

**Attendees**

**Board**

Carlo Merla (CM) (Chair)  
Alan Detheridge (AD) (Treasurer)  
Susan Hazledine (SH)  
Julie McCarthy (JM)

**Excused**

Ali Idrissa  
Athayde Jose da Motta Filho

**Secretariat**

Elisa Peter, Executive Director (EP)  
Caroline Macleod, Director of Finance and Operations (CJM)  
Cathy Turner, Director of Advocacy and Learning (CT)  
Vanessa Martins, Finance Manager (VM)

**Invitees**

Gerald Bates, Director, Donor Assurance, BDO LLP (GB)  
Coralie Mattelaer (CMR) , Impact Lawyers Brussels (joining remotely)  
Philippa Forsyth (PF), Director, The Leadership Team, HR consultant (joining remotely)

**ACTIONS**

<b>Action</b>	<b>By who</b>	<b>By when</b>
Sign annual report, audited accounts and letter of representation on behalf of the Board.	SH	9 August 2019
Provide a complete summary of Global Assembly costs.	CJM	December 2019
Circulate revised Whistleblowing policy to PWYP Secretariat team.	CJM	31 August 2019
Draw Terms of Reference for an assurance framework and due-diligence provider	CJM	15 September 2019
Registration of International Not for Profit Association in Belgium	CJM	October 2019

## **DECISIONS**

- The revised whistleblowing policy was approved.
- The 2018 Annual Report and statutory accounts were approved.
- The Board agreed to the contents of the Letter of Representation.
- The Board passed a resolution that all PWYP senior management staff can sign grant agreements.
- The Board agreed to pursue the establishment of a PWYP (international) non-profit association in Belgium.

## **Welcome and Introductions**

The meeting opened at 15:00 London time. CM welcomed members to the meeting. Trustees were asked to declare any interests in the agenda items - no interests were declared. The agenda was adopted.

## **Action points from the last meeting (May 2019)**

The minutes of the previous meeting were adopted. CJM shared the complete PWYP board book with the Board. It will be updated from time to time as the need arises. CJM agreed to provide a complete summary of Global Assembly costs before the end of the year. The call for a new board member has not been completed, although a JD has been drafted and will be shared with the Trustees in the coming weeks.

## **Whistleblowing policy**

The Board approved the revisions to the policy.

## **Funding update**

EP and CJM presented an update on recent funding applications and funding decisions. The Board congratulated the Secretariat on being able to secure new bilateral funding. CJM noted that work with consultant Anne Travers was on-going, including to prepare a 3 year income and expenditure projection and identify fundraising capacity needs at the Secretariat.

## **Risk register**

Gerald Bates presented a risk-assurance and due-diligence framework in the context of sub-granting of funds, with a view to informing the PWYP Secretariat and Board's management of the financial, reputational, programmatic and compliance risks associated with this part of the charity's work. BDO works across the project life cycle from due diligence, in-country validation of documents and physical existence, to post award work (financial reporting, etc.) It was noted that the due-diligence approach would need to be proportional to the level of risks involved in sub-granting in different settings and should contribute to strengthening relationships, financial management capacity, trust and governance within PWYP. It was decided that this is an area that needed to be prioritised and that a ToR would be developed for a risk-assurance and due diligence provider to support the development of a PWYP sub-

grant management system. CJM noted that there were no changes proposed to the Risk register and the Board agreed.

### **Setting up EU entity**

CJM introduced Coralie Mattelaer from Impact Lawyers - the legal firm, whose support the Board agreed to enlist for the PWYP registration in Belgium at its most recent meeting. CMR presented several possible legal forms, including classic or international non-profit association, whose members could be the 10 PWYP Global Council members. It was agreed that an (international) non-profit association was best suited to the needs of PWYP and that the Secretariat would pursue this route for registering PWYP in Belgium.

### **Update on selection process of the EITI Civil society board members**

EP presented a review of the process that led to the selection of 10 new EITI civil society Board members in June 2019. While there are a number of lessons to be learnt, the process, which was led by a Civil Society Advisory Group (CSAG) with the support of the Consensus Building Institute (CBI) was broadly recognised as being transparent, robust and legitimate by civil society and other stakeholders.

### **MEL update**

EP presented an update on the MEL framework for 2019 (same outcomes but different outcome indicators and tracking system). She noted that the Secretariat will be enlisting the support of MEL experts to develop a MEL framework for the 2020-2023 operational plan. She also conveyed her enthusiasm about the on-going consultation process with national coalitions to identify key collective, global advocacy priorities for the coming few years.

### **2018 Annual report**

CJM introduced the annual report and AD introduced the annual audited accounts. EP, CJM and VM know of no reason that the Trustees should not sign the report. The Trustees approved the report and authorised SH to sign on behalf of the Board.

### **Letter of representation**

CJM explained the purpose of the letter and outlined the content. The Board agreed that AD and SH would sign the letter on behalf of the Board.

EP, CJM and VM were asked if they knew of any reason why trustees should not sign the letter of representation. They each replied that they did not.

### **Reappointment of auditors for 2019**

The Board agreed that Critchleys LLP be reappointed to conduct the external financial audit for the year ending December 2019. IT was noted that according to best practice, audit firm services should be reviewed and a request for tender be issued at least every seven years. The Board therefore required that PWYP conduct a tender process for audit service in 2020 for the external audit of accounts for the year to December 2020 and after.

**Board resolution on authorised PWYP signatories**

The Board passed a Resolution that all PWYP senior management have delegated authority on behalf of PWYP to sign grant agreements with funders and donors and to act as bank signatories and online banking administrators.

**Administration of banking software**

The Board agreed that VM would be given access as an administrator of the banking software.

**Finance, Audit & Fundraising subcommittee report back**

The management accounts have been reviewed by the subcommittee. There are no concerns on overspending and absorption of funds is a little slow. Expenditure and income are in line with expectations at that time of year. The Secretariat is conducting due diligence on currency brokers. The Board takes note of the report by the subcommittee.

**HR review process**

PF presented her findings and recommendations to the Board. The occupational stress assessment shows that as a whole the team is within acceptable ranges. Some small adjustments to individual roles are suggested to clarify responsibilities and/or avoid work overload. Feedback from staff concerning terms and conditions was mostly positive. It is suggested that leave allowances be reviewed; that the Key Result Areas for the regional coordinators be tweaked and that the clustering of regions be reviewed; and that the reporting structure for the Member Engagement team is altered in order to create opportunities for career progression. Fundraising and development activities need additional support, and so do MEL and the Finance and Operations function. The Board requested that the Secretariat, with the support of PF, provides an analysis to the Board outlining which new positions should be prioritised and budget implications of new staffing.

The board held an executive session at which the minutes were not taken.

The meeting closed at 18:30.