

## **PUBLISH WHAT YOU FUND**

(hereafter “PWYF”)

### **Minutes of a meeting of the Board of Directors held on 11 March 2021 by conference call at 15:00**

|                       |                            |  |
|-----------------------|----------------------------|--|
| <b>Present:</b>       | Paul Lenz (PL)             | (in the Chair) (by conference call)                            |
|                       | Giles Bolton (GB)          | (by conference call)   |
|                       | Gary Forster (GF)          | (by conference call)   |
|                       | Charlie Dalrymple (CD)     | (by conference call)   |
|                       | Simon Gill (SG)            | (by conference call)   |
|                       | Hetty Kovach (HK)          | (by conference call)   |
|                       | Andrea Ordonez Llanos (AL) | (by conference call)   |
| <br>                  |                            |  |
| <b>In attendance:</b> | Holly Manvell (HM)         | Secretary (by conference call)                                 |
|                       | George Ingram (GI)         | Chair of Friends of Publish What You Fund (by conference call) |
|                       | Alex Tilley (AT)           | Research Manager (by conference call)                          |
|                       | Farzana Ahmed (FA)         | Advocacy Manager (by conference call)                          |
|                       | Linda Grimsey (LG)         | Operations Manager (by conference call)                        |
|                       | Jamie Holton (JH)          | Project Manager and Researcher (by conference call)            |
|                       | Alex Farley -Kiwanuka(NM)  | Project Manager (by conference call)                           |
|                       | Justine Tordoff (JT)       | Prospective Trustee of the Board (by conference call)          |
| <br>                  |                            |  |
| <b>Apologies:</b>     | Sally Paxton               |  |

#### **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. PREVIOUS MINUTES**

- 3.1 The Board reviewed the minutes of the previous meeting held on 9 December 2020 (the “**Previous Meeting**”).

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

#### 4. **BUSINESS OF THE MEETING**

##### 4.1 **Welcome to new team members**

4.1.1 The Chair invited GF to take the floor and introduce members of PWYF to the Board.

4.1.2 GF introduced Justine (JT) as the newest Trustee to the PWYF Board and Jamie (JH) as returning Gender Project Manager.

4.1.3 JT and JH took turns to summarise their experience and responsibilities of their roles in PWYF to the Board

4.1.4 The Board welcomed JT and JH.

4.1.5 *Giles Bolton (GB) joins the meeting*

##### 4.2 **Finance update**

4.2.1 The Chair requested that SG, as Treasurer, provide the Board with an update on the financial situation of PWYF.

4.2.2 SG took the floor and gives an overview of the finances of PWYF to 2022, explaining that PWYF was in a positive position. He encouraged the Board and PWYF Team not to be complacent, however, given that funding from Hewlett was not due to renew at the end of the existing funding term.

4.2.3 The Board questioned GF and SG on the opportunities that PWYF were taking to ensure further funding in the longer term.

4.2.4 GF explained that PWYF will complete the Aid Transparency Index (the “**Index**”) for 2022 using unrestricted funding and that partners organisations had already indicated that the work of PWYF remained of great interest to many.

4.2.5 GF further explained that the leadership team of PWYF were already exploring opportunities for further funding from other organisations to support the work of PWYF.

4.2.6 The Chair opens the floor to any further questions on the topic of funding.

4.2.7 There being no further questions on the topic of funding, the Chair encouraged SG to continue with his update.

4.2.8 SG confirmed that the 2020 annual accounts of PWYF as had been reviewed and approved by the Board at the last meeting of the Board had been appropriately filed with Companies House, the Charity Commission and funding organisations as required.

4.2.9 The Board thanks SG for his update.

## 5. CEO update and discussion

- 5.1 The Chair invited GF to provide an update on PWYF's activities.
- 5.1.1 GF took the floor and began with an overview of the topics he wished to discuss with the Board, before beginning with an update on the Index Methodology Review (the "**Review**") of PWYF's annual Aid Transparency Index ("**Index**").
- 5.1.2 GF reminded the Board that the Review was to evaluate the methodology behind PWYF's annual Transparency Index initiative, and that Review was currently in the 'consultation phase' with written feedback from donor representatives, as well as feedback from the International Aid Transparency Initiative ("**IATI**") and other technical experts
- 5.1.3 GF further explained that the Review was close to its final stage with the consultation phase closing early April 2021, after which PWYF would release a technical paper explaining the framework through which the 2022 Index would be run, before selecting donors to contribute to the project.
- 5.1.4 The Board discussed GF's update on the Review, agreed that progress was positive and expressed their interest and receiving the next update once the Review had completed.
- 5.1.5 There being no further questions, GF moved on to the next item of his CEO update, on the Development Finance Institutions ("**DFI's**") Transparency Initiative (hereafter "**DFI Initiative**").
- 5.1.6 GF began by sharing that PWYF was more than halfway through the research phase on the DFI Initiative and that the team had been focusing on outreach with key stakeholder. He further explained that the project had been split into five sprints and that the current sprint, the third, was focused on the transparency of DFI's on Environmental, Social and Governance funding.
- 5.1.7 GF also explained that PWYF had hired a new external consultant for the project, to replace the existing external consultant who had departed.
- 5.1.8 GF opened the floor to questions from the Board.
- 5.1.9 The Board commended GF on his update and the work of PWYF across the DFI Initiative.
- 5.1.10 HK asked GF whether it was feasible to approach other organisations as supporters or inputters to the DFI Initiative.
- 5.1.11 GF continued his CEO update drawing attention to the UK government cuts on international aid. He shared with the Board the sentiment of growing frustration with the aid sector at the lack of information surrounding where specifically cuts would take place and when.
- 5.1.12 GF confirmed that he would keep the Board updated on further information as and when further information transpired.
- 5.1.13 There being no further questions or comments from the Board, the Board thanked GF for the CEO update.

