

Restless Development Minutes of Trustee Meeting 23rd January 2018

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 on Lower Marsh, London, UK.

Apologies were received from James Sewel, Aamirah Patel and Perry Maddox and Carol Monoyios joined remotely.

Meeting Dates	15 Sept	29 Nov	24 Jan	10 April	24 April	25 July	19 Sep	28 Nov	23 Jan		15 Sept	29 Nov	24 Jan	10 April	24 April	25 July	19 Sep	28 Nov	23 Jan
Hannah Bronwin	○	●*	●	●	●	●	●	●	●	Ed Francis	○	●	●	●	○	●	●	●	●
Affan Cheema	●	○	●	○	●	●	●	●	●	Gemma Graham	●	●	●	●	●	●	●	○	○
Jon Gorrie	●	●	●	●	●	●	●	●	●	Perry Maddox	●	●	○	●	●*	●*	●	●	○
Carol Monoyios	○	●	●*	●	●	●	●*	●	●*	Alex Kent	●	●	○	●	●	●	●	○	○
Hew Otubu	●	●	●	●	●	○	○	●	●	Tracey Cunningham	☒	☒	☒	☒	☒	●	○	●	●
Aamirah Patel	●	●	●	○	●	●	●*	●*	○	Nik Hartley	●	●	●	●	●	●	●*	●	●
Jim Sewell	●	●	○	●	●	●*	●*		○	James Sole	☒	☒	☒	☒	☒	●	●	●	●
Myles Wickstead	●	●	○	●	●	●	●	○	●	Graham Leigh	☒	☒	●	●	●	●	●	●	●
Charlotte Eaton	☒	☒	●	●	●	●	●	○	●	Katie Rowberry									●
Anand Aithal	☒	☒	☒	●	●	●	●*	●	●										

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

Welcome, Minutes and Matters Arising: The Chair welcomed the group and congratulated Charlotte Eaton, Gemma Graham and Alex Kent on the births of their new babies.

The CEO ran through the minutes and actions from the last meeting and confirmed all have been actioned or are work in progress.

Safeguarding training is being held on 21st Feb for Charlotte Eaton and our new young trustee.

The new chair and CEO will need to work together on what committee structure they need to steer the organisation. The new trustee appointments are to be picked up in the People Committee report. The Chair wrote to Sir Kenneth Stuart's widow and she wrote back to say that funds raised at his funeral would be paid to Restless Development and requested that we keep in touch.

The CEO concluded that we can continue as a going concern with programme funding, fundraising and the financial model but that we need to prioritise strategic funding as an agency so that we can invest to achieve our strategy.

CEO report: Handover and induction for the new CEO – The core induction will span February and March between the outgoing CEO (Nik Hartley) and the incoming CEO (Perry Maddox), but the internal induction process will run for up to 6 months. As of February 1st the new CEO will officially be in pos. The Chair commented that handover and induction plans look very well organised.

Year-end and Q1 – These will both be covered in full later in the agenda. The CEO shared a positive reflection on the current finance team and global hubs' finance teams' work on this and stated that year-end is as predicted at Q3 with accounts submitted on time and clean audits. However, Sierra Leone have not yet submitted their accounts, so exceptional measures are being taken for this hub (see later in the agenda). There is therefore still ambiguity on how much waterworks / reserves will be required to balance year-end due to Sierra Leone's outstanding accounts.

Business and Strategic Funding – The primary focus for this part of the agency is on:

1. Programme Funding
2. Fundraising - Every hub should be aiming for unrestricted funding
3. Finance Model (full cost recovery and waterworks)
4. Strategic Funding

The CEO urged the Board to focus on the importance of generating the strategy funding element which was core to future investment in our strategic priorities. Carol Monoyios emphasised the need for a good monitoring system to track the different areas of the plan and to drive change if it doesn't work. There is also need for an engagement plan to sit alongside this. Nik agreed and that is why the unrestricted funding by hubs is also a primary focus.

Affan Cheeda echoed Carol Monoyios's points in terms of structure but queried whether hubs are allowed to fundraise from the public. The CEO confirmed they are and added that we are already doing this in hubs such as South Africa.

The CEO reported back that the Sierra Leone Hub would need extra support for the next six months, following the loss of the Saving Lives contract. This would include dedicated visits from the Finance Director, the Programmes Director and finally, an independent assessment by the Quality Assurance unit. The Chair requested an update at the next Board.

Sierra Leone: The Business Director started by stating that despite some ongoing challenges, the Sierra Leone Hub delivered a good conference, with those who went on the field trip saying it was the most inspirational they had been on, with the local staff really knowing the Strategy and how their roles would contribute to its implementation. The Business Director presented an overview of the hub including an organogram of the current staffing structure, and an overview of the current programmes, including SABI (DfID, Christian Aid), Business Brains (One Girl Australia), Pul Slum Pan Pipul (Comic Relief) and Fighting Malaria Improving Health (Comic Relief).

Directors' Conference: The CEO presented on the Directors' Conference in the COO's absence, noting that the Global Directors will also be presenting this to their hubs this month. The Conference focus last year had been on the strategy and now it was really on getting back to business. Questions were sent out before each session and thoughts and questions from staff were tackled during the sessions. Findings from the review of the first year of the strategy were used throughout the Conference. The Chair requested that this review be shared with the Board.

