



INTERNET WATCH FOUNDATION BOARD MEETING

10am Tuesday 15 May 2012
Room 12, NCVO, Regent's Wharf, 8 All Saints Street, London N1 9RL

MINUTES

Present: Sir Richard Tilt (RT) (Chair)
Rodney Brooke (RB)
Naomi Cohen (NC)
Philip Geering (PG)
Mary MacLeod (MM)
Suzy Walton (SW) (Independent Vice-Chair)
Brian Webb (BW)
Andrew Yoward (AY)

IWF Staff: Susie Hargreaves (CEO) (SH)
Deborah McGovern (DCEO) (DM)
Fred Langford (FL)
Emma Lowther (EL)
Helen Redman (HR)(minutes)

Apologies: Peter Neyroud (PN)
Jonny Shipp (JS) (Industry Vice-Chair)

IWL Board meeting

The IWF Board meeting was preceded by the IWL Board meeting, which took place from 10am – 10.15am.

IWF Board Closed session

There was a closed session of the IWF Board from 10.15am to 10.50am, which was followed by a break.

1. (a) Welcome and Apologies

The meeting began at 10.55am.

There were apologies from Peter Neyroud and Jonny Shipp.

(b) Declarations of Interest

There were no declarations of interest.

2. Minutes of the last meeting

The Board approved the minutes of the Board meeting held on 20 March 2012, subject to the following amendment being made to the end of the 2nd paragraph of item 7.

“JS proposed that it would be best if the paper were submitted to the Board in advance, in order that Board members had time to consider it ahead of the meeting. It was therefore agreed that a paper on Splash Pages would be submitted in advance of the May Board meeting”.

The Board approved the minutes of the Board meeting held on 31 January 2012 subject to a minor amendment.

3. Matters arising - including action summary

It was agreed that in future the action summary would state a specific date in the “due date” column.

Action 3.2 from 20.03.12 – covered later in the meeting.

Action 5.8 from 20.03.12 – covered later in the meeting.

4. Chair’s Report

RT said he was continuing with his programme of key meetings, and that meetings held were listed in the report for Agenda Item 5. RT said the IWF’s Annual Report launch in Brussels had been extremely well attended, and that it had been a very positive occasion.

RT said he had attended a Parliamentary dinner with SH. Attendance by MPs had been lower than anticipated. Alun Michael MP is likely to stand down as an MP in the near future, therefore the IWF is working with its consultant PI to identify another Parliamentary supporter. EL said following the recruitment of Kristof Claesen as the IWF’s Press and Public Affairs Manager there would be more engagement with the IWF’s local MPs in the future.

EL said the IWF Champions initiative would be launched on IWF Awareness Day 2012.

The Board noted the letter SH had received from Lynne Featherstone MP, which congratulated the IWF on its tremendous work.

RT said the recent INHOPE dinner had been very well attended, and FL had been elected as President of INHOPE. The Board congratulated FL on his appointment.

RT said he had also had a positive meeting with the President of ACPO.

RT and SH continue to meet each week.

RT and SH also attended the last Funding Council meeting. It was noted that the next Charity Review Working Group meeting will be on 28 May 2012, and RT will attend.

Action 1

The Board is invited to put forward names of possible IWF Parliamentary supporters to RT.

5. CEO and DCEO's Report

SH said she and FL had had a series of meetings with ITU in Geneva, to explore how the IWF might work with them. The IWF now has an MOU with COMNET, and discussions continue about how the IWF might be able to support their work in Ghana.

SH said a draft MOU was also in place with ATVOD. A draft MOU has also been submitted to the French and Spanish hotlines.

The IWF has been selected to speak at the IGF in Azerbaijan.

A question was asked about whether the IWF had capacity to deliver the proposed international work. SH said this would depend upon the particular work involved. Receiving reports on behalf of another country would be within the IWF's current resources, but allocating staff to undertake assessments would require resourcing. SH said there was no direct financial cost to the IWF other than for the feasibility work. RT noted that there was however some financial risk for the IWF until invoices for services supplied had been paid. SH said in countries without a hotline, it was expected that the local internet industry would help to fund the services. FL said they had identified that the local internet industries in many African countries wanted to support an initiative such as this, but that currently there was no organisation or structure to whom they could direct funding.

The ongoing governance work was noted by the Board. RT said conflicting legal advice had been received by the IWF. SH said Farrer & Co. had therefore been instructed to provide a second opinion. Farrer & Co. had identified a number of issues including the payment of trustees, the role of the Funding Council and IWF's obligations as a charity. These issues will be considered at the next Charity Review Working Party meeting on 28 May 2012. The meeting will be held at Farrer & Co.'s offices and will be attended by SH, DM, RT, SW and PG, as well as the Funding Council's working party representatives. SH said one particular issue that Farrer & Co. had identified was regarding the Funding Council's right of veto. It was noted that the IWF's previous Chair had previously put some questions to

the Charity Commission and it was clear the Charity Commission would expect these to be dealt with.

