

WACC UK BOARD OF DIRECTORS MEETING - Online
June 18, 2024 - 10:00 A.M. TORONTO TIME

Attendees:

Embert Charles – President (President)
Juha Rajamäki – Treasurer (Treasurer)
Mathilde Kpalla – Vice-President (Mathilde)
Rania Rashad William – Vice-President (Rania)
Vincent Rajkumar – Director (Vincent)
Corinne Barnes – Director (Corinne)
Gregg Brekke – Director (Gregg)
Netani Rika – Director (Netani)
Jim McDonnell – Director (Jim)
Philip Lee – Director (ex officio) and WACC General Secretary (Philip)

Absent with apologies: David Morales Alba – Director
Alba Sabaté Gauxachs – Director

Staff:

Philip Lee – Director and WACC General Secretary (Philip)
Sara Speicher – Deputy General Secretary – (Sara)
Joseph Patterson – Financial Controller (Joseph)
Shari McMaster – Administrative Coordinator and Board Liaison (Shari)

List of Approved Motions

1. MOVED: To adopt the Agenda as circulated.
2. MOVED: To approve the Minutes of the WACC UK July 21, 2023 Board of Directors Meeting.
3. MOVED: To approve the Minutes of the WACC UK November 21, 2023 Board of Directors Meeting.
4. MOVED: To approve the WACC Canada 2023 Institutional Audit.
5. MOVED: To approve the 2024-2026 Budget.
6. MOVED: To approve the WACC Consolidated Audit.
7. MOVED: To approve the Reserves and Investment Policy.
8. RECEIVED: To receive the Fundraising Update.
9. RECEIVED: To receive the Program Update.
10. RECEIVED: To receive the GMMP Update.
11. RECEIVED: To receive the Report on Digital Justice outreach.
12. DISCUSSION: Regional Memoranda of Understanding.
13. DISCUSSION: Guidelines for Regional Associations.
14. RECEIVE: Membership Update.

1. Welcome by the President

The President welcomed everyone to the online meeting and thanked all for joining.

2. Roll Call

Quorum was established.

3. Agenda

The Agenda was reviewed. There being no amendments required, **It was MOVED by Vincent Rajkumar and SECONDED by Juha Rajamäki to adopt the Agenda as circulated. CARRIED.**

4. Approval of Board Meeting Minutes

July 21, 2023 Minutes

The July 21, 2023 Minutes form part of this meeting and are available for review.

The Minutes were presented onscreen. There being no errors or omissions, **It was MOVED by Corinne Barnes and SECONDED by Gregg Brekke that the July 21, 2023 Minutes be approved. CARRIED.**

November 21, 2023 Minutes

The November 21, 2023 Minutes form part of this meeting and are available for review.

The Minutes were presented onscreen. There being no errors or omissions, **It was MOVED by Juha Rajamäki and SECONDED by Jim McDonnell that the November 21, 2023 Minutes be approved. CARRIED.**

Regarding the Honorary Life Memberships portion of the Minutes, Philip noted that there had been a concern relayed to him by a previously appointed HLM that there was not gender balance in this group of HLMs. Philip suggested that in future the Regions should be invited to nominate one woman and one man.

The President recommended that an HLM guideline be drawn up for approval by the Board to incorporate this change so that there are not problems in the future.

5. WACC Canada Institutional 2023 Audit

The WACC Canada Institutional 2023 Audit forms part of this meeting and is available for review.

Philip advised that the WACC Canada 2023 Audit had already been approved by the WACC Canada Board and that the Finance Committee has recommended that the WACC UK Board approve the Audit.

The President suggested that Joseph, the Financial Controller, provide a review of anything of importance.

Joseph proceeded to review the Audit onscreen. He made reference to Note 10, Economic Interest on page 11. This refers to the reserves held by the Aqueduct Foundation under Scotiawealth Management. He noted the increase in the fund and that WACC is trying to give itself as much room as possible to build up the fund in anticipation of greater challenges for years 2024 and 2025. The team has done a good job of not only preserving the fund but increasing it between the years 2022 and 2023.

It was MOVED by Jim McDonnell and SECONDED by Vincent Rajkumar that the Board approve the WACC Canada Institutional 2023 Audit. CARRIED.

6. Budget 2024-2026

The Budget 2024-2025 forms part of this meeting and is available for review.

