

**SPECIAL RESOLUTION
RESTLESS DEVELOPMENT
COMPANY NUMBER 6741123
CHANGE OF MEMORANDUM AND ARTICLES OF ASSOCIATION**

At a general meeting of the members of the above named company, duly convened and held at KPMG, Salisbury Square, EC4Y 8BB on 7 February 2012

The following Special Resolution was duly passed

That the Memorandum and Articles of Association of the company be modified as follows

- 1 By removing all references to "STUDENTS' PARTNERSHIP WORLDWIDE" on pages 1 and 2 of the Memorandum of Association and on page 9 of the Articles of Association and replacing them with "RESTLESS DEVELOPMENT"

AND

- 2 By deleting the present Article 20 of the Articles of Association and replacing it with the following new Article 20

"The number of Directors when complete shall consist of at least two All Directors must also be members "

DATED 7 February 2012

SIGNED

Martin Hayman

Chairman

SATURDAY



RM

R15CVRNU

24/03/2012

#50

COMPANIES HOUSE

Restless Development Minutes of Trustees Meeting

Attendance See Table at end
Start Time 5:30 p.m. End Time 8:55 p.m.
Location: KPMG, Salisbury Square, EC4Y 8BB
Date: 7th February 2012
Recorder: C McCarthy

Agenda	1 Appointment of new Trustees 2 Welcome 3 Minutes of the last meeting and Matters Arising 4 Chief Executive Report	5 F&A Committee Report 6 FR&M Committee Report 7 PQ Committee Report 8 Nominations & Development Committee Report 9 Directors Conference Summary	10 Risk Register 11 Trustee Board Review 12 Any other business 13 Close of meeting
Summary of Actions	Actions carried over from previous meetings:		Status Update*
	✓ Catherine to set up inductions for the remaining new Trustees		In progress
	✓ Clodagh to disseminate the Power point presentation on International Programmes to all Trustees		TBA
	✓ Business Plan be finished by end of Feb		On track
	✓ Nik to meet with the current Patrons – prep for a review of role/membership of Patrons		In progress
	✓ Clodagh to look into video/Skype/phone conferencing by next Trustee meeting		TBA
	Actions from this Board Meeting		
	✓ SMT to review the papers that go to the board each quarter set priorities with actions/steps being taken		
	✓ FRM Committee to send out the prospective donors document to all Trustee members		
	✓ Jess, Nik and Carol to have further discussion on the committed and sustainable fundraising within Restless Development		
	✓ Fundraising Committee to report back to the Board on the committed giving and the plan for sustainable fundraising (life time donors etc.)		
	✓ Clodagh to send out the PQ Case Studies that were reviewed in the Board Meeting		
	✓ Robyn to report back to the board of Trustees on the plan on how to measure the impact we're having in Shaping Policy and Practice		
	✓ Risk report should go forward go to the new F&R committee		
	✓ Nik to send out the Risk Register again with all Board members to feed back to the SMT within 2 weeks		
	✓ Lucy to send on Barclays Card risk register template to Nik for review by the SMT		
	✓ Juliano and Bob to circulate an action plan based on the Board Review document for Trustees		
	✓ Nik to report back on level of risk and mitigation actions to be reported to the next meeting		
	✓ Jodi to ensure changes to the Memorandum/Articles of Association are recorded with Companies House		
	✓ Jodi to ensure new Board members (Tom, Lucy and Jenny) to be registered with Companies House and Charities Commission		
	✓ All Board members to consider the role they play in fundraising and partnership building for Restless Development and pass on any networking opportunities to the SMT		
	✓ Jodi to ensure detailed Financial Reports with in depth figures showing our financial position in each		

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	country and the pipelines to be included in the Board pack	
	✓ . Jess to update the FR&M Committee regarding the lack of strategy for committed giving revenue stream	
Next Meeting	Next Trustees meeting: Away day 14 April 2012 9.30 – 4.30	

