



## **INTERNET WATCH FOUNDATION BOARD MEETING**

**10.30am – Tuesday 9th February 2010  
At Yahoo!, 5th Floor, 125 Shaftesbury Avenue, London**

### **MINUTES**

**Present:** Eve Salomon (Chair),  
Emma Ascroft (Industry Vice-chair)  
Stephen Locke (Independent Vice-chair),  
Rodney Brooke  
Naomi Cohen  
Alisdair Gillespie  
Mark Gracey  
Stephen Locke  
Hamish MacLeod  
Mary MacLeod  
Suzy Walton

**IWF Staff:** Peter Robbins (CEO) ("PR")  
Keren Mallinson ("KM")  
Helen Redman ("HR")

**Apologies:** None. Rodney Brooke left the meeting at 11.30am.

### **1. Item 1: Welcome and Apologies**

The Chair welcomed Mary MacLeod and Alisdair Gillespie to their first meeting.

### **2. Item 2: Minutes of the last meeting**

The Board approved the minutes of the last Board meeting held on 1st December 2009, subject to minor amendment.

#### **Action 1**

***The minutes of the December Board meeting are to be amended accordingly by HR.***

### **3. Item 3: Matters arising - including action summary**

3.1. The Summary of action points arising from the Board meeting on 1st December 2009 was considered by the Board, and the following points were noted:-

3.1.1. Action 1:-KM confirmed that the making of investments was underway.



- 3.1.2. Action 3:-KM confirmed that the revised Risk register would be presented to the Audit Committee at its next meeting.
- 3.1.3. Action 5:-the revised text relating to the IWF's role was noted and approved by the Board. PR confirmed that the revised text would be published on the IWF's website.
- 3.1.4. Action 10:- The Chair asked for details of the timescales involved. PR said that he had written to the Crown Prosecution Service ("CPS"), to ask whether the CPS would authorise an independent person to view the content of the child sexual abuse URL List. PR said that he was awaiting a decision from the CPS.
- 3.1.5. Action 16:-It was agreed that Emma Ascroft would arrange a training session for the Board about the Internet industry, to take place immediately after the Board meeting on 30th March 2010. The session will cover blocking, filtering and current legal issues relating to the Internet industry.

**Action 2**

***The revised Risk Register will be considered by the Audit Committee at its next meeting on 18th March 2010.***

**Action 3**

***The Communications team will publish the revised text relating to the IWF's role on the IWF's website.***

**Action 4**

***PR is to continue to liaise with the CPS regarding the appointment of an independent person to inspect and verify that the CAIC list was restricted to child sexual abuse material.***

**Action 5**

***Emma Ascroft is to arrange a training session about the Internet industry for the Board, to take place on Tuesday 30th March 2010.***

**4. Item 4: Content Assessment**

**4.1. Item 4(a) CAIC list assessment processes and procedures**

- 4.1.1. The Board considered the paper and it was observed that the paper referred to the Sentencing Guidelines Council's levels 1-5. It was noted that an image might fall below the threshold for a level 1 image, but that in law it could still constitute an indecent image. PR acknowledged that this is the case, but that the IWF acts in accordance with the Sentencing Guidelines Council's scale, and that to do otherwise would require a change in the IWF's policy.
- 4.1.2. It was agreed that paragraph 4.5 of the paper would be amended to include an additional risk: impact on the reputation of site owners.



4.1.3. The Board confirmed that it was satisfied with the escalation process set out in paragraph 4.7 of the paper. It was agreed that the appeals procedure would be cross-referenced.

4.1.4. The Board agreed that a policy statement relating to CAIC list assessment and procedures should be drafted and published on the IWF's website, and that a formal reply would be sent to the Funding Council in response to their consultation submission.

**Action 6**

***KM is to amend the paper as specified above.***

**Action 7**

***KM is to draft a policy statement on CAIC list assessment and procedures for publication on the IWF's website.***

**Action 8**

***KM to provide the Funding Council with a written response.***

4.2. Item 4(b) Complaints processes and procedures

4.2.1. The Board considered the paper and it was agreed that paragraph 6.2 should be amended to acknowledge that the IWF will double-check that a legal URL had not been listed.

