

PUBLISH WHAT YOU FUND

(hereafter "PWYF")

Minutes of a meeting of the Board of Directors held on 13 March 2019 at Southbank House, Black Prince Road, London, SE1 7SJ at 14:30hrs

Present:	Giles Bolton (GB)	(in the Chair)
	Gary Forster (GF)	(by conference call)
	Paul Lenz (PL)	
	Simon Gill (SG)	
	Claire Hickson (CH)	(by conference call)
In attendance:	Holly Manvell (HM)	Secretary
	Catherine Turner (CT)	Director of Advocacy
	Sally Paxton (SP)	U.S. Representative (by conference call)
	Linda Grimsey (LG)	Operations Manager
	George Ingram (GI)	Chair of Friends of Publish What You Fund (by conference call)
	Alex Tilley	Research Manager (<i>for item 5.1 only</i>)
Apologies:	Hetty Kovach	

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 December 2018 (the "**Previous Meeting**"). Given two comments for slight amendments raised by the Board **IT WAS RESOLVED THAT** the minutes be updated and re-circulated by HM.

4. **REVIEW OF PREVIOUS ITEMS**

4.1 The Board reviewed the actions from the Previous Meeting.

4.1.1 They noted that GDPR training for the team had yet to be organised and completed. HM explained that work was ongoing to find a suitable provider for the training. She confirmed that an update would be given at the next meeting of the Board.

4.1.2 The Board also noted per the previous actions that two new Trustees were to be invited to join the Board. The Chair confirmed that an update on this item was to be given later in the meeting.

5. **BUSINESS OF THE MEETING**

5.1 The Chair introduced Alex Tilley to the meeting, explaining that Alex had joined PWYF as Research Manager in January 2019. Alex took the floor for an introduction to the Board, briefly outlining his previous experience.

5.1.1 The Board welcomed Alex to PWYF.

5.1.2 Alex left the meeting.

5.2 **CEO update and discussion**

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

5.2.2 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 (January 2019 to present), PWYF had focused on their fundraising and programmes, supported by various meetings attended by PWYF team members in Paris, Brussels and Washington.

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

- i) PWYF had signed a contract with the Department for International Development ("**DFID**") for the UK Aid Transparency Review;
- ii) Alex Tilley, as previously introduced to the Board as PWYF's new Research Manager, had integrated well into the team and that his progress to date had been positive;
- iii) GF had attended the Organisation for Economic Cooperation and Development's ("OECD") Private Finance for Sustainable Development conference in Paris, where he spoke on a panel and met with new and existing contacts. GF reminded the Board that attendance was undertaken in line with PWYF's Pillar 2 initiative 'Opening up new frontiers', in order to make all aid and development finance data transparent and available.
- iii) Further to point ii) above, there had been a positive reception to PWYF's forthcoming work on development finance institution ("**DFI**") transparency;

- iv) At the OECD conference, the Gates Foundation had requested a proposal from PWYF on DFI transparency, which GF explained had been worked on and sent to the Gates Foundation for review and feedback;
 - v) The US Foreign Assistance Project (“**USFA**”) had recently closed and the final grant report had been filed;
 - vi) GF was currently in the USA for a meeting of the Friends of PWYF (“**Friends**”) and the Gates Foundation as well as other organisations including the International Finance Corporation, USAID and Development Gateway;
 - vii) Whilst the Humanitarian Project was up and running, 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.
- 5.2.4 GF elaborated on the topic of ‘fundraising’. He explained, further to item 5.2.3.v above that PWYF team members were working on the Humanitarian Project but until the contract had been concluded, were unable, as of yet, to finalise additional support. GF invited CT to provide a further update to the Board on the Dutch contract and how PWYF was working to expedite progress.
- 5.2.5 CT took the floor and explained that the Dutch FM understood the need to contract and DI and PWYF had shared further information on the implications of delays to achieving contract. CT confirmed, in response to the question from PL, that the Dutch FM would cover the costs of existing work done by PWYF dating back to January 2019 under the prospective contract.
- 5.2.6 SG queried whether any restrictions may be placed on the Dutch FM providing funding in view of Brexit. CT and GF responded that there had been no indication that the contract was at risk as a result of Brexit.
- 5.2.7 The Board agreed that further funding was important and that the completion of a contract with the Dutch FM was a priority in order that further work may be completed on the project. **IT WAS THEREFORE RESOLVED THAT** PWYF continue efforts to finalise the contract with DI and the Dutch FM.
- 5.2.8 The Chair opened the floor to questions, based on the CEO’s update.
- 5.2.9 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 was addressing ‘Gender’ as a topic within their programmes.
- 5.2.10 PL supported the question, noting that programmes may have a gender bias, even if intending to be neutral. CH agreed, adding that PWYF had an opportunity to be more proactive in ensuring equal gender take-up of programmes. The Board pointed to the Equal Measure Initiative under the United Nation’s Sustainable Development Goals (“**UN SDG’s**”).
- 5.2.11 SP agreed that a specific area of work was underway to establish how PWYF could help to accomplish the relevant targets under the UN SDG’s goal 5 (gender) and how data could be improved to encourage more robust and better targeted data on gender.

