



**Minutes of Internet Watch Foundation Board Meeting  
Tuesday, 19 July 2005 at 11 a.m.**

At the Trafalgar Room, Charing Cross Hotel, The Strand, London WC2N 5HX

**Present:** Roger Darlington (Chair), Christine Atkinson, Michele Elliott, Mark Gracey, Sonia Livingstone, Hamish MacLeod, Nick Truman, Jim Reynolds, Ian Walden

**IWF Staff:** Peter Robbins (Chief Executive), Brian Wegg

**Apologies:** Tink Palmer

**1. Apologies and introduction**

Chair opened the meeting and noted the apology from Tink Palmer.

**2. Minutes of previous Board meeting – 26 April 2005**

These were approved as a true record of the meeting.

**3. Matters arising**

The meeting noted that all the actions recorded at the last Board meeting had been carried out or were items on the main agenda for today.

There were no other matters arising.

**4. Chair's report**

Board noted the Chair's activity report.

**5. Chief Executive's Briefing**

Chief Executive introduced his report and drew particular attention to the progress on the National Internet Safety Centre and the queries with regard to hosting on other ports, caching and the newsgroup "blip", all of which were answered in the briefing paper.

Board noted the report.

**6. Report turn round times – policy decision for approval**

It was noted that Funding Council would consider this matter at their next meeting and Board agreed to defer the policy decision.

**7. Financial report**

a) Members and sponsors list

List noted.

b) Provisional year end management accounts 2004/5

The out-turn figures were noted.

c) Financial exception summary to May 2005

The current financial position was noted.

d) Reserves policy – update paper

The progress was noted.

**8. Statistics for IWF web site**

The changes to the reporting page were noted.

**ACTION 1: Monthly bar chart only was required for future reports.**

**9. Usenet Newsgroups – policy review**

Chief Executive introduced the report and explained the background to the review. He pointed out that the policies had been extremely successful and the recommendations tidied up procedures following the operation of the policies for



around three years. Following a discussion Board unanimously supported the six recommended changes.

**ACTION 2: The Chair and CEO to consider how to make the success of the policies more widely known to stakeholders, including Ministers, government officials and the CEO's of our member companies.**

Chair asked that a thank you to all staff involved in the review be recorded in the minutes.

#### **10. Commercialisation of IWF database – Due diligence process**

Following a discussion it was agreed that in step 3) of the process the words "where possible and practicable" would be replaced by the word "normally". Subject to this change Board unanimously supported the proposed process.

#### **11. Proposed objects from the Charity Commission**

Industry Board members outlined the discussions from the previous day and explained some of the concerns expressed by Funding Council members. They made it clear that, by accepting the proposed objects, it in no way implied that the remit of the IWF should be changed.

Board considered the legal advice on this matter and this stated, that by accepting an object, the IWF would not be required to do anything to achieve that object or any part of it. IWF is entitled to select those parts of the objects which are the priorities and completely ignore other parts. To undertake activities in pursuit of only a small part of what is permissible is quite normal for a charity. The purpose of having reasonably broad objects is to avoid constantly having to seek clarification with the solicitors or the Commission as to whether a particular activity can be undertaken.

Board noted that IWF had operated for 8 years with extremely broad company objects but it had always been the approved remit which determined what the IWF did and this would continue to be the case. The remit could only be changed by a constitutional process involving full consultation and discussion and a special vote of the Board in which Funding Council members would effectively have a veto. Equally the Board was mindful that both the Funding Council and the Board had authorised an application to the Charities Commission, there are significant financial benefits and opportunities to be obtained from charitable status, and our application had been the subject of negotiation for many months during which the Commission had shown a good understanding of the special nature of IWF and agreed to substantial change to its original proposed objects.

Following further discussion, the meeting agreed that:

- The Board wished to place on record that, for the avoidance of any doubt, the approval of the application to the Charities Commission on the basis of these objects involves absolutely no change to the current remit of IWF and the Board declares that it has no intention of changing the remit;
- For further clarification and reassurance, we would ask our legal advisor of the merits in him approaching the Commission to seek their confirmation that IWF can continue to operate with its current remit once our application is approved;
- The Chair would write to Funding Council seeking an invite to attend a Funding Council meeting in order to give that personal assurance.



The Chair ruled that the vote on acceptance of the objects proposed by the Commission was a "special" vote under the terms of the IWF constitution which requires that, in order to be carried the motion has to win the support of at least 75% of those voting, with at least one Funding Council representative voting in favour.

A proposal that the Commission's re-drafted objects are endorsed by the Board was carried by 8 votes in favour and 1 against.

Since those voting in favour constituted 89% of those voting and included all three Funding Council representatives, the Chair declared the motion carried.

**ACTION 3: Secretariat to make the necessary arrangements for the next stages in the process**

Board agreed that further consideration would be given to the governance and operation of IW Ltd at the next Board meeting.

**12. Board Chair succession working group**

Sonia Livingstone introduced the report and pointed out that because of the appointment timescales the working group had gone further than its outline terms of reference. Following a discussion Board unanimously supported the recommendations with regard to the Chair appointment.

Christine Atkinson was appointed to serve on the Chair Appointment Committee on behalf of non-industry Board members and Hamish MacLeod on behalf of Industry Board members

Chair asked that a vote of thanks to the working group be recorded in the minutes

**13. AOB**

Hamish MacLeod raised the following matters:

a) He expressed concern, that if there were changes to the law with regard to terrorist activity and the Internet, Funding Council must have the opportunity to discuss this matter before IWF entered into any detailed discussions or commitments. Board noted that it was not clear what changes to the law would be made and whether any change might possibly involve IWF. Board noted industry's concerns and would ensure the matter was fully discussed.

b) Hamish drew attention to the need to confirm the management and governance arrangements of IW Ltd in the event of IWF achieving charitable status.

**ACTION 4: Board Executive Committee to examine the position with regard to IW Ltd and in the event of achieving charitable status make recommendations to Funding Council and Board.**

There was no further business.

**14. Dates for Board meetings for 2005**

Confirmed as Tuesday, 1<sup>st</sup> November.

Meeting closed at 1.15 p.m.