Governance Review of Wikimedia UK

Working Paper - Descriptive Chronology on Conflicts of Interest

February 2013

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1   Introduction

In October 2012, following a competitive tender, we were asked by the Wikimedia Foundation and Wikimedia UK to conduct a governance review of Wikimedia UK. As the first part of this we were commissioned to generate an independent narrative chronology of the main times when potential conflicts of interest arose on the Wikimedia UK board and how they were handled.

This chronology confines itself to setting out what was recorded as happening. In our main report we draw some conclusions and offer recommendations on the way forward in developing further Wikimedia UK's governance as a whole. The terms of reference for this work indicate that the aim is 'not to allocate blame to specific individuals for historic acts' and nothing written here intends or purports to do so. Where this chronology records that a conflict of interest was declared or was not declared, no judgment is being made here on whether or not there was a conflict of interest.

At the time of writing the Wikimedia Foundation is conducting a wider community consultation on the management of conflicts of interest which is asking for community opinion on movement-wide guidelines that would help identify potential conflicts of interest when asking for resources belonging to the Wikimedia movement[a].

1.1 A conflict of interest

As Wikimedia UK is a registered charity we draw on the definition of a conflict of interest set out by the Charity Commission for England and Wales.

It states that 'a conflict of interest is any situation in which a trustee's personal interests, or interests they owe to another body, may (or may appear to) influence or affect the trustee's decision making'.

We note that the Commission guidance:

* focuses on potential conflicts of interest as well as actual ones

* includes conflicts of loyalty

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[a] http://wikimediafoundation.org/wiki/Guidelines_on_potential_conflicts_of_interest

- considers that 'it is inevitable that conflicts of interest occur'

- requires both transparency and appropriate management of potential conflicts

- states that 'the issue is not the integrity of the trustee concerned but the management of any potential to profit from a person's position as trustee, or for a trustee to be influenced by conflicting loyalties'.

The Commission notes that much of its guidance is based on the fact that 'the law states that trustees cannot receive any benefit from their charity in return for any service they provide to the charity unless they have express legal authority to do so' and that 'trustees should bear in mind that when they are dealing with the business of the charity, their overriding duty is to act in the best interests of the charity'.

1.2 Methodology

As potential conflicts of interest are matters to be raised with the board in official business, our chronology takes as its primary source material the agendas, reports, and minutes of board meetings, including minutes of in-camera discussions.

We have also looked at other sources which include:

- documents supplied by the Wikimedia Foundation and Wikimedia UK

- some email conversations provided to us by the Wikimedia Foundation, Wikimedia UK, or individual trustees

- Wikimedia UK governance policy documents and registers of declared interests

- some Wikimedia UK project documents, project websites, blogs, and Wiki discussion pages

- some media articles concerning allegations of conflicting interests

- a community consultation (summarised in our main report)

- comments offered on a draft of this chronology.

As agreed in our brief we have interviewed a sample of Wikimedia UK trustees, ex-trustees and staff, and Wikimedia Foundation staff. While several of these interviews

have focused particularly on developing governance for the future and inform our conclusions and recommendations in our main report, they also covered aspects of the past. Where possible we have used official documents as sources for this chronology but we have also drawn on the interviews.

We are grateful to all who contributed both with documents, emails and in interviews.

For purposes of clarity we present three separate narratives of the projects and endeavours which have caused concern: QRpedia, MonmouthpediA and GibraltarpediA. As each initiative is presented separately there is inevitably some repetition of mention of items in board meetings. These narratives are prefaced by a separate account of the board's development of its policies and procedures for managing trustees' interests and loyalties.

While our three narratives give an overview of each issue, we concentrate on three primary concerns:

1. The times when board members' roles as trustees with an overriding duty to act in the best interests of the charity may have potentially conflicted with their personal interests and loyalties.

