

**INTERNET WATCH FOUNDATION
Board Meeting
10.30 am, Tuesday 5th December 2006
At Baker and McKenzie, 100 New Bridge Street, London EC4V 6JA
MINUTES**

Present: Amanda Jordan (Chair), Chris Atkinson, Michele Elliott, Sonia Livingstone, Hamish MacLeod, Tink Palmer, Jim Reynolds, Camille de Stempel, Nick Truman, Ian Walden,

IWF Staff: Peter Robbins, Brian Wegg

Apologies: None

1 Welcome

Amanda Jordan opened the meeting, welcomed Board members and noted that this would be Michele Elliott's last IWF Board meeting.

2 Minutes of the previous Board meeting

The minutes of the meeting on Tuesday 3rd October 2006 were agreed as a true record of the meeting.

3 Matters arising

- Further work was required with regard to the draft wording to accompany the publication of the ISPs taking the CAIC list and Board noted the main agenda item on transparency.
- It was confirmed that the ISPA Award was still in the nomination stage and Board members were asked to consider and make further nominations.

4 Executive Committee minutes - 9th November meeting – for information

Chief Executive outlined the position with regard to the discussion on investing in additional hardware for the administration of the CAIC list and confirmed that he was satisfied with the position.

The minutes were noted.

Policy matters:

5 Review of governance:

a) Update and next stages – Chair's update

Chair confirmed that she had given a presentation to the last Funding Council meeting and a copy of the consultant's governance report had been circulated to all industry members. There had been broad support for the Board recommendations but Chair had agreed to write a further paper clarifying a number of points. There appeared to be some industry uncertainty about the impact of the recommendations and Chair would stress the need for a strong industry voice and clarify the position with regard to IWF relationships with ISPA and LINX.

b) Committee structure



Board supported the proposed committee structure with Hamish MacLeod, Jim Reynolds and Ian Walden forming the Audit Sub-committee and Amanda Jordan, Chris Atkinson, Tink Palmer and Camille de Stempel forming the Communications Sub-committee. It was noted that Sub-committees are likely to meet around twice a year. Board supported the outline committee roles described in the report annex, noting that audit included performance issues in addition to financial. The executive was asked to develop the constitutional framework listed in paragraph 3.7 of the report

ACTION 1: Executive to complete the necessary framework

c) Remuneration for Board members

The reasons behind the proposal to explore with the Commission the principle of remunerating Board members were outlined. Board noted that a proposal to remunerate a majority of Trustees was not in line with the general principles the Commission had set out on this matter. The key factor that the Commission will take into account is whether remunerating trustees will enable the IWF to fulfil its charitable objects more effectively. Board noted the unique nature of IWF, which had clear charitable objects but fulfilled these through a partnership of self-regulation in a fast-moving profit making industry. Following further discussion, Board supported the recommendation that the executive enter discussions with the Charity Commission in order to explore the principle of remunerating non-industry (public interest) Board members.

ACTION 2: Executive to follow up with the Commission

6 CAIC URL list deployment

a) Policy on transparency [*This item was taken as the last agenda item*]

Chair welcomed Simon Persoff, Chair of Funding Council, to the meeting and invited Simon to outline industry's discussions on this matter and their reasons for wishing to see publication of the list deferred until 1st July 2007.

Simon and the industry Board members described the various industry view points on transparency and stressed that industry, particularly the smaller ISPs would be in far better state of preparation by 1st July. By 1st July many technical issues would be resolved, smaller ISPs would be more engaged and in the new financial year they may have opportunities to access new investment for implementation. Board noted the points put forward by industry colleagues.

Simon stressed that the vast majority of industry supported this initiative, are implementing solutions and feel that IWF is the right organisation to publish the list. In addition, industry was setting up opportunities to share solutions and good practice on deployment.

Some Board members expressed concern that this might be seen as a delaying tactic and were concerned that industry might make representations in June 2007 for a further deferment of publication.

It was noted that the proposed delay to publication would enable the development of a verification and validation process which could be operational by 1st July 2007. Taking into account industry views and the need to validate deployment of the CAIC list, Board agreed nem con to a revised publication date of 1st July 2007.

Board members asked that the wider issues relating to the CAIC data and its deployment be considered as an agenda item at the January Board meeting.

ACTION 3: For January Board

- a) Further discussion on CAIC issues and data use
- b) Revised wording to accompany publication to be considered



Organisational matters:

7 Financial:

a) Exception report Apr-Oct 2006/7

Board noted the report.

b) One-year transitional business plan 2007/8

Chief Executive explained the background to the ten proposed objectives for the year and the key financial assumptions. Board noted that a further paper would come to Board and stakeholders in 2007 and this would examine and make proposals on a new funding model.

Chief Executive outlined the assumptions on numbers and the estimates with regard to small ISPs and access to the CAIC list. The position was still unfolding and access may be offered free of charge but with an appropriate contribution towards the verification and validation process. The draft budget had been sub-divided into core expenditure and discretionary headings where there was some flexibility on the level of expenditure.

Board members expressed differing views about the appropriate level of communications expenditure. Following further discussion Board supported the general principles set out in the transitional business plan and would receive a more detailed budget for approval at their January meeting.

ACTION 3: Budget to be submitted to January Board meeting for approval

8 Membership:

a) Member update report

Board approved IWF Associate Membership for the following three companies, 8e6 Technologies, Barefruit and eModeration.

The changes in membership and the membership enquiries were noted.

b) IWF membership – briefing paper on issues

Chief Executive explained that it was necessary to clarify some issues with regard to the membership process and the meeting noted that Board would be approving all future applications for membership.

The background to the paper was outlined, and the increased demand from the public sector for access to the CAIC list and for IWF membership, was noted.

Following further discussion, Board agreed that the policy of IWF will be to make the CAIC list available to ISPs and software providers only.

Chair and CEO matters:

9 Chair's report – verbal update

Board noted the Chair's work on behalf of the IWF.

10 Chief Executive's Briefing

a) CEO's briefing paper

The paper was noted.

Operational matters:

11 Hotline:

a) Hotline Operational report – information item

The increase in report numbers was noted.



b) Online photos – information item

The meeting noted a very helpful report and felt the issues raised should be referred to the Task Force for consideration and conclusions.

ACTION 4: Issues to be referred to the Task force

12 Communications:

a) News cuttings service – information item

The extensive media coverage was noted.

b) Road shows – initial assessment

Board noted the various encouraging spikes in activity referring to the IWF and the extensive media coverage and networking opportunities provided by the events. Chair thanked the executive for a helpful initial assessment and report and proposed that Board consider the longer term impact of communications work at their March meeting. The Communications Sub-committee would focus on effectiveness indicators at their first meeting in 2007.

ACTION 5: Board item for Match meeting and Communications Sub-committee.

c) Annual Report 2006 –process and key dates

It was felt inappropriate to focus on the position with regard to extreme pornography in the Annual Report and that the CAIC list and the "longevity" issue should be key points. The newly formed Communications Sub-committee would form the Board group to work with the Communications Coordinator on content

ACTION 6: Meeting of the Board's Annual Report working group to be arranged.

13 AOB

Chair thanked Michele Elliott for her work on behalf of IWF and asked that an appreciation of her contribution to Board be recorded in the minutes.

There was no further business.

14 Board dates

2007: 6 Board meetings – 16th January, 20th March, 22nd May, 3rd July, 18th September, 27th November – all Tuesdays, start time **10.30 am**

[The 3rd July meeting to be the annual strategic meeting and Board away-day and the September meeting to be hosted at the IWF offices.]