

ONLINE MEETING OF THE BOARD OF DIRECTORS OF WACC UK  
MARCH 12, 2020 – 2:00 p.m. Toronto time

Meeting commenced at 2:10 p.m.

***Agenda Item No.1 - Welcome by the President***

The President thanked the Board and staff for attending and continuing to serve WACC and its global mission.

***Change to Agenda***

The President suggested that the Report of the Finance Committee should be listed on the Agenda as Agenda Item No. 5 to be accepted by the Board, ahead of the WACC Global Budget (which will now be Agenda Item No. 6).

The Treasurer suggested that under the heading of Any Other Business, that the Secretariat's policy regarding the Coronavirus be discussed.

**It was MOVED by Stephen Brown and SECONDED by Gregg Brekke that the Agenda as amended by approved. ALL IN FAVOUR.**

***Agenda Item No. 2 - Roll Call***

**Directors:**

Embert Charles (President)  
Stephen Brown (Treasurer)  
Mathilde Kpalla (Vice-President)  
Alba Sabaté Gauxachs  
David Morales Alba  
Jim McDonnell  
Ary Régis  
Gregg Brekke

**Staff:**

Philip Lee (General Secretary) PL  
Sara Speicher (Deputy General Secretary) SS  
Shari McMaster (Board Liaison/Minute Taker)

Apologies - Sharon Bhagwan Rolls (Vice-President), Rania Rashad William  
Absent: Vincent Rajkumar

Quorum reached.

***Agenda Item No. 3- Approval of the September 24-26, 2019 Minutes***

The President reviewed the Minutes of the September 24-26, 2019 face to face Meeting of the Board of Directors. **It was MOVED by Gregg Brekke and SECONDED by Jim McDonnell that the Minutes be approved. ALL IN FAVOUR.**

#### ***Agenda Item No. 4 – Approval of the December 10, 2019 Minutes***

The Treasurer noted that Page 2 of the December 10<sup>th</sup> Minutes indicates that the Finance Committee was to review the 2021 Budget and make a proposal to the Directors for approval. The Finance Committee did meet to review the Budgets but still have questions surrounding same and therefore are not prepared to make this proposal yet.

**It was MOVED by Stephen Brown and SECONDED by Jim McDonnell that the Minutes be approved. ALL IN FAVOUR.**

#### ***Agenda Item No. 5 – Finance Committee Report***

The Treasurer presented his Report of the meeting of the Finance Committee of March 2, 2020.

He noted that there are several serious financial issues that WACC is facing, despite the hard work and fundraising efforts of the staff. Among these issues are that WACC has covered some of its costs for many years from its reserves and if this practice continues, WACC will deplete its existing reserves over the next five years. Further, as the world's financial situation also is tenuous, there could be a negative impact on investment and less money to draw down.

At the Finance Committee Meeting, the budgets were reviewed line by line.

The main issues raised at that Meeting were:

- Governance costs should only relate to actual governance costs, i.e. directors meetings and other costs for now put into governance should be listed under other headings;
- The difference between income and expenditure in the GMMP Budget was of concern;
- The rental expenses for the Secretariat need to be reduced.

#### **The following Recommendations were made by the Treasurer to the Board:**

1. Given the projected drawdowns in reserves for 2020, 2021, and beyond, to request the secretariat, through the General Secretary, to bring back to the board a revised budget for 2020 and following years with a total drawdown not exceeding 200,000 CAD.
2. To request from the General Secretary further information about the accounting process for 2019, given the significant differences in expenditure for governance and direct project costs between the first version of 2019 accounts presented to the committee, and the version presented to the Board meeting.
3. To agree a direct involvement by the Board (through the finance committee and treasurer) in budgeting governance expenditure in 2020 and beyond.
4. To agree to the budget for GMMP in 2020 subject to every effort being made to ensure that all expenditure is covered by income, and in the **exceptional case** that this is not possible, **in no case** to exceed the supplementary drawdown of 50,000 CAD that was agreed at the Board meeting in London in September 2019.

5. Going forward, to request the finance committee, in conjunction with the General Secretary, to review the projected budget for GMMP in 2021, with a view to bringing recommendations to the Board by the end of June 2020.

