

**Internet Watch Foundation**  
**Board Meeting**  
**10.30 am - Tuesday, 20th May 2008**  
**Kingsway 6th floor, Holborn Gate, 330 High Holborn, London, WC1V 7QG**

**MINUTES**

**Present:**

Amanda Jordan (Chair)  
Emma Ascroft  
Rodney Brooke  
Naomi Cohen  
Mark Gracey  
Stephen Locke  
Hamish MacLeod  
Tink Palmer  
Ian Walden  
Suzy Walton

**IWF Staff:**

Peter Robbins (CEO)  
Brian Wegg

**Apologies:**

None

**Also in attendance for item 11(a):**

Camille de Stempel

**1 Apologies and welcome**

Chair opened the meeting and welcomed Mark Gracey and Hamish MacLeod back as industry Board members.

**2 Minutes of previous Board meeting – 18th March 2008**

Item 6 - Committee terms of reference, page 4 of the minutes:

- All committees - reporting procedures, should read – ‘The minutes of the committee shall be circulated to all Board members’.
- Audit Committee – attendance at meetings, the first sentence should read – ‘The Independent Chair of the Board may only attend Audit Committee meetings by invitation from the Committee Chair’.

Subject to the above changes these were accepted as a true record of the meeting.

**3 Matters arising - (including action summary from 18th March 2008)**

- Action 1 from 18th March – Strategic framework – Chief Executive confirmed that the work was ongoing and would be finalised by the Director of Policy and Planning.

- ACTION B1: Industry Board members asked for a briefing note on Eurisp's membership of IWF to be included as part of the next membership briefing paper to Funding Council.
- Chair reported that she had attended Funding Council on the 7th May and presented the 2008/9 budget forecast. Funding Council had supported the budget.
- Chair reported that we were unable to use the same location for our joint Board and Funding Council meeting on 23rd September and asked Board members to feed back on any suitable locations in London which may be available at a reasonable cost. Board considered a theme and speakers for the event.

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 6th May - for information**

These had been circulated separately and were noted.

#### **5 Committee Matters:**

##### (a) Confirmation of Committee line-up

Board noted that the industry Board members had elected Emma Ascroft as industry Vice-chair of the Board and Emma would join the Board Executive Committee.

Board approved the following committee appointments:

- Hamish MacLeod to join Audit Committee as Chair;
- Emma Ascroft to join Remuneration Sub-committee; and
- Mark Gracey to join Communications Committee.

##### (b) Audit Committee – Hamish MacLeod:

Current financial year - 2007/8:

(i) Provisional close-down Group management accounts (P & L) and balance sheet  
Hamish outlined the financial reports and explained that the close-down management accounts were broadly in line with the forecasts from previous management accounts and they contained no new variances. Clarification was given on the following points:

- The figure for depreciation was a notional amount based on estimates from our auditors but was not included in our budgeted expenditure profiles;
- Legal and professional fees were over budget because of a number of specific and unexpected issues on which legal advice was required;
- Technology budget was under spent because the CAIC verification process did not require the investment in hardware and software to carry out IWF in-house validation; and
- It was noted that the expenditure on Board attendance fees was significantly over budget and concern was expressed about the application of the attendance allowance.

**ACTION B2:** (a) CEO to report to Audit Committee on the application of the allowance and (b) Chair to follow up with specific Trustees as appropriate.

[In the balance sheet, the credit card amount shown as a debtor results from the timing of payments to the credit card company.]

##### (c) Remuneration Sub-committee

(i) Informal feedback on first meeting.

Suzy Walton, committee Chair, outlined the main issues considered at the first meeting on 13th May which included:

- Some minor ‘tweaks’ to operational aspects of the committee terms of reference;
- Concern that the committee will be reporting to Board via the Audit Committee which may cause some tension and issues over confidentiality – the committee has sought to address these in the interim;
- Seeking legal and audit advice as the committee develops a mechanism for director payments; and
- Some initial thoughts on the process for the annual cost of living review of staff salaries.

A further meeting had been arranged and minutes of the first meeting would be circulated shortly.

#### (d) Communications Committee

##### (i) Press cuttings

Board noted the significant media coverage that the annual report launch received.

##### (ii) Informal Committee feedback

Naomi Cohen, committee Chair, reported that the committee had considered a number of communications matters including the Evaluation report, KPIs for communications projects, Perceptions review, Annual report production and launch, PR strategy and PA strategy. Naomi expressed concern that there was a danger of repeating items at Board which the committees had previously discussed in detail and it was important for the Executive Committee to be aware of this as Board business is planned.

The committee had also considered visits to the IWF web site and how these could be developed and more fully analysed to help identify why the visitor was coming to the site.

##### (iii) Presentations from Director of Communications:

###### - Perception Review

Sarah Robertson outlined the background to the review and the key issues that had arisen. Board noted that some of the feedback was inevitably contradictory with, for example, some respondents wanting IWF to expand its activities and others wishing to see a contraction. The final slide identified some key areas for change or improvement and Board noted that the report would help to inform strategic decisions on communications targets.

Naomi Cohen asked Board to note that the perception review would have significantly more value if the stakeholder group was widened, particularly to those working at the ‘coal face’ on related issues, and if it was repeated on a periodic basis in order to pick up trends.

