



INTERNET WATCH FOUNDATION BOARD MEETING

1.35pm – Tuesday 5th October 2010
**At GSMA Head Office, 7th Floor, 5 New Street Square, New Fetter Lane,
London EC4A 3BF**

MINUTES

Present: Eve Salomon (Chair)
Stephen Locke (Independent Vice-chair) (till 2.50pm)
Rodney Brooke (left the meeting 1.40pm-2.00pm)
Naomi Cohen
Mark Gracey (till 3.45pm)
Mary MacLeod
Jonny Shipp
Suzy Walton

Observer: Andrew Cormack (Chair of the Funding Council)

IWF Staff: Peter Robbins (CEO) ("PR")
Deborah McGovern (DCEO) ("DM")
Helen Redman ("HR") (minutes)

Presenter: Michael Mackman (Marketing Assistance Ltd.)

Apologies: Alisdair Gillespie
Emma Ascroft (Industry Vice-chair)

1. Welcome and Apologies

Andrew Cormack was welcomed as an observer. Apologies were received from Alisdair Gillespie and Emma Ascroft. It was noted that Alisdair Gillespie and Stephen Locke had provided written comments to the Chair in advance of the meeting.

2. Declarations of interest

There were no declarations of interest.

3. Minutes of the last meeting

The Board approved the minutes of the last Board meeting held on 27th July 2010.

4. Matters arising - including action summary

Action 4.1 – Meeting dates have been arranged for the Chair and CEO to meet with Tim Loughton MP and James Brokenshire MP.



Action 5.2 – The Splash Page guidance has been issued. Jonny Shipp said the matter will be discussed at the next Funding Council meeting.

Action 5.3 – The Executive will bring a paper regarding the Scoping Group's other findings to the February 2011 Board meeting.

Action 6.5 – HR will advise the Board of the dates in 2011 when Board training sessions will take place.

Action 10.9 – The Executive confirmed that the Net Neutrality letter had been sent.

The Executive confirmed that an annual forum on technical trends would be organised for the Board during 2011.

Action 1

The Executive will bring a paper regarding the Scoping Group's other findings to the February 2011 Board meeting.

Action 2

HR to advise the Board of 2011 Board training sessions dates.

Action 3

An annual forum on technical trends will be organised by the Executive for the Board for 2011.

5. (a) Results of Stakeholder Audit

(b) Results of Membership Survey

Michael Mackman joined the meeting at 2pm to give a presentation to the Board about the results of the Stakeholder Audit and the Membership Survey. A question and answer session followed. The Board recommended that future surveys are more 'joined up' and suggested that a number of questions could be asked to both Members and Stakeholders.

Michael Mackman left the meeting at 2.20pm.

The Board congratulated PR and the IWF staff on the very positive results of the Audit and the Survey.

In response to several respondents' statements that the IWF should tackle peer-to-peer content, the Chair said that the Board would be prepared to consider whether it could extend its work if the Funding Council so wished.

The Executive will send a collective response to the respondents of both the Audit and the Survey, and include points of clarification highlighted in the survey responses.

Action 4

The Executive will consider the Board's recommendations in respect of future Audits/Surveys.



Action 5

Jonny Shipp will ask the Funding Council whether it wishes the Board to consider the issue of Peer- to –Peer communications, and will report back to the Board.

Action 6

The issue of threats to the IWF will be discussed at the Board Risk Awareness session in December.

Action 7

The Executive will publish (subject to any restrictions on confidentiality) a collective response to the respondents of both the Audit, and the Survey.

6. Strategic Plan

The Board discussed the first draft of the Strategic Plan.

The Chair invited Board members to send DM any comments that they might have in respect of the draft Strategic Plan. DM will produce a second draft of the Plan. The Board agreed that the second draft should be distributed to the Board and the Funding Council simultaneously, so that both the Board and Funding Council members can submit comments to DM.

Action 8

Board members are to send DM comments on the draft Strategic Plan.

Action 9

DM will produce a second draft of the Plan within the next two weeks.

Action 10

HR will add the Strategic Plan as an item on the agenda for the December Board meeting.

Decision

The second draft of the Strategic Plan will be distributed to the Board and the Funding Council simultaneously, so that members of both can submit comments to DM.

7. Chair's report

(a) Key issues arising from the morning discussion

The Executive will prepare a summary of peer-to-peer issues for the Board.

The Chair said that she was pleased to hear that a Funding Council "Technical Group" had been established.

(b) Executive Committee

The minutes of the Board Executive Committee meeting held on Tuesday 21st September 2010 were noted by the Board.



(c) Meetings past and future

None other than those already covered by the meeting's agenda.

Action 11

The Executive will prepare a summary of peer-to-peer issues for the Board.

8. CEO's Report

This was noted by the Board.

9. Remuneration Committee Report

Suzy Walton gave an oral update covering membership of the Committee, Staff Benchmarking, CEO Benchmarking, IWF Trustee/Director Remuneration and IWL Director Remuneration, and Trustee Benchmarking.

Action 12

Naomi Cohen will oversee the CEO Benchmarking exercise on behalf of the Remuneration Committee.

10. Funding Council update

Nothing to report.

11. Hotline Inspection and Terms of Reference

PR confirmed that the Audit Committee (at its meeting on 17th June 2009) signed off the Executive's Action Plan for the last Hotline Inspection as complete, and that the then Chair of Audit had reported this fact to the Board on 30th June 2009.

The Board approved the Terms of Reference for the 2011 Hotline Inspection.

The Board discussed the selection process for the inspectors.

The Board agreed that, it will announce that the 2011 Hotline Inspection will be taking place and to publish its response to any recommendations.

Decision

The Terms of Reference for the 2011 Hotline Inspection were approved by the Board.

Decision

The 2011 Hotline Inspection will be announced and the Board's responses to any recommendations will be published.

12. Financial Update

12.1. Item 11(a) Management Accounts to 21st September 2010



These were noted by the Board. It was agreed that the Board should be provided with a projected year-end spend. The Executive were asked to provide narrative notes to the accounts in future.

12.2. Item 11(b) Balance Sheet to 23rd September 2010

This was noted by the Board.

Action 13

DM will take the projected year-end spend information to the next Audit Committee meeting in November, before taking it to the December Board meeting Narrative notes will be added to the accounts in future.

13.Membership Update

This was noted by the Board. The Board approved membership applications from Manx Telecom, SocialGO, SonicWALL and webs.com. The Board said that it would find it helpful to have more trend data included in Membership Updates.

Action 14

Future Membership Updates are to include more trend data.

Decision

Manx Telecom, SocialGO, SonicWALL and Webs.com approved for membership.

14. Hotline Operational Report

The Board noted the change of trend with one-click hosting, and the increase in non-commercial content. The Board also noted the success stories mentioned in the report.

Action 15

The Communications Team is to consider how the success stories might be captured in publicity.

15.Website Analysis

This was noted by the Board.

16.AOB

There was no further business.

17.Date of next meeting

The date of the next Board Meeting is Tuesday 7th December at 10am.

The meeting ended at 4.30pm.