



## **INTERNET WATCH FOUNDATION BOARD MEETING**

**10.00am Tuesday 20 November 2012**  
**Room 11m, 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)  
Mary MacLeod (MM)  
Brian Webb (BW)  
Andrew Yoward (AY)

**IWF Staff:** Susie Hargreaves (CEO) (SH)  
Deborah McGovern (DM)  
Emma Lowther (EL)  
Sandrine Harvey (SJH)  
Bill Johnston (WJ)(minutes)

**In attendance** Kristof Claesen (KC) (Dr Laidlaw article discussion only)

**Apologies:** Peter Geering (PG)  
Peter Neyroud (PN)  
Fred Langford (FL)

### **IWF Board Closed session**

There was a closed session of the IWF Board from 10.00am to 10.20am.

#### **1. (a) Welcome and Apologies**

The meeting began at 10.20am.

There were apologies from Philip Geering, Peter Neyroud and Fred Langford.

#### **(b) Declarations of Interest**

Rodney Brooke, Naomi Cohen, Mary MacLeod and Suzy Walton declared an interest in Agenda Item 6 – Remuneration Committee report where Trustee benchmarking and Trustee remuneration was discussed.

#### **2. (a) Minutes of the last meeting**

The Board approved the minutes of the meeting held on 16 October 2012 subject to an addition from the IWF Board closed session and a minor amendment.

**Action 1 – WJ will add the addition from the IWF Board closed session and the minor amendment from the meeting held on 16 October 2012.**

**(b) AGM Minutes 16 October 2012**

The Board noted the AGM minutes subject to a minor amendment.

**Action 2 – WJ will make the minor amendment to the AGM minutes held on 16 October 2012 in line with Board's instructions.**

**3. Matters arising - including action summary**

Matters arising were noted by the Board and all outstanding actions will be completed by February 2013 Board meeting.

**4. Dr Laidlaw's Article**

RT reported he had meet Dr. Laidlaw with DM and KC on 8 November 2012 to discuss her article published in the International Journal of Law and Information Technology on the human rights responsibilities of the IWF. The Board had sight of the notes taken at the meeting and a draft reply to the journal. It was agreed that the letter to the journal should come from the Chairman of the Board and a title should be added. The Board agreed that the letter should show that we are open to constructive criticism and to constantly improving our practice but also asked for some changes which clarify that we already have robust mechanisms in place. Specifically, they asked for the second paragraph to clarify our existing practices and the final paragraph to include reference to the sensitive nature of the material we handle. It was agreed that KC and SH would revisit the draft letter, forward to RT to proof read prior to sending to the journal.

There was discussion about the Human Rights Audit, the public commitment and the independent dispute panel. The working group will meet in December to scope the audit and following this DM will report back to the Board.

**Action 3 – KC/SH to amend letter and forward to RT for comments prior to sending to journal.**

**Action 4 – DM to report on the Human Rights Audit, public commitment and the independent dispute panel.**

KC left the meeting after this item.

**5. Audit Committee Report**

**(a) Draft Audit Committee minutes 24 October 2012**

RB asked the Board to note that the Audit Committee has asked SH to present a financial plan for IWF: International at the next meeting.

These were noted by the Board.

**(b) IWF Group Management accounts six months to 30 September 2012**

These were noted by the Board.

RB reported to the Board that the IWF Group Management accounts were more comprehensive, easy to read and better to understand.

SW reported to the Board that Key Performance Indicators were being revisited to better outline the value chain, and the 'Porter' model had been suggested as a starting point to help ensure the Board got the right information.

**6. Remuneration Committee Report**

NC reported to the Board on the Remuneration Committee meeting held on 15 November 2012 and asked for the Board to consider three items:

Currently benchmarking is every two years for trustees and three for staff. The Board was asked to consider aligning both together with the next benchmarking exercise due for staff taking place in 2013. This was **agreed**.

The Committee had been asked to consider a cost of living increase for April 2013. NC reported that the Committee did not feel that they could consider this as they were informed that the performance related pay framework (PRP) that had previously been agreed by the Board was now not progressing and that the Committee has been advised that the Executive was looking at alternative options. The Committee was concerned that a Board decision had been reversed without any input from the Board or the Committee.

SH apologised to the Remuneration Committee and reported that she was unaware that the Board had previously approved this as she had inherited this from her predecessor and was informed that it had not been approved and was still in a period of staff consultation. SH reported that there was no buy in from staff, it was felt to be overly complicated, confusing and unworkable and when put to the staff they had unanimously rejected it. SH had discussed it with RT and also reported it to the Audit Committee. SH advised this needed to be looked at in the round considering other benefits. It was agreed that SH would bring back to the Board in February 2013 alternative options when cost of living would also be revisited. NC also reported that if a staff cost of living increase was approved for staff it should also apply for those trustees which payment of an allowance was permissible. It was agreed that trustee remuneration would be put on hold.