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1 Appointment of new Board Members	The Board unanimously approved the appointment of Jennifer Duvalier, Tom Kabuga and Lucy Johnson to the Board of Trustees and as directors of the Company
2 Welcome	The Board welcomed Jenny, Tom and Lucy to the meeting Special thanks to KPMG, It was noted that Jodi had been unable to call in from the Zimbabwe Finance Conference Martin noted that whilst there would be another occasion to thank Jodi, this was her last official Board meeting He expressed the Board's appreciation of the professionalism and personal qualities which she had brought to the meetings over the last seven years and wished her well in her new role at Girl Hub
3 Review of previous Minutes	The minutes of the previous meeting were approved Nik went through the actions from the previous meeting (please see action sheet above)
4 Chief Executive Report	<p>Nik highlighted key points from this quarters Chief Executive's Report (please see Chief Executive's report for more details)</p> <p>Key Highlights.</p> <p>1) <u>Comic Relief</u> have awarded Restless Development in Zimbabwe a considerable grant this is a huge moment for the team in Zimbabwe and the future of our programmes in Zimbabwe The Board congratulated the team on this achievement</p> <p>2) <u>Senior level retention and transition</u> 3 of our newest Country Directors have signed up for 3 year contracts (Aparajita – India, Dilhani – Tanzania and Jess – Uganda)</p> <p>3) <u>Key changes</u> coming up Closing down the Australia office – one staff member may be looking to take legal action, end of grants – 3 major grants coming to an end at the end of the year and financial year (IP, Tanzania - SIDA & Sierra Leone - DFID) Whilst this was part of the natural life cycle of programmes, concentrated and determined effort was being directed to replacing these funding streams Nik was due to visit Sierra Leone the following week as part of this process</p> <p>4) <u>Programme Quality</u> new PQ team within Restless Development, with a Senior Manager, Monitoring and Evaluation Manager and consultants to support on projects</p> <p>5) <u>Finance</u> comment on the increased figure in our reserves – this merely reflects the Auditors' request that we recognise the additional contribution to reserves in 2010/2011 and not in 2011/2012 We have a fundraising target of roughly £87k for the rest of the year (please see the Chief Exec Report)</p> <p>6) <u>Fundraising and Marketing</u> Restless Development is about to launch an agency-wide database which will help support our networking This database is being put together with a partner organisation The database will support FR and PQ Units</p> <p>7) <u>People and Performance</u> A thorough investigation in Zimbabwe was conducted and concluded that there was poor management of finances There is a report available for the Trustees upon request The Country Director in Zimbabwe will not be having his contract renewed and the Senior Management Team are currently now managing the transition of a new Country Director</p> <p>8) <u>Final Thoughts</u> We are continuing to grow our reputation as a key development agency in demand amongst other organisations, and one of Nik's priorities now is ensuring we continue to focus on strategic projects within our capacity</p> <p>Issues raised:</p> <ul style="list-style-type: none"> • <u>The foreign exchange risk</u> What is the size of this risk and what mitigation is being done? This is a risk but is being regularly monitored We are moving banks (to Barclays) and ensure that donors are aware of the foreign exchange risks when we get funding in dollars etc

