

## Restless Development Minutes of Trustee Meeting

<b>Attendance:</b> See table at end of document	<b>Date:</b> 30/07/2025	<b>Recorder:</b> Richa Sinha
<b>Location:</b> Zoom	<b>Time:</b> 12.00pm - 3.00pm BST	<b>Approved:</b>

<b>Agenda</b>	1. Welcome and Approval of Previous Members 2. State of the Agency Report 3. Global Governance Update	4. Financial Position-Q3 Reforecast, Reserves and Cash Flow 5. People Committee	6. Strategy Committee 7. Business Committee 8. Youth Spotlight 9. AOB	
<b>Actions Updates</b>	<b>Actions from Meeting(s)</b>	<b>Lead</b>	<b>Status update/timeline</b>	<b>Progress</b>
1	Restructure POD cost base to match predictable income and ensure new global programs fund their own support roles	Kate		
2.	Complete governance model TOR and Collaborative Agreement legal checks	Kate/ Nalini		
3	Manage reallocation of India hub surplus to UK accounts for 2025, return to India next year	Sunil		

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Agenda	Minutes
Welcome (BM)	JW welcomed all the trustees to the meeting. She apologised for missing the last meeting and thanked Bella for stepping in. She also approved the last minutes. Apologies were sent from ND, WO , FB, EK and AK.
State of Agency Report ( KM)	<p>KM gave a comprehensive update covering five main areas:</p> <ol style="list-style-type: none"> <li>1. Strategy &amp; Impact: The agency's theory of change is now embedded across programs, with efforts to better communicate impact. NK is developing a robust results framework.</li> <li>2. Alumni Engagement &amp; 40th Anniversary: The "Once Restless, Always Restless" alumni network has been relaunched globally. Initiatives include a new newsletter, interviews for a legacy film, LinkedIn outreach, and two major events—House of Lords (Oct) and Harare (Nov), with a larger celebration planned for 2026.</li> <li>3. Financial Update: Income has stabilized post-COVID around £8–9M, but reserves have declined over time. The agency is forecasting a £143K deficit this year due to shocks like USAID closure, NI increases, and undercapacity of new triathlon events. Efforts are being made to restructure the pod (central support) cost base to better match predictable income. This includes evaluating costs across satellite offices and shifting expectations so that new global programs fully fund their own support roles (finance, comms, impact), reducing reliance on the pod.</li> <li>4. Fundraising &amp; Pipeline: While four major programs are ending soon, several promising global proposals are in the pipeline. However, these are not yet confirmed, and cautious budgeting is underway. There's a shift toward a more conservative and sustainable financial approach. The agency is aiming to reduce reliance on uncertain pipeline income and protect against budget shocks.</li> <li>5. Upcoming Appeals &amp; Campaigns: The <i>Youth Spark</i> campaign, part of the Big Give in December. Preparations are ongoing, with involvement from the comms, unrestricted fundraising, and impact teams. A new mid-level donor initiative, <i>Restless Development Champions</i>, will also launch, encouraging annual contributions of £1,000 per year for three years.</li> </ol> <p>KM emphasized the importance of aligning cost structures with realistic income projections and ensuring global programs fund their own support functions to reduce strain on the central team.</p>

