

Open Knowledge Board Minutes

A meeting of the Open Knowledge Foundation board was held at 6.30pm to 8.30pm in London on Thursday 21st May 2015.

- Present: Karin Christiansen, Paula Ledieu, Tim Hubbard, Helen Turvey (phone)
- Observing: Pavel Richter, Rufus Pollock, Fiona Thompson, Martin Tisne
- Apologies: Jane Silber, James Casbon, Tom Cobbold

Minutes

1. Review of Minutes of Last Meeting
 - a. The Minutes of the last meeting were reviewed and approved
2. Welcome to new CEO
 - a. The Chair and the Board welcomed the new CEO, Pavel Richter
3. Charitable incorporation and process
 - a. Open Knowledge have been considering charitable incorporation for some time (it was considered when first founded)
 - b. Pros and cons were discussed.
 - c. Board unanimously approved further work focused on charitable incorporation. However, before any final decision was taken the matter would be referred to the Board again with more detail on associated benefits, costs and risks.
4. Commercial Services strategy
 - a. The Board paper on the Commercial Services strategy was reviewed and discussed.
 - b. The Board approved the strategy including its recommendation to move forward on a separation of the Commercial Services activity into a separate entity was approved.
 - c. The Board stipulated that the matter would be referred to the Board again for final sign-off before any final legal or other steps were taken
5. Grant signing authority
 - a. Grant signing authority was discussed.
 - b. Board wanted to see separation of “everyday” process (which should remain with CEO) from specific spending sign-off limits (both spending and grants). Board also wished to see an explicit maximum threshold.
6. Publication of salaries
 - a. Discussion as to whether paybands should be published publicly (outside of the organization) - subject to agreement with staff.
 - b. Board unanimously agreed to defer this matter for the present and to take

advice from HR professionals such as the Omidyar experts. Regarding the CEO salary this is a decision for the CEO and the Board are happy with any approach he chooses to take.

7. Management accounts, audit timetable and budget
 - a. Management accounts were reviewed. No issues were flagged.
 - b. The new audit timetable was flagged to Board (aim to finalize by September).
 - c. Tim Hubbard requested an introduction to OK finances
 - d. AGREED to provide an optional introduction to management accounts and tax submissions to Board members
8. Unrestricted funding and reserves
 - a. With updated information on unrestricted funds Board revisited the question of reservers
 - b. Board reiterated basic goal of 3 month's reserves. Key question was pace at which reserves were built up.
 - c. AGREED: Board agreed with CEO's request to bring a recommendation to the next Board meeting or the meeting after (July or September).
9. Conclusion of Fiona Thompson's contract: June 17th
 - a. Board noted that Fiona Thompson's contract ends on June 17th
10. AOB
 - a. Sharing Morris report
 - i. Board agreed with CEO's recommendation that given time elapsed and fact that it contained extensive confidential information on and from staff and from third parties that it would be inappropriate to put online publicly though we will share as appropriate.
 - b. General update report for Board
 - i. AGREED to have a regular agenda item at Board for update. Does not need to be a formal paper but can be verbal (in fact better if not a formal paper)
11. Meeting close

ACTIONS:

- CEO and Rufus Pollock to move forward with the Commercial Services Strategy
- ACTION: Rufus to move forward with charitable incorporation work and bring a paper to the Board with updated information once available.
- ACTION: CEO to present an updated "grant signing" paper focused on spending thresholds and sign-off for agreements
- [Pavel]: Recommendation on investment of unrestricted funds including use for reserves
- [Pavel]: decide on publication of CEO salary
- ACTION: Tom Cobbold to meet with Michelle both re prep / review of management accounts review for Board meetings and Audit
- [Pavel]: prep informal Board update on developments for next board meeting
- ACTION: Michelle Heydon to host an introduction to OK finances, tax and audit submission for interested Board members