

Internet Watch Foundation (IWF)

BOARD MEETING

10.00am – Tuesday 23 July 2019

**Microsoft
2 Kingdom Street
London
W2 6BD**

MINUTES

Present: Andrew Puddephatt (AP) (Chair)
Jonathan Drori (JD) (Vice Chair)
Becky Foreman (BF) (Industry Vice-Chair)
Claire Bassett (CB)
Uta Kohl (UTA)
Sue Pillar (SP)
Jonathan Lea (JL)
Helen Dent (HD)
Claire Lilley (CL)
Bronagh McCloskey (BMC)

Apologies: John Parkinson (JP)

Observers: Matthew Eltringham (ME) (Funding Council Chair)
Ganapathi Subramaniam Balasubramanian (GSB)

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 10.40am.

Actions	1. a) Welcome and Apologies
	The meeting began at 10.45am. There were apologies from John Parkinson. The Chair welcomed Ganapathi Subramaniam Balasubramanian as newly appointed Independent Trustee as an observer. He is due to take up his position on 01 September 2019.
	b) Declarations of Interest
	There were no declarations of interest.
Actions	2. Draft minutes
	The minutes of the previous meeting were approved .

Actions	3. Actions arising
	The Board noted the paper.

Actions	4. FC Communique
AP to talk to ME re. process of communication between the FC and executives.	<p>a) <i>02 April 2019</i></p> <p>The Board noted the communique.</p> <p>b) <i>04 June 2019</i></p> <p>The Industry Vice-Chair updated the Board verbally that no particular issues were reported and the OHWP was the main focus of the meeting.</p> <p>c) <i>Transparency and accountability report update</i></p> <p>The Chair of the Funding Council reported that the last meeting had been difficult and progress on the audit services' report would be discussed at the next FC meeting in August.</p>

Actions	5. Finance committee report
<p>CEO & COO to review and update the risk register.</p> <p>SJH to send the link about the</p>	<p>The Chair of the Finance Committee reported the following:</p> <p>a) <i>Year-end Management accounts</i></p> <p>The year-end result was positive with expenditure considerably less than expected in part due to scheduling issues so a number of balances would be carried forward. The Chair of the Board queried whether the surplus was due to a decrease in expenditure or an increase in membership. The COO confirmed it was a mixture of both. There had been increases in income as well as prudent expenditure resulting in an overall positive balance.</p> <p>The committee Chair was concerned that the organisation still holds a large amount in cash in one account despite having moved a substantial sum into an investment portfolio. This was discussed at the last Finance committee and added onto the risk register. The Chair of the Finance Committee pointed out that the cash management strategy was still on-going. They had been working with a Financial Planning Adviser, who had not delivered the expected results and therefore the Finance committee recommended looking for another financial adviser.</p> <p>The new investment company will present at the next Finance committee in September the result for the investment so far.</p> <p>The Board noted the accounts and commended the team for a strong year end.</p> <p>The Chair of the Finance Committee also reported that some issues were still high risk.</p> <p>The CEO and COO gave a verbal update about the risk register as they had reviewed it in detail and felt it needed major reworking to reflect and separate more</p>

Institute of Risk Management.	<p>clearly the strategic from the operational issues and to ensure it aligned with ISO270001 risk requirements. The format would be reviewed with some new categorisations as well. The new register would be presented at the next Board meeting in October after it had been presented to the Finance committee in September.</p> <p>The Chair of the Finance Committee asked that the link to the Institute of Risk Management should be sent to the Board as reference.</p>
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Actions	6. Chair's report
	<p>Three new Trustees have been recruited: Giles Crown, Ganapathi Subramaniam Balasubramanian will start their terms on 01 September 2019 and Terry Downing on 01 January 2020.</p>

