



INTERNET WATCH FOUNDATION BOARD MEETING

**10.15am Tuesday 31 January 2012
The Craven Room, The Commonwealth Club, 25 Northumberland Avenue,
London WC2N 5AP**

MINUTES

Present: Sir Richard Tilt (Chair) ("RT")
Naomi Cohen ("NC")
Philip Geering ("PG")
Mary MacLeod ("MM")
Peter Neyroud ("PN")
Jonny Shipp (Industry Vice-Chair) ("JS")
Suzy Walton (Independent Vice-Chair) ("SW")
Brian Webb ("BW")
Andrew Yoward ("AY")

Apologies: Rodney Brooke ("RB")

IWF Staff: Susie Hargreaves (CEO) ("SH")
Deborah McGovern (DCEO) ("DM")
Fred Langford ("FL")
Emma Lowther ("EL")
Helen Redman ("HR")(minutes)

Closed session

There was a closed session of the Board from 10.15 to 10.25am.

1. (i) Welcome and Apologies

The meeting began at 10.25am.

Apologies were received from Rodney Brooke.

(ii) Declarations of Interest

There were no declarations of interest.

2. Minutes of the last meeting

The Board approved the minutes of the Board meeting held on 29 November 2011 subject to minor amendment.

Action 1

HR will amend the November 2011 Board minutes in line with the Board's instructions.

3. Matters arising - including action summary

The action summary was noted by the Board.

Action 3.3 – SH and DM are devising some qualitative KPIs. There are quantitative KPIs already in place and these are monitored monthly by DMT, and scrutinised by the Audit Committee. The qualitative KPIs will go to the March 2012 Board meeting, together with a new long term strategy for the IWF.

Action 9.18 – FL said he was discussing how the IWF might disseminate its best practices in its use of technology with the Safer Internet Centre.

Action 11.19 – FL and BW will meet with the Chair to discuss the Board's response to the Consultation Paper on Splash Pages.

Action 2

HR is to add KPIs to the March 2012 Board Agenda.

Action 3

FL, BW and RT will meet to discuss the Board's response on Splash Pages.

4. Chair's Report

The Chair said he and SH were meeting regularly, and that a meeting with Ed Vaizey, MP would take place later that day.

5. CEO and Deputy CEO's Report

The Board discussed the Blackberry/RIM matter. FL said the IWF had attended two meetings at Ofcom. SH said the issue was now closed from the IWF's perspective as RIM is now downloading the IWF's list.

Ofcom has raised questions about the effectiveness of self-regulation as regards mobile operators however, and these discussions are on-going.

It was noted that John Carr had written to John Whittingdale, MP to request the establishment of a Select Committee to look at the issues surrounding mobile operators and child protection.

The Board noted that the IWF had not discovered the RIM/Blackberry problem. Deployment of the IWF's List was voluntary. DM said mobile operators had self-certified to say that they took the IWF's List and deployed it. FL said it would be

too expensive, and too intrusive, for the IWF to check the particular solutions being used by individual Licensees when they deploy the List.

It was noted by the Board that FL was meeting Stephanie Ayres on 8 February 2012 to set the terms of a review of Self-Certification.

The Board discussed the possibility of there being other issues, similar to Blackberry/RIM, which had not yet come to light, and whether the IWF could do more to investigate. SH said the IWF's Centre of Excellence might offer auditing as a service in the future.

The timing issues surrounding the EU grant were noted by the Board. This matter had been discussed at the January 2012 Audit Committee meeting and all relevant costs are being claimed for.

It was noted that SH and DM had attended the last Funding Council meeting to talk about the governance review. DM said it had been difficult to reach a consensus with the Funding Council about the scope of the review. It had been agreed that the Governance Review Working Group would comprise of two members nominated by the Funding Council, SH and DM on behalf of the Executive, and two Independent Board Members. DM will lead the review. SW and PG will take part on behalf of the Board. The Funding Council's Secretariat is aware of the matters that the Board thinks ought to be covered by the governance review. The Funding Council will hold another meeting to discuss the matter further.

JS said the Funding Council wanted to ensure that the scope of the review was correct, and that it covered the underlying issue of whether the IWF could be a self-regulatory body and a charity.

It was agreed that the Board should also consider the issue of the IWF's status as a self-regulatory body, and as a charity, at a future meeting.

DM said there would be a report on the findings of the governance review at the October 2012 AGM.

The Board noted the changes in the Risk Register. SW commended the IWF for the quality of the risk register.

DM said the IWF's work in relation to newsgroups was being reviewed. The review will involve introducing new technology for the Hotline, revising the IWF's newsgroups policy, taking legal advice and introducing more rigorous monitoring. DM said the Funding Council should be involved in the review discussions. The revised newsgroups policy will be brought to the Board for approval in due course.

DM said Dr Sarkar had been very impressed with the IWF's current staff welfare policy. Dr Sarkar had made some recommendations, and these were noted by the Board. The Board agreed that the IWF staff must be made aware as to when the counsellors would breach their duty of confidentiality.

DM said Dr Sarkar had recommended an expert who could advise the IWF upon the most appropriately qualified counsellors. The counsellors' accreditation is confirmed annually to the Chair.

SH said her trip to the USA had been very successful, in particular meetings with NCMEC and FOSI. SH had also met with ICM Registry, who were keen for the IWF to apply for funds from its foundation with a view to a possible campaign aimed at young men. SH will discuss this idea further with Donald Findlater (Lucy Faithful Foundation). The Board noted that it was a measure of the IWF's excellent reputation that SH had been invited to a meeting at the White House.

