

PUBLISH WHAT YOU FUND

(hereafter “PWYF”)

Minutes of a meeting of the Board of Directors held on 15 July 2021 by conference call at 15:00

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| 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) |
| | Al Kags (AL) | (by conference call) |
| | Justine Tordoff (JT) | (by conference call) |
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| 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) |
| | Linda Grimsey (LG) | Operations Manager (by conference call) |
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| 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 11 March 2021 (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 members of PWYF to the Board.

4.1.2 GF introduced AI (AK) as the newest Trustee to the PWYF Board and invited AK to introduce himself to those present.

4.1.3 AK thanked GF for the welcome and summarized his experience PWYF to the Board.

4.1.4 The Board welcomed AK.

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 began the update on the Gender Project, inviting SP to take the floor and share progress with the Board.

4.2.3 SP takes the floor and explained that the week prior to this day the Global Report (the "**Report**") had launched and focused on how global donors had been funding Gender-related projects.

4.2.4 SP went on to explain that on launch, PWYF had co-hosted a webinar which had been attended by over 520 attendees, followed by a panel event with other leaders within gender research and gender financing. SP also shared that the Report and the subsequent webinars had been translated into other languages, in order to be as accessible to a wide audience.

4.2.5 SP confirmed that positive commitments had already been made by major donors who had attended the webinar and events, committing to great transparency on gender related projects.

4.2.6 SP shared that the last meeting of the Gender Project would take place in July and that the project would come to a close in August. She explained that opportunities existed for PWYF to remain active on the topic and to continue to engage with donors on how they manage and share data on gender.

4.2.7 SP expressed particular gratitude to PWYF team members Jamie Holton, Alex Farley-Kiwanuka and Henry Lewis for their work on the Gender Project.

4.2.8 GI also expressed gratitude to SP and the PWYF, commenting on their professionalism on managing the successful webinar and panel event on launch of the Report.

4.2.9 The Board deliberates on the topic of the Report, webinar and panel event, including feedback from donors and learnings of PWYF in the process of the Gender Project and Report.

- 4.2.10 AK recommended that in future events, PWYF included perspectives of individuals working in the field on the topic when putting webinar and panel events together.
- 4.2.11 SP and GF, along with the Board, agreed the merits of this and thanked AK for his suggestion.
- 4.2.12 GF then asked SP to provide an update to the Board on the Women's Empowerment Programme ("**WEEP**").
- 4.2.13 SP took the floor and reminded the Board that the WEEP would research and review the topics of women's economic empowerment, women's financial investment and women's empowerment collectives, by consulting with 45 stakeholders globally and at country level.
- 4.2.14 SP confirmed that the first three milestones of the WEEP had been completed as had two global advisory meetings, and that a wide range of funding flows were being explored.
- 4.2.15 SP also shared that there had been a change of leadership in that the representative partner to the WEEP at WEEP's funder, the Gates Foundation, had changed.
- 4.2.16 SP and GF confirmed that the new representative partner from the Gates Foundation was very supportive and understanding of the goals of the Programme.
- 4.2.17 The Board thank SP for her update and express their support for WEEP, congratulation SP and her team for their progress to date.
- 4.2.18 GF asks AT to take the floor and provide an update on the Index Methodology Review (the "**Review**") of PWYF's annual Aid Transparency Index ("**Index**").
- 4.2.19 AT took the floor and confirmed that the Review had been completed and the methodology for the next Index which would take place in 2022 had been confirmed.
- 4.2.20 AT shared that the Review had been rigorous and PWYF had found that the process behind the Index was robust and only small, incremental changes to the Index process had been undertaken as a result, in order to ensure that the Index continued to best reflected the wider context of aid transparency review.
- 4.2.21 AT confirmed that the Review had benefitted from consultative input from around 50 actors, plus a survey for civil society and other users of transparency data, in order to ensure the Index was both useful and relevant and that 50 substantive sets of feedback had been received and used to finalise the Review.
- 4.2.22 AT further explained that data collection for the 2022 Index would begin in November 2021 and conclude in March 2022, with the findings being shared publicly thereafter and confirmed to the Board the donors to be included in the 2022 Index.
- 4.2.23 The Board deliberated on the Review and Index, including the forthcoming 2022 Index including donors to be included, the nature of the changes made to the methodology and future of the Index.

