

PUBLISH WHAT YOU FUND

(hereafter “PWYF”)

**Minutes of a meeting of the Board of Directors
held on 10 December 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)
Claire Hickson (CH)
Simon Gill (SG)
Charlie Dalrymple (CD) (by conference call)
Andrea Ordonez Llanos (AL) (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)
Linda Grimsey (LG) Operations Manager
Alex Tilley (AT) Research Manager (for item 4)
Farzana Ahmed (FA) Advocacy 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 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 18 September 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.

3.3 *(CH joins the meeting)*

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, and at the request of the Board, first updated the Board on the UK Aid Transparency Review (the "Review"). GF explained that the Review had been completed and shared high-level findings and recommendations that had resulted from the project.

4.1.3 The Board discussed the findings and recommendations of the Review

4.1.4 GF confirmed to the Board that the Review was to be shared with the UK government's Department for International Development ("**DFID**") in due course.

4.1.5 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 2019 to present), PWYF been focusing on various projects, including new, open roles within PWYF's team.

4.1.6 GF began with an update on 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 (the "**DFI Project**").

4.1.7 GF introduced Farzana Ahmed to the Board, as a new member of the PWYF team and lead on the DFI Project. The Board welcomed Farzana.

4.1.8 GF further explained that PWYF had two further roles open to help with the DFI Project.

4.1.9 The Board discussed PWYF's ambition and progress on the DFI Project, including funding, the capabilities in the team and potential new recruits in completing the DFI Project and the role of stakeholder engagement in supporting the objectives.

4.1.10 GF returned to the CEO update and gave the Board an overview of the Humanitarian Data User Needs project ("Humanitarian Project").

4.1.11 He explained that two field trips had been undertaken by members of the team, to Cox's Bazar and Dhaka in Bangladesh

4.1.12 GF invited AT to the floor, to provide an overview to the Board on early findings of the UK Aid Review.

- 4.1.13 AT took the floor and explained the methodology, format of the workshops that PWYF set up and participated in and early findings.
- 4.1.14 The Board discussed the findings of the report, requesting further details on next steps and broader strategy
- 4.1.15 The Board being satisfied with the progress of the Humanitarian Project, DFI Project and UK Aid Transparency Review, thanked GF for their overview and encouraged GF to continue with the CEO update.
- 4.1.16 GF further continued with CEO update, reporting that:
- i) Members of the PWYF team had recently visited Nigeria in order to meet with key senior officials in both government and non-governmental organisations on the topic of aid data and how it is used in-country; and
 - ii) PWYF had been granted \$300,000 in funding towards it's Gender Project. The objective of the Gender Project is to understand how donors report on gender data and would run for 18 months.
- 4.1.17 *(GI and SP leave the meeting)*
- 4.1.18 The Chair opened a discussion on the Gender Project, where the Board asked the PWYF team for information on the objectives, what had been learned from other projects which could contribute to the work of the Gender Project and, in turn, how insights on gender more broadly would benefit and enhance the outcomes of other PWYF's projects.
- 4.1.19 The Board and the PWYF team discussed these items.
- 4.1.20 The Board then discussed the Research Trip, seeking to understand from PWYF the next steps and strategy.
- 4.1.21 The Board being satisfied with the information provided, thanked GF and the PWYF team members for their work and updates.

4.2 **Board governance update**

- 4.2.1 GB explained that as per article 26 of the Articles of Association for PWYF, the terms of each Director will be reviewed at the Annual Retirement meeting, which shall be the meeting of the Directors at which the accounts of the Company are adopted.
- 4.2.2 GB confirmed that this meeting of the Board was to be considered the Annual Retirement meeting and that the following Directors, having reached the end of their respective terms, needed to be formally re-appointed by the Board
- Simon Gill;
 - Claire Hickson;
 - Giles Bolton; and
 - Paul Lenz.

(together the “Retiring Directors”)

4.2.3 The Board agreed that it was in the best interest of PWYF to re-appoint the Retiring Directors and having sort confirmation from each individually, **RESOLVED THAT** the Retiring Directors be and are hereby re-appointed as Directors of the Board of PWYF.

4.2.4 GB then shared his news with the Board that he would be stepping down as Chair of PWYF, with immediate effect.

4.2.5 The Board thanked GB for his time and dedication as Chair of the Board of PWYF and, having sort confirmation from Paul Lenz and approval from all other Directors, **RESOLVED THAT** Paul Lenz be and is hereby appointed as Chair of the Board, with immediate effect.

4.3 **Finance update**

4.3.1 The Board invited SG, as Treasurer and on behalf of the Finance Committee, to provide an update on the financial status of PWYF.

4.3.2 SG explained that PWYF was in a positive financial position.

4.3.3 SG further explained that annual audit of PWYF had been successfully passed and that the financial accounts for the financial year ending 30 September 2019 (the “Accounts”) had been duly prepared and were ready for approval by the Board.

4.3.4 The Board were being asked to approve the Accounts.

4.3.5 **IT WAS 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.

4.3.6 **ANY OTHER BUSINESS**

4.3.7 The Chair opened the floor for any other business.

4.3.8 AL suggested that at the next meet of the Board, the Board has a strategic discussion on partnerships and key themes that cut across a variety of projects, in order to ensure that PWYF provides quality input and recommendations to landscape of international development aid.

4.3.9 The Board agreed that this would be a useful conversation and it was noted that the discussion should take place on or around the next meeting of the Board.

4.4 **NEXT MEETING OF THE BOARD**

4.4.1 The Chair noted that the next meeting of the Board was to be held on Wednesday 11 March 2020.

5. **FURTHER BUSINESS**

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

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Chair