

**Internet Watch Foundation****BOARD MEETING****10.00am - Tuesday 11 December 2018****PA Consulting  
10 Bressenden Place  
London  
SW1E 5DN****MINUTES**

<b>Present:</b>	Andrew Puddephatt (AP) (Chair) Jonathan Drori (JD) (Vice Chair) Claire Bassett (CB) Sue Pillar (SP) Jacquie Mellor (JM) Jonathan Lea (JL) Becky Foreman (BF) (Industry Vice-Chair) Katie O'Donovan (KOD)
<b>Apologies:</b>	Emma Hardy (EH) (Director of External Relations – DER) Helen Dent (HD) Uta Kohl (UTA) John Parkinson (JP)
<b>Observer:</b>	Matthew Eltringham (ME) (Funding Council Chair)
<b>IWF Staff:</b>	Susie Hargreaves (SH) (CEO) Fred Langford (FL) (Deputy CEO & CTO - DCEO) Heidi Kempster (HK) (Chief Operations Officer - COO) Emma Douglas (ED) (Development Director – DD) Sandrine Harvey (SJH) (Minutes)

**IWF Board Closed session**

There was a closed session of the IWF Board from 10.15am to 10.50am.

**1. a) Welcome and Apologies**

<b>ACTIONS</b>	<b>SUMMARY</b>
	The meeting began at 10.50am. There were apologies from Helen Dent and John Parkinson independent trustees and Emma Hardy (Director of External Relations)

**b) Declarations of Interest**

<b>ACTIONS</b>	<b>SUMMARY</b>
	There were no declarations of interest.

## 2. Draft minutes

ACTIONS	SUMMARY
	The minutes of the previous meeting were <b>approved</b> .

## 3. Actions arising

ACTIONS	SUMMARY
	The Board noted the paper.

## 4. Audit committee report

ACTIONS	SUMMARY
	<p><b>a) Management accounts Q2</b></p> <p>No issues were reported. The Chair of the audit committee pointed out that the deficit was lower than anticipated and positive variances on the income. He reminded the Board that membership income was shown on an accrual basis. The Board noted the paper.</p>
<p><b>SH to sign the letter of representation.</b></p>	<p><b>b) Letter of representation</b></p> <p>The CEO explained to the Board that IWL was a trading subsidiary of the IWF as all the current income generation meets IWF's charitable objectives it was not currently needed, so a decision had been taken to make it dormant and revive it if required for potential future trading income streams. The Board <b>approved</b> the auditors' letter of representation.</p>

## 5. Chair's report

ACTIONS	SUMMARY
	The Chair had no issues to report.

## 6. Policy matters

ACTIONS	SUMMARY
	<p><b>6.a) Position paper on regulation</b></p> <p>The Chair reported to the Board that the IWF hosted a meeting with some key companies and Home Office representatives in order to share views on the Government White Paper and any proposals to regulate in the space. The notes from the meeting were available for the Trustees on request.</p> <p>The Chair pointed out that it was important that the IWF had a view about regulation, which is why the discussion paper had been brought to the Board.</p>

***SH to re-work the paper and circulate to the Board.***

The Board, generally, thought the paper was a good start, however the IWF should also take into consideration the following factors:

- Some form of regulation seems inevitable and the IWF can play a role in shaping this;
- The IWF is a world expert in the tackling CSAM/Illegal content and needs to ensure its voice is listened to in this regard but also take a cautious approach to commenting on 'harmful' content which is outside of the IWF's area of expertise;
- It will be essential to provide evidence for our position.
- The IWF should position itself as a thought leader in the space.
- The Government needs to clarify in law what is means by harmful content.
- The political environment is constantly changing, and this should be considered requiring IWF to take a flexible approach.
- The IWF should also address the issue about the need to tackle the demand for CSAM and should keep pushing this message out.
- The IWF is in an excellent position to act as a broker between various parties and can play an important role changing the current relationship between Government and the internet industry.
- As a charity we need to be clear that we are acting for public benefit and not for self-interest/self-preservation.

The IWF should stress it works in partnership rather than focusing on self-regulation.

The CEO informed the Board that many Parliamentarians and Law Enforcement contacts held the view that self-regulation did not work at all because industry does not do enough without acknowledging the huge amount of work and success in the space of disrupting and removing online CSAM. She has to work hard to redress this perception and the planned clear transparency and accountability policy and pilot will help.

The Board **agreed** that the paper should be re-worked and circulated taking into account the comments made.