NC reported to the Board about 18 months ago the Remuneration meetings had been reduced from three meetings a year to two and she still felt it was a struggle to fill the meetings. The main agenda items were benchmarking and cost of living increase. It was also felt that due to the size of IWF it was unusual to have a Remuneration Committee and it could be transferred to the Audit Committee or the Board. It was decided to defer the decision on whether to have a Remuneration Committee once the salary issues had been decided at the February 2013 Board meeting.

**Action 5 - SH to bring alternative options for staff remuneration and cost of living increase to the Board meeting in February 2013.**

## **7. Chair's Report**

RT reported to the Board that FL would bring two papers to the next Board meeting (i) on peer to peer and (ii) on the balance between public reporting and proactive reports to the February 2013 Board meeting. He also advised he is meeting Fiona MacTaggart MP and Jeremy Brown MP with SH.

**Action 6 - FL to bring peer to peer paper to Board meeting in February 2013.**

**Action 7 - FL to bring report on public reporting and proactive reports paper to Board meeting in February 2013.**

## **8. CEO and DCEO's Report**

DM reported that the Audit Committee meeting held on 24 October 2012 had looked at and updated the risk register.

There was discussion about the composition of the team for next year's Hotline inspection and whether the Board wanted to include a human rights expert. The Board were requested to forward any names for judges and for a police representative to DM. Due to PG and PN not being at the meeting, they would be contacted separately.

DM updated the Board on the introduction of the new Welfare Policy: there had been an excellent response from welfare providers and interviews were continuing.

JS commented that the MoU with the French and Spanish Hotlines was a "great step forward" and that joint messages needed to be developed. It was agreed that IWF: International would be a standing agenda item at future Board meetings.

**Action 8 - The Board are to forward names to DM of possible names for the Hotline inspection team.**

**Action 9 – DM will email PG and PN separately requesting they forward any police representatives.**

**Action 10 - WJ to ensure IWF: International is included on future Board agendas.**

## **9. Communications Report**

EL presented her report. The You Gov Omnibus survey measuring IWF Awareness before and after Awareness Day will be included in the February 2013 communications report.

There was discussion about the media coverage of Awareness Day. EL was congratulated on the excellent media coverage.

RT asked for an update on the status of the 'Costa Report'. There was a vote in the EU at the same time as the meeting, and EL advised she would send an update to the Board once we knew the outcome.

NC asked that in future graphs showing media coverage are annotated to show how it relates to stories placed by or about IWF and to show which stories have created the positive/negative/neutral.

EL advised the "Do the Right Thing" campaign will be launched on Friday 23 November 2012 and she will report back to the Board in February 2013. It was discussed that following the Jimmy Savile news stories an approach could be made to the BBC with regards to a positive piece.

There was discussion about the role of IWF research. The Board was delighted that the internal research into self-generated content had attracted so much media attention. However, it was agreed that we need to clarify that the IWF was not an academic body producing peer reviewed research and therefore these reports would not stand up to academic scrutiny, we were generating interesting briefings/reports based on our activities. It was agreed to convene a working group of Board and staff members to agree the scope, the processes and promotion of IWF reports/research in the future.

**Action 11 – EL to inform the Board members of outcome of Costa report.**

**Action 12 - EL to ensure future reports are annotated with significant events.**

**Action 13 - WJ to organise a research scope meeting with MM, NC and PN with key staff members as well.**

## **10. Draft Budget 2013 - 2014**

SH introduced her paper by setting out the background and context and talked through the draft budget for 2013/14. There were a number of significant challenges going forward which the Board was made aware of:

- Ongoing call upon reserves for charitable activities resulting in a deficit budget in 2013/14.
- The difficulty of accurately budgeting projected income for IWF: International and alongside this, the need to start converting leads in contracts.
- The ratio of salaries to expected income.

The budget is to be kept under review and on this basis the Budget was endorsed by the Board.

DM will look further at Membership and usage charge fees.

SH will explore further capacity for fundraising.

**Action 14 - DM to look further at Membership and usage charge fees.**

**Action 15 - SH to explore capacity for fundraising.**

### **11. IWF Corporate Presentation**

EL presented the IWF Corporate PowerPoint presentation which can be used by Board members. The Board endorsed the presentation subject to a few minor changes. EL will forward soft copies with notes to Board members once amendments have been made.

**Action 16 - EL to amend the IWF Corporate presentation and forward to Board members.**

### **12. Anti-Bribery Policy**

The Anti-Bribery policy was approved by the Board subject to some minor amendments.

**Action 17 - WJ to make the amendments and forward policy to all staff.**

### **13. Newsgroup Policy**

DM reported to the Board on the newsgroup policy and advised she is still awaiting legal advice and once received it will go to Funding Council (FC) for discussion.

**Action 18 DM to forward newsgroup policy to FC once legal advice received.**

**14. AOB**

It was agreed that DM would attend the FC meeting on 12 December 2012 to provide a summary from IWF perspective on Facebook wishing to use the IWF list for monitoring purposes.

**Action 19 – DM to attend FC meeting on 12 December 2012.**

**15. Date of next meeting**

The next meeting will be held on Tuesday 26 February 2013 at the NCVO, Regents Wharf, 8 All Saints Street, London, N1 9RL at 10.00am.

The meeting ended at 12.10pm.