

**WSUP Board Meeting**  
**WSUP**  
**8-12 New Bridge Street, EC4V 6AL**  
**24<sup>th</sup> November 2016**

**Participants**

Day, William (Chair)  
Birch, David (Independent)  
Marmot, Rebecca (Unilever)  
McCummiskey, Jim (Borealis & Borouge)  
Mitchell, Ed (Independent)  
Pankhurst, Helen (CARE)  
Scott, David (Independent)  
Simons, Carl (Thames Water)  
Tyrrel, Sean (Cranfield)

**Apologies**

Piotrowski, Jaroslaw (Mott MacDonald)  
Westcott, Rachel (WaterAid)

**In Attendance**

Abidid, Yaver (WSUP)  
Bacon, Nathan (WSUP)  
Jeffery, Neil (WSUP)  
Lamb, Alastair (WSUP)  
Peacock, Bill (WSUP)  
Rajesh, Madhu (WSUP)  
Walsh, Anne (WSUP)  
Wilde, Chris (WSUP)

## **Minutes & Action Points**

### **1.1 Welcome & Apologies**

Will Day (WD) welcomed the Board to the meeting, and introductions were made for the benefit of the new Directors.

There were apologies from Jaroslaw Piotrowski & Rachel Westcott.

### **1.2 Approval of Minutes of Last Meeting**

The Board approved the minutes of the last meeting and there were no matters arising.

### **1.3 Approval of the agenda and matters arising**

Will Day (WD) outlined the agenda. No additions were requested.

### **1.4 Conflicts of Interest**

WD announced he had been appointed to Proctor & Gamble's Sustainability Board, which advises the company on sustainability issues.

David Scott (DS) confirmed that he is now the partner responsible for developing and leading Deloitte's relationships with Department for International Development (DFID).

Rebecca Marmot (RM) has joined the Humanitarian Leadership Academy as a trustee.

Helen Pankhurst (HP) is a trustee of Action Aid.

### **1.5 Company Secretarial and Membership**

The Board noted the changes in credit card arrangements.

The Directors advised Members of any related party transactions and there were none.

WD informed the Board that the first meeting of The WSUP Charity, chaired by Richard Aylard External Affairs and Sustainability Director of Thames Water, had taken place 10.30am – 12.00pm the morning immediately prior to the main Board meeting. Neil Jeffery (NJ) provided information on the discussion and the institutional process required for the establishment of the charity.

Ed Mitchell (EM) requested further clarification on the level of interest demonstrated in donating to the charity vehicle. NJ spoke to this, by providing examples of revenue raising activities that WSUP had been approached to participate in, that had not been possible to date, but that would be feasible through the charity vehicle.

CW explained the process to report of incidents via the WSUP Community Help Desk, and NJ highlighted these could be passed on and dealt with by SMT, and/or discussed at the Risk Committee. Jim McCummiskey (JM) asked whether there were Health & Safety walk arounds in the office, and NJ confirmed that these had been conducted, emphasising the role that Nathan Bacon (NB) & Alastair Lamb (AL) play in supporting compliance with this type of standard procedure.

## 2.1 CEO report

The Board noted progress in steps taken to implement the WSUP Business Plan 2016-2020. The Board noted issues related to business planning, commercial and enterprise development, risk management and communications.

NJ highlighted the approval and signing of the new four year DFID funding contract, which was confirmed in the middle of October, as extremely positive news. He, however noted that the significant time delay between the end of the previous DFID contract and the beginning of this new four year arrangement had inevitably slowed progress and activity at a country team level; NJ explained that he expected the pace of operations to pick up again as the new funds began to come online but cautioned that the transition make take some time. JM recommended that we continued a process of rigorous cash flow management, such as that developed for the scenario planning exercise to forecast the impact of DFID funding, as a way to carefully predict and manage the flow of organizational funds going forward.

NJ explained the advances in the close down process for Smart Life in Kenya, a wholly owned subsidiary of WSUP, and the potential liability that this process would create for WSUP. WSUP had received a demand from the Kenya authorities (KRA) that could potentially be considered to be excessive. EM & NJ discussed the pros and cons of different strategies to manage the situation. NJ agreed that we need to analyse the request very carefully and where appropriate and where we did not agree with the conclusions, provide counter arguments and supporting evidence and analysis. The Board recommended that we learn the lessons from this episode, and authorised NJ to seek suitable additional professional advice if necessary, and to pay the requested amount, provided that we received an assurance that that payment would constitute a full and final settlement.

