

Restless Development Report on Trustee Meeting 25th July 2017

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 Restless Development offices in London, UK. Apologies were received from Mathew Otubu.

Meeting Dates	27 Jul	15 Sept	29 Nov	24 Jan	10 April	24 April	25 July		27 Jul	15 Sep	29 Nov	24 Jan	10 April	24 April	25 July
Hannah Bronwin	●	○	●*	●	●	●	●	Ed Francis	○	○	●	●	●	○	●
Affan Cheema	●	●	○	●	○	●	●	Gemma Graham	○	●	●	●	●	●	●
Jon Gorrie	●	●	●	●	●	●	●	Perry Maddox	●	●	●	○	●	●*	●*
Carol Monoyios	●	○	●	●*	●	●	●	Alex Kent	●	●	●	○	●	●	●
Mathew Otubu	○	●	●	●	●	●	○	Tracey Cunningham	☒	☒	☒	☒	☒	☒	●
Aamirah Patel	●	●	●	●	○	●	●	Nik Hartley	●	●	●	●	●	●	●
Jim Sewell	●*	●	●	○	●	●	●*	James Sole	☒	☒	☒	☒	☒	☒	●
Myles Wickstead	●	●	●	○	●	●	●	Graham Leigh	☒	☒	☒	●	●	●	●
Charlotte Eaton	☒	☒	☒	●	●	●	●								
Anand Aithal	☒	☒	☒	☒	●	●	●								

Trustee only session: The Chair led the trustees through a short trustee-only session, updating on the initial stages of the CEO-recruitment, as well as an update from the incumbent CEO on leadership movements and plans more generally.

Welcome: The Chair then welcomed everyone to the meeting.

Minutes and matters arising: The Board welcomed James Sole as the new Finance Director.

Regarding ICS returns, the International Programmes Director noted that following implementation of the action plan, returns are within the threshold of the contract across the Consortium. We will keep the Board up to date.

Other items had been completed or would be completed under the agenda. The minutes were approved.

CEO report: The CEO introduced the new strategic papers including the Agency Plan, to be spoken about in more detail later in the meeting. He urged all trustees in addition to read and share the annual report. He introduced the agency plan and strategy products and how these documents will guide the Agency's activities for the 5 years ahead. The Agency Plan is an internal working document that we are making public as part of our two-way 'dynamic accountability'.

Key features of the CEO report:

Following a letter to the Secretary of State for International Development, she has written back and has invited us to meet one of her Ministers of State for DFID. The aim is to re-build commitment to the youth-led development and change agenda.

The CEO noted the exciting global work Restless is doing driven by our national Hubs across East Africa as well as Liberia.

The CEO updated on the Office move. The new office is current being fitted out. As planned the move will ensure significant savings against our current landlord's proposed near doubling of our present rent. The move has been well received by staff. The office is not as large. On the other hand it is very close by, with a well-respected partner and there will be incomparably improved Internet (fibre optic). The move is likely to be in October.

Gag rule – This is a USA government restriction on work that connects with offering abortion services. We are viewing the implications and if we ever need to make a decision that will affect Restless Development's global strategy or business, it will be brought to the Board.

The Senior Safety and Security Manager will attend the December Trustees meeting to update on Crisis in Management (fire, terrorism, computer failure in the UK) and Health and Safety (including safeguarding).

The CEO noted that the quarter three forecast later in the meeting will balance without any impact on reserves. This re-forecast has been a difficult process in light of the cutting of a significant grant in Sierra Leone, but also demonstrated the immense pulling together of the whole global agency over the past five months.

Plan for new KPIs and essential standards: The Quality Assurance Director presented the new Quality Assurance function. The core functions of the Unit are: Internal audit function, monitoring performance, performance & quality improvement and monitoring & reporting risk. The delivery model is collaborative and working across the agency – both through the other four international units and all Hubs. The timeline will be the first iteration of standards released in November and second iteration in April 2018.

The Quality Assurance Director described the hierarchy of indicators, as well as some assurance and risk mapping. He was asked if this is a scalable framework i.e. if we were to grow, would it need to change. He expects that the answer is no, but needs to do some more testing.

A question was asked on how this process is being communicated to Hubs and how country Boards will assess this. The Director explained that it has been developed at every stage with Hubs in the process, and so Hubs are on-board and have some KPIs in place already. The idea is to create a framework to give a clear overview so it should be an easy access guide for Boards.

The Quality Assurance Director suggested we have a delegate from each Board sub-committee to talk through before it is launched (after all Hubs and teams have had input).

Strategy Update: The Strategy Director gave an overview of strategy development to date. Values Day (July 5th every year) was a significant internal moment where all Hubs had the same global strategy training. The next moment will be the UN's International Youth Day (August 19th), where we will be reaching out on our new strategy to thousands of young change-makers across the globe. The concept and principles of the Youth Collective are increasingly understood by staff. KPMG are coming in next week to help with a value for money option to deal with the tech side. We have been presenting some of this externally

such as at the Family Planning summit. A strategy video will be coming out in time for Youth Day.

The COO spoke about learnings from the launch of the last strategy – not least the advantages of building it in parallel with rebranding and new global funding (the PPA). We don't have either of these as a platform this time. We are therefore focusing on a big change process and recently the focus has been on building 'strategy products' and leadership of our Heads across the Agency at a strategy conference. Crucially the new Agency Plan (in the Trustee packs) outlines how the outcomes will be achieved. We will be setting baselines in September for each of the sections of the Agency Plan. Accompanying strategy products include: *From Development to Change*, which describes the theory of change, and the *Financial model* – which is vital for the Board as it builds a model for a growing sustainable business. The COO talked through the strategy conference of Heads, held in India. This challenged the Heads to understand and take leadership of the strategy in each Hub and Unit. It was also a chance to address the big challenges of the year – including the recent re-forecast and building Restless into the highest performing ICS agency in the final year. Heads are now leading globally to get staff to walk and talk the strategy, embedding the strategy into practice. Hub level management will need to make the biggest change for this to happen.