2. When and how any potential conflicts were recorded as being authorised and managed.

3. The times when the Wikimedia Foundation was specifically informed of any conflicts of interest in these initiatives.

In our narratives, we note when events and discussions took place where this is stated in official records. There are several moments in the narrative when the source records do not make it clear whether something took place – for instance board meeting minutes do not always explicitly state whether or not or for what period a trustee absented themselves from a discussion. Where this absence of clarity is material we mention it.

1.3 General context

Following the closure of a previous UK chapter, Wikimedia UK was registered as a company limited by guarantee in November 2008, approved as a chapter of the Wikimedia Foundation in January 2009, and then also registered as a charity in November 2011. It currently has a board of six trustees who are elected by the paid-up company membership which currently stands at about 250. The role of the

trustees is to govern the organisation according to English law and charity regulations both as charity trustees and company directors.

To guide them in their governing role and in managing potential conflicts of interest as a charity Wikimedia UK has in:

- September 2009 and prior to its registration as a charity - adopted a Conflict of Interest Policy drawing on Charity Commission guidance.

- November 2011 – arranged and attended a short introductory session on charity governance given specifically for them by an experienced charity governance consultant.

- May 2012 - adopted a Trustee Code of Conduct which includes an extended version of the seven Nolan Principles for Standards in Public Life.

- June 2012 – arranged and attended a governance induction day with the same charity governance consultant.

Several of the board have also attended other charity governance conferences and events.

At several points in this period discussions were had to continue developing and refining governance policies. This included gaining legal advice from the charity's lawyers to help develop policies, and involved communication between the charity's lawyers and the Charity Commission.

The clause in the Articles (22.1) that governs aspects of conflicts of interest on the board reads:

A Director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

The Memorandum and Articles of Wikimedia UK set out how conflicts of interest be handled:

If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person (including a conflict arising out of the circumstances

described in sub-clauses M5.4(a) to (d) above) and the conflict is not authorised by virtue of any other provision in this Memorandum or the Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;

(c) the unconflicted Directors consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.

It was not in our remit to inspect the accounts of Wikimedia UK. We have not heard mention of the payment of any trustee by Wikimedia UK other than for expenses incurred.

An illustrative chart of board membership is included on page 27, and an indicative chart of dates on page 28.

2   Trustee register and code

This chapter sets out in more detail the main processes used by Wikimedia UK to date to develop its policies and practices that govern potential conflicts of interest.

Wikimedia UK has had a Register of Interests document accessible to its trustees since at least 5 August 2009.[1] On the 1st Sept 2009, the Wikimedia UK board formally adopted a Conflicts of Interest Policy, which had been drafted having considered Charity Commission guidance.[2] The policy was made available on a public Wiki, and included suggestions of likely situations and rules on disclosure. The latter included the requirement for trustees to declare after each board election any existing or past relationships which may create a conflict, to enter these into a register of interests, and to declare to the board and/or company secretary any potential conflicts which emerge through relationships with third parties or proposed transactions.[3]

The policy stated that when conflicts are declared, board members are required to '*excuse themselves from any vote on the transaction… They may take part in an initial discussion, but the final decision must be made by the remaining unconflicted board members following a final in-camera discussion*'.[4]

On 19th November 2011, having that month become a registered charity, the board held a discussion on governance facilitated by Peter Williams, an experienced charity governance consultant.[5] Planned actions from this session included setting up a process of trustee induction in time for the next board elections, to include "*a handbook, code of conduct, and a skills audit*".[6] At the board meeting held on the same date, an agenda item was tabled on trustee roles.[7] Chief Executive Jon Davies had prepared in advance a report on governance in the light of newly acquired charitable status, with a timeline that included 3-month, 6-month, and 12-month milestones.[8] The minutes record a discussion about trustee roles, which included sub-discussions of trustee recruitment, skills, and expectations.[9]

At the 11th February 2012 board meeting, progress towards the new trustee code of conduct was discussed, a draft version having been produced.[10] Discussion included a question as to whether the code had enough "bite": whether it was sufficiently enforceable.[11]

In March 2012 the Wikimedia Foundation passed a resolution setting out organisational best practices that 'all Wikimedia organisations are encouraged to pursue'. This includes:

"In order to build trust at the organizational level, both within our movement and with the more than one million donors who contribute to our cause, every organization in our movement must go beyond local regulatory requirements and adopt our movement's unique principles and best practices around governance, transparency, and accountability".