### **[Action – CW & NJ to manage the situation related to potential liability associated with the close down of the WSUP subsidiary, Smart Life in Kenya]**

NJ thanked Yaver Abidi (YA) & Bill Peacock (BP) for their considerable and detailed work on the policies and procedures to be signed off by the Board.

NJ explained the development of the City Functionality Framework, as a tool to better understand and track the desired development pathway for a city and predict the building blocks required to promote sustainable WASH services for all consumers in the city. NJ thanked Guy Norman (GN) and the ERL team for their considerable efforts in developing the city wide tool, and expressed his optimism regarding its potential for use in the future by WSUP and other actors.

NJ thanked Steve Metcalfe (SM) for his support in expanding his Twitter presence and profile.

EM asked for clarification on how best to capture the huge multiplication of impact possible through authoring and disseminating hygiene manuals to a large percentage of Bangladeshi schools, or the dissemination of WSUP methodology to 4,000+ cities in India. Rebecca Marmot (RM) recommended the use of an external third party objective agency to assess and audit the potential impact; Unilever for example utilizes PwC to assess their level of indirect beneficiaries.

## 2.2 Funding Report

The Board noted the update on funding.

Madhu Rajesh (MR) highlighted funding secured, and the robust nature of the pipeline that has been developed. The P&D team is continually looking to diversify WSUP's revenue stream, and has

been successful in achieving considerable success for some country programmes. MR explained the reorganisation of the P&D team and the new systems and processes that she has introduced to improve the functioning and effectiveness of the team. Additionally she provided further detail on the audience mapping that was carried out by the Communications team. Funders continue to demonstrate interest in the SDGs as an issue of critical importance in their conversations regarding funding of WSUP.

EM recommended rigorous due diligence of the Trafigura Foundation. MR confirmed that due diligence was being applied. NJ noted that it was unlikely that we would make an application to Trafigura Foundation in the short or medium term.

**[Action – MR to work on drafting and developing a due diligence process to assess potential funders, which will be discussed and agreed with the Board]**

EM expressed a desire for the Board to be involved in the broader discussion regarding the rebranding and visual identity work to be developed. NJ confirmed that a mechanism to include the Board was being developed, and that time would be allocated for a further discussion on the visual identity at the next meeting.

**[Action – MR & SM to provide an opportunity for the Board to discuss, and input into, the process of developing a new visual identity]**

The Board requested that the Q&A slides on WSUP developed by the P&D team as internal briefing materials, be sent to them for their information.

**[Action – SM to send the Q&A slides on WSUP to the Board]**

### **2.3 WSUP Advisory CIC**

YA spoke briefly to his paper on WSUP Advisory, highlighting the high impact in India that the programme was having.

WD questioned how we keep pace with the growing demands on WSUP Advisory and maintain the quality of the services that we provide. YA discussed his hopes for further and more detailed internal collaboration with other teams, especially the programme team, to promote internal learning and cross fertilization of ideas; additionally he explained his aspiration to develop a small more highly qualified team of consultants with a closer relationship to WSUP, who would act as a 'core' team for WSUP Advisory.

JM raised the issue of considering how best to protect the Intellectual Property that we are creating, particularly if it has the potential to create further income streams.

DS cautioned YA on the establishment of new PbR contracts. Despite the fact that these had turned out to be successful for WSUP in the past, some organisations had entered into contracts without proper consideration of the risk, which had caused them to incur losses. We need to be cognisant of that reality when considering these contracts in the future.

DB provided further information to the Board on the establishment of WSUP Advisory India, a wholly owned commercial subsidiary of WSUP Advisory. DB is Chairman Elect of WSUP Advisory India. DB confirmed that he will continue to keep the Board apprised of further developments regarding the company.

## **2.4 Finance & Audit Committee Report**

The Board noted the Finance & Audit Committee minutes.

DS described the change in focus of the deliberations of the committee once the positive news of the confirmation of the four year funding contract from DFID had been received. DS confirmed that the auditors were very positive about CW & NJ, but highlighted that a lot of the operations rest on their shoulders.

WD asked CW whether he believed there were any mechanisms by which he could reduce his workload. CW responded by explaining the recent changes in the finance team, the continued improvement in systems and processes and the acquisition of IPOS. NJ emphasised the role the acquisition of IPOS will have in easing the finance team's workload through the elimination of the need to enter all the finance data twice. WD recommended that the organisation consider a full time role to cover compliance issues across WSUP and all its subsidiaries, to relieve pressure on CW and NJ who typically work on these issues. NJ agreed that this was a sensible suggestion and reflects the development of the internal conversations amongst the management team.

