



## **INTERNET WATCH FOUNDATION BOARD MEETING**

**10am – Tuesday 24<sup>th</sup> May 2011  
At Room 413, Institute of Directors, 116 Pall Mall, London SW1Y 5ED**

### **MINUTES**

**Present:** Eve Salomon (Chair)  
Stephen Locke (Independent Vice-Chair)  
Rodney Brooke  
Naomi Cohen  
Mary MacLeod  
Jonny Shipp  
Suzy Walton  
Brian Webb  
Andrew Yoward

**IWF Staff:** Peter Robbins (CEO) ("PR")  
Deborah McGovern (DCEO) ("DM")  
Helen Redman ("HR")(minutes)

**Apologies:** Naomi Cohen

There was a closed session of the Board from 10am – 10.30am.

### **1. Welcome, Apologies and Declarations of Interest**

Apologies were received from Naomi Cohen.

The Board approved the appointment of Brian Webb as an Industry Board member for a period of three years, and the appointment of Andrew Yoward as an Industry Board member until 31<sup>st</sup> December 2011.

The Board approved the appointment of Susie Hargreaves as the new CEO of the IWF, subject to satisfactory CRB checks.

It was noted by the Board that Jonny Shipp was the new Industry Vice-Chair.

Brian Webb declared an interest in agenda item 7.

Jonny Shipp, Brian Webb and Andrew Yoward declared an interest in agenda item 16.

### **Action 1**

***HR will make the appropriate returns to Companies House and the Charities Commission in respect of Andrew Yoward and Brian Webb's appointments.***



## **2. Minutes of the last meeting**

The Board approved the notes of the Board meeting held on 8<sup>th</sup> February 2011 subject to minor amendment, and the Board approved the minutes of the Board meeting held on 28<sup>th</sup> March 2011.

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

DM confirmed that the Lease for the new offices has been completed and the IWF will move to its new premises on 30<sup>th</sup> June 2011.

Action 7.7 – the review and lessons learned process will form part of the Board governance session which will be held on Monday 18<sup>th</sup> July 2011.

### **Action 2**

***The IWF's Standing Orders and Financial Delegations will be added to the Audit Committee's June 2011 agenda.***

## **4. Strategic Plan: Detailed Plan and Spending Approval**

DM spoke to the paper. It was noted that since the date of the paper the underspend has increased to £178k. The EU grant of £260k has been received taking the amount in excess of the policy reserves to approximately £300k.

The Board noted that the Audit Committee had approved the priority order for proposed PR activity.

### **Decision**

***The following PR activities were approved by the Board:-***

***Location of logo project – to commence with a pilot project.***

***Parliamentary activity – (No Party Conference fringe meetings will be held).***

***15 year celebration – (to be held at a suitable time in the Parliamentary calendar).***

***Targeted advertising campaign.***

## **5. Board Members' Handbook**

It was acknowledged that further changes would be likely to be made to the Handbook following the July 18<sup>th</sup> governance session. In the interim HR will make the amendments agreed by the Board, and will include the Job Descriptions of the Chair, and for Trustees and Vice-Chairs.

### **Action 3**

***HR will revise the draft Handbook in accordance with the Board's comments.***

### **Action 4**

***The Audit Committee will review the Trustee Expenses Policy.***

## **6. Membership Update**

This was noted by the Board.



### **Decision**

***Applications for full membership for Badoo, Lancaster University Network Services and MediaSat3 were approved. Applications for associate membership for Phantom Technologies and Palo Alto Networks were also approved.***

### **7. Self-Certification Update**

Brian Webb remained in the meeting but did not participate in the discussions as he had declared a conflict of interest.

It was noted by the Board that the IWF's Self-Certification Policy followed the industry's agreed process. It was now apparent that some organisations did not wish to participate.

It was therefore agreed that the process set out in the IWF's Self-Certification Policy would be followed.

### **Decision**

***It was agreed that a Committee of the Board would be convened. The membership of the Committee will be two independent Board members and one industry Board member. In this instance, the Committee members will be Andrew Yoward, Suzy Walton and Mary MacLeod.***

### **Action 5**

***Those companies identified in the report by the letter A will be immediately removed from the IWF's website, and those identified by the letter B will be notified by letter that they will be removed from the website unless they are able to participate in the 2011-2012 tranche. The Committee of the Board will convene and the process set out in the IWF's Self Certification Policy will be followed in relation to those companies identified by the letters C and D in the report.***

### **8. Remuneration Committee Terms of Reference**

This item was dealt with as part of agenda item 15 below.

### **9. All Staff Annual Leave (excluding CEO)**

This item was dealt with as part of agenda item 15 below.

### **10. Appointment of CEO**

This item was dealt with under agenda item 1 above.

### **11. Hotline Inspection**

PR confirmed that the Executive accepted the recommendations made, subject to clarification regarding one recommendation.