Action 4

FL will attend the Self-Certification meeting next week to set the terms of the review.

Action 5

DM will give an update on the governance review at the March 2012 Board meeting. There will also be a Board discussion at that meeting to decide the scope of the governance review.

Action 6

DM will review the rating of risk S12 – (International opportunities are not maximized or ambitious enough).

Action 7

The newsgroups policy will be revised and presented for approval by the Board.

Action 8

A list of Board-approved policies will be circulated to the Board, together with a list of internal operational policies.

Action 9

The welfare policy for staff will be reviewed to make clear when the counsellors will breach their duty of confidentiality. DM will discuss this with the new counsellors. The revised staff welfare policy is to be brought to the Board in due course.

6. Communications Report

The report was noted by the Board and the IWF Awards were discussed.

The Board noted that there might be an opportunity for the Centre of Excellence to promote the IWF model within Europe.

The Awareness Day 2011 and 15th Anniversary Evaluation Report was noted by the Board. The Board also noted that the number of Members involved in Awareness Day was disappointing.

Action 10

EL will discuss the IWF Awards with IWF Members.

Action 11

The Communications Department will send ad hoc email updates to the Board on matters of strategic interest. Press cuttings will be sent to the Board electronically each month.

Action 12

EL will carry out a review of Awareness Day during 2012.

Action 13

There will be a marketing audit once further appointments have been made to the Communications Team.

Action 14

EL will meet Members' PR teams on 20 March 2012.

7. Technical Report

The Chair noted the staff shortages in the Hotline. FL said more reports could be actioned with a full team of analysts. During 2011 the number of reports assessed was lower than in 2010 due to staff turnover. FL said one option would be to recruit an additional full time analyst, but that this would have cost implications. The Chair said the IWF's core business must be resilient and the Board supported this.

FL provided clarification on two technical points, regarding the use of the private cloud and upload speed.

8. Presentation

SH gave a presentation setting out her vision for the IWF for 2012-2020.

SH then took questions from the Board.

Action 15

There will be a further public awareness survey.

Action 16

The paper on membership which was presented at the November 2011 Board meeting will be re-circulated to the Board.

Action 17

SH and PN will meet to discuss PN's links with overseas law enforcement agencies.

Action 18

The draft strategy for 2012-2015 will be brought to the March 2012 Board meeting. It will include how IWL will be utilised. The draft strategy will then go to the Funding Council as part of the consultation exercise.

Action 19

Board members are invited to put forward any ideas or suggestions about the draft strategy to SH.

Action 20

The new strategic plan for 2012-2015 will come to the May 2012 Board meeting for approval.

9. Draft 2012-2013 Business Plan

This was noted by the Board.

10. Draft Budget 2012-2013

MM said the Audit Committee recommended the draft budget for 2012-2013 for approval by the Board.

The draft budget was considered by the Board and approved.

11. Review of IWF Committees

The Committee Terms of Reference were discussed by the Board. The Chair said he would like to reinstate the Board Executive Committee and this was approved by the Board. The Chair said the CEO was welcome to attend these meetings.

It was agreed that the Chair could attend Audit Committee meetings as he requires.

The Board agreed that the Remuneration Committee's remit should be extended to cover human resources matters.

It was agreed that PG would join the Remuneration Committee and PN would join the Audit Committee.

Action 21

HR will amend the Committee Terms of Reference and the Committee Membership chart in accordance with the Board's instructions.

12. Funding Council Update

JS and BW reported on behalf of the Funding Council.

Funding Council involvement in the governance review had been discussed earlier in the meeting.

JS said the Funding Council's Chair and Vice-Chair roles were up for re-election. The votes will take place at the next Funding Council meeting.

BW said the Board's response regarding Splash Pages had not been submitted to the Funding Council, as BW had a number of concerns. The response has now been modified by FL but BW wishes to revise it further in the light of concerns raised by Funding Council members. FL said the response from the Board must be completed by the end of February 2012, in time for the March 2012 Funding Council meeting. The Chair said the Board's position was that it wanted Funding Council members to use Splash Pages.

Action 22

The Chair will attend a future Funding Council meeting.

Action 23

HR will circulate the Funding Council's 2012 meeting dates to the Board

Action 24

FL will redraft the Board's response to the Splash Pages consultation document. The revised response will be circulated by email to the Board for comments.

13. Audit Committee Report

SW said the Committee had considered the Risk Register, and were satisfied with it and the processes by which risks are managed.

(a) Draft Committee meeting minutes 17 January 2012.

These were noted by the Board.

(b) YTD Consolidated Balance Sheet

This was noted by the Board.

(c) YTD Profit and Loss Account

This was noted by the Board.

14. Annual Report 2011 – Summary Consolidated Financial Statements for the year ended 31 March 2011.

These were approved by the Board and the Company Secretary was authorised to sign the Summary Consolidated Financial Statements on behalf of the Board.

Action 25

HR will sign on behalf of the Board. A signed copy will be provided to PEM.

15.AOB

It was agreed that Board meetings should, where possible, alternate between Cambridge and London.

EL said the Annual Report 2011 launch would be held in London at a Parliamentary dinner on 21 March 2012. The EU launch will take place in Brussels on 28 March 2012.

Safer Internet Day will take place on 7 February 2012.

Action 26

The November 2012 Board meeting will be held in Cambridge.

Action 27

EL will advise Board Members as to whether they might attend the Annual Report launch(es) asap.

16.Date of next meeting

The date of the next Board Meeting is Tuesday 20 March 2012 in London.

The meeting ended at 1pm.