

Restless Development
Report on Trustee Meeting 28th November 2017

Attendance is reflected in the table below. Members of the International Board of Trustees are listed on the left; Senior Leadership 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 new Restless Development offices in Wootton Street, London, UK.

Apologies were received from Myles Wickstead and Charlotte Eaton with Aamirah Patel joining remotely.

Meeting Dates	15 Sept	29 Nov	24 Jan	10 April	24 April	25 July	19 Sep	28 Nov		15 Sep	29 Nov	24 Jan	10 April	24 April	25 July	19 Sep	28 Nov
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	☒	☒	☒	●	●	●	●*	●									

● In attendance ○ Absent/Apologies ☒ Not a Trustee/Resigned * Via phone/Skype

Trustee only session: The Chair reviewed the process for the appointment of the new Chief Executive, having spoken to each Trustee. It had been agreed that following a competitive recruitment process accepting external as well as internal candidates, a the current COO, Perry Maddox should succeed Nik Hartley as CEO and this was endorsed wholeheartedly by the meeting.

The Chair confirmed that he would stand down as Chair following eight years in office. He had spoken with the Chair's Committee and it had been agreed that Jon Gorey would chair a recruitment panel and that the Chair would remain in post until a replacement was appointed. The Chair then left the meeting as Jon Gorey led a discussion regarding the recruitment process.

Welcome, Minutes and Matters Arising: The Chair opened the full meeting and welcomed the Board and the Senior Leadership Team. The Board congratulated the COO on his appointment as the successor to Nik Hartley as the new CEO with effect from February 1st with the outgoing Nik Hartley supporting in handover into March.

The Chair welcomed Graham Leigh in his appointment as Business Director (maternity cover for Gemma Graham) with effect from January 1st.

The Chair announced his intention to stand down as Chair as soon as a new Chair had been appointed

The Chair announced that Sir Kenneth Stuart (one of Restless Development's patrons) had sadly passed away and the Chair would be writing to Sir Kenneth's widow to express the Board's condolences and recognizing the contribution which Sir Kenneth had made to public health as well as to the establishment of SPW, as Restless Development was formerly named.

The Board agreed the minutes of the September budget meeting.

CEO report: The CEO welcomed the Board to the new office and reflected on a positive and well-managed move. The CEO reported that staff appeared delighted with the appointment of Perry Maddox as the incoming CEO.

The CEO summarised the financial position of the agency following year-end, with nothing of concern to flag to the Trustees. The CEO noted ongoing work to establish the year-end position in Sierra Leone in advanced of the external audit there.

The Finance Director confirmed that there was an aim to present year end accounts in January 2018, slightly earlier than usual. The CEO confirmed that the country scheduled for the next meeting's special focus would be Sierra Leone.

The CEO confirmed that the Q1 financial update would be provided in January.

The CEO noted that his letter congratulating the new Secretary of State, Penny Mordaunt, on her appointment, had received a positive response.

The CEO touched on the political situation unfolding in Zimbabwe, explaining that the Programmes Director would speak to the issue in his update later in the meeting. In short, we had evacuated 22 UK volunteers and ensured that 22 national volunteers had gone home safely.

The CEO referred to the justified recent focus on sexual assaults by the media and emphasized that, as an agency, we do and must always ensure, wherever possible, the prevention or mitigation of such incidents and that the safeguarding of our staff, volunteers and communities is prioritized in line with our values.

The CEO explained that, as a result in changes to USAID regulation (namely the Mexico City Policy), that we could not continue to receive funding to deliver programmes from USAID funded partner PACT, but that relationships remain strong and conversations were ongoing with SIDA who continue to support Restless in Tanzania.

The CEO explained that relations remained positive with DfID in Sierra Leone following DFID's decision to reduce funding for components 3 and 8 of Saving Lives due to the global re-allocation of development funds to emergencies elsewhere in Africa. This had cut Restless Development entirely from the Changes Consortium and had negatively impacted the Sierra Leone Hub's shortfall by more than £300k. Representatives from DfID Sierra Leone had accepted an invitation to attend the Directors' conference in Sierra Leone in December.

The CEO updated Trustees that Restless Development continued to pursue an outstanding payment due from partners in Sierra Leone in relation to Ebola programme delivery.

The CEO updated the Board on recruitment of five new Hub Directors in Nepal (Kajaal Pradhan), Zambia (Helen Bryer), Tanzania (Suzi Harris), Uganda (Christine Rodgers) and South Africa (Harriet Mwiinga). He clarified that one was a former Head stepping into a Director role, one is an internal move and three are newcomers to Restless Development. The Board noted that this is a larger number of new, simultaneous appointments and this would need careful induction and management in the coming months.

The CEO acknowledged the sad passing of our Patron, former Trustee and friend, Kenneth Stuart, who died aged 97 years.

The CEO updated the Board on the recent Commonwealth Heads of Government meeting (CHOGM) for which we had submitted a major bid focused on a youth-led approach to holding Heads of State to account for the delivery of commitments made to improving the quality of lives for citizens. An update was also given by the CEO on Aid Connect, DfID's strategic mechanism focused on civil society effectiveness: we had submitted a bid as part of a consortium with eight other organisations

The CEO reported that the National Audit Office had released their report on ICS, which was generally positive with some areas of criticism in relation to specific areas of development impact – the CEO committed to keeping the Board updated on this issue.

The CEO reported that Restless Development Zambia had received a letter from the Ministry of Education in Zambia, which made accountability noticeboards compulsory in schools in Zambia and thanking Restless Development for their involvement in the initiative. The CEO felt that this demonstrated perfectly the power of young people to affect change.