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	<p>EJ asked whether focusing only on the Big Give during Christmas might overlook opportunities to engage other faiths during their own giving seasons, such as Ramadan. She suggested exploring ways to be more inclusive in campaign timing from a diversity and inclusion perspective.</p> <ul style="list-style-type: none"><li>• KM explained that the Big Give happens more than once a year, but they chose the December slot as it aligns with alumni engagement and major donor visits to Harare, making it a strategic time to secure doubled donations.</li></ul> <p>NA added that the State of Youth Civil Society report is focusing on alternative funding options, including community and faith-based giving, which can raise significant funds through diaspora and local networks. This approach is being explored both for their own income and to inspire young people more broadly.</p> <p>MC asked if there is a long-term plan to cut costs and rebuild reserves, suggesting a more cautious budgeting approach by spending 5–10% less than projected to handle increasingly frequent financial shocks.</p> <ul style="list-style-type: none"><li>• KM answered they've already implemented the 5–10% cost reduction MC suggested, with a modelled budget that includes reserves contributions and reduces reliance on in-year institutional funding. They aim to secure more multi-year and core funding, lower the cost base further if needed, and plan ahead to 2026–2027 to both absorb shocks and rebuild reserves.</li></ul> <p>MC added that the Finance Committee discussed the practice of delaying certain year-end payments to the next year to cover deficits, which has worked in the past but may not be sustainable. He suggested it might still be necessary this year but should be avoided in future years.</p> <ul style="list-style-type: none"><li>• KM clarified that the £143k deficit shown is a worst-case scenario without shifting costs to next year, and efforts are underway to reduce it through grants and cost control. She stressed the need to decide by September, balance taking some hit this year with shifting some costs, and break the cycle of annual cost-shifting by reducing the overall cost base for long-term sustainability.</li></ul>
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<p>Global Governance Update (NP)</p>	<p>NP described the new governance model as a pivotal step towards giving national boards a stronger and more influential role in how the network is led and governed, aligning closely with the organisation's power-shifting strategy. This process, which she has been leading since the Tanzania conference two years ago, began with in-depth consultations with national board chairs to understand their experiences, priorities, and the compliance realities they face. Alongside these discussions, research was carried out on governance approaches in similar organisations—whether networks, federations, or alliances—with insights shared regularly back to the boards. To advance the work, a smaller working group was formed, which, with input from sector experts, developed guiding principles and a draft Terms of Reference (TOR). The governance model NP outlined is built on three key pillars: a <b>Collaborative Agreement</b> defining rights, responsibilities, values, and autonomy; a <b>Financial Model</b> setting out contributions, allocations, and sustainability measures; and a <b>Governance Model</b> detailing how decisions are made. Central to this is a proposed <b>Consultative Committee</b> of nine members—national board chairs or governance experts—led by a peer-elected chair, operating in a two-year pilot phase and meeting twice annually to provide strategic, non-fiduciary advice to the Global Board. While the TOR and Collaborative Agreement are close to completion, they still require review and legal checks at the national level. Progress has been hampered by challenges in scheduling meetings and ensuring consistent engagement, prompting a shift towards one-on-one discussions with boards to address concerns and secure commitment. NP emphasised that the ultimate goal is to establish a locally led, globally connected network with collective ownership, accountability, and meaningful national board participation.</p> <p>JW asked how progress will be monitored during the two-year pilot, given the committee will meet only four times, and how the transition to a Global Board would be supported, considering the big shift in responsibilities, limited meeting frequency, and existing commitment challenges.</p> <ul style="list-style-type: none"> <li>• KM explained that there will be an induction process for the consultative committee, possibly involving mentorship from existing board members. The UK board will remain for legal oversight of the UK, Sierra Leone, Nepal, and ROSA, while the consultative committee will focus on global matters—provided it develops the necessary skills and commitment. Financial reporting may shift to a consolidated statement rather than a full audit.</li> </ul> <p>TA asked whether there is any advantage to not having legal oversight, noting that while it supports decentralization and power-shifting, many major donor and grant applications may require it. He also asked if the potential disadvantages of removing legal oversight had been considered.</p> <ul style="list-style-type: none"> <li>• KM explained that the UK board currently has no legal oversight over countries like Tanzania, Uganda, Zimbabwe, Zambia, or India—it's more about behavior than legal authority. To have full legal oversight, the network would need to become a formal federation or alliance, which is not the desired direction. The proposed model largely reflects the current setup, with the UK board covering Sierra Leone, Nepal, and ROSA because they are affiliated entities, but without expanding legal responsibilities beyond what truly exists.</li> </ul>
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<p>Financial Position-Q3 Reforecast, Reserves and Cash Flow (SM )</p>	<p>SM reported that Q3 reforecast income has grown to around £8.5 million from the year's starting projection of £6.8 million – a 26% increase, mainly driven by strong growth in some hubs, particularly Zambia and Sierra Leone. Uganda is in line with forecast, while Tanzania is slightly down. Zimbabwe remains in significant deficit following the USAID funding loss, despite restructuring efforts that will show benefits next year.</p> <p>Some global projects have secured new funding, but unrestricted fundraising income is lower than expected. Current post-deficit stands at £140K. To address this, SM proposed deferring certain payments and reallocating India hub's £35K surplus to show a small overall surplus (£49K) this year – above the £35K target – while acknowledging this will impact next year's position.</p> <p>Cash flow has reduced from nine to eight months coverage, with the usual low period between January–April expected. Measures include deferring supplier and hub payments, and exploring short-term overdraft options.</p> <p>For 2025–26 budgeting, detailed budgets have been requested, with high-level forecasts for 2026–27. Most hubs have submitted, with a review process underway</p> <p>JW asked whether the £35K surplus from the India hub, intended to offset deficits elsewhere, could be affected by the licensing issue in India. He also noted the significant growth of the Zambia hub—now around 25% of agency staff—and suggested considering whether its size warrants additional support or greater representation in the global leadership group, highlighting differences in hub sizes across the agency.</p> <ul style="list-style-type: none"> <li>• SM explained that since India lost its FCRA status and reapplication was unsuccessful, most India hub funding is routed through the UK office and liaison offices, with budgets split across India-UK, India-Rosa, and the SPW India Project Trust (used only for admin and audit).. The £35K surplus comes from multi-year grants managed on a deliverables basis, where savings—mainly from overhead costs—are recorded in the UK books. While India wants to defer using these savings to next year to cover unfunded costs, SM proposed showing them as a surplus in the UK accounts this year and then passing them back to India next year (designated reserves).</li> </ul>
<p>People Committee (EJ)</p>	<p>EJ updated the group on discussions from the People Committee, noting Zambia's growing share of the workforce—now around 25% of the workforce, and recent leadership departures (Co-Finance Director, Zimbabwe Hub Director) were unrelated to restructuring but created</p>

