

## PUBLISH WHAT YOU FUND

(hereafter "PWYF")

**Minutes of a meeting of the Board of Directors  
held on 11 March 2020  
at Southbank House, Black Prince Road, London, SE1 7SJ at 15:00**

|                       |                            |  |
|-----------------------|----------------------------|--|
| <b>Present:</b>       | Paul Lenz (PL)             | (in the Chair)   |
|                       | Giles Bolton (GB)          |  |
|                       | Gary Forster (GF)          |  |
|                       | Claire Hickson (CH)        | (by conference call)   |
|                       | Charlie Dalrymple (CD)     | (by conference call)   |
|                       | Andrea Ordonez Llanos (AL) | (by conference call)   |
|                       | Hetty Kovach (HK)          | (by conference call)   |
| <br>                  |                            |  |
| <b>In attendance:</b> | 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   |
|                       | Henry Lewis (HL)           | Project Assistant ( <i>for item 3</i> )                        |
|                       | Ryan Anderton (RA)         | Administrative Assistant ( <i>for item 3</i> )                 |
|                       | Jamie Holton (JH)          | Project Assistant ( <i>for item 3</i> )                        |
|                       | Paul James (PJ)            | Research Assistant ( <i>for item 3</i> )                       |
| <br>                  |                            |  |
| <b>Apologies:</b>     | Simon Gill (SG)            |  |

### 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 MEMBERS**

- 3.1 GF took the floor to welcome four new members to the PWYF team. Henry Lewis, Ryan Anderton, Jamie Holton and Paul James (together the “**New Joiners**”) each in turn introduced themselves and their roles to those present.
- 3.2 The Board welcomed the New Joiners.
- 3.3 The New Joiners departed the meeting.

### 4. **PREVIOUS MINUTES**

- 4.1 The Board reviewed the minutes of the previous meeting held on 10 December 2019 (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 **COVID-19**

- 5.1.1 The Chair opened the floor for discussion on the topic of COVID-19 and how it had impacted PWYF to date.
- 5.1.2 GF explained that PWYF, following a meeting with the PWYF team, had made the decision to allow all team members to work from home going forward, effective immediately. GF also noted that the PWYF team had also been told that they could adjust their working hours, allowing for travel during quieter times, should any team members still wish to come into the office.
- 5.1.3 The Board went on to discuss COVID-19’s current and potential impact on PWYF and shared suggestions on how the PWYF team could function and be managed when working remotely, focusing on contingency plans, equipment and assistance to team members with children, should schools and nurseries close.
- 5.1.4 GF thanked the Board for their input and advice, explaining that he would share updates on the team and PWYF initiatives with the Board at reasonable intervals, ongoing.

#### 5.2 **CEO update and discussion**

- 5.2.1 The Chair invited GF to provide an update on PWYF’s activities.
- 5.2.2 GF took the floor and began with an update on the team, explaining that as well as the New Joiners, PWYF was running final interviews for the position of Project Manager for the Gender Project and had taken on a part-time consultant, Karen Mathiasen, to help manage relations with Development Finance Institutions (“**DFI’s**”).
- 5.2.3 GF continued on the topic of DFI’s, explaining that PWYF’s DFI Initiative was continuing as planned with PWYF having successfully submitted the first

- milestone report to the funder (the Bill and Melinda Gates Foundation), meeting both required goals.
- 5.2.4 As the Board had no questions at this stage, GF continued to the topic of the UK Aid Transparency initiative and explained that PWYF had released the UK Aid Transparency Review (the “**Review**”) in January, following the release of a press release on the same. GF continued his update, sharing that coverage had been good and that PWYF’s key recommendation as a result of the assessment was that performance data and transparency were topics that remained an opportunity for UK government’s Department for International Development (“**DFID**”).
- 5.2.5 The Board discussed the report and potential opportunities, as highlighted by GF.
- 5.2.6 Following the discussion, the Chair asked GF to provide an update to the Board on the Humanitarian Project.
- 5.2.7 GF began by confirming that himself and HL were in the process of drafting the report, comprised of four research briefs (the “**Report**”). The Report was to be completed by 20 March, a deadline which GF thought reasonable and achievable.
- 5.2.8 There being no further comment or questions on this topic, GF, with AT, updated the Board on the progress of the 2020 Index (the “**Index**”) explaining that progress on the Index was on track. GF explained that data collection was still in progress, a process which would close on 31 March 2020. AT confirmed that the Index would be then be written on the results of the data collection and published on 24 June 2020.
- 5.2.9 GF concluded that given the progress of COVID-19 to date, the launch of the Index would likely be carried out remotely.
- 5.2.10 The Board discussed the Index, including early findings and prospective results.
- 5.2.11 Concluding the CEO update, GF encouraged SP to take the floor and provide an update on the Gender Project.
- 5.2.12 Sally took the floor and confirmed that the Gender Project was continuing well and that fruitful meetings had been held and progress made towards defining the methodology as well as the countries which would be selected for the Gender Project case studies.
- 5.2.13 Sally went on to explain that, as per GF’s updates, final interviews for recruitment of a Project Manager for the Gender Project was underway and that JH joining the team as Project Assistant had been well received.
- 5.2.14 The Board being satisfied with the information provided, thanked GF and the PWYF team members for their work and updates.
- 5.2.15 CD requested whether, going forward, GF could provide a short overview at the beginning of the Board papers indicating the progress of each PWYF initiative against key milestones, allocated budget, timeline and key opportunities and blockers.

