



INTEGRITY ACTION TRUSTEE MEETING

11 September 2019, 11.00am - 1pm

Location

CMS Cameron McKenna Nabarro Olswang LLP
Cannon Place, 78 Cannon Street
London EC4N 6AF

Trustees

Attending

Alan Barlow (AB)
Sam De Silva (SD)
Gail Klintworth (GK)
Merryl Lawry-White (ML)
Paul Maassen (PM) (by phone)
Philip Welply (PW)

Apologies

Siobhan Turner (ST)

Observer

Eleanor Booth (on work experience at CMS)

Executive Team Members

Jasmina Haynes (JH) - CEO
Hannah Fox (HF) – outgoing Head of Finance and Corporate Services
Megan Chidlow (MC) – new Head of Finance and Resources
Derek Thorne (DT) - Head of Programme Development

Minutes: HF

i. **AGENDA**

Board meeting				
Item	Time	Lead	Purpose	
Minutes of the June meeting	11.00-11.05	GK	For approval	Annex 1
Matters arising and declaration of conflicts of interest	11.05-11.10	GK	For discussion	Annex 2
CEO report	11.10-11.25	JH	For info	Annex 3
Report from the Audit Committee	11.25-11.40	GK	For info	Annex 4
Report from the Funding Committee	11.40-11.55	AB	For info	Annex 5
Report from the Nominations and Remuneration Committee <ul style="list-style-type: none"> - New Trustees appointment - Appointment of new ethics focal point on Board to replace Nilima 	11.55-12.10	PW	For discussion	
FY20 business plan	12.10-12.25	JH	For approval	Annex 6
Sustaining impact	12.25-12.40	PM	For info	
AOB Any questions on: <ul style="list-style-type: none"> - Operational update - Safeguarding policy - Data protection policy - Sample of how websites will look (branding etc.) 	12.40-13.00	GK		Annex 7 Annex 8 Annex 9 Annex 10

ii. Next Meetings

11 Dec 2019	Board meeting: 11am - 1pm (followed by staff meeting and Christmas lunch)	Integrity Action office
18 March 2020	Board meeting: 11am -1pm	CMS office
17 June 2020	Strategy review 11am - 4pm	CMS office
23 Sept 2020	Board meeting: 11am - 1pm	CMS office
16 Dec 2020	Board meeting: 11am - 1pm (followed by staff meeting and Christmas lunch)	Integrity Action office

iii. Minutes of September 2019 Board meeting

1. Minutes of previous meeting

The minutes of the previous meeting were approved.

2. Matters arising (including declaration of conflicts of interest)

See Appendix 1 for a list of outstanding actions.

No declarations of interest were made.

SD noted that his review of the intellectual property (IP) position of Development Check concluded that it is subject to an MIT open source licence. This means that it cannot be commercially exploited. There are no immediate implications of this for Integrity Action but it will be considered further as part of the ‘sustaining impact’ conversations if necessary.

Action: The Board requested that the Chief Technology Officer (CTO) is invited to present on data security at the December meeting

3. CEO Report

JH presented her report.

The method of tracking the challenges identified was discussed and it was noted that the FY20 KPIs were intended to address them.

How we measure whether we sustainably change lives for the better, and the inherent challenges of doing so, were discussed.

Action: DT to present on the monitoring, evaluation and learning (MEL) framework at the next meeting.

GK noted that the status of the first KPI (re evidence to show we are sustainably changing lives for better) has changed from amber in June 2019 to green in September 2019. JH explained that we have achieved everything we set out to achieve at the start of the year. However we recognise that more work is required before the KPI overall can be considered ‘green’ and this will be progressed in the FY20 business plan.

4. Report from Audit Committee

GK presented the Audit Committee report.

The key items were:

- The reserves policy is to be reviewed as part of the year end process;
- £500k of unrestricted reserves are to be invested in two 12 month fixed term deposit accounts (£250k with Yorkshire Bank and £250k with Shawbrook Bank Ltd (via CAF Bank)).

5. Report from Funding Committee

AB presented the Funding Committee report. He noted that we will present the overhead recovery rate in future as a way of broadening understanding of what is an appropriate income target for the charity.

6. Report from the Nominations and Remuneration Committee (NRC)

The Board thanked HF for her excellent work and wished her well in her new role.

PW has prepared a skills matrix and noted that the Board has a good mix of skills. The gaps are in communications/marketing and someone with extensive expertise in social accountability.

While gender, sector, and style diversity of trustees has significantly improved, this job is never done. Further consideration should be given to field experience, ethnic, geographic and age diversity within the practicality of having a board that can ideally meet face to face in London.

PW explained that attempts to recruit new trustees to fill these gaps have not been successful therefore an advert will be put in the Guardian.

MW was appointed as Ethics and safeguarding focal point on the Board

Action: PW to circulate the Board skills matrix

7. FY20 business plan

JH presented the FY20 business plan and budget. She noted that they were based on the paper presented in June which has been updated to address the comments received from the Board.

It was noted that although the annual KPIs change from year to year, the KPIs in the strategy tracker remain consistent throughout the strategy period.

The FY20 business plan and budget were unanimously approved.

Action: On the risk register distinguish between the consequences of risk 1 and risk 4 more clearly

8. Sustaining impact

PM explained that work has begun on considering how we can sustain our impact.

It will be split into three phases:

1. Research (approx. 9 months)
2. Devising potential models (approx. 6 months)
3. Testing the potential models (approx. 2 years)

Action: DT to circulate the thought paper on sustaining impact

Action: HF to circulate the communications strategy (Done – see Appendix 2)

Action: DT to circulate the paper on our added value

9. AOB

JH noted that the operations update will not be provided in future as the information will be available on our website (which is due to go live in October).

Action: SD to introduce Integrity Action to Microsoft