

PUBLISH WHAT YOU FUND

(hereafter "PWYF")

Minutes of a meeting of the Board of Directors held on 18 December 2018 at Southbank House, Black Prince Road, London, SE1 7SJ at 15:00hrs

Present: Giles Bolton (GB) (in the Chair)
Gary Forster (GF)
Paul Lenz (PL) (by conference call)
Simon Gill (SG)
Claire Hickson (CH)
Hetty Kovach (HK) (by conference call)

In attendance: Holly Manvell (HM) Secretary
Catherine Turner (CT) Director of Advocacy
Sally Paxton (SP) U.S. Representative (by conference call)
Linda Grimsey (LG) Operations Manager

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 topic 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 director's 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 19 September 2018. There being no comments **IT WAS RESOLVED THAT** the minutes be and are hereby approved.

4. BUSINESS OF THE MEETING

4.1 CEO update

4.1.1 The Chair invited GF to take the floor and provide an update on the PWYF's activities.

4.1.2 Referring to the 'CEO Update' paper (the "**CEO's Paper**") which had been provided to the Board prior to the meeting, GF explained that in the previous quarter (September 2018 to present), PWYF had focused on fundraising, internal finance, HR and administration, programme development and communications.

4.1.3 Further to the CEO's Paper, GF noted, in particular, that:

i) Positive meetings had been held with the Sigrid Rausing Trust and The Joseph Rowntree Charitable Trust, the latter had recommended that the PWYF look to apply for funding from them;

ii) UNICEF had shown interest in a potential UN index to include all 65 UN organisations. PWYF was to discuss the proposal further with UNICEF, notably, resourcing and delivery expectations of the project;

iii) PWYF had rejuvenated the concept of a Transparency Supporters Coalition and believed there was an opportunity to engage a number of donors with it (noting that the DfID and the EU are already supporters). PWYF was to work on further details;

iv) The UK Aid Review contract had not yet been completed, with a suggestion that potential delays from DfID could be attributed to the Government's focus on Brexit. GF explained that signature of the contract was now expected to take place in 2019.

4.1.4 GF concluded that PWYF had made concerted efforts on fundraising in the last quarter and that despite no contracts having yet been signed, PWYF would focus on the same in 2019.

4.1.5 The Chair opened the floor for discussion, noting that PWYF had identified a broader set of interests in comparison to the previous year and asked whether the opportunities had already existed, whether there had been a resurgence of interest in aid transparency or whether PWYF was in a more opportunistic position, given ongoing debate around the Government's roles and responsibilities within the aid transparency arena.

4.1.6 GF asked CT, Director of Advocacy, to take the floor with her opinion.

4.1.7 CT explained that she believed the greater range of opportunities that had been identified for PWYF was due to PWYF's clearer messaging, greater confidence of staff in PWYF's purpose, increased focus on more relevant opportunities and greater confidence in PWYF's proposal to the development community. CT also explained that PWYF's new CEO, GF, had given more energy to the refreshed strategy, new meetings and new conversations which had refreshed existing and provided new opportunities for PWYF.

4.1.8 CT further explained that the general climate of aid transparency had not changed significantly since a year ago, however, enhanced UK Government commitments towards the Transparency Review, were giving PWYF further opportunities to grow.

4.1.9 SP agreed and explained that from a US perspective, a concerted effort by Congress and the wider development community on collective aid spend and

the authorization of aid spend meant that ‘transparency’ was now included as a norm. SP further explained that PWYF had become more relevant in budget discussions.

GB asked HK and CH to provide their opinion.

4.1.10

CH agreed that PWYF’s new CEO had renewed vigor around the PWYF’s objectives and had facilitated PWYF in making new connections.

4.1.11

HK explained that ‘transparency’ remained a pertinent issue and that the UK Government was still advocating for more data and more transparency, despite the distraction of Brexit, underlining the PWYF’s positive position as a partner.