Joseph reviewed the Budget document which includes the actual figures 2022 and 2023, as well as the budgets for 2024, 2025 and 2026. It was highlighted that the projection of other sources of overhead funding, namely \$150,000 in each of the upcoming three years, is to offset reductions in other line items.

It is anticipated that there will be higher deficits in 2024, 2025 and 2026 and it is expected that there will be drawdowns in excess of the \$200,000 cap in those years. Joseph noted, however, that prudent management of the Fund over the previous three-year period means that the extra drawdown over the next three years would balance itself.

It was asked if it is possible to have a budgeting overview every year that clearly sets out how the budget relates to the specific projects.

Philip indicated that he will discuss with Joseph and the Treasurer the possibilities.

Joseph said that staff cannot work harder; the key is to determine how to increase revenue. WACC has been successful on that front in the past. At one point, WACC was drawing heavily on the reserves in order to supplement the 25% that project partners needed to contribute. WACC does not fund that anymore. When the Parliament of the World Religions had a meeting in Toronto, WACC provided office facilities and financial services in exchange for a fee. WACC acts as the host for ACT Alliance employees, again, collecting fees for that. It is therefore important to continue to creatively find new ways to increase revenue.

It was suggested that it is important for the Board to work in conjunction with the staff, bringing its expertise, to find new and creative ways, in the face of a very complex future.

It was MOVED by Jim McDonnell and SECONDED by Mathilde Kpalla that the Board approve the Budget. CARRIED.

7. WACC Consolidated Audit.

The WACC Consolidated Audit forms part of this meeting and is available for review.

Joseph said that for years the WACC Canada and WACC UK audits have been prepared in the same manner. However, the UK Auditor has now said that they require a different way of reporting one aspect of the audit and that they will not sign off on the audit until this happens.

The Auditor has just now flagged this, despite Joseph and the Auditor working together for some time. The result is that while the substance of the Audit is in line with WACC's position, the presentation of the information will take a different form. Joseph will make the requested changes in order for the Auditor to complete the Audit.

Joseph was asked about the Audit costs and the differences between the cost of the Audits in 2022 and 2023. Joseph has worked with the CA auditor and has found ways to streamline the work that is required by the Auditor, thus the reduction in the fees. Regarding the increase in the UK audit fees, he doesn't know the reason for the UK auditor making so many demands. Joseph said that WACC will not work with this UK Auditor in the future.

It was MOVED by Gregg Brekke and SECONDED by Juha Rajamäki that the Board approve the WACC Consolidated Audit. CARRIED.

The President noted that the Draft Consolidated Statements are approved on the understanding that there will be changes to how we recognize revenues in WACC UK, although not substantive and only in a reporting sense.

8. Reserves and Investment Policy

The Reserves and Investment Policy forms part of this meeting and is available for review.

Philip reported on the matter of the Reserves and Investment Policy. This is a general policy and for the time being applies only to the reserve funds held in the Aqueduct Foundation. The auditors advise that it is mandatory that WACC has a policy and that it be approved yearly by the Board. There have been no changes made to the Policy and the Finance Committee has recommended the Policy be re-approved by the Board.

It was MOVED by Corinne Barnes and SECONDED by Gregg Brekke that the Board approve the Reserves and Investment Policy. CARRIED.

9. Fundraising Update

The Fundraising Update forms part of this meeting and is available for review.

This document relates to 2023 and half-way through 2024. What is reported are the various approaches made for different funding possibilities.

Philip noted that staff is continuously making contacts when attending various events. Regarding GMMP and the Digital Justice programme 2025, WACC is considering hiring a fundraiser who would do very specific targeting in that area.

It was asked if there is any indication as to when there would be a response from some of the entities set out in the document.

In most cases, it is important to build a relationship. With staffing changes in various organizations, this can prove challenging but it is important to locate the correct people with which to have the conversation.

The President said that WSIS+20 appears to be the next global event for WACC to have some sort of impact and asked if there had been action taken to speed up the fundraising efforts.

WACC is working as a coalition with two major partners in the WSIS civil society process; Association for Progressive Communication (APC) and IT for Change. The three organizations are working together to seek possible co-funding, to bring civil society voices to Geneva next year. WACC sees WSIS + 20 not as an end point, but as a beginning for work that WACC would do afterward, to work with whatever comes out of that event.

