

Minutes of Trustee Meeting 3rd August 2022

Attendance is reflected in the table below. Members of the International Board of Trustees are listed on the left; Restless Leadership Team members are listed on the right. Charlotte Eaton, the chair, opened the meeting and welcomed all those attending. Apologies were sent by DU, AP, AR, GS and KM.

Meeting Dates	1st Dec 2021	2nd Feb 2022	4th May 2022	3rd Aug 2022	14th Sept 2022	Meeting Dates	1st Dec 2021	2nd Feb 2022	4th May 2022	3rd Aug 2022	14th Sept 2022
Charlotte Eaton	*	*	*	*		Candie Casabalian	*	*	*	*	
Hannah Bronwin	*	*	o	*		Alex Kent	●	●	●	●	
Jon Gorrie	*	*	*	☒		Gemma Graham	*	o	o	☒	
Bella Mosellmans	☒	*	o	*		Natalie Agboeze	☒	☒	☒	●	
Jenny Wilson	*	●	*	*		Kate Muhwezi	o	*	*	o	
Paul Wafer	*	*	*	*		Segun Olowookere	*	*	*	☒	
Amelia Pan	*	*	*	o		Sunil Mahawar	☒	☒	☒	*	
Matt Beard	o	o	o	*		Keith Short	*	*	*	*	
Tom Allen	*	o	*	*		Nikita Khanna	*	*	*	*	
Lucinda Moore	*	*	*	*		Caleb Masusu	*	o	o	*	
Edleen John	*	o	*	*		Inés Yábar	●	●	*	*	
Diwakar Uprety	*	o	*	o		Nalini Paul	*	*	o	*	
Amisa Rashid	*	*	*	o		Jen Codman	*	*	*	*	
Oyindamola Johnson	☒	☒	*	*		Farai Muronzi	*	o	o	*	
Mafipe Chunga	☒	☒	☒	*		Megan Mckinnon	o	●	●	●	

● In attendance

o Absent/Apologies

☒ Not a Trustee/Resigned

* Via Zoom

1. Welcome.

CE welcomed SM and GS (currently on maternity leave), who have joined RLT as co-lead Finance Directors. The board agreed to invite MC into the meeting and welcomed him. MC responded that he is excited to join. Minutes from the last meeting were approved. Three actions remain outstanding, to be discussed at future meetings. CE noted that the final action to discuss committee and board structures will be covered before AOB.

2. Youth Spotlight.

CE welcomed Poorvi, a young climate leader in India who joined Restless Development in 2017 as an MEL officer. Poorvi explained the youth leadership journey she had gone on, developing interests in safeguarding and budget management, as well as getting involved in climate youth research and climate justice. Since 2022, Poorvi has been working as Programme Coordinator for the Youth Climate Action Lab in Bangalore, which focuses on understanding the impact of climate change on people in informal urban settlements. The programme works with local organisations, 10 youth climate champions and 4 youth researchers, as well as having partnerships with a university. The programme re-grants 20% of funding back to young people and CSOs, as well as providing youth centres as a safe space for people to access services and information and mentorship support. The India hub is hoping to take their findings to COP-27, as well as sharing with hubs and the global agency.

PW asked how Poorvi would describe what success would look like by the end of its current phase. Poorvi responded that they are looking to identify the main issues faced by community members and build their capacity to raise these to decision-makers in a sustainable and youth-led accountability approach. She added that the Youth Collective should encourage everyone to come together on climate change to ensure the work can flow freely.

JW asked what the next steps will be to share the lessons learned with other hubs. Poorvi replied that they would share their learnings on escalating youth funds and the model of youth-led accountability through dissemination reports. She added that the model used could be replicated in other cities such as Mumbai because it lets young people decide what the most meaningful issues are to them in their contexts. CE thanked Poorvi and commended the growing amount of work being done in the climate space.

