

**INTERNET WATCH FOUNDATION
Board Meeting
10.30 am - Tuesday, 18th March 2008
Kingsway 6th floor, Holborn Gate, 330 High Holborn, London, WC1V 7QG**

MINUTES

Present: Amanda Jordan (Chair), Rodney Brooke, Naomi Cohen, Stephen Locke, Hamish MacLeod, Tink Palmer, Suzy Walton

IWF Staff: Peter Robbins (CEO), Brian Wegg

Apologies: Emma Ascroft, Camille de Stempel, Ian Walden

1 Apologies and welcome

Chair opened the meeting and noted the apologies.

2 Minutes of previous Board meeting – 22nd January 2008

These were **accepted** as a true record of the meeting.

3 Matters arising - (including action summary from 22nd January 2008)

Board noted and congratulated Peter Robbins on his award as an 'internet hero' at the recent ISPA awards.

Chief Executive updated Board on the arrangements for the external inspection on 30th April. Board **agreed** that they should receive the full report and a summary would be made more widely available.

It was noted that all other actions from the last Board meeting had been carried out or were main agenda items. There were no other matters arising.

4 Minutes from Executive Committee of 5th March - for information

Board noted that the date of the meeting had been moved back and that minutes would follow shortly.

5 Strategic and financial matters

(a) Strategic framework and budget 2008/9

(i) Proposed key goals, priorities and objectives

Chief Executive outlined the previous discussions, consultation process and background to the plan, explaining that further work would be done on the detail in the plan and on identifying performance indicators.

Board considered the development of the research role with regard to online issues and noted that this would have two strands; specific issues such as cartoons and secondly, looking at the future in response to new services and pressure from media, public and government. It was **concluded** that both should form part of the core activities of this role.

The following additional points were noted:

- Concern was expressed about the term used on page 4, '*challenge authors about inaccurate information*' and following clarification it was agreed that alternative wording should be used;
- Clarity was needed with regard to the role and priorities for the online policy research programme but it was noted that the nature of the role made it difficult to specify the detail at this stage;



- Developing a partnership with Ofcom should be part of the activities shown under goal2, page 3; and
- In goal 1, bullet point 4 – this should read, '*Strengthen performance and conformance*'.

Following further discussion Board **concluded** that:

The plan had too many *key* activities and should be divided into 'critical' or priority activities and secondary objectives. Subject to the amendments shown above, clarity on critical activities and the development of performance indicators, Board **supported** the plan.

ACTION 1: Plan to be re-structured with primary and secondary activities and performance indicators added.

(ii) Budget for 2008/9

Chief Executive explained the construction of the budget which was based upon the delivery of the first year of the strategic plan. He explained that it was a 'cautious' budget which did not include a provision for any additional income from new members or other sources. However, Board was asked to note that the carry forward sum of £150,000 from 2007/8 is currently built into the budget in order to achieve a balance. A number of points with regard to the carry forward and planned expenditure were clarified and concern was expressed on whether the level of contingency was sufficient.

Board noted that under the budget notes, '*regional assemblies*' should read '*devolved parliaments and assemblies*' and '*psychiatric evaluation*' should read '*psychological evaluation*'.

Board **supported** the draft budget.

The Industry Vice-chair asked Board to note that Funding Council had been made aware of the budget headlines and had been consulted on the three-year strategic plan but needed to be more fully consulted on the budget for 2008/9. It was agreed that the carry forward and expenditure lines needed more explanation for Funding Council. Chair agreed to make contact with Simon Persoff, Chair of Funding Council with a view to presenting to Funding Council the budget which the Board was recommending.

ACTION 2: Secretariat to contact Chair of Funding Council.

Chair asked Board to note that a further discussion would take place on potential funding sources at a future Board meeting.

(iii) Staff cost of living pay increase for 2008/9

Chair did not participate in this item which was chaired by the Industry Vice-chair.

The background to the recommendation was outlined and Board noted that in future years the matter would be dealt with by the Remuneration Sub-committee who would make a recommendation to Board.

As had been the practice in previous years, staff had been consulted on the report and it was noted that on this occasion there had been a number of representations, that the data used as a basis for the recommendation, indicated a higher percentage increase. Following further discussion Board **resolved to recommend** a cost of living increase in staff salaries for 2008/9 of 3.7%.

(b) Committee feedback – Audit – Hamish MacLeod:



Current financial year - 2007/8:

(i) Group management accounts (P & L) and balance sheet

Following an explanation from the Committee Chair, Board noted the financial reports.

(ii) Risk issues

Board noted the progress with the encryption of data and the staff counselling and assessment arrangements.

There were no significant risk changes to report.