"Use . . . trademarks, reputation, and other movement resources to achieve the highest possible impact in the pursuit of our vision."

"For more developed organizations, adopt core governance policies including a code of conduct for Board and staff that requires at least disclosure of all potential conflicts of interest."

"Movement organizations keep each other updated whenever appropriate on partnership discussions."

On 17th April 2012 Roger Bamkin resigned as Chair of Wikimedia UK indicating this in a blog post on the Wikimedia UK website that he was "becoming a consultant" and that he felt that "the conflict of interest is too high for me to remain as Chair".[12]

At the 21st April 2012 board meeting, Roger Bamkin gave a presentation on his own conflicts of interest regarding MonmouthpediA and QRpedia (discussed below).[13] There followed a 10-15 minutes more general discussion on conflicts of interest; several issues and worries were aired and the need for further organisational policy development and advice – including from the Charity Commission – was acknowledged.[14] A planned action was to produce a position paper on conflicts of interest and get trustee comments on it.[15]

At the board meeting on 8th May 2012, a discussion was held on a further draft of the trustee code of conduct, before it was formally accepted that day.[16] The section of this code on 'managing interests' reads in full:

"I will not gain materially or financially from my involvement with WMUK unless specifically authorised to do so.

I will act in the best interests of WMUK as a whole, and not as a representative of any group – considering what is best for WMUK and its present and future beneficiaries and avoiding bringing WMUK into disrepute.

Unless authorised, I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the organisation. Where there is a conflict of interest I will ensure that this is managed effectively in line with WMUK's Conflict of Interest Policy.

I understand that a failure to declare a conflict of interest may be considered to be a breach of this code".[17]

The Code of Conduct includes as appendix the seven principles of the Nolan Committee on Standards in Public Life (1994) – selflessness, integrity, objectivity, accountability, openness, honesty and leadership. Among other things, these principles note that trustees "should not gain financial or other material benefits for themselves".

The AGM of 12th May 2012, following declarations of interest and hustings, elected a new board. (Further details are in chapter 4.)

On the 12th May 2012, following the inauguration of the new board, the conflicts of interest register was updated, including Roger Bamkin's paid consultancy for Monmouthshire County Council.[18] This register was accessible to Wikimedia UK trustees and staff. At the board meeting on the same day, trustee training was discussed, with the Chair noting his preference that all trustees complete training, but no final decision being reached.[19]

We have not found any indication that the Wikimedia UK board formally asked to know the monetary value of any personal contracts to permit an assessment of the material extent of Roger Bamkin's consultancy work.

At the 30th June 2012 board meeting, the policy on declarations of interest was briefly discussed, with an action point for Jon Davies to ensure that all trustees understand it and that there was a statement on the UK Wiki.[20]

On 2nd July 2012 a Declarations of Interest page was added to the public pages of the Wikimedia UK site.[21]

Following a board meeting, trustee Joscelyn Upendran emailed Chair Chris Keating on 22nd August expressing her concerns that potential conflicts of interest on the board were not being properly managed. She suggested that legal advice be sought[22]. Chris Keating spoke to her on the 23rd August and agreed with the need for prompt legal advice. He understood that she had decided to resign and asked her to delay her formal resignation until Chief Executive Jon Davies returned from holiday[23].

