

**PUBLISH WHAT YOU FUND**

(hereafter "PWYF")

**Minutes of a meeting of the Board of Directors  
held on 18 September 2019  
at Southbank House, Black Prince Road, London, SE1 7SJ at 15:00**

**Present:** Paul Lenz (PL) (in the Chair)  
Giles Bolton (GB)  
Gary Forster (GF)  
Charlie Dalrymple (CD) (by conference call)  
Andrea Ordonez Llanos (AL) (by conference call)

**In attendance:** Holly Manvell (HM) Secretary (by conference call)  
Sally Paxton (SP) U.S. Representative (by conference call)  
Linda Grimsey (LG) Operations Manager  
Alex Tilley Research Manager (for item 5)

**Apologies:** Claire Hickson  
Hetty Kovach  
Simon Gill

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 25 June 2019 (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 **CEO update and discussion**

- 4.1.1 The Chair invited GF to take the floor and provide an update on PWYF's activities.
- 4.1.2 GF took the floor and explained that the Board he would update the Board on current projects and strategy, the latter upon which the PWYF Executive team would value the input of the Board.
- 4.1.3 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 (July 2019 to present), PWYF been focusing on various projects, including recruitment of news members to the PWYF team ("**the Team**").
- 4.1.4 GF further noted that:
- i) Progress on the Humanitarian Data User Needs project and the UK Aid Review were on course;
  - ii) PWYF had made promising progress on business development, further information of which was included in the CEO's Paper;
  - iii) A proposal had been submitted to the New Venture Fund at the request of the Gates Foundation, to fund the Gender Project. GF then explained that the Gender Project seeks to improve the publication of gender-related financial and programmatic data with the aim to contribute to addressing gender inequality at a global level, as per the United Nations' Sustainable Development Goals ("**SDG's**");
  - iv) A first draft funding proposal had been submitted for the Development Finance Institutions (hereafter "**DFI's**") project aimed at increasing transparency of DFI financing that would enable policymakers to more accurately assess the public sector costs and development efficacy of DFI investments towards the SDG's;
  - v) Three members of the PWYF team had recently attended the Members Assembly of the International Aid Transparency Initiative ("**IATI**"), GF explaining that PWYF continued to stay abreast of IATI's developments and effectiveness;
- The Board discussed GF's update on the ITAI Members Assembly.
- 4.1.5 The Board then discussed the CEO's update, which included focus on PWYF's ability to resource the projects highlighted by GF. The Board agreed that the updates had been positive and that PWYF had paid due regard to its resource capabilities when taking on and progressing the abovementioned projects.
- 4.1.6 **IT WAS RESOLVED THAT** the Board be kept up to date on progress against these projects in GF's fortnightly update to the Board.
- 4.1.7 Discussion then turned to the topic of PWYF's 2020 Transparency Index ("the 2020 Index"), where GF confirmed that PWYF had announced the organisations to be included in the 2020 Index. He explained the methodology
- 4.1.8

- behind the 2020 Index had remained the same as the 2018 Transparency Index, except for one indicator change.
- 4.1.9 GF further explained that in the week previous to this meeting of the Board, PWYF had met with a European Commission representative, who represented European Commission Humanitarian Office (“**ECHO**”), Directorate-General for International Cooperation and Development (“**DEVCO**”), Directorate-General for **European** Neighbourhood Policy and Enlargement Negotiations (“**NEAR**”) and all EU Member States. GF explained that the meeting had centred on the 2020 Index and methodology.
- 4.1.10 The Board discussed the meeting as described by GF and the feedback given by the European Commission representative. GF explained that PWYF was working through the feedback to ensure that PWYF was confident in its position and approach to the methodology behind the 2020 Index.
- 4.1.11 **IT WAS RESOLVED THAT**, given the gravity of the organisations represented in the feedback given by the European Commission representative, the Board would be provided with updates on progress in the CEO’s fortnightly update.
- 4.2 **Update on UK Aid Review**
- 4.2.1 The Chair invited Alex Tilley (“**AT**”) to take the floor and provide a verbal update on the UK Aid Review project (hereafter “**the Review**”).
- 4.2.2 AT took the floor and explained the context of the Review and the UK Government departments (the “**Departments**”) involved. He confirmed that interim results had been sent out to the Departments and that it was expected that the overall results would be good or very good.
- 4.2.3 AT confirmed that the data collection by PWYF on the Departments would conclude at the end of September 2019. PWYF would then write up the findings and produce a smaller Index for the Departments which would be used by them to assess their own transparency. AT explained that it was expected that recommendations made by PWYF would be incorporated into the Departments’ requirements going forward, as a result of the the Review, underlining the importance of the Review in aid transparency within government.
- 4.2.4 AT then explained that it was expected that the Review would be completed, in its entirety, by the end of November 2019.
- 4.2.5 The Board thanked AT for his update and discussed the progress of the Review to date. The discussion included whether the Review or a similar project would be available to PWYF again next year and thereafter, given influential factors within the wider political landscape, including Brexit and the UK General Election scheduled for December 2019. AT and GF agreed that it was too soon to confirm whether PWYF would be able to conduct the Review in the future, given ongoing political uncertainty.
- 4.2.6 The Board continued their discussion. AL queried whether the results of the Review, once concluded, would be made public by PWYF.
- 4.2.7 AT confirmed that the results of the Review would be published with communications specifically around PWYF’s findings.