Actions	7. Policy matters
<p>SH to update the Board at the December meeting.</p> <p>SH to update the Board about IC Notify in December.</p>	<p><i>a) Report Remove project</i></p> <p>The CEO reminded the Board of the aim of the project and its challenges. The project start date has been held up due to the need to resolve the reporting requirements between UK and US law enforcement and the mandatory reporting requirement for US industry which might have resulted in young people being investigated by the police. This has now been resolved with a reporting flow agreed and a soft launch of the project is expected to take place in September. This will be reviewed, in December and the intention is to launch a national campaign will take place in January 2020. A bid is being submitted to an IWF top tier member to sponsor the campaign.</p> <p>An update will be given at the December meeting.</p> <p><i>b) IC Notify</i></p> <p>The CEO gave a brief update about the project and that the legal agreement has been resolved which would mean the start date is imminent. Further updates will be given to the Board at the December Board meeting.</p> <p><i>d) CSEA Draft Code of Practice</i></p> <p>The Board exchanged views about the CSEA Draft Code of Practice. 11.25am MT left the meeting.</p> <p><i>c) Online Harm White paper (OHWP)</i></p> <p>The CEO thanked the Board for their prompt response to the IWF's draft to the OHWP.</p> <p>She explained that it was difficult to complete the level of consultation required and incorporate the wide range of views given the short turnaround time. Overall the team were pleased with the response but agreed it could have been stronger in places. The team welcomed advice from the Board about improving future policy responses.</p> <p>The CEO raised the issue of impact on staff of the OHWP. The IWF operations are unique, with staff dealing with highly sensitive, potentially stressful material and they</p>

	<p>are easily unsettled so it is essential that if there are any changes that might affect them that it was communicated clearly to them. It was agreed that at present there was nothing for the staff to be concerned about and that if there were any changes, they are likely to be some years off. However, it was agreed that the welfare of the staff must come first.</p> <p>The Chair acknowledged that the IWF would have a role to play in the new legislation, but it was still uncertain what this would be and this matter should be discussed more in depth at the next Board meeting in October, when the recommendations from a law firm would be presented. The Board agreed to extend the meeting until 3pm.</p>
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Actions	8. CEO report
	<p><i>The CEO updated the Board on the following points:</i></p> <p><i>2. Strategic Developments</i></p> <p><i>2.8 Adult industry</i></p> <p>As the introduction of age verification on adult sites has been postponed again, the pilot membership for the adult industry member has also been put on hold.</p> <p><i>2.7 Information Sharing agreement</i></p> <p>The DCEO updated the Board that a hash sharing agreement with IWF and CAID/NPCC controllers had been finalised for signature. A separate bilateral sharing agreement is being negotiated with the US.</p> <p><i>2.9 UK Safer Internet Centre (UKSIC)</i></p> <p>The IWF is a partner in the UKSIC with Childnet and SWGfL. The partners are working together on a long-term strategy and plan to maximise potential of the partnership. This included working with PA Consulting. A presentation will be made to the Board at a future meeting.</p> <p>The Board noted the paper.</p>

Actions	9. Communication report
	<p>6. Campaigns</p> <p>6.2 Self-generated campaign</p> <p>The Board was told about the increase in self-generated content which currently accounts for a third of all reports actioned. Of these 96% are of girls and 85% of them have been assessed as aged 11-13. There is, therefore, an urgent need to focus on this with the next harm reduction campaign. It would be carried out as a UK Safer Internet Centre campaign, rather than just the IWF as required a holistic approach to messaging and education. It is likely to target young girls, parents and potentially schools. A roundtable of key stakeholders is being planned to discuss the problem, potential solutions and how to deliver an effective campaign</p> <p>The Board noted the paper.</p>

There was a 5-minute break between 11.49am – 11.55am

Actions	10. Technical report
	<p>The DCEO fed back about the second successful hackathon sponsored by Santander, which took place on Saturday 20 July 2019.</p> <p>The Hackathon provided six challenges to a group of technical volunteers. The hackathon is organised to leverage support from engineers not usually associated with the IWF to assist in addressing operational technical issues.</p> <p><i>10. Classifier Projects</i></p> <p>The DCEO reported that classifiers could be one of the cutting-edge technologies to help the IWF to remove CSAM by semi-automating image assessment depending on the risk appetite when using artificial intelligence/machine learning techniques.</p> <p><i>17.3 DNS over HTTPS (DoH)</i></p> <p>The CEO reported that the DCEO was doing an excellent job leading the debate about the serious threat DoH would play if universally adopted meaning that it would no longer be possible to intercept traffic and block/filter.</p> <p>The Board noted the paper.</p>

Actions	11. COO report
	<p>The COO updated the Board on two members of staff resigning due to change of personal circumstances: The Press Officer as well as the newly appointed Finance Assistant; both positions would be advertised as soon as possible.</p> <p>A Board member queried about the audit's development. The COO said only one journal requiring correction was found and congratulated the Finance Officer for all her work.</p> <p>The Board noted the paper.</p>