4.2.2. PR confirmed there would always be an internal review as regards any complaints made about the correctness of content assessment. The Board agreed that this internal review process needed to be set out within the paper.

4.2.3. The Board requested three papers be drafted

4.2.3.1. A paper for an appeals against content assessment process

4.2.3.2. A paper setting out a process for the Board to consider an appeal regarding the listing or delisting of a child sexual abuse URL

4.2.3.3. A general paper setting out a process by which any general complaint made against the IWF is managed

**Action 9**

***KM is to make the amendments specified above and prepare further documentation for consideration by the Board.***

Rodney Brooke left the meeting.

**5. Item 5: The scoping group's update**



- 5.1. Stephen Locke told the Board that the scoping group had worked well together, and that work was still ongoing. The Board agreed to authorise the group to continue with its work.
- 5.2. The Chair asked the scoping group to present a paper at the next Board meeting, setting out the various options with an analysis of the benefits of each option. It was acknowledged by the Board that there might not be one solution suitable for all, and that the scoping group may need to suggest a range of actions. Mark Gracey will discuss the scoping group's recommendations with the Funding Council at its next meeting on 10th March 2010.
- 5.3. It was agreed that Fred Langford would replace KM as a member of the scoping group after KM's departure

**Action 10**

***Mark Gracey to discuss the scoping group's recommendations with the Funding Council at its next meeting on 10th March 2010.***

**Action 11**

***The scoping group is to prepare a paper, setting out its recommendations, for presentation to the Board at its March Board meeting.***

**6. Item 6: Funding Model Consultation Response document**

- 6.1. Hamish MacLeod declared an interest in this matter, and did not take part in the discussion which followed, other than to give points of clarification.
- 6.2. The Board agreed that Emma Ascroft and Mark Gracey could take part in the discussion of this item.
- 6.3. PR gave a brief overview of the Response document:-
  - 6.3.1. 99 Funding Council members had been consulted individually, and 25 of those members had responded. 22 of those consulted would be affected by the changes set out in the Funding Model; however, many of those businesses were currently members paying a subscription of £500, which was no longer financially viable for the IWF.
  - 6.3.2. A collective response had been received from mobile operators. PR said that some of the data the IWF was relying upon in presenting a metrics based model had been derived from Ofcom, until such time as the mobile operators provided alternative data themselves.
  - 6.3.3. The Board approved the following recommendations
    - that increases in membership subscriptions are phased in over two years *i.e.* over two renewal dates;
    - the regular review of the model and criteria linked to significant changes in the industry;
    - the principle that members should be expected to increase their membership subscription as their businesses develop;



- a set of definitions for members, supporters and donors which will be developed by the Executive.
- 6.3.4. The Board agreed with the proposal set out in the Response document, that the subscriptions for mobile and fixed operators should be capped at £40,000 per annum per operator, but that this decision would be kept under review by the Board.
- 6.3.5. The Board would not impose a cap of £40,000 per annum on any other category of IWF member.
- 6.3.6. It was agreed that the Chair and Mark Gracey would sign off a Funding Model policy document.
- 6.3.7. The Executive to produce a response to the Funding Council for its next meeting on 10th March 2010.

**Action 12**

***The Chair and Mark Gracey are to sign off the Policy document.***

**Action 13**

***Rachel Hopper is to produce a response to the Funding Council, for presentation to the Funding Council at its next meeting on 10th March 2010.***

**7. Item 7: Research Report - UK Adult Internet Users 2009**

- 7.1. PR informed the Board that the Communications Team would be publishing the results of the Research in installments. The members of the Board were invited to convey to Sarah Robertson any views or suggestions that they might have as to how the research might be improved in the future.
- 7.2. The Board asked whether the IWF Executive had been provided with the underlying data collected by Coleman Parkes.

