



**INTERNET WATCH FOUNDATION
BOARD MEETING**

**10.00am Tuesday 26 February 2013
Room 12m, 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)
Philip Geering (PG)
Mary MacLeod (MM)
Peter Neyroud (PN) (part)
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)

Apologies: Fred Langford (FL)

IWF Board Closed session

There was a closed session of the IWF Board from 10.00am to 10.30am.

1. (a) Welcome and Apologies

The meeting began at 10.40am.

There were apologies from Fred Langford.

(b) Declarations of Interest

Richard Tilt, Rodney Brooke, Naomi Cohen, Philip Geering, Mary MacLeod, Peter Neyroud, and Suzy Walton declared an interest in Agenda Item 13 – Salaries Paper where Trustee remuneration was discussed.

2. (a) Minutes of the last meeting

The Board approved the minutes of the meeting held on 20 November 2012 subject to a minor amendment, in relation to NCs comment on the Communications Report not being correctly recorded.

Action 1 – WJ will add minor amendment from the meeting held on 20 November 2012.

3. Actions arising

Action 5.2 from 16 October 2012 – RT gave an update at agenda item 5.

Action 14.2 from 16 October 2012 – SH will speak to PN to clarify what type of presentation is required from CEOP.

Action 10.1 from 20 November 2012 – RT requested a paper for the Board meeting in May 2013 on Member and usage fees.

Action 10.2 from 20 November 2012 – SH reported that aside from herself, there is no capacity for fund raising. SH also reported feedback from Trusts/Foundation that as IWF has reserves, there is little justification to fund.

Action 13.1 from 20 November 2012 – DM reported that IWF are still awaiting legal opinion on Newsgroups, then it will go to FC.

Action 2 – SH to speak to PN to clarify what type of presentation is required from CEOP.

Action 3 – DM to complete report on Membership and usage fees.

4. Audit Committee Report

(a) Draft Audit Committee minutes 5 February 2013

At the Audit Committee meeting on 5 February 2013 there has been a discussion about current Government's position on the future relationship of the UK as a member of the EU, the current budget decisions and the possible implications of both for the IWF. SH reported that IWF remained in constant contact with the EU and was monitoring the situation. This demonstrated that the importance of diversifying IWF's income streams geographically as well as bringing new income streams on board.

JS reported that funding may be given to the best Hotlines, therefore the IWF should continue to be active in driving forward collaboration. SH reported that it was important to continue the public affairs campaign in Brussels in order to develop the IWFs reputation. It was agreed that a fuller discussion would take place at the next Board meeting in May 2013.

Action 4 – WJ to add EU funding as an agenda item at the Board meeting in May 2013.

(b) IWF Group Management accounts nine months to 31 December 2012

NC asked about the significant variances in some of the budget figures. SH and DM reported on the differences.

These were noted by the Board.

(c) IWF International

SH reported on the updated IWF International plan for 2013/2014. This would be the year where we converted developmental leads into actual work.

She advised that ITU had approved the pilot country wide assessment of Uganda and would be covering the travel and accommodation costs for FL/SH.

MM questioned whether a steering group was needed due to the complexity of countries with different laws, cultures and enforcement agencies. RB reported that this had been discussed at the Audit Committee meeting on 5 February 2013 and it was decided that informal advice from Board members would be sought as required. MM stated that the Human Rights concerns had to be thought through very carefully. SH stated that the list and all other IWF software will remain completely within the IWF control. The advantage of offering the IWF solution is that we simply provide the code to link to our system and we wouldn't assess any content outside our remit. There were no clear protocols in place with law enforcement agencies as yet, as this was part of the assessment work.

JS asked about expanding IWF membership. SH reported that there was a target to recruit four new international members, and in addition, reported that we were in discussions with both Microsoft and the Vodafone Foundation for seed funding for developing countries. JS stated that the Telefonica Foundation might also consider an application. The long term aim is that any solution would be funded by the on-line industry in the particular country, in the same way as IWF is funded.

JS asked about Europe as a different approach would be needed and recommended a separate strategy for EU countries. NC reported that the vision statement and vivid description was now very powerful.

