



**WESTMINSTER  
FOUNDATION FOR  
DEMOCRACY**

**Westminster Foundation for Democracy**

Company number: 2693163

**Minutes of Meeting of Board of Governors of Westminster Foundation for Democracy, Mandela Room, Artillery House 11 – 19, Artillery Row, SW1P 1RT on 10 September 2019**

**Present:** Richard Graham MP (Chair)  
Sue English (Vice Chair)  
Mark Babington  
Thomas Hughes  
Patrick Grady MP  
Simon Walker  
Anthony Smith (CEO)  
Louise Collings (WFD Head of Finance)

**In attendance:** Chris Lane (Company Secretary) Romana Janku (Board Secretariat)

**1. Apologies**

The Board noted the following apologies for absence:

Dame Margaret Hodge MP  
Sir Jeffrey Donaldson MP  
Rushanara Ali MP (Vice Chair)

The Board noted that Christine Jardine MP had been nominated as Sir Jeffrey's successor but had been unable to attend to observe the Board meeting.

**2. Declarations of interest**

No new Declarations were made.

**3. Minutes**

The Board approved the minutes of the previous Board meeting held on 6 June 2019 with no amendments.

**3. Matters arising**

Governors reviewed the progress on all 14 action points assigned at the last four Board meetings and the Board Away day July 2018.

The Board noted that out of these:

- 7 Action points were completed: Action point 5/ Sep 2018, Action points 4 and 7/ Feb 2019, Action points 2, 5, 6 and 7/Board meeting Jun 2019

- 4 Action points were intended to be covered at the Board Away day 2019 which did not take place due to unforeseen political events. The Board agreed to progress on these action points as follows:
  - o Action point 5/Nov 2018, Action point 2/Board Away day Jul 2018 and Action point 2/ Feb 2019: The Board agreed that time for discussion on topics relevant to WFD's programming activities should be incorporated into the regular Board agendas, starting at the next meeting with Value for Money. The Programme Quality Committee should review the topic in detail at its next meeting and provide an overview to the Board at its November meeting.
  - Action point 5/Board Away day Jul 2018: The Board agreed it was important to maintain momentum with the discussions on the WFD/FCO strategic relationship at the meeting with relevant FCO and DFID officials (and possibly Lord Ahmad) on 23 October 2019 or such other convenient date to be agreed.
  - The Board noted progress made under Action point 1/June 2019 and ongoing discussions with British Council and other arms-length bodies

The Board further agreed to schedule:

- A Board Away Day in Spring 2020 - 14 May was discussed as a possible date;
- A lunch time drop in session to hear more about the work of the political party offices;
- A coordination meeting for all three Chairs of WFD Committees in order to clarify the distribution of oversight responsibilities for overlapping issues (example: safeguarding, security, value for money); and
- A meeting of the People Committee and discussion of relevant people issues in upcoming Board meetings.

**Action point 1: Management to schedule meeting with FCO/DFID on 23 October 2019, 3 Committee Chairs meeting, drop in session with PPOs, People Committee meeting, and Board Away Day next year**

**Action point 2: The Chair to write and formally thank Sir Martin Davidson and to ask for the notes of the Board Assessment exercise**

The Chair commented that during his recent visits to Western Balkans he had observed that the WFD teams had very good relationships and strong coordination with the local British Embassies. However, he was aware that this might not be the same with centrally-managed DFID programmes or with other Embassies. He thought that this should be kept under review and suggested that it would be useful for the Board to be made aware of any concerns about relationships with DFID offices and UK Embassies.

## **Governance**

### **4. CEO's report**

Anthony presented the CEO report and invited comments.

The Board noted the report and discussed ideas that could represent a WFD contribution to the celebration marking the thirtieth anniversary of the fall of the Berlin Wall.

### **5. Board Governance**

Chris presented the draft of the Governance Handbook which was developed following the Board effectiveness review in July 2019. Board welcomed and endorsed the Handbook subject to any comments following the meeting of the three Committee Chairs and any feedback from the newly appointed Governors (who would be shown the draft handbook as part of their induction process).