3. State of the Agency Report.

AK gave an overview of the main highlights of the Q3 State of the Agency, including the success of the schools triathlon and unrestricted fundraising team, as well as our forecast annual income growing to over £10 million which puts us in a position to rebuild our reserves. Another highlight has been influencing the UN to meaningfully engage youth with its new Youth Office and through Inés and Alice who have been selected as Next Generation Fellows involved in the upcoming Transforming Education Summit. In terms of people, most staff have now been recruited apart from the Resource Mobilisation Director which we are taking a pause to reassess. Most Hubs are doing really well, however Nepal, US and Tanzania are at the bottom line. And the RLT Annual Planning meeting took place in India, with the first in-person meeting for 3 years looking at how to implement power shifting through the lenses of our agency, for which the draft model is due to be signed off at the next trustee meeting, and our strategy.

MB congratulated the success of the school triathlons and asked what the special ingredients are to replicate, as well as if there was a sequential plan on what will be done for powershifting? AK said that we should showcase the success of our approach to unrestricted fundraising to the sector, and that our success ultimately comes down to committed long-term volunteers, Jim and Tessa, and a long-term strategy. In terms of powershifting, AK noted that this

will be at the centre of our agency model - to be defined in terms of our team structures, operations, as well as the existing resource mobilisation strategy (e.g. 30% power shifting partnerships). AK added that we are one of the few organisations that can authentically take ownership of this buzzword, and we need to put ourselves out there as a sector leader.

PW commented that we have been describing powershifting internally, but how much are we also thinking about it externally? AK said that it is already embedded in our external engagements, but we need to think about where to focus our efforts to have the biggest impact, which could be something for the Programmes and Partnerships committee to consider.

CE noted that we haven't made much progress on strategic funding. AK acknowledged that this is a priority for the next few years to replace the Development Alternative, highlighting second rounds of funding for We Lead, Porticus and the Postcode Lottery as potential sources, as well as the opportunity to pitch our expertise on the climate-education nexus at New York. CE advised keeping an eye on this.

4. Q3 Reforecast and Cashflow.

NA updated that our focus is on setting up for next financial year and nurturing strategic partnerships since we were in such a strong position in Q2. We still had successes in programme funding with a 57% win rate, higher in some Hubs such as 13/14 proposals won in India, 5/6 in Zimbabwe, and 8/9 in Sierra Leone. Hubs who are struggling are being supported with Deep Dives. This quarter new strategic funding hasn't been won, but progress towards strategic partnerships have been made.

In terms of our Restless Experts advisory services, we secured £8,370 income from two successful applications in Zambia and Uganda. We had a successful quarter for unrestricted income, having raised £1.1m (higher than our Q3 target of £713k) from a number of innovative fundraising events including the school triathlons, KPMG, Choose a Challenge. There is a projected surplus of £508k for the end of the financial year.

SM updated that the Q3 forecast income for 21/22 is £10.5m, compared to £9.84m at Q2, which represents a 7% growth since last quarter. The surplus post-pipeline is £90k vs a balanced Q2 post-pipeline, with the potential to bring free reserves to £800k. The cash horizon is 9 months, representing a low cash flow risk, although with significant transfers to hubs in the next 6 months there is a need to build the pipeline to maintain this cash position. Further updates were given as follows:

- US hub potential further risk of £21k investment depending on YP2LE contract
- Sierra Leone hub require detailed support through year-end to deliver forecast and balance sheet
- Cash position strong but dependent on timely receipt of LNGB payments
- Given income growth, reserves will sit at just 7.6% of income

The key assumptions were as follows:

- A 5% risk adjustment has been applied to the Agency Contribution and Waterworks total, given the increase in income forecast.
- Post-pipeline forecast surpluses in India, Uganda and Zambia hubs have been zeroed out for risk purposes (so there is potential for a further upside of c. £20k in the hubs)
- Sierra Leone's deficit position improved by £16k, with the income forecast steady on Q2, but there is a need to support on balance sheet corrections which present slight risk here.