It was asked who the strategy video will be for. Alex explained it's mostly targeting Restless staff, partners and associates through our Hubs and the Coalition, but will also be able to be shared with partners and donors.

Q3 Forecast and Cash-flow: we are now projecting a balanced position (irrespective of any pipeline income), with just under £16million of income against the same expenditure globally. In summary we are projected to retain the full £1.1 million of global reserves. However the impact of losing the grant in Sierra Leone has meant likely use of 'Waterworks' (up to £400k) designated for the following budget year. A lot of work has been done by Hubs, pulling together to get to this excellent position. .

There will be some additional one off costs due to the office move, but overall significant savings.

The Finance Director showed the initial 'zero-draft' 17/18 budget summary which is the focus of the next month leading firstly to a week-Budget-retreat in August and then the presentation of the budget in September to the Board. Members of the F&A Committee have also been inputting at different stages and will do one more time before presentation to the Board.

The Finance Director noted it has been a busy quarter for the finance team, including staff-change management – not least appointing his successor a new Head of Finance (offer accepted by an excellent external candidate) – as well as preparing the budget process, and overseeing the office move.

Internal Audit Update: The aim of the new internal audit system – to replace the one carried out for the past six years - will be to incorporate internal audit tests into the essential standards. Graham presented final year of the Internal Audit in its present form - a table with internal audit results across all Hubs. It shows much progress across the board, but also some bottlenecks, indicating the importance of following up on issues where standards continue to fall short. The aim is for all Hubs to respond to 100% of actions by 1 October to be ready for the new framework.

Some top line issues still to be resolved in some Hubs are: quality of processes in management committees, governance (specifically national Board function), the localisation of the finance policy manual, consistent use in all Hubs of procurement committees and international support, particularly around clarity of the offer.

Actions from the audit will get tracked, policies updated, plan for delivery and recruitment, and then the next audit cycle starts in April.

A question was asked about how the Quality Assurance Unit would deliver on all this and the Director said this is a cross-unit team that would work with the other four Units for roll out of each section.

The Chair asked about another potential scale-up in an emergency (such as happened in Sierra Leone and Nepal) and whether this framework would work for that. The CEO noted that the key is to look at the status of a country in the framework to guide decisions as to whether we can scale up or not.

Risk frameworks should not change in themselves in a crisis situation except in the frequency of their use and the likely change in actual risks and scoring. It was confirmed that the Quality Assurance Director reported into the COO for independence from Hubs. It was also asked how much emphasis there is on governance. The Quality Assurance Director said having a functioning board in every Hub is an essential standard.

Dashboard/Risk register: The COO went through the risk register. There is one increased risk directors and leadership because of 3 Hub Directors moving on this quarter. There is also a new finance Head incoming and recruitment for a Zimbabwe Head. Good mitigation plans were in place for all of these but the risk remains higher until the processes are complete. Where we are not able to find a new Hub Director in time we are looking at interim covers to second while Directors come into place.

Consortia partners is now a zero risk with the successful end of the PPA last year, and that specific risk will therefore not be included in the new Risk Register.

A number of risks were noted as being consistently at the high end. Trustees wondered if the analysis in the detail really adds up to the high scores. The CEO said he felt we should stand by the higher risk-numbers but spend more time on how we can mitigate it. The CEO agreed to present more details on each of them so that the Board watch them closely in the next two meetings.

Trustees also wondered where the risks sit now at Board level, and whether the Board committees are appropriately structured. It was agreed that this should be part of the Board Committee Review as part of the new strategy and Agency Plan, led by the Chairs.

Programmes, Policy & Practice Committee report: It was noted that this quarter the Committee looked closely at the emerging Sierra Leone situation, ICS and about DFID's emerging post-election strategies.

The International Programmes Director said work on programme principles and results framework (how to measure everything set out in strategy) has been launched to test in Hubs, including links to the Quality Assurance Unit and how they should be aligned. It will be key to get the right technology solutions and for them to be properly resourced. KPMG will be coming in to do some pro bono work on building systems required.

Investments & Partnerships Committee report: The committee Chair noted that they had had a great meeting, learning about the big budgeting challenges for the UK Hub and the big ambitions needed for the unrestricted picture.

The Business Director reminded the Board of the vital area at the core of the majority of Restless Development's inflows – programme funding – from which Full Cost Recovery was the basis of the new Agency Plan. It was noted that the £11.9m mentioned in the Business Paper is the total of all the bids currently in. This is now at £18million.

The Chair brought up the opportunity for a new trustee that we are now recruiting, and asked that everyone use their networks to support the process.

People Committee report: An initial draft of a new Health & Safety policy has been drafted for the office in London and can be modified for global offices. Sign off will be at the next meeting. Safeguarding training is happening/has happened in all Hubs this quarter, and the response to terror attacks has led to new policies in place.

Other areas of business: The Chair spoke about Ben Sheahan our outgoing Finance Director - and what an incredible strength to the organisation he had been; he expressed thanks on behalf of the Board for his work, both with the Board and the Finance committee over many years, starting with his work a decade ago in Tanzania.

The Chair circulated the new code of conduct endorsed by main charities and supported by Charities Commission for discussion at the next meeting.

The meeting closed at 7pm.