The Board noted the report on the Tailored Review Implementation Plan. Overall, good progress was made, with 6 out of 17 actions are marked AMBER due to delays. The Board agreed to review the Implementation again at the next meeting should any RED score appear, otherwise Management should next provide a further report in February 2020.

## **Oversight and Performance Monitoring**

### **6. Report of Programme Quality Committee (PQC) meeting**

The newly appointed Chair Thomas Hughes thanked WFD management for the support at his first meeting held last week. Thomas also thanked Lord Andrew Stunell, who had represented Sir Jeffrey Donaldson at the PQC on a regular basis, for his great contribution to the PQC over the last 3 years.

Thomas reported that, at its meeting on 3 September 2019, the PQC reviewed:

- Initial implementation of the Evidence and Impact Hub which, despite some teething issues, is now providing a significantly greater level of data and enabling WFD to understand and track its work much more thoroughly than before.
- Delivery across the organisation under the Accountability thematic strand
- The mid-term evaluation of the CP4D programme, which was very positive.

The Board supported Thomas' proposal to further define the way PQC functions and fulfils its role as the key interface between WFD's programming and the Board. Three main areas were proposed:

- Oversight of how programmes contribute to implementation of WFD's strategy and theory of change, and of the thematic portfolios

- Review of the effectiveness of WFD's Evidence and Impact Hub
- Possibly reviewing larger grant opportunities

#### Programme Hot Spots:

The Board noted Anthony's verbal update on the Western Balkans, Sudan (where funding from both DFID and FCO may lead to establishment of country presence), and options for future funding streams for CP4D.

#### 7. Report on Audit and Risk Committee (ARC)

Mark reported that at its meeting on 9 September 2019, the ARC reviewed the first of the two additional audits requested from Crowe, WFD's internal auditors, in relation to the implementation of the finance system. The first report provided significant assurance around the governance and project management process leading to implementation of the system. The second audit will focus on the migration of the data and will be presented at its next meeting in November 2019.

Mark also noted that Crowe had presented a final audit report on programme management, with management responses, and discussed the rationale for not seeking additional input from the political party offices on the draft audit report on WFD's oversight of the political party offices. Management will take forward the recommendations, which include the process to negotiate new partnership agreements (now underway). Mark also suggested that the political party offices could be required to provide an annual letter of assurance.

The Board also noted that WFD was now subject to new Government Counter Fraud Standards, which Management was currently working on implementing, in close coordination with the FCO. Mark had agreed to act as a Board level anti-fraud champion.

#### 8. Quarterly Progress Report

The Board noted the performance information as presented in the Board Progress Report and raised no issues.

The Board welcomed the commentary report provided to confirm proposed adjustments to the Corporate Risk Register.

#### 9. Mid – Term Review of Strategic Framework

The Board endorsed the proposal to commission a Mid-Term review of WFD's Strategic Framework and noted that the Board would be involved at various points. The Board noted that Management aimed to publish a final revised strategy or amended strategic framework in Summer 2020.

#### 10. AOB

Date of the next meeting: 28 November 2019

**Westminster Foundation for Democracy**

Company number: 2693163

**Minutes of Meeting of Board of Governors of Westminster Foundation for Democracy Committee Room R, Portcullis House on 6 June 2019**

**Present:** Richard Graham MP (Chair)  
Rushanara Ali MP (Vice Chair)  
Dame Margaret Hodge MP  
Andrew Rosindell MP  
Mark Babington  
Thomas Hughes  
Anthony Smith (CEO)

**In attendance:** Chris Lane (Company Secretary) Romana Janku (Board Secretariat)

**1. Apologies**

The Board noted the following apologies for absence:

- Patrick Grady, MP
- Sue English
- Louise Collings, WFD Head of Finance
- Sir Jeffrey Donaldson MP
- Simon Walker

The Board noted, with regret, that Sir Jeffrey Donaldson had reluctantly decided to resign as WFD Governor given the extent of his other commitments. The Multi-Party office would be organising a process to select a successor, if possible before the 18 July Board Away day.