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	<ul style="list-style-type: none"> The <u>format of the papers</u> – going forward it has been suggested that each unit highlight the key actions/steps that were/are taken to address priorities in previous quarter rather than only listing priorities (Please see action sheet)
5 F&A Committee Report (Barry and Nik)	<p>Barry and Nik gave a report on the Finance and Audit committee (please see Committee Report and Minutes for more detail)</p> <p>Key Highlights:</p> <ol style="list-style-type: none"> 1) <u>Finance Director Transition</u> from Jodi to Karl Askew as the new Finance Director Jodi will be handing over 2 days a week with Ben Sheehan returning to also support in the induction 2) <u>Year-end position</u> Our reserves are moving closer to the minimum 90 days set by the Board, Q1 figures show that we are in a comfortable financial position, Auditors meeting – external auditors commented on the strength of Restless Development's internal audit programme, 3) <u>Concluding remarks from Barry</u> Big thanks to Jodi for professionalising the Restless Development Finance Team and all her contribution to the organisation during her time <p>Issues raised:</p> <ul style="list-style-type: none"> Going forward can we ensure detailed Financial Reports with in depth figures showing our financial position in each country and the pipelines to be included in the Board pack
6 FR&M	<p>Claire and Nik gave an update on the Fundraising and Marketing Committee</p> <p>Key Highlights:</p> <ol style="list-style-type: none"> 1) <u>New Committee Member</u> FRM committee welcomed Will Mould as a new member to the committee He is a non-Board member and brings more expertise in events and online marketing 2) <u>Pipeline</u> For this year – we have a pipeline of £106k (which is above the original estimates) and this pipeline is based on conservative figures The Gates Foundation bid makes up a large part of the pipeline 3) <u>Pipeline review</u> the Committee is working on evolving the pipeline to include reforecasting against targets on a quarterly basis and making the document more live – this will become easier with the Database 4) <u>Programme Quality</u> unit is working alongside the Fundraising Unit on programme design and donor proposals 6) <u>Fundraising gap</u> For the next quarterly meeting we are aiming to have our £87,000 fundraising gap down to £0 8) <u>Staff change</u> New Senior Manager has been recruited and will be starting in the London office in March 9) <u>Structure review</u> Restless Development is currently reviewing the structure of the Fundraising and Marketing unit <p>Issues raised.</p> <ul style="list-style-type: none"> Live Below The Line Nik invited all Board members to become involved in this year's campaign Jim Sewell raised the fundraising cycle that he will be participating in in September and is

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	<p>inviting other Board members to spread information amongst contacts</p> <ul style="list-style-type: none"> • Concern regarding the lack of strategy for committed giving revenue stream. • Martin commented on the influence and role that Trustees can play in fundraising for Restless Development through partnership ideas, networking and fundraising events
7 PQ Unit	<p>Bob and Robyn gave an update on the Programme Quality Committee Bob welcomed the continuing improvement of this Directorate</p> <p>Key Highlights:</p> <ol style="list-style-type: none"> 1) New Team PQ team is now in place 2) Our systems new systems for reporting monitoring and evaluating are stronger and being used with informative quality information coming out 3) Logframes There is a far greater sense of ownership in each Country Unit with their own logframes and strategic reports etc 4) Evaluations 30 evaluations taking place this year across all Country Programmes 5) Improved quantity and quality Robyn made reference to the importance of the team and improvement in the number of evaluations and the quality of evaluating <p>Issues raised:</p> <ul style="list-style-type: none"> • Shaping policy and practice How do we measure both the activities and the impact we're having in shaping policy and practice and how do we report this back to the Board and externally – this is an opportunity for us to become the leader in this field • DFID Learning Group Empowerment and Accountability (being chaired by Robyn) Member organisations include World Vision, DFID, Christian Aid and the aim is to map out ideas and create joint projects that Restless Development and other organisations can become a part of, based on the theme of empowerment and accountability The highlight has been a Learning Event which gave organisations the opportunity to discuss the impact that they are seeing happen based on projects they run, and also how organisations are measuring this impact Robyn's role as chair and facilitator reflected well on Restless Development's recognition within the sector and in DFID Key point to raise Restless Development is evaluated on our chairing of this group, under the PPA • Case Studies Robyn disseminated case studies from various Country Programmes which are available to all Trustees • Key Process under the PPA Midterm progress review an external review of the whole consortium The Board recognised the great significance of this being successful Annual report an internal process
8 Nominations Committee Report	<p>Catherine and Martin gave an update on the Nominations and Development Committee</p> <p>Key Highlights:</p> <ol style="list-style-type: none"> 1) The creation of the People and Performance plan with an email going out to all staff this week 2) Catherine priorities focusing on the Country Director performance, Values roll out, staff retention <p>Proposed changes to the Committees Proposing the closing of the Nominations and Development Committee and the creation</p>

