



## Internet Watch Foundation

### BOARD MEETING

**1.30pm - Tuesday 26 November 2013**

**Held in room 2, the UK Cards Association, 2 Thomas More Square,  
London, E1W 1YN**

#### **MINUTES**

- Present:** Sir Richard Tilt (RT) (Chair)  
Mary MacLeod (MM) (Independent Vice-Chair)  
Naomi Cohen (NC)  
Catherine Crawford (CC)  
Jonathan Drori (JD)  
Philip Geering (PG)  
Peter Neyroud (PN)  
Brian Webb (BW)
- Apologies:** Jonny Shipp (JS) (Industry Vice-Chair), Andrew Yoward (AY),
- IWF Staff:** Susie Hargreaves (SH) (CEO)  
Fred Langford (FL) (Director of Global Operations - DGO)  
Heidi Kempster (HK) (Director of Business Affairs - DBA)  
Emma Lowther (EL) (Director of External Relations - DER)  
Sandrine Harvey (SJH) (Minutes)

**In attendance:** Sue Pillar (SP)

#### **IWF Board Closed session**

There was a closed session of the IWF Board from 1.00pm to 1.30pm.

#### **1. (a) Welcome and Apologies**

The meeting began at 1.30pm.

There were apologies from Jonny Shipp and Andrew Yoward.

#### **(b) Declarations of Interest**

There were no declarations of interest.

#### **2. Minutes of the previous meeting**

The Board approved the minutes of the meeting held on 3 September 2013 subject to the following amendment:

#### **Item 8.3.9 – Upcoming: The 2013 Internet Forum organised by DCMS between the UK and the Chinese State Information Office:**

The sentence regarding the IWF intellectual property rights should be deleted.

***Action: SJH to amend the minutes accordingly.***

### **3. Nomination of new IWL directors**

It was agreed that following the recent Governance Review of the IWF and IWL the Board of IWL would be re-structured as follows, as of 26 November 2013:

- Chair of the Board;
- Chair of the Audit Committee;
- Chair of the Funding Council;
- Chief Executive.

The following resigned as Directors:

- Naomi Cohen
- Andrew Cormack
- Philip Geering
- Jonny Shipp

Mark Gracey, Chair of Funding Council was appointed.

***Action: SJH to amend the Companies House details.***

### **4. Actions arising**

**Item 8 from 26 February 2013:** PG updated on "Do the Right Thing Campaign". The work has been dealt with, but due to the media attention during the last six months, the final conclusions have been put on hold.

***Action: PG/EL to finalise the results.***

**Item 7.2.2.4 from 3 September 2013:** RT asked for an update on the Splash Page Working Group. FC has been requested to reconvene the group.

A Board member asked when the risk register will be presented to the Board. PN, Chair of the Audit Committee, stated it will be presented mid-year 2014, once it has been reviewed by the committee.

***Action: HK to present the risk register at the Board meeting in June 2014.***

### **5. Funding Council Report 12 November 2013**

The report was noted.

### **6. Membership Model Review**

The Board noted that the model has been agreed subject to some outstanding matters to be discussed by the mobile sector.

Concern was expressed about the timeline for the model to be finalised but it was agreed that this could be done by the end of the year, giving time to implement

the new fees in April 2014. It was acknowledged that the working party had done an excellent job and resolved some difficult issues.

There was a discussion about the level of transparency offered by publishing the bandings or metrics and it was agreed that the following would be published:

- A simplified explanation of the categories, bands and metrics applied;
- Members in each band

The following will not be published or shared:

- Actual fees paid by individual members.

## **7. Audit Committee Report**

### **a. Draft Audit Committee minutes 24 October 2013**

It was **agreed** that from April 2014 no mobile phones or any device that can take photographs will be allowed into the Hotline and all Hotline staff will be provided with a locker.

***Action: HK to update internal policy documents and staff handbooks and implement in 2014.***

NC highlighted the fact that the date of the auto-enrolment into pension scheme was inaccurate as a contribution will be mandatory from October 2018 and not from October 2017 as previously reported. It is the responsibility of the employer to inform its employees in due time of the changes in legislation.

The Chair of the audit committee confirmed that this issue would be looked at in detail in 2014.