**2. Declarations of interest**

Thomas Hughes noted that Article 19 had recently joined the European Partnership for Democracy (EPD). WFD is also a member and Anthony sits on the EPD Board. There was no obvious risk of a conflict of interest but Thomas assured the Board that he would declare any potential conflict of interest if one arose.

**3. Matters arising**

The Board approved the minutes of the previous Board meeting held on 28 February 2019 with no amendments.

Governors reviewed the progress on all 11 action points assigned at the last three Board meetings and the Board Away day. The Board noted that out of 11 Actions:

- 4 Actions were completed (Action points 1, 3, 5, 6 Feb 2019 Board meeting)

- 2 Actions are to be covered under agenda item 5 (Action points 2 and 7 Feb 2019 Board meeting)
- 5 Actions will be tackled at the Board Away day on 18 July 2019.

The Board noted the progress made and agreed to proceed in accordance with the above.

## **Governance**

### **4. CEO's report**

Anthony thanked Andrew Rosindell for his immense contribution to the Foundation over the last 9 years. Andrew will be stepping down as WFD Governor at the end of his third consecutive term, in August 2019. Governors joined Anthony in expressing gratitude for Andrew's involvement in the Foundation's work and expressed their support for an ongoing relationship beyond August 2019. Andrew welcomed this proposal.

The Board noted that the letter to the Foreign Secretary, previously reviewed by Governors, has now been sent. Board had a brief exchange on the best ways to support the UK approach to democracy support and agreed to coordinate with other arms-length bodies.

### **Action point: Anthony to liaise with British Council and Wilton Park regarding the next steps on strategic relationship discussions with FCO**

The Board noted the significant work in hand to strengthen WFD's corporate systems and processes since Chris Lane started in the new post of Director of Operations.

The Board also noted number of events which are open to Governors participation:

- June 11, 2019: Nepalese Prime minister visit /lunch meeting
- June 20, 2019: WFD internal learning event: "Is international Democracy Support in Fundamental Trouble?" Tom Carothers, Carnegie Endowment for International Peace
- July 3, 2019: WFD Annual Reception in Speaker's office
- July 10 -11, 2019: Media Freedom Conference/WFD in charge of South East Asia session

### **Action point: Romana to circulate detailed invitations to all upcoming events, providing as much notice as possible in each case**

### **5. Board Governance**

The Chair, in follow up to the Action point 7, Feb 2019 Board meeting, nominated Mark Babington to become a member of Terms and Conditions Committee. Mark accepted the nomination and the Board approved the appointment.

The Chair is yet to approach independent Governors in relation to the Vice Chair role. As such this action remains open and the Chair will report at the next Board meeting.

**Action point: Chair to follow-up with CCHQ/Chief Whip's Office regarding the replacement for Andrew Rosindell MP**

**Oversight and Performance Monitoring**

6. Report of Programme Quality Committee (PQC) meetings

In absence of Sue Inghish, Anthony presented the report of the last Programme Quality Committee meeting held in May 2019.

The Board discussed the concern raised at the PQC by the Director of Programmes around risks related to the resources available to a small number of country offices. This is due, in part, to the static level of WFD core funding over many years, despite inflationary rises in costs, and in part to the delayed notification of the extension of existing third party funded programmes or commencement of follow-on programmes. For the time being, these unplanned gaps in income can be managed within existing overall budgets, but Management will review the position as part of each quarterly re-forecast.

The Board agreed that it would be useful to include the following topics for discussion in the Board away day agenda:

- organisational growth and WFD's funding model,
- geographic presence and related plans for office opening/closures
- WFD's operating model of country presence

Furthermore, the Board requested that Management consider stronger consistency in Management reporting to committees and the Board, and perhaps additional mechanism considered to signal changes in WFD's risk profile.