On 31st August 2012, Joscelyn Upendran resigned from the board citing the board's recent handling of conflicts of interest among her reasons.[24] Upendran, a qualified lawyer, suggested that legal advice be sought.[25] On the 3rd September 2012, Jon Davies sought legal advice from lawyers Stone King, submitting a briefing document including a chronology of conflict of interest issues.[26]

At about this time we understand from Roger Bamkin that he recalls offering to resign from the board but understood that, given there had already been one resignation, he should hold on for at least the time being.[27]

On 19th Sept 2012, the board discussed legal advice by then received from lawyers Stone King and changes that may be necessary to the charity's Conflicts of Interest Policy in the light of it.[28] Chair Chris Keating circulated an email the previous day with his thoughts on the matter, proposing that:

"*We can either a) follow Stone King's advice and say that offering Wikimedia related consultancy services as a business is incompatible with Board membership, or b) review our policies so that we can confidently say that there will be a clear demarcation between the businesses of any such consultants on the Board, and their roles as Trustees of Wikimedia UK*".[29]

A final decision on the above is not recorded in the minutes of this meeting, although some discussion is noted. In the same meeting the board unanimously voted to accept Roger Bamkin's resignation from the board. Roger Bamkin was not present.

This resignation was announced the next day in a Wikimedia UK blog post by the Chair which refers to Roger Bamkin's energy and enthusiasm and states that *"Roger has always conducted himself with openness and honesty with regards to his business interests, which the Board greatly appreciates. However we have reached the decision together that it is best if Roger steps back from the Board, and thus the Board has accepted his resignation*".[30]

The Wikimedia UK lawyers attended the board on 25 September 2012 where there was an item reviewing conflicts of interest. At the request of Wikimedia UK the charity's lawyers have recently kept the Charity Commission informed of alleged conflicts of interest and related developments.

At its board meeting in November 2012 Wikimedia UK added to its Conflict of Interest policy that *"No Trustee of Wikimedia UK will receive any financial benefit or consideration from offering or engaging in consultancy services related to Wikipedia or other Wikimedia projects*". Our understanding is that this enhancement will be reviewed in the light of the recommendations of this governance review.[31]

3 QRpedia

QRpedia is a mobile web based system which uses QR codes to deliver Wikipedia articles to users in their own language.[32] QRpedia was conceived by Roger Bamkin and coded by Terence Eden.[33] The system was unveiled in April 2011, but had grown out of Roger Bamkin and Terence Eden's earlier experiments with QR codes at the Derby Museum.[34] As a co-creator, Roger Bamkin has declared that he owned intellectual property rights in QRpedia; Roger Bamkin declared that he owned the domain name qrwp.org while Terence Eden owned qrpedia.org.[35] The project's source code is freely reusable under the MIT License.

The first reference to QRpedia in board minutes was in the meeting of 25th July 2011, held by telephone. QRpedia was not an agenda item, but Steve Virgin noted in his report a planned TEDx talk in Bristol:

 "8 Sept TEDX Bristol Talk - with Roger Bamkin (more details need to be understood but speaking slot agreed) **Unsure on how to proceed now need to resolve QRPedia Data ownership Issue**"(Original emphasis)"[36]

The minutes record that Steve Virgin's report was noted, and an action was recorded for Roger Bamkin to talk to Terence Eden about how the ownership of QRpedia could be transferred to Wikimedia UK by the end of 2011.[37]

At the board meeting of 27th August 2011, held in person in Derby, Roger Bamkin's report noted his recent work installing an extra "100 or so" QRpedia codes at Derby Museum.[38] The minutes record that, when discussion of this report took place, an action was agreed for Roger Bamkin to help assemble a legal agreement and transition timeline.[39] The pre-2012 Wikimedia UK conflict of interest register did not include reference to QRpedia[b]

At the board meeting of 18th September 2011, held in person again in Derby, QRpedia was discussed under an agenda item on positive/ negative features of recent activity.[40] An action was minuted for Roger Bamkin to ask "Nick" (an ex-employee of Derby Museum) to "*assemble a best-practices guide to QR code deployment in a museum. Funding from the culture and heritage budget subject to agreement of Fae as budget holder*".[41]

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[b] We heard in interviews that this was because no trustee had a financial interest in QRpedia, and also that there could later have been a perception of indirect gain.