**Decision**

***The Board agreed that a summary of the 2011 Hotline inspection should be published, together with the inspectors' recommendations and the Executive's responses.***

**Decision**

***The Board agreed that authority would be delegated to the Audit Committee to (i) approve the Executive's responses to the recommendations, (ii) to oversee the publication of the summary, recommendations and responses and (iii) to monitor the implementation of the recommendations.***

**Decision**

***It was agreed that the Hotline Inspection Report would be made available to the IWF's members, subject to staff anonymity.***

**Action 6**

***PR will liaise with the chief Hotline inspector to seek clarity as regards some of the wording used.***

**Action 7**

***The Executive will take its responses to the recommendations to the Audit Committee's June meeting.***

**Action 8**

***The Hotline Inspection report is to be added to the Audit Committee's June 2011 agenda.***

**12. Chair's Report**

The Chair confirmed that she had met with LINX members. The Chair and CEO met with Claire Perry MP.

**13. CEO's Report**

This was noted by the Board.

**14. Audit Committee**

**(a) Draft Committee meeting minutes 4<sup>th</sup> March 2011**

These minutes were noted by the Board.

**(b) Committee Report**

The Chair of the Committee confirmed that the organisation's financial position was very healthy, and that the Committee was working towards ensuring that the reserves held by Santander do not exceed £250k.

**(c) YTD Consolidated Balance Sheet**

This was noted by the Board.



**(d) YTD Profit and Loss Account**

This was noted by the Board.

**15. Remuneration Committee**

**(a) Draft Committee meeting minutes 10<sup>th</sup> May 2011**

These were noted by the Board. The Policy regarding the review of the CEO's Performance and Reward was drawn to the Board's attention and it was noted that the CEO's objectives would be set by the CEO and the Chair of the Board, and then agreed by the Board.

**(b) Committee Report**

The proposed amendments to the Remuneration Committee's Terms of Reference (agenda item 8) were approved by the Board, subject to minor amendment.

**Action 9**

***HR will amend the Remuneration Committee's Terms of Reference.***

**16. IWF Licences Update**

Brian Webb, Jonny Shipp and Andrew Yoward remained in the meeting but did not participate in the discussions other than to clarify the Funding Council position as they had declared a conflict of interest.

It was noted that Jonny Shipp had convened a meeting of Licensees who had concerns about the proposed standard form of Licence Agreement.

DM spoke to the paper. The Board's attention was drawn to the legal advice received by the IWF from the Board's legal advisers Eversheds. Following discussion, it was felt that certain clauses could now be re-drafted by Eversheds to reflect the understanding reached.

It was agreed that both the IWF and industry members would obtain insurance quotes as regards their liability cap.

It was decided that a meeting would be held between the IWF, Eversheds and the Licensees in order to resolve all outstanding issues.

The Board delegated authority to a Committee to make decisions regarding the Licence Agreement on behalf of the IWF's Board, on the proviso that the Committee will refer to the Board should there be any significant areas of concern. The Committee will comprise the Chair of the Board and the Independent Vice Chair. Jonny Shipp will be invited to join the Committee for the purposes of advice and clarification but will not be part of the decision making.

**Decision**

***Authority is delegated to a Committee to make decisions regarding the Licence Agreement on behalf of the IWF's Board.***



**Action 10**

***DM will liaise with Eversheds as regards redrafting clause 6.4, and in relation to Eversheds attending a meeting with Licensees.***

**17. Organisational Values**

It was agreed that this item should be deferred until the July board meeting.

**Action 11**

***HR will add organisational values to the July Board agenda.***

**18. Funding Council Report**

Jonny Shipp spoke on behalf of the industry trustees. He said that at the last Funding Council meeting there continued to be concern expressed about the recent Board resignations and the CEO leaving. There will be a Funding Council event on 1<sup>st</sup> June 2011 which will be attended by members of the IWF Board so that these issues can be discussed.

**19. Hotline Operational Report**

This was noted by the Board.

PR confirmed that he had received a response from the Canadian law enforcement agency confirming that their criminal investigations were continuing. The Chair recommended that she and another Board member attend the Canadian High Commission to discuss the continuing longevity of Canadian hosted sites on the CAIC list.

**Action 12**

***PR will speak to Peter Davies.***

**20.AOB**

The Board agreed to seek to co-opt someone with senior police experience to fill the Independent vacancy on the Board until the next time Board vacancies were advertised. Board members were invited to submit suggestions to the Nomination Committee with regard to a possible co-optee to the Board.

It was agreed that there would be an after-dinner speaker at the Board dinner on Monday 18<sup>th</sup> July 2011 to improve the Board's understanding of the psychology of paedophiles and the collection of images.

**Action 13**

***Board members are invited to put forward names for a possible co-optee to the Nominations Committee.***

**Action 14**

***The after-dinner speaker will be arranged for Monday 18<sup>th</sup> July 2011.***

**21. Date of next meeting**

The date of the next Board Meeting is Tuesday 19<sup>th</sup> July 2011 at 10am in Cambridge.



The meeting ended at 1.20pm.