Programme Hot Spots:

The Board noted that WFD's work with the two Houses in Algeria is able to continue despite the political turmoil in country. WFD team works in close coordination with the donor/British Embassy.

The Board noted that WFD is about to extend the programme in Myanmar in direct follow up to DFID's extension to the overall governance funding. The additional two years will take the programme until the next elections and will focus on underline causes of the conflict, future programme Union and national level parliament.

**Action Point: Anthony to request that the Director of Programmes schedule a bilateral discussion with Rushanara relating to WFD's Myanmar programme for further consideration, as required, at the PQC**

7. Report on Audit and Risk Committee (ARC)

Mark reported that, at its meeting in June 2019, ARC reviewed the Annual report of internal auditors which overall provided reasonable assurance of the current state of

WFD's systems and controls environment, whilst recognising that WFD is currently going through a transitional phase of upgrading its systems and processes.

The Board noted that ARC has asked Crowe, WFD's internal auditors, to carry out two additional audits this year relating to the implementation of the new finance system, in terms of both governance and process and, separately, the migration of data. The first of these audit reports will be available to the ARC at its next substantive meeting in September 2019.

The Board agreed to delegate authority to the ARC to approve the Annual Report and Accounts at an extraordinary Committee meeting scheduled for July 2019.

Mark informed the Board that the ARC had also reviewed the initial findings and recommendations of the WFD's oversight of political party offices audit. ARC requested that Management give the PPOs the opportunity to provide comments or corrections on the draft Report, which could then be amended as required. ARC will review this audit again in Sep 2019.

The Board approved the development of new Partnership Agreement with Political Party Offices and Political Governors confirmed that they are happy to support this process within their respective party organisations. A final draft of the Partnership Agreements is expected to be developed by December 2019 and become effective on 1 April 2020.

Mark informed the Board of his representation at the FCO/ARC group meeting. In addition, Mark will be writing the letter to the FCO ARC Chair flagging the issues and challenges faced by delay of FCO funds as well as in relation to WFD's draft of policy for reserves

#### 8. Quarterly Progress Report

Margaret had to leave the meeting at this point.

Board noted the performance information as presented in the Board Progress Report. The highlights of the discussion included:

- Under Resourcing/Income: Board noted that WFD is moving from monthly to quarterly forecasting. This shift will be supported by the management information produced automatically by the new finance system
- Under Resourcing/ Expenditure: Board endorsed stricter approach to the internal spending targets and January relocations.
- Under Programmes/Board noted that majority of the programmes are performing well and requested further information on risks associated with WFD's programmes in Lebanon, particularly in respect of counter-terrorism risk.
- The Chair queried progress of PPO's against the IAP programme. Anthony confirmed positive feedback from DFID in this relation, however concerns around the capacity of PPO's to delivery against the complex requirements are still being raised. The Chair encouraged involvement of Political Governors in this matter.



**Action point: Chris to provide the Chair with a briefing regarding the management of risks relating to our programming in Lebanon and the approach agreed with FCO**

- Under Management Dashboard – Annual Plan and KPI's: Board noted the challenges around the cost recovery and discussed optimal levels of direct/indirect programme cost ratio. Board also discussed briefly the factors for decisions around new country presence. The Board agreed that further discussion should be held during the Away Day. The Chair is also hopeful some of these issues related to WFD's long-term sustainability will be possible to tackle at the ministerial meeting with Lord Ahmad and Harriet Baldwin scheduled for 8 July 2019.
- Under Corporate Risk Register: Board noted the increased level of gross risk reference no 1 from high to severe, with a net risk rating of high. This is due to delays in third party funding opportunities and increasing pressure on the static grant-in-aid, which has decreased in value in real terms over several years. The Board noted that it is expecting risk 4 to decrease as direct result of the work currently carried on the improvement of systems and processes.