The Board thanked the committee for their time and report.

## **2.5 Risk Committee Report**

JM spoke to the third Risk Committee meeting. This included the requirement for the TORs for the Finance & Audit Committee and the Risk Committee to be aligned, and the structure of the Risk Register to be assessed and enhanced.

**[Action – CW & NJ to work with the Finance & Audit Committee and the Risk Committee to finalise and align the TORs for the two committees]**

**[Action – SMT to assess the structure and content of the Risk Register and make recommendations to make it more live tool for discussing and managing risk]**

The Board noted that Eddy Finch, a Charter Accountant from Buzzacott, had joined the committee.

Karl Simons (KS) volunteered to join the Risk Committee, and the Board accepted this offer.

The Board thanked the committee for their time and report.

## **2.6 Resources Report**

The Board noted the progress on Finance & Resources.

CW talked to the Resources Report, including a description of the present state of finances of WSUP. The management accounts were discussed. The Board thanked CW for the improvement in quality of the organisational budgeting reflected in the closer and more realistic alignment between budget and actual income and resources seen in the present financial year.

The COLA award for the global teams has been calculated and proposed increase put to the Remuneration Committee for sign off.

**[Action – NJ to ensure response from the Remuneration Committee on COLA for international staff, and enact decision accordingly]**

WD thanked CW and his team for their continued hard work.

## **2.7 Approval of Policies & Health, Safety & Security Procedure**

NJ introduced the basic ideas of the policies & procedures, and commended the work by YA & BP, and asked the Board to approve, or not, the establishment of a set of policies and procedures as described, and then to approve the content of each individual policy as tabled.

Sean Tyrrel (ST) asked whether these policies and procedures existed before, and NJ confirmed that they had, but that these were updated versions that would replace the previous versions. Additionally he explained that together the new policies and procedures create an integrated and interrelated set.

KS asked whether we have an HSS plan in place in each country in which we operate. BP confirmed this is the case. HP recommended that a regular review date be set for the policies and procedures. EM requested that wording be included in H&S policy to support an employee who chooses not to carry out an action because they regard it as being unsafe.

NJ described the role of the Risk Committee in supporting the quality of the policies and procedures, through assessing their role in mitigating risk across the organisation.

The Board formally adopted the policies tabled, with the minor amendments outlined above. The Board supported the concept that the executive team through NJ would be responsible for their execution. The Board agreed that there should be regular review of policies and procedures. NJ, BP and YA agreed that outstanding policies would be brought before the Board at future Board meetings.

**[Action – NJ, BP & YA to present outstanding policies to Board for discussion and sign off]**

## **2.8 Approval of Audited Accounts**

The Finance & Audit Committee met with the auditors to discuss the audit and any related issues. The committee reported to the Board that the auditors raised no issues or concerns, but did express their thanks and support to CW and his team for their commitment and determination to ensure continuous improvement in WSUP's financial systems.

The Board adopted the audited accounts and directors' report for the financial year 15/16.

The Board noted that the WSUP Advisory Board had also approved the equivalent audit accounts for WSUP Advisory.

The Board noted the post audit report from the auditors, including its recommendations.

## **3. Role of Monitoring & Impact Assessment in the WSUP Business Plan 2016-2020**

Jon Stokes (JS), M&E Coordinator, gave a presentation to the Board, on the new M&E system established at WSUP in line with the Business Plan 2016-2020. JS presented and discussed the new summary dashboards that he had created to record and represent the outcome and impact figures associated with our operations.

WD asked how the data was recorded and managed. JS confirmed that he was only one who could

edit the dashboard.

WD thanked JS for an excellent presentation and congratulated him on his work to date.

**4. Internal Strategic Objective: Building a Stronger Organisation to support WSUP Business Plan.**

Alastair Lamb (AL), Interim Director of Support Services, gave a presentation to the Board on the progress made in developing the non-financial resources support services.

WD thanked AL for giving his presentation and for the team that has supported this work.

RM commented that she found it reassuring that there was now a clear structure and underpinning to the support services and internal systems of WSUP.

WD noted that the work being done would help bring better and more appropriate internal support system to an increasingly complex organisation, which would help balance WSUP's entrepreneurial spirit with a recognition for rigorous business processes.

**5. AOB**

The Board dates for next year were agreed as:

23<sup>rd</sup> February

18<sup>th</sup> May

17<sup>th</sup> August

23<sup>rd</sup> November

**Acknowledged as a true and accurate record of the meeting:**

<b>Singed</b>	
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