

**INTERNET WATCH FOUNDATION
BOARD MEETING
10.30 a.m. - Tuesday, 19th May 2009
At the offices of Yahoo! 125 Shaftesbury Avenue, London, WC2H 8AD**

MINUTES

Present: Eve Salomon (Chair), Emma Ascroft (industry Vice-chair), Rodney Brooke, Naomi Cohen, Mark Gracey, Stephen Locke, Hamish MacLeod, Tink Palmer, Ian Walden (Independent Vice-chair), Suzy Walton

IWF Staff: Peter Robbins , Keren Mallinson, Brian Wegg

Apologies: None

1 Apologies and welcome

Eve Salomon welcomed everyone to her first Board meeting as Chair. There were no apologies.

Eve wished to place on record her thanks to Ian for his work as interim Acting Chair and his support in the handover process

2 Minutes of previous Board meeting – 24th March 2009

Subject to minor changes the minutes were **accepted** as a true record of the meeting.

ACTION 1: Where appropriate future Board minutes to include the text of recommendations approved at the meeting.

3 Matters arising

All the actions from the previous Board minutes had been carried out and there were no other matters arising.

Reports to the Board:

4 Chair's report

a) Executive Committee

The Chair highlighted the following matters from the meeting:

- On the 31st December 2009, Tink Palmer and Ian Walden both come to the end of their maximum period of office as IWF Board members and it will be necessary to recruit two new Board members. The Chair outlined some of the arrangements and timescales for seeking replacements.

Following further discussion the Board **agreed** that:

- To further help emphasise the independence of candidates and the openness of the Board selection process, the Office of Public Appointments would be asked to put forward a choice of commissioners who could be part of the selection process;
- Board members would put forward the names of potential candidates.

ACTION 2: The job description and person specification to be circulated to Board members

- The Board noted that their photographs would be re-instated on the IWF website.
- The Chair referred to the ApComm inquiry on internet traffic and said that the IWF would be submitting a factual written response and offering to give oral evidence. The IWF would suggest to the Committee that the Chair of Funding Council also

be invited to attend for oral evidence.

b) Meetings past and future

The meetings schedule was noted.

5 CEO's report

The Chief Executive introduced his briefing paper and invited questions.

The Board noted the CEO's meetings with regard to the Government's stated intention of extending CAIC coverage to all ISPs offering domestic broadband connection. The executive pointed out that they were awaiting clarification from ISPA on why some ISPs were not taking the CAIC list and implementing a blocking solution. Industry Board members felt that cost still represented a barrier for some smaller ISPs.

The Chair stressed that she did not want ISPs using the cost of the IWF as a reason for not implementing blocking. Whilst there was cost recovery point for IWF supplying and supporting CAIC implementation, it was not high, and it was important that ISPs spoke to us should they envisage a problem with cost.

The Chief Executive asked Board to note that a meeting with representatives from LINX and ISPA had been arranged in order to explore these issues in more detail.

With regard to an article in the draft EU Framework Decision on blocking, the Board noted that the UK government would be flagging an amendment to the wording to include '*approved bodies*' such as the IWF.

6 Audit Committee report

a) update on 2008/9 closedown and governance review progress

Hamish MacLeod, committee Chair, asked the Board to note that the audit work on the 2008/9 closedown was complete and it had not identified any significant matters to date. A committee meeting had been arranged for 17th June when the draft statements would be reviewed, the Risk Register updated and the governance review progressed.

The Chair asked the Board to note that she would be looking at the committee structure and governance and making some recommendations for improvement.

7 Remuneration Committee report

a) feedback on the application of the Board attendance allowances

Suzy Walton, committee Chair, reported that the committee had met on 11th May. The current economic circumstances had highlighted the desirability of extending the committee's remit to enable a wider overview of staff reward packages beyond the annual cost of living review. The Chair Suggested that this issue be considered at the June meeting as part of the Committee structure and governance review.

Suzy Walton asked the Board to note that the committee had reviewed the application of the attendance allowance policy for the period 1st July 2008 to 31st March 2009. Suzy pointed out that although the application of the policy had resulted in fairness for all directors, the policy was complex to administer. The Chair said that she wished to bring the directors' remuneration review forward. The idea of paying a flat annual rate was generally favoured and legal advice would be obtained to see if this was a feasible option for consideration.

ACTION 3: An executive paper in consultation with the Chair to come to the 30th June Board meeting.

8 Communications Committee report

a) feedback from the last meeting

Naomi Cohen, committee Chair, reported that the committee was pushing ahead

with the agreed work programme which included actions from the 'Wikipedia incident' and work with Iris PR on mapping stakeholders in the digital environment.

9 Funding Council report

a) feedback from last meeting

Industry Board members gave an oral update on the following matters from the Funding Council on 12th May 2009:

- The Code of Practice was nearing completion and should be available for reporting to the June Board meeting;
- The Consultation Framework required some further work on clarifications and cross-referencing;
- Consultation was taking place on the contextual assessment of CAIC content and this would be reported back in due course; and
- The technical working group is continuing its work on aspects of blocking and the CAIC splash page.

Policy Matters:

10 CAIC – validation

Keren Mallinson introduced the paper explaining that this was a Funding Council document based on the industry working group paper on verification and the executive's paper on remedies and sanctions.

The Chair said that the manner in which Members and sub-contractors were listed on the IWF's website might need to be reviewed. She expressed concern that, in any event, if self-certification were voluntary and not a mandatory condition of membership, this could undermine the robustness of self-regulation.

Following further discussion, the Board **agreed** that the chair of the industry working group, Mark Gracey, and the author of the review paper, Keren Mallinson, should meet in order to resolve some of the overall principles underpinning validation and the detailed wording in the policy document. The aim would be to bring a final, revised document back to the June Board meeting.

Business and Operational Matters:

11 Financial update

a) Consolidated balance sheet to 30th April 2009 and b) oral feedback on income and expenditure

The Board noted the balance sheet and the executive outlined the position with regard to income and expenditure, confirming that the level of debtors shown was not unusual at this stage in the financial year.

12 Funding model – for ISPs and mobiles

The Chief Executive introduced the paper and asked the Board to note that at their last meeting in March 2009 they had agreed that a framework based on customer numbers should form the basis for determining ISP subscriptions, but nonetheless, the voluntary nature of membership may occasionally require a degree of flexibility when determining subscriptions.

Board **resolved to accept** the basic framework of the proposed funding basis and to note the detail as illustrative of its application.

The Chief Executive explained that it was hoped the draft funding model for all sectors would be concluded at the September Board meeting allowing the

opportunity for consultation and comment in time for draft budget setting in January. He asked the Board to note that it may be necessary to agree some phasing-in dates for changes.

The Board asked that their thanks be passed on to Rachel Hopper for a well researched and presented paper

13 Membership update

The Board **approved** the membership applications by Bebo, Zen Internet and Barracuda Networks.

14 Hotline operational report

The report was noted.

15 AOB

- The Chief Executive clarified the context of a BBC interview with regard to the role of hotline analysts;
- The Board **agreed** to hold a private session without staff half an hour before the start of each Board meeting; and
- Rodney Brooke asked that his apologies be noted for the training session on June 30th.

16 Dates of 2009 Board meetings:

Tuesdays 10.30 am start (with 10.00 Private Session pre-meeting)

-June 30th – Final accounts 2008/9; Trustee training (Cambridge based)

-Sept. 29th – AGM and Joint seminar

-Dec. 1st - Budget indicators 2010/11; counselling confirmation

The meeting closed at 1.20 pm.