

**Minutes of the meeting of the Board of Trustees of The Power of Nutrition (the 'Foundation')
held on Tuesday 26th March 2018 at Bircham Dyson Bell, 50 Broadway,
London SW1H 0BL**

Present: Mike Rann **(MR)** (Chair)
Jonathan Brinsden **(JB)**
Phyllis Costanza **(PC)**
David Bull **(DB)**
Ertharin Cousin **(EC)**

Observers: Anna Wechsberg **(AW)** (DFID)

Staff attendees: Martin Short **(MS)** (CEO)
Sarah Dunn **(SD)**
Mavis Owusu-Gyamfi **(MOG)**
Chris Skeet **(CS)**
Carla Martins

Other participants: Siobhan Crowley **(SC)** (CIFF)
Heino Meerkat (BCG)
Charmian Caines (BCG)

Apologies for absence: Mark Cutifani

1. Introductions and declarations of interest

1.1. Introductions

MR introduced and welcomed all the persons present, observing and attending.

1.2. Declarations of interest

MR referred to the Foundation's conflicts of interests, all received and noted, except for Ertharin Cousin who will send her conflict of interests form shortly.

1.3 Approval of minutes

The minutes of the November 2017 Board meeting were approved.

2. Finance, Budget, Operations, Fundraising and Investments

2.1. MS referred to the CEO update report, which was circulated by email with the Board pack and welcomed any comments or questions.

Discussion

A general discussion followed:

- DB questioned if the OPEX deficit mentioned on page 1 - point 2.2 of the CEO update, will increase during 2018.
- CS explained that the budget is a full 2.5 years budget which ended on 31 December 2017.
- MS added that CIFF paid for the OPEX of the 2,5 years period and covered the deficit.
- SC questioned the forward projection in terms of OPEX cover as the remainder amount committed by CIFF to OPEX will finish mid-2019.
- MS explained that the remainder amount of OPEX committed by CIFF (around \$4m) is included in the 3-year (2018 to 2020) budget approved at the last Board meeting, as well as new sources of OPEX funding.
- DB raised a question on the UNICEF paper mentioned in the minutes of the previous Board meeting.
- MS commented that Ted Chaiban, UNICEF's Director of Programmes, would give a presentation during the day to the Board Members and would be able to give an overview of UNICEF's proposal for the new partnership between both organisations.

2.2. MR raised the recent public highlighting of safeguarding issues with various UK charitable organisations. He pointed out that he was very pleased to see the Foundation's immediate response to the UK government demonstrating its commitment in being a pace setter to ensure that it operates ethically and responsibly in what concerns the safeguarding of its various stakeholders. He requested MS to give a brief update on the Safeguarding and Whistleblowing policies.

- MS explained that given the concerns about the wider charity sector raised by the OXFAM case, the Secretary of State wrote to the Foundation, requesting a detailed demonstration of the steps it was taking to ensure that its safeguarding policies were fully in place, and confirming that it had referred all concerns it had about specific cases and individuals to the relevant authorities. He added that the Foundation replied on the 26th of February outlining the policies and measures it had already put in place and that the letter was included in the Board pack.
- EC questioned if the Foundation should request from its implementing partners a certificate to guarantee that they are meeting the standards required by the Foundation's donors.
- MOG explained that both UNICEF and The World Bank, the Foundation's current implementing partners, are required to adhere to similar guidelines aligned with UK government requirements. She pointed out that the Foundation will ensure that similar processes are in place with any new implementing partners.

- DB commented that the safeguarding policy only refers to the CEO as the main point of contact for reporting any safeguarding issues. He suggested to include a Board member in the policy as a contingency if the CEO is accused of some impropriety. He added that the focus of the policy is on children, young people and vulnerable adults. He pointed out that people that don't fall into these categories can also be victims of bullying, harassment or inappropriate conduct and for that reason the policy should be extended in order to safeguard all the Foundation's stakeholders (employees, visitors, contractors, etc).
- MR requested amendments to the safeguarding policy, adding a designated Board Member as an alternative point of contact (it was suggested that Jonathan Brinsden taken this role) and also making the policy more general in order to guarantee that all the Foundation's stakeholders are safeguarded.
- The whistleblowing policy was ratified and approved. The safeguarding policy will be amended and re-submitted for ratification at the next Board meeting.

2.3. MR asked if the Board Members approved the proposed resolution for the Directors' terms of office.

- DB commented that the proposed resolution only proposes the re-appointment of the Board Members but does not have a term limit, which is not best practice.
- MS proposed the re-appointment of the Board Members every two years with a term limit of 8 years, starting to count from this Board meeting onwards. All Board members approved.

ACTIONS:

- **Amend the safeguarding policy, adding a designated Board member as an alternative point of contact and making the policy more general in order to guarantee that all the Foundation's stakeholders are safeguarded.**
- **MS to put into effect, with BDB (Bircham Dyson Bell) support, the Board decision to re-appoint the Board Members every two years with a term limit of 8 years.**

3. AOB and Closing

3.1. There being no other business, MR declared the meeting closed.