

The Westminster Foundation for Democracy Limited
Company Number 2693163

**Minutes of Meeting of the Board of Governors held in Committee Room 20,
Palace of Westminster, on Wednesday, 24 April 2013**

Present Gary Streeter (Chair)
Rushanara Ali MP
Tina Fahm
Ann McKechin MP
Andrew Rosindell MP
Rt Hon Andrew Stunell MP
Pete Wishart MP

In attendance Linda Duffield	Chief Executive
Paul Naismith	Company Secretary/Director of Finance
Jamie Tronnes	Director of Programmes
Sarah Leigh-Hunt	Programme Officer, MENA
Philippa Broom	Conservative Party
Nabila Sattar	Labour Party
Iain Gill	Liberal Democrats
Chris Levick	Smaller Parties
Simon Jones	Head of Europe and Democracy Team, FCO
Mark Brownjohn	WFD/Elections, HRDD, FCO
Tamara Moluch	Minute Taker

1. Apologies for absence, welcomes and departures

Apologies for absence were received from Bronwen Manby and John Osmond, who were unable to attend due to the rescheduled Board meeting.

Gary Streeter **welcomed** Rushanara Ali MP and the Rt Hon Andrew Stunell MP to their first Board meeting as Governors. He also welcomed Simon Jones, Head of Europe and Democracy Team in FCO.

Gary Streeter informed the Board that John Glen MP had stood down as Governor with effect from 31 March, following the Board restructuring. He also reported that Ken Jones had resigned from the Board effective 31 March and a new independent Governor would be appointed in due course. The Board was also informed of two staff changes arising from the resignations of Alex Romaniuc, Head of Europe Team, and Tracey Edginton, Strategy and Communications Manager. Gary took the opportunity to thank all for their invaluable contribution to the work of WFD.

2. Conflict of Interest Declarations

None declared.

3. Minutes of Board meetings (Document I)

The minutes of the Board meeting held on 30 January 2013, being an accurate record of the meeting, were **APPROVED** and duly signed by the Chair.

4. Matters arising (not covered elsewhere on the agenda)

ACTION POINT I: Gary Streeter reported that, since the last Board meeting, Linda Duffield had met with the **political parties to discuss their long-term programmes, training needs and**

M&E support. A series of training days on programme design and M&E had been arranged in May and Kate Bunbury would continue to provide support and advice to individual party officers on request. Two events to share best practice with other international partners were also scheduled for June. On 19 March, the Chair, Vice-Chair and CEO had met the political parties to discuss strategic programmes and future work.

TOPICS FOR DISCUSSION

5. Approve programme proposals over £20,000 (Document 2)

E1	Eastern Europe: Liberals in Coalition Total budget £31,184.00 (LibDems Party-to-Party)	APPROVED
M1	Women's Capacity Building workshops Total budget £49,627.00 (Labour Party-to-Party)	APPROVED
R1	Women's Political Day Total budget £92,420.01 (Labour Party-to-Party)	APPROVED
R2	Annual Conference Best Practice Programme Total budget £187,174.90 (Labour Party-to-Party)	APPROVED

Recognising that the long-term benefits gained from the very useful work around party annual conferences could not be captured immediately, Andrew Stunell asked about developing realistic and objective ways of assessing the impact of such programmes. Linda Duffield supported the development of a reporting framework that would evidence the long-term impact and value of such programmes, including the building of strong and effective networks. She would follow up with the M&E Adviser. Philippa Broom suggested that an evaluation report she had presented to the PPC entitled 'Review of the WFD funded UK Election Observation Programmes: Role, Structure, and Results' might prove helpful in this work and offered to re-circulate this to the Board.

Rushanara Ali also supported the development of mechanisms to capture the value of building networks, partnerships and identifying future leaders which were the bedrock of effective democracy building.

Nabila Sattar reported that she had responded directly to all comments on the three Labour proposals made by Governors and confirmed that all issues had now been resolved.

- ACTION POINT 1:** Responses to comments on draft programme proposals to be copied also to the CEO.
- ACTION POINT 2:** WFD to look at M&E tools to measure the impact of party conference work and long-term relationship and network building.