**Action point: Chris to prepare a short commentary paper summarising any changes to the Corporate Risk Register (ready for each ARC and Board meeting)**

#### 9. Board Away Day

The Board agreed it would be useful to cover during the Board away day discussion: on WFD's funding model, global footprint, and operating model. The revised agenda will be circulated ahead of the meeting on 18 July in WFD offices.

#### 10. AOB

Date of the next meeting: 10 September 2019

Board members held a closed discussion, led by the Chair, on Human Resources matters.

**Action point: Anthony to request the Head of HR to:**

- **ensure that internal policies and procedures are updated, as appropriate, in line with the recent experience of specific employee relations cases**
- **Provide the Chair with brief update related to the resolution of recent cases**



**Westminster Foundation for Democracy**

Company number: 2693163

**Minutes of Meeting of Board of Governors of Westminster Foundation for Democracy Committee Room R, Portcullis House on 28 February 2019**

**Present:** Richard Graham MP (Chair)  
Rushanara Ali MP (Vice Chair)  
Sue English  
Mark Babington  
Patrick Grady, MP  
Louise Collings, WFD Head of Finance  
Anthony Smith (CEO)

**In attendance:** Chris Lane (Company Secretary) Romana Janku

**1. Apologies**

The Board noted the following apologies for absence:

Thomas Hughes  
Dame Margaret Hodge MP  
Sir Jeffrey Donaldson, MP  
Andrew Rosindell, MP  
Simon Walker

**2. Declarations of interest**

The Board noted no declarations of conflict of interest

**3. Minutes of previous meeting**

The Board approved the minutes of the previous Board meeting held on 29 November 2018, subject to a correction of Thomas Hughes title.

Governors reviewed the progress on all 13 Action points assigned at the last two Board meetings and the Board Away Day. The Board noted that 10 of the 13 Actions were completed, whilst highlighting the following points:

- Revised arrangements for the attendance of Political Party officers at Audit and Risk Committee and Programme Quality Committee were agreed (November 2018, Action point 1)
- The CEO will circulate the proposed Board self-assessment questions to the Chair and Mark in February and, once confirmed, the questionnaire will be conducted in the first quarter of the next financial

year, with the findings reported to the next Board away day (September 2018, Action point 5)

- Any further reports of challenges in securing UK visas for visiting WFD staff or dignitaries should be notified to the Chair, who agreed to use such examples to request that Ministers issue guidance to relevant HMG agencies relating to WFD's status (November 2018, Action point 3).
- A discussion on WFD's approach to programme management will be scheduled for the June 2019 Board meeting. (Board Away Day: Action point 2)
- A representative of each of DFID and the FCO will be invited to an appropriate agenda item at the June 2019 meeting (Board Away day: Action point 5)

## **Governance**

### **3. CEO's Report**

Anthony report contained some highlights of WFD's work in the financial year to date. Richard welcomed this summary and commented on the success of the recent WFD conference in Malaysia, which he and Rushanara had attended. The Chair asked Management to pass on the Board's congratulations to relevant staff on a great job.

The Board agreed that the CEO's Report should be converted into a letter, signed by the Chair, to be sent to the Chairs of the Political Parties and relevant Ministers. The additions should include a selection of achievements and examples of collaborative working during the course of 2018-19.

### **Action Point 1: Anthony to prepare the letter for the Chair**

### **4. 2019 – 2020 Planning**

Chris presented a summary of the 2019 – 2020 Corporate Plan.

The Plan is focused on three priorities: reinforcing programme quality and impact, increasing assurance, and strengthening partnerships. WFD will focus on consolidation, rather than further significant growth.

The Plan comprises a number of key deliverables, linked to milestones, which will be tracked monthly and reported to the Board quarterly. These organisational-level deliverables will be monitored alongside performance of the programme portfolio. In addition, a selection of operational KPIs have been identified to regularly measure and report to the Board on organisational "health". Together with the Management Accounts, this will ensure that the Executive Management Committee, Board, and FCO are regularly informed as to performance.