6. To request the General Secretary to provide three-monthly updates to the finance committee of actual expenditure compared to budgeted amounts, and where possible likely total annual expenditure on the basis of expenditure incurred or committed.

To assist the finance committee and the board to undertake this task, it is requested that a more detailed presentation is developed for income and expenditure. By this is not meant details of every item of expenditure, but to have subcategories under each of the budget lines where necessary (for example in governance, to have subcategories such as “meeting costs,” “board travel,” “travel by officers,” etc., or something similar for “networking and outreach.” This should also take into account the wish of the Finance Committee not to have items such as regional support or DGS travel applied to governance, but either to be a line item of their own, in the cases of regions, or to be a subcategory of “networking and public outreach,” for example (in the case of the DGS).

7. To request the General Secretary to ensure that rental costs for the WACC offices not exceed 54,000 CAD in 2021 and beyond, and if possible in 2020.

8. To agree that expenditure on staffing (programme and wage and contract services) not exceed in any case the budgeted amount.

These are the Recommendations that were respectively submitted by the Treasurer on behalf of the Finance Committee.

After discussion, **it was MOVED by Jim McDonnell and Seconded by Alba Sabaté that the Recommendations as presented by the Treasurer be approved. ALL IN FAVOUR.**

#### ***Agenda Item No. 6 - WACC Global Budget***

The approval of the WACC Global Budget is deferred until it is re-submitted.

#### ***Agenda Item No. 7 – WACC Crises Response Plan***

The General Secretary was asked to present the WACC Crisis Response Plan.

In September 2019 the Directors approved a Crisis Management Policy and the General Secretariat was to devise a Plan based on that Policy. The General Secretary thanked Jim McDonnell and the Deputy General Secretary for their valuable input into the new document.

In reviewing the document, the General Secretary indicated that there can be two types of crises that can arise in an organization:

1. *External* incidents and emergencies, such as natural catastrophes and political turmoil.
2. *Internal* crisis which could range from organizational scandal, to personnel disputes / illness of key staff, etc.

The Plan is prepared in conjunction with the Risk Register that is reviewed by the Directors when the full Board is able to meet (at least every 18 months). Going forward it will be part of the Risk Register review as well as a review of the major policies that are updated regularly.

The Plan is made up of three categories with each category having comments as the way to proceed:

1. Prevention and Preparation
2. Contingency Measures for Specific Risks
3. Crisis Communication

A communication team will consist of the President, Treasurer, General Secretary and Deputy General Secretary, a Communications Officer and legal or other technical advisor as appropriate.

The President asked for comments/questions.

The Treasurer suggested that under the heading of WACC Spokespersons, there should only be one person – either the President or the General Secretary and that the Crisis Management Team would determine who that would be at the required time.

The Treasurer also requested that the language be changed under Section III, Crisis Communication, #1, by replacing the words “should any of the positions be directly implicated in the crisis, they will be replaced on the team as necessary” with more forceful words.

**It was MOVED by Stephen Brown and SECONDED by Mathilde Kpalla that the Directors give their consent to this Crisis Plan with suggested changes and amendments. ALL IN FAVOUR.**

#### ***Agenda Item No. 8 – Membership: Next Steps***

The Deputy General Secretary was invited to introduce the Membership: Next Steps document.

The DGS reviewed the history of the WACC membership and the different legal and governance changes that maybe required to make various amendments in the membership structure.

At the September 2019 Board Meeting, there was much discussion surrounding the declining membership numbers and the corresponding membership income. The Board asked the Secretariat to review three suggested actions regarding overall membership, taking into account the discussion at the meeting. The DGS also reviewed different legal and governance changes that maybe required to make various amendments in the membership structure.

1. Regional Executive Committees to engage in a 2 year concerted membership campaign.
2. The process for joining be simplified – with membership being accepted immediately. Regions to receive updated list of new members twice annually.
3. WACC Global continue to improve its technical interface to allow for easier access to online donation payments, issuing of invoices, access by members to own data.

The Next Steps document reviewed these discussion topics and expanded on them by providing Proposed Next Steps.

