

Internet Watch Foundation (IWF)

BOARD MEETING

10.00am - Friday 05 April 2019

**ComRes
4 Millbank
London
SW1P 3JA**

MINUTES

- Present:** Andrew Puddephatt (AP) (Chair)
Jonathan Drori (JD) (Vice Chair)
John Parkinson (JP)
Claire Bassett (CB)
Uta Kohl (UTA)
Sue Pillar (SP)
Jonathan Lea (JL)
Jacquie Mellor (JM)
Helen Dent (HD)
Katie O'Donovan (KOD)
- Apologies:** Becky Foreman (BF) (Industry Vice-Chair)
Matthew Eltringham (ME) (Funding Council Chair)
- 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)
Emma Douglas (ED) (Development Director – DD)
Sandrine Harvey (SJH) (Minutes)

IWF Board Closed session

There was a closed session of the IWF Board from 10.00am to 10.15am.

Actions	1. a) Welcome and Apologies
	The meeting began at 10.15am. There were apologies from Becky Foreman and Matthew Eltringham.
	b) Declarations of Interest
	There were no declarations of interest.

Actions	2. Draft minutes
<i>SJH to amend accordingly</i>	<p>The minutes of the previous meeting were approved subject to the following amendments:</p> <p>7. CEO report - 3. Public Affairs Update - 3.2.2 E-privacy</p> <p>The first sentence should read “We believe the poorly drafted e-privacy legislation...so no longer present an immediate challenge to the IWF” rather than “We believe the threat to bring in e-privacy legislation...so no longer presents and immediate threat to the IWF.”</p> <p>11. COO report – 3.3. Cash management</p> <p>In the second sentence of the first paragraph, the name of the financial company should be corrected as mentioned.</p> <p>Action: SJH to amend accordingly.</p>

Actions	3. Actions arising
	<p>The Terms of Reference for the Finance Committee have been approved by the Board further to clarifying that the committee would look at the risk register in its entity. The Board also requested to look at the register at each meeting.</p> <p>The Board noted the paper.</p>

Actions	4. FC Communique
<p><i>EH to send any public papers from the IWF to the Members 24 hours ahead of the publication under embargo.</i></p> <p><i>AP to talk to ME re. process of communication between the FC and executives.</i></p>	<p>a) <i>27 February 2019</i></p> <p>One of the Industry Trustees reported that FC would have liked to have been consulted prior to the IWF sending out the IWF Position Paper on the Online Harm’s White Paper. The Executive did consult widely prior to submission and this included asking for feedback from the Industry Board members prior to submission. However, it did not go to FC per se, so the Board acknowledged the request of the FC and agreed that where and when possible, the organisation will inform all the Members 24 hours ahead of publication of the IWF’s view under embargo. However, the Members needed to appreciate that it would not be possible to include everyone’s views/comments as the final paper would represent the view from the IWF.</p> <p>Action: EH to send any public papers from the IWF to the Members 24 hours ahead of the publication under embargo.</p> <p>This issue raised another concern about communication between the industry Board members and FC. The Chair agreed to talk to the FC Chair to improve the communication process.</p> <p>Action: AP to talk to ME re. process of communication between the FC and executives.</p>

	<p>b) <i>Transparency and accountability report update</i></p> <p>The COO, also the leader of the transparency and accountability group, updated the Board about the first meeting. It had been a challenging meeting and more work was required to clarify the terms of reference. She informed that an audit of services taken by the Members had been initiated to help in the creation of the policy.</p> <p>She also pointed out that several governance issues had been raised during the course of the meeting and would be brought back to the Board in due course.</p> <p>The Board agreed that the role of the group is to run a pilot project which would review service uptake and test different methods of holding Members to account and the extent to which this can be made transparent to a wider audience. Governance issues may arise as part of this process, but this is not the main function of the pilot.</p> <p>The next meeting is due to be scheduled and the working group will be extending the group of Members, as requested by the Funding Council, to make it more representative.</p> <p>The Chair pointed out that the audit of the services taken up by the Members would be presented at the Board away day as this issue goes to the heart of the business model.</p>
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Actions	5. Finance committee report
	<p>The Chair of the finance committee reported the following:</p> <p>a) <i>Management accounts Q3</i></p> <p>There were no concerns about the accounts to report; the negative result anticipated was better than budgeted and no progress has been made in the cash management strategy.</p> <p>The Board noted the accounts.</p> <p>b) <i>Budget 2019/20 and associated forecasts</i></p> <p>The COO pointed out that the major change in the budget was the salaries as a result of the restructure and the benchmarking of the analyst salaries</p> <p>She also highlighted the following points:</p> <ul style="list-style-type: none"> • the rent of the office is being discussed as we have reached the 5-year mid-point and an increase is anticipated due to the newly built station in Cambridge North. • The biggest concern is the EU grant, which runs until the end of 2020 and has not been taken into consideration after that date. • The biggest impact on the budget is the Development strategy and the forecasted income generated by the new sources of income. <p>The Chair of the finance committee mentioned that the committee asked to see a separation of the income generated from the membership by the Members, and the income generated from other services. Clear objectives of what is membership should be defined.</p>