There was discussion around the identified risks. It was questioned whether there was anything contrary to the charitable objectives and it was confirmed there was not. Resource and capacity implications were also discussed, and whether IWF was flexible enough to scale to meet the challenge

Action 5 – SH to draw up a EU strategy for the next Board meeting
--

5. Chair's Report

PN joined the meeting at 11.20.

RT reported he attended the opening ceremony of the Europol Cybercrime Centre, in The Hague.

RT reported that the Governance working group had potentially concluded. A protocol had been agreed in relation to article 34.3. The protocol will go to FC in May 2013 then to the Board meeting in May 2013. Anne-Marie Piper from Farrer's will be asked to write a letter of confirmation that the protocol is a reasonable way forward. RT reported it was a good conclusion.

RT reported that the annual report will be launched in Brussels on 11 April 2013, two Board members are invited to attend.

Action 6 – Board members to advise SH if they wish to attend the annual report launch in Brussels on 11 April 2013.

6. Funding Council

(a) Funding Council Minutes 12 December 2012

These were noted by the Board.

(b) Funding Council Minutes 6 February 2013

These were noted by the Board.

(c) CAIC List Monitoring Working Group – Recommendations Draft

JS was concerned that there would be different licences. DM reported that only one clause needs to be removed. JS suggested a new category of membership should be considered.

The minutes from the CAIC List Monitoring Working Group were noted by the Board.

7. CEO and DCEO's Report

DM reported that she is still trying to find a Judge to lead the Hotline inspection team which has proved difficult. RB reported he had a name of a retired Judge which he would give to DM who could possibly lead the inspection team.

It was agreed that KPIs in respect of speed of removal UK (mins) would be revisited so the Board have a better understanding. This would be completed with the new framework of KPIs, based on the value chain.

The Board approved the following:

SH to become Company Secretary from 1 April 2013.

FL to be Director of Global Operations, which includes responsibility for deputising for the CEO from 1 April 2013.

Action 7 – RB to forward name of possible Judge to lead the Hotline inspection team to DM.

Action 8 – DM to make the appropriate returns at Companies House in respect of SH as Company Secretary from 1 April 2013.

8. Communications Report

EL talked through the evaluation results of the Do the Right Thing campaign. There was a significant increase in the number of reports and report quality when compared with the average weekly results from the whole of 2011. There was also a significant increase in hits to the IWF website, but a lack of hits to the microsite established purely for campaign traffic. NC suggested some more evaluation could be carried out comparing the campaign period to the same weeks the year before, as opposed to average results from the whole of 2011. SH agreed that it would be very useful to have this data, and that it could be picked apart by a small group to really understand the impact.

It was noted that the method of evaluating the quality of reports should be continued through to the Hotline operational reports. This is where the duplicate quality reports are stated, alongside the number of URLs to which they relate. This would give a better indication of the public's accuracy in reporting URLs to the IWF.

An omnibus poll of 1000 18-35 year old men showed no real change in awareness and attitude after the campaign. This was discussed, along with noting other events which occurred during that time, including the Saville investigation. There was further discussion about how duplicate reports are handled and recorded, and it was agreed that the number of duplicates did need to be recorded. Overall, it was considered positive that the campaign had had tangible objectives which it could be measured against, but that a small group should be established to examine the issues further.

EL discussed her proposal to update the IWF logo. Advice had been sought from four companies, two of which had been recommended by NC, and those had thought the logo needed to be not just updated but re-designed to better reflect what the IWF is. They also suggested there was a different version for Members, which EL was keen about, as 98% of Members replying to an IWF Members' consultation in December 2012 valued the IWF logo. It was suggested that Members were engaged in the process and kept involved, rather than specifically asking them if the logo should be changed. There was discussion about whether the logo should evolve or whether it should change completely. There was general support for continuing with the work, on the basis that there was not an automatic rejection of the existing logo.

Action 9 – EL to prepare comparison between 2010/11 and 2012/13 awareness raising for the Board.