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of a "People and Performance Committee" and a "Chairman's Committee" For the reasons set out in the Board paper

Key Decision

After discussion, the Board agreed
 Immediate winding up of the Nominations & Development Committee
 Immediate formation of the People & Performance Committee
 Immediate formation of the Chair's Committee
 The TOR's and Committee membership as set out in the Board Paper
 The renaming of the Finance & Audit Committee as the Finance & Risk Committee

9 Directors Conference Summary

Ed gave a presentation on the Directors Conference 2011 (presentation available upon request)-Highlighting the theme of the conference and the sessions
 -Nik commented on the importance of the "Global Directors" the Senior Team will include the Country Directors

10 Risk Session

Nik gave a presentation on the format of the risk register (please see the Risk document for more details)

Questions that the Board had to consider:

- 1) Is the Board happy with the cover sheet – design and presentation?
- 2) Are there any risks missing from the existing list – content?
- 3) Is the Board happy with the 4 headings that come in the risk register beyond the initial cover page – detail?

Input from the Board

- Each risk on the cover sheet should have an SMT owner who will be responsible for this risk
- Is there room for a 1-line mitigation column for the cover sheet
- There needs to be a key showing the relevance of the scores (e.g. 1 being unlikely and 5 being likely etc.)
- Managing risk and managing/ learning from incidents are two very different concepts that should be reported separately
- Is there scope to include timescales

Conclusion.

Design and presentation is good. The Board are going to come back to the SMT in 2 weeks with input based on the content (please see action sheet)

11 Trustees Board Review

Bob and Juliano gave a more in depth Board review with the aim of the Board choosing 2 key issues from the review document that will need action (please see the Board review document)

Key highlights

- This is a live document and action is already happening since the last board review in Q1
- The key points of discussion
- 1 Appraising and responding to risk. This should be an item on each committee's agenda as well as the Board agenda each quarterly meeting
- 2 Personnel – young trustees/trustees. Is this distinction necessary at this stage, recruitment of international members for the Board,
- 3 "the big ask" – is there too much being asked of the Trustees. Solutions and suggestions to be sent around by Juliano
- 4 Committee Terms of Reference. These need to be shared amongst all the Trustees

Conclusion

Bob and Juliano agreed they need to go away from the meeting with the comments made and put together an action plan for all Trustees to give feedback on

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12 AOB	Proposed Resolutions for changing the Memorandum/Articles of Association 1) <u>Charity Name</u> change all references of SPW to Restless Development 2) <u>Maximum number of Trustees</u> remove cap on maximum and retain 2 trustees minimum After discussion the Resolutions were passed unanimously
13 Closing	Martin thanked all Board members for attending
Adjournment	The meeting was called to a close at 8 55pm

Meeting Dates	29 th Nov	7 th Feb	AD 14 th Apr	8 th May	24 th Jul	11 th Sep	11 th Dec		29 th Nov	7 th Feb	AD 14 th Apr	8 th May	24 th Jul	11 th Sep	11 th Dec
Trustees (Directors)															
Saffi Jones	●	●						Amisha Patel	●	●					
Claire Turner	●	●													
Martin Hayman	●	●						Barbra Mazur	○	●					
Sarah Greenall	○	●						Paul Owers	●	○					
Bob Grose	●	●						Jim Sewell	●	●					
Barry Hamilton	●	●						Juliano Fiori	●	●					
Jenny Duvalier	☒	●						Lucy Johnson	☒	●					
Tom Kabuga	☒	●						Carol Monoyios	●	●					
Senior Management Team															
Nik Hartley	●	●						J Kamming	●	○					
Jessica Harris	●	○						Robyn Munford	●	●					
Ed Francis	●	●						Catherine Stevens	●	●					
Secretary to Trustees															
Clodagh McCarthy	●	●													

● = in attendance

○ = absent/ apologies

☒ = Resignation/not a Trustee/NA