

**WSUP Board Meeting**  
**Fleet House, 8-12 New Bridge Street**  
**London, EC4V 6AL**  
**17<sup>th</sup> August 2017**

**Participants**

Day, William (Chair)  
Birch, David (Independent)  
Harvey, Eric (WaterAid)  
Marmot, Rebecca (Unilever)  
McCummiskey, Jim (Borealis & Borouge)  
Mitchell, Ed (Independent)  
Pankhurst, Helen (CARE International)  
Piotrowski, Jaroslaw (Mott McDonald)  
Scott, David (Independent)  
Simons, Karl (Thames Water)  
Tyrell, Sean (Cranfield)

**In attendance (WSUP):**

Abidi, Yaver  
Dobbie, Cameron  
Jeffery, Neil  
Horner, Jeremy  
Norman, Guy  
Peacock, Bill  
Rajesh, Madhu  
Walters, Alicia  
Wilde, Chris

## **Minutes and Action Points**

### **1.1 Welcome and Apologies**

William Day, (WD) opened the meeting, welcoming Eric Harvey, (EH), to the meeting as the alternate from WaterAid in place of Rachel Westcott.

### **1.2 Approval of last meeting's minutes**

The Directors approved the minutes of the previous meeting with no amendments.

### **1.3 Approval of the meeting's agenda and matters arising**

The Directors approved the meeting's agenda and noted the matters arising.

### **1.4 Register of conflicts of interest**

No conflicts of interest were registered.

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

Chris Wilde, (CW) spoke to the report and highlighted the need for Directors to nominate an individual from the WSUP staff to be the official representative of WSUP to the Board of Trustees of the WSUP Charity. WSUP is the sole member of the charity.

The Board delegated the authority for selecting this individual to Neil Jeffery (NJ), with final approval delegated to the Chairman of the WSUP Board.

**[Action – NJ to select WSUP representative and seek approval from Chairman]**

CW updated the Board on the discussions with the Kenyan Revenue Authorities with respect to the closure of SmartLife and the progression towards completion of the case.

CW noted the changes to the Board of Clean Team, citing that Madhu Rajesh is now chairperson of the Board.

The Board noted that the Standard Chartered Bank account Bangladesh is now open.

The Board approved the issuing of credit cards as outlined in the report.

### **2.1 CEO Report**

NJ presented the CEO's report and provided an update on progress against the business plan highlighting specific points for the Board's attention.

The Board congratulated the WSUP team for the second round funding from the Skoll Foundation.

NJ reported the positive news that DFID have agreed to incorporate shared sanitation figures into their assessment of WSUP's beneficiary numbers. WSUP is working with DFID to identify exact criteria for acceptable shared services.

The Board welcomed that WSUP continues to influence global players within the WASH sector; manifested most recently in UNICEF's invitation to WSUP to bid for a contract to help their global WASH strategy, assisting their New York office to drive forward progress in this area.

NJ explained to the Board the reductions in WSUP's grant from KMT, and the corresponding funding reduction. NJ outlined the current discussions taking place with DFID regarding the possibilities of reacquiring the funds through partnerships with other agencies.

David Scott (DS) highlighted the statutory requirement of DFID to spend 0.7% of GDP per annum, leading to the potential availability of funds in February/March 2018.

The Board thanked Thames Water for their considerable support to assist WSUP in the development of a new IT strategy through the assistance of Phil Chatterton, Programme Director - Infrastructure, Network and Security at Thames Water.

WD requested the Board to consider the most efficient ways for WSUP to correctly own and govern the various subsidiary entities currently in operation. The Board discussed this area and referenced the various conversations taking place within the Risk Committee. Points were taken from across the meeting regarding potential avenues for management of subsidiary companies. The Board requested that the Finance & Audit Committee discuss this issue in greater detail and provide further recommendations to the Board.

**[Action – F&A Committee to discuss management and ownership of subsidiary companies, and provide recommendations to the Board]**

WD thanked all member organisations for their current support to WSUP through a wide range of activities.

## **2.2 Funding Report**

Madhu Rajesh, (MR), spoke to the Partnership & Development Report, outlining that 63% of the Business Plan 2016-2020 is funded and highlighted the current funding trajectory in FY18/19 and FY19/20.

MR reported the significant range of funders now offering to recommend WSUP to other funders.

WD queried the section on funder visits to country teams and sought clarification as to the pressure these may create for country staff. MR and NJ responded by highlighting the steps taken to bring in the necessary secretariat team support to assist on the visits.

Bill Peacock (BP) noted the suggestion for WSUP to continue to develop links with country level DFID teams in order to strengthen opportunities to access better resources, especially post 2020.

MR mentioned the continued outstanding funds from Rotaract Zambia and requested that a communication to Rotaract be sent on behalf of the Board. WD agreed to send a letter if a draft were prepared for him.

**[Action - MR to provide letter to WD for signature]**

The Board noted a point raised by David Birch (DB) regarding the need to continue to monitor, develop and identify new ways for WSUP to increase and strengthen its reserves.