11.45am – 11.55am break

## 7. CEO report

ACTIONS	SUMMARY
	<p><b>2. Strategic Developments</b></p> <p>The CEO brought the following points to the Board's attention:</p> <p><b>2.1 UK Government Relations</b></p> <p><b>2.1.1 Home Office Relations and 2.1.3 DCMS Secretary of State Rt. Hon Jeremy Wright</b></p> <p>The relations with both Home of Office and DCMS are currently good.</p> <p><b>2.1.4 The Independent Inquiry into Child Sexual Abuse (IICSA)</b></p> <p>The CEO reminded the Board the IWF had been confirmed as core participant to the inquiry and, probably, a law firm would accompany the IWF to represent the organisation at the next evidence sessions in May 2019.</p> <p><b>2.4 GCHQ</b></p> <p>The CEO brought to the Board's attention that the MoU between the IWF and GCHQ had been superseded by the existing projects already in place.</p> <p><b>2.6 Adult industry</b></p> <p>A proposal to join the IWF on a pilot basis has been submitted to an adult content provider. The parent company would join on the highest membership fee or even higher and only when they have implemented their age verification system as required by the Digital Economy Act. They would be required to take the hash list and deploy it across their many services.</p> <p>In preparation for this scenario happening, a communications plan will be put into place.</p>
	<p><b>3. Public Affairs Update</b></p> <p><b>3.2.2 E-privacy</b></p> <p>We believe the poorly drafted e-privacy legislation to be brought in the EU which would prohibit scanning for illegal content has been shelved at least temporarily if not permanently so no longer represents an immediate threat to the IWF.</p>
	<p><b>5. Projects</b></p> <p><b>5.1 IC Notify</b></p> <p>The work is progressing well and a call with the IWF and one of the parties is being arranged beginning of 2019 to discuss the legal agreement with the intention of starting the pilot as soon as the agreement is signed by the parties.</p> <p>The Board noted the paper.</p>

## 8. Communications report

ACTIONS	SUMMARY
<i><b>EH to provide a communication strategy at the next Board meeting.</b></i>	<p>A communications strategy will be presented next year when the DER is back from her maternity leave.</p> <p>The Board noted the paper.</p>

## 9. Development report

ACTIONS	SUMMARY
<i><b>ED to present the message review/strategy at the next Board meeting.</b></i>	<p>The DD presented to the Board her approach to developing a strategy for the newly created department, in which she took into consideration the potential new revenue streams and the various messages needed to address the different audiences, the team ability and how to create new impact to motivate people to engage with the IWF.</p> <p>The Chair requested the involvement of the Board in the process to avoid any delay.</p> <p>A Board member suggested testing the new messaging on social media</p> <p>The DD also mentioned that the International Development Manager maternity cover position had been filled by a freelance project manager.</p> <p>A detailed strategy including areas of focus and specific targets will be presented to the Board on 24 April 2019.</p> <p>The Board noted the paper.</p>

## 10. Technical report

ACTIONS	SUMMARY
<i><b>FL to provide a shorter FC report with key points.</b></i>	<p><b>7. Hotline – Operational Trends</b></p> <p>7.1 The Board discussed and <b>agreed</b> that a summary of the FC report was sufficient for the Board's purpose. The Chair of the FC also agreed that a shorter report was sufficient.</p> <p>7.4 The DCEO explained the difference between the aggregated number of actioned reports through the year and the numbers actioned on a daily basis. This led the Board to discuss the merits of proactive work versus the accuracy of the reports received by the public. The Chair mentioned that depending on the impact actioning public reports has on proactive work and the efficiency of the Hotline, the Board might review priorities for the Hotline. It was agreed that we would review the messaging around public reports as part of the review undertaken by the External Relations and Development teams.</p>

	<p><b>20. Staff</b></p> <p>New role: Board agreed to adjust the job title to meet regional salary expectations and have parity with the current systems for the developer role.</p>
<p><b>FL to provide a paper at the next Board meeting regarding https and DNS.</b></p>	<p><b>24. IWF services</b></p> <p><b>24.1. URL List</b></p> <p>24.1.2 Some Board members expressed some concerns around development and implementation of DNS over HTTPS. The DCEO has been requested to provide a paper around this issue at the next Board meeting explaining the issue and the strategic risk to the IWF.</p>

## 11. COO Report

ACTIONS	SUMMARY
<p><b>HK to provide a final draft budget to the Board.</b></p>	<p><b>3. Finance update</b></p> <p><b>3.3 Cash Management</b></p> <p>The COO pointed out to the Board that some cash would be invested in another service to get a better return. A proposal from a financial company had been suggested and presented by the COO at the audit committee in November, which should provide a higher return than currently. The committee approved this on the basis it can be easily accessed, should the organisation need some liquidity.</p> <p>The balances of the currency accounts are still being exchanged at the most favourable rate.</p> <p>The draft budget provided to the Board is for information only; it is based on prudent income assumptions and includes maternity costs. Only confirmed grants have been included. The potential loss of the EU grant has been also taken into consideration for 2020/2021</p> <p>The Audit Committee requested a revised version with an accompanying narrative explaining any significant assumptions. A final draft budget will be presented to the Board at the next Board meeting on 24 April 2019.</p>
	<p><b>4. KPIs/Risk register</b></p> <p>The Chair of the Audit Committee clarified that the KPIs related to the COO's responsibilities should be presented to the audit committee and the other KPIs should be reviewed by the Board.</p>
	<p>A Board member queried about the changes made to the maternity policy. The COO explained the intended changes.</p> <p>The Board noted the paper.</p>

## 11. AOB

ACTIONS	SUMMARY
	There were no AOB.

## 12. Dates of next meetings

ACTIONS	NEXT MEETINGS
	<b>Board meetings:</b> 24 April 2019, TBC 10 & 11 June 2019, TBC 23 July 2019, TBC 22 October 2019, TBC 10 December 2019, TBC
	<b>AGM 2019:</b> TBC

The meeting ended at 1.05pm.