

Restless Development Minutes of Trustee Meeting 4th May 2022

Attendance is reflected in the table below. Members of the International Board of Trustees are listed on the left; Restless Leadership Team members are listed on the right. Charlotte Eaton, the chair, opened the meeting and welcomed all those attending. Apologies were sent by Hannah Bronwin, Bella Mosellmans, Matt Beard, Gemma Graham, Caleb Masusu, Nalini Paul and Farai Muronzi.

Meeting Dates	1st Dec 2021	2nd Feb 2022	4th May 2022	3rd Aug 2022	14th Sept 2022	Meeting Dates	1st Dec 2021	2nd Feb 2022	4th May 2022	3rd Aug 2022	14th Sept 2022
Charlotte Eaton	*	*	*			Candie Casabalian	*	*	*		
Hannah Bronwin	*	*	○			Alex Kent	●	●	●		
Jon Gorrie	*	*	*			Gemma Graham	*	○	○		
Bella Mosellmans	☒	*	○			Kate Muhwezi	○	*	*		
Jenny Wilson	*	●	*			Segun Olowookere	*	*	*		
Paul Wafer	*	*	*			Keith Short	*	*	*		
Amelia Pan	*	*	*			Nikita Khanna	*	*	*		
Matt Beard	○	○	○			Caleb Masusu	*	○	○		
Tom Allen	*	○	*			Inés Yábar	●	●	*		
Lucinda Moore	*	*	*			Nalini Paul	*	*	○		
Edleen John	*	○	*			Jen Codman	*	*	*		
Diwakar Uprety	*	○	*			Farai Muronzi	*	○	○		
Amisa Rashid	*	*	*			Megan Mckinnon	○	●	●		
Oyindamola Johnson	☒	☒	*								

● In attendance

○ Absent/Apologies

☒ Not a Trustee/Resigned

* Via Phone/Skype

1. Welcome.

CE welcomed everyone and thanked SO and GG on behalf of the Board as this will be their last meeting. SO and GG gave their thanks in return. CE announced that JW will be trialling as deputy chair for the Board. Minutes approved from the last meeting. All actions completed and only one outstanding re the TOR on term length of trustees and the chair. CE introduced our new Board member OJ. The Board had no objections and invited him into the meeting, briefly introducing themselves.

2. Youth Spotlight.

We heard from Tali Henderson (UK Fundraising Coordinator) about some of her highlights over the last year. She introduced the Mount Kilimanjaro trek which targeted 17 young people to raise £100,000 in total. With fundraising events such as tennis tournaments and Ain't no Mountain Higher gala dinner, they exceeded expectations raising over £160,000 in total. Tali also spoke about their trip to Tanzania where the group of young people learnt about the work Restless Development does through a workshop and storytelling session.

Another highlight was launching the Choose a Challenge initiative with four universities, which raised a total of £40,000 and has the potential to double profit next year. Tali noted that the majority of fundraising has been matched and doubled by the UK government until 6th June as part of the Aid Match - Power Up Appeal to support girls' education in Sierra Leone. Tali said that £300,000 raised at the school's triathlons will also be matched and doubled by Aid Match.

Tali also spoke about her nomination as a Principle Powershifter. Representing the principle 'We Are Leaders', she noted that when young people are given the space and confidence to lead, amazing things can happen - as evidenced with her experience over the past year, namely the Choose a Challenge initiative which she came up with and RLT supported her to lead on. She hopes to share this experience with her campaigners and students who she supports herself. The Board commended Tali for her fantastic presentation.

3. State of the Agency Report.

AK commended the entire fundraising team for their different approach to fundraising which is empowering young people and encouraging young leaders, in line with our new strategy.

