

The Westminster Foundation for Democracy Limited

Company number: 2693163

Minutes of Meeting of the Board of Governors held in Committee Room 19, Palace of Westminster on Wednesday 18 November 2015

Present Sir Henry Bellingham MP
Rushanara Ali MP
Ken Caldwell
John Osmond
Dame Margaret Hodge MP
Simon Walker
Alex Salmond MP
Anthony Smith (CEO)
Paul Naismith (Finance Director)

In attendance Kerrie Doogan-Turner (Board Secretary)

1. Apologies

Jeffrey Donaldson MP, Andrew Rosindell MP and Bronwen Manby sent their apologies.

2. Conflicts of interest

There were no new conflicts of interest to declare.

3. Matters arising

The Board welcomed Simon Walker as a new independent Governor to the WFD Board. Simon introduced himself to the board and spoke of his long-standing interest in international affairs and governance issues, starting with his experiences in the anti-apartheid movement when growing up in South Africa.

4. Minutes of Board meeting held on 18 November 2015 (Document 1)

One substantive change: include Margaret Hodge in list of Governors present.

5. CEO's Report (Document 2)

Transparency

Anthony outlined the progress made to update WFD's transparency measures. Kerrie Doogan-Turner has taken responsibility for updating WFD content and planning publication of key documents going forward.

Ken Caldwell was pleased to see the progress made and requested that the updated transparency policy should be approved by the Board at the next meeting in May. He raised concerns regarding who would be responsible for the redaction of sensitive programme information and Anthony informed him that the Senior Responsible Officer for the programme would be responsible for redaction of proposals, quarterly reports and programme completion reports.

Action Point 1: Kerrie Doogan-Turner to draft note outlining WFD's transparency plans for the Board to approve

Venezuela

Anthony reported on his visit to Venezuela last week, which was the first in a three-part engagement between now and the end of March. Anthony said that he thought there was a strong case for looking at a longer-term WFD programme there.

Margaret Hodge raised questions about the other actors already involved. Anthony said that there was no significant support to the National Assembly from other organisations, partly because the major players in the United States (NDI/IRI) could not operate in Venezuela.

CPA - International – UK

Anthony outlined his recent meeting with the Secretary General of the Commonwealth Parliamentary Association and suggested there is greater room to strengthen the relationship with WFD. Anthony also said that he was working to strengthen the relationship with CPA UK and would report back to the Board on this.

Rushanara Ali welcomed closer collaboration and exploration of any overlap that exists in countries where both organisations operate. She noted that the styles of working are not exactly the same.

Oversight and Performance Monitoring

6. Quarterly Business plan update

(Document 3)

Paul Naismith updated the Board on the progress towards implementation of all programmes. He flagged the issue of underspend that is associated with 2015 being an election year and there being significant restructuring in some party offices.

Paul outlined the importance of keeping WFD funders at the FCO and DFID informed about current levels of spend. His next steps are to explore options for carrying over money into next financial year.

Alex Salmond thought that the delays in spend due to the combination of the UK general election and staffing changes in some of the party offices would be understood by key ministers. There would be greater reputational damage to WFD if they implemented lower quality programmes simply in order to spend their total allocation for the financial year. The Board agreed that the approach to underspend should not be to encourage spending for the sake of meeting the allocation.

Margaret Hodge flagged the significant underspend of the integrated programmes in Kyrgyzstan and Ghana. Paul noted that the programmes had encountered start up delays because of political developments in those countries but he has been through plans with programme teams and is convinced they will now meet their targets.

John Osmond raised concerns about the small number of proposals that have been approved. Anthony explained that an intensive dialogue happens about the viability of a proposal before it is submitted for approval. In most cases WFD already had a presence on the ground, including key networks and relationships, so once a programme is approved it is relatively easy to begin implementation. The examples where significant delays have occurred is when we are opening a programme in a new country.

Paul noted comments about the format of the Business Plan which he has addressed when drafting the 2016/17 version including a greater emphasis on the budget.

Risk Management

Anthony flagged two areas that the Board might like to explore regarding the WFD risk management framework: Risk 1 – political engagement and Risk 5 – reputational risks.

Action Point 2: The Board will examine in greater detail the WFD risk appetite at the Board meeting in May.