<p>SJH to add an agenda item for the Risk register</p>	<p>Another Board member also asked to consider separating the spend on creating the Development Department, from the income.</p> <p><i>c) Risk register</i></p> <p>The Chair of the finance committee reported the five risks, which were red and high risks.</p> <p>The Board agreed the risk register should be reviewed by the Board at their meetings. The Chair of the Board made it a requirement to have the risk register a standard item on the agenda.</p> <p>Action: SJH to add an agenda item on the Board agenda.</p> <p>No issues were raised during the interim audit.</p> <p>A Board member indicated that at least one new Trustee should be appointed to the finance committee.</p>
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<p>Actions</p>	<p>6. Chair's report</p>
<p>Executive to prepare a pack for the away day as requested.</p>	<p>The Chair reported that he had met with the Hotline team and was interested in exploring whether the current services model is the most effective use of time to achieve the overall mission. Therefore, he suggested to focus during the Board away day on the business model and the wider issue as:</p> <ul style="list-style-type: none"> • How to disrupt the supply and demand? • How to contribute to the Prevent agenda? • What is the Board's risk appetite for tackling demand and prevention?

<p>Actions</p>	<p>7. Policy matters</p>
	<p><i>a) Development strategy presentation</i></p> <p>The DD presented the Development strategy stating that the future direction for growing and diversifying funding builds on a strong and enviable position.</p> <p>The Board approved the strategy and noted the paper.</p> <p><i>There was a 5-minute break from 11.30am to 11.35am.</i></p> <p><i>b) DNS over HTTPS (DoH) report</i></p> <p>The DCEO briefed the Board on how DoH worked and why this could impact IWF and victims of sexual abuse whose images are online. The DCEO suggested to work with browsers and manufacturers to understand the challenges and new technologies as well as continuing the work with industry and to contribute to relevant groups discussing DoH. The DCEO also mentioned the potential impact upon the ongoing transparency and accountability discussions.</p> <p>An industry member agreed that the CTO's recommendations formed the correct approach as the full implications of implementation of DoH are not currently clear.</p> <p>The IWF should think about the market development and how to work in a fast-changing environment. Some technologies are already out on the market to</p>

	<p>intervene, the IWF will have to consider the way it can adapt and face new technology.</p> <p>This risk is a high risk and highlighted in red in the register.</p> <p><i>c) GDPR/data sharing update</i></p> <p>The data sharing issue around the CAID hashes data should be resolved by the end of May and the IWF will be able to put the hashes into its crawler solution once finalised; this would provide a more effective crawler.</p> <p>The DCEO stressed the difficulties in coming to an agreement when working with stakeholders who have different legal requirements. This is mainly due to agencies' risk-averse nature to data sharing.</p> <p>The Board noted the paper.</p> <p><i>d) Online Harm White paper (OHWP)</i></p> <p>The CEO had a briefing call from DCMS confirming the launch on Monday 8 April 2019. After that, there will be a 12-week consultation period.</p> <p>A Board member queried whether the definition of harm had been clarified; there was no mention about the definition. The CEO intends to respond to the announcement and the Chair mentioned there should be a role for the IWF in helping to shape the new regulatory landscape.</p>
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Actions	8. CEO report
<p>SJH to send email to the Board re. recruitment.</p>	<p><i>2. Strategic Developments</i></p> <p><i>2.2.4 Independent Inquiry into Child Sexual Abuse (IICSA)</i></p> <p>The CEO pointed out that the IICSA was starting mid-May for two weeks and that she would attend with the Policy and Public Affairs Manager. She stressed the importance of the Inquiry to the IWF in terms of reputation/profile but also, as it positions us as a major element of any future regulatory landscape.</p> <p><i>2.3 EU Funding and UK Safer Internet Centre (UKSIC)</i></p> <p>In December 2020, the funding for UKSIC will come to an end. The partners in the UKSIC are spending a day hosted by PA Consulting exploring the future relationship and role of the Centre.</p> <p><i>2.7 Adult Industry</i></p> <p>The adult provider has agreed to join the IWF on the basis of a one-year pilot membership and has been informed that their membership cannot commence before the age verification has been put in place, which is expected to be in June 2019. They will also be required to confirm that their VPN service, which enables people to circumvent age verification, is not available in the UK. The Board approved this approach.</p> <p><i>2.9 Trustees' recruitment</i></p> <p>The CEO informed the Board that Peridot Partners would begin the process to recruit new Board members in May and the ad for the positions would be sent to the Board.</p> <p>Action: SJH to send email to the Board for new Board members' recruitment.</p>

