



INTEGRITY ACTION TRUSTEE MEETING

11 December 2019, 11.00am - 1pm

Location

Integrity Action offices, 12.1.2 Leathermarket
Weston Street, London SE1 3ER

Trustees

Attending

Alan Barlow (AB)
Sam De Silva (SD)
Gail Klintworth (GK)
Paul Maassen (PM)
Philip Welply (PW)
Siobhan Turner (ST)

Apologies

Merryl Lawry-White (ML)

Executive Team Members

Jasmina Haynes (JH) - CEO

Derek Thorne (DT) - Head of Programme Development

Andy Fenton (AF) – Chief Technology Officer (consultant)

i. **Agenda**

Board meeting				
Item	Time	Lead	Purpose	
Safeguarding training - external consultant led	10.00-10.50	JH		
Minutes of the September meeting	11.00-11.05	GK	For approval	Annex 1
Matters arising	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	11.25-11.45	ST	For info	
Report from the Funding Committee	11.45-11.55	AB	For info	Annex 4
Report from the Nominations and Remuneration Committee	11.55-12.10	PW	For info	
Data security - penetration testing report	12.10-12.25	AF	For info	Annex 5
Monitoring, Evaluation, Learning framework	12.25-12.35	DT	For info	
Sustaining impact	12.35-12.45	PM	For info	
AOB Any questions on: – Integrity Action and DevelopmentCheck websites – Operational update	12.45-13.00	GK		
Followed by all staff meeting and festive lunch				

ii. **Next meetings**

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

iii. Safeguarding training

All trustees attended a training session on safeguarding. The session was led by an external facilitator who updated the board on the Charity Commission expectations of trustees. There was active engagement on this subject, including trustees seeking assurance from management that vulnerable persons have confidential channels to raise issues of concern regarding any of Integrity Action's personnel or partners, and whether there is sufficient awareness of these channels in our onboarding processes.

iv. Minutes of December 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.

PW had updated the skills matrix, and suggested this is a “living document” which can be updated as Trustees leave and join. JH will keep the master copy of this document.

It was agreed that the funding committee and audit committee would not be merged in order to preserve the unique added value that each brings.

3. CEO report

JH presented her report.

JH updated the board that the FY19 audit had just concluded, and the auditor had given a clean opinion.

Progress against KPI's was discussed and overall it's where we expected it to be at this point in the year.

The board also requested an overview of funders we are looking to build the partnership with so they can help with connections if possible. JH and DT will be refining the fundraising plan for FY20, which will involve producing this list.

Action: Add note on KPIs to define the meaning of the three colours.

Action: JH and DT to circulate list of priority funders in January

4. Report from the Audit Committee

ST has thanked the team on continuing to maintain strong financial system and controls. Clean audit opinion confirms the strength of the organisation in this regard. She also updated the board on recruitment for the new Head of Finance. There was some discussion of the best way to reduce exposure to currency exchange rate risk. No action was required but exchange rates will be monitored closely.

Action: ST to make comments on presentation of audited accounts

5. Report from the Funding Committee

AB explained that, as the organisation looks to secure more unrestricted funding, it needs to focus more on building relationships with funders and key strategic partners. This can take 3 years. In light of this, the organisation may need to track and report on relationship building, not just the pipeline. JH and DT will look at this after building the fundraising plan for FY20.

Action: DT to prepare talking points for Trustees to use with potential funders

6. Report from the Nominations and Remuneration Committee

PW updated the board on new Trustee recruitment, including some potential new Trustees who are all strong on communications. The board authorised him to go ahead with invitations at the appropriate time.

7. Data security - penetration testing report

AF updated the board on results of November data security penetration testing on the new DevelopmentCheck platform (including iOS and Android apps) as well as Integrity Action website. The result was generally positive and did not highlight any major or medium level issues. More testing will be done in the coming year.

Action: AF to send SD the contract between Integrity Action and hosting company (“data processor”)

8. Sustaining impact

PM updated the board on very good progress in the last quarter, including the procurement process for research consultants which has nearly concluded. He explained there was a small delay in the original timeline of around one month.

9. AOB

The Trustees congratulated the staff team on the new organisational website and DevelopmentCheck. They felt the website was a great improvement.