



## **INTERNET WATCH FOUNDATION BOARD MEETING**

**1.35pm – Tuesday 27<sup>th</sup> September 2011  
At The Glass Dining Room, The Commonwealth Club, 25 Northumberland  
Avenue, London WC2N 5AP**

### **MINUTES**

**Present:** Eve Salomon (Chair)  
Rodney Brooke (Left the meeting at 3.35pm)  
Naomi Cohen (Left the meeting at 3.40pm)  
Mary MacLeod  
Jonny Shipp (Industry Vice-Chair)  
Suzy Walton (Independent Vice-Chair)  
Andrew Yoward

**IWF Staff:** Susie Hargreaves (CEO) ("SH")  
Deborah McGovern (DCEO) ("DM") (Left the meeting at 3.30pm)  
Helen Redman ("HR")(minutes)

**In attendance:** Andrew Cormack (Chair, Funding Council)

### **Closed session**

There was a closed session of the Board from 1pm to 1.30pm.

### **IWL Board meeting**

The IWL Board meeting took place from 1.30pm to 1.35pm.

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

The meeting began at 1.35pm.

The Chair welcomed the IWF's new CEO, Susie Hargreaves, and Andrew Cormack, Chair of the Funding Council, to the meeting.

Apologies were received from Stephen Locke and Brian Webb.

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

There were no declarations of interest.

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

The Board approved the minutes of the Board meeting held on 19<sup>th</sup> July 2011.



### **(b) Confidential minutes of the last meeting**

The Board approved the confidential minutes of the Board meeting held on 19<sup>th</sup> July 2011.

The Chair confirmed that there were no confidential minutes arising from today's closed session.

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

Action 16.11 (from 24.05.11) – DM said that the IWF's insurers had provided information on costs. DM is liaising with Simon Crossley (Eversheds).

Action 5.2 – IWL income – The Audit Committee is to report back to the Board.

Action 5.8 – Updates on the Risk Register will be brought to each Board meeting.

Action 6.12 – KPIs – SH and DM will deal.

Action 10.15 – The Deed of Variation to the Chair's contract has been signed.

Action 12.22 – JS said that the Funding Council had discussed how relationships might be improved between the Funding Council, the Executive and the Board. It was felt that there could be better sharing of information and greater transparency. To this end the Funding Council has made available a note of its meeting highlights to the Chair of the IWF. A discussion followed about the Members' area of the IWF's website and the fact that the Board cannot currently access this.

#### **Agreed**

***The Board will be updated about the Risk Register at each Board meeting. This will include notification of all high level risks, and any changes in risk.***

#### **Agreed**

***The Board will have access to the Members' area of the IWF's website from 1<sup>st</sup> November 2011.***

#### **Action 1**

***A conference call will be scheduled for the Licences Committee (ES, JS and SW).***

#### **Action 2**

***The Audit Committee will discuss the management of IWL income at its October 2011 meeting.***

#### **Action 3**

***HR is to add Board discussion on risk to the Board Planner for December 2011.***

#### **Action 4**



***SH and DM will agree a timescale for refining the KPIs and will advise ES. Action to be carried forward for report to the next Board meeting.***

**Action 5**

***JS will notify the Funding Council that the Board will have access to the Members' area of the IWF's website from 1<sup>st</sup> November 2011.***

**Action 6**

***The Executive will provide Board Members with access to the Members' area of the website from 1<sup>st</sup> November 2011.***

**4. Chair's Report**

The Chair said that she had been meeting regularly with SH, and that she had visited the IWF's new offices. The Chair will be presenting a paper about the IWF model to the OSCE in Georgia and Kazakhstan. She will also be speaking about regulation generally at Gresham College, and will be giving evidence to the Leveson Inquiry.

**Action 7**

***The Chair's OSCE presentation will be available upon request to Board members, and will be published on the IWF's website.***

**5. CEO's Report**

DM presented the report on behalf of SH. DM said that the highest risk during August had been DMT staffing, but that this risk was now closed. The other significant risk was the Licences issue which is on-going.

The membership report regarding Filesonic's application for membership, and ICM Registry's application for associate membership was noted and discussed.

SH will be carrying out a financial review; this will look at the presentation of accounts, investment policy and budgeting. SH will continue to discuss these matters with RB.

SH has identified a need to carry out a staff salary and benchmarking review as some anomalies have been identified. SH asked the Board if oversight of this review could be delegated to the Remuneration Committee.

SH will instigate a review of the research that the IWF has carried out, and how such research is used.

SH will look into staffing arrangements and will report back to the Board. The Board acknowledged that SH should not be bound by any previous decisions regarding recruitment for new posts.

SH will revise the format of the CEO's Report.

