

WSUP Board Meeting
8-12 New Bridge Street, EC4V 6AL
25th February 2016
Agenda Item B0519-1

Participants

Day, William (Chair)
Birch, David (Independent)
Marmot, Rebecca (Unilever)
McCummiskey, Jim (Borealis & Borouge)
Mitchell, Ed (Independent)
Krueger, Rupert (Thames Water)
Pankhurst, Helen (Care International)
Parker, Alison (Cranfield)
Scott, David (Independent)
Thomas, David (Mott MacDonald)
Westcott, Rachel (WaterAid)

In Attendance

Jeffery, Neil (CEO)
Baghirathan, Baghi (WSUP)
Costa, Carla (WSUP)
Martin, Robert (WSUP Advisory)
Mugo, Kariuki, (WSUP)
Musah, Issaka Balima (WSUP)
Norman, Guy (WSUP)
Wilde, Chris (WSUP)
Nowosielski, Andrzej (WSUP)
Peacock, Bill (WSUP)
Ramanantsoa, Sylvie (WSUP)
Rajesh, Madhu (WSUP)
Shaheen, Abdus (WSUP)
Sipuma, Reuben (WSUP)
Walsh, Anne (WSUP)

Minutes & Action Points

1.1 Welcome & Apologies

There were no apologies.

1.2 Approval of Minutes of Last Meeting

The Board approved the minutes of the last meeting.

1.3 Approval of the agenda and matters arising

The Board requested further clarification from the building management on the rates of pay provided to the cleaners to ascertain if they are being paid the living wage.

[Action – NB to follow up on this]

1.4 Conflicts of Interest

No new conflicts of interest were reported.

1.5 Company Secretarial and Membership

The Board indicated their agreement that Philip Naderer (PN), of Borealis & Borouge, take on the role of chair of the newly formed Risk Committee, and that Jim McCummiskey (JM) would assist PN in providing the reporting link from the Risk Committee to the Board. The Board agreed the initial membership of the Risk Committee to be PN, Neil Jeffery (NJ) and Chris Wilde (CW). The Board requested that a draft ToR and draft additional membership proposal be prepared for discussion at a subsequent meeting.

[Action – NJ & CW to work with PN on preparing a draft ToR & membership proposal]

The Board indicated their agreement that WSUP Advisory Board put into place the necessary steps to clarify the ownership of WSUP Advisory India Private Limited and provide lasting mutual indemnification to all connected parties. The Board agreed that the relevant resolutions and Deeds of Trust be executed by the relevant parties.

The Board indicated their agreement that WSUP Advisory Board establish a Delegation of Authority system to appropriately support their future operations and business functioning.

The Board agreed with the proposal that WSUP CIC be given the authority to make loans to WSUP and other WSUP entities.

The Board noted the change in credit card arrangements.

The Board noted that Elise Cartmell is leaving Cranfield University and as a result Cranfield University will be nominating a new Board representative.

2.1 CEO report

NJ gave a short presentation on the CEO report presented to the Board, in particular highlighted the excellent work of the WSUP team, including Guy Norman (GN), Bill Peacock (BP), Sam Drabble (SD) and Madeleine Stottor (MS), on the finalised draft of WSUP Business Plan 2016-2020. Will Day (WD) commented on how impressive, articulate, compelling and professional the final version of the Business Plan 2016-2020 was, and thanked all the WSUP team for their hard work in producing a document of such high quality. Various Board members echoed WD's remarks on the high quality of the business plan.

The Board endorsed and approved the WSUP 2016-2020 Business Plan.

The Board noted the additional issues in the CEO report relating to institutional development, financial management, risk management & communications.

The Board noted progress against the 2012-16 Business Plan and in particular welcomed the fact that WSUP expected to exceed the majority of the targets set out in the 2012-2016 plan.

2.2 Funding Report

The Board welcomed Madhu Rajesh (MR) as the new Director of Partnerships & Development.

MS gave an overview of the present state of funding for the organisation. The Board asked regarding present level of support from the Bill & Melinda Gates Foundation (BMGF). NJ gave a brief update on the present US \$3.4million grant from BMGF to WSUP.

The Board noted the update on funding.

2.3 WSUP Enterprises

NJ gave a short summary of the paper, highlighting progress made in Clean Team's sales numbers and the planned testing of the new LIXIL-designed home toilet.

The Board noted and agreed that ex-WSUP Enterprises activities will from May 2016 be reported in the CEO report rather than in a separate paper.

The Board discussed the winding down of SmartLife in Kenya, a WSUP wholly-owned subsidiary, and agreed and authorised the closure of the business. NJ noted that all SmartLife staff would be given redundancy payments and packages in line with the legal requirements in the relevant jurisdiction.

The Board noted the progress in WSUP's market-based commercial activities including Clean Team.

2.4 WSUP Advisory CIC

Robert Martin (RM) gave a short presentation focusing on new potential contracts, especially in Sierra Leone and Pakistan.

The Board noted legal advice pertaining to achieving the intended share ownership of WSUP Advisory India Private Limited, which had been discussed earlier in the meeting.

David Birch commented on the improving performance of WSUP Advisory highlighted by RM and the likelihood that WSUP Advisory would make a profit in FY 15/16.

The Board noted the progress against WSUP Advisory CIC goals.

2.4 Finance and Audit Committee Report

David Scott (DS) gave a short summary of the progress to date on finance discussed at the Finance and Audit Committee. He thanked CW for the leadership he has provided for the finance team and the excellent progress that the team has made since his joining the organisation in June 2015.

The Board noted the minutes from the recent Finance & Audit Committee meeting.

2.5 Resources Report

The Board noted the progress on Finance & Resources.

3 Presentations from WSUP Country Programmes

The Board received presentations on each of our country programmes from the following:

- Bangladesh – Abdus Shaheen;
- Ghana – Issaka Balima Musah;
- Kenya – Eden Mati;
- Madagascar – Sylvie Ramanantsoa;
- Mozambique – Carla Costa;
- Zambia – Reuben Sipuma.

WD thanked the Country Programme Managers for their impressive presentations and noted how the quality of the work in country continues to improve and develop. The Board reiterated WD’s sentiments and thanked the country programme teams for their hard work.

Board members requested that copies of the presentations be sent to them via email.

[Action – NB to send presentations to all Board members]

4 AOB

NJ reminded all Board members of the invitation to attend the first day of WSUP Global Meeting on 29th February at the Moller Centre, University of Cambridge. Various Board members confirmed that they would attend.

There was no other business.

Acknowledged as a true and accurate record of the meeting:

Signed	
Name	

Actions Arising

Area	Matter	Who	Progress
Living Wage	Request further clarification if the office cleaners are paid the living wage	NB	Informed requested again. Still waiting for response.
Risk Committee	Prepare a draft ToR & membership proposal for the Risk Committee	NJ & CM	Discussed at recent Risk Committee meeting, initial draft ToR produced. Final draft to be shared at August Board meeting.
Charitable Subsidiary	Follow up on application sent to the Charities Commission.	NJ	Completed. Application approved.
Core Country teams	Send presentations from the last Board meeting to all Board members.	NB	Completed