

## Board Meeting 40 Minute

14:00 – 17:00, Tuesday 12<sup>th</sup> November 2019  
16-18 New Bridge Street, London EC4V 6AG

**Present:** Deborah Arnott, Shelina Janmohamed, Emma Jones, David Leigh, Walter Merricks (Chair), David Robinson (Treasurer), Patrick Swaffer, Pam Vick, Andrea Wills

**Also in attendance:** Clara Aguirre (partial), Lee Hall (minute), Jonathan Heawood, Lexie-Kirkconnell-Kawana (partial), Ed Procter

No.	Public minute for website
1.	<p data-bbox="284 1048 1377 1081"><b><u>Procedures</u></b></p> <p data-bbox="284 1128 1377 1162">The board welcomed SJ and PV as new directors.</p> <p data-bbox="284 1216 1377 1249"><u>Apologies</u></p> <p data-bbox="284 1256 1377 1290">None.</p> <p data-bbox="284 1344 1377 1377"><u>Declarations of Interest</u></p> <p data-bbox="284 1384 1377 1417">WM explained the declarations procedure to the new directors.</p> <p data-bbox="284 1471 1377 1505"><u>Minute</u></p> <p data-bbox="284 1512 1377 1585">WM explained the minute process and Rolling Action List to the new directors.</p> <p data-bbox="284 1639 1377 1713">Minor changes to the meeting 39 minute were agreed. Subject to these changes the minute was approved.</p> <p data-bbox="284 1767 1377 1800"><u>Rolling action list</u></p> <p data-bbox="284 1807 1377 1841">The Board noted the Rolling Action List.</p> <p data-bbox="284 1895 1377 1928"><i>LKK, CA joined the meeting.</i></p>

	<p><u>Internal Report</u>  EP presented the Internal and External Reports to the new directors. EP listed highlights from the Internal Report, explaining the process by which new publishers join IMPRESS and the types of regulatory activity that IMPRESS undertakes.</p> <p>LKK gave an overview of the complaints process and how performance was measured in this area of the business.</p> <p>The Board noted the Internal Report.</p> <p><u>External Report</u>  The Board noted the External Report and thanked LKK and CA.</p> <p>The board noted the successful IMPRESS event on election reporting, run jointly with the Market Research Society.</p> <p><i>LKK, CA left the meeting</i></p>
2.	<p><b><u>Strategic update</u></b></p> <p><u>Transitional Plan</u>  The board had a confidential discussion about the forming of PINF and the organisation's future plans.</p>
3.	<p><b><u>Governance</u></b></p> <p><u>Appointment Panel Reappointments</u>  WM explained how the Appointment Panel fitted into the structure of IMPRESS to the new directors.</p> <p>The Board approved this paper and its recommendations.</p>
4.	<p><b><u>Committee reports</u></b>  <i>LKK joined the meeting</i></p> <p><u>Report from Code Committee: Best Practice Note</u>  Code Committee Chair AW explained the Best Practice Note to the board. It would be shown to a few publishers for feedback. Minor amendments were suggested that the Code Committee Chair would consider.</p> <p><i>LKK left the meeting</i></p>

WM and AW told the board that EJ would be appointed to a continuing role on the Code Committee after her board tenure ended.

Report from Business Development & Communications Committee

There was an oral update from Business Development & Communications Committee Chair DA on recent work undertaken by the committee. This committee now includes responsibility for strategy.

Report from Finance & Audit Committee

DR outlined the work of the Finance & Audit Committee (F&AC) for the new directors.

DR presented the F&AC report to the Board.

The board noted the conversation with Sayer Vincent.

The board reviewed the updated Risk Register.

LH was working on a Disaster Recovery Policy.

The board noted the financial reports and that the finances were very much on track.

The board noted that a Reserves Policy would be created.

The board discussed the Maternity Policy.

The board approved the new policies and the review of the previously existing policies.

The board would review the Code of Conduct in detail at an upcoming board meeting.

The board approved changes to the F&AC Terms of Reference.

**5. Any Other Business**

The Chair thanked EJ for her service to IMPRESS as this was EJ's final meeting before her tenure ended on December 31 2019. WM highlighted EJ's unique perspective as a working journalist and her commitment to the values that IMPRESS wanted to uphold.

EJ expressed thanks for the valuable experience of being part of the IMPRESS board.

WM highlighted the TIJ Conference on Thursday. The conference had sold out with a 50% increase on last year's attendance.