AK said that the main highlight of the last quarter was finally launching the new strategy, which is grounded in recent research and designed by young leaders from Restless Development. In a nutshell, it is all about youth power, shifting power and the four impact priority areas. Other key highlights were our finances nearing £10m with a balanced post-pipeline budget. AK said that although we are going through a period of transition notably with GG and SO leaving, this provides an opportunity to bring in the right talent and strengthen the team next quarter. Also looking forward, RLT is planning to come together in July for the first time in almost 3 years.

CE commented that Restless seems to be moving into its next era and feels optimistic in terms of the new strategy and promising financial position. CE asked if the Board had questions and introduced the following section of the meeting on the shape of our agency.

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4. Q1 Reforecast and Cashflow

SO noted that our financial position looks promising, having performed really well this year so far:

- Total Income at £9.84m, representing a 20% increase of pre-pipeline secured income in Q1 at £8.2m.
 - A £85k pre-pipeline deficit (vs £334k Q1) is the position we were at at Q3 last year, positioning us a quarter ahead this year financially.
 - A balanced post-pipeline deficit (vs £60k Q1) means we are forecasting to end the year balanced.
- 5 out of 8 hubs are balanced pre-pipeline and 7 out of 8 balanced post-pipeline.
 - The deficit sitting within SL (£34k) is covered by forecast surplus in International.
 - £30k of waterworks is also planned for the US Hub to help them balance.
- Growing hubs include India, Nepal and SL.
 - Target 21/22 income £8.5m, with a stretched goal of £10m income likely to be achieved.
 - Key risks - Nepal and USA hubs as well as finance team transitions in SL and International.

CE asked about the deficit in SL. SO responded that it has two long-term grants from the FCDO cancelled as a result of the UK government aid funding cuts, which means they have had to carry a deficit to ensure the programme is delivered. This will end next year so should give the Hub a chance to get into a balanced position.

SO outlined the key assumptions of this forecast:

- A 5% risk adjustment applied to the agency contribution and waterworks total, given the increase in income forecast.
- Post-pipeline forecast surpluses in India, Nepal and Uganda hubs zeroed out for risk purposes.
- SL deficit based around support costs needed to support the Hub - includes a £7k increase in staffing to build finance team.
- TZ hub balanced by using £250k of unrestricted deferred income.
- £30k (\$40k) waterworks investment in US Hub due to pipeline delays.
- Unrestricted fundraising team improved contribution forecast by £42k
- No current pipeline for 21/22 in International, focus now on securing income for 22/23.
- International staffing transitions include Business Director, Finance Director, Comms SM and Regional Resourcing Manager.

CE noted that Nepal looks balanced post-pipeline which seems promising but asked how they are faring. SO replied that they have grown quite a lot compared with their income at the start of the year, although this is smaller than previous years and they don't have anything secured in the pipeline for next year.

SO reported that total income growth is at 41%. Hub income increased by 50%, notably in India, Nepal and Sierra Leone, although less so in Tanzania, Uganda and USA, whilst International grew by 19%. Looking ahead to FY 22/23, India, Nepal, Sierra Leone and International have been reduced by 10% and TZ reduced by 30% to help present a reasonable post pipeline balance. International costs only include operational costs and £1.15m of unrestricted fundraising income and £379k of global projects income.

CE asked what the US conversion rate is like, and how this compares to their performance historically. AK replied that in the last year it was 25% in comparison to other Hubs performing at a 65% average. CE noted this is exponentially lower and questioned whether this was due to a market that took longer to tap into. AK said that they are speaking to the US director and the Board on the details and what's led to the dip. In addition we are opening up

the recruitment of the new Business Director in the US. CE noted this seems like a massive missed opportunity and untapped market.

JG suggested mapping risks to specific Hub challenges at the next Global Board Away Day - and how we respond in terms of the new strategy. LM noted that they had discussed in their F&A committee - that it would be helpful to have a deeper dive on each hub's income and finances in terms of current and future challenges. CE agreed that we should not get complacent and this is certainly something we should do at the Away Day - particularly with Nepal and the US.

Action: Hold Hub Deep Dives at the Global Board Away Day to map specific risks and how we respond in terms of new strategy.

