

**INTERNET WATCH FOUNDATION
Board Meeting**

10.30 am - Tuesday, 27 November 2007

At the SMART Company, 78 Cowcross Street, London EC1M 6HE

MINUTES

Present: Amanda Jordan (Chair), Emma Ascroft, Rodney Brooke, Sonia Livingstone, Hamish MacLeod, Tink Palmer, Jim Reynolds, Camille de Stempel, Ian Walden, Suzy Walton

IWF Staff: Peter Robbins (CEO), Brian Wegg

Also in attendance: Naomi Cohen (observer)

Apologies: Stephen Locke (observer)

1 Apologies and welcome - introductions

Chair opened the meeting, noted the apologies and welcomed Rodney Brooke to his first Board meeting and Naomi Cohen to her first meeting as an observer on this occasion. Naomi's term of office commences on 1 January 2008.

2 Minutes of previous Board meeting – 18th September 2007

These were **agreed** as a true record of the meeting.

3 Matters arising - (including action summary from 18th September)

ACTION 2: Chief Executive reported on his discussions with ACPO about relinquishing content of incitement to racial hatred from our remit and for an appropriate police unit take over the responsibility. It was noted that the police accepted there was a degree of overlap with other legislation and would consider the matter. Chief Executive was asked to continue the discussions.

All other 'actions' were main agenda items and there were no other matters arising.

4 Minutes from Executive Committee of 9th November - for information

To be circulated at a later date.

5 Governance:

(a) Executive restructuring

(i) Proposed organisational structure

Chief Executive outlined the background to the review, the work of the consultant in gathering views and the basis of the revised staffing structure. In answer to questions, it was pointed out that there was only one new post in the structure and other changes were repositioning of posts to respond to work pressures and changing roles. Chief Executive pointed out that the nature of the online industry made it difficult to predict that the revised structure was entirely future proof but it offered a better basis for responding to new developments and areas of work. The intention was to phase in some of the changes in order to ensure a broadly neutral budgetary impact.

Board **noted** the revised structure.

(b) Strategic framework

Board considered the strategic goals, priorities and objectives shown in the draft framework which would form the basis of IWF's three-year plan. Chief Executive



explained that the document was based upon the 'headline' issues which had been identified and further work was necessary to develop the objectives and performance indicators. Chair confirmed that at this stage she was seeking Board agreement that the framework was addressing the right issues and heading in the right direction and she acknowledged that further development was necessary on aspects of the plan. Following further discussion the following changes to the draft framework were **agreed**:

- In goal 2, delete the word 'remit' and start with the words, 'sustain and develop';
- In goal 2, bullet point 5, start with the words 'sustain and develop';
- In goal 2, under priority 4, "building visibility..." delete the end of objective 3, which should now read, 'Engage with the media on positive stories for the IWF';
- In goal 2, under priority 4, "building visibility..." bullet points 4 to 7 of the objectives were either activities or performance indicators and not objectives and should be reworded and moved across the matrix appropriately.

Board **agreed** that the amended framework should be sent to industry via the Chair of Funding Council and to other key partners and stakeholders for comment. The importance of focusing comments on our role and giving a clear deadline for responses was **noted**.

ACTION 1: Secretariat to amend the framework and organise appropriate consultation.

(c) Committee membership

Chair explained that the two additional committees had been operational for the last nine months only and Board was committed to reviewing the committee structure and line up in the New Year. Chair was also aware that some Board members had not been appointed to a committee and that by April 2008 there will have been a significant turnover in Board personnel. Chair **agreed** to consult further with individual Board members and return to this item at a future Board meeting.

(d) Sub-committee feedback – Communications:

(i) Press cuttings

These were noted.

Chair pointed out that the Communications Sub-committee had not met since the last Board meeting but a number of successful events had taken place, particularly the road shows and the awareness day.

Chair asked that **thanks** to Sarah Robertson, Rachel Hopper and Lene Nielsen for their input and hard work on the above events be recorded in the minutes.

It was **noted** that because of devolvement, a new range of officials and policy makers were present at the recent road shows, which had generated a significant level of interest, including invitations to repeat the events and host Board meetings at these locations.