7. Summary of Programmes (Document 4)

Margaret Hodge asked for the use of more accessible language in the summary. She also raised concerns regarding the amount of programmes that were still in the design phase and how this can impact on spend. Anthony highlighted how 2015 marked the beginning of the new funding cycle and the decisions on where to operate meant that many programmes were not planned to start until the end of 2015.

John Osmond requested that the summary in future focuses more on flagging to the Board what programmes are experiencing difficulties. He would welcome a traffic light system to help the Board see areas for concern.

8. Programme Quality Committee (PQC) (Document 5)

Ken Caldwell reported to the Board on the progress of the PQC. He noted some positive work including the review of the annual strategy process, the research partnership with Oxford University and that the PQC creates a forum for discussing the regional context of where WFD operates. He noted the risks associated with the Rapid Response Fund and warned that it could be in danger of being used as a top up fund.

9. Terms and Conditions Committee (T&C) (Document 6)

Alex Salmond noted the main points from the most recent T&C committee meeting. He welcomed WFD's move to gain Living Wage accreditation, as well as the decision to split performance pay across all levels of the organisation equally. He noted the potential security risks to staff when travelling overseas and stressed the duty of care of WFD.

Ken noted that the PQC have organised for REDR to review the WFD security policy and invited the T&C committee to review the outcome once it has been circulated.

Action Point 3: T&C Committee to meet later in 2016 to review WFD security policy.

10. Audit and Risk Committee (ARC) (Document 7)

John Osmond provided an overview of the recent ARC meeting. On Risk, it was noted that concerns had been addressed regarding the sub-risk registers and generally good progress had been made.

John flagged concerns regarding the role of the Board on performance management and approving the annual report and accounts ahead of their submission to Parliament in July. He noted that the next meeting in May does not fit with this schedule. Ken noted that the narrative for the annual report is equally important as the accounts.

The Board AGREED to review and sign off the accounts via email ahead of their submission to Parliament in July.

Action Point 4: Anthony to circulate annual report narrative as part of May Board papers for Board approval at 11 May Board meeting.

Governance

11. Draft Business Plan 2016/2017 (Document 8)

Anthony informed the Board that the Business plan format has changed based on recommendations of the internal audit report on performance reporting. The business plan will no longer be updated quarterly as of this year, but instead there would be a separate quarterly performance report which would be very concise and contain a manageable number of key performance indicators.

Ken suggested that the business plan should focus most on what we want to achieve. It should also show how we were learning from what works in each programme. The language on WFD's geographic scope should be made consistent throughout the document, and the ambition to secure £2m in additional funding should be set out clearly.

The Board APPROVED the budget for 2016/17, including the reallocation of the resources that had been earmarked for the UKIP programme to the parties in the Multi-Party Office in line with the Board's decision in September.

Action Point 5: Anthony to amend the draft business plan in light of the comments made at meeting and circulate by e-mail for Board approval

12. Delegation of Authority (Document 9)

Anthony presented the draft Delegation of Authority policy that outlines the WFD Board's responsibility and accountability over what the Foundation does.

The Board APPROVED the Delegation of Authority policy.

13. Value for Money framework (Document 10)

Anthony outlined WFD's Value for Money framework which demonstrates how WFD can provide assurances on value for money in our operations. It was noted, on recommendation from the ARC committee, that WFD should increase the efforts to capture our measurement indicators.

Policy

14. Annual Strategies (Document 11.1-11.8)

Anthony outlined the new process for approving Annual Strategies and noted that it was agreed last year that the Board would take a key role in approving a clear strategic framework for WFD as a whole.

The Board requested more time to review the annual strategies. The Board will discuss in more detail the Annual Strategies at the WFD Board Away Day in April 2016.

In the meantime, the Board was happy to comment on the strategies by e-mail in line with the planned timeframe for comment within WFD and with the FCO and DFID, which will continue as planned.

The Board APPROVED the annual budgets and in principle the annual plans.

15. Any other business

None.

16. Date of next meeting

The next board meeting will take place on Wednesday 11 May 2016.

The Board away day is scheduled for Thursday 14 April at 11:00. Simon Walker has kindly provided space at the Institute of Directors for the meeting.