***Action: HK to present to audit committee in September 2014.***

### **b. IWF Group Management Accounts six months to 30 September 2013**

These were noted and approved by the Board.

### **c. Board members' expenses policy review**

The policy has been approved subject to the item 9.2 to be amended as follows:

9.2. "Claims will be submitted via the IWF Finance Administrator and will be countersigned by the Chief Executive or the Chair..."

***Action: HK to update the policy accordingly.***

It was also clarified that Trustees' training was covered under item 3.2.

## **8. Chair's report**

The Chair congratulated the CEO and the staff for all the work achieved during the membership review.

The Chair reported that he:

- met with the outgoing Chairman of CEOP.
- represented IWF at the FOSI conference in Washington as a guest speaker. The conference was interesting and he reported that the IWF was highly regarded by colleagues in the United States.
- visited The National Center for Exploited and Missing Children (NCMEC) NCMEC combines both the functions of CEOP and the IWF and is an NGO. NCMEC is funded by the US Gov. (75%) and also receives a considerable amount in sponsorship and donations from a wide range of companies and individuals. They are a very impressive organisation and there may be some ideas for IWF to look at as the UK government is interested in their model.
- RT and SH will meet with Maria Miller, Secretary of State on Thursday 28 November 2013.

## **9. CEO Report**

### **2.3 Home Office: Sexual Violence against Children and Vulnerable People National Group**

A Board member mentioned that Stephen Rimmer had left the Home Office to be appointed as strategic leader on action against the sexual exploitation of children and other vulnerable people in West Midlands.

## **3. Conferences**

It has been agreed that the CEO will inform the Board members of the conferences/events she is attending as a guest speaker or chair.

***Action: SH to inform the Board when speaking or chairing events.***

### **3.1 United Nations Office on Drugs and Crime (UNODC) Online Child Abuse and Exploitation Informal Expert Group Meeting, Vienna 23-25 September 2013**

It was suggested that there might be a scope for funding from the United Nations as IWF might be eligible under the Global Charter for Children's Rights.

The CEO reported that a conference call was already organised with UNODC for mid-December to discuss a funding stream.

***Action: SH to update at the next Board meeting in February 2014.***

### **3.6 British Board of Film Classification (BBFC) Consultative Group**

A Board member queried the reason for joining the BBFC Consultative Group and was concerned about the balance between the amount of external commitments and the day-to-day work of running the office.

The CEO explained she discussed her itinerary with the Chair on a regular basis and agreed all international travel and major commitments. She also explained

that the IWF works closely with the BBFC on extreme adult content so it is appropriate to join their Advisory body.

## **5. International Activities**

### **5.3 EU Activity**

The role of JS was inaccurately described on page 6. The CEO apologised for the error.

There is less uncertainty about the EU grant. We understand that funding to Hotlines is likely to continue from 2014-2020 but on a diminishing basis. The percentage grant available on eligible expenditure is likely to be reduced. However, for the IWF, when we expand the Hotline we will actually have more eligible overall expenditure. We have projected a drop in percentage terms in the budget for 2014/2015 (new grant commences October 2014) and have submitted an indicative figure for 2015/16 and 2016/17. There was a query about whether the Google funding was restricted. The DBA explained that the money could be used for analysts and extras such as training, equipment etc.

There was a question about the amount of time spent on international development. The CEO and DGO believe they spend around 20% of their time on all aspects of international work.

### **5.4 Mauritius**

The Chair asked how many reports we have received from the Mauritius portal since it started in October. To date, there have not been any, although the DGO was not surprised as the Mauritian government suspected that it was tourists looking at content and the tourism season does not start until December.

The DER reported that there was very little UK press interest in the story but it had been picked up in Mauritius.

The Board asked the CEO to thank all the staff for their excellent work over the recent months.

***Action: CEO to report back Board congratulations to staff.***

## **10. Communications Report**

### **2.7 Documentary producers**

There has been no formal request, but two companies are interested in working with the IWF and will be sending through details.

### **2.8 Upcoming media plan**

The Guardian has been given the HR Audit as an exclusive. Josh Halliday will interview Lord Macdonald and the IWF and the piece will be published mid-December. General publication of the report will coincide with the piece. Whilst the DER will not have editorial control of the article, the Journalists will be working closely with her on the piece and she will be providing supplementary information.