It was MOVED by Vincent Rajkumar and SECONDED by Juha Rajamäki that the Board receive the Fundraising Update. CARRIED.

10. Program Update

Philip was invited to review the Program Update which highlights various projects. The Update was previously provided to the Directors, and forms part of this meeting and is available for review.

It was asked what the objective is of attending in-person events. Philip said that in-person consultations and meetings strengthen the links between various groups. There is careful consideration when planning an event. The events are paid out of the CAP with very little funding required by WACC Global.

It was MOVED by Jim McDonnell and SECONDED by Mathilde Kpalla that the Board receive the Program Update. CARRIED.

11. GMMP Update

Philip was invited to review the GMMP Update document. The document was previously provided to the Directors and forms part of this meeting and is available for review.

The document sets out the various funding avenues that have been explored, the progress to date and the possible outcomes. Philip noted that personal contact has been made with key individuals within donor organizations. UN Women will most likely be a supporter and Sarah Macharia is determinedly pursuing some key opportunities, including partnerships. It is anticipated that there will be positive news later in the year.

It was MOVED by Vincent Rajkumar and SECONDED by Juha Rajamäki that the Board receive the GMMP Update. CARRIED.

12. Digital Justice Update

Sara Speicher was invited to review the Digital Justice Update document. The document was previously provided to the Directors and forms part of this meeting and is available for review.

Sara reported that the Update relates to the work following the symposium for Communication for Social Justice in a Digital Age that was held with partners at the end of 2021. Out of that, WACC received a grant from World Council of Churches, as well as from Association of Protestant Churches and Missions in Germany as followup to that Symposium. The followup has been tailored to respond to the rapidly developing area of digital justice and to develop stronger educational and advocacy tools and to help lay a learning platform for WACC. Importantly this could be a self-generating income for WACC in the future.

Sara noted that the learned methodologies may open opportunities for the Regions to hold their own conversation circles.

It was MOVED by Netani Rika and SECONDED by Vincent Rajkumar that the Board receive the Digital Justice Update. CARRIED.

13. Regional Memoranda of Understanding (MoU)

Philip advised that the Regional MoU and the Guidelines for Regional Associations are verbal reports only.

For the MoUs, Philip suggests inviting the Regional Associations to sign an MoU with WACC Global. There are no other implications except that it sets out the relationship between the two groups, generally and with regard to any tax implications in case there is an exchange of funds. As WACC already sends membership fees and there has been no challenges to this point, it would be a good idea to have a MoU signed by the President of the Region and WACC Global. It will be kept very simple.

14. Guidelines for Regional Associations

Philip said that in February of this year, he sent a lengthy email to the Regions about crafting guidelines for Regional Associations. He has received no response. Philip wishes to bring this back and he will therefore be corresponding with the Regional Officers by email.

The President spoke about each of the MoU and the Guidelines. For the MoU, he suggests a minimal document. For some of the Regions that are unable to be registered, an MoU would be some sort of formal documentation that would allow them to go to a governing body or financial institution, to establish accounts.

For the Guidelines, the President again suggests a minimal document to be prepared which can be amended later. The process to be followed could be a one-on-one discussion with the Regions, then a formal endorsement by the Board.

15. Membership

Sara was invited to review the Membership Update document. The document forms part of this meeting and is available for review.

This document is a followup to the Membership Report given at the Board Meeting in May, 2023. One of the recommendations from that meeting was that WACC should create an administrative checklist for membership; membership renewal, listing of members, followup with the Regions through regional liaisons, determining amounts received on behalf of the Regions and financial reporting to the Regions.

Sara noted that almost every Region is seeing small gains in membership. The Update sets out the amount in membership fees that WACC Global is holding on behalf of the Regions. Management of membership is a very heavy administrative process.

The document also lists the agreed-upon actions taken by the Board on how to address and increase membership.

The free university student membership is in place and will launch soon. It is hoped that this will stimulate young members. As noted previously in the meeting, WACC will be providing value for membership through its various digital justice online courses.

It was MOVED by Rania Rashad and SECONDED by Vincent Rajkumar that the Board receive the Membership update.

16. Any Other Business

There being no further business, the President thanked the staff for the presentations and the Board for attending the meeting.

The President appealed to the Directors to read the materials and to provide the Secretariat with feedback when asked for input in matters which will become policy.

Minutes respectfully submitted by Shari McMaster