

## Restless Development

### Report on Trustee Meeting, 26<sup>th</sup> July 2016

#### Attendance

Attendance is reflected in the following table. Members of the [International Board of Trustees](#) are listed in the left; [Senior Management Team](#) members are listed on the right. The meeting was chaired by Martin Hayman, chair of the Board of Trustees. The meeting was held at the Linklaters offices in London, UK. Apologies were received from Jenny Duvalier, Matthew Otubu, Ed Francis, Gemma Graham and Ben Sheahan. Catherine Stevens and Jawed Neshat represented for Gemma Graham and Ben Sheahan, respectively. Matt Sparks (Linklaters) and Jack McQuibban (Restless Development) attended for the first two sessions (Welcome, World Humanitarian Summit) only.

Meeting Dates	28 Apr	28 Jul	15 Sep	07 Dec	26 Jan	26 Apr	27 Jul		27 Jan	28 Apr	28 Jul	15 Sept	07 Dec	26 Jan	26 Apr	27 Jul
Hannah Bronwin	☒	●	●	●	●	●	●	Ed Francis	●	●	●	●	●	●	○	○
Jenny Duvalier	○	○	●	●	●*	○	○	Nik Hartley	●	●	●	●	●	●	●	●
Affan Cheema	☒	●	●*	●	●	○	●	Gemma Graham	○	○	●	○	○	●	●	○
Jon Gorrie	●	●	●	●	●	○	●	Perry Maddox	●	●	●	●	●	●	○	●
Saffi Jones	●	●	●*	●	●*	●	●	Ben Sheahan	●	●	●	●	●	●	●	
Tom Kabuga	○	●	●	●*	●	●*	●	Alex Kent	☒	☒	☒	☒	☒	☒	●	●
Carol Monoyios	●	●	●	●	●	●*	●	Kate Muhwezi	●	●	○	●	●	●	●	●
Mathew Otubu	●	●	○	●	●*	○										
Aamirah Patel	☒	☒	☒	☒	☒	●										
Jim Sewell	●	●	●	○	●	○	●*									
Myles Wickstead	☒	●	●	●	●	●	●									

● In attendance      ○ Absent/apologies      ☒ Not a Trustee/Resigned      \*Via Phone/Skype

#### Welcome

The Chair welcomed everybody to the meeting and thanked Hannah for arranging for the meeting to be hosted at Linklaters. The Chair introduced Matt Sparks, Head of CSR for Linklaters. Matt explained his role and talked through examples of pro bono work that Linklaters had conducted for charities.

#### World Humanitarian Summit Briefing

Jack McQuibban, (Restless Development Advocacy & Networks Coordinator) presented a summary debrief on the World Humanitarian Summit (May 2016, Istanbul). This included: an overview of the summit; the agency representatives from the Agency at the summit – including two young people from Sierra Leone who worked in direct humanitarian efforts; activities during the summit including meetings with officials at the highest level, the ‘Youth Compact’ that was launched at the summit and the development of a structured continued partnership with Crown Agents. He noted how the topics of the summit linked directly into the agency’s new strategy especially around the Leadership goal. A discussion followed around: how the agency’s model could be replicated in other emergencies; how the goals of the new strategy provided an opportunity to build a model that can be replicated in other cases of humanitarian emergency; the need to be clear and how the agency differentiates its work from or adds value to existing initiatives; and, whether the agency would have the credibility to replicate the model outside of its current countries. It was noted that the agency is not looking to become a new Humanitarian response agency but rather to offer expertise on the engagement of youth and local communities in building resilience and leadership at the heart of humanitarian and development responses.

## **Minutes & Matters Arising**

The minutes and actions of the last meeting were agreed and approved. It was noted that, in the light of increased demands on their time, both Saffi (at the July meeting) and Jenny Duvalier (in December) would be stepping down from the Board. The Chair also congratulated Alex Kent on her new role as International Director, Strategy, and Saffi Jones on her recent wedding.

## **CEO Report**

Nik Hartley presented several key elements of his report. He noted the rise in scale and financial sustainability of the country programmes, which is the foundation to the Hub model to be launched with the strategy. He noted that the majority of Country Programmes had annual turnovers of £1 million or more, and in countries like Nepal, Tanzania and Sierra Leone were considered a significant contributor to national development interventions. He noted that this growth could easily be obscured by focus on the slower growth of unrestricted fundraising and the soon to be post-PPA world for Restless Development. The commensurate modelling was to focus on fully costing the growth of our Hubs, combined with decentralisation of our international functions.