The Board noted that Management is currently working on a common WFD Results Framework – to cover all programming – that will provide a new range of strategic KPIs to measure impact and outcomes. These will be reported to the Board as and when available. The Board encouraged Management to identify and promote some powerful stories and evidence of its impact over the past 27 years. It was noted that

WFD's internal capacity to undertake an extensive exercise was limited, but it should be possible to prepare some positive impact stories, possibly through WFD's partnership with Birmingham University. It would be important to ensure that the product of such an exercise is engaging and accessible.

**Action point: Management to identify examples of WFD's long-term impact and present at the Board Away day**

The Chair queried current arrangements relating to staff induction and on-going training, which is not explicitly included in the plan. Chris explained that Management plans to introduce standardised approaches to training on key compliance and ethical issues, as part of WFD's new Policies & Practice Hub to be launched in April 2019, in the wider context of the new Learning & Development Framework for all staff referred to in the plan.

**Action Point: Romana to invite Governors to WFD internal learning events as part of a new programme of staff training.**

The Board approved the Corporate Plan for 2019-20 in principle and the reporting format. The Board requested sight of the strategic KPIs at its next meeting in June 2019.

Louise presented the draft of the 2019-20 Budget. The Board noted that current forecast amounts to a budget of approximately £17.3m, broken down as £14m direct programme costs, £1m programme support costs, and £2m corporate and overheads. The final version of the budget will be circulated to Governors by e-mail once the Grant-in-Aid is confirmed. The Board further noted that:

- The proposed increase in reserves, in line with the recent understanding reached with the FCO, was welcome and Management plans to present a draft Reserves Policy to the ARC in June 2019.
- Whilst staff costs had increased, on balance, the Board considered that the budget provides for a sensible and defensible level of investment in the core capabilities required to make WFD's activities more sustainable in the long-term.
- Donor willingness to cover indirect costs varies from donor to donor. However, DFID has recently reviewed its approach to cost recovery and the revised policy is likely to be closer to the USAID model, which better recognises the resources needed to support programme delivery. This is in contrast to the typical EU model. The Board encouraged Management to adopt a rigorous approach to ensuring that new contracts or grants fit with our strategic objectives and are viable. This includes securing appropriate indirect cost recovery. In some circumstances, this may result in opportunities being turned down. The Business Development Strategy which is currently under development will be key to making these decisions.

The Board approved the draft budget for 2019-20 in principle. In the event that FCO confirms a lower than forecast grant in aid, the Board should be notified as soon as possible.

## 5. Tailored Review Implementation Plan

Anthony presented the overview of recommendations and the Tailored Review implementation plan discussed with the FCO. Anthony highlighted the recommendations relevant to governance and Board.

The Board agreed, in principle, that a second Vice Chair ought to be appointed from among the independent Governors, subject to the willingness of at least one independent Governor to take on this role.

The Board did not see a case, at present, for increasing the size of the Board. It was possible that at some point in the future an additional independent governor would help share the burden of participating in WFD's Board and committees or add skills or perspectives needed to provide proper oversight of WFD's work.

**Action point: Richard to approach independent Governors for nominations to the role of Vice Chair and to seek views around current capacity.**

The Board agreed to discuss a draft proposal, to be prepared by Anthony, on the WFD/FCO strategic relationship at a separate meeting. This proposal will set out a vision for an HMG democracy policy or strategy in which WFD would play – and be held accountable for – a key role, with increased resources. A proposal on this will be submitted to the FCO in advance of a ministerial meeting in July 2019 and the next spending review (to start over the summer).

**Action point: Romana to organise suitable day for WFD/FCO strategic discussion (around April recess).**

## 6. Rules of engagement

The Board endorsed the approach set out in the 'Rules of Engagement' paper prepared by Dame Margaret Hodge MP and agreed to ask Dame Margaret to share any additional insights at the next meeting in June 2019.

The Board approved a new Geographical Presence Framework, which clarifies and confirms the internal approach to decision-making on opening and closing country offices.