A blog post on the Wikimedia Foundation's website on 28th September 2011 introduced QRpedia, referred to its development in Derby and its use in other museums around the world. The blog indicated that 'the open source QRpedia was developed out of the partnership between the Derby Museum and Gallery, England and local Wikimedia contributors Roger Bamkin, chair of Wikimedia UK, and Terence Eden, a mobile web consultant'.[42]

At the board meeting of 1st November 2011, held by telephone, QRpedia ownership was one agenda item.[43] The minutes record one action point, for "Jon Davies to find alternative quotes for lawyers".[44]

There were no agenda items or minuted discussion of QRpedia in the 19th November 2011 board meeting at the British Library. Roger Bamkin's report, however, repeats the action point from 18th September "to ask Nick (ex-Derby Museum) to assemble a best-practices guide to QR code deployment in museums".[45]

In the Executive Committee meeting of 14th Dec 2011, held by telephone, QRpedia was raised as A.O.B. It was noted that more work needed to be done on the legal transfer agreement.[46] There was also a discussion about who would be running QRpedia once Wikimedia UK were hosting it.[47] Roger Bamkin was to approach "TD" about supporting QRpedia in future on contract.[c 48]

In the board meeting of 12th February 2012, held in person in London, one action point for QRpedia was minuted: for Jon Davies to chase Roger Bamkin about QRpedia from 1st March 2012.[49]

At an Executive Committee meeting of 3rd March 2012, in person in Manchester, QRpedia was an agenda item and was minuted as follows:[50]

"*RB [Roger Bamkin] was present at the beginning of this meeting, but offered to leave when asked.*

JD [Jon Davies] explained the current position of WMUK/QRpedia. RB explained his current understanding of the issues.

ACTION: QRpedia team to write a confidential non-binding letter to WMUK, explaining their position and the way in which they would like to proceed. JD will chase in two weeks if nothing is received."[51]

At the board meeting of 27th March 2012 held by Skype, QRpedia was discussed as a tabled agenda item as well as part of a separate item on Conflicts of Interest – MonmouthpediA.[52] The minutes record under MonmouthpediA that "RB has a conflict of interest here, as he part-owns the IP rights for QRPedia".[53] Richard

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[c] We understand this is a typo for TE – Terence Eden.

Symonds (staff) raised questions as to the long-term future of Wikimedia UK funding QRpedia's development.[54] The board then had an in-camera discussion, without Roger Bamkin, about Wikimedia UK's stance on this issue.[55]

The minutes from this in-camera discussion record a planned action for a meeting between Roger Bamkin, Terence Eden, Ashley Van Haeften, Jon Davies, and Richard Symonds to take the transfer of ownership of QRpedia forward.[56] A deadline for an agreement was set as Friday 13th April 2012, with a note that:

"If this does not happen, there will be a board meeting to discuss the next steps, including possibly a contingency plan, where we set up our own QRPedia project".[57]

On 17th April 2012 Roger Bamkin stood down as Chair citing in his blog post his becoming a consultant for Monmouth County Council. He remained a Wikimedia UK trustee (see MonmouthpediA chapter for details).