###### - Evaluation of communication projects

Sarah Robertson described each of the communications projects and outlined the indicators which had been applied in order to help identify impact. She explained that it was not possible to identify which campaign had been most successful since some had run in parallel. It was noted that Communications committee had asked the Communications Director to in future identify specific measurable objectives for each strand of communications work.

## **6 Governance:**

### (a) Funding Council governance - approved constitution

The new constitution was noted.

### (b) Review of IWF Articles of Association - next steps

Secretariat explained that the revised Articles had been forwarded separately for comment with a view to Board approval in July and a special resolution going to the company general meeting in September. Board members were asked to forward any comments or questions to the secretariat.

**ACTION B3:** Board members to forward any comments on the draft Articles to secretariat

## **7 Online content – policy matters:**

### (a) Extreme Pornography

(i) Extract from Criminal Justice and Immigration Act 2008

(ii) Policy position paper

Chief Executive outlined the position, drew attention to the revised definitions and explained that the commencement date for the Act had not been set. He explained that this was a possession offence and IWF's role could develop in relation to user-generated content where we would make assessments and advise members. He acknowledged that there may be a spike in the number of reports as a result of the legislation and as yet a law enforcement partnership had not been identified. Chief Executive reminded Board, that at their meeting in September 2007, they had concluded that this would not be a significant change of remit but the Act was an additional piece of legislation for assessing criminally obscene content.

Industry Trustees asked Board to note that Funding Council were unable to fully support the Board position until clear links with law enforcement were established. The industry wished to act responsibly on this matter but would want to see training for IWF staff in place, a partnership established and to have a better understanding of the impact on IWF resources. Mark Gracey had raised a number of questions about the legislation and the executive agreed to draft a reply.

**ACTION B4:** Executive to draft a paper setting out responses to Mark's questions.

Chair confirmed that the government Minister wants reassurance that in principle the IWF will take on the work associated with this legislation. Some Board members expressed concern that IWF must have an unequivocal position in order to respond to government.

Chair summarised the Board position as being willing in principle to play our part in the application of the legislation, subject to Home office reassurances on partnership arrangements and appropriate staff training. Industry Board members said that they would not be taking a view on implementation until clear assurances had been received on training and partnerships and Chair concluded by asking Funding Council to clarify its position as soon as this information became available.

### (b) CAIC – self-certification:

(i) Working Group –update

Mark Gracey, working group Chair, outlined the position, pointing out that the working group needed to reconvene in order to finalise the proposed business process and to test

whether the proposals were transferable to search engines. Mark asked Board to note that the aim was for companies to complete their first certificates for the period to April 2009 but they could be for a six-month test period only.

(ii) Self certification – other work

Chief Executive pointed out that although the underlying principle was to find ways of ensuring blocking worked effectively, there will be a point in the process where a remedy and possible sanctions may need to be applied and the design for this work may need to be commissioned. For the certification to have credibility the remedy and sanction procedures will need to be in place alongside the certification process.

(c) Byron Review

Board noted that IWF had been approached about being on the UK Council on Child Internet Safety and the Chief Executive had accepted the invitation. Board acknowledged that although the theme would be harmful content, IWF will be in a position to contribute and play an effective part in the debate.

(d) Ofcom - co and self regulatory consultation – draft letter to Ofcom

A number of Board members expressed concern that the consultative document was potentially unhelpful and contained proposals which conflict with the principle of independence and the concept of self-regulation. Board noted that IWF was named in the document as an illustration of effective self-regulation but could fail some of the criteria set out in the document and would therefore never have been formed.

Board concluded that the Chair should respond on behalf of IWF drawing attention to the concerns about the criteria and the consequent contradictions.

**ACTION B5:** CEO and Chair to formulate and send IWF response to Ofcom consultation

**8 Membership report**

The membership applications by Myspace, YHGfL Foundation and Bloxx were approved.

**9 Chair and CEO matters:**

(a) Chair's report

Chair gave a brief verbal update on her IWF activities.

(b) Chief Executive's report – information paper

Chief Executive highlighted two items, asking Board to note that a new Hotline Manager had been appointed and that the draft report on the Hotline Audit had been received. A letter and the final report will come to the Chair in due course and Board will determine how to best communicate the outcome of the audit.

**10 Operational matters:**

(a) Hotline Operational report – information item

The report was noted.

**11 AOB**

- Naomi Cohen raised some questions about Board papers; that the hard copy version should be printed double-sided; that papers should be sent to Board members a week in advance and the agenda should include an estimated meeting finish time.
- Emma Ascroft asked the executive to ensure that the Funding Council secretariat was aware of membership approvals.
- Chief Executive clarified the position with regard to the EU SIAP bid and explained that for the purposes of the bid they had entered a coalition with other parties.

Chair welcomed Camille de Stempel to the meeting and wished to place on record IWF's appreciation of her tremendous hard work and support over six years as an industry Board member and its Vice-chair. Chair marked the Board's thank you with a presentation to Camille.

**12 Board dates for: 2008: all Tuesdays, start time usually 10.30 am:**

- 8th July (Oakington) :- including draft Accounts for 2007/8 for approval; Revised IWF Mem & Arts for approval; Recommendations from Audit Committee on Investments Policy; buffet lunch with staff; Trustee/Director training
- 23rd Sept (inc. AGM and joint event with Funding Council); -25th Nov. (out of London -Edinburgh - tbc)

The meeting closed at 1:10 pm.