5.2.16 The Board agreed that this would be a useful addition to the Board papers. GF confirmed that he would provide such, going forward.

### **Strategy update**

5.3

5.3.1 The Chair introduced the topic of 'Strategy update' to the Board and invited GF to take the floor.

5.3.2 GF explained to the Board that in the meeting on 18 September 2019 ("**September meeting**"), the Board had agreed that given the variety and magnitude of projects currently being undertaken by PWYF, as well as departures of a few members of the team, further progress on PWYF's Strategic Review had been paused.

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

5.3.4 GF reminded the Board of the strategic topics that had been discussed in the September meeting and confirmed that it would be useful to revisit PWYF's current strategy and share recommendations for prospective changes and developments with the Board over the coming months.

5.3.5 The Board discussed the points that GF had raised.

5.3.6 Agreeing that continuing a Strategic Review was important to PWYF's contribution to the development agenda **IT WAS RESOLVED THAT** GF provide the Board with an overview of the current status of the Strategic Review for further deliberation at a future meet of the Board.

### **Finance update**

5.4

5.4.1 The Chair, in absence of SG as Treasurer, proceeded to update the Board on PWYF's finances and on SG's behalf.

5.4.2 PL talked through the profit and loss document that had been shared with the Board prior to the meeting. PL confirmed that the Finance Committee were positive about PWYF's financial situation, PWYF being comfortable for the foreseeable future, with specific regards to unrestricted funding.

5.4.3 PL noted that although 18 months away, it would be prudent for the Board and Executive team to be aware that current core funding was to conclude in September 2021.

5.4.4 The Board was appreciative of PL's point and deliberated on the matter.

5.4.5 The Members agreed that they had confidence in PWYF's strong team, strategy and planning processes and would continue to monitor PWYF's financial position ongoing, as at every meeting of the Board.

5.4.6 The Board thanked PL for the update.

## **Board skills and trustee recruitment**

5.5

5.5.1 The Chair opened the discussion by asking the Board to refer to the trustee skills matrix document (the “**Matrix**”) as had been shared with the Board prior to the meeting.

*(CH and GI voiced their apologies and left the meeting)*

5.5.2

5.5.3 The Board discussed the Matrix, deliberating on the balance of skills, experience and gender diversity of the Board.

5.5.4 The Board shared further skills that they recommended be added to the Matrix and suggested that the Matrix also be considered in line with the Strategic Review in order to ensure that the balance of skills of the Board was supportive of PWYF’s strategy.

5.5.5 GF confirmed that the Matrix would be further evaluated in line with the Strategic Review.

5.5.6 **IT WAS RESOLVED THAT** GF make updates to the Matrix as suggested by the Board before re-sharing with the Board ahead of the next meeting.

## **ANY OTHER BUSINESS**

6.

The Chair opened the floor for any other business.

6.1

### **Director resignation**

6.2

6.3 The Chair noted that CH had handed in her resignation as a director of PWYF, with immediate effect.

6.4 Recognising that CH was now absent from the meet, the Board thanked CH for her time and dedication to PWYF and **RESOLVED THAT** the Secretary make any and all such statutory filings as required by Companies House, to reflect the resignation.

## **NEXT MEETING OF THE BOARD**

7.

7.1 The Chair noted that the next meeting of the Board was to be held on Wednesday 24 June 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.

## **FURTHER BUSINESS**

8.

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

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**Chair**

