

WACC UK BOARD OF DIRECTORS MEETING - Online

February 25, 2026 - 10:00 A.M. TORONTO TIME

Attendees:

Embert Charles – President (President) – note – only available until 11:00 a.m.

Juha Rajamäki – Treasurer (Treasurer)

Mathilde Kpalla – Vice-President (Mathilde)

Rania Rashad William – Vice-President (Rania)

Vincent Rajkumar – Director (Vincent)

Alba Sabate Gauxachs – Director (Alba)

Gregg Brekke – Director (Gregg)

Jim McDonnell – Director (Jim)

Philip Lee – Director (ex officio) and WACC General Secretary (GS)

Absent with apologies: David Morales Alba – Director

Corinne Barnes – Director

Netani Rika – Director

Staff:

Philip Lee – Director and WACC General Secretary (GS)

Sara Speicher – Deputy General Secretary (DGS)

Joseph Patterson – Finance Director (FD)

Shari McMaster – Administrative Coordinator and Board Liaison (Shari)

List of Approved Motions and Actions

1. MOVED: To approve the Agenda as circulated.
2. MOVED: To approve the Minutes of the WACC UK July 3, 2026 Board of Directors Meeting.
3. RECEIVED: To receive the Q4 October - December 2025 report.
4. MOVED: To approve Memorandum of Understanding (MOU) document between WACC UK and WACC Canada.
4. MOVED: To approve the following Policies:
 - AI Policy
 - Code of Conduct in Relation to Safeguarding
 - Gender Justice Policy
 - Reserves and Investments Policy
 - Serious Incident Reporting Policy
5. MOVED: To approve the Risk Register.
6. RECEIVED: To receive the updated Directors Handbook.
7. Declaration of Interest document – all Directors to sign and return to WACC office

1. Welcome by the President

The President welcomed everyone to the online meeting and thanked all for joining. He thanked the Directors for reaffirming their commitment to the organization.

2. Roll Call

Quorum was established.

3. Agenda

The Agenda was reviewed. The President noted that the meeting is taking place over two days. As there were no amendments required, **it was MOVED by Mathilde Kpalla and Seconded by Alba Sabate Gauxachs to approve the Agenda as circulated. CARRIED.**

4. Approval of Board Meeting Minutes – July 3, 2025

The July 3, 2025 Minutes form part of this meeting and are available for review.

The Minutes were presented onscreen and reviewed page by page.

The President asked the GS for updates since the July 3, 2025 Board meeting.

The GS indicated that any substantive matters coming out of the July meeting are on the current Agenda and would be addressed at this meeting. He advised that since the last Board meeting, the Finance Committee has met in the intervening months.

The President asked the GS for an update regarding WSIS+20. WACC brought four project partners to the meeting, and there were several other partners at the July 2025 meeting as well. The document that came out of the meeting went to the United Nations in the fall. It was approved by the UN. The structure of WSIS is being maintained. WACC is working with its project partners and the Regions to see where WACC can do advocacy work at the grassroots level.

There being no errors or omissions, **it was MOVED by Juha Rajamäki and SECONDED by Rania Rashad that the July 3, 2025 Minutes be approved. CARRIED.**

5. WACC Global Q4 Results

The WACC Global Q4, October to December 2025 Results document forms part of this meeting and is available for review.

The Finance Director was invited to speak to the WACC Global Q4, October to December 2025 Results.

The document was presented onscreen. The FD reviewed the setup of the document. The overall outcome shows that WACC ended 2025 with an unaudited deficit of \$62,667 which represents an improvement over 2024 where there was a deficit of \$82,000 over the previous year.

Line items of note were the Operating Programme Costs, which includes travel and accommodation, as well as audit fees. The FD indicated that WACC must continue to monitor these costs. He noted, for example, that audit fees are high as a result of the two entities (Canada and UK).

The very positive news as of the end of 2025 was the increase in the Reserves Fund. At the end of 2024 there was \$3,432,974 in the fund while at the close of 2025, there was \$3,512,380 in the fund, despite a drawdown of \$235,539 to support operations. This puts WACC in a good position to make the budget adjustments it needs this year in order to put WACC in a stronger position financially in future years.

He concluded by saying that WACC must strengthen fundraising efforts and is happy to announce that the GS and DGS are doing a tremendous job in this department. It is imperative to make full use of the windfall in the Reserves at this time. He also noted that over the last four years, WACC has not cumulatively taken

the full yearly \$200,000 drawdown. This ultimately added to the capital base in the Reserves to help realize healthy gains.

The Treasurer said that he thought that these results were quite good and it was **MOVED by Juha Rajamäki and SECONDED by Vincent Rajkumar that the WACC Global Consolidated Q4 Actual vs Prior Year & Budget document be approved. CARRIED.**

6. Memorandum of Understanding (MOU)

The MOU between WACC UK and WACC CA forms part of this meeting and is available for review.

The GS was invited to present the MOU. The document was presented onscreen.

