

PUBLISH WHAT YOU FUND

(hereafter “PWYF”)

Minutes of a meeting of the Board of Directors held on 1 July 2020 at Southbank House, Black Prince Road, London, SE1 7SJ at 15:00

- Present:**
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| Paul Lenz (PL) | (in the Chair) (by conference call) |
| Giles Bolton (GB) | (by conference call) |
| Gary Forster (GF) | (by conference call) |
| Claire Hickson (CH) | (by conference call) |
| Charlie Dalrymple (CD) | (by conference call) |
| Hetty Kovach (HK) | (by conference call) |
| Simon Gill (SG) | (by conference call) |
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- In attendance:**
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| Holly Manvell (HM) | Secretary |
| Sally Paxton (SP) | U.S. Representative (by conference call) |
| George Ingram (GI) | Chair of Friends of Publish What You Fund (by conference call) |
| Alex Tilley (AT) | Research Manager |
| Farzana Ahmed (FA) | Advocacy Manager |
| Alex Farley-Kiwanuka (AFK) | Project Manager (Gender) |
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- Apologies:** Andrea Ordonez Llanos

1. NOTICE AND WELCOME

The Chair announced that a quorum was present and declared the meeting open. Notice of the meeting was taken as read. He welcomed the attendees to the meeting and outlined the agenda and topics to be discussed.

2. DECLARATION OF INTERESTS

Pursuant to section 177 and/or 182 (as applicable) of the Companies Act 2006 and in accordance with the articles of association of PWYF, each of the directors present declared the nature of all such interests in the business proposed to be transacted at the meeting as are required to be declared by that section and/or such articles. There were no declarations of interest in relation to matters on the agenda.

3. INTRODUCTION OF NEW TEAM MEMBER

- 3.1 GF took the floor and welcomed Alex Farley-Kiwanuka (“**AFK**”) as the newest member of the PWYF team. GF explained that AFK had been appointed to the position of Project Manager to the Gender Project.
- 3.2 AFK introduced herself and her role to those present.

3.3 The Board welcomed AFK to the PWF.

4. **PREVIOUS MINUTES**

4.1 The Board reviewed the minutes of the previous meeting held on 11 March 2020 (the "**Previous Meeting**").

4.1.1 There being no comments, **IT WAS RESOLVED THAT** the minutes of the Previous Meeting be and are hereby approved by the Board.

5. **BUSINESS OF THE MEETING**

5.1 **CEO update and discussion**

5.1.1 The Chair invited GF to provide an update on PWYF's activities.

5.1.2 GF took the floor and began with an update on the launch of The Aid Transparency Index 2020 (the "**Index**"), which had taken place a week prior.

5.1.3 GF explained that the Index, on its release, had been positively received by various stakeholders. He noted in particular that positive feedback had also been received on the panel webinar which had taken place to launch and discuss the high-level findings of the Index with attendees from across the aid industry.

5.1.4 The Board deliberated on the launch of the Index, including feedback from individual stakeholder organisations, and learnings of the Index process, before congratulating the PWYF team on completion of the Index.

5.1.5 GF, too, thanked the PWYF team and the Friends of PWYF for their respective roles in successfully launching the Index.

5.1.6 GF explained that the PWYF team would conduct a review of the Index process in order to capture key learnings for future aid transparency review projects.

5.1.7 There being no further questions or comments on the Index, GF continued his update with news on the merger between the UK's Foreign and Commonwealth Office and Department for International Development, as had been announced by the Prime Minister on 17 June 2020 ("**the Merger**").

5.1.8 The Board discussed the news of the Merger, its potential impact and opportunities for PWYF and the wider aid and development landscape as a result, agreeing that PWYF's role remained, as ever, on ensuring transparency on aid and development data.

5.1.9 The Board then requested that GF provide an update on the Development Finance Institutions ("**DFI's**") Initiative.

5.1.10 GF shared that the DFI Initiative was well underway and that the first workstream of the project had been completed, overseen by an Expert Working Group, comprised eight individuals from various sector organisations. GF explained that the completed workstream had received praise and that the second workstream was now underway, overseen by a separate Expert

