

PUBLISH WHAT YOU FUND

(hereafter "PWYF")

**Minutes of a meeting of the Board of Directors
held on 25 June 2019
at Southbank House, Black Prince Road, London, SE1 7SJ at 15:00**

- Present:** Giles Bolton (GB) (in the Chair)
Gary Forster (GF)
Paul Lenz (PL)
Simon Gill (SG)
Charlie Dalrymple (CD)
Andrea Ordonez Llanos (AL) (by conference call)
Hetty Kovach (HK) (by conference call)
- In attendance:** Holly Manvell (HM) Secretary
Catherine Turner (CT) Director of Advocacy
Sally Paxton (SP) U.S. Representative
Linda Grimsey (LG) Operations Manager
George Ingram (GI) Chair of Friends of Publish What You Fund (by conference call)
- Elma Jenkins (EJ) Research Assistant, *for item 3.1 only*
James Coe (JC) Senior Advocacy Advisor, *for item 6.3 only*
- Apologies:** Claire Hickson

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, introducing CD and AL as the two new directors of PWYF. The Chair then 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. **INTRODUCTIONS**

3.1

3.2 The Chair invites EJ to introduce herself to the Board. EJ provides a brief introduction on her experience and new role as Research Assistant for PWYF.

3.3 The Board welcomes EJ to PWYF.

3.4 EJ leaves the meeting.

4. The Chair then opens the floor to board introductions. Each attendee briefly introduces their role and experience, before the two new directors, CD and AL, are invited to do the same.

4.

PREVIOUS MINUTES

4.1

The Board reviewed the minutes of the previous meeting held on 13 March 2019 (the "**Previous Meeting**").

5.

REVIEW OF PREVIOUS ITEMS

5.1

The Board reviewed the actions from the Previous Meeting.

5.2

They noted all actions were in progress or had been completed and that specifically, GDPR training had been set up for relevant members of the team for 14th July.

5.3

GI joins the conference call

6.

BUSINESS OF THE MEETING

6.1.

The Chair noted that the PWYF Executive Team would specifically be addressing the Board for their input on PWYF's strategy, in this meeting.

6.2

CEO update and discussion

6.2.1

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

6.2.2

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 (April 2019 to present), PWYF had focused on their fundraising and programmes, hiring a new Research Assistant and preparing the 2020 Aid Transparency Index ("**2020 Index**").

6.2.3

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

i)

At the last meeting of the Board, he had explained that the contract (the "**Dutch contract**") with the Dutch Foreign Ministry (the "**Dutch FM**") and Development Initiatives ("**DI**"), who were sub-contracting work to PWYF, was yet to be concluded. GF confirmed that this contract for the Humanitarian Project had now been concluded and that the project was well underway;

ii)

EJ, as previously introduced to the Board as PWYF's new, replacement Research Assistant, had been hired and had integrated well into the team. He explained that EJ had been working on the UK Aid Transparency Review with Alex Tilley, introduced at the last meeting of the Board as PWYF's new Research Manager;

iii)

Save the Children and Plan International USA had both agreed to participate in PWYF's Data-Use Project, which uses gender data for in-country and global advocacy. GF explained that the organisations had also agreed to support with \$25,000 each, to cover two further country case studies should a large donor be found for the project. GF concluded that PWYF was in discussion with various organisations on the topic of becoming large donors for the project.

iv)

PWYF's work on development finance institution ("DFI") transparency was ongoing and noted that the OECD had set up a similar initiative on the topic of 'blended finance', specifically, although progress on the initiative had yet to be seen;

v)

Work on the 2020 Index was underway and PWYF was likely to announce over the Summer which organisations were to be included. He explained that the methodology for selection was similar to previous years.

6.2.4

The Chair opened the floor to questions, based on the CEO's update.

6.2.5

The Board deliberated on the items as introduced and explained by GF. As part of the deliberation, the Chair asked the extent to which PWYF using a similar methodology for the 2020 Index in previous years was a positive, and whether PWYF had or should consider changing the methodology.

6.2.6

GF responded that this had been considered and would be addressed in the Strategy session to follow later in the agenda.

6.2.7

The Board then asked for an update on the Humanitarian Project.

6.2.8

GF explained that the project remains on track, and having almost completed the desk review, PWYF was looking for Iraq (Kurdistan) and Bangladesh to be used as case studies. He briefly discussed plans for visiting each country before the end of the year.

6.3

HUMANITARIAN PROJECT

6.3.1

The Chair invited JC to take the floor and provide a verbal update on the Humanitarian Project.

6.3.2

JC takes to the floor and first explains to the Board the Grand Bargain initiative, as an agreement between some of the world's largest donors and air providers, which aims to provide means to people in need. JC explained that Grand Bargain had made a commitment towards aid transparency.