**Agreed**



***The onus is upon applicants to provide the required information when applying for IWF membership or licensee status, so that the IWF can make an informed decision as to whether to accept applications.***

**Agreed**

***The Board agreed that Filesonic be approved as an IWL Licensee, subject to Filesonic being able to provide all necessary information to the IWF in order to satisfy the IWF's due diligence enquiries.***

**Agreed**

***The Board approved ICM Registry's application for Associate IWF membership.***

**Agreed**

***The Board approved the delegation of overseeing a staff salary and benchmarking review to the Remuneration Committee.***

**Action 8**

***DM will email the Board to advise as to whether or not there are any other high risks, or have been changes in risk.***

**Action 9**

***The paper on membership will be re-circulated to the Board in advance of a presentation to the Board by Rachel Hopper. The paper will be amended to include Funding Council membership entitlement as compared to IWF membership / IWL Licensee.***

**Action 10**

***Rachel Hopper will give a presentation about IWF membership and IWL licensees, and will draw comparisons with the eligibility criteria for Funding Council membership, at the November 2011 Board meeting.***

**Action 11**

***SH will carry out a financial review.***

**Action 12**

***The Remuneration Committee will oversee a staff salary and benchmarking review.***

**Action 13**

***SH will discuss the research that has been carried out by the IWF, and how it has been used, with DMT.***

**Action 14**

***SH will look into staffing arrangements and will report back to the Board.***

**Action 15**

***SH will review and revise the format of the CEO's report.***

**Action 16**



***The Board is invited to provide SH with feedback in due course on the new form of CEO's report.***

## **6. Financial Information**

### **(a) YTD Consolidated Balance Sheet**

This was noted by the Board. DM said that the 25% over-spend on governance expenses was due to additional costs for meeting rooms.

#### **Action 17**

***DM will revise the budget to take into account the additional costs for meeting rooms.***

### **(b) YTD Profit and Loss Account**

This was noted by the Board.

## **7. Funding Council Report**

A proposal to introduce a set term for Licences had not been well-received by Funding Council members.

There was a request for clarification about when the Board had approved the Strategic Plan, and whether the Funding Council's suggested amendments had been taken into account. DM said that this had been discussed at the February 2011 Board meeting but that notes were limited as neither DM nor HR had been present.

The Board discussed the phrase "Promote the use of our child sexual abuse URL List abroad" which certain Funding Council members had queried. The Board was happy to confirm that this did not mean promotion of blocking, but rather promotion of the IWF's List as compared to any other list used for blocking. However, the Board did not feel it was necessary to revise the Strategic Plan as the IWF's policy on blocking was clear.

A twelve month review of splash pages will be under-taken.

#### **Action 18**

***There will be a report from the splash pages working group at the next Board meeting.***

## **8. Matters arising from the July governance session**

### **Action 19**

***SH will circulate a note of the discussions to the Board and the Funding Council.***

### **Action 20**

***SH will report back to the Board at the next Board meeting.***

## **9. Discussion on recent presentations**



The presentations by Donald Findlater (Lucy Faithfull Foundation), Will Gardner (ChildNet), Professor Julia Davidson (Kingston University) and Stuart Aston (Microsoft UK) were discussed by the Board. All of the presentations had been extremely useful and informative.

DM left the meeting at 3.30pm.

The Board noted that there is a gap in the IWF's communications strategy as regards reaching children and families.

**Action 21**

***SH and FL will meet with Stuart Aston to discuss possible use of PhotoDNA by the IWF.***

**Action 22**

***Consideration is to be given to a possible link up with Lucy Faithfull Foundation regarding splash pages.***

**Action 23**

***The IWF is to investigate how it might work with Local Safeguarding Children Boards and otherwise meet its communication objectives.***

**10. Annual Report 2011 Update**

The paper was noted by the Board.

**Action 24**

***The Communications Team is to ensure that QR codes are only used to provide additional information.***

**Action 25**

***SH will revert to the Board about their proposed role in the launch in Brussels after meeting PI.***

**Action 26**

***The Communications Team is to consider how the annual report could give greater precedence to how the IWF's mission benefits child protection and how to better to use success stories.***

**11. Report on focus groups with under 18s**

The paper was noted by the Board. The Board was unclear as to why this research had been carried out.

**Agreed**

***There should be no further research with the under-18s age group directly.***

**Action 27**

***The focus group research will form part of SH's research review.***

RB left the meeting at 3.35pm.



## **12.Crisis and disaster management procedure**

It was decided that due to lack of time this item would be discussed in greater detail at the November Board meeting.

NC left the meeting at 3.40pm.

### **Action 28**

***HR will add the Crisis and Disaster Management procedure to the agenda for the next Board meeting.***

### **Action 29**

***SH and DM will discuss and revise the paper for the November Board meeting.***

## **13.Financial Delegations**

The paper was noted by the Board. All changes have been agreed.

## **14.AOB**

The Board noted that more time might be needed at Board meetings to enable full discussions.

### **Action 30**

***HR is to email the Board about the possibility of an overnight stay in Cambridge on Monday 28<sup>th</sup> November, prior to the next Board meeting.***

## **15.Date of next meeting**

The date of the next Board Meeting is Tuesday 29<sup>th</sup> November 2011 in Cambridge.

The meeting ended at 3.55pm.