SH and RT said the Board would be updated at the July 2012 Board meeting. It was noted that Farrer & Co. had been asked to propose solutions to the issues that they have identified.

The Board noted the items for decision regarding the IWF's Articles of Association as set out in paragraph 3.2 of the Report.

It was agreed that the recommendations made by the Executive regarding the amendments proposed in paragraphs 3.2.2, 3.2.5, and 3.2.9 should be approved.

The amendments proposed in 3.2.3 and 3.2.4 were approved, subject to the rights being delegated to the Deputy Chief Executive.

The amendment proposed at 3.2.6 was agreed subject to it reading "Subject to the approval by the Board of the proposed Industry Trustees".

The amendment proposed at 3.2.7 was agreed in principle, so that the duration of terms of office as Trustee and Vice Chair correlate. It was agreed that wording saying that the office of Vice Chair would continue for as long as a Trustee holds the office of Trustee should be included.

The Board agreed with the Executive's recommendation at paragraph 3.2.8.

The Board agreed that the titles of "DMT" and "director" for members of staff should be retained, however an amendment should be included within the Articles to make it clear that the term "director", when applied to a member of staff, does not mean a director in accordance with the Companies Act 2006.

SH said the Audit had gone smoothly and was now complete, with draft accounts due shortly. The management accounts predicted a surplus on the year of £100k.

SH said the timing of the presentation of the management accounts to the Board was being reviewed so that they could be presented in a more timely fashion.

DM gave an update on licences. 15 licences remain outstanding. Of these 15 licences, it was anticipated that 3 or 4 may not complete. The anticipated loss, should this be the case, is around £35,000.

There was a discussion about the Risk Register. A concern was raised that Risk 10 had been closed. RT said he had discussed the Risk Register recently with DM and it had been agreed that where risks were not imminent they should be closed. It was noted that as the Risk Register would be fully reviewed by the

Board at its meeting in July 2012 there would be a full discussion of the Risk Register then.

Action 2

An update on the Charity Review is to be added to the July 2012 Board agenda.

Action 3

It will be decided after the next Charity Review Working Group meeting on 28 May 2012 whether Anne Marie Piper of Farrer & Co. should be invited to attend the IWF's July 2012 Board meeting.

Action 4

SH will update the Board by email after the meeting on 28 May 2012.

Action 5

The amendments to the Articles will be included in a revised draft of the Articles. The revised draft Articles will be brought to the July 2012 Board meeting.

Action 6

Proposals regarding the presentation of management accounts to the Board will be brought to the July 2012 Board meeting.

Action 7

The Board will review the Risk Register at the July 2012 Board meeting.

6. Communications Report

EL said it was anticipated that the IWF's web developers would be able to identify an alternative way of tracking the number of website hits.

EL said she had been pleased by the amount of media coverage the Annual Report launch had received. EL said news stories would be released on a regular basis in the future, whenever there was an IWF story to tell. It was noted that the statistics relating to children under the age of 10 were particularly hard-hitting.

EL said the Communications Plan was being written and it would be presented to the Board at the October 2012 Board meeting.

EL said the 2013 SID theme presented an opportunity for greater involvement by the IWF.

SH said the IWF had lodged an interest in providing Secretariat support to UKCCIS.

There was a discussion about the target campaign. EL outlined the reasons for the proposed campaign and said the campaign would run only through online media. EL said she had told the advertising agency that she wanted to see an increase of 20% in reports made to the IWF, as a result of the campaign. EL said the results of the campaign would be recorded by logging the number of hits to the IWF website and, potentially, by capturing some data (for instance the age of the person making the report) via the reporting page of the IWF's website. It was suggested that the IWF could post the campaign itself, and at no cost, across newsgroups. The costs and benefits of the campaign were discussed. SH said as a charity, the IWF ought to be spending its money on charitable activities which included raising awareness. It was agreed that one of the targets of the campaign would be to record the number of fresh insights and leads that it generated. It was further agreed that the objectives of the campaign would need to be clearly established so that the campaign was geared towards achieving these. The proposed costs of the campaign were discussed and it was noted that 75% of the total costs could be potentially recovered from the EU for raising awareness. The Board approved the sum of £50,000 for the target campaign.

Action 8

The Communications Plan will be presented to the Board at the October 2012 Board meeting.

Action 9

EL and FL will look at whether the campaign could be posted via newsgroups.

Action 10

EL will obtain a breakdown of the costs for the target campaign.

7. Technical Report

FL invited questions from the Board.

It was noted that SH and DM had met with a cyber-security representative from the Canadian High Commission to discuss the IWF's work, and how the IWF works with Canada.

RT said the IWF's increased role in INHOPE needed to be portrayed carefully.

