
MINUTES of the BOARD MEETING
Held on Tuesday 7th April 2020 at 10.30 a.m.
Via Video Conference Call

Present: Lord Edward Faulks (Chairman)
Rick Hill
Matthew Lohn
Ian MacGregor
Charles McGhee
Barry McIlheney
Mehmuda Mian
Ruth Sawtell
Claire Singers
Martin Trepte
Charlie Wilson

Attending: Charlotte Dewar – Acting Chief Executive
Vikki Julian – Communications Manager
Michelle Kuhler – PA/minute taker
Holly Pick – Joint Head of Complaints
Lauren Sloan - Joint Head of Complaints

Observer:

1. Welcome and Apologies

Late apologies were received from Anne Lapping.

2. Declarations of Interest

No declarations of interest were received.

3. Minutes of the Previous Meeting

The minutes of the previous meeting held on 25th February 2020 were approved as a true and accurate record.

4. Matters Arising

There were no matters arising.

5. Chairman's Report - oral

The Chairman began his report by noting the resignation of Matt Tee as Chief Executive. Charlotte Dewar would continue as Acting Chief Executive.

He updated the Board on recent meetings with Parliamentarians.

He finished by commenting on the successful transition to working from home. He congratulated the staff for their hard work and resilience, and the Acting Chief Executive for keeping the staff focused and informed throughout the process.

6. Acting Chief Executive's Report

The Acting Chief Executive began her report by thanking Board members, Complaints Committee and staff for their continuous support during the leadership transition, and the transition to home working and other changes due to Covid-19.

She updated the Board on various staffing and recruitment matters. Recruitment for the Head of Standards position had been temporarily paused. Regular standards monitoring would be maintained. Several members of staff who had previously given notice had withdrawn their notice given the circumstances. Two new Complaints Officers would be joining shortly, and the Joint Heads of Complaints were in the process of preparing an online induction process.

She thanked the Communications Manager for stepping up to assist with some key projects in the absence of a Head of Standards.

The Board then considered the proposed appointment of Will Gore to be an alternate Complaints Committee member, to consider cases in which both members of the Complaints Committee with experience in the national newspaper industry had personal conflicts. The Board emphasised that IPSO's general practice is and should remain to publicly advertise appointments. It noted however that this was an unusual role with highly specific requirements, likely to only be activated on rare and unpredictable occasions. Furthermore, the candidate was particularly qualified to fill the role. It concluded that it was appropriate to make the appointment in this instance.

The Board approved a three-year appointment for Will Gore as an alternate Complaint Committee member.

The Acting Chief Executive reported on the results of the first quarterly line management survey of staff. These would be monitored and regularly reported to the Board. The Board discussed the need to examine appraisals to ensure that they were appropriately designed.

The Board then discussed a proposal to use external consultancy for the development of a five-year strategy.

The Board agreed that in current circumstances it was appropriate to reduce external consultancy spending where feasible, and to focus on an interim strategy. The Acting Chief Executive agreed to bring a proposed interim strategy to the next meeting for discussion.

The Acting Chief Executive finished by giving the Board an overview of how communication is being maintained between the management and staff during the current period.

The Board noted the report.

7. Complaints Report

Holly Pick gave the Board an update on staffing in the complaints team and the time being taken on complaints, informing the Board that working from home was currently having an impact due to system issues.

She informed the Board that two new Complaints Officers would start in May. The effect would initially be an increase in workloads and time taken to handle complaints, but in long run would of course be beneficial.

Lauren Sloan gave the Board an update on complaint numbers. She informed the Board that volumes had not dropped since lockdown was announced, and in fact were normal to slightly higher than usual, mainly regarding coverage of coronavirus. Investigations numbers did not seem to have changed.

There was a lot of activity with the private advisory services, much of it also coronavirus-related.

The Board noted the report.

8. External Affairs Report

The Communications Manager introduced her report with a discussion of the communications approach to Covid-19, which included identification of key audiences and channels of communication. This had included a mailing to NHS trusts, which had been positively received.

She noted that the Chairman had responded to the Press Recognition Panel's (PRP) annual report and had received a response from the Chair of the PRP. The exchange would be published on the PRP's website.

The Board asked that messaging which referred to IPSO operating as "normal" be changed to "fully operational" to more accurately capture the position.

The Board noted the report.

9. Finance, performance report and risk management

The Acting Chief Executive introduced the reports. She noted that she intended to review IPSO's performance and risk reporting. This was challenging in the current circumstances, but this would be revisited in the second half of the year. In the meantime, the process and form of risk reporting would be discussed at a future Audit & Risk Committee meeting.

The management accounts provided were current as of February. The Acting Chief Executive drew the Board's attention to savings on staffing and expenses relating to working in the office. This was counterbalanced to some extent by costs relating to setting up staff to work from home.

The Board discussed the financial position and the potential to make savings. It agreed that IPSO should focus on core business and avoid commissioning external work.

The Board noted the reports.

10. IPSO Company Secretary Appointment

The Chair introduced the proposed appointment of Charlotte Dewar as company secretary, noting that due notice of the meeting had been given, and a quorum was present in accordance with the Company's articles of association.

The Chairman drew the attention of the directors to the need, as always, when considering whether or not to approve any proposal before the Meeting, to be mindful of their general duties to the Company set out in the Companies Act 2006. In particular, among his other duties, a director must act in a way in which he or she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard to the matters listed in section 172 of the Act.

The Chairman reported that Matt Tee had resigned from his position as Secretary of the Company with effect from 18 March 2020. The Chairman further reported that the purpose of the agenda item therefore, was to acknowledge and note for the record that the resignation of Matt Tee as Secretary of the Company had taken place; and to approve the appointment of Charlotte Dewar as Secretary of the Company.

It was reported that the resignation letter of Matt Tee was produced to the meeting.

It was resolved that the resignation of Matt Tee as a Secretary of the Company be and was approved with effect from 18 March 2020.

It was reported that Charlotte Dewar had consented to act as Secretary of the Company.

It was resolved that the appointment of Charlotte Dewar as Secretary of the Company be and was approved with effect from 18 March 2020.

It was resolved that any director be authorised to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the relevant forms to be filed at Companies House.

11. Guidance on the reporting of Islam and Muslims in the UK

The Board agreed that this item should return to the June Board meeting for further discussion.

12. Any other business

A member of the Board raised the issue of the terms of those whose appointments were due to end in September and asked if consideration had been given to extending those terms.

The Chairman thanked the Board member for raising this matter and confirmed that this would be considered.

13. Date of next meeting

The date of the next meeting was Tuesday 23rd June.

14. Confidential agenda item

All IPSO staff, except for the minute taker left the meeting for this item.

The Board rejected the item that was brought to them by the Chairman from a third party.

Michelle Kuhler
PA to Chairman and CEO