### **2.3 WSUP Advisory**

DB spoke to the WSUP Advisory report highlighting a profit of £38k in FY16/17 and the subsequent donation of £12k to the WSUP Charity in the first quarter of FY17/18. DB noted the projected profits of £61k by the end of year of FY17/18.

WD thanked the WSUP Advisory Board for the continued growth in activity and profits generated.

Ed Mitchell (EM) asked for further information on the approval of the Nestle/IFRC contract and NJ highlighted that all relevant due diligence had taken place along with the successful completion of the WSUP Ethics Committee review process. No conflicts were raised and it was recommended that WSUP Advisory proceed in full.

Helen Pankhurst (HP) enquired as to the business improvement activities and the need to progress on the categories marked as red.

### **2.4 Finance & Audit Committee Minutes**

David Scott (DS) reported on the minutes of the Finance & Audit Committee and the work plan currently underway to develop WSUP IT systems to become fully cloud based, with the necessary data protection steps.

DS highlighted the potential Value for Money (VfM) research exercise. NJ expanded on the conversations that took place regarding how to take the VfM discussion forward; this may involve utilising WSUP's M&E framework to provide the required granularity of data.

The Audit provider tender process was noted and an update on progress will be given to the Board ahead of the November AGM.

CW stated that DS will represent the WSUP Board in the tender process for a new audit provider.

EH noted the incoming International Aid Transparency Initiative (IATI) regulations as of 1<sup>st</sup> December 2017.

**[Action – AW to investigate if these regulations have relevance for WSUP]**

The Directors thanked the Finance & Audit Committee for their update and on-going work.

### **2.5 Risk Committee Minutes**

Jim McCummiskey (JM) spoke to the minutes of the Risk Committee highlighting the proposed roll out of a comprehensive risk monitoring and management tool across WSUP and the forthcoming analysis and considerations by SMT.

NJ spoke to the Risk Appetite questionnaire that would serve as an input into that process for the discussion to take place at the Board in November.

The Board requested that the Chair of the Risk Committee attend the November Board meeting to present on the risk management tool and development of the risk register, and that a 45min session be set aside in the second half of the meeting to deal with this topic.

**[Action – Philipp Naderer, Chair of the Risk Committee to attend the November Board meeting and present on the roll out of the Risk management tool]**

## **2.6 Finance and Support Services Report**

CW opened the item and spoke to the financial data as of year-end FY16/17 and the current level of the WSUP reserves.

The development of the Finance team was reported to the Board with CW outlining the two-wing focus of the team into fund accounting and management accounting sections. The overall size of the team has remained the same.

CW noted the various activities which have led to the improvement of the WSUP's internal financial system, namely: the introduction of the iPOS system; redrafting of the Finance Handbook and; the creation of a funder budget template.

The Directors discussed the financial management of WSUP and the appropriate balance of activity with the need to maintain spending levels in line with budgeted expansions.

Karl Simons (KS), enquired as to the National Minimum Wage (NMW) in the core programme countries and it was clarified that all staff were being paid above the NMW in those markets.

**[Action – AW to double check this].**

Alicia Walters, (AW), spoke to the Support Services report addressing the current grading & reward exercise and the forthcoming SMT workshop to develop the project.

AW thanked Thames Water for the IT support through Phil Chatterton and again paid tribute to his help to guide WSUP towards a new comprehensive cloud based IT system.

AW gave an update on the pursuit of legal support for compliance issues.

The Board noted that WSUP has increased cover for professional indemnity and management liability cover.

JM enquired as to the staff turnover to understand any potential trends which may be present. AW addressed this and highlighted that WSUP staff turnover was at or better than the sector average and emphasised that she had not received any emerging trends in exit interviews.

The Board discussed the incoming General Data Protection Regulation (GDPR) regulations and the need for compliance by May 2018.

**[Action – AW to investigate General Data Protection Regulation (GDPR) regulations and assess how WSUP should respond].**

### **3. WSUP Business Plan 2016 – 2020, Programme Directorate**

BP initiated the presentation by providing an overview of the Programme Directorate as an integral part of the Business Plan 2016 – 2020, focusing on the historical structure and subsequent development of the Directorate from 2014 to 2017.

Jeremy Horner, (JH), was introduced to the Board of Directors as incoming Director of Programmes and provided the background of his career to present date.

JH focused on the areas of future development across the programme teams, noting particularly budget management, consistency of information sharing and the need for continued innovation.

BP reported to the Board on the examples of progress across all programme countries and the various ways in which WSUP has led to better services being developed for low income consumers. A summary analysis of the high level achievements in each programme country was presented.

WD thanked BP and JH for the presentation and the Board congratulated JH on his appointment.

### **4. Closed Discussion**

The Board held a closed discussion with the attendance of the CEO.

### **5. AOB**

The dates of the 2018 Board of Directors meetings were noted with the view for approval at the next Board meeting.

**ENDS**