The DER was asked to communicate the process to the FC members.

**Action: EL to send FC communications update**

#### **4. Awareness Day**

There were some comments that the IWF Awareness Day might not be necessary due to the current level of media attention which had raised the profile significantly. The DER reported that all events were being looked at as part of the forthcoming SMT planning.

**Action: EL to report back to Board plans for future regular events**

John Carr and Alasdair Gillespie, both former Board members have been commissioned to write a history of the IWF. It was agreed that the draft will be circulated to the Board and approved prior to any publication.

**Action: History of IWF to be circulated and approved by Board prior to publication.**

#### **5. Logo project**

The DER updated the Board on the logo project. As NC had reached the end of her term as a Trustee, the DER was now working with JD. It has been decided that the logo would be evolutionary rather than revolutionary.

A set of new logos should be ready by the end of December/beginning of January 2014 for implementation in 2014.

#### **Appendix 1 – IWF 2013-14 Communications Plan**

The Board **agreed** that this paper should be shared with FC, subject to the following amendments:

- To rename the document "IWF Communications Plan as of 26 November 2013" instead of "IWF 2013-14 Communications Plan";
- To remove on the second page "Top lines from the 2013/14 communications plan"; and
- To change "conduct awareness raising initiatives with" to "conduct awareness raising initiatives in partnership with".

**Action: EL to amend the document accordingly.**

#### **Harm Reduction Campaign**

##### **4. Strategy**

###### **4.2 Next Steps**

It was advised that a "media kit" – suite of messages presented in different ways depending on the audience - should be ready in order to be able to disseminate the message simultaneously to magazines, internet, TV, cinemas etc.

##### **6. Budget**

There were some confusion around the budget for the project and EL was asked to re-work the figures up to £75K.

**Action: EL to check and re-work the budget.**

BW stated that it was FCs understanding that they would revisit funding for both Harm Reduction and Operational Research as part of their discussion on the 2014/2015 budget.

## **7.2 General KPIs**

### **7.2.1 Awareness**

One of the Board member felt that the campaign was did not align with the Operational Research programme. It was explained that the term "harm reduction" had replaced "awareness raising" as the aim of the campaign is to get more people to report and cause less harm. There was a discussion about the alignment of the proposed Harm Reduction and Operational Research programmes. It was agreed that the Harm Reduction programme responded directly to research findings to date, targeting those most likely to stumble on CSA in the first place. The Operational Research would support work targeting this group as well as persistent offenders. It is crucial to ensure that the right message is spread. In this instance, the choice of the agency is critical.

The aim is to stage the delivery of the campaign with evaluation at each stage to assess its effectiveness against agreed KPIs. The Board requested detailed KPIs be established as part of the detailed project scoping.

**Action: NC to provide names of agencies.**

**Action: EL to detail KPIs**

It was **agreed** that an amended budget will be presented to Audit Committee meeting in February 2014.

**Action: EL to amend the paper accordingly and present it at the Audit Committee in February 2014.**

## **11. Technical report**

The Board noted that the number of sites hosted in the UK has doubled compared to 2012. This is due to the overall rise in reports.

The Chair queried how the organisation targeted potential Members. The CEO explained that we have identified a list of top targets and we have brought in Sharon Girling to focus on US based companies.

### **4. IWF Services**

#### **4.2 IWF Keyword List**

A Board member asked what the difference was between the Google, CEOP, and IWF lists. The IWF list is smaller but of higher quality as it only contains specific and distinct words, whereas the Google and CEOP lists contain search phrases.

### **6.2 Hash dataset and video hashing (Google VideoID)**

6.2.2 The DGO mentioned that he had not seen the Google VideoID yet. He was aware that there was development of a global hash dataset in the US involving the major companies and had requested a conference call update.

### **9. P2P discussion paper and pilot project**

9.2.5 The first meeting of the P2P pilot Project Board will take place on 19 December 2013 at which point the project will be scoped in detail.

The Board directed the Executive to ensure that FC Members are kept up-to-date with the project.