6.3.3

JC then explained how this initiative relates to the Humanitarian Project, and further underlined GF explanation on which countries the Humanitarian Project will initially focus; Iraq and Bangladesh.

6.3.4

JC then went on to say that, to date, attention had been spend on research and developing networks in-country. JC told the Board that surveys had already been sent to NGO's and other organisations within both countries to identify strengths of aid transparency within the region, and more importantly where there was an opportunity to develop aid transparency, for example, in helping with practical relief.

6.3.5

JC highlighted that over 25 organisations had already responded in interest of meeting with PWYF and briefly covered for the Board, the common themes and concerns that these organisations appeared interested in discussing.

6.3.6

CT then explained to the Board the utility of PWYF working at ground-level, in the two chosen countries. She underlined that such work allowed PWYF to understand better the impact of Grand Bargain and how aid transparency could be improved, as well as to learn and share lessons with the development community.

6.3.7

The Board then discussed the relationship between aid transparency and the forwarding of humanitarian efforts.

6.3.8

The Chair and Board thanked JC for his presentation.

6.3.9

JC left the meeting.

6.4

STRATEGY

6.4.1

The Chair opened the floor for discussion on PWYF's strategy and invited GF to provide context to the Board.

6.4.2

GF took the floor and explained that PWYF was reviewing their strategy around aid transparency and effectiveness / accountability, notably the three pillars upon which PWYF's current strategy was built (the "**Strategic Review**")

6.4.3

GF explained that a process of strategy reflection was underway and that the Board was being asked to confirm by what means and how often the Board would like to be kept up to date on the Strategic Review.

6.4.4

GF then provided more detail on key strategic areas and questions that PWYF was currently reviewing as part of the Strategic Review. GF also indicated some of the organisations that PWYF was speaking to as part of the process.

6.4.5.

The Board discussed the context as provided by GF and some of the strategic questions PWYF had posed to the Board.

6.4.6.

After discussing the topic in some detail, the Board **RESOLVED THAT** GF was to provide the next iteration of PWYF's Strategic Review at the next meeting of the Board, scheduled for September 2019, to include a distilled set of questions for the Board to review.

The Board concluded in agreement that GF and PWYF had been in contact with relevant organisations as part of the Strategic Review process.

6.5

FINANCE UPDATE

- 6.5.1. The Chair invite SG to share the financial status of PWYF with the Board.
- 6.5.2 SG took the floor and confirmed that PWYF was in a positive, stable cash-flow position. He explained that PWYF could take this as an opportunity to evaluate in more detail the resources they currently had and need to deliver the projects which PWYF had contracted.
- 6.5.3 The Board viewed this as a positive update and encouraged GF and PWYF to review PWYF resources and consider developing a pipeline of recruitment, if required.

7. **ANY OTHER BUSINESS**

- 7.1 The Chair asked all in attendance to submit other business as needed to be approved by the Board.

7.2 **Anti-bribery policy**

- 7.2.1 GF asked the Board to approve PWYF's Anti-Bribery Policy, as had been circulated to the Board prior to the meeting.

- 7.2.2 **IT WAS RESOLVED THAT** the Anti-Bribery Policy as was presented to the Board be and is hereby approved.

7.3 **Annual Confirmation Statement**

- 7.3.1 The Board were asked if there had been any changes to their home addresses or personal details, in view of the Annual Confirmation Statement which was due to be filed for and on behalf of PWYF.

- 7.3.2 All Board members confirmed that their respective details had not changed in the last 12 months.

- 7.3.3 **IT WAS RESOLVED THAT** an Annual Confirmation Statement be filed with Companies House.

7.4 **Security preparedness**

- 7.4.1 In view of GF's plans for himself and further members of the PWYF team to attend Iraq and Bangladesh over the coming months, the Board strongly recommended that PWYF seek professional advice from a security advisor on risk, security and preparedness when travelling in these particular regions.

- 7.4.2 GF agreed that professional advice prior to the trips would be undertaken.

8. **Departure of Cathy Turner**

- 8.1 The Board thanked Cathy Turner for her contribution to PWYF, recognising that she would be departing PWYF within a few weeks.

- 8.1.2 Cathy thanked the Board and attendees present, in turn.

9. **NEXT MEETING OF THE BOARD**

9.1 The Chair noted that the next meeting of the Board was to be held on Wednesday 18 September 2019.

10. **FURTHER BUSINESS**

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

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Chair

SUMMARY OF ACTIONS

Resolution	Owner / lead
Provide the next iteration of PWYF's Strategic Review to include a distilled set of questions for the Board to review	GF
File Annual Confirmation Statement	LG / HM