In the shorter term, along with post-PPA funding, in light of the Referendum, Brexit has now been added as an additional risk to the Agency's risk register. The CEO ran through the key risks and opportunities linked to this before the subsequent focus session.

Referencing the reforecast, the CEO reminded Trustees that this year our target for unrestricted funding for carry forward into the new budgets would fall short between £200k and £400k, which would impact on the two-year budgets to be submitted for the September meeting.

He added that the 'no surprises' part of the report included an update on the London office lease and the process of negotiation and renewal which was underway. The SMT moves were also highlighted and confirmed. Gemma Graham remains the acting COO for a cover of paternity leave from September to March. During this period the Agency will have a COO and CEO throughout. Ed Francis is progressively transitioning back into work and Carron Basu Ray is the Acting Director of Programmes while he does so.

He gave an update on the Tanzania theft and reported that the Finance Director has been to Tanzania twice responding to the incident, the lessons learnt and building a plan to respond to each in Tanzania over the coming 12 months. It was asked whether the Agency will press charges for the theft in Tanzania, the response was it will but it will be via the Bank in Tanzania as they will pursue the individual. The Agency is being advised by a lawyer at each stage.

He also updated on the allegations in Sierra Leone that are being reviewed by an external auditor at present. The Finance Director had been there recently and found that none of the allegations could be substantiated. He noted though that systems were under considerable pressure during the Ebola response and that he had found important lessons to help upgrade these systems. With that in mind a three-month 'project' was underway, led by the People & Performance Director, to ensure high performance of the unit. The Country Director will be stepping down later in the year, and a consultant is being deployed to work over the Country Director to lead for a change process for three months.

A question was raised around the decision to not replace the Investments & Partnerships Director on an interim basis. The CEO confirmed that this role will not be backfilled and instead the duties have been dispersed amongst the team. The Chair requested to keep this under review and asked for an organogram of the proposed structure of SMT at the next meeting.

## **Brexit & Strategy Update.**

Nik Hartley confirmed the agency is waiting to hear decisions around DFID funding shortly. Priti Patel's new role as the new Secretary of State for International Development was discussed. It was noted that the Government is expected to stick to its manifesto agreements. It was requested that once there was an announcement on future mechanism, Trustees be immediately updated.

He referred to the success of the recent CEOs meeting hosted by the Agency, aimed at supporting organisations to be 'collaboration ready' and to develop a stronger unity of voice for government investment in development. A follow up meeting is to be held on International Youth Day, 12th August 2016 with Heads of Funding/Partnerships from the same organisations. The Agency's new Global Strategy is to be launched on 12th August 2016. This includes a short Animation, a document, and Handbook to the Strategy. The Agency is coordinating around forty Youth Power events to take place on that day around the world. He made reference to the successful internal strategy launch on Values Day (5th July 2016).

### **Dashboard and Risk Register**

Perry Maddox gave a summary of the Dashboard. He confirmed 6 months of sustained high performance across the Agency and that there were no worrying indicators this quarter. However, he anticipates a dashboard dip, especially with Sierra Leone's change management underway, as we enter the new financial year. He confirmed that two risks on the risk register in relation to: 1) the leadership change in Sierra Leone and parallel SMT/support stretch; and 2) ICS with the change of approach from the Contract Management Unit and commensurate increased external pressure on how the scheme is now being managed. He discussed the mitigation for both of these risks. With regards to safety and security, he noted: 1) the successful mitigation of risk from the recent 'Stay Away' movement in Zimbabwe led by Country Director through a bespoke risk assessment and response and 2) elections in Zambia are due to take place 11th August with all volunteers to be out of placement before then. He noted that SMT had been meeting weekly to assess the impact and any changes related to Brexit. An action was proposed for all Committees to present a new set of reviewed bottom lines before December 2016, so the COO could incorporate in his overall review

### **Deeper Dive into Risk**

The F&A Committee presented on the work the committee had done following the Away Day session on modelling a deeper dive into key risks. It had assessed seven key areas around the process of risk management and mapped this against the functions that Trustees had on each area. It then considered where and how Trustees could take more ownership of risk. The proposal was that the F&A Committee would take up ownership of the ongoing governance of risk and delegate activity to individual committees. The risk register would be looked at during the F&A Committee meeting and they proposed that the COO come to that meeting. They also proposed an annual top down review of the risk register by the Board. The Chair confirmed that the Board must remain ultimately responsible for risk oversight and that risk reporting would still come to Board meetings. The CEO explained the process of how the risk register is reviewed at present as well as where the ownership sits. It was agreed that in some circumstances, committee members are not necessarily regularly engaging with risk fully and that a training session conducted by F&A would be welcome. It was proposed that a document clarifying the roles and responsibilities of risk be prepared by December 2016.