	<p><i>5. Projects</i></p> <p><i>5.1 IC Notify</i></p> <p>The project is about to start subject to signing the agreement, and once the technology is developed will run for a period of six months. The Advisory Group has been established with participation from the core partners.</p> <p><i>5.2 Report remove</i></p> <p>The project is still stalled due to resolving law enforcement responsibilities to investigate and is awaiting a policy decision from the Home Office to resolve this.</p> <p>The Board noted the paper.</p>
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Actions	9. Communication report
JD to help EH with communications to segment social media.	<p><i>2. PR and marketing</i></p> <p>2.5 It has been suggested that messaging around numbers might be countering to the positive work done and not attract the right media. Strategic media presence should be sought in positioning the IWF with leader magazine/media in technology.</p> <p>5. Communications review</p> <p>The CD pointed out that the language used to ask the public to report CSAM would be reviewed in order to make it more understandable. It has also been said that public reports despite their inaccuracies in some cases were still a source of intelligence for the analysts.</p> <p>A review of the website will also be commissioned to give a more human side. A Board member offered to help with the communications review to segment social media.</p> <p>Action: JD to help EH with communications to segment social media.</p>

Actions	10. Technical report
	<p>21. Advertising Agency/Home Office</p> <p>The DCEO reported that the project was still on-going. The Board noted the paper.</p>

Actions	11. COO report
	<p>The COO reported that the salaries for the Hotline had been benchmarked as requested and reported that their salaries were broadly comparable to similar roles elsewhere, however their salaries would be increased to bring them into line with the higher end of the benchmarking results.</p> <p>The Chair also mentioned that he met with all the analysts during his last visit to the office and they were all very committed and seemed happy.</p>

SH to report back to the staff the approval of the cost of living.	<p>Cost of living</p> <p>The Board endorsed the cost of living for the staff at 2%</p> <p>Action: SH to report back to the staff the approval of the cost of living.</p> <p>The COO brought to the Board's attention a payment issue with a Member, which is now in the process of being resolved. The error was created by both internal issues in the IWF and by the Member.</p>
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Actions	12. Development report
	The Board noted the paper.

Actions	13. AOB
	<ul style="list-style-type: none"> • <i>Away day agenda ideas</i> <p>The Board agreed to talk about prevention during the Board away day in June.</p> <ul style="list-style-type: none"> • <i>Governance</i> <ul style="list-style-type: none"> ○ <i>Board members' re-election ratification</i> <p>The Board ratified the re-election for a second term for Helen Dent and Jonathan Lea.</p> ○ <i>Articles amendment</i> <p>The CEO mentioned that some amendments in the Articles were needed regarding the remote voting and an EGM might be called. However, as some other changes might be needed, this review might be presented at the AGM for an overall review of the Articles and integrate the remote voting.</p> <p>KOD – Industry Trustee – informed the Board of her decision to stand down from the Funding Council and Board after one term; she thanked the Board for the last three years. The Chair thanked Katie for her valuable contribution and support.</p>

Actions	14. Dates of next meetings
	<ul style="list-style-type: none"> • 10-11 June Board away day – The Tamburlaine, Cambridge • 23 July 2019 – venue TBC • 22 October 2019 – venue TBC • 10 December 2019 – venue TBC <p>AGM</p> <ul style="list-style-type: none"> • To be agreed.

The meeting ended at 1.00pm.