- Includes £30k (\$40k) Waterworks investment in US hub due to pipeline delays. There is a potential risk of further waterworks being required in US hub depending on YP2LE project performance (£21k).
- Unrestricted Fundraising team improved contribution forecast by a further £75k on Q2.
- No current pipeline for 21/22 in International, focus now on securing income for 22/23.

Our current reserves are £0.72m which is the lowest level for 4 years, however we have begun to see a rebound from the impacts of COVID-19 in our scale, which means it is important to rebuild the reserves to support this. Surplus should now be protected and used to contribute towards reserves rebuild. These topline figures will get more detailed at the annual budgeting stage, to scrutinise pipeline data, understand the Tanzania SIDA scenario and revise cost based on updated GSS and assumptions. However, promisingly a balanced pipeline is already presenting in some hubs such as Tanzania and India.

CE commended the milestone after 2-3 years of being able to rebuild reserves, adding that 9 months cash flow is brilliant progress. No further questions or comments were made.

5. Our Risks and Compliance

CC gave an overview of the risk register, noting that two risks reduced whilst the others remained the same:

1. Senior Leadership: Risk reduced as Finance Directors are on role, and Head of Hubs at Sierra Leone India also recruited. In terms of Youth Leadership, our global % of staff under 30 has increased by 12% in comparison to last quarter (Q2).
2. Planning for Growth and Change: There is reduction in the Risk as most of the planned positions were filled, nationalisation process of new strategy is started.

In terms of the quality assurance framework, we saw a improved journey from Q1 to Q2 and Q3, which is impressive from all hubs:

- All of the hubs met over 90% of their Essential Standards.
- Governance, Business Development and Environment remain our least (between 85% to 90%) compliant pillars in ES.
- A small dip in KPIs also observed in all hubs except India, Sierra Leone and Zambia.
- Governance, quality assurance, communication, information, environment and dynamic accountability are below the 75% compliance.

6. Our Hubs

KS gave an overview of the hubs, in addition to noting the global challenge of rising fuel and inflation costs:

- In India, the team size has grown by 50%, with a youth engagement hub launched by the Gates Foundation on sexual rights and a lot of success building their profile, partnerships and networks.
- Nepal has developed a comprehensive strategic 5 year plan, and has 7 proposals waiting for key funding decisions in August.
- Sierra Leone is preparing for an upcoming election in 2023 with a state of youth report to build a youth manifesto
- Tanzania is currently being led by interim hub director Linus
- In Uganda, the DGF suspension has finally lifted which means revisiting a programme, whilst they are recruiting for a new hub director and reaching out to donors on the fuel/ food climate-related crisis, with a focus on storytelling.
- The US is moving forward its Democracy Moves network and looking towards the 2023 Global Democracy Summit with USAID, as well as pursuing a significant strategic funding opportunity with Hewlett.

- Zambia is focusing on nationalising our strategy by the end of 2022, as well as having success with signing multiple MoUs and partnership agreements, and finalising its Gender policy.
- Zimbabwe has submitted a proposal to the Wellcome Trust for continued funding for climate change and health research, and is planning its first in-person Youth Collective meeting, as well as monitoring risks in the build up to next year's election.

CE asked about the financial issues faced by the US. AK replied that they haven't met their income targets, as strategic funding hasn't come through and their programmes have been subsidised, but acknowledged the financial benefits of keeping a 501c registration. AK added they are working closely with the US board on 3 funding scenarios to push them towards focusing solely on resource mobilisation and strategic funding.

PW suggested having a regular hub deep dives. AK agreed this would be a good idea.

Action: Organise Hub Deep Dives - e.g. at the Global Board Away Day.

7. Our Internal Audit

Sachin, Senior People and Operations Coordinator, presented the Internal Audit from April-July 2022, which took a hybrid model of virtual and in-person delivery, dependent on the risk according to the scoring of the last audit. 15 areas were tested, including finance, communication and learning, safeguarding, leadership function and DEI (tested for the first time). For the first time, all (17) applicants were selected to enhance exposure and learning. The overall score has seen an improvement in the last five years, with a 1% increase this year overall, and improvement in all test areas across the agency. The average score was 88%, with Nepal, India, Uganda and the US scoring 90% and above, and a decline for three hubs (International, Zimbabwe, Tanzania). These three hubs will be prioritised over the next quarters, as well as the areas of fixed assets, staff floats and leadership team functions which performed the worst.