The CEO talked through the spotlights on strategic funding, the financial model, high-quality programming, influence and advocacy, learning and innovation, people, safety and security, fraud and financial management, quality assurance, communications and branding and leadership, all of which featured at the Conference. The CEO presented the new role descriptions for the various leadership and management positions in Hubs and our new vision for strengthening global governance including youth representation on boards, aligned calendars and license agreements. Finally, the CEO presented on the Sundial action planning tool which came out of the Conference and represents the changes Directors want to achieve. The Chair queried how the messaging and progress on the journey towards a global agency driven by hubs with autonomy, was presented to Directors and the CEO said it was emphasised throughout. Hew Otubu reflected on the governance session that

he participated in remotely and agreed that the messaging was very strong around this point and it was noted that progress will be monitored through strategic visits, the quality assurance function, and SLT calls with multiple hubs.

Year end 2016/17: The audit is due to start in Sierra Leone on Monday 29th January. Consolidated figures are due back w/c 12th Feb to share with our auditors (Hays Macintyre) and the Finance and Audit Committee, before being shared with the Board w/c 19th February. The Board agreed to a process by which the Chair and the Chair of the Audit Committee could sign-off by 23rd February.

The Chair acknowledged and congratulated the Finance team for all the work they have done on the audit process. Jon Gorrie confirmed that the Auditors had attended the last F&A Committee and emphasised that they had provided very positive feedback.

Finance Q1: The Finance Director referenced the Q1 slide-deck circulated in the Board papers and presented the 17/18 approved budget as a starting position. He then stated that whilst significant progress has been made at post-pipeline level, the focus is now on pre-pipeline position. The aim is to be balanced by the beginning of Q4. James presented the current Q1 re-forecast position both with and without using waterworks and the Board reflected that the story is strong particularly in light of the challenges faced following the loss of Saving Lives. The Board reflected the key in this is identifying and rectifying issues early.

The Chair of the Finance and Audit Committee pointed out the report on serious incidents reported to the Charity Commission that were attached to the Finance and Audit Committee Board papers. It was noted that current advice was that all serious incidents should be reported and that Trustees are responsible for putting this report together so proposed that Trustees are kept informed at future meetings.

Quality Assurance and Risk: As Graham Leigh transitions from maternity cover for the Quality Assurance Director to maternity cover for the Business Director, Ed Francis (Director of Programmes, People and Strategy) is currently overseeing the QA function with the Head of Quality Assurance until Kate Muwhezi returns as Quality Assurance Director in February. Ed Francis updated that Board that the first snapshot of live data has been developed out of the Quality Assurance function and this will be presented at the next round of committee meetings. Ed Francis then presented on the revised plan being developed on how the Senior Leadership Team are supporting global hub directors focused on personnel, performance and strategy. It was noted that Committees will be able to input into the development of key performance indicators (KPIs) for their areas of concern on a quarterly basis while the next quarterly meetings would also look closely at risk descriptions, scores and trends.

Programmes, Policy and Practice Committee: It was reported that ICS early returns data is very good so work on this to date was commended and that Restless are still in the running for the Aid Connect big bid.

Investments and Partnerships Committee Meeting: The Business Director introduced one half of the jobshare for Director of Strategic Partnerships (Katie Rowberry) and acknowledged Catherine Stephens as the other half. Katie presented a snapshot of the live relationships currently being cultivated from current strategic partners to conversions in progress at the moment and emphasised their role in coaching hub directors to take on this role globally. It was noted that this will be taken up with the Investments and Partnerships Committee but presented on the common characteristics of strategic funding. Carol Monoyios reminded the Board that there was no Committee report this quarter due to the current review of direction and priorities for the Committee, but reiterated that the Committee is still being very active and engaged in conversations. Carol proposed that Tessa Murray joins the Board as a non-voting member in place of Carol when she cannot attend. Given Carol's heavy travel schedule, this proposal was welcomed.

People Committee: The Head of People presented current priorities. Firstly, the safeguarding session at Directors' Conference and full training will be delivered on 21st February for three staff members and two trustees. Secondly, there is a renewed focus on recruitment and retention, talent and learning. Thirdly, Chair recruitment was presented as an urgent priority.

A successful Chair's profiling session was held on the previous day and the recruitment process would go live on the week commencing 29th January. The advertisement and link will be shared on social media. We are hoping to finalise an appointment of the new Chair by 1st April. Young Trustee interviews are taking place 7th and 8th February. Charlotte Eaton commended the team on the strong priorities set for Q2 and good conversations at the committee meeting. The Director of Programmes, People and Strategy updated the Board on the implications of the forthcoming termination of the ICS2 contract for the staff team.

Myles Wickstead noted Aamirah Patel's valued contribution to the Board and Programme and Policy Committee, and thanked her for this. This was echoed by all present who wished her every success in the future.

Any other business and farewell to Nik Hartley: Board Review – the survey will shortly be shared for completion by all Trustees and calls are due to be scheduled for the 14, 15 and 16 February

Nik Hartley's farewell – The Chair reflected on the CEO's journey with Restless Development, starting with his recruitment as CEO, highlighting several memorable moments in his professional history. Nik's contribution had dramatically advanced the standing of the Agency which was now widely recognised as a leader in the field of youth engagement in international development. The agency was also in a substantially more robust position, having grown the reserves and tripled in size under

his leadership. The Board joined Chair in thanking him for his exceptional performance as CEO and for nearly 20 years of service, and in wishing him all success in his future endeavours. The Chair also acknowledged and thanked the CEO's wife for her support and recognised the very real importance of this to him and to the Agency. The Board presented the CEO with gifts to mark the occasion

Close: The meeting closed at 17:10