

**Minutes of the meeting of the board of trustees of The Power of Nutrition (the 'Foundation')
held on Tuesday 27th November 2018 at Bircham Dyson Bell, 50 Broadway, London SW1H 0BL**

Present: Mike Rann **(MR)** (Chair)
Jonathan Brinsden **(JB)**
David Bull **(DB)**
Ertharin Cousin **(EC)**
Siobhan Crowley **(SC)**

Attendees: Martin Short **(MS)** (CEO)
Sarah Dunn **(SD)**
Mavis Owusu-Gyamfi **(MOG)**
Ben Maitland **(BM)**
Michelle Thompson **(MT)**
Chris Skeet **(CS)**
Clare Moran **(CM)**
Jo Moir **(JM)**
Carla Martins **(CaM)**
Ashley Robertson

Apologies for absence: Mark Cutifani

1 Introductions, declarations of interest and minutes

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 interest, all received and noted. MR noted that SC would leave the meeting at certain points in light of her conflict of interest concerning an item of business to be discussed.

1.3 *Approval of minutes*

The minutes of the 26 June 2018 Board meeting were approved.

2 Finance & operations

2.1 Mindful of the Board's diversity, MS referred to the CEO update report, which was circulated with the Board pack and welcomed any comments or questions.

Discussion

A general discussion followed:

- MR mentioned that he had been working with Inzito to find new female trustees with an interest or background in Asia for the Board. He explained that there had been a selection of ten great candidates who had all declined the position for different reasons. MR added that this was all part of the effort to achieve a gender balanced Board of trustees. MR further mentioned that he met with Al Cook from **Equinor** in relation to a new male candidate for the Board. He added that he was very impressed with this candidate.
- MS responded that good news was expected from bilateral agreements in the next three to four weeks which should assist in reaching the fundraising target. With these types of arrangements, he added that the Foundation was a victim of the over-ambitious promises of ministers, who often made commitments they cannot keep as the financial year-end draws closer.
- MR mentioned that he had been in talks with DFAT regarding an Indonesia programme, for which the outlook looked positive. He added that the change in Australian government expected to take place next May might have an effect on the level of funding that the Australian government can provide to the Foundation.
- DB commented that staff turnover was not present in the Financial Report. He added that it may be useful to have these figures included in the report to determine why members of staff leave the Foundation.
- CS added that these figures could be included in the Financial Report, should the Board decide so.
- MS commented that as there are only 15 employees in the Foundation, one person leaving is a high percentage of the total number of employees and therefore the statistic would not be meaningful.
- CS confirmed that two people have recently left the Foundation.
- The Board approved the CEO report.

ACTION:

- **MR to report at a later date regarding a male candidate for the Board position.**

2.2 CaM commented that there are new policies which the Board need to approve. She added that the most pressing of which is the Maternity Policy, as two members of staff were soon to go on maternity leave in January. CaM welcomed comments and questions.

Discussion

A general discussion followed:

- JB confirmed that the Maternity Leave Policy and the Adoption Leave Policy are both consistent with the Foundation's legal obligations.
- DB commented that the Adoption Leave Policy is too complex and demanding. He added that it distinguishes between types of adoptive parents and allocates leave based on which type of parent you are. DB argued that in practice, adoption does not work like this as most parents in these circumstances adopt a child as joint-adopters.
- CaM responded that the policy needed to be in line with the Maternity Policy as it would otherwise be discriminatory.
- JB added that the practical implications of adoption and maternity for the parties concerned were not the same which causes tension in matters such as this.
- EC commented that as the Foundation is focussed on the nutrition of children, the Board should adopt policies that reflect the philosophy underlying this focus: supporting others. She suggested that despite the strict legal requirements, an enlightened policy reflecting the values of the Foundation should be adopted and dictate how staff are treated.
- CaM suggested that the Maternity Leave Policy be adopted at this meeting and that the Adoption Leave Policy be tabled at the next Board meeting for proper review.
- DB commented that the Antenatal Policy is too restrictive to be approved. He mentioned that the policy permits leave for only two antenatal appointments, which is not sensible as usually more antenatal appointments are required.
- The Adoption Leave Policy, Adoption and Antenatal Appointments Policies and Shared Parental Leave Policies need to be revised and presented at the next Board meeting. All other policies were approved.