SO spoke about the US Hub waterworks contribution:

- A short term solution to helping ensure the US does not go beyond their minimum reserve position.
- Can also be seen as the US Hub contribution towards global programmes, EE, programme and strategic funding.
- Historically US Hub has been self sufficient and raised over \$17m for hubs and the global agency but not received AC/WW.
- Longer term solutions include the US Hub team being considered as part of International budgeting, specifically contributing towards the Senior Partnership Manager and Senior Advocacy & Programs Manager roles.

The following was added about free (unrestricted) reserves:

- £719k - £59k reduction in 20/21.
- Reserve level based on risk benchmark is £744k (97%).
- Reserve level based on 3 month core costs benchmark is £928k (77.5%).

CE noted concerns over the £619k forecast reserves for 22/23. SO replied that this was only a projection and they will get a much more accurate position during the next budgeting process, although he acknowledges that this level is low and hopes to see some growth for the next financial year.

SO reported that secured cash flow takes us to December 2022, meaning our cash position is the strongest it's been in two years. The pipeline includes Rota (£200k) in Nepal, JOA (£300k) in Zambia, Aid Match (£300k) in Sierra Leone, Dettol foundation (£450k) in International and next year's schools triathlon (£650k).

CE asked for any further questions and moved to the following section after the Board declined.

5. Our Risks and Compliance

CC reported that three risks have lower scores:

1. Cashflow - good cash flow situation until Dec 22 as outlined above.
2. Programme Performance - Omicron wave has passed, and threat of COVID to our programmes has declined.
3. Safety Incidents & Disaster - also lowered because of COVID.

Two risks have increased:

1. Safeguarding - not an issue of cases going up, but rather because of staff transition and with a new person starting and their capacity to respond.

2. Senior leadership - a lot of changes amongst senior leadership in International and with the Tanzania Hub Director. CC noted that Safeguarding has been separated from Safety Incidents & Disaster to be clearer on the two as distinguished concerns.

In terms of QAF, CC noted that this quarter saw a notable hike in the results of the Quality Assurance Framework, as Q2 comes with more energy after Q1 which was more like a baseline quarter where the agency is involved in registrations, policies, essential standards, etc. for the new financial year.

- All of the hubs met over 90% of their ES except Zimbabwe;
- Governance, Business Development and Environment remain our least compliant pillars in the essential standards;
- Increase in KPIs also observed;
- Quality standard, strategy impact, communication, information, environment and dynamic accountability are below the 75% compliance

CC added that we shall keep the same framework this year as we develop our new Agency Model, although we are already thinking about how to adapt this tool in the future, to match our strategic ambitions.

CC said that the internal audit is underway - with Uganda, Tanzania, Zambia and Zimbabwe audits already completed - and the others due to be finished by the end of May except for SL because their senior finance manager has just left, so it is postponed to June whilst they carry out recruitment.

CE noted the value of in-person discussions and asked how much of the internal audit is happening in-person now. CC replied that the most at risk Hubs were prioritised - Zambia, Uganda, Tanzania and hopefully Sierra Leone. CC also noted that auditors will be asked for their reflections and this feedback will inform decisions on future audits being held in-person or virtual, as well other format considerations. KM added that we aim for all hubs to receive an in-person audit, irrespective of their risk status, every 3 years, and to be driven by risk in between.

6. Our Hubs and International team

KS provided a quick update of each Hub over the last quarter.

CE asked if and how we are sharing learnings across Hubs. KS reflected that we want to encourage a more collective approach, rather than it coming from International. He added that the strategy conference next week will have sessions on the four Impact Priority areas to identify the hub's existing activities and expertise, and identify mechanisms to share this - e.g. with communities of practice. CC reflected that International should play a facilitating role, speaking with the Hubs and connecting them across similar areas. PW added that low-key travel to enable local in-person interactions could help with cross-Hub learning.