- 4.2.24 AK asked whether PWYF does or had considered citizen involvement in the Index to the extent which this was both feasible and plausible as a way of further measuring the utility of the Index.
- 4.2.25 GF confirmed that including the view and experience of citizens within the work of PWYF was fundamental to many of PWYF's projects and that once completed, the Index was publicly accessible online for any individual or organization to access.
- 4.2.26 On the topic, GB also suggested that whilst citizen involvement on the Index may be more resource intensive than feasible for PWYF at this stage.
- 4.2.27 SG suggested to those present that PWYF could look at further measures to include in the Index in the future on innovation and the extent to which donors were being innovative in how they were sharing and proactively making their aid data at a country level.
- 4.2.28 AT and GF agreed that this was an option that PWYF could consider in the future, as a further qualitative measure of the Index.
- 4.2.29 The Board deliberated on the topic of funding for the Index and the role of the Index in reporting and promoting changes to donor transparency on aid.
- 4.2.30 The Board recommended to PWYF that in order to achieve their aim of facilitating transparency in international aid, they should ensure that donors that rank highly in the Index and those that rank lowly in the Index should be included in the 2022 Index.
- 4.2.31 The Board further recommended that PWYF include the World Health Organisation in the 2022 Index, as a useful benchmark given the global COVID-19 pandemic.
- 4.2.32 There being no further comments or questions, GF moved on to the next item of his CEO update, on the Development Finance Institutions ("**DFI's**") Transparency Initiative (hereafter "**DFI Initiative**").
- 4.2.33 GF confirmed that the research for the DFI Initiative had been completed and that the recommendation would be launched in October 2021 to include the framework and fields information PWYF recommended DFI's should provide to ensure greater transparency.
- 4.2.34
- 4.2.35 GF also confirmed that PWYF was seeking a funded extension to the DFI Initiative as post-launch in October 2021, it was expected that PWYF would achieve commitments for DFI's, with the aim of tracking their progress.
- 4.2.36 GF shared that current funding ran to May 2022 and PWYF were looking to extend the funding to December 2022.
- 4.2.37 The Board thanked GF for his update and PWYF's progress on the DFI Initiative.
- 4.2.38 There being no further questions or comments from the Board, GF moved on to the topic of fundraising for PWYF.
- 4.2.39 GF shared with the Board that discussions with various existing and potential donors was ongoing, reminding the Board that PWYF's primary funding from Hewlett Foundation was due to expire.

4.2.40 GF also explained that there were potential opportunities for further funding for PWYF as a result and of projects such as the Gender Project and DFI Initiative.

4.2.41 The Board deliberated on the topic of funding for PWYF and GF confirmed that the Board would be kept up to date on progress on an ongoing basis, between Board meetings.

4.3 **Finance update**

4.3.1 The Chair asked SG as Treasurer to take the floor and provide an update on the financial position of PWYF, referring to the Budget and Finance Report documents which had been circulated to the Board prior to the meeting.

4.3.2 SG took the floor and confirmed that PWYF had a positive balance sheet position with £1million of funds to carry PWYF into the following financial year.

4.3.3 SG reminded the Board that whilst PWYF was in a positive financial position, the topic of funding remained ever important in order to ensure the long term continuation of PWYF and its projects.

4.3.4 The Board asked the PWYF team members present how the project budgets were managed, with GF and LG confirming that Project Managers were responsible for overseeing the spend of their respective initiatives, and that PWYF re-budgeted at a frequent basis in order to ensure that PWYF had an accurate view of restricted and unrestricted funds at all times.

4.3.5 GF further confirmed that PWYF closely monitored costs and team resources, to make sure that team members' skills and experience were best utilised in line with project budgets.

