



**INTERNET WATCH FOUNDATION  
BOARD MEETING**

**09.00am Tuesday 16 July 2013  
Room Hyperion, Hotel Felix, Whitehouse Lane, Huntingdon Road,  
Cambridge, CB3 0LX**

**MINUTES**

**Present:** Sir Rodney Brooke (RB)  
Philip Geering (PG)  
Mary MacLeod (MM)  
Peter Neyroud (PN)  
Jonny Shipp (JS) (Industry Vice-Chair)  
Sir Richard Tilt (RT) (Chair)  
Dr. Suzy Walton (SW) (Independent Vice-Chair)  
Brian Webb (BW)  
Andrew Yoward (AY)

**Apologies:** Naomi Cohen (NC)

**IWF Staff:** Susie Hargreaves (SH) (CEO)  
Sandrine Harvey (SJH) (Minutes)  
Heidi Kempster (HK) (Director of Business Affairs)  
Fred Langford (FL) (Director of Global Operations)  
Emma Lowther (EL) (Director of External Relationships)

**In**

**Attendance:** Mary Holroyd (MH)

**1. Welcome and Apologies**

The meeting began at 9.00am.

There were apologies from Naomi Cohen.

**Declarations of Interest**

There were no declarations of interest.

The Chair apologised to the Board for not sending the papers on time due to the recent events and tight time scale.

**2. a. March Management Accounts**

RB, the Chair of the Audit Committee, reported that the end of the year position was favourable compared to budget and draw the attention of the Board to the reserves being brought down to the agreed level.

The Board commended the Audit committee and Executive for an excellent year end position.

Report from Audit Committee

He also alerted the Board to a potential VAT issue related to tax reclaimed on expenditure set against the EU grant. HK was seeking specialist advice and would report to Audit. .

**Action:** *HK to seek specialist advice re. VAT issue and report to the Audit Committee in August 2013.*

It was also agreed at Audit that HK would revisit the Risk register.

**Action:** *HK to revisit the Risk register*

RB mentioned membership agreement, which regardless of the current membership review needed updated to reflect limited liability.

Audit Committee also raised the issue of ensuring there were enough Directors for IWL to be represented at the Audit Committee.

The Board took note that PN has been elected as Chair of the Audit Committee from 27 August 2013.

**The accounts were accepted and approved.**

#### **b. Cost Benefit Analysis**

No decision was taken as more work need to be made on a possible move. The Board noted that by staying in the current offices, there might be some welfare, security and environmental issues. JS asked if it a split site had been considered. There is a break close in the lease contract in September 2013 and the Board will make a decision at the next Board meeting on 3 September 2013.

**Action:** *HK to look at various options on a possible move, current situation and present them at the next Board meeting on 3 September 2013.*

#### **c. Bank Paper**

**The Board approved** seeking alternative bankers.

**Action:** *HK to look at alternative bankers and to agree any changes with Peter Neyroud via email.*

### **3. Proactive searching for content**

It was **agreed** that the move to proactive searching for content was a policy matter and would therefore be referred to the Funding Council for a vote.

### **4. Dates of the next meetings:**

Tuesday 03 September 2013, London

Tuesday 26 November 2013, AGM & Board Meeting, London

**Action:** *SJH to provide dates for Board Meeting in 2014 as soon as possible.*

RB and SW were thanked by the Board for their contribution over the past six years.

The meeting ended at 9.20am.