4.1.12

The Board’s discussion then moved to scoping of development finance institution (“**DFI**”) projects, notably in relation to the US. GF explained that the PWYF’s approach had been well received by various organisations and that work was now to be done on the project’s scope and the prospective level of funding that PWYF could receive.

4.1.13

(PL joins the meeting by conference call)

4.1.14

The Board discussed the merits of UN funding of the project with GF explaining that such a proposal was already with UNICEF with a suggestion that the project begin in Q3 of 2019.

4.1.15

The Chair queried whether PWYF could liaise with coalitions for access to greater funds to which the Board **RESOLVED THAT** PWYF explore potential coalitions to help PWYF access greater funds for the project.

4.1.16

(SG joins the meeting)

4.1.17

The Chair provided a brief recap of the meeting to SG and asked whether SG had any comments to add. SG said that he believed there to be extended opportunities in UK Government departments, provided PWYF focus on demonstrating the usefulness of transparency data, beyond the collection of data itself.

4.1.18

GF agreed and giving the example of PWYF’s discovery of a “missing” \$9billion of USAID aid as an example of PWYF’s credibility in data projects, explained that PWYF needs and will continue to demonstrate the value it can add in the tracking of international aid.

4.1.19

SG then asked the Board whether PWYF had considered targeted communications for International Women’s Day. The Board discussed the topic and **RESOLVED THAT** PWYF consider appropriate and strategic messaging for International Women’s Day in 2019.

4.1.20

The Chair then recommended that the PWYF begin to consider messaging for 2020, which would mark 5 years on from the setting of recent Sustainability Development Goals (“**SDG’s**”) by the UN. GF and CT agreed that this should

4.1.21

be something for PWYF to consider, notably in relation to the release of PWYF's Aid Transparency Index (the "**Index**") in the same year.

- 4.1.22 The Chair invited Sally to take the floor and provide an update on PWYF's work with the US Foreign Assistance Project ("**USFA**").
- 4.1.23 SP took the floor. She explained that a recent achievement was PWYF's involvement with the Modernizing Foreign Assistance Network ("**MFAN**") on dashboards for the US State Department ("**USSD**"), allowing the USSD to publish consistent information on aid and implement the Foreign Aid Transparency and Accountability Act for the US. SP explained that PWYF expected a report on progress and success imminently, and confirmation that the project would be included again in the USSD FY20 budget, due for release in February 2019. SP explained that depending on what the US budget requests, PWYF could put forward its four Country Studies, which she explained had been well received on Capitol Hill.
- 4.1.24 SP described the mutual benefits of working with the MFAN, indicating that they demonstrate strength in lobbying in the US, whilst PWYF is seen by MFAN to be an expert in aid transparency.
- 4.1.25 The Chair thanked SP for her contribution and invited GF to bring forward any further topics from the CEO Update for discussion.
- 4.1.26 GF told the Board that PWYF had recently hosted two webinars which had received over 100 participants. He also explained that he would be attending the Organisation of Economic Cooperation and Development ("**OECD**") conference in Paris in January 2019 on DFI's.
- 4.1.27 **IT WAS RESOLVED THAT** PWYF reflect and align on the outcome of the OECD conference, with a view to scope out PWYF's role in defining 'transparency' for DFI's.
- 4.1.28 GF then explained to the Board that the Overseas Development Institute ("**ODI**") had asked PWYF whether it would contract-out Andy Lulham, PWYF's Aid Information Adviser, for support on ODI projects.
- 4.1.29 Given his position with the ODI and in order to avoid a conflict of interest, SG stepped out of the room.
- 4.1.30 GF elaborated on the proposal from the ODI and concluded that the proposal was an ongoing discussion.
- 4.1.31 *(SG returns to the meeting)*
- 4.1.32 GF further explained that PWYF was exploring opportunities for funding from the Bill & Melinda Gates Foundation ("**Gates**"). HK said she would provide contact details for individuals at Gates who could be contacted with regards to PWYF's objectives around data transparency, specifically.
- 4.1.33 The Chair opened the topic of PWYF's finance, HR and general administration.
- 4.1.34

SG asked GF and employees of PWYF present what morale was like within PWYF. Those present agreed that morale had improved, CT and LG attributing the improvement to a new CEO and a clearer vision of PWYF's objectives and better-defined purpose.