6. **Agree Board's future work plan and working arrangements** (Documents 3)

The Board discussed and **APPROVED** the following changes to the work of the Board;

- i. The Board would meet five times a year in future. Dates for the remainder of 2013-14 were agreed as follows: 26 June, 4 September (agreed following Board meeting), 20 November and 5 February. Meetings would be scheduled from 09.30 to 11.30.
- ii. The **work plan** for 2013-14 (Annex to Document 3).
- iii. The **quorum** for Board meetings would be:
 - Four governors, two political and at least one independent governor until September 2013 and two political and two independent governors thereafter. All governors were appointed to the Board with the same responsibilities and the Board aimed to work collectively without distinction between political and independent governors.
- iv. **Away Day** – see Agenda item 7 below
- v. **Handling future programme proposals** - the Board discussed three options for consultation and discussion of the programme proposals as set out in the paper and agreed on option A, which would involve prior consultation of the Board on all draft proposals. In future, therefore, all new programme proposals would be circulated to Governors, as well as FCO, DFID and the CEO, approximately one month before each Board meeting to provide an opportunity for written comments before programmes were finalised. All comments would be sent to the CEO (via Tamara Moluch) for forwarding to originating party or programme team allowing time for any additional material to be included or adjustments made to the proposals ahead of the Board meeting. Governors would also be asked to indicate any particular issues or programmes they wished to have a substantive discussion on, enabling the Chairman/CEO to plan the Board's time more effectively. The Board asked that:
 - sufficient time be provided for pre-Board consultations;
 - the process and proposal forms be streamlined wherever possible;
 - deadlines be made clear and respected by all to ensure adequate scrutiny.
- vi. **Urgency procedure** - urgency proposals would be submitted to all Board members by the CEO electronically (copied to FCO/DFID) allowing five working days for consultation. The quorum for approval would be four Governors (as set out above). If any Governor expressed significant reservations about a proposal, it would be referred for discussion to the next Board meeting.
- vii. **External bids**: to keep the Board informed and allow opportunity for discussion of external funding opportunities, the CEO would in future circulate all external funding bids in draft to the Board with a covering summary/analysis for approval before being submitted to the donor, where the donor's timetable allowed. If this were not possible, the CEO would consult the Board electronically as per the Urgency procedure. Concept notes or expressions of interest, prior to a bid, were often requested by donors at short notice. These would be copied to the Board for information as well as to political parties where party work might be included. The Board would also have the opportunity to review all externally-funded programmes as part of its agreed work plan.

Sub-Committees:

- viii. No changes were proposed to the Audit Committee. (The one vacancy on the Committee to be filled once a full complement of Governors was in place.)
- ix. No changes were proposed to the Terms & Conditions Committee. (A new chair and members of this Committee would be appointed once a full complement of Governors was in place.) Pending this, the Chair and Vice-Chair would be consulted by the CEO on any relevant issues.

The Parties Management Group (an informal group) would be discontinued.

Use of IT:

- x. Board members requested that all Board papers should continue to be distributed to Governors electronically and in hard copy. Any Governor wishing to receive electronic copies only to notify Tamara Moluch.

Role of CEO and Executive Team:

- xi. There was a brief discussion of the role of the CEO and her executive team in line with the duties set out in the Management Statement and consistent with the CEO's role as Accounting Officer. The Board encouraged further steps to reinforce linkages between the parties and programme teams, improve working arrangements, long-term planning and joined-up working. The Board did not change the delegated financial authority to the CEO (currently £20,000) but agreed this should be kept under review.

7. Agenda and date for Away Day (Document 4)

The Board **AGREED:**

- To hold an Away Day on the morning of Wednesday 19 June 2013 in Parliament (09.00-13.00);
- The first part of the meeting would be for Governors only and staff and party officers invited to attend the discussions later;
- An informal dinner for Governors and CEO on the eve of the Away Day (18 June) to be considered;
- Topics for discussion to include strategy review, party work, and the move towards joined up programming.

ACTION POINT 3: **Governors are invited to send further suggestions for discussion at the Away Day to Linda Duffield who would circulate a draft programme.**

8. Board Risk Appetite Statement (Document 5)

Paul Naismith introduced the draft risk appetite statement and sought Board endorsement for the approach it outlined for the development of a Risk Appetite Statement which would form part of WFD's risk management framework. He highlighted the need for the Board to agree the discussion framework around the varied risk levels of WFD's many different types of activity. Tina Fahm commended this approach, adding that the discussion framework being considered summarised the main categories of risks for which the Board was collectively responsible and was fully cognisant of, and had put in place, appropriate mitigating measures.

The Board asked that the risk appetite statement acknowledge WFD's specific remit as an 'arms-length' body set up to manage risk associated with its work on governance. Rushanara Ali said that the risk statement should also acknowledge the fact that external political factors were outside WFD's control and that WFD needed to be innovative and develop new relationships, and that its work was distinct from that of FCO or DFID in this field.