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	<p>opportunities to trial leaner leadership models. The People Committee discussed support structures, co-management, and lessons for other hubs. BambooHR has been upgraded, with feedback expected by the next board meeting. Performance reviews reached 75% staff participation but only 61% manager feedback, prompting discussions on improving accountability and timing. A wellbeing survey showed more positive results but lower completion rates, raising questions about data accuracy. The upcoming 40th anniversary and GLG conference will also be used to re-engage staff/alumni. Two safeguarding concerns were addressed—one substantiated (fraud/bribery) and one resolved—and increased reporting was seen as a positive cultural shift. Global risks (e.g., Tanzania elections, MENA conflict, India-Pakistan tensions) led to more safeguarding briefings in high-risk areas. Internal audits scored 75–91%, with Sierra Leone, Zambia, and Uganda performing best, and Zimbabwe and the UK needing improvement due to leadership and risk register gaps, with plans in place to address them</p>
Strategy Committee (NA))	<p>NA reported that the Strategy Committee meeting couldn't take place due to last-minute withdrawals, but discussions and materials were shared via email, focusing on Restless' participation in last month's Financing for Development Conference in Seville. The team co-created the pre-conference, hosted side events, and launched a widely-shared research compendium, leveraging broad partner networks for dissemination. She added that MM also attended to explore fundraising opportunities. The State of Youth Civil Society Report will take a solutions-focused approach, highlighting alternative funding models such as youth-led philanthropy, diaspora contributions, and impact investment. It will be lighter than previous years, presented as five standalone policy briefs, and possibly released in stages around International Youth Day. The committee also reviewed the risk register—unchanged this quarter—maintaining focus on reputational risk and clear youth-leadership messaging while avoiding alienation of audiences. NA noted positive cross-committee collaboration and welcomed further feedback.</p>
Business Committee (LM)	<p>JD reported that the Finance Committee reviewed the organisation's current financial position, noting challenges from the loss of USAID funding and the cancellation of one triathlon earlier in the year. These setbacks have impacted income, though new projects, proposals, and grants are helping to strengthen both restricted and unrestricted income. While a gap remains this year, the team will work to close it through increased income in the coming months, with final decisions on addressing any shortfall to be made in September. The committee also discussed cash flow, anticipating a potential dip in early 2026 similar to previous years, and agreed that the team will prepare contingency measures—drawing on past solutions if needed—while aiming to improve the pipeline to avoid shortfalls.</p>
Youth Spotlight (LM)–	<p>LM introduced herself to the group, shared her background, and explained her current role at Restless Development. She described how she works in the UK fundraising team, focusing mainly on the Schools Triathlon events, which have raised £1.5 million in unrestricted</p>

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	<p>funds in 2025. LM detailed her journey—from studying French and <b>B</b>usiness at a British university in Paris, to spending a year in Honduras as a bilingual school assistant, learning Spanish, and traveling in Central America—before joining Restless in December.</p> <p>She gave an overview of how the triathlon series works: hosted at large private schools, involving children aged 7–13 in team relays to raise funds, and benefiting participants, schools, and the charity alike. She shared heartwarming stories, such as a child learning to ride a bike just for the event, and noted her work expanding the events into northern England.</p> <p>LM also reflected on her experience at Restless, saying her role is varied—ranging from admin to creative tasks, school assemblies, and US board support—and that she enjoys the collaborative culture. She addressed how she tries to avoid a “white savior” framing in school assemblies by presenting stories factually, showing the real impact of funds, and suggesting that including firsthand voices from the charity’s hubs could make the messaging even stronger.</p>
AOB (JW)	No AOB

Attendance: Trustees	5th February 2025	30th April 2025	30th July 2025	10th Sep 2025	Attendance: Staff	05th February 2025	30th April 2025	30th July 2025	10th Sep 2025
Bella Mosselmans	●	●	○		Charity Bafana		●	○	

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Jenny Wilson	●	○	●		Alex Kent	●	●	○	
Paul Wafer	●	☒	☒		Natalie Agboeze	●	●	●	
Mafipe Chunga	●	●	●		Kate Muhwezi	●	○	●	
Winnie Owako	●	●	○		Sunil Mahawar	○	●	●	
Tom Allen	●	●	●		Genevieve Seddon	●	○	○	
Lucinda Moore	○	●	●		Nikita Khanna	○	●	○	
Diwakar Uprety	●	●	☒		Nalini Paul	●	○	●	
Amisa Rashid	●	●	☒		Farida Makame	●	○	○	
Edleen John	●	●	●		Richa Sinha	●	●	●	
Pooja Singh	●	●	●						
Nicola Dean	●	●	○						
Justin Derbyshire	●	●	●						
Francesca Bowen	○	○	○						
Eshban Kwesiga	○	●	○						

● In attendance

○ Absent/Apologies

☒ Not a Trustee/Resigned

\* Via Zoom

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