In the run-up to board elections in May 2012, candidates posted statements and answered questions from members on the Wikimedia UK website.[58] Roger Bamkin's statement included the following:

"I started my term working as a teacher and an unpaid Wikipedian in Residence to Derby Museums. I'm still a part-time consultant and teacher but I am now getting paid for some of the work for Monmouth and Nottingham Museums, a Library, shops ... well a whole town".[59]

On 2nd May 2012 in the election question and answer exercise, he was posed a question about his conflicts of interest regarding his part-ownership of QRpedia and his wider work on Wikimedia UK projects, by member 'Panyd':

"…Given that this issue is apparently still unresolved, I am left with three questions: How do you envision being able to continue your work on WMUK's board without a conflict of interest, how has your vested interest in QRPedia and its success influenced your promotion of MonmouthpediA thus far and what do you stand to gain with the continued proliferation of QRPedia?" Panyd (talk) 21:26, 2 May 2012 (UTC)[60]

Roger Bamkin's response includes: *"there seems to be a view that trustees should not have a conflict of interest, whereas trustees are required to not have undeclared conflicts of interest"* and *"I will have a COI, I will declare my interest (just in case anyone is unaware) and the board and I will have to avoid any conflict. Has QRpedia influenced MonmouthpediA? Yes. The leading manager for Monmouthshire credits me and QRpedia for getting her to commit the County Council to this partnership. Obviously I got no financial advantage from this."*[61]

In the board meeting of 8th May 2012, held by teleconference, QRpedia was on the agenda.[62] The minutes record a discussion about a meeting between Ashley Van Haeften, Jon Davies, and Roger Bamkin *"the previous week, with progress but still unresolved issues".*[63]

There followed an in-camera discussion, but it is unclear from the minutes whether Roger Bamkin left the meeting at this point or not, though we are informed that he remained in at least some of the meeting in order to provide clarification as needed. The minutes of this in-camera discussion are below in full:

"*MP raised issues that he had with the amount of charitable effort that has gone into advertising QRPedia.org. Fae said that he does not see that this is an issue, as any commercial use of QRPedia will support Wikipedia: MP disagreed - he does not want QRpedia.org used for non-Wikipedia, non-charitable projects, as there is too much of a crossover into purely commercial projects. MP wants, ideally, one site run by RB and TE ('Multilingual QR Codes Ltd', 'qr.org' or the like), one site run by Wikimedia UK - qrwp.org, and a joint project between the two (QRPedia)*".[64]

On the 12th May 2012, the AGM was held in London and a board meeting followed. At the board meeting, as part of inaugurating the new board, the then non-public conflicts of interests register was noted and an action was agreed for it to be updated for Roger Bamkin as follows:

"*RB is a paid consultant for Monmouthshire County Council and Nottingham Museums. He also runs a company, Victuallers Ltd*".[65]

At the board meeting of 1st July 2012 held in London, QRpedia was not an item on the agenda. The minutes record, however, that there was an in-camera discussion which covered QRpedia amongst other topics.[66] The in-camera minutes record a discussion noting that QRpedia's status had been drifting, and asking whether it was realistic to expect this to be agreed before the next meeting.[67] A further note was made that two trustees had raised concerns that Roger Bamkin's declaration of interest with regard to QRpedia was not clearly explained for members, and an action point was tabled for Ashley Van Haeften to review this with Roger Bamkin.[68] The minutes imply that Roger Bamkin was not present for the in-camera portion of the discussion.

The edit history of the register of declared interests shows that the following section (indicated by brackets) was added by Roger Bamkin on 2nd July 2012:

"*Roger is a paid consultant for Monmouthshire County Council and Nottingham Museums. He also runs a company, Victuallers Ltd. (As documented in Wikipedia and elsewhere Roger, like everyone else, has IPR rights over things that he has invented, developed or written. e.g. Before Roger became a board member he developed QRpedia with Terence Eden. These interests were declared to the members before the last election.)*"[69]

During Wikimania, from 12th July to 15th July 2012, a pamphlet discussing the creation of Wikitowns using QRpedia was distributed under the Wikimedia UK name and logo to Wikimania attendees.

At the board meeting on 26th July 2012, held by phone, Roger Bamkin was absent having sent apologies. The minutes record a discussion in which Ashley Van Haeften noted he had been discussing the QRpedia legal agreement by email, and had planned a one hour phone call between the involved parties the following week to create a final version of the agreement.

