



**The Westminster Foundation for Democracy Limited**

Company number: 2693163

**Minutes of Meeting of Board of Governors of Westminster Foundation for Democracy, on 23 June 2022**

*Meeting IN-PERSON (ROOM P, PCH) AND VIA ZOOM: 9:30-11.30am.*

**Present:** Richard Graham MP (Chair)  
Sue English (Vice Chair)  
Mark Babington  
Rt Hon Dame Maria Miller MP  
Rt Hon Valerie Vaz MP  
Thomas Hughes  
Anthony Smith (ex-officio, CEO)

**In attendance:** Chris Lane (Company Secretary)  
Femi Otukoya (Finance Director)  
Shannon O'Connell (Director of Policy & Programmes)  
Chris Levick (Regional Director, Europe & Central Asia)  
Clare Scott (Board Secretary)

**Welcome and Apologies**

Richard Graham MP opened the meeting and welcomed the Board members and the newest Governor, Valerie Vaz MP. The Chair noted that Simon Walker had left the Board since the last meeting and that there were apologies for absence recorded for Brendan O'Hara MP.

The meeting was quorate.

**Declarations of interest**

None were raised.

Maria Miller asked the Board to note that she had recently been appointed as the Prime Minister's Trade Envoy to Canada. The Chair also congratulated Maria on the recent award of a damehood.

**Minutes and matters arising**

The Board approved the minutes of the February 2022 Board meeting and noted that the actions arising had either been completed or would be covered by other agenda items.

**Chair's opening comments**

The Chair stressed that the current global situation strengthens the importance of democracy and the role that WFD undertakes currently and for the future. He noted

that the key decisions for the Board were the delegation of authority to the ARC chair to sign the ARA, and the proposed changes to the Programme Quality Committee.

## 1. CEO's Report

The CEO referred the Board members to the CEO report (Doc 2) and summarised the main points, with focus on the draft WFD Strategy 2022-2025, the strategy and partnership framework, updates on the implementation of the operating model and implementation of an WFD advisory council.

The CEO briefed the Board on the key elements of the new draft WFD strategy, including the current context which increased the urgency of WFD's work, a new vision and mission statement, WFD's programming and research, and increased engagement with parliamentarians. The draft strategy will be discussed in depth at the Board away day on 21 July and will need to be cleared by FCDO officials and ministers. The strategy will be launched at an event in Parliament in October.

The Board offered some suggestions about the language to be used in the strategy and made comments prompting a discussion regarding:

- WFD needing to balance close ties to FCDO with operational independence.
- The emerging significance of work on election integrity and dis/misinformation
- How has the current political situation in the UK impacted on how WFD is perceived?

The CEO informed the Board that the new strategy and partnership framework with the FCDO focuses on strategic alignment and promoting improved working practices but reaffirms our ability to operate independently. There have been no issues raised by our Country programmes in relation to the current UK political situation - WFD has a good reputation and strong working relationships in its partner countries.

The Chair looked forward to discussion of the final draft of the WFD strategy 2022-2025 at the scheduled Away Day.

**ACTION – The CEO to make available the WFD strategy 2022-2025 to the Board with the Away Day Agenda papers.**

The CEO provided an update on the implementation of the new operating model, which is now in its second (transition) phase.

## 2. Regional Programme Focus

Shannon O'Connell and Chris Levick joined the meeting and provided an update on Europe and Central Asia with focus on Ukraine.

The main points discussed were:

- The current regional portfolio being in transition, highlighting several programmes ending and new ones coming online. WFD now has no ongoing presence in Central Asia, but has an increasing presence in Europe, including EU countries. There continues to be uncertainty related to the CSSF-funded Western Balkans regional programme, WFD's largest, which is likely to transition into several country-level programmes.
- WFD being a long-standing and valued partner in Ukraine, having worked there since 2009. The current programme was able to adapt quickly to the changing needs following the Russian invasion. WFD's focus, moving forward, will be on strengthening parliamentary oversight, providing more analysis and expertise to committees, and supporting reform-minded individuals.
- WFD is in discussions with Wilton Park about organising a conference to discuss the post-conflict democratic future of Ukraine.

The Chair thanked Chris for his report, the Board noted that they are happy with the direction of the programme located in Ukraine and believe it will provide valued support in the future.

Board members indicated that they would welcome sight of WFD's paper on the state of political parties in Ukraine and any available evidence of the effectiveness of LGBTQ+ programming in the region.

### **3. Report of the Audit & Risk Assurance Committee**

Mark Babington advised that the Audit and Risk Committee had met and focused its time and attention on the annual report and accounts for 2021-22. It was noted that the annual report contained excellent examples of the impact of WFD programmes with context being provided on a human level.

The Board was informed that the 2021-22 financial statements audit was outstanding with WFD and NAO working towards a completion date in July with a pre-recess laying date. Mark noted that there had been some delays in the audit process, which would be examined as part of a lessons learned exercise.

Management confirmed that they would circulate the latest version of the Annual Report and Accounts to Board members.

The Board was asked to approve the delegation of authority to ARC to approve the Annual report and accounts, authorising Mark Babington and Anthony Smith to sign the Annual report and accounts on behalf of the Board, when a final version of the Annual report and accounts is available later in July.

**DECISION - The Board approved the delegation of authority to the ARC to approve, and Mark Babington and Anthony Smith to sign, the Annual report and accounts once finalised.**

**ACTION – The Company Secretary to share the latest version of the Annual report and Accounts with the Board for review.**

Mark reported that the ARC had also endorsed a proposed three-year internal audit strategy, with annual plans that could help build a positive profile of internal controls that could be relied upon by the NAO under new auditing standards.

#### **4. Report of the Programme Quality Committee**

Thomas Hughes advised that the Programme Quality Committee (PQC) met and focused on the proposed changes to the PQC.

Thomas advised that his recommendation was to disband the PQC and replace it with (a) increased Board engagement and international visits, (b) nomination of a Board lead or rapporteur on programme matters, and (c) inclusion of an independent observer of the internal programme oversight committee, there could also be additional oversight of programme management by the ARC.

The Board were asked to approve the proposed change to the PQC.

**DECISION – The Board confirmed in principle agreement to the proposed changes to Board oversight of programmes.**

**ACTION – The PQC Chair should produce a role profile for the new designated board lead role.**

#### **5. Company Secretary Report**

The Board accepted the Company Secretary's report (Doc 3), as presented, noting the update on Board appointments.

The Company Secretary recommended that the agreed changes to Board-level programme oversight should be reflected in amendments to the Board's byelaws, known as the Governance Handbook.

**ACTION – The Company Secretary should propose amendments to the Governance Handbook and circulate to the Board.**

#### **6. Quarterly Progress Report and Corporate Risk Register**

The Board accepted Management's Quarterly Progress Report (Doc 4) covering the Q4 FY2021/22 period and endorsed the latest version of the Corporate Risk Register, as presented.

#### **7. Briefing – 30<sup>th</sup> Anniversary Campaign**

The Board agreed to defer the 30<sup>th</sup> Anniversary Campaign briefing to the Board Away day on 21 July.

#### **8. Any other business**



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There being no other business to discuss, the Board noted that the next formal Board meeting would be held on 15 September 2022, with an away day on 21 July 2022.