**Action 14**

***The Board is invited to convey views/suggestions about the Research to Sarah Robertson.***

**Action 15**

***Sarah Robertson is to report back as to whether the IWF has access to the underlying data from the research.***

**8. Item 8: Report on the implementation measures regarding extreme pornography**

The Report was noted by the Board.



## **9. Item 9: Strategic Programme of Activities**

The paper was noted by the Board. KM drew the Board's attention to the fact that the lease for the IWF's offices at East View, Oakington will expire in June 2011. Subject to minor amendment, the paper was approved by the Board.

### **Action 16**

***KM is to amend the paper as discussed.***

## **10. Item 10: Chair's Report**

### **10.1. Item 10 (a) Executive Committee**

The minutes of the meeting of the Board Executive Committee held on 26th January 2010 were noted.

### **10.2. Item 10(b) Committee Membership**

The revised committee membership was approved by the Board.

### **10.3. Item 10(c) Meetings past and future**

The Chair said that she had attended UKCCIS' Strategic Launch event. The Chair had also met with Andrew Cormack, the new chair of the Funding Council; further meetings will take place with him on a regular basis.

## **11. Item 11: CEO's Report**

11.1. Item 2:-PR confirmed that there had been a strong response to the Director of Policy and Performance and Deputy Chief Executive vacancy. Interviews will take place the week commencing Monday 22nd February 2011. The interview panel will be PR, the Chair and Hamish MacLeod.

11.2. Item 3:-Emma Ascroft and Mark Gracey declared an interest in this matter. By way of clarification Emma Ascroft stated that ISPA's request to have the basis of its membership subscription recalibrated, was intended so as to make payment more flexible and based on ISPA's own revenue, and therefore more manageable to ISPA. It was not ISPA's intention necessarily to reduce the amount that it paid to the IWF.

11.3. PR confirmed that he had written to ISPA to request that they reconsider their position.

Emma Ascroft confirmed that she would also raise the matter at ISPA's Council meeting.

### **Action 17**



**Emma Ascroft will raise the issue of ISPA's subscription at the next ISPA Council meeting.**

## **12. Item 12: Remuneration Committee report**

PR and HR left the meeting whilst this item was discussed.

12.1. Suzy Walton indicated that the Remuneration Committee had considered potential enhancements to employees' total reward packages as well as a cost of living increase. The Committee decided to recommend a 1.6% cost of living increase to the Board, with reward packages being otherwise unchanged. An increase of 1.6% was considered to be commensurate with the level of pay rises across the entire economy for the three months to the end of November 2009. On this occasion, the Committee took the view that the ongoing volatility of the RPI and CPI made them unhelpful indicators on which to base a judgment. The Board accepted the Committee's recommendation

Suzy Walton, on behalf of the Remuneration Committee, asked the Board to approve the extension of the Remuneration Committee's remit, to include seeking assurance from the Executive that any pay anomalies identified by pay audits were properly dealt with.

### **Action 18**

***The Board requested that the Executive implement the staff pay increase. The remit of the Remuneration Committee is to be extended to include seeking assurance from the Executive that any pay anomalies identified by pay audits are properly dealt with. HR is to re-draft the Remuneration Committee remit document to this effect, and is to circulate the revised document to the members of the Remuneration Committee.***

## **13. Item 13: Audit Committee report**

### **13.1. Item 13(a) Six month KPIs**

Hamish MacLeod confirmed that KPI documentation had been reviewed by the Audit Committee but asked for additional feedback from the Board. The Chair asked the Board to consider whether all of the KPIs currently included were necessary. The Board asked the Executive to review the format of presenting the KPIs. It was agreed that once the new Deputy Chief Executive was in post, he/she would review the indicators with input from the Audit Committee and the Board. It was agreed that the Board would be provided with an update at its next Board meeting in March, and that the matter would be discussed more at its June Board Meeting.



