



**INTERNET WATCH FOUNDATION  
BOARD MEETING**

**12.30pm Tuesday 19 June 2012  
Room 6, NCVO, Regent's Wharf, 8 All Saints Street, London N1 9RL**

**MINUTES**

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

**IWF Staff:** Susie Hargreaves (CEO) (SH)  
Deborah McGovern (DCEO) (DM - minutes)

**1 (a) Welcome and Apologies**

The meeting began at 12.47 pm.

There were no apologies.

**(b) Declarations of Interest**

All Independent Trustees declared an interest: RB, NC, PG, MM, PN, SW.

**2. Review of Trustee payments**

The Chair opened the meeting by offering apologies on behalf of the organisation that Trustees had been put in this position. He stated that he and the Chief Executive had made a commitment to ensure this situation was resolved as soon as possible, and clarified that the issues under discussion today were:

- 1) Anne-Marie Pipers report (the Report)
- 2) Payments ceasing to Trustees paid through IWL
- 3) The draft letter to the Charity Commission (the Commission).

The Chair stated that there was also the issue of "34.3" to resolve, but that would be left to the Charity Review Working Group (CRWG). The Chair opened the floor for comments.

Signed.....*R.R. Tilt*.....

Date.....*20/11/12*.....

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The first issue discussed was whether it was necessary to approach the Commission to continue paying the 3 Trustees through IWL, as some felt that they did not want to seek dispensation. It was also discussed that this could count against the IWF and require the money to be paid. There were differences of opinion as to whether remuneration had been a factor for Trustees applying for the role. It was agreed that all former Trustees should be contacted.

There was feeling that all dealings with Eversheds should cease, and they should be pursued for incorrect advice. It was confirmed that Farrer's were drafting a letter to Eversheds on behalf of IWF, in order to recoup any costs in the event that individual trustees/IWF were held liable. RT confirmed that the issues were to firstly write off the back payments and secondly to continue paying the 3 trustees for the remainder of their terms. NC requested her disagreement with the second point be recorded.

There was discussion around the extent that 34.3 was a problem, as it was not consistent with charity law. The first option was to stay as we were with unremunerated Trustees, and to change our objectives to deal with 34.3. The second option was set out in the Report, where IWL becomes the main organisation and pays 6 directors, and IWF becomes a small charity with unpaid Trustees.

There was discussion about the advantages and disadvantages of remaining a charity and of creating a Community Interest Company (CIC). The issue of remaining independent was important, and it was noted 34.3 was a nuclear button, and that in the event of a divergence of opinion it would be down to discussion and negotiation, with 34.3 as an absolute last resort in which everyone would lose.

RT agreed there would not be a decision today and that he would ask Anne-Marie Piper to attend the July board meeting. SH confirmed that Anne-Marie had spoken to the CRWG, and had been retained to go through the detail with them.

It was agreed that RT agreed to take up the issue "suspending payment " with Anne-Marie. It was agreed that the letter being sent to the Commission was carefully worded, as IWF did not want to rule anything in or out at this stage.

It was questioned whether there was an admission from Eversheds that they had given bad advice, and this was confirmed, and that Anne-Marie had sight of this.

BW left the meeting at 13.42

RT brought the meeting to a close by summing up the key points agreed:

- 1) Payment to the 3 Trustees via IWL would cease
- 2) The letter would be amended to reflect the Boards comments

Signed.....

Date.....

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- 3) Farrer's would advise on a formal complaint against Eversheds and the obligation for them to repay any sums required
- 4) SH would inform previous Trustees by phone
- 5) The wider implications would be discussed at the next CRWG meeting on 3 July
- 6) Anne-Marie Piper would be invited to the next board meeting
- 7) A press release would be prepared.

**3. AOB**

There was no further business.

**4. Date of next meeting**

The date of the next Board Meeting is Tuesday 17 July 2012 in Cambridge.

The meeting ended at 13.45pm.

Signed.....*R.R. T. M.*.....

Date.....*30/11/12*.....

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