



INTERNET WATCH FOUNDATION BOARD MEETING

**10am – Tuesday 7th December 2010
At the Marconi Room, GSMA Head Office, Seventh Floor, 5 New Street
Square, New Fetter Lane, London EC4A 3BF**

MINUTES

Present: Eve Salomon (Chair)
Emma Ascroft (Industry Vice-chair)
Stephen Locke (Independent Vice-chair)
Rodney Brooke
Mark Gracey
Mary MacLeod

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

Apologies: Naomi Cohen
Alisdair Gillespie
Jonny Shipp
Suzy Walton

1. Welcome, Apologies and Declarations of Interest

Apologies were received from Naomi Cohen, Alisdair Gillespie, Jonny Shipp and Suzy Walton. It was noted that Alisdair Gillespie, Jonny Shipp and Suzy Walton provided written comments to the Chair in advance of the meeting.

Stephen Locke declared an interest in agenda item 8b.

Closed session

There was a closed session from 10.00am to 10.50am. This item is subject to a confidential minute.

2. Minutes of the last meeting

The Board approved the minutes of the last Board meeting held on 5th October 2010.



3. Matters arising - including action summary

Action 5.6 – Peer to peer discussions with the Funding Council will continue as a general issue, not with any intention to peer to peer to the IWF's remit.

Action 4.4 from the November 2011 Audit Committee Meeting – the Board agreed that the subscription to the media monitoring service should be continued.

Action 1

Jonny Shipp will share information about peer to peer communications with industry members, but not with a view to extending the IWF's remit.

Decision

The media monitoring service subscription will continue.

4. Draft Strategic Plan

The Board discussed the latest version of the draft Strategic Plan. DM will revise the Strategic Plan to include the amendments made by the Board; the Plan will then be circulated to members by email for their comments, following which a sub-group will meet to complete the drafting. The Chair, Stephen Locke and Emma Ascroft (subject to availability) agreed to join the sub-group. Naomi Cohen will also be invited to join.

Action 2

The Board will discuss organisational values at a future meeting.

Action 3

DM will revise the Strategic Plan and circulate it to the board. A sub-group meeting will then be held to complete the drafting.

5. Chair's report

5.1. (a) Confirmation of counselling arrangements

The Chair confirmed that counselling arrangements were in place and that no issues had been raised.

5.2. Meetings past and future

The Chair and PR will be meeting with Ed Vaizey (MP), and the Chair will be meeting Karen Lumley (MP).

6. CEO's Report

This was noted by the Board.

PR will keep developments relating to Article 21 of a European Directive on the Exploitation of Children under review, and will advise the Board of issues which ought to be drawn to its attention.



It was noted that although Becta has been abolished, procurement through Becta's schemes has been absorbed by the Department of Education.

Action 4

PR to keep developments relating to Article 21 under review.

7. Audit Committee

(a) Draft Committee meeting minutes 1st November 2010

These were noted by the Board.

(b) Committee Report

The Committee recommended to the Board that:-

- (i) the Audit Committee's Annual Report, and the risk register, should go to the Board at the end of each financial year.
- (ii) the management accounts should not go to the Board on a regular basis (as these are overseen by the Audit Committee).
- (iii) Schrodgers should be appointed to deal with the investment of the IWF's reserves.

The Board approved each of the above recommendations.

Decision

The Audit Committee's Annual Report, and the risk register, will go to the Board at the end of the financial year.

Decision

The management accounts will not go to the Board on a regular basis.

Decision

Schrodgers will be appointed to deal with the investment of the IWF's reserves.

(c) Projected Year-End Spend

This was noted by the Board.

8. Remuneration Committee

(a) Draft Committee meeting minutes 1^{7th} November 2010

These were noted by the Board.



(b) Committee Report

As no Committee members were present, DM spoke on behalf of the Committee.

The Board was asked to consider whether the Remuneration Committee ought to have jurisdiction to consider and advise on the Total Reward of staff. The Board agreed, but said this did not include consideration of individual packages. Stephen Locke left the room at 12.05pm having declared an interest in the matter of the Vice-Chair's remuneration.