ICS Experiences and Learning: Mathew Otubu and Aamirah Patel presented on their respective experiences as ICS volunteers in Zimbabwe and South Africa, covering placement environment, activities, stories relating to development impact and personal reflections. Matthew responded that there is always a volunteer handover from cycle to cycle and that the community are always involved from the out-set in order to ensure longer-term sustainability. The Board thanked Aamirah and Matthew for their interesting presentation and noted the real value in seeing the Agency's programmes first hand.

Conference aims and plans: The COO distributed papers for the upcoming Directors' Conference in Sierra Leone which would have four main purposes:

1. To reach consensus on issues arising out of strategies, policies etc.
2. To review the past year – and he noted Trustees should refer to the review paper by the external consultant and results from the baseline survey conducted for the agency plan, which is broken down by hub, and intended to inform planning and learning.
3. To take action in practice on delivery of the strategy
4. To focus on the two main themes of the agency plan and youth collective.

The COO re-iterated that the 5 new Hub Directors would be present and that a full dynamic accountability plan was in place to engage staff in the conference remotely before, during and following the conference itself. He reflected that these conferences are exhausting and "jam-packed" with side events and one-to-ones between directors during breaks. He informed Trustees that

that there would be a session at end of the conference called conference minutes, actions and annual calendar, in order to establish mechanisms for accountability. He concluded that this is a global moment for all leaders to get together to drive strategic decisions and accountability in order to take this back to their hubs. The Chair noted that hub governance is crucial to the effective implementation of the strategy as greater responsibilities vested in them and he requested feedback on this.

Q4 re-forecast and Finance and Audit Committee report: Jon Gorrie, Chair of the Finance and Audit (F&A) Committee, updated on the F&A Committee discussion around internal audits (their role, how often they take place, how are they contracted etc.) He updated on the F&A Committee's review of donor reports, which they concluded were a mixed bag of quality and depth. He advised that the F&A Committee had mapped out a timeline for the year-end process ahead of the dates in January and also confirmed they had discussed a treasury policy on how to manage money and investments. The Finance Director concluded with a message for the finance session at the Directors' Conference that hubs need to understand they own not only their own end of year position, but also that of the global agency.

Update on Zimbabwe: Ed Francis, Director of Programmes, presented an overview of our work in Zimbabwe and the recent evacuation of ICS volunteers. He detailed that there has been a continual set of barriers to programming in Zimbabwe but we have a flourishing staff team there who are working in collaboration with government. He emphasised that this is a very complex environment for development but that we have a strong performing hub despite this and the team should be commended. Our Zimbabwe Hub's organisational risk, dashboard and programmatic impact are all very strong.

The Director of Programmes advised the Board that Farai Muronzi, Hub Director, has really brought in a new Restless feel to the Hub environment. The hub has a functioning board with very good chair (who is new in last 18 months) and they have also just recruited two young trustees. The Hub has a new Management Committee in place and a strong programmatic portfolio with four programmes in place (focused on accountability, sexual health, agribusiness and enterprise and civic participation). He confirmed that the Hub's focus for 17/18 will be building their offer to the global agency, fully-costed budgets, programmes fully aligned to the new strategy and the safety and security of staff and volunteers in the complex political environment.

He talked the Board through the unfolding political uncertainty and how reports from 14th November escalated overnight and by morning of 15th the military had taken over the broadcaster and centre of Harare. He led a crisis management team supported by Anya Todd (Head of ICS), Tracey Cunningham (Head of People) and Simon Ward (Senior Safety and Security Manager) referring to documentation such as safety and security protocols, hub security contingency plan, decision tree and convoy planning. The Director of Programmes confirmed that we took the decision to evacuate volunteers because of the uncertainty of the situation and in order to avoid being in a position where the situation suddenly escalated to a point where we couldn't

remove volunteers safely. He emphasised that the same action was taken for both national and international volunteers throughout. He also thanked the Zimbabwe and international teams who worked on this evacuation. The Director of Programmes concluded that the current situation has stabilised but is still uncertain. A new President has been sworn in but the army are still very much in evidence. Learnings from this evacuation would be captured to inform management of similar situations in the future.

Risk register: The Director of Quality Assurance led the session on the risk register and highlighted that although some risk headlines look similar to previous ones, there have been some substantial changes to definitions which now bring more clarity. He confirmed that the risk register had been distributed to Trustees and that all emerging risks would be closely monitored and covered at the next Trustee meeting. He reminded the Board that although Heads of Hubs have fed into this risk register, we must continue to demonstrate that there is a culture of risk management throughout the organisation, so this will be an area of focus in the next few months. The Board suggested looking at clusters of risks and how this might elevate individual risks.

Programmes, Policy and Practice Committee report: Affan Cheema, acting Chair of the Programmes, Policy & Practice Committee, updated the Board that we have confirmation that the current ICS2 contract is coming to an end and there will be no transition period, but rather DFID are planning an early market engagement process. However no details have been released on this as of yet. He also referred to the NAO report already covered by the CEO in his update.

Investments & Partnerships Committee Report: Carol Monoyios, Chair of the Investments & Partnerships Committee, updated that no committee meeting had taken place but that there had been a successful meeting with the fundraising team

People Committee report: The Head of People updated that certain projects such as Restless Plus (non-salary benefits package) and a local cycle to work scheme have been launched this year with great success. Aamirah Patel reminded the Board of the need to start recruitment for a new young trustee and the Chair requested that a panel be established with help from the Head of People.

Any other business:

The Chair updated the Board that there would be a Board Review in the new year using the Charity Governance Code as a framework. He will be in touch with all trustees and the Senior Leadership Team for input so please could they all respond. The Chair shared a progress report detailing progress against designated actions from last year's internal Board Review.

Close: The meeting closed at 19.01

28th November 2017