

**WSUP Board Meeting**  
**Fleet House, 8-12 New Bridge Street**  
**London, EC4V 6AL**  
**23<sup>rd</sup> November 2017**

**Participants**

Birch, David (Independent)  
Day, William (Chair)  
Harvey, Erik (WaterAid)  
Marmot, Rebecca (Unilever)  
McCummiskey, Jim (Borealis & Borouge)  
Piotrowski, Jaroslaw (Mott McDonald)  
Simons, Karl (Thames Water)  
Tyrell, Sean (Cranfield)

**Apologies**

Mitchell, Ed (Independent)  
Pankhurst, Helen (CARE International)  
Scott, David (Independent)  
Westcott, Rachel (WaterAid)

**In attendance (WSUP):**

Abidi, Yaver  
Dobbie, Cameron  
Horner, Jeremy  
Jeffery, Neil  
Morcrette, Alexis  
Naderer, Philipp (Borealis & Borouge) – by phone  
Norman, Guy  
Walters, Alicia  
Wilde, Chris

## **Minutes and Action Points**

### **1.1 Welcome and Apologies**

William Day (WD) welcomed the meeting and gave the apologies.

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

The minutes of the previous meeting were approved with no amendments and the actions from the previous meeting noted.

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

The agenda of the meeting was approved with no amendments.

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

WD noted that he has been appointed as the Chair of the Board of the Sainsbury's Foundation (the new corporate foundation, rather than one of the family foundations).

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

Chris Wilde (CW) spoke to the papers and presented Jeremy Horner (JH) as the nominated representative of WSUP at the meetings of the WSUP Charity.

WD approved the appointment with the support of the Directors.

The Directors noted the change in the credit card allocations and approved these changes.

No related party transactions were declared by the Board.

CW reported to the Board the disqualification of the Directors of Water and Sanitation for the Urban Poor (India) Limited, a dormant subsidiary company of WSUP, from serving as Directors in India given historic filing inconsistencies. CW assured the Board that efforts were presently underway to resolve the situation.

WD sought clarification of Bill Peacock's (BP) Directorship on the Board of Clean Team Ghana and the potential for BP to remain on the Board into the future. Neil Jeffery (NJ) informed the meeting that conversations regarding this possibility were on-going, and that this possibility would be viewed very positively.

### **2.1 CEO Report**

NJ spoke to the report and highlighted the progress to date on the various quantitative indicators as outlined in the Business Plan and the continued development of high level relationships with a number of critical stakeholders including the World Bank, Bill & Melinda Gates Foundation (BMGF) and the Skoll Foundation.

NJ described two forthcoming opportunities to monitor the implementation of the Business Plan and further develop strategy towards its successful enactment. These are the CPMs Gathering in Addis Ababa, at the end of November 17, and the Global Meeting 18 in Dhaka, February/March 18. Thanks

were noted to CARE International for their assistance in sponsoring visas for WSUP staff to enter Ethiopia, for the former of these two events.

NJ brought to the attention of the Board that both Payments by Results programmes are broadly on track to be paid in full.

WD inquired as to the ability for WSUP to seek funds for utilisation across the totality of the Business Plan to assist in fungibility of resources across all WSUP's activities.

NJ confirmed that this vision continues to remain a priority for WSUP and that WSUP continues to sell the Business Plan as an integrated proposal.

Jim McCumiskey (JM) asked for clarification on the Clean Team projection numbers as provided in the report and raised concerns regarding the ability of Clean Team to meet those targets, as well as the ongoing cost to WSUP to support the business in the start-up phase (while it is still loss making); this was duly explained by WSUP staff in attendance.

The Board noted the appointment of the new Secretary of State for the Department of International Development.

WD thanked all Board members for their continued support to WSUP as outlined in the report.

## **2.2 Funding Report**

As Madhu Rajesh (MR) was unable to attend the meeting, NJ spoke to the Funding Report and noted the potential of WSUP to reach the £50m milestone of the £65m Business Plan target (across four years 2016-2020) at some point in the calendar year 2018.

The Board noted the new logo and visual identity for WSUP Advisory and thanked the Communications Team for its development.

The Board discussed the necessity for a more proactive approach from the country teams supported by the P&D team to build relationships with the local DFID offices and strengthen partnerships.

**[Action – Madhu Rajesh (MR) to assess and plan for enhanced engagement with DFID representatives at country level over the next 6-12months and work closely with the CPMs in this process]**

WD requested further information on the WSUP P&D team's plans to engage in the UK Aid match appeal.

NJ spoke to this and highlighted the ways in which WSUP could prepare to be able to successfully engage with the UK Aid match appeal.