The Board agreed that although the Board Executive Committee was not now meeting on a standing basis, there was no reason to reduce the Vice-Chair's remuneration, as the Vice-Chairs continued to carry out additional duties. Furthermore, the Vice-Chair had taken up the role on terms which included additional remuneration. In future, this might change. There will be a governance review of the IWF's committees coming to the February 2011 Board meeting; as part of this review the duties of the Vice-Chair will be detailed.

Stephen Locke returned to the room at 12.10pm.

Agreed

The Remuneration Committee has jurisdiction to consider and advise on the Total Reward of staff.

Action 5

The Remuneration Committee will meet on 6th January 2011 to consider the Total Reward of staff.

Action 6

There will be a governance review of the IWF's committees at the February 2011 Board meeting.

Agreed

There should be no change to the Vice-Chair's remuneration.

9. Funding Council update

Mark Gracey reported. The Funding Council had welcomed the opportunity to discuss the strategic plan with DM at its last meeting, the thrust of which was supported.

There had been some concerns raised about the new CAIC licence. The main concern related to the short timescale within which members were expected to sign the licence (by April 2011), but there was also a discussion about whether or not any collective issues with the licence could be discussed openly at a future Funding Council meeting. DM said that Funding Council members were welcome to raise any significant points with either herself or Rachel Hopper and if any such points were so raised then there was an opportunity for these to be discussed by the Board at its February Board meeting. MG reiterated that he hoped there wouldn't be any significant issues, but that there would be an item on the agenda of the next Funding Council meeting in case there were, and there may be a request to discuss the issues openly at Funding Council.



A reminder had been to members given about the need to sign-up to self-certification.

Status updates had been requested about the use of splash pages.

Mark Gracey told the Board that his term of office would come to an end in April 2011. Emma Ascroft's term of office comes to an end in December 2011. Funding Council would be seeking replacements.

10. Membership Update

This was noted by the Board. The Board approved the associate membership applications from Zscaler and Zvelo.

Decision

Zscaler and Zvelo's applications for associate membership were approved.

11. Hotline Operational Report

This was noted by the Board.

The Board asked that the Hotline's increase in efficiency on a year on year basis be reported in the Annual Report.

Action 7

The Annual Report is to include details of the Hotline's increased efficiency on a year on year basis.

12. Relocation of the IWF's offices

DM said that there were four shortlisted properties – but two of the four properties were less favourable. The two shortlisted properties recommended by the Executive are the Si1 building and IQ Cambridge however, without further negotiations taking place, it was not possible for the Executive to recommend which property should be selected.

The Executive asked the Board for approval to commence negotiations on the Si1 and IQ properties. The Board decided that there was no need to rule out St John's Innovation Centre property on cost, and therefore negotiations should also be commenced in relation to this property.

The Board authorised the Executive to engage office planners in relation to the three properties.

The Executive will come to the February Board meeting with a recommendation (and costings) for one property. In the event of decisions needing to be made prior to that Board meeting, the Board delegated authority to the Chair in this regard.

Agreed



The Board authorised the Executive to commence negotiations in relation to the Si1, IQ and St John's Innovation Centre properties, and authorised the appointment of office planners.

Agreed

The Chair is to have delegated authority if decisions are required to progress the negotiations in relation to any of the three properties, prior to the February Board meeting.

Action 8

The Executive will bring a recommendation (and costings) for one property to the February Board meeting.

13. Annual Report Launch and Media Strategy

This was noted by the Board. It was agreed that there should be a formal launch event in the Houses of Parliament with no more than four speakers (the Chair, the Funding Council Chair, the host and a minister). The Chair and PR will ask Ed Vaizey at their forthcoming meeting whether he might be willing to speak at the event.

Action 9

The Chair and PR will ask Ed Vaizey whether he might be willing to speak at the Annual Report launch.

14.AOB

There was no further business.

15. Date of next meeting

The date of the next Board Meeting is Tuesday 8th February 2011 at 10am.

The meeting ended at 1pm.