Action 10 – EL to convene a small group of Board members to discuss the results further.

9. Technical Report

The Board requested that trend information is included in the country breakdown for future Board papers.

The Board requested that FL bring a paper to the May 2013 meeting on the project he is working on with SWGfL and Plymouth University.

Action 11 – FL to ensure trend information is included in the country breakdown for future Board papers.

Action 12 – FL to bring paper to the May 2013 meeting on the project he is working on with SWGfL and Plymouth University.

10. Peer to Peer Report

The Board agreed it was a good paper and it was agreed that a fuller discussion with FL present would take place at the May 2013 Board meeting. It was agreed that law enforcement agencies are the correct agency for leading P2P investigations. RB suggested that a green paper could be submitted to Government for discussion. SH reported she was meeting with Ed Vaizey to discuss the Communications Bill with several members of the UKCCIS Executive and will take the Board comments to the meeting.

Action 13 – WJ to ensure Peer to Peer is included on the agenda for the May 2013 Board meeting.

Action 14 – FL to revise his paper into a briefing document for Ministers.

11. Public versus Proactive Reporting

The Board discussed the Public versus Proactive Reporting paper. It was agreed that public reports would always have to be dealt with, what was debatable was the consideration and priority given to those reports as opposed to following up proactive leads. It was agreed that a follow on report would look at the following options:

(a) A 'hybrid' position whereby IWF still concentrate on processing public reports as a priority, however extending proactive work; or

(b) Give priority to proactive work with public reports a secondary consideration.

Action 15 – FL to prepare a report looking at the two options for public versus proactive reporting

12.2013/2014 Business Plan

The Board approved the Business Plan for 2013/14 with the addition of the Human Rights Audit, and any other additional work arising from the meeting.

Action 16 – DM to add the Human Rights Audit to the Business Plan for 2013/14.

13.Salaries Paper

SH reported on the Salaries paper. It was agreed that a working party would be formed to consider:

(a) a 4 point banding linked to the new benchmarking exercise which is due in 2013/14.

(b) Performance Related Pay (PRP).

(c) The feasibility of introducing a voucher scheme.

(d) Payment method for Cost of Living (COL) increase.

MM and AY would represent the Board on the working party.

The Board approved a trustee and staff cost of living increase of the average of the retail price index (RPI) and the consumer price index (CPI) (2.4%) from 1 April 2013.

14.Review of Remuneration Committee

It was agreed by the Board that the Remuneration Committee was no longer needed as a stand-alone committee. If required, time bound Working Groups could be convened.

15.Licence Update

It was agreed that the issue of licence to Thus would be revisited in April 2013 once ownership is clarified.

16.AOB

SH reported that IWF had passed Investors in People (IIP) and we were a model organisation. IIP advised IWF should be looking at going for the gold standard award.

SH apologised that dates for both the Board and Audit Committee would need to change in order to allow time to produce detailed management accounts and year end statements and the following was agreed for the remainder of 2013:

The Audit Committee meeting on the Tuesday 21 May 2013 **is cancelled** and will now take place on the afternoon of Thursday 11 July 2013.
The Board meeting on 28 May 2013 would go ahead with non finance business.

The Board away day is from 17.30 on 15 July – 15.30 on 16 July 13.

The Board away day on 16 July 2013 would include a one hour meeting to review the March Management accounts prior to audit.

The Board meeting on Tuesday 27 August 2013 is cancelled and this will now be a Audit Committee Meeting.

There will be a new Board meeting on Tuesday 3 September 2013.

There will be an Audit Meeting on 12 November (provisional date, to be confirmed once new Audit committee is confirmed in summer 2013).

The AGM remains on Morning of 26 November 2013 and will be followed in the afternoon by a Board meeting.

Action 17 – WJ to circulate the new dates for Board meetings and Audit Committee meetings for 2013.
--

17.Date of Next Meeting

The next meeting will be held on Tuesday 28 May 2013 at the NCVO, Regents Wharf, 8 All Saints Street, London, N1 9RL at 10.00am.

The meeting ended at 13.00pm.