## 5.2 **Gender Project presentation**

- 5.2.1 The Chair invited JH to take the floor for a presentation on the Gender Project.
- 5.2.2 JH took the floor to give a thorough presentation to the Board, sharing with the Board the progress of the Gender Project and publication of the Gender reports which had been shared with various participants and stakeholders.
- 5.2.3 JH explained that the feedback from the participants and stakeholders was currently being worked through, ahead of the expected launch date on 21 March 2021.
- 5.2.4 JH continued with her update and shared that PWYF was planning educational webinars, in order to share the findings of the Gender Project with a breadth of stakeholders and actors, as well as external webinars that PWYF would be presenting at and participating in.
- 5.2.5 JH also shared some feedback that PWYF had already received on early recommendations as found by the Gender Project and the adoption of recommendations already undertaken by major donors.
- 5.2.6 The Chair opened the floor for questions from the Board.
- 5.2.7 SG asked JH for her views on the success of the Gender Project so far and what could have been done differently or better.
- 5.2.8 JH shared her views on the learnings of the Gender Project and methodology, confirming that it has been a great experience with positive outcomes, despite not being able to travel due to COVID-19. She highlighted areas.
- 5.2.9 SG also asked JH whether there was an opportunity to use the learnings from the Gender Project to offer services to other donors, to analyse their transparency on Gender-related topics.
- 5.2.10 GF agrees that there is likely an opportunity to help other organisations audit their development approaches in relation to gender, specifically.
- 5.2.11 The Board thanked JH for her update.

## 5.3 **Discussion on Strategy sessions**

- 5.3.1 The Chair invited GF to take the floor and lead the topic of PWYF's strategy sessions.
- 5.3.2 GF shared the background of PWYF's strategy process and gave an overview of how PWYF could approach a strategic review as a leadership team, including areas of strategic focus, skills and responsibilities of the PWYF team and funding opportunities.
- 5.3.3 The Chair opened the floor to questions from the Board.
- 5.3.4 The Board agreed that PWYF was in a strong position, particularly over the last years.

- 5.3.5 CD shared that he felt the Board had an opportunity to upweight the time that the Board spends on strategic topics in particular and suggested some time options for the Board to spend on the topic.
- 5.3.6 PL and GB confirmed that this could be useful to PWYF, on the basis that PWYF would guide the Board on where opportunities could lie.
- 5.3.7 AO suggested that PWYF bring some feedback from some of PWYF's stakeholders to the Board, for the team to reflect upon ahead of an upcoming Strategic review.
- 5.3.8 *Simon Gill leaves the meeting*
- 5.3.9 The Board discussed the opportunity, timing and potential framework for the Board to evaluate the strategy of PWYF, including the structure and skillset of the PWYF team.
- 5.3.10 **IT WAS RESOLVED THAT** the PWYF work towards a framework and timings for Strategic review sessions, to include the Trustees, before the next meet of the Board on 15 July.

#### 5.4 **Discussion on Board skills and Trustee recruitment**

- 5.4.1 The Chair invited GF to take the floor and lead the topic of the skills of the Board and Trustee recruitment.
- 5.4.2 GF provided an overview of the skills and experience of a prospective new Trustee ("**Candidate**") and how the individual would contribute to the balance of skills and experience of the Board.
- 5.4.3 PL and GF confirmed that the Candidate had confirmed their interest in joining the Board.
- 5.4.4 The Board deliberated on the Candidate and potential contribution to PWYF.
- 5.4.5 The Board agreed that the Candidate would be a positive addition to the PWYF team and confirmed that an offer should be extended to formally appoint him.
- 5.4.6 The Board also discussed the skills and experience of Al Kags and confirmed that he would be a positive addition to the skills and experience of the Board.
- 5.4.7 **IT WAS HEREBY RESOLVED THAT** Al Kags **BE AND IS HEREBY** appointed to the Board of PWYF.
- 5.4.8 The Board also confirmed that JT had agreed to join the Board of PWYF.
- 5.4.9 JT, who was present at the meeting, confirmed her acceptance to act as a Trustee for PWYF and to join the Board.
- 5.4.10 **IT WAS HEREBY RESOLVED THAT** Justine Tordoff **BE AND IS HEREBY** appointed Trustee of PWYF

- 5.4.11 **IT WAS FURTHER RESOLVED THAT** the Secretary submit all documents as may be required by Companies House to effect both appointments.
- 5.4.12 The Chair and GF confirmed that SG was looking to step down over the course of the 2021 calendar year, as the role of Treasurer of PWYF.
- 5.4.13 The Board discussed the profile of Treasurer and the skills and experience required of the role and resolved to refer potential candidate to GF for review.

6. **ANY OTHER BUSINESS**

- 6.1 The Chair opened the floor for any other business.
  - 6.1.1 No further topics were raised for discussion by any person in attendance.

7. **NEXT MEETING OF THE BOARD**

- 7.1 The Chair noted that the next meeting of the Board would take place on 15 July 2021.

8. **FURTHER BUSINESS**

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



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**Chair**