(c) Committee feedback – Communications – Amanda Jordan:

(i) Press cuttings

Noted.

(ii) 2007 Annual report – arrangements for the launch and press release

Board noted that the Foreign and Commonwealth Office did not wish to host the event and had not fully explained their reasons. Chair agreed to follow the matter up and re-establish our relationship with the department.

Chief Executive outlined the new arrangements involving a UK press release and a launch at a Brussels reception hosted by MEPs.

Naomi Cohen expressed concern that the press release needed a clearer focus and agreed to work with the IWF executive on the media messages.

(d) Membership update

Chief Executive explained that two of the membership applications needed further debate and a Board decision:

- *Eurisp* are seeking membership and access the IWF URL list to implement blocking on their network. They have advised that the standard membership subscription of £5,000 p.a., which includes access to the IWF URL list, presents them with difficulties as a small ISP and have proposed that they subscribe at £1,000 p.a.

Board **resolved** that the £1,000 should represent their subscription to the IWF and that in accordance with Board policy the CAIC list would be provided without charge. IWF would monitor the position and take note of any change in the company's market share.

Funding Council would be informed of the position on their membership.

- *Afilias* is an internet registry which operates the .info top level domain. Analysis of Hotline data indicates that child sexual abuse websites have been consistently hosted on the .info domain since 2002. *Afilias* would like to work in partnership with IWF and demonstrate that they are a responsible company. They are seeking membership and access to a number of IWF services including the CAIC URL data to assist them combat abuse of domain names registered with them.

Board **supported** IWF membership for *Afilias* but **agreed** the full CAIC list would give *Afilias* unfair commercial advantage and that they should be provided with only those .info URLs which appear on the CAIC list.

Full membership for *The Cloud* and Associate membership for *Optenet* and the *Telecity Group* were also **approved**.

6 Governance:

(a) Committee terms of reference and membership



Secretariat explained the background to the amendments and the formation of the Remuneration Sub-committee. Board **agreed** the terms of reference subject to the following amendments:

- Audit Committee, Attendance at meetings – should read, *the Independent Chair of the Board may only attend Audit Committee at the invitation of the Committee Chair.*
- Remuneration Sub-committee, Constitution – should read, *the committee was established by Board at their meeting on 22nd January 2008.*
- For all committees – Reporting procedures – should read: *The minutes of the Committee shall be circulated to all Board members.*

(b) Paying Trustees

Secretariat explained the context of the recommendations and outlined the legal advice on the matter. Board **resolved** to support the principles set out in the paper and asked Remuneration Sub-committee to bring forward specific recommendations at a future Board meeting.

ACTION 3: Remuneration Sub-committee to consider and report back

(c) Funding Council governance and draft revised constitution

Industry Vice-chair explained that notice had been given on the changes to the Funding Council constitution, including a possible change to three year terms of office, and a vote would take place shortly on acceptance of the amendments. The industry elections to Board would take place immediately after the vote on the constitution when the eligibility of candidates and voting rights were established.

Secretariat asked Board to note that our legal advisers had reviewed the Funding Council constitution and highlighted some matters which should be clarified in the IWF Memorandum and Articles of Association.

7 Online content – policy matters:

(a) Extreme Pornography

Chief Executive referred to his briefing paper and explained that there were still a number of stages before the bill progressed on to the statute books.

(b) CAIC:

(i) Self-certification Working Group

Board noted the progress that the working group had made and reaffirmed the principle that they would work in partnership with companies that were taking the CAIC list for blocking but should any sanctions be necessary these would be a matter for the Board to set out.

(ii) Transparency statement

Board supported the revised transparency statement which would be published on the IWF web site.

8 Chair and CEO matters:

(a) Chair's report

No further matters to report.



(b) Chief Executive's report

Concern was expressed about the developments under the SIAP+ programme which appeared to broaden significantly the content and scope of contracts. It was noted that it may be possible to take a consortia approach into the EU bidding process and in the UK the recommendations from Byron and the Select Committee may have an impact on future developments. In the meantime, the Chair and CEO were asked to make Board's concerns on the EU proposals known to government ministers.

9 Operational matters:

(a) Hotline Operational report

The helpful report was noted.

10 AOB

- Board congratulated Peter Robbins on his OBE; and
- Noted that Camille de Stempel's term of office as an industry Board member was about to come to an end. Board wished to place on record their thanks to Camille and would mark the occasion with a presentation at a future event.

11 Board dates for: 2008: all Tuesdays, start time usually 10.30 am. 20th May, 8th July (Oakington), 23rd Sept (inc. AGM), 25th Nov. (Belfast or Edinburgh)

The meeting closed at 1.10 pm.