



INTERNET WATCH FOUNDATION BOARD MEETING

9.00am – Tuesday 17 July 2012
At IWF Offices, Building 7310, Cambridge Research Park
Waterbeach, CB25 9TN

MINUTES

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

IWF Staff: Susie Hargreaves (CEO) ("SH")
Deborah McGovern (DCEO) ("DM")
Fred Langford ("FL")
Julie Bawtree ("JB")(minutes)

Farrers Staff: Anne-Marie Piper ("AMP")

Closed session

There was a private session of the Board from 9am to 10am.

IWF Board meeting

The IWF Board meeting commenced at 10am.

1. (a) Welcome and Apologies

The Chair welcomed Anne-Marie Piper of Farrers to the meeting. There were no apologies.

(b) Declarations of Interest

All Trustees declared an interest in all discussions about Trustee remuneration. There were no other declarations of interest.

2. (a) Minutes of the last meeting of 15.05.12 and special meeting 19.06.12

It was **agreed** that the minutes should reflect the "gist" of the subjects discussed, not be a verbatim account.

Action 1: DM to look back at previous minutes to change style.

The Board approved the minutes of the Board meeting held on 15 May 2012.

The Board requested the re-presentation of the minutes of the special meeting of 19 June 2012.

Action 2: DM to re-present the minutes of the special meeting 19.06.12.

3. Matters arising - including action summary

The Chair advised that this item would be deferred until later in the meeting.

4. Report from Charity Review Working Group

AMP spoke to her Options Report. A discussion followed regarding the advantages and disadvantages of remaining a charity, or creating a Community Interest Company (CIC).

In conclusion, AMP said that the current position is vulnerable. It was requested that information regarding the value of being a charity should be sought.

Action 3: SH will determine the value of charitable status, both financial and public perception, and the cost of moving to a CIC.

AMP left the meeting at 11.45am.

4C. Relationship with Eversheds

Following discussion, the Chair concluded that after receipt of the Charity Commission Report, talks would take place with Eversheds but we would continue to engage them in non-charity matters until then.

The Board Meeting broke for a 5 minute recess at 11.55am.

3. Matters Arising

The Chair re-opened the meeting at 12 noon. Matters arising were agreed subject to the following amendment:

Action 4: SH to provide the audit trail on Trustee payment to Board

AY advised of a typing mistake in 7.13

Action 5: DM to correct typing mistake

13. Welfare Policy (brought forward in agenda)

The Chair took item 13 next.

DM spoke to the report and confirmed that IWF had £10m cover. The policy was **approved**, subject to minor amendment.

5. Chair's Report

The Chair's update included that he had met with each Member of the Hotline team and would do so regularly.

6. CEO's and DCEO's Report

SH spoke to her report. It was **agreed** that acronyms would be explained in future reports. There was discussion about the new KPIs. The following were agreed:

Action 6: DM will provide narrative on KPI anomalies

Action 7: DM will ensure colour prints for KPIs

Action 8: DM will suggest % over/under tolerance for expenditure

Action 9: DM will add a membership KPI

Action 10: SH to explain acronyms in future

7. Communications Report

SH spoke to the report. It was **agreed** that DMT would check reports for repetition in future.

Action 11: SH to ensure no repetition on reports

SH re-requested £50K to run the proposed marketing campaign. There was considerable discussion about this and, particularly around the objectives and targets. It was **agreed** that SH would provide the targets which Don't Panic! Had been set.

Action 12: SH to provide Don't Panic! targets

8. Technical Report

It was **agreed** that a longer term picture of public reports would be presented. It was also **agreed** that the Future Technology section would focus on implications for the IWF. There was discussion on NPI images, FL **agreed** to report back once a decision had been made with MPS and CPS. DM clarified that there had been a low response to the newsgroup consultation, but that it would come to the October meeting.

Action 13: FL to provide longer term data in the Technical Report

Action 14: FL to report back to Board on NPI

Action 15: DM to bring newsgroup policy to October Board meeting.