The Board also approved a formal Resolution of the Board relating to overseas registration and compliance, confirming the Chief Executive and Company Secretary's delegated authority in this area, and authorised the Chair to sign the Resolution.

## 7. Political Party and WFD Collaboration

Patrick presented the paper with a proposed approach for collaboration among political party offices and WFD programmes.

The Board welcomed the aim of securing more aligned programmes and closer collaboration. The Board approved the two recommendations included in the paper. Board members suggested that an annual conference could be considered as the flagship, cross-party initiative.

The Board noted the positive, joined-up planning process initiated with the parties and the commitment to agreeing a new mutually-supportive partnership agreement between WFD and each PPO.

**Action Point: Management to ensure that future Board reporting and the related KPI's reflect the collaboration between PPOs.**

#### 8. Report of Programme Quality Committee (PQC) meetings

Sue Inghish presented the report of the last Programme and Quality Committee meetings held on 13 Feb 2019.

There were no specific questions or comments and the Board accepted the report. The Chair praised the work of PQC under Sue's leadership.

- Programme hot spots: Bahrain, Venezuela, Myanmar

The Board reflected on the feedback from Lord Bruce on mentorship within WFD's Myanmar programme.

The Board noted the conclusions of the last Board meeting. After discussion, the Board decided that no changes should be made to that decision at present. The Board recognised Lord Bruce's contribution to the programme in Myanmar and the possibility of securing Lord Bruce's expertise in support of other programmes.

The Board noted and supported Management's decision to close the programme in Bahrain after the recent elections and reflected on the current challenges experienced by the programme in Venezuela.

The Board further noted that Management will discuss Rushanara's suggestion of exploring the possibility of supporting civil society in Bangladesh.

- New opportunity clearances

In line with WFD's Delegation of Authority policy, Anthony requested approval of several bids above the £250,000 per annum threshold for approvals delegated to Management, namely for:

- Palestine – Gender Equality in the Occupied Palestine Territories
- Algeria – Support Open and Inclusive Democratic Institutions
- Morocco – Inclusive and Responsive Parliamentary Reform and Participatory Decision Making
- Uzbekistan – Supporting Parliamentary Effectiveness in Uzbekistan.

The Board confirmed its support and approval for proposals.

## 9. Report on Audit and Risk Assurance Committee (ARC)

Mark reported that, in addition to the routine oversight of the internal audit process, including submission of three audit reports, the ARC had requested closer oversight of the management accounts relating to the final quarter of the financial year. The ARC has also offered additional guidance to Management in relation to the procurement and implementation of a range of new corporate systems, likely to take the form of an informal Committee meeting in March.

Mark highlighted further work on introducing the new Safeguarding policy and welcomed efforts to clarify linkages and accountability as between WFD, political parties, and Parliamentary procedures.

There were no specific questions or comments and the Board accepted the report.

## 10. Report of Terms and Conditions Committee meeting (TCC), 4 February 2019

Patrick reported that the TCC meeting had taken place earlier in February 2019 for the first time since March 2017. Only Patrick had been present and hence the Committee was not quorate. Patrick asked the Board to consider appointing an additional independent Governor to the Committee and the Board agreed.

### **Action: Richard to approach independent governors for volunteers to become members of TCC**

Patrick reported that the TCC decided that, in future meetings, the Committee will:

- monitor data around gender pay gap,
- clarify the application of WFD's Code of Conduct to MPs (in particular where accountability lies between parliament, parties and WFD)
- monitor the increased and systematic communication between staff and management.

There were no specific questions or comments and the Board accepted the report.

## 11. Quarterly Progress Report

The Board noted the performance information under the Quarterly Progress Report and that a new format aligned to the Corporate Plan (as outlined under Agenda item 5) will be introduced at the next meeting in June 2019.

There were no specific questions or comments and the Board accepted the report.

## 12. AOB

No additional business was proposed for discussion and the meeting was closed.

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Date of the next meeting: 6 June 2019