to include ISO certifications' recommendations for the next Hotline audit.</p> <p>SH to check the possibility of publishing in full.</p> <p>SH to pass on congratulations and thanks to the Hotline.</p> <p>CEO to follow up with CPS ad NPCC</p> <p>The Board would discuss the impact report at the away day.</p> <p>CEO to include a session on Impact at the Board away day in June 2020.</p>	<p>The CEO drew the attention of the Board to the following points:</p> <p><i>2. Strategic developments</i></p> <p><i>2.4 Hotline audit report</i></p> <p>This was the first Independent Hotline Audit since the Quality Assurance function was introduced. The CEO was pleased to report that it was positive and a validation of the work of the IWF. It would be extremely helpful in providing evidence of the IWF's important role that the IWF could play in a new regulatory environment.</p> <p>There were no major recommendations. There were a number of suggestions which the senior team will go through in detail and report back at the next meeting on suggested actions.</p> <p>A Board member suggested to consider implementation of the ISO27701 certification as recommended in the report.</p> <p>The normal practice is to publish the report in full, unredacted. However, the Board raised the issue of an organisation being named and whether this should be redacted. The CEO stated that if any elements of the report were redacted, this, immediately, raised questions from possible critics/detractors and it would be a much more positive PR story if the report could be published in full. The Board charged the CEO with the task of discussing this with the Chair of the Audit team and the organisation in question to see if the issue could be resolved.</p> <p>The Board congratulated the full team for their work and, in particular, commending the excellent work of the Hotline Manager and the Hotline team. The Board approved to publish the Hotline audit report subject to the above-suggested actions.</p> <p><i>2.5 MoU between Crown Prosecution Service (CPS) and the Association of Chief Police Officers (ACPO) update</i></p> <p>The CEO and DCEO met with the Crown Prosecution Service (CPS) and a representative of the National Police Chiefs' Council (NPCC) to discuss a number of requests in relation to updating and broadening the scope of the MoU which governs the operations of the IWF by providing the necessary protections to the staff from prosecution.</p> <p><i>3. Development Director (DD) and Impact Report</i></p> <p>The CEO apologised for not being able to present a draft Impact Report as expected. As reported, it would now be deferred to be either included as part of the Trustee Report or as a stand-alone companion piece to the Trustee Report which would be published in September/October 2020. The Chair of the Finance committee who previewed a first draft of the copy thought it was still too focussed on positive PR and not enough self-reflection on effectiveness, impact and lessons learnt on. The Chair of the Board suggested that 'Impact' should be discussed at the Board awayday in June.</p> <p>The Board noted the paper.</p>

<p>Actions</p>	<p>8. Communications report</p>
<p>EH to create guidance as to the methodology IWF employs when counting</p>	<p>The CD brought the attention of the Board to the Telegraph article, which had been a learning curve for the organisation in terms of resources needed to answer the query as well as the way the data was released. She mentioned that, in the future, it is expected that these kind of media requests would be more frequent, and the Board should give clear guidance on how to deal with these. An Industry Board</p>

<p>instances of CSAM. This should be shared with IWF Members.</p>	<p>member mentioned the CD managed well the issue and she should be able to use her discretion when needed.</p> <p>It has been agreed that the CD would produce guidance for Industry Members about how IWF counted CSAM instances to avoid any of the encountered.</p> <p>The Board noted the paper.</p>
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<p>Actions</p>	<p>9. Technical report</p>
	<p><i>17. Hotline review update</i></p> <p>The DCEO updated the Board that a salary had been overlooked from the review paper considered in October and this would result in an additional ask in order to make the Technical Project Officer's position permanent from April 2020 as the position was a 1-year secondment from the Hotline team. For the recommendations to be delivered within the quoted timeframes, the current level of staffing is required. The Board noted this update and approved the additional request and making the position permanent.</p> <p>The DCEO also clarified that the contribution from Qumodo was an engineering development contribution being redirected from an existing Home Office Innovation fund underspend for their work on the project internally and was not financial contribution to the IWF.</p> <p><i>ISO external audit contract</i></p> <p>The Board agreed to renew the contract with the ISO external auditors for the next three years and lift the policy procurement in this case.</p> <p>The Board noted the paper.</p>

<p>Actions</p>	<p>10. COO report</p>
	<p>The COO brought to the attention of the Board the rent review. The IWF and the landlord have finally agreed an increase to the rent from £25/sqm to £27/sqm backdated from 7 May 2019. The COO recommends the Board to accept the increase.</p> <p>The Board approved the rent review.</p> <p>The Board noted the paper.</p>

<p>Actions</p>	<p>11. Development report</p>
	<p>The Board is aware that the Development Director tendered her resignation and would be leaving the IWF by the end of December 2019. The team would be managed as follows:</p> <ul style="list-style-type: none"> • The CEO would take over the International Development Manager; • The COO would take over the membership team; and

<p>SH to demonstrate the value brought in by the international portals as part of the impact session at the Awayday</p>	<ul style="list-style-type: none"> The position of the Marketing and Event Manager would be a permanent move in the Communications' department. <p>4. <i>Transparency and Accountability</i></p> <p>4.1 <i>Services update</i></p> <p>The services audit update is still on-going.</p> <p>It has been asked to demonstrate the value the international portals were bringing to the IWF.</p> <p>The Board noted the paper.</p>
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<p>Actions</p>	<p>12. Risk register review</p>
	<p>The COO mentioned that the register was still work in progress, but the format had been amended as requested.</p> <p>The CEO mentioned the data sharing was still in discussion; one issue was resolved, however, some other data sharing was still an issue due to GDPR requests.</p> <p>The Board noted the paper.</p>

<p>Actions</p>	<p>13. Policies' ratification</p>
	<p>a) <i>Trustees' expenses policy</i></p> <p>The Board approved this policy.</p> <p>b) <i>Environmental policy</i></p> <p>The Board approved this policy.</p>

<p>Actions</p>	<p>14. AOB</p>
<p>EH to remove the word "horrific" from the ads.</p> <p>EH to brief the council about the campaign.</p> <p>EH to clarify a line about contribution.</p>	<ul style="list-style-type: none"> The CEO mentioned to the Board that following the case of Superintendent Robyn Williams, a review of the process on reporting images would be presented to the staff at the next coffee morning and advice sought. The Communications Director pointed out that in February 2020, the Cambridge tech campaign would start around business parks to target tech companies in the area; this later might provoke some reactions due to the word "sexual" being used. It is necessary to use the word "sexual" as this is the nature of the IWF's work. Ads for the campaign have been presented to the Board; these were approved subject to the removal of the word "horrific" as there was no need to emphasise the horror of the issue. A Board member suggested to brief the local council about the campaign. Clarifying a line about how people can contribute was needed. An academic lunch with universities and tech experts as well as a fundraiser dinner possibly in a Cambridge college are being planned.

	<ul style="list-style-type: none"> • The CEO thanked Zinc Network for hosting the Board and AGM and for their ongoing work they have done on a pro-bono basis. • The Chair thanked SP for her commitment over the last six years and wished her all the best for the future. SP presented a gift to the analysts for all their hard work with a subscription to “Lonely Planet” and wished all the best to the IWF.
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Actions	15. Dates of next meetings
	<ul style="list-style-type: none"> • 17 March 2020 – venue TBC; • 01-02 June 2020 – Board away day – Cambridge venue TBC; • 21 July 2020 – venue TBC; • 08 October 2020 – venue TBC; • 01 December 2020 – London venue TBC. <p>AGM</p> <ul style="list-style-type: none"> • 01 December 2020 after the Board meeting and lunch – London venue TBC.

The meeting ended at 12.55pm.