FL clarified that the tracing problems with cloud technology only related to certain cloud services.

There was a discussion about the implications of Claire Perry's report. FL said although there was some evidence that had found that 16-25 year olds were using private networks to circumvent blocking, this evidence had not been corroborated. At this stage, when no decision had been made as to whether there

should be an opt-in, or an opt-out solution, the implications of the Report were not clear.

FL gave an update on self-certification. Stephanie Ayres has been chasing participants to file certificates. Most certificates have been received, although in some cases the correct procedure had not been followed. FL will list the names of all those who have filed certificates on the website, this being subject to any amendments that might be required after the Board's self-certification committee has met.

FL said he had now made contact with the new FC rep for Bluecoat. It was noted that Bluecoat had filed a certificate for this year. The importance of the Board enforcing sanctions for non-compliance was noted.

Action 11

FL will include geographical information about hosting in future reports.

Action 12

FL will compile a report on self-certification for consideration by the Board's self-certification committee. FL will provide an update to the Board in advance of the July 2012 Board meeting.

Action 13

FL will list on the IWF's website all those who have filed a self-certification certificate.

Action 14

FL will circulate the reprimand letter to Bluecoat to the Board self-certification committee.

8. Revised Staff Welfare Policy

DM introduced the draft policy. DM said it covered both recruitment, and on-going support, and that it was compliant with safeguarding children recruitment practices. The draft policy had been developed with input from mental health practitioners, and in consultation with staff, and it represented good practice. DM said the policy would be included in the tender for mental health practitioners which would be issued next week.

The Board considered the draft policy and it was agreed that as the policy was for staff, the tone of the document should be different. It was also agreed that the policy should be amended to reflect the fact that the quarterly staff sessions were compulsory, and that psychological assessments were periodic.

It was further agreed that the policy should address what the organisation would do in the event of a member of staff being assessed as unfit to work following a

psychological assessment. The Board said that that process must also be made clear to the staff.

DM said doctor-patient confidentiality would apply to the service and this was made clear in the Hotline staff's contracts of employment.

DM said the IWF had adequate insurance cover for staff suffering mental stress and staff absence from work. The Board asked that details of the cover be brought to the next Board meeting, together with the revised version of the draft policy.

Action 15

NC will email comments on the draft policy to DM.

Action 16

DM will revise the draft policy to reflect the Board's comments. DM will bring the amended policy to the July Board meeting.

Action 17

DM will bring details of the extent and level of cover of the IWF's insurance cover for mental stress/absence to the July Board meeting.

9. Funding Council update (including Splash Pages Report)

AY gave an update on behalf of the Industry Trustees. AY thanked RT and SH on behalf of the Funding Council for their attendance at the last Funding Council meeting.

The Funding Council has invited FL to attend its next meeting to discuss his recent appointment as President of INHOPE.

AY said it had been noted the Funding Council found the last Charity Review Working Party meeting positive, but there were two concerns which AY had been asked to raise. The first was that FC understood that the Role and Remit document had full legal status and that any changes to the IWF's role and remit document must follow the correct procedure. DM said the IWF was not looking to change its role and remit, and furthermore it was noted that the IWF's legally binding guiding document was its Memorandum and Articles. Secondly, it was asked whether the IWF's Board would be considering the Unwin Report. SH and DM said the Board would not be considering the Unwin Report again. SH said it had been agreed at the Charity Review Working Group meeting that there had clearly in the past been a misunderstanding between the Funding Council and the IWF Board about what had, or had not been, accepted from the Unwin Report. Therefore, all present had agreed that a line should be drawn under the matter, that the Unwin Report would not be reconsidered as part of the current review,

and that current issues would be focused upon. This had been minuted at the time.

The report on Splash Pages was noted by the Board. RT asked when Splash Pages would be implemented. FL said this would be after the Board approved the paper, and that it would be for the Splash Pages Working Group to specify. BW said, for the reasons set out in the paper, implementation would be by March 2014. The Board agreed that it would request that implementation of Splash pages should be as soon as possible, and in any event, no later than March 2014.

10. Financial Information

SH said that the accounts before the Board were the February 2012 accounts, and that as mentioned earlier in the meeting, plans were in progress to ensure that the Board received more timely accounts.

(a) YTD Consolidated Balance Sheet

These were noted by the Board.

(b) YTD Profit and Loss Account

These were noted by the Board.

11.AOB

It was noted that Kristof Claesen might give a presentation to the Board at the July Board meeting.

The after-dinner speaker on Monday 16 July 2012 will be Peter Davies, Chief Executive of CEOP.

12.Date of next meeting

The date of the next Board Meeting is Tuesday 17 July 2012, Cambridge. There will be a board dinner and overnight stay on Monday 16 July 2012 in Cambridge.

The meeting ended at 1pm.