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 Inglish (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