Actions	12. Development report
ED to send the audit service report to the Board once completed.	<p>The DD updated the Board on the Services Audit. The Development Team have been working hard over the last six weeks reaching out to all Members to discuss IWF service provision. At the time of the meeting, discussions had been held with 124 out of 146 Members and efforts would be continued to be made to contact the remaining 22 Members who had not responded thus far. The aims of the Services Audit were revised to reflect a Board member's advice about other measures internet companies may employ to target CSAM. The Audit had revealed that communication to Members about services could be improved to ensure all were aware of the suite of services available. It was also revealing different uses of services for further exploration.</p> <p>The DD agreed to circulate the Services Audit to Board members prior to the Funding Council meeting on 6 August.</p> <p><i>3.2 Fundraising applications and developments</i></p>

	<p>3.2.1 The Board was informed that the new donation facilities allowing people to give money to IWF on the IWF website and through Facebook were receiving some donations. A Board member suggested driving traffic towards these through social media which the DD confirmed is planned.</p> <p>3.2.4 The DD confirmed that the Nominet Foundation grant of £100k a year over 3-5 years towards technical innovation projects had been formally agreed. In year 1, the fund would be used for the tech development of IC Notify and the classifiers project.</p> <p>The Board noted the paper.</p>
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Actions	13. Risk register
	This item has been updated under item 5. Finance committee report.

Actions	14. AOB
<p>SJH to circulate the Giles' and Terry's CVs to the Board.</p> <p>SJH to circulate Tom's CV to the Board.</p>	<ul style="list-style-type: none"> • <i>Governance</i> <ul style="list-style-type: none"> ○ <i>Finance committee members' election</i> <p>The Chair nominated new Trustees Giles Crown and Terry Downing as Finance committee members. The Board asked for their CVs to be circulated pending approval electronically.</p> ○ <i>Co-opted Finance committee member</i> <p>The Chair proposed that Tom Martin be co-opted to the Finance committee. He had offered his services to support the finance team. The Board asked for his CV to be circulated and for their approval to be given electronically.</p> ○ <i>Portal</i> <p>The Board approved the purchase and implementation of a Board Portal to share information in the future as long as hard copies are still available on request.</p> • <i>Hotline Audit</i> <p>The CEO informed the Board that the Hotline Audit will take place in November 2019. Sir Mark Hedley, IWF's Independent Inspector will be heading the audit team, which will be made of:</p> <ul style="list-style-type: none"> • one expert in law enforcement, • one in security, and • one in welfare. <p>The audit will last two days and the aim is to publish the report unredacted. It has been queried, whether there had been a need for an expert in Human Rights to the panel. The CEO explained the scope of the audit was limited to the operations of the Hotline and not the IWF in its wider sense. However, the Chair and the Executive team were keen to commission another Human Rights Audit to follow up on the one completed by Lord Macdonald in 2014.</p> • <i>Legal Support</i> <p>During the recent restructure, the Board had considered the recruitment of an in-house lawyer, to support the legal work undertaken by the IWF's external law firm, although after discussion, it was decided to work initially a law firm on an "on</p>

	<p>demand” basis. Although the service provided by the firm in question was excellent, the available time and cost was not meeting the legal needs of the organisation and consequently many crucial projects were being held back and a huge backlog had built up. The Board agreed that the Executive should discuss with the external law firm if they could provide a more comprehensive service, including perhaps the possibility of seconding a junior, or explore the feasibility of recruiting an in-house lawyer. As the matter is urgent it was agreed that the Chair would approve any decision.</p> <p>At the end of the meeting, the Chair expressed his gratitude to Helen Dent who is resigning from the Board and Jon Drori for completing two full terms of office with both finishing on 01 September 2019. The Chair thanked them both for their invaluable contributions as well as their support to the organisation during their time.</p>
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Actions	15. Dates of next meetings
	<ul style="list-style-type: none"> • 22 October 2019 – venue TBC – this meeting will be extended and will finish at 3pm. • 03 December 2019 – venue TBC <p>AGM</p> <ul style="list-style-type: none"> • 03 December 2019 – venue TBC.

The meeting ended at 1.00pm.