**Action: FL to keep the FC up-to-date.**

## **10. ITUsage Project and ICAAlert**

The DGO updated the new Board members on the ITUsage Project. In response to the letter sent by SWGfL, the DGO suggested that the IWF takes over management of the project. By taking control of the project the IWF will be able to ensure a full evaluation of the project is completed which will also include lessons learnt, a full risk register and recommendations for any continuation. The Board **agreed** that the IWF take over responsibility for the project by making a formal request to the Home Office.

**Action: FL to write to the Home Office.**

## **Annex to Technical Report – Item 11. Operational Research**

The revised paper and the budget was presented and approved by the Board.

## **12. Director of Business Affairs Report**

The DBA updated on the progress of the move to the Science Park. The current landlord has agreed to release the IWF from our lease as per the break clause in May 2014 for 50% of the rent. The move to the new premises is planned for March 2014.

It was noted that a staff working party has been established for the move.

## **13. Draft Budget**

The Board **approved** the draft budget subject to the following changes:

- Revised Communications Budget – reducing Harm Reduction to £75k
- Removal of Awards £4k
- Inclusion of Contingency budget £30k

It was also agreed that there would be some changes to the final budget, specifically:

- (i) Total Membership fees for 2014/2015; and
- (ii) Final costs of the move & recruitment.

It was also **agreed** that achieving 50% running cost reserve level would take three years rather than one year as previously agreed.

**Action: HK to amend the budget accordingly.**

## **14. HR Terms**

### **a. Whistleblowing Policy**

The Board **approved** the Whistleblowing Policy subject to the following amendment:

4.5 "A brief record of all disclosures should be made and held by the Director of Business Affairs" and not held by the Chief Executive.

**Action: HK to amend and implement the policy.**

## **b. PRP & Benchmarking Proposal**

The Board asked the Executives to leave the room.

Further to the proposal written by the DBA and the recommendations of the audit committee, the Board **agreed** that a four-point scale should be introduced with three objectives for the staff from 1 April 2014. It was **agreed** that the existing staff do not have to accept the new scheme and can retain their current pay scale.

They also **agreed** that the salaries were in line with the benchmarking exercise except for the analysts, who should receive an enhancement.

The Chair was not sure if the cost of living was included in the benchmarking exercise or not and would check with the DBA.

The Board also discussed the possibility of offering a bonus for exceptional outstanding performances. The Board **agreed** an unconsolidated bonus subject to defined criteria.

***Action: RT to check with HK if the cost of living is included in the increase or not.***

***Action: HK to implement the new scheme as of 1 April 2014.***

The Board asked the minute taker to leave for a private session.

The Board then turned to the question of pay for the Chief Executive who was in a different position to the main staff by virtue of being on a contract with a single pay point. The Chair recommended that she should now be moved to a four point scale in line with the rest of the staff and that this should be linked in the same way to performance as assessed in the annual appraisal. There was then discussion about the note the CEO had submitted in relation to the assimilation point. The Board **agreed** that she should start on the bottom point of the scale but that it should be back dated to 1 April 2013. On this basis her anniversary date will move to 1 April in line with the proposals for the rest of the staff. The Board further decided that she should be awarded a non-consolidated bonus for this financial year, in recognition of her particular performance in response to the pressures and high profile of the last six months.

## **c. HR Terms and Conditions changes**

The Board **approved** the changes of HR Terms and Conditions.

***Action: HK to implement the changes.***

## **15. Human Rights Audit Review**

The Board reviewed the recommendations as follows:

**1. "IWF should in future restrict its remit to child sexual abuse material".**

The Board needs to think carefully about the implications this might have on the organisation. It has been **agreed** that further conversations with stakeholders are necessary and no conclusion has been reached yet.

**2. "IWF should appoint an expert in human rights law to its Board".**

The Board **accepted** this recommendation. They accepted that it could be a Trustee already appointed but there was also scope to co-opt a new trustee. Lord Ken Macdonald has offered to suggest some experts.

**3. "IWF should appoint a senior legal figure as its new Chief Inspector".**

The Board **accepted** this recommendation.

**4. "IWF's appeals process should include, as final stage, a determination by the Chief Inspector".**

The Board **accepted** this recommendation.

**5. "Inspection of IWF's work should take place at least every two years. The Inspection team, headed by the new Chief Inspector, should include one expert in human rights law".**

The Board **accepted** this recommendation.