- 5.2.12 The Board noted that PWYF could also garner support from other organisations, for example, UN Women, in order to gain funding for the use of gender data and to advocate for changes based on what the data would likely show. SP and CT noted that discussions had already begun with organisations, such as UN Women and the Gates Foundation, which had each expressed an interest in this work, as well as with leading INGOs, Plan and Save the Children USA, which had each expressed an interest in collaborating with PWYF on it.
- 5.2.13 The Board moved to the topic of Advocacy Implementation Strategy. CT took the floor and explained that the Advocacy Strategy was divided into pillars, so that PWYF could track the progress of its activities and its achievements against the targets outlined in PWYF's 3-year Organisation Strategy (2019-2022). She explained that PWYF's plan was to review it each quarter.
- 5.2.14 The Chair invited SP to provide an update from Washington.
- 5.2.15 SP noted that work in Washington had been positive and that PWYF's previous work on four Country Studies was still pertinent, and which the Modernizing Foreign Assistance Network ("MFAN") had again shared across their network.
- 5.2.16 The Board agreed how positive it was that the four country research had led to so much additional activity and collaboration

6 Finance update

- 6.1 The Chair asked LG to take the floor and provide an update on PWYF's finances.
- 6.2 LG explained that a close eye was to be kept on the Humanitarian Project and contract with DI and the Dutch FM.
- 6.3 PL questioned whether there would be any FX impact as a result of Brexit and contracts which had been concluded in EUR. As Brexit was yet to be concluded, the Board agreed that it was too soon to tell whether an impact would be felt.
- 6.4 In general, the Board agreed that PWYF was in a positive financial position, as a result of careful financial management and monitoring, as well as a focus on developing a healthy pipeline for future, additional funding.
- 6.5 The Chair raised the question of 'tipping' (hereafter "**Tipping**") to GI.
- 6.6 GI indicated that Tipping remained at the forefront of the agenda of Friends and that work was being done to achieve a grant that would ease the Tipping issue.
- 6.7 **IT WAS RESOLVED THAT** the Board and wider team of PWYF, including Friends, monitor Tipping and its impact on the respective organisations.

7 **ANY OTHER BUSINESS**

7.1 **Board / Trustee review**

7.1.1 **IT WAS RESOLVED THAT** the Chair undertake 1:1 meetings with each member of the Board to review to help evaluate the success of the Board and understand individual plans of the Trustees over the next 12 months, with regards to their role on the Board. **IT WAS RESOLVED THAT** said 1:1's take place before the next Board meeting.

7.1.2 **IT WAS FURTHER RESOLVED THAT** HM review the current articles of association with regards to Trustee rotation and provide an update at the next meeting of the Board.

7.2 **New Trustees**

7.2.1 The Chair noted at the last meeting of the Board, the Trustees had resolved to ascertain the interest of two potential new Trustees, in order that the Board may expand its expertise and background.

7.2.2 The prospective new Trustees, Charlie Dalrymple and Andrea Ordonez had confirmed their interest in joining the Board. **IT WAS THEREFORE RESOLVED THAT** Charlie Dalrymple and Andrea Ordonez be and are hereby appointed as members of the PWYF Board.

8 **PWYF Team**

8.1 The Chair requested an update on the progress and dynamic of PWYF as a team.

8.1.1 CT, LG and GF confirmed that the sentiment of the Team was positive, that the Team were busy and that a revised appraisal process had been implemented to better evaluate employee sentiment, aspirations, objectives and progress in a more formal and regular way, which included regular 1:1 sessions between staff and their line managers .

8.1.2 The Board agreed that this was a positive improvement and that, where necessary or appropriate, the Team be given the opportunity to present the work to the Board at future meetings.

9 **NEXT MEETING OF THE BOARD**

9.1 The Chair noted that the next meeting of the Board was to be held on Tuesday 25 June and that HM would arrange the remaining meetings for 2019 thereafter with the Trustees.

10 **FURTHER BUSINESS**

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



Chair

Resolution	Owner / lead
Dutch project – continue to work towards contract and keep contingency plan (notably RE funds) in mind	PWYF
DFIs – big opportunity ongoing and potential for shift back to core, traditional funding	PWYF
ACTION Gender –Continue to engage with Gates to leverage funding and Plan and Save to ensure collaboration.	PWYF
USFA – v. positive that PWYF can re-use successful Country Studies	PWYF
Monitor US tipping	PWYF / All
ACTION Board governance Invite 2 new trustees to join	GB / GF
ACTION Board governance Review articles of association in view of trustee (director) rotation	HM
GDPR training for team	HM
1:1 review sessions with each Trustee	GB