



**INTERNET WATCH FOUNDATION
BOARD MEETING**

**1pm Monday 28th March 2011
Room 413, Institute of Directors Business Centre, 116 Pall Mall, London
SW1Y 5ED**

Present: Eve Salomon (Chair)
Stephen Locke (Independent Vice-chair)
Rodney Brooke
Naomi Cohen
Mary MacLeod
Jonny Shipp
Suzy Walton
Jessica Learmond-Criqui (Legal Adviser to the Board)

**By
telephone** Emma Ascroft

IWF Staff: Helen Redman (Minutes/Notes)

Minutes

1. Welcome

The meeting began at 1.05pm. A record of the discussions was made by HR.

2. Directors' resignations

It was noted that Alisdair Gillespie and Mark Gracey have resigned from the Board.

Action 1

HR will deal with the Charities Commission and Companies House returns.

3. Industry Vice-Chair

A new industry Vice-Chair needs to be appointed. The new industry Vice-Chair will be a member of the Nominations Committee, which will need to convene to appoint a new independent Board Member.

Action 2

The industry Board Members will appoint an industry Vice-Chair in due course.

4. Vote of confidence in the Chair

SW proposed a vote of confidence in the Chair, and this was seconded by SL.



There was a show of hands and the motion was carried by a majority of four votes to three.

5. Director's resignation

Emma Ascroft resigned as a director with immediate effect.

Action 3

HR will deal with the Charities Commission and Companies House returns.

6. Selection Committee for the appointment of the new CEO

It was noted that an industry Board Member would need to be appointed to the Selection Committee, due to Emma Ascroft's resignation from the Board. It was agreed that JS will fulfil the role. It was decided that Rodney Brooke would be available, if required, to act as an intermediary between the current CEO and the Chair.

Action 4

Jonny Shipp to join the Selection Committee for the new CEO.

7. Next Steps

It was agreed that the following steps would be taken.

Action 5

NC will prepare a draft statement on behalf of the Board noting the recent resignations from the Board, and that of the CEO, and confirming that as part of its move forward, the organisation will be assessing whether any changes need to be implemented.

Action 6

NC will prepare a Q and A briefing. Board Members are invited to send questions to NC for inclusion.

Action 7

MM and RB will draft terms of reference for a "review and lessons learned" process. The draft terms will be circulated to the Board for approval. JS will contact ██████████ to see whether ██████████ might be willing to lead on the process.

Action 8

The Chair and JS will both speak to the Chair of the Funding Council to brief him on the outcome of today's meeting.

Action 9

It was agreed that the Board meeting which had been scheduled to take place on Thursday 31st March 2011 would be cancelled as JS could not attend and it would therefore be inquorate. Any matters requiring urgent attention will be dealt with by the Board electronically.



8. Date of next meeting

The date of the next Board Meeting is Tuesday 24th May 2011 at 10am.