#### 4.3 **Update on Humanitarian user needs project**

4.3.1 The Chair invited GF to take the floor and provide the Board with a verbal update on the Humanitarian user needs project (the “**Humanitarian Project**”)

4.3.2 GF explained the context and background of the Humanitarian Project where PWYF undertook more than 30 interviews with Non-Government Organisations, International Non-Government Organisations, Donors, agencies of the United Nations and Clusters (together the “**Actors**”).

4.3.3 GF reminded the Board that the objectives of the Humanitarian Project in understanding the information needs and challenges of humanitarian actors “on the ground”, identifying existing open data standards, platforms and tools available to the Actors and in identifying possible improvements to existing data standards, platforms and tools available to the Actors.

4.3.4 GF confirmed that PWYF’s work had focused specifically on Bangladesh and Iraq and that PWYF were discussing their findings and further updates would be provided to the Board as the Humanitarian Project progressed.

4.3.5 *(GB joins the meeting)*

4.3.6 The Board briefly discussed GF’s update on the Humanitarian Project and thanked him for keeping them up to date with progress.

#### 4.4 **Finance update**

4.4.1 The Chair explained that the Finance Committee were due to provide an update to the Board on PWYF’s financial status.

4.4.2 The Board would then be asked to approve PWYF’s 2019/2020 budget, as had been circulated prior to the meeting.

4.4.3 The meeting was adjourned in order that the Finance Committee could meet and confirm their position on PWYF’s budget proposal

The Finance Committee members stepped out of the meeting.

4.4.4 *BOARD MEETING ADJOURNED*

4.4.5. *BOARD MEETING RECONVENED*

4.4.6

The meeting was reconvened, the Finance Committee having met to confirm their position on PWYF's 2019/2020 budget proposal.

4.4.7 Speaking on behalf of the Finance Committee, GB confirmed that the finances of PWYF were positive, explaining that given fewer staff and positive business development opportunities, PWYF was in a positive and stable position.

4.4.8 He further confirmed that the Finance Committee approved the proposed 2019/2020 budget for PWYF, as had been circulated prior to the meeting.

4.4.9 The Chair confirmed, then, that the Board in turn were being asked to approve the proposed 2019/2020 budget for PWYF.

4.4.10 There being no further questions, **IT WAS RESOLVED THAT** PWYF's 2019/2020 budget as had been proposed to the Board be and is hereby approved.

5.

### **ANY OTHER BUSINESS**

5.1

The Chair opened the floor for any other business.

5.2

#### **Strategy**

5.2.1

GF noted that at the last meet of the Board, it was resolved that he provide the next iteration of the Strategic Review to the Board at this meet.

5.2.2

GF explained, and the Board agreed, that given the variety and magnitude of projects currently being undertaken by PWYF, as well as recent departures of a few members of the team, further progress on PWYF's Strategic Review had been paused.

5.2.3

The Board agreed that it was in the best interest of the organization for the PWYF Executive team to focus on in-flight projects and pause work on the Strategic Review for the near future.

5.3

#### **Potential conflict of interest**

5.3.1

GF explained that a member of the Board ("the Member"), not present at the meeting, could take on a more active, paid role within the PWYF to facilitate in the delivery of one of the projects mentioned in this meeting.

5.3.2

GF was highlighting to the Board that if the Member were to agree the position within PWYF, it would likely create a conflict of interest and that the Member would be advised to step down from the Board.

5.3.3

The Board deliberated on the matter and agreed that should the Member take on a paid role within PWYF, they should cease to be a member of the Board and report to the Board as and when required by their role on the particular project.

5.3.4

**IT WAS RESOLVED THAT** the Board be kept up to date on the position and intentions of PWYF in relation to the Member.

5.4

**Board meetings in 2020**

5.4.1

**IT WAS RESOLVED THAT** HM, as Secretary, organise the dates for all Board meetings to be held in 2020.

6.

**NEXT MEETING OF THE BOARD**

6.1

The Chair noted that the next meeting of the Board was to be held on Wednesday 10 December 2019.

7.

**FURTHER BUSINESS**

7.1

There being no further business, the meeting was closed.

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**Chair**

**SUMMARY OF ACTIONS**

<b>Resolution</b>	<b>Owner / lead</b>
Progress updates to Board on European Commission representative feedback	GF
Organise 2020 Board meeting dates	HM