The Board **ENDORSED** the approach as outlined. It also **AGREED** that staff should be consulted on the wider risk issues surrounding Health & Safety and that the Risk Appetite Statement should be on the agenda at the forthcoming Away Day in June.

Reports for Information

A. COMMITTEE REPORTS

a) Audit Committee (Documents 6)

Tina Fahm introduced the minutes of the 19 March meeting, recording a vote of thanks to Ken Jones who had served on the Committee over the past five years and had greatly contributed to its work. She reported that the Committee had discussed the impact of the withdrawal of Bangladesh funding; and that the NAO were currently working on WFD's final accounts and had given assurance that they were satisfied with the accounts to date. There had been little change in the Risk Dashboard as at March 2013 and its balance remained unchanged. Finally, she drew the Board's attention to the NAO Fact Sheet that outlined corporate governance good practice and guidance which she felt was important to share with the Board.

The Board **NOTED** the report.

b) Projects and Programmes Committee (Document 7)

With the abolition of the PPC, the minutes of the 15 January 2013 meeting were signed by the Chair of the Board. The one outstanding action point concerned the party-to-party Conservative 'Proyecto Venezuela Youth Development' programme and Philippa Broom confirmed that recent in-country events had prevented some anticipated activities taking place.

The Board **NOTED** the report.

c) Terms & Conditions Committee

The Board **NOTED** that the Terms & Conditions Committee had not met this quarter.

d) Parties Management Group

The Board **NOTED** that the PMG had not met this quarter.

B. Other Reports

a) Chief Executive's report (Document 8)

Linda Duffield highlighted:

- Party officers and regional teams were now beginning to compile material for WFD's first annual report to the External Evaluators, FCO and DFID. This would be shared with the Board in draft ahead of its June meeting;
- WFD was looking carefully at the reasons behind DFID's to close the Bangladesh programme, including the fact that DFID's current expectations and the political context were very different from when this programme was first designed. She had asked Jamie Tronnes, WFD's Director of Programmes to prepare a report on the programme closure including lessons learnt. Ann McKechin asked that this included specific lessons learnt in the area of M&E. The report would be considered by the Board at its June meeting.

With reference to WFD 'becoming a leader in democracy assistance', Pete Wishart suggested that, in order to achieve this goal, WFD would need to be better positioned to respond flexibly to current and emerging needs. In support, Rushanara Ali said that the current situations in Bangladesh and Venezuela illustrated the way in which political events affected WFD's work and this fact would also need to be made explicit when reporting to funders.

The Board **NOTED** the report.

b) Programmes approved since the last meeting of the PPC

The Board **NOTED** the report.

c) External funding proposals at bidding / concept stage

The Board **NOTED** the report.

d) Summary of all programme commitments from April 2012

The Board **NOTED** the report which it felt was a useful snapshot of WFD's work. It noted that the discrepancies between budget approvals and budget allocations were due in part to the fact that funding allocations for 2013-14 had not yet being included.

e) List of open / closed projects and programmes

The Board **NOTED** the report.

f) Finance Director's report (Documents 9)

Paul Naismith highlighted:

- Full-year allocations had been utilised but only after £450,000 of DFID funds had been moved into the next financial year;
- About 25% of programme funds had been disbursed in March which had put a lot of pressure on all the teams. He hoped for a more even annual spend in future.

Andrew Stunell pointed out that uneven spends had become a regular occurrence and asked if something could be done to prevent this in future. Acknowledging the problem of deferred activities due to external political events, Paul Naismith agreed that better planning was part of the solution.

g) **Final budget for 2013-14**

The Board **NOTED** the final budget for 2013-14 which contained two compensating changes to the budget presented in January 2013.

h) **Freedom of information requests**

The Board **NOTED** that none had been received in this quarter.

i) **Details of programmes for publication on website**

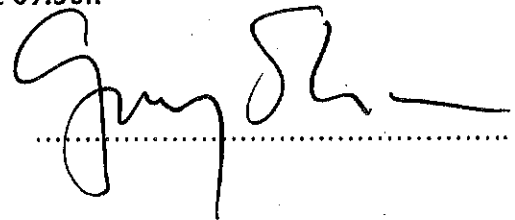
The Board **NOTED** the report and **AGREED** the exemptions to publication.

9. **Any other business**

ACTION POINT 4: A WFD Board calendar including the agreed work schedule to be circulated to Governors, political parties and staff.

10. **Date of next meeting: Wednesday, 26 June 2013 at 09.30h**

Chair

A handwritten signature in black ink, appearing to be 'Guy Sturt', written over a horizontal dotted line.

Date: 26 June 2013