7. Our Global Structure

KM shared an organogram of what our International team will look like once GG and SO have left in three weeks time. KM presented some key statistics and trends of International demographics in Q3/4 21/22:

- Geographical location: 35% European (UK), 30% African, 22% Asian and 5% Latin American - with 9% vacant
 - Shift over time - 93.4% of staff were from the UK in 2016 due to prominence of ICS, now shifted towards more in Africa and Africa given our ambition for Hub leadership.
- Gender is fairly balanced, with majority female (67.5%).
- Approximately 50% of the international team under 30 is a figure that has continually stayed the same - number of roles vacant at the moment

could tip the balance - but this may not be representative of wider Hubs.

RLT leadership:

- By 2022 only a quarter of the restless leadership team is based in Europe (UK) vs 100% in UK compared to last 2 strategies.
- Maintained a healthy balance of genders.
- And shifted balance of people under vs over age of 30.
 - Impact of such a strong agency plan over last 5 years, which has guided and shifted us.
 - Speaks to the Quality Assurance framework that has held us to account .

The Global Board:

- Less representative in terms of geographical location: 64% European (UK), 14% Africa, 7% Asia
- Although fairly representative gender, with 57% female.
- And 30% of the global board is under 30.

Action: Follow up on discussions regarding the committee / Board structures, and how to further support young trustees

8. Finance Committee

SO introduced the Finance committee paper, as well as the Going Concern and Annual Report papers. The committee recommended the approval of the accounts and also the continuing going concern for Restless Development. The board was happy to approve the accounts, trustee report and continue going concern for Restless Development.

Action: LM to look at additional meetings or potential Away Day sessions to discuss Hub's financial futures.

9. Resource Mobilisation Committee

NA gave an overview of the RM paper, highlighting that all streams (programme, strategic, advisory and unrestricted) are on track in terms of targets. Although the RM committee is yet to meet, they look forward to discussing committee structures, including the potential for more collaboration with other committees and creating a separate unrestricted committee. CE thanked the fundraising team for all their amazing work raising £833k so far.

10. People Committee

JC told the Board that the P&C committee meeting was also unable to take place, although it is due to be rescheduled soon and outlined the highlights from the P&C paper.

11. Security and Safeguarding update

JC said that two causes for concern were submitted - both have now been resolved and will be reported to the Safeguarding Commission. To account for a transition in the senior safeguarding manager, we trained 30 members of staff to increase capacity.

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12. Programmes, Policy & Practice Committee

KS explained the main topics of conversation at the P&P committee meeting. He highlighted the roadmap for implementing the new strategy, with a conference happening next week and strategic Hub visions due by June. He said that the committee suggested creating sub-strategies for the Impact Priority areas and creating a new results framework that is more qualitative. They also discussed new committee structures and were open to the idea of being merged/ acquired if there is an appetite across the Board.

PW suggested another meeting to make this final decision. He also noted that the committee discussed what trustees can do beyond meetings - e.g. regional support function. CE agreed that there is an opportunity for trustees to focus more on the strategic areas. PW suggested a fluid structure could be beneficial. CE noted that a simplified committee structure could enable trustees to focus where needed.

13. External Engagements Committee

AP commended the colossal amount of activities EE has been involved in, considering the context of reduced team capacity. She added that EE are currently recruiting for new positions, which should soon hopefully provide additional support. AP commended the team for the continual quality and quantity of projects working on, as their risk levels have remained steady.

14. AOB

CE said goodbye to JG, who is stepping down as a Board member. She reflected that JG has been an intricate part of Restless Development, in terms of finance, governance, triathlons and beyond, and thanked him for first suggesting that she should put herself up for the chair position. AK thanked JG for his calm and wisdom and for extending his network selflessly in many different ways. JG thanks CE and AK for their kind words, and extended his thanks to everyone for the wonderful experience he has had with Restless Development, as well the Kudoboard shared with him before the meeting.

Meeting closed.