(e) Sub-committee feedback – Audit

Current financial year - 2007/8:

(i) Group management accounts (P & L), balance sheet and cash flow (Apr-Oct)

Hamish MacLeod, Chair of Audit Committee, briefed the meeting on the financial position. He asked Board to **note** that there were no significant variances: income was slightly ahead of forecast by around £37,000 and some over spend on the Board



appointment process was off set by under spends on other budget lines. Board **noted** that the approved level of reserve was being maintained.

(ii) Risk policy

Hamish Macleod outlined the development of the Risk Policy, Risk Matrix and the Information Security Management System. He explained that they were both very comprehensive documents which had been prepared by the executive and reviewed by the Audit Committee, which was recommending the adoption of the policy subject to any Board comments or amendments.

Hamish outlined the important link and cross-references between the two documents. The ISMS concentrated on the sensitive data which IWF dealt with and the Risk Matrix examined the wider aspects of managing IWF. Board noted that ISO 27001 accreditation had been achieved with regard to our management of data security. Board noted that the Risk Matrix was a dynamic document which would need regular review and updating and that risk management was an integral part of managing the IWF. Staff would be kept aware of their responsibilities through training and the executive management team meetings had a standing agenda item for reviewing any incidents.

In the light of recent concerns about the transfer of data using CDs, Board noted that IWF did not store personal data and that an internal Incident Form had already been raised in order to ensure a further review of our use of CDs to transfer data.

Following further discussion Board **approved** the policy subject to the following changes:

- The words, 'and approved by Board' be added at the end of paragraph 2.7;
- That the processes described in paragraph 8.2 be shown as bullet points, with the addition 'that any significant new risks and any change in risk status to critical be reported to Audit Committee and Board';
- That the major risk matrix shown in paragraph 4.2 be removed from the policy text to an appendix and that the last bullet point in the matrix, which refers to 'internet content being delivered by a different arrangement', be re-worded.
- That the major risks matrix should be re-ordered to avoid the implication that Trustees represented the greatest risk to the IWF.

Chair thanked the executive for the work that had been put into preparing the risk and security documents.

(f) Membership update

Board **noted** the report and **approved** the membership applications by Namesco, Wyre Forest Computer Solutions and Securus Software.

6 Policy considerations:

(a) Extreme Pornography

Chief Executive updated Board on his meeting with regard to the proposed legislation and the need to clarify terminology in the Bill. He had also expressed concern about the role of IWF when the content was not hosted in the UK and there was no way of removing such content. Hamish MacLeod asked Board to note that he had met government officials with representatives from ISPA and LINX in order to express similar concerns and to seek reassurance that definitions in the Bill would be made clearer.



Chair stressed that Board's position on this matter was unchanged.

(b) CAIC:

(i) Self-certification

Chief Executive asked Board to note that volunteers had come forward from industry to be part of a working group that would formulate a process of industry self-certification and that discussions had taken place with an experienced consultant who could advise the group. It was planned to organise a first meeting of the working group for late January when all the IWF process documentation will have been reviewed and updated.

It was noted that the government letter about the CAIC service to the 'tail' of 125 smaller ISPs had resulted in 14 responses.

7 Byron Review – IWF draft response

Board **endorsed** the draft response and **agreed** that it should be forwarded to industry for comment via the Chair of Funding Council with a closing date of Friday 7th December for any responses.

ACTION 2: Secretariat to forward draft response to industry, take into account any comments and forward the final document to the Byron review team.

8 Chair and CEO matters:

(a) Chair's report

(i) Letter to Verizon

Chair reported that she had received no response to her letter.

(b) Chief Executive's report

The report was **noted**.

9 Operational matters:

(a) Hotline Operational report

The report was **noted**.

10 Board retirements

Chair thanked Sonia Livingstone and Jim Reynolds for their tremendous contribution to the work of the IWF over the last six years.

11 AOB

Sonia Livingstone asked that the reference to the use of the term 'child pornography' in IWF's Notes to Editors in press releases be less ambivalent and make it quite clear that this is not an acceptable term.

ACTION 3: Secretariat to forward the comment to the Communications team.

12 Board dates for: 2008: all Tuesdays, start time usually 10.30 am. – 22nd Jan.(overnight stay 21st; start time 9.30am), 18th March, 20th May, 8th July (Oakington), 23rd Sept (inc. AGM), 25th Nov.

The meeting closed at 1 pm.