- Working Group, comprised of ten other individuals from various sector organisations.
- 5.1.11 GF also explained that the volume of research required was greater than had been first imagined, and therefore PWYF were pulling together a proposal on how best to achieve said research with appropriate resourcing.
- 5.1.12 The Board deliberated on the DFI Initiative, recommending that the PWYF team and seek collaboration with and support of consultants where and if appropriate, to support efficient completion of the research and alleviate any potential pressure on the PWYF team, where possible.
- 5.1.13 GF agreed and thanked the Board for their input.
- 5.1.14 There being no further comments, GF moved on to the topic of the Humanitarian Data User Needs Project ("**Humanitarian Project**"), explaining that four research briefs had been launched two weeks prior to the meeting. GF explained that engagement had largely been positive. Highlighting opportunities for the project to incorporate PWYF's recommendations, GF opened the topic for discussion amongst the Directors present.
- 5.1.15 The Board discussed progress of the Humanitarian Project and provided GF and the PWYF team with strategic suggestions for furthering alignment on the output of the project.
- 5.1.16 The Board then moved on to discuss the Gender Project, with the Chair inviting SP to take the floor.
- 5.1.17 SP took the floor and began by explaining that positive progress had been made by the setting up of a new venture fund (the "**Fund**") between PWYF and Friends of PWYF. She explained that the focus of the Fund was tracking gender funding in several countries including Nepal, Kenya and Guatemala.
- 5.1.18 SP explained that given COVID-19, it was under discussion as to whether PWYF could carry out in-country work in the foreseeable future or whether in-country consultants would need to be engaged on the studies.
- 5.1.19 SP shared that positive feedback had been received from the Gates Foundation ("**Gates**"), who were interested in exploring further topics around gender and economic empowerment, to which PWYF had submitted a concept note with focus on five countries.
- 5.1.20 The Board deliberated on the Gender Project with SP and other PWYF team members, recommending that PWYF be mindful of current resources and the size of other ongoing projects, in view of committing to further projects.
- 5.1.21 GF confirmed to the Board that more information and thinking was required around the scope of any further projects with Gates, and that the Board would remain updated on progress, as appropriate.
- 5.1.22 The Board thanked SP and GF for the update.
- 5.1.23
- GI leaves the meeting*
- 5.1.24 Before the Board were to move on to the next topic, the Chair asked the Directors if they had any other comments or questions on the CEO update so far.

- 5.1.25 CD explained that the topic of 'resource' had surfaced several times during the meeting so far, and asked how flexible the PWYF team were on resources and how flexible it needed to be, given the breadth and often complexity of some of the projects currently in progress.
- 5.1.26 The Board deliberated on the matter of PWYF resources, as had been raised by CD. GF suggested he provide feedback at the next meet of the Board on the organization structure of PWYF and where any potential evolutions may need to take place.
- 5.1.27 The Board agreed with GF's suggestion and thanked him for his input.
- 5.1.28 GF concluded his CEO update.

5.2 **Strategy update**

- 5.2.1 The Chair introduced the topic of 'Strategy update' to the Board and invited GF to take the floor.
- 5.2.2 GF explained to the Board that as had been agreed in the meeting of the Board on 11 March 2020 ("**March meeting**"), that evaluation of PWYF Strategy should re-commence in September 2020, once major projects and notable the Index, had been completed or launched.
- 5.2.3 GF confirmed that the PWYF would reflect further on the strategic direction of PWYF and provide an update at the next meeting.

5.3 **Finance update**

- 5.3.1 Referring to a balance sheet which had been circulated to the Board prior to the meeting, the Chair provided an update to the Board on PWYF's financial situation, confirming that it was strong.
- 5.3.2 PL explained that due to COVID-19, PWYF team members were unable to travel, which has resulted in less spent on Travel and Incidentals compared to forecast.
- 5.3.3 The Chair further confirmed that PWYF was expected to remain in said positive position through the remainder of the 2020 calendar year and into the next, which the FY21 budget planning process was expected to confirm.

5.4 **Trustee recruitment**

- 5.4.1 The Chair then introduced the topic of 'Trustee Recruitment' to the Board and referred to a skills matrix document (the "**Matrix**") which had been circulated to the Board prior to the meeting, which detailed the skills of current Directors and where potential gaps may lie.
- 5.4.2 Reviewing the Matrix, the Board suggested that PWYF could upweight the legal and human resources skills as represented on the Board.
- 5.4.3 *LG leaves the meeting*

- 5.4.4 The Board then deliberated on further skills or experience that could be useful to the Board in the future.
- 5.4.5 The Board also advised that GF and PWYF consider a contingency plan whereby no member of the team could be a single point of failure.
- 5.4.6 GF thanked the Board for their advice and agreed to consider the discussion in more detail.

5.4.7 *SG leaves the meeting*

6. ANY OTHER BUSINESS

6.1 The Chair opened the floor for any other business.

6.1.1 COVID-19

6.1.2 GF confirmed that due to the COVID-19 pandemic, the PWYF had been working remotely since 11 March 2020. He explained that the PWYF office remained open should any team member wish to work there.

6.1.3 GF shared that despite the team’s remote-working, that team morale was positive and stable and that an agreement had been reached to allow team members to carry over more days of leave into the new financial year, than they would previously have been allowed to.

6.1.4 GF confirmed that despite the team not working together in the office or being allowed to travel globally to support project work, the impact of COVID-19 on PWYF, the PWYF team and general operations had been manageable.

6.1.5 The Board thanked GF for his update.

7. NEXT MEETING OF THE BOARD

7.1 The Chair noted that the next meeting of the Board was to be held on Wednesday 16 September 2020. Given that this was also intended to be the scheduled launch date of the Index, the Board agreed to re-evaluate whether an alternative date would be more appropriate.

7.2 GF said that he would explore possibilities for an alternative date and confirm in due course.

8. FURTHER BUSINESS

8.1 There being no further business, the meeting was closed.



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Chair