9. Minutes from Audit Committee

RB commented that he had not seen the draft before it was presented. It was **agreed** that they would be represented.

Action 16: DM to represent minutes.

10. Minutes from Remuneration Committee

NC apologised for her absence. The meeting was conducted by conference call and the notes were noted.

11. Management Accounts

SH spoke to her report. The paper was noted.

12. Report from Audit Committee

IWF accounts were approved subject to the following amendments:

- The issue of payments to Trustees be clarified
- On page 5, a sentence about restricted funds be added

IWL accounts were approved subject to the following amendment:

- "Resigned" be removed after Suzy Walton

The Key Issues Memorandum was approved subject to the following amendment:

- In relation to payments made to Trustees, it should read "was not consistent with Charity Commission"

Action 17: DM to make amendments with auditors.

The meeting broke for lunch at 1.02pm.

JS and MM left the meeting after the lunch break.

The meeting re-convened at 1.50pm

Report from Audit Committee (cont)

Risk Register

The Chair advised that he had been through the Risk Register and asked for any additions.

Action 18: DM to correct typo 5.13

14. Housekeeping to Memorandum and Articles of Association

The documents were **approved** subject to the following amendments:

Point 2.4.2 Page 4 – we can't cease to be a charity without Charity Commission agreement.

Point 2.12 Page 5 – a query on clause 7.1 was raised – DM advised that these were written in March and that we have consulted Eversheds on this.

Point 11.2 Page 14 – it was asked by RT if new Articles of IWL were required. It was agreed that we do.

Point 2.18 Page 6 – termination of Membership due to non-payment of subscriptions after 6 months should be reviewed to 3 months – this was agreed.

Point 2.26 Page 7 – terms of office – it was pointed out that there were some inconsistencies regarding terms of office and that they should be correlated. For instance the Vice-Chair cannot continue in that post if they are no longer a Trustee. It was agreed that a sentence be added to state that posts cannot exceed the term of Trusteeship.

Point 2.28.2 Page 8 - subject to a special vote – the Chair suggested that it should not be subject to “special vote”. This was agreed.

Point 5.4 Page 13 –The Company Secretary’s note to Board was queried. DM advised that this referred to the note to the Board at the last meeting concerning the use of the term DMT.

Job Descriptions

It was noted that there were inconsistencies in the key accountabilities of the roles and that in the Chair of Trustees it refers in the female gender – this should be amended.

It was queried whether there was a need for separate job descriptions for Trustee/ Industry Vice-Chair/ Independent Vice-Chair. It was agreed that the core elements could be merged into one document with additional duties for each role indicated as appropriate.

Deed of Appointment as Trustee

Point 7.2 It was agreed that the provision of “delivering property” this should be deleted as it was impractical in relation to e-mail documents.

Point 7.3 It was agreed that “will” should be amended to “may” with the additional statement of you “will” if asked to provide.

Point 7.5 It was agreed that notification could be made by email.

Point 8 It was agreed to find a clearer way to phrase this.

Point 3.1 It was agreed that this matter should go to the Remuneration Committee and then Board approval.

Articles of Association

Point 35.3 Page 25 the word nominated should be replaced by selected.

It was confirmed that these changes would be made but the current work with the Charity Commission needed to be concluded before the documents could be presented for Charity Commission and AGM approval.

Action 19: DM to make amendments to Governance documents

15. Self-Certification/Licence Update

It was **agreed** that a meeting of the sub-committee would be held in September.

Action 21: DM to arrange meeting of sub-committee.

16. AOB

The Chair requested a written update from FC in the future.

FL advised that the National Centre in US is keen to reduce reporting from 3 days to 10 days and asked if there were any objections. There being none – this was **agreed**.

Date of next meeting

The date of the next Board Meeting is Tuesday 16 October 2012 (AGM) in London.

The meeting ended at 2.30pm.