### **Finance and Audit Committee Report**

Jon Gorrie talked through the Q3 forecast, highlighting the areas of improvements and then current shortfalls in Sierra Leone and Tanzania. It was confirmed that this position was reviewed against the impact of reserves and that worst case the reserves would be £830K. As this would be within or close to the risk-assessed reserves-target, it was agreed no urgent action needs to be taken. He agreed that the specific use of reserves for the incident in Tanzania and the alleged incident – if found true - in Sierra Leone were the right use of reserves. He confirmed that he was comfortable with the current position. The committee confirmed that the internal audit process has recently been completed barring the London office, which will happen later than planned through a pro-bono Deloitte partnership. The Head of Finance explained the findings of the audit, highlighting where resources need to be allocated correctly to manage risk. It was confirmed that a plan will be put together to address the findings and then reported on a quarterly basis to the F&A Committee.

### **Investments and Partnerships Committee**

Carol Monoyios discussed the report, noting the latest reforecast is projecting record income in unrestricted funding for the fiscal year. The growth will not yet match the PPA investment; however,

this income continues to be found through full cost recovery through new and expanding contracts. The Prospects Director has been tasked with leading work on new business to meet this need. The Committee confirmed an increasing demand from private sector consultancies around youth expertise which they are currently mapping out for how this can be managed within our present systems. During the strategy launch, a specific event held with donors and new prospects is being hosted on 12th August 2016; an invitation was given to all Trustees. It was confirmed that the Prospects Director's maternity cover has been appointed and will start at the end of August. An action was proposed to look at how the fundraising committee members (non-trustees) could be more involved with the full Board. The Chair congratulated the committee Chair on her new role as SMT of WWF International.

### **Programmes and Policy Committee**

Jim Sewell began by addressing the Safeguarding Policy, reminding the Board of the iterative stages, including their own input, and asked for the Board's approval on signing off the policy. The Board approved the Policy and congratulated the People Committee for their cutting edge work on this crucial area. The timeline was highlighted around the rollout of the policy and how the activity will be tracked quarterly in the committee meeting. He highlighted the efforts around learning/training and how this be maintained over a period of growth and that managers are trained effectively to ensure the necessary skills are in place to deliver the new strategy. The committee Chair referred to the recent global People survey. He noted that the engagement rate was extremely high relative to any sector and that the outcomes were all higher than the last survey and nearly all way above benchmark-levels. Only one score had slightly decreased in line with development opportunities.

### **Focus Session: Restless Development Nepal**

Perry Maddox introduced Ravindra Shakya – the Nepal Director – who then presented to the Board on a pre-recorded video. Ravindra noted the response since the earthquake in Nepal, building its work into one of the biggest community-led recovery programmes in the country – with over 500 temporary centres, 40 partner NGOs and the biggest recipient of investment from Unicef in the country. Perry Maddox then gave brief highlights his visit in February to Nepal around the radical change that they have undergone over recent months and the size and scale of the programmes they were running. He confirmed their delivery and scope echoes the plans for the new strategy. He noted risks were around funding and how the finance systems are being stretched but that we are learning lessons from the rapid growth in Nepal and making sure Ravindra and team are closely managed. He confirmed that the Directors Conference on 5th- 16th December will be hosted by Nepal and extended an invitation to all Trustees. A comment was raised to consider having a Board meeting overseas, the response being that at present this would be an expense issue.

### **AOB**

Nik Hartley announced that there were two upcoming weddings in July; Ed Francis, Director of Programmes and Roseanne White, Head of Global Policy. The Chair recorded congratulations for both. He also confirmed that Greg Lavender, Uganda Country Director, Alex Kent, International Director, Strategy and Ravindra Shakya, Country Director Nepal will be designing the Conference session with support from the SMT.

He reminded all Trustees about 12th August 2016 external Strategy launch and International Youth Day and invited Trustees to be part of this. There is also a dinner held by David Reid on the 20th September 2016 to which Trustees would be welcome to attend.

The Chair thanked Saffi Jones in light of her stepping down and gave a summary of Saffi's incredible value and input through her time as trustee on the Board. The Board wished her well as she stepped down and expressed the hope that she would stay engaged with Restless Development.

The Chair mentioned the HR-specialist Board recruitment process is currently underway and interviews will commence on Thursday 27th July 2016.