A Memorandum of Understanding is a requirement of the Charities Commission and Companies House in the UK as well as the Canada Revenue Agency. The Auditors also require the MOU. The MOU permits the two organizations to share funding and resources and it is a mutual agreement between the Board of WACC UK and CA to do that. It has been re-dated, and the registered addresses have been updated. The Notes within the document have been updated because Guidance on expenditure has changed in both WACC UK and CA. There is a legal obligation for WACC and the Directors to know who WACC is working with and who receives the money, that the moneys are being applied for the purpose that was assigned in the contracts. This relates not only to WACC UK and CA but also in terms of WACC project partners.

If the Board approves, it will be signed by the President of WACC UK and the General Secretary and taken to WACC CA to be affirmed.

It was asked if the government guidance changes that have been made to the document represent a major impact on the organization. The GS said no, and that WACC has never been asked to present the MOU, that it is a document WACC has in place as it is a legal requirement.

It was MOVED by Mathilde Kpalla and seconded by Jim McDonnell that the MOU be approved. CARRIED.

7. Policies

The following Policies form part of this meeting and are available for review.

- **AI Policy**
- **Code of Conduct in Relation to Safeguarding**
- **Gender Justice Policy**
- **Reserves and Investments Policy**
- **Serious Incident Reporting Policy**

The GS was asked to review the Policies.

The GS advised that WACC has several policies but today the focus is on the ones that are urgent.

AI Policy – The GS noted that this is a new policy that addresses the matter of responsible use of artificial intelligence applications, the ethical challenges they create and guidelines for WACC staff in dealing with AI. This is a fluid document, to be reviewed annually.

The field of AI is changing by the week. The policy is a starting point. WACC will pass it onto its partners. Authors who provide MD input have been asked to point out if they use AI in preparation of their materials. The issue of AI and its ethical use is going to be high on the agenda of the Berlin Symposium that is being organized by WACC in April of this year.

The President asked for comments regarding this policy. The President asked about how one would know if something had been AI generated.

The DGS said that in the first instance, this relates to staff. If staff were to use AI, they must declare it before passing it on. People need to be transparent about when AI is used and make sure that it is accurate and reflects the reputation and style of WACC. In the case of Media Development for example, WACC will trust that authors will be honest about the extent to which they use AI and to check their work.

The President suggested looking at some sort of editorial disclaimers, especially where WACC uses submissions from third parties for MD or other WACC publications.

Regarding the remaining Policies, the President asked if there were any comments or if further clarification was required relating to any of the policies. There were no questions. The President therefore asked for a Motion to approve the Policies.

IT was MOVED by Gregg Brekke and SECONDED by Mathilde Kpalla that the Policies be approved. CARRIED.

8. Risk Register

The Risk Register forms part of this meeting and is available for review.

The President asked the GS to present that Risk Register.

The document was presented onscreen. The GS indicated the Risk Register must be reviewed yearly. The Directors are responsible for approving the details and levels of severity and institutional risk of the various items that the GS reviewed. The document remains the same as last year with the exception of the addition of some items.

A new risk, the Name Change issue, represents a risk. WACC has inserted the Reputational Risk at 3.

The AI Policy, previously approved by the Board, is a new item on the Risk Register.

At this time, the President excused himself to attend another commitment. The meeting was then Chaired by Mathilde Kpalla, Vice-President.

The Vice-President asked for any comments or questions. The GS advised that the Risk Register is a document that is required and reviewed by the Auditors.

IT was MOVED by Vincent Rajkumar and SECONDED by Alba Sabate Gauxachs that the Risk Register be approved. CARRIED.

9. Directors Handbook

The Directors Handbook forms part of this meeting and is available for review.

The Vice-President invited the GS to present the Directors Handbook.

This Handbook was introduced some years ago. It has been added to and recently revised. It sets out the roles and responsibilities of WACC as an organization, the Directors and the Regional Executive Committees. It is useful for new Directors and can be referred to at any time.

The Handbook has been updated to change the description of the role of a Director with an extract from the UK Charity Commission guidance publication "The essential trustee: what you need to know, what you need to do".

The Vice-President asked for comments or questions. There were none.

IT was MOVED by Rania Rashad and SECONDED by Gregg Brekke that the Directors Handbook be received. CARRIED.

10. Declaration of Interest

The Declaration of Interest document was shared onscreen and the GS reviewed. This is a legal requirement. All Directors must complete the document. It relates to conflict of interest. It is a safeguard for the organization and basically the document says that Directors do not benefit from WACC assets.

The Directors were asked to sign the document and return as soon as possible via email.

The Vice-President asked if there were any questions or comments.

The consensus was that the presentations today provided a very clear picture of the financial situation as well as the work that is being conducted by WACC.

The GS said that he wished to underline the presentation of the Q4 results. The following day's presentations will provide information about the funding actions and applications. The Q4 is very positive and he believes that the presentations tomorrow will set the stage for the directions that WACC hopes to take.

The meeting was adjourned until February 26 at 10:00 a.m.