

PUBLISH WHAT YOU FUND

(hereafter "PWYF")

Minutes of a meeting of the Board of Directors held on 9 December 2020 by conference call at 15:00

Present:	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)
In attendance:	Holly Manvell (HM)	Secretary (by conference call)
	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 (by conference call)
	Farzana Ahmed (FA)	Advocacy Manager (by conference call)
	Linda Grimsey (LG)	Operations Manager (by conference call)
For item 4.1 only	Afraim Karim (AF)	Research Assistant (by conference call)
	Dorcas Mutheu (DM)	Research Assistant (by conference call)
	Nadia Meeran (NM)	Research Assistant (by conference call)
Apologies:	Andrea Ordonez Llanos	

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 16 September 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 new members of the PWYF to the Board.
- 4.1.2 GF introduced three new members of the Women’s Economic Empowerment team to those present, Nadia (NM), Afraim (AK) and Dorcas (DM).
- 4.1.3 Each person present took turns to introduce themselves to NM, AK and DM, who in turn summarized their experience and responsibilities in their new role at PWYF.
- 4.1.4 The Board welcomed NM, AK and DM to PWYF.
- 4.1.5 NM, AK and DM left the meeting.

4.2 **CEO update and discussion**

- 4.2.1 The Chair invited GF to provide an update on PWYF’s activities.
- 4.2.2 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**”).
- 4.2.3 GF reminded the Board that the Review was to evaluate the methodology behind PWYF’s annual Transparency Index initiative. He explained that to date, the Review had highlighted various opportunities for PWYF to focus on, which had been grouped into key themes in order that PWYF could evaluate them.
- 4.2.4 GF further explained that the 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.
- 4.2.5 GF concluded that PWYF would then compile a written paper in Spring 2021 summarising the Review (the “**Review Summary**”), ahead of the 2021 Aid Transparency Index (“**2021 Index**”) process beginning.
- 4.2.6 The Board discussed GF’s update on the Review, focusing in particular on the ambition of the Review and the extent to which processes could be adapted or changed, ahead of the 2021 Index process beginning.
- 4.2.7 The Board then requested visibility of the draft Review Summary, to which GF agreed to send a version to them in early 2021.
- 4.2.8 There being no further questions, GF moved on to the next item of his CEO update, on Fundraising.

- 4.2.9 GF shared with the Board that the UK government had reduced its aid budget, and that there was an opportunity to get greater clarity on the impact of UK aid budget cuts on aid initiatives and to understand how budget reforms could impact PWYF.
- 4.2.10 GF explained that PWYF was exploring opportunities to facilitate visibility of the UK's revised aid budget and would keep the Board up to date.
- 4.2.11 There being no further questions on this matter, GF moved on to PWYF's funding from the Hewlett Foundation, which is due to conclude at the end of 2021, and not be renewed.
- 4.2.12 GF confirmed to the Board that PWYF were exploring further funding opportunities, from both existing partners and new organisations, in order that PWYF's work on the Aid Transparency Index (the "**Index**") in particular, be allowed to continue.
- 4.2.13 The Board deliberated on the topic of 'fundraising' and the changes that GF had shared, assessing where and with which organizations would be best placed to fund and facilitate the Index.
- 4.2.14 *(GI joins the meeting)*
- 4.2.15 GF explained that he would keep the Board updated on the development of conversations with new and existing partners on funding opportunities.
- 4.2.16 GF then moved on to the topic of Human Resources. As well as the latest additions to the team (see 4.1), GF opened the topic of 'working post-COVID', explaining to the Board PWYF plans for retuning to the office and continued flexibility for team members to work from home.
- 4.2.17 The Board agreed that flexibility for team members was sensible, particularly given the prolonged nature of the COVID pandemic to date.
- 4.2.18 HM raised that PWYF may need to consider legal and tax advice to ensure PWYF was correctly set-up for this way of working, particularly with new members of the team joining and working from non-UK countries.
- 4.2.19 GF and LG agreed and agreed with HM that they would discuss further, after the meeting and before the next meet of the Board.
- 4.2.20 GF also confirmed, further to a suggestion by CD, that it would be useful for the Board to meet and discuss 'the future of work' more broadly, including how best PWYF can incorporate team members based in the global South.
- 4.2.21 There being no further questions or comments on the topic of Human Resources, GF invited SP to take the floor and provide the Board with an update on the Women's Economic Empowerment project ("**WEE**").
- 4.2.22 SP took the floor and began her update by sharing that the objective of WEE was to map findings on gender empowerment and women's financial inclusion. As well as the three new additions to the team (see item 4.1), SP explained that the WEE was to focus efforts on data from six countries, including Bangladesh, Kenya and Pakistan.

- 4.2.23 SP confirmed that work had begun on mapping global stakeholders and funding flows on women's economic empowerment as well as a literature review.
- 4.2.24 SP concluded that WEE was highly complimentary to PWYF's existing Gender project, together assessing how projects on Gender are being funded at large, and through WEE, how funding is allocated against specific themes, such as the economic empowerment of women.
- 4.2.25 The Board agreed that the Gender Project and WEE were both highly important and useful in mapping a broader picture of aid in these areas, and congratulated SP for recruiting three new members to assist on WEE.
- 4.2.26 The Board thanked SP and shared that they look forward to the next progress update on both initiatives.
- 4.2.27 There being no further questions or comments from the Board, the Board thanked GF for the CEO update.

4.3 **Finance update**

- 4.3.1 The Chair requested that SG, as Treasurer, provide the Board with an update on the financial situation of PWYF.
- 4.3.2 SG took the floor and confirmed that the financial audit for the year-ended 2020 had been completed and the 2020 annual accounts of PWYF had been prepared and were ready for approval by the Board.
- 4.3.4 SG explained that it was the recommendation of the Finance Committee that the Board review and approve the financial accounts for the year-ended 2020.
- 4.3.5 The Board thanked SG for the recommendation and having reviewed the material as presented to them **RESOLVED THAT** the financial accounts for the year-ended 2020 be and are hereby approved **AND THAT** any director be given the authority to sign for and on behalf of PWYF.
- 4.3.6 SG then explained that general financial position of PWYF was positive, with access to reasonable unrestricted funds.
- 4.3.7 The Board thanks SG for his update.

5. **ANY OTHER BUSINESS**

- 5.1 The Chair opened the floor for any other business.

5.2 **Trustee pipeline**

- 5.2.1 The Chair confirmed that PWYF had continued to evaluate the balance of skills and experience of the Board and that several prospective candidates were being interviewed for roles on the Board of PWYF.
- 5.2.2 GF gave an overview of the skills and experience of the prospective candidates and shared that meetings had been scheduled for PL, as Chair, to meet the prospective candidates over the coming months.

- 5.2.3 The Board briefly discussed the skills and experience of the prospective candidates as had been presented to them, and agreed that they could be valuable additions to PWYF's Board.
- 5.2.4 GF and PL confirmed that the Board would be updated on progress of hiring the prospective candidates, in due course.

5.3 **Strategic review**

- 5.3.1 CD suggested to GF and the Board that a Strategic Review be held in Spring 2021, to assess and evaluate PWYF's opportunities and framework for delivering against its core pillars, for the following strategic year.
- 5.3.2 The Board agreed and IT WAS RESOLVED THAT a Strategic Review take place in Spring 2021.

6. **NEXT MEETING OF THE BOARD**

- 6.1 The Chair noted that the Board meeting dates for 2021 had yet to be set and confirmed that HM would circulate options after the meeting.

7. **FURTHER BUSINESS**

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



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Chair