ACTIONS:

- **The Adoption Leave Policy, Adoption and Antenatal Appointments Policies and Shared Parental Leave Policies shall be tabled for consideration at the next Board meeting.**

2.3 CS referred to the financial report, which was circulated with the Board pack and highlighted that:

- the balance sheet reflected business as usual;
- all cash of the Foundation is committed; and
- The main positive variances against budget were because staff costs were lower than budgeted due to slower level of appointments and in addition a fundraising contract in Asia was cancelled in Quarter 1 whereas a full year of costs had been budgeted.

Discussion

A general discussion followed:

- SC questioned whether the Board had benchmarked the Foundation in relation to, for example, salaries and bonus structures against other third sector re-granting organisations. DB commented that a benchmarking process would be beneficial, however finding appropriate comparatives to the Foundation is difficult. He added that without similar comparatives the benchmarking exercise would be meaningless. DB agreed nevertheless that OPEX needs to be reviewed.
- MR suggested that this could be done through an Audit and Finance Committee, which would be discussed at a later point in this meeting.

2.4 MOG referred to the Risk Matrix, which was circulated with the Board pack.

Discussion

A general discussion followed:

- CM mentioned the possibility of remote working to attract more interest in current vacant positions at the Foundation and help retain staff.
- MOG commented that remote working has already been explored and the Foundation decided not to offer it. She added that the job seems unattractive to many due to the salary offered by the Foundation relative to the high cost of living in London.
- DB suggested that the possibility of flexible working be further explored.
- DB commented that micro-management on the Risk Matrix was at the same risk level as the two points highlighted by MOG earlier. He questioned whether micro-management is a serious issue and whether there is anything the Board can do to combat this.
- MS presented a slide to the Board and explained that there are a number of stakeholders that the Foundation has to please, each of which had a tendency to micro-manage the relationship. Keeping all stakeholders happy was resource intense.
- DB questioned what EU/BREXIT meant for the Foundation and whether this should be included in the Risk Matrix. He added that many organisations were setting up bases in Europe.
- SD commented that setting up a limb of the Foundation in a European state would come at a potentially high cost of funds and personal time for the Foundation and the Board.
- DB questioned whether the Foundation would have access to the EU International Development pot should it set up a branch in the EU.
- EC suggested tabling these concerns until after the BREXIT deal.

ACTIONS:

- **Explore the possibility of flexible working for the Foundation's staff.**
- **The concerns surrounding BREXIT to be tabled once a deal is agreed. In the meantime, the Board should consider whether the Foundation should set up an EU branch to access the EU International Development pot and whether these BREXIT concerns should be added to the Risk Matrix.**

2.5 MR referred to the Trustee Terms of Reference which was circulated with the Board pack.

The Board approved this item.

3 Strategy update and donors' requests

3.1 MS referred to the draft CIFF Grant Agreement (the **Agreement**) which was circulated with the Board pack.

SC left the meeting at 2:57p.m.

SC returned to the meeting at 3:30p.m.

Recognising the risks to the organisation and some potential changes to strategic choices around programme design, the Board agreed that the CIFF agreement should be signed.

3.2 MR proposed the creation of a Finance and Audit Committee.

The Board supported this motion.

ACTION:

- **The Board to circulate the terms of reference for the proposed Finance and Audit Committee.**

4 Investments

4.1 MOG gave an investment update.

5 Fundraising

MR commented that this had already been discussed at length and did not require any further discussion.

6 Communications

6.1 BM provided an update in relation to communications, highlighting:

- the creation of the Foundation's new website, which possesses a stronger narrative, photo library and brand pieces;

- that talks are underway with people from Google to discuss maximising the operations of the new website;
- that the website has a greater focus on the programmes and the children they support as opposed to focussing mainly on investors;
- that a new communications policy had been written; and

6.2 BM welcomed comments and questions.

- CD questioned what the entry route was for country partners and the Communications team's plan behind that.
- BM commented that working with celebrities and a greater presence on Facebook may help with this.

ACTIONS:

- **BM to send the new communications presentation to the Board electronically after the meeting.**
- **BM to review the possible opportunities for the Foundation to work with celebrities and utilise Facebook. BM shall present findings to the Board at the next Board meeting in February.**

7 AOB & closing

7.1 It was confirmed that the next Board meeting would take place at the end of February 2019.