Following from the audit, hubs are reviewing the responses and meetings are due to be held with hub head's or finance lead to identify agreed action by the third week of August. The operations team will work on creating best practices examples and support hubs to implement to increase their performance. The hybrid model, workbook and learning approach of the audit will be reviewed, in line with the new strategy requirements for next year's audit.

8. Finance Committee

LM added that in addition to the financial updates given by SM earlier, the committee prioritised the budget session in September and ensuring that everyone is settled in, including their new co-opted member Andrew.

9. Resource Mobilisation Committee

MB highlighted that the committee has started to reformat how it talks in terms of the new Global Resourcing Strategy. NA said that their small committee meeting with DU enabled them to delve deeper into unrestricted funding and the shape of the agency. A conversation was had on fundraising efforts in Nepal, and how the hub was being supported in terms of a deep dive session. This led to discussions on the wider Asia region, and DU has now been connected with Shripathi, the regional Resource Mobilisation Manager, for a further conversation on this.

10. External Engagements Committee

JW updated that it had been a great quarter for External Engagement despite limited capacity. The strategy conference was a key highlight to improve staff understanding, as well as the digital engagement statistics. She encouraged everyone to listen to the pride podcast. The committee also discussed the reasons for staff movements, with the verdict that it seemed to be more for personal reasons. JW commended the co-leadership model implemented with the new Comms leads, Mora and Anjali.

11. Programmes, Policy & Practice Committee

KS said the committee focused on hub annual planning and strategic submissions to contextualise the new strategy, which delved into their country-contexts and specific priority areas. All hubs are planning to nationalise, despite this not being a requirement. In the reports, the RAG rating moved from 60% to 79% green, representing a strong overall improvement in quality. Remaining challenges include fund disbursement from donors and rising prices in the context of Sierra Leone and Uganda, as well as globally. PW commended the quality assurance methodology to determine impact, donor relationships, spending etc.

12. People Committee

JC noted that the committee was unable to convene, so they will review timings to ensure the meeting happens moving forwards. It was a busy quarter for recruitment with an increase in total staff to 255 across the agency, with a majority of young people and equal gender split (although variations at the Hub level). The GSS advisory group met to review market data and salary bands, with the aim to bring these to the board by December to implement new salaries by October 2023.

CE asked about the lack of short-term action on inflation. JC replied that we are hoping to implement a small salary increase from October 2022. KM also sent an email to Hub Directors to encourage flexible working arrangements and interim short-term offers, looking at the response in a case-by-case situation, as well as having conversations with donors.

Action: Consider how to reduce the financial pressure of inflation on staff through appropriate measures.

13. Security and Safeguarding Update

JC updated that Yande is now fully embedded as the International Safeguarding Manager, meeting with Hubs to improve their understanding. Two safeguarding incidents happened this quarter, one of which was reported to the Charity Commission.

14. Board Review Input

JW said that she will share a questionnaire with trustees and RLT to review the board after this meeting, with the view to present feedback in the November meeting, followed by further discussions and shorter survey. Jenny added that she is meeting with AR to put some guidance together on a mentorship scheme between trustees and young staff members, and will send an email to get a gauge on the trustees interest in participating

15. AOB

CE proposed a small restructure of committees by merging External Engagements and Programmes and Partnerships to form the 'Strategy Committee', with a ToR currently being drafted. PW and AP are discussing this with CE, and they hope to have completed this by the new financial year. MB asked to step down as chair of the Resource Mobilisation committee, so there will be a discussion on whether one of the chairs of the merged committees moves over.

CE asked if anyone has any final comments and PW suggested discussing co-opted members and how to best make this work. CE agreed that this is an ongoing consideration that will continue to be worked on. Meeting closed.