4.1.35 GF then updated the Board on the PWYF's change in IT support provider. The Board **recommended that** PWYF capture the savings made by switching providers so that the information could be used externally to demonstrate PWYF's focus on value-for-money and confirmed their support in upgrading PWYF systems.

4.1.36 GF explained to the Board that part of DfID's due-diligence process required that PWYF provide a copy of its anti-bribery policy. **IT WAS RESOLVED THAT** GF and HM review the current anti-bribery documentation and update, if necessary, so that it may be shared externally, as required.

4.2 On the subject of Human Resources, GF updated the Board on recruitment, explaining that a new individual had been appointed in the position of [Research Manager] in place of Elise Dufief who, it was noted, had left PWYF since the last meeting of the Board. The new individual was expected to start in January 2019.

4.2.1 **Finance update**

4.2.2 The Chair asked SG to take the floor and provide an update on the PWYF's finance activity.

4.2.3 SG explained to the Board that the audit of PWYF accounts for the year-ended 30 September 2018 (the "**Accounts**") had progressed smoothly. He explained that the Accounts had been approved by the Finance Committee and were ready for approval by the Board. SG further noted that the Finance Committee had suggested in their meeting on 11 December 2018 that the PWYF's staff receive training on GDPR.

4.2.4 **IT WAS RESOLVED THAT PWYF** organize GDPR training for key staff; and

4.2.5 **IT WAS FURTHER RESOLVED THAT** the Accounts be and are hereby approved by the Board and **THAT** the Treasurer, Simon Gill, be given the authority to sign the Accounts on behalf of the PWYF.

5 **ANY OTHER BUSINESS**

5.1. **Trustees**

5.1.2 GF explained that in the last meeting of the Board, the Board deliberated on the topic of recruiting further trustees. He noted that the Board had been asked to provide recommendations for potential future trustees.

5.1.3 The Board deliberated on the topic and the relevant expertise required by trustees to ensure a balanced and diverse Board for PWYF. The Board then discussed several potential trustee candidates, as had been recommended by GF and HK.

(CH leaves the meeting)

5.1.4 **IT WAS RESOLVED THAT** the Board provide further recommendations on potential trustee candidates by the next meeting of the Board and **THAT** two potential candidates as discussed by the Board be contacted by the Chair and GF and HK, respectively, to ascertain their interest in a position with the Company as trustees.

5.1.5 **IT WAS FURTHER RESOLVED THAT** GF and LG look to compile a trustee induction pack containing information on PWYF and expectations of the role of trustee.

6 **NEXT MEETING OF THE BOARD**

The Chair noted that the next meeting of the Board was to be held on Wednesday 13 March.

7 **FURTHER BUSINESS**

There being no further business, the meeting was closed.

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Chair

Resolution	Owner / lead
Approval of previous minutes	All
Approval and signature of FY18 statements	All + Simon
Consider appropriate and strategic messaging for International Women's Day in 2019	Gary + team
RECOMMENDATION - PWYF to begin to consider messaging for 2020, which would mark 5 years on from the setting of recent Sustainability Development Goals ("SDG's") by the UN	Gary + team
Reflect and align on the outcome of the OECD conference, with a view to scope out PWYF's role in defining 'transparency' for DFI's.	Gary
Review the current anti-bribery documentation and update, if necessary, so that it may be shared externally, as required	Gary / Holly
Provide contact details for Sarah at Gates Foundation	Hetty
RECOMMENDATION capture the savings made by switching providers so that the information could be used externally to demonstrate PWYF's focus on value-for-money and confirmed their support in upgrading PWYF systems.	Gary + team
GDPR training for team	Gary / Holly
Contact two prospective Trustees	Gary / Hetty / Giles
Trustee induction / information pack	Gary / Linda