**Action 19**

***An update on KPIs will be given to the Board by PR at the March Board meeting.***

13.2. Item 13(b) Scheme of Standing Orders and Financial Delegation

The amended paper was approved subject to it being recommended that standard terminology be included in relation to the role of the Senior Independent Director. Stephen Locke agreed to look into what the role would encompass.

**Action 20**

***HR is to amend the paper to include further detail relating to the role of SID.***

**Action 21**

***Stephen to look into the standard role and remit of a SID.***

13.3. Item 13(c) Draft Budget 2010/2011

13.3.1. Hamish MacLeod confirmed that the Audit Committee was satisfied with the income and expenditure presented in the budget. The Audit Committee had requested that further information about the proposed capital expenditure of £70,000-£100,000 on RMS3 be provided to the Board by the Executive.

13.3.2. PR provided additional information to the Board about the need to replace the current RMS. PR said that the contract had been put out to tender and four responses had been received. KM confirmed that there would be no additional costs to the IWF in 2010/11 in relation to RMS3 other than the capital expenditure. PR confirmed that before a contract was signed that our legal advisors would be consulted and that the IWF would own the intellectual property rights in, and the design of, RMS3.

13.3.3. The Board approved the purchase of RMS3, the expenditure being capped at the amount of the successful tenderer's bid.

**Action 22**

***The Executive is authorised to let the contract for the purchase of, and ongoing support for, RMS3.***

**14.Item 14: Funding Council Update**

14.1. Emma Ascroft said that there were four issues to note from the Funding Council:-



- 14.1.1. the proposed training session for Board members on the Internet industry; and
- 14.1.2. that PR had attended the Funding Council's January meeting to ask the Funding Council to consider the possibility of the IWF extending its membership internationally. It was agreed by the Board that the next steps in the process would be that:-
  - 14.1.2.1. the Funding Council will convey its views to the IWF's Executive;
  - 14.1.2.2. the Executive will submit a paper on extending its membership to include international members at the next Board meeting taking into account Funding Councils views;
- 14.1.3. CAIC testing. Mark Gracey confirmed that the second month of the three month pilot scheme was underway. Feedback from those participating in the pilot scheme has now been received. Outcomes from the pilot scheme will be brought to the Board.
- 14.1.4. Hamish MacLeod confirmed that the work in revising the Funding Council's consultation process was ongoing.

**Action 23**

***PR is to draft a Board paper regarding the IWF extending its membership internationally.***

**15. Item 15: Financial Update**

15.1. Item 15(a) Management Accounts to December 2009

These were approved by the Board.

15.2. Item 15(b) Balance Sheet to December 2009

This was approved by the Board.

**16. Item 16: Membership Update**

The Board agreed that an organisation's request for the IWF's URL list should be approved. .

**Action 24**

***PR is to provide the organisation with the IWF's URL list.***

**17. Item 17: Hotline operational report**



This was noted by the Board. PR told the Board that end of year data would be published shortly, and that this showed that the IWF had processed in the region of 38,000 reports over the last year.

### **18.Item 18: AOB**

18.1. The Chair said that the draft wording for the IWF's Annual Report would be circulated before the next Board meeting, for the Board members' comments and approval.

18.2. Emma Ascroft asked the Board whether it and the Funding Council might work together on communications to new MPs after the forthcoming General Election. The Board agreed that this was a sensible suggestion. In addition the Chair asked whether there were any other child protection groups that the IWF might be able to join with in making a presentation.

18.3. The Board conveyed its thanks to KM for her all work for the IWF.

### **Action 25**

***SR is to circulate the IWF's 2009 Annual Report to Board members prior to the next Board meeting.***

### **Action 26**

***SR is to liaise with the Funding Council regarding communications with new MPs and is to consider whether there are any other child protection groups that the IWF could join with in making a joint presentation.***

### **19.Item 19: Date of next Board Meeting**

The date of the next Board Meeting is Tuesday 30th March 2009 at 10am at the offices of Yahoo!. The Board Meeting will be followed by a light lunch and a training session about the Internet Industry, which will be given by members of the Funding Council.

The meeting ended at 13.10