The Board noted the grant of WSUP to Wasser feur Wasser and the contractual arrangement going forward between the two organisations.

Thanks were noted to the entire P&D team for their on-going efforts.

### **2.3 WSUP Advisory**

Yaver Abidi (YA) spoke to the WSUP Advisory report noting the financial projections and the strategic direction of the company.

YA highlighted the positive financial forecast given the recent contract awards and provided greater detail to the World Bank contract which will be working with Lusaka Water and Sewerage Company (LWSC); WSUP Advisory has been contracted to prepare a Business Plan for LWSC as a mechanism to orchestrate improved service delivery across Lusaka. He also described the new Conrad Hilton Foundation contract working with the Ugandan water sector.

The Board congratulated WSUP Advisory and the award of the contracts as noted in the report.

**[Action – YA, NJ & CW to present proposals that would formalise the utilisation of WSUP reserves by WSUP Advisory and ensure appropriate transparency in reporting. Additionally, YA, NJ and CW to investigate the possibility for raising additional external cash flows which could be used for WSUP Advisory investment.]**

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

The minutes of the meeting were received.

CW read out a statement from David Scott (DS) that highlighted the recommendation to the Board to approve the appointment of Crowe Clark and Whitehall (CCW) as the WSUP Auditors from March 2018 onwards.

The Board welcomed the recommendation and agreed to make a formal decision at the forthcoming AGM.

### **2.5 Risk Committee Minutes**

The minutes of the meeting were received.

Karl Simons (KS) spoke to the minutes and highlighted the development of the WSUP Risk Register, the current ratings of those risks and the mitigation steps in place to manage risks.

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

CW presented the report and noted the finalisation of the WSUP Accounts which will be presented at the forthcoming AGM.

CW reported that the post audit report highlighted no critical issues, although provided a set of useful recommendations.

Alicia Walters (AW) spoke to the Support Services segment of the report and gave specific reference to the legal compliance exercise being undertaken by David Romain (DR), On Purpose Associate, and the mapping of WSUP compliance requirements across the organisation.

### **3. WSUP Risk Assessment**

WD welcomed Philipp Naderer (PN) to the meeting, Chair of the Risk Committee, via conference call.

NJ opened the session and the discussed with the Board the evolution of the risk management process within WSUP. NJ paid credit to YA and CW on the development of the risk process and the preparation of the risk appetite questionnaire which will provide the organisation with a roadmap to manage risk.

NJ led the Board through a presentation and in doing so cited the requirement of a more comprehensive risk management process given the increasing complexity of WSUP and the desire to exercise good governance across the organisation.

CW presented the findings of the risk appetite questionnaire and thanked the Board for their cooperation in completing this exercise.

NJ highlighted the implementation of the project and the ways in which it will assist in the fulfilment of WSUP's mission.

A discussion on the presentation took place among the Directors with input from YA, PN, NJ and CW.

The Board formally approved the proposal for the risk management procedure and formally signed off the adoption of the procedure.

**[Action – NJ to report to the Board in the next 6 months on the implementation of the risk management process.]**

### **4. WSUP Business Plan 2016-2020 - updates on elements to support the Business Plan.**

AW opened the presentation and highlighted the development of the grading and reward strategy, focusing on the collection of data for salary & benchmarking analysis and the proposed role taxonomy going forward.

Rebecca Marmot (RM) thanked AW and noted the need for clear communications on the implementation plan throughout the organisation.

Erik Harvey (EH) commented on the need to link the mechanism in pay progression to performance management, whilst ensuring that COLA remains a separate consideration.

The Board thanked AW for the progression on the grading and reward strategy for WSUP.

Steve Metcalfe (SM) presented the new WSUP website and the work to date to solidify WSUP's messaging and vision. SM outlined the ambitions for the new WSUP website and the ways in which it has been developed building on the experience of the previous website.

EH highlighted the opportunity the blog pages could provide to showcase the expertise across the entire organisation, including country teams, seeing blogs as a useful way to demonstrate local knowledges on a wider platform.

**[Action – SM to create a dissemination plan for the WSUP website.]**

The Board congratulated SM on the development and launch of the new WSUP website.

**5. AOB**

RM provided a brief update to the Board on the recruitment of the new chair noting that the head-hunters will be selected by the end of November, that research will take place in December/January with the view of a new chair being in post by May.

WD confirmed that he would stay in post until his successor was found.

David Birch (DB) enquired as to the legal status of the country offices and their entities and the responsible person for filing etc in that country.

**[Action – NJ, AW & DR to provide updated analysis and investigation to the Board as to the legal status and governance structure of WSUP office in all core countries to the Board.]**

**[Action – Cameron Dobbie (CD) to circulate all meeting dates for 2018]**

**ENDS**