The President said that the staff had done a good job of carving out what practically can be done going forward and invited discussion of the document. He indicated that he sees No. 2 of the Proposed Next Steps being very important: “engagement and support happens when people see and feel concrete value – whether that is from identifying with a particular story, to seeing a need being met effectively, to being personally involved in an action project” but this should be rewritten as concrete.

It was agreed that understanding how to engage people is a key to increasing membership.

Additionally, it would be best to take the path of least resistance, for example, not making changes to the WACC regulations, etc.

There was support for the General Secretary approving members, as well as streamlining the process and mapping the involvement of members in WACC’s activities at the international and regional levels to share with the Board.

The General Secretary proposed that if the Board is willing to approve, the General Secretariat would continue to work on the Membership matter.

**It was MOVED by Gregg Brekke and SECONDED by Stephen Brown that the document be accepted and the Secretariat continue to work on the matter. ALL IN FAVOUR.**

#### ***Agenda Item No. 9 – WACC Safeguarding Policy***

Philip Lee introduced the WACC Safeguarding Policy, which is a first draft.

Philip is in conversation with Pen Canada regarding a joint project regarding digital safety, community radio stations, etc. WACC and Pen would make a joint application to the Canadian Government but Global Affairs Canada requires that an explicit safeguarding policy be in place.

WACC already has various safeguarding principals set out in other WACC policies, but this is a comprehensive policy. It represents commitments that are made by WACC. The Policy would apply to WACC staff and anyone related to WACC and would also be passed on to WACC project partners. WACC’s duty is to set out the policy and expectations and demand what we can of our project partners.

The Policy Statement reads:

WACC believes that everyone we come into contact with, regardless of age, gender identity, disability, sexual orientation or ethnic origin has the right to be protected from all forms of harm, abuse, neglect and exploitation. WACC will not tolerate abuses and exploitation by staff or associated personnel. These standards apply at all times, not only in the workplace.

The President thanked Philip and asked for comments.

Jim McDonnell said that for background information, in the UK if there is a safeguarding incident regarding a charity, the charity is obligated to make a report to the Charity Commission. He assumes it will be the same in Canada. He also indicated that in instances where one charity is involved with another charity from abroad, if there were a problem, there could be claims from the outside jurisdiction. WACC must ensure that it is up to date with various government regulations.

Stephen Brown said it is necessary to report any known or suspected problems to the Charity Commission in a timely fashion.

In connection with the Response section of the document, it was proposed that it should apply both to staff and to associated personnel.

The President suggested that the document be received but that staff revise it in the light of discussion. This was AGREED.

***Agenda Item No. 10 – Ratification of Board Decision on General Secretary New Contract***

The President tabled for the records the decision of the Board by the round robin method, to offer a new contract to the General Secretary following a satisfactory performance appraisal.

The President said that the Personnel Committee is presently in negotiations with the General Secretary regarding finalizing the terms. The Board will subsequently be advised of this matter.

***Agenda Item No. 11: Any other Business***

The Treasurer asked what steps were being taken by WACC with regard to staff, etc. due to the Corona Virus. He also questioned what are the ramifications for the Directors.

The General Secretary said that staff was being kept informed and also informing themselves of best practices. In the immediate future Philip does not see that the office will be closed. Apparently the situation must reach a “level 3” before the office would be required to close and the situation is being dealt with as it exists now but monitored on an ongoing basis.

Regarding whether GMMP is going ahead. There had been discussion about whether it would take place. As it stands at this point, Philip understands it will proceed.

The General Secretary said that the Annual Report for 2019 has been released and is earlier than usual. So far the response has been very positive.

The President thanked the General Secretary on behalf of the Board for his bi-monthly updates. It is very useful for the Board to have this information.

The President thanked the Meeting for the time spent and participation. It was a lengthy meeting but very good to get through these issues. He expects to have another short meeting very soon to approve the 2020 Budget.

***Agenda Item No. 12. Adjournment***

**It was MOVED by Gregg Brekke and SECONDED by Stephen Brown that the Meeting be adjourned. ALL IN FAVOUR.**

Minutes respectfully submitted by Shari McMaster