

**Internet Watch Foundation**

**BOARD MEETING**

**10.15am - Tuesday 14 July 2015**

**Hotel du Vin  
15-19 Trumpington Street  
Cambridge  
CB2 1QA**

**MINUTES**

- Apologies:** Peter Neyroud (PN)  
Fred Langford (FL)
- Present:** Sir Richard Tilt (RT) (Chair)  
Mary MacLeod (Independent Vice-Chair)  
Jonathan Drori (JD)  
Jonny Shipp (JS) (Industry Vice-Chair)  
Brian Webb (BW)  
Becky Foreman (BF)  
Uta Kohl (Uta)  
Philip Geering (PG)  
Sue Pillar (SP)
- IWF Staff:** Susie Hargreaves (SH) (CEO)  
Emma Hardy (EH) (Director of External Relations - DER)  
Heidi Kempster (HK) (Director of Business Affairs - DBA)  
Sandrine Harvey (SJH) (Minutes)

**1. IWF Board Closed session**

There was a closed session of the IWF Board from 09.55am to 10.20am.

**2 a) Welcome and Apologies**

The meeting began at 10.20am.

There were apologies from Peter Neyroud and Fred Langford.

**b) Declarations of Interest**

There were no declaration of interest.

### 3. Audit committee report

#### a) Draft year end management accounts for IWF and IWL

##### IWF

The DBA presented the draft year end management accounts for IWF. She mentioned that there will be some movement in the figures due to revaluation of exchange rates. The rent deposit would be moved from the profit and loss account to the balance sheet, creating an additional surplus. She also mentioned that the auditors had been in the office from 6 to 10 July.

The Chair queried the reasons behind the variances in salaries. The DBA explained these were due to some vacancies, which were not filled for a longer period than anticipated.

A Board member noted the income for membership was lower than anticipated. The DBA pointed out that the income budgeted was an estimate (as it was the first year of the new membership model) and the joining date of the members had an impact on the budget as we operate a rolling membership system so people's fees are payable at different times within the year.

##### IWL

It has been confirmed that IWL ceased trading on 31 March 2015 and it will be made dormant once the final accounts have been audited.

#### b) Vetting procedure and c) External investigation

The Board discussed further security issues including item b and c.

### 4. Review of values draft statement

The Board approved the paper subject to minor changes as suggested below:

- The value about protecting the children/vulnerable should be made clearer and a separate heading will be added.
- The value about "Being excellent" should be the first value.

The Board will ratify the new values statement at a future Board meeting

**Action: SH to amend accordingly.**

### 5. Ratification of Ethics Committee Terms of reference

The terms of reference were ratified subject to the following amendment:

The United Nations convention should be added under 1. Authority and scope – 1.1.

The Board also ratified the appointment of Julian Cole as a second independent member of the Ethics committee.

**6. AOB & Date of next meetings**

The Chair informed the Board that the process for the recruitment of two new trustees was under way

The dates for the meetings to be held in 2016 will be provided at the next Board meeting in September.

***Action: SJH to provide dates to the Board.***

The meeting ended at 10.50am.