**6. "If IWF moves into more proactive investigations, its analyst training should be updated to meet the further responsibilities inherent in an investigative role".**

The Chair queried how the training would be provided and it has been suggested in partnership with law enforcement. The Board **accepted** this recommendation.

**7. "In any proactive investigations, IWF should liaise closely with the police".**

The Board **accepted** as it is already the case.

**8. "Proposed increases in IWF's industry funding should be maintained and expanded in order to make a move into more proactive work feasible in the longer term".**

The Board **accepted** the recommendations.

**9. "IWF should not, at present, investigate peer-to-peer file sharing. Instead, in light of the fact that it has subsumed CEOP with the apparent intention that investigations into online child sexual abuse material should be mainstreamed into the fight against serious crime, the National Crime Agency should now give investigations high priority".**

Due to the complexity of this issue, the decision has been deferred until the pilot project has been tested and the P2P consultation has been completed.

**Action: CEO to report on implementation of recommendations.**

## **16. Hotline Audit Report Recommendations**

The Board assessed the recommendations suggested by the DGO as follows:

**1. "IWF to update SLA and Hotline Manual with a formal process for review".**

The Board **accepted** this recommendation.

**Action: FL to implement early 2014 and report progress back to Board.**

**2. "IWF Hotline to prepare an image pack of "borderline" material that in partnership with CEOP can be discussed to agree on a suitable threshold level taking into consideration IWF acting prior to a court and jury. Currently, the IWF threshold level is "legs apart focusing on the genitals on naked children", however, it is reasonable to expect that children partially clothed with legs apart focusing on the genitals is a reasonable adjustment for the IWF to make."**

In order to make a decision, the Board has requested that some examples of redacted images are shown.

***Action: FL to present some examples at the next Board meeting in February 2014.***

**3. "IWF Board to decide upon risk appetite when taking action prior to a court and jury."**

The decision has been *deferred* until the next Board meeting as this recommendation is related to the recommendation 2.

***Action: Board to decide once the examples have been viewed at the next Board meeting in February 2014.***

**4. "As explained in the current situation column, it is the DGO's opinion that no decision should be made until Lord MacDonald's report has been presented in the draft version, he has agreed with the position that there is a requirement for an additional judicial level of scrutiny that should be implemented as an additional level within the complaints process. The complaints module is currently being tested and will be "live" from 01 January 2014. IWF Executive to identify a suitable retired judge to be retained for both oversights of the complaints process and as a permanent member of the IWF Hotline Audit team as recommended in Lord MacDonald's report."**

The Board *accepted* this recommendation.

**5. "It is recommended that the Director of Business Affairs, as part of the contract review in February 2014, makes the Hotline Audit recommended changes."**

The Board *accepted* this recommendation.

***Action: HK to review in February and implement the recommended changes.***

**6. "It is the DGO's recommendation that all members of SMT attend monthly one-to-one mandatory counselling sessions as required for all Hotline staff."**

The Board *accepted* that the SMT should attend six-monthly counselling sessions and self-refer when necessary.

***Action: HK to organise six-monthly counselling sessions.***

## **17. AOB**

The CEO raised the issue of the URL list's use. The organisation is in discussion with a potential major new member, who is interested in taking the URL list to ensure their URL shortening service is not abused. The proposal is that any URL identified as being on the URL list is should not be used to create a 'short URL'. Currently, this company fails the IWF policy on the use of the list which is limited to internet service or network providers (including the mobile sector) who have

the ability to block content at network level, search providers and filtering providers.

Another company is facing a failure in complying with the IWF policy on the use of the list due to the current policy. The Board suggested that there should be a change of the policy in the use of the URL list as there is a risk to miss an opportunity to disrupt access to criminal CSAM content and to enroll new Members.

The Board **agreed** to grant temporary membership to the potential major new member, allowing them to use the list on the basis that this will go to FC for ratification in January. At the same meeting, a revised policy on the use of the list will be presented.

***Action: BW to inform the FC of temporary membership.***

The Chair thanked NC for her services over the last six years and presented her with a gift.

NC thanked the Chair and the Board members. The next meeting will be held on Tuesday 25 February 2014 in London.

The meeting ended at 4.30pm.