

WSUP Board Meeting
19th November 2015
Fleet House, 8-12 New Bridge Street,
London EC4V 6AL

Participants

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

Apologies

Lochery, Peter (CARE International)

In Attendance

Bacon, Nathan (WSUP)
Jeffery, Neil (WSUP)
Martin, Robert (WSUP)
Norman, Guy (WSUP)
Sternquist, Brandon (WSUP)
Wilde, Chris (WSUP)

Observers

Bindra, Neeti (Thames Water)
Simons, Karl (Thames Water)

Minutes & Action Points

1.1 Welcome & Apologies

The Chair welcomed the Directors, WSUP staff and the various observers.

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

There were none.

1.4 Conflicts of Interest

No new conflicts of interest were reported.

2.0 Company Secretarial and Membership

- The Board approved the change in credit card arrangements.
- The Directors advised members of any related party transactions. Will Day (WD) informed the Board that he is contracted as an Advisor to PwC but not specifically involved in their work related to the TIMM consultancy project being conducted for WSUP.
- Chris Wilde (CW) confirmed that Barclays Bank have now opened an account in Zambia. Additionally following discussions at the last Board meeting and subsequent action taken by WSUP staff, the HSBC account in Bangladesh is now not due to be closed. CW also confirmed that we are in the process of opening a second account in Bangladesh at Standard Chartered to provide an alternative account, should this situation arise again in the future.
- David Thomas (DT) requested clarification of WSUP's policy on the living wage. Neil Jeffery (NJ) explained that all present WSUP staff are paid substantially above the living wage, while interns are paid the minimum wage to ensure that they have some financial income for basic living expenses over the period that they are with WSUP. Rachel Westcott (RW) stated that many organisations paid nothing to their interns, so the present WSUP arrangement was positive in comparison. The Board asked if the cleaners, provided by the building management company, were paid the living wage. **[Action – NB to ask whether the office cleaners are paid the living wage]**
- WD welcomed the progress being made on Health & Safety and security issues, and requested further information regarding the present security situation in Dhaka. NJ explained that specific travel restrictions and precautions had been introduced on WSUP staff travelling to and visiting Bangladesh due to the recent violence directed towards foreigners.
- David Birch (DB) asked CW about kidnap insurance and CW confirmed that WSUP does have kidnap and ransom insurance but the present cover is insufficient, and as a result he and Nicola Carter (NC) are following up on the issue. **[Action – CW to follow up with the insurers to improve level of kidnap cover]**

2.1 CEO report

- The Board noted issues related to institutional development, financial management, risk management and communications, and welcomed the greater level of attention paid to institutional development and risk management over the past 12-18 months.
- The Board noted progress against the WSUP 2012-2016 Business Plan, and welcomed the fact that WSUP has reached, and in many cases surpassed, the majority of targets set in the plan.
- The Board noted progress in preparing and resourcing the WSUP 2016-2020 Business Plan, most notably the bridge funding secured from Stone Family Foundation and Vitol Foundation and the financial contributions that can be carried forward to cover part of the new plan, as well as major support secured from The Coca Cola Africa Foundation.
- NJ talked the Board through his recent positive conversations with DFID, which indicated the likelihood that DFID may be in a position to provide support for WSUP for the entire four years of the new Business Plan 2016-2020.

- NJ announced the successful recruitment of Madhu Rajesh as the new Director of Partnerships & Development.
- NJ thanked CW for his leadership of the Finance & Resources team, and the positive developments in Human Resources being achieved by Nicola Carter.
- NJ presented on the two PbR contracts SWIFT and SAWR, and highlighted the improving situation given that the expected reduction in income had receded due to the increasing level of numbers reported. Ed Mitchell (ED) asked for clarification regarding any potential losses and NJ confirmed that any reduction in income was well within the contingency levels included in the contract.
- The Board asked regarding the establishment of the charitable subsidiary, and NJ provided an update and confirmed that all stages of the application had been completed, and final authorisation was dependent on communication from the Charities Commission. **[Action – NJ to follow up on application sent to Charities Commission]**
- NJ briefly presented the new Business Plan and invited the Board to give him feedback by 14th December. EM suggested including an accessible executive summary and NJ clarified that this would be produced once the main report had been finalised. DS suggested that greater detail regarding the proposed financials be included. NJ explained that this would be included in detailed breakdown provided at the country-level business plans.

2.2 Funding Report

- The Board noted the positive update on Funding.
- EM requested further clarification regarding accepting funding from OFID (the Foundation of OPEC) and whether WSUP had a developed system to assess the characteristics and suitability of donors and funders. **[Action – NJ to work with the new Director of Partnership & Development to revisit WSUP criteria and policy for corporate relationships etc.]**

2.3 WSUP Enterprises

- The Board noted the progress on activities related to WSUP Enterprises.
- The Board discussed future potential options for SmartLife including potentially scaling back the business.
- Rupert Krueger (RK) asked about the present level of support for Clean Team and its future was briefly discussed, including the testing of the new home toilet design created by LIXIL, which has the potential radically to improve the cost structure of the Clean Team business.

2.4 WSUP Advisory

- The Board noted the progress against WSUP Advisory CIC goals.
- Robert Martin (RM) gave an update on the progress on the Vizag project, including reasons for staff changes. Rebecca Marmot (RM) offered Unilever's Human Resources expertise in India.

2.5 Finance & Audit Committee Report

- David Scott (DS) talked the Board through the Committee report, including the recent audits. DS expressed his opinion that for the first time there is now stability, leadership and adequate resources in the Finance & Resources team, which gave him greater confidence that issues are being resolved. The Board thanked CW for his efforts to date.
- DS thanked Borealis & Borouge for the addition of Philipp Naderer (PN) to the Finance & Audit Committee.

2.5 Resources Report

- The Board noted the progress in Finances & Resources function.
- CW highlighted key points of his report, including Human Resources and IT.

DT left the meeting.

3. WSUP Research & Learning

- Guy Norman (GN) gave an update on the existing research portfolio in the 2012-2016 Business Plan, results to date and implications for the future. The Board thanked him for the presentation and requested additional information on future development of the research portfolio in the new 2016-2020 Business Plan.

4. Communications Development

- Lesley Smeardon (LS), Communications Manager, gave a presentation on the development of the organisational wide communications strategy and next steps to be taken in this regard. The Board thanked her for the detailed presentation and asked a series of clarifying questions.
- The Board asked to be included in the mailing list for future internal staff newsletters and CEO videos. **[Action – LS to add Board to the mailing list]**

5. AOB

- The dates of the 2016 Board Meetings are proposed as follows:
 - **25th February**
 - **19th May**
 - **18th August**
 - **24th November**

Acknowledged as a true and accurate record of the meeting:

Signed	
Name	

Actions Arising

Area	Matter	Who	Progress
Risk Committee	To work with PN on draft ToR	CW	On-going
Living Wage	To request clarification on whether the office cleaners are paid the living wage	NB	Completed. The Building Company were unable to confirm, as the cleaners are not direct employees but secured through a service contract.
Insurance cover	To follow up with the insurers to improve level of kidnap cover	CW	Discussed with SMT in December and initial conversations started with the insurance broker.
Charitable subsidiary	To follow up on application sent to the Charities Commission	NJ	Communication received from the Charities Commission on 31 st December. Response to all questions and points raised drafted with assistance of BWB and sent in January.
Corporate fundraising	To revisit WSUP criteria and policy for corporate relationships	NJ & MR	Update to be provided during the meeting
Communications	P&D team to add the Board to the internal staff newsletters and CEO video mailing lists	MS	Completed

ENDS