4.3.6 The Board unanimously agreed that fundraising remained a topic of importance and in line with 4.2.41, confirmed their interest in regular updates on the topic.

4.3.7 GF confirmed that suggestions from the Board on potential funding opportunities and introductions to key individuals would be much appreciated in this topic.

4.4 **Update on 2021-2024 Strategy process**

4.4.1 The Chair invited GF to take the floor and update the Board on PWYF's recent strategy sessions.

4.4.2 GF took the floor and confirmed that PWYF had review the strategy of the organization as a team, with the Board, having concluded various strategy sessions on the topic of four core pillars of strategic focus: Power, Engagement, Research and PWYF's Communication.

4.4.3 GF continued that PWYF was now compiling a key summary from each of the strategy sessions in order to update and refine the forward-looking strategy of PWYF.

- 4.4.4 GF also confirmed that major donors of PWYF were being kept up to date on the process.
- 4.4.5 GF shared that the draft Strategy would be shared with the Board in the next Board meeting, scheduled for September 2021, with a view for the Strategy to be finalized in October 2021.
- 4.4.6 The Board thanked GF for the update and recommended the PWYF share updates on Strategy incrementally over the coming months, ahead of the meeting of the Board in September 2021.
- 4.4.7 GF agreed that this process would be useful to the overall objective and ensure the Board and PWYF had time to review, comment and iterate on key areas ahead of finalizing the Strategy in October 2021.
- 4.4.8 The Board again thanked GF and PWYF for their progress on Strategy.

4.5 **Trustee resignation**

- 4.5.1 The Chair confirmed that SG had tendered his resignation as a Trustee of and Treasurer to PWYF, effective immediately.
- 4.5.2 The Board shared their thanks and appreciation to SG for his tenure with PWYF.
- 4.5.3 The Chair and GF confirmed that PWYF was looking for a Trustee to join the Board, who had experience in finance, in the role Treasurer, requesting that the Board send the details of any prospective candidates to GF.
- 4.5.4 The Board agreed that they would do so and thanked SG again for his time and commitment to PWYF.
- 4.5.5 SG took the floor and thanked those present, expressing his pride at working with the team during his time with PWYF.
- 4.5.6 **IT WAS RESOLVED THAT** the Secretary file any such documentation or notices as may be required by Companies House in order to formally terminate the appointment of SG as Trustee of PWYF.

5 **ANY OTHER BUSINESS**

- 5.1 The Chair opened the floor for any other business.
 - 5.1.1 LG confirmed that PWYF was reviewing safeguarding and anti-bribery processes and policies, to ensure that PWYF was best placed to support PWYF team members who were employed and working outside of the United Kingdom, confirming that PWYF contracts used for consultants were also under review.
 - 5.1.2 The Board thanked LG for the update.
 - 5.1.3 GF confirmed that due to the prolonged impacts of COVID-19, PWYF's office remained open for team members who would like to work in the office or hold meetings, but that predominantly PWYF remained working from home.

- 5.1.4 GF also shared that as the team had grown since the start of COVID-19 and repeated lockdown's, PWYF were considering hot desking opportunities so that the whole team could attend the office at the same time in the future.
- 5.1.5 GF also confirmed that PWYF had team members in Kenya and Bangladesh and that the COVID-19 pandemic had continued to cause more severe disruption and uncertainty in these geographies, so PWYF was paying particular regard to supporting these team members.
- 5.1.6 The Board thanked GF for the update.
- 5.1.7 HM made the Board aware that PWYF was due to review and renew the Trusteeship of the majority of the Board; GB, CD, PL, AOL and HM in September 2022 and that the Board should keep Trustee recruitment an active topic, to which the Board agreed.
- 5.1.8 The Board thanked LG, GF and HM for their updates.
- 5.1.9 No further topics were raised for discussion by any person in attendance.

6. NEXT MEETING OF THE BOARD

- 6.1 The Chair noted that the next meeting of the Board would take place on 15 September 2021 at 3pm.

7. FURTHER BUSINESS

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



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Chair