



The Westminster Foundation for Democracy Limited

Company number: 2693163

Minutes of Meeting of Board of Governors of Westminster Foundation for Democracy, on 24 November 2022

Meeting *IN-PERSON (PORTCULLIS HOUSE) AND VIA ZOOM: 9:30-11.30am.*

Present: Richard Graham MP (Chair)
Sue English (Vice Chair)
Mark Babington
Rt Hon Dame Maria Miller MP
Thomas Hughes
Anthony Smith (ex-officio, CEO)
Femi Otukoya (ex-officio, Finance Director)

In attendance: Chris Lane (Company Secretary)
Shannon O'Connell (Director of Policy & Programmes)
Airlie Taylor (Deputy Regional Director, MENA)
Clare Scott (Board Secretary)

Welcome and Apologies

On behalf of the Chair, Sue English opened the meeting and welcomed the Board members. It was noted that there were apologies for absence submitted by Rt. Hon Valerie Vaz MP, Brendan O'Hara MP, and Christine Jardine MP.

The meeting was quorate.

Declarations of interest

None were raised.

Minutes and matters arising

The Board approved the minutes of the September 2022 Board meeting. All actions noted as complete.

ACTION 1 – Finance Team to review how the income funding representation is expressed in future reporting to highlight the UK government and non-UK government sources – *Complete, the quarterly report has been reviewed and updated to include the UK government and non-UK government funding sources*

ACTION 2 – The Company Secretary to update the wording of the Fraud champion to Anti-Fraud champion and ensure the contact list is up to date – *Complete, Governance Handbook wording updated as required.*

Chair's opening comments

The Chair offered his apology for his delayed joining of the meeting, he noted that the key agenda items for the Boards consideration was the Programme focus – MENA and the Approach to Party Political Programming.

1. Regional Programme Focus - MENA

Airlie Taylor joined the meeting and provided an update on MENA.

Airlie presented a series of slides to the Board, the main points discussed were:

- How tight funding, a move from predominately CSSF funding in FY21-22 to GIA funding in FY 22-23, has resulted in a reduction in WFD's presence in the region.
- Strengthening democratic mechanisms for Reform, Accountability & Dialogue - Lebanon
- Support to the Coalition of Arab Women MPs to Combat Violence against Women.
- MENA regional youth inclusion programme – Algeria, Lebanon, Morocco.

The Chair thanked Airlie for her report and the Board held a discussion regarding how members could support future funding opportunities for the region as well as providing opportunities to build relationships with other stakeholders they are linked to.

A brief discussion was conducted on how the Programme Leads could monitor the progress of the current programmes as part of their role. It was agreed that the Programme Leads would be provided with a quarterly programme performance review from each region and meet with Anthony Smith and Shannon O'Connell to discuss a monitoring system concerning key issues which can then be reported to the Audit and Risk Assurance Committee.

ACTION – Anthony Smith and Shannon O'Connell to meet with Sue English and Thomas Hughes to discuss a Programme monitoring system.

2. CEO's Report

The Board accepted the CEO report (Doc_2) as presented and noted they agreed with the outlined Goals and subsequent strategic sub-goals.

The Board were presented with the Increasing WFD's Parliamentary engagement paper (Doc_2b) and discussed the proposed "Engagement Menu". The Board discussed and agreed that meaningful engagement with UK parliamentarians could be difficult due to scheduling and a general lack of awareness of WFD's work. The Board were informed that an annual lecture was currently being planned for 2023 and any recommendations for a guest speaker would be well received.

3. Quarterly Progress Report

The Board accepted Management's Quarterly Progress Report (Doc_3) covering the Q2 FY2022/23 period and endorsed the latest version of the Corporate Risk Register (Doc_4a), as presented.

The Board discussed the Quarterly Progress Report and the Corporate Risk Register, with the main points discussed being:

- The Board commented that the videos included in the Quarterly progress report were well received and the breakdown of sources of UK government and non-UK government funding provided a clearer representation of where funding is being drawn from.
- Risk 7: Inadequate or insecure systems and processes on the Corporate Risk Register was discussed by the Board. The risk has increased from Low to Moderate following the recent announcement by the Minister of Security about the scale of cyber threat to

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the UK government and democratic institution. A Cyber Health Check has been commissioned with our internal auditors, which will take place shortly and we are aiming to take steps to achieve an independently evaluated HMG Cyber Essential Plus accreditation by end-March 2023.

4. Company Secretary Report

The Board accepted the Company Secretary's report (Doc_5), as presented, noting the update on Board appointments and HMG Public Body review.

5. Report of the People Committee

Maria Miller MP advised the Board that the People Committee had met in November, it was noted that Jennifer Kelly had confirmed that she would be stepping back from the committee until further notice due to personal reasons.

The Board noted that the People Committee had focused on:

- Annual Pay Awards
- Values and Code of Conduct
- People Strategy Development
- Health, Safety and Wellbeing including Safeguarding

The CEO reported to the Board that the PCS members had recently been balloted regarding strike action. The ballot came out in favour of the action.

6. Report of the Audit & Risk Assurance Committee

Mark Babington advised that the Audit and Risk Assurance committee (ARC) had met in November and were able to report that after an unexpected extension of the audit by the NAO, the 2020-21 Annual Report and Accounts was approved and signed off on behalf of the Board and laid before Parliament.

The Board were informed that the ARC had discussed the findings from a lesson learned exercise that was conducted by NAO and WFD Finance so that subsequent audits were managed effectively with clearly defined outcomes.

7. In-depth review: WFD's approach to Political Party Programming

The Board agreed to defer the WFD's approach to Political Party Programming briefing to the Board meeting in February 2023.

8. In-depth review: our ambitions for an Outstanding Organisation

The Company Secretary presented the Outstanding Organisation paper (Doc_7) to the Board.

The Board accepted the report, and a brief discussion was held on ensuring that strategic progress is monitored and reported back to the Board via the ARC meetings.

9. Any other business

There being no other business to discuss, the Board noted that the next formal Board meeting would be held February 2023.