The board meeting held by phone on 21st August 2012 had only one agenda item: a draft agreement with Roger Bamkin and Terence Eden regarding QRpedia.[70] This discussion was held in-camera, with in-camera minutes recording that Roger Bamkin participated in the first part of the discussion before leaving it after answering questions that were put to him.[71] A particular focus of this detailed discussion was disentangling the various aspects of QRpedia, including ownership of its various domain names and to what extent Roger Bamkin and Terence Eden actually owned it as a 'brand'.[72] The in-camera discussion without Roger Bamkin noted the need for *"an undertaking that the current service (generating QR codes for qrwp.org) would continue unhindered by any commercial exploitation of the service that develop"*.[73] An action was agreed for Chris Keating and Jon Davies to work towards setting out an agreement that takes this into account, working with lawyers as necessary but at a minimum, with the aim to sign an agreement at the September board meeting.[74] It was recorded that the Wikimedia Foundation would be kept informed.[75]

On 22nd August 2012, trustee Joscelyn Upendran, a former UK solicitor who had worked on the draft agreement and attended the meeting discussing it the previous evening, emailed Chris Keating (chair), outlining her concerns that *"…the Charity has in effect agreed to take on responsibility (to fund, maintain, in the way of hosting of QRWP.org etc.) for a service that is 'co-owned' by a Trustee"*.[76] She gave her view that such an agreement was not in the best interests of the charity.[77] She went on to suggest that this conflict of interest may present a legal risk under charity and company law and would at the very least create the perception of an unacceptable conflict of interest because:

 "[While] The Trustee does not gain direct funding from the Charity in connection with those WMUK funded projects… he may be perceived to be gaining indirectly from the fact that the Charity is promoting the brand QRPedia from which he is able to indirectly gain higher business profile for QRPedia, and or actual business through commercial exploitation". [78]

She suggested that the charity obtain legal advice *"on the potential conflict of interest issue and on how to best manage that in the current situation where QRPedia linked projects are likely to be presented to the Board by a Trustee, who part owns the service, for funding of projects, to which QRPedia is quite central. This advice should be sought prior to, or at least at the same time as spending more charity money on the 3rd attempt at a legal agreement, to take on part stake and responsibility for the QRPedia service, whilst not gaining ownership"*.[79]

On 31st of August 2012, Joscelyn Upendran emailed Chris Keating again to formally resign her position on the board.[80] Amongst her reasons, she cited "the QRpedia situation" and added that the board's handling of this amongst various recent events had led her to feel "*that personal loyalties may be getting in the way of what is really best for the charity and of dealing with any actual or perceived conflict of interest issues*".[81]

At the board meeting of 9th September 2012, held in person in Coventry, QRpedia was not an agenda item. Roger Bamkin's report noted that QRpedia now had a logo, and that he was soon to be appearing at various exhibitions and talks in the UK.[82] He noted that "legal stuff is awaiting visibility of Wikimedia UK progress on this matter".[83] The meeting minutes do not record that any discussion of the issue took place.

The agenda of the board meeting of 17th November 2012 was the next time that QRpedia appeared in meeting agendas or minutes, with one agenda item on "QRPedia agreement update / next steps".[84] At the time of writing the minutes for this meeting were still in draft form and did not yet reflect any discussion.

While the development of QRpedia was occurring in the public domain, we have found no indication that the Wikimedia Foundation was specifically alerted to any potential conflict of interest during the period of QRpedia's development and subsequent use, until there was communication about Joscelyn Upendran's resignation.[85] [d]

Recommendations to guide the future which are drawn from the learning gained from these events are contained in our main report.

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[d]. We heard in interviews that this was because no trustee had a financial interest in QRpedia, and also that there could have later been a perception of indirect gain.

4   MonmouthpediA

The idea for the MonmouthpediA project is cited in project documentation as having grown out of a TEDx[e] talk given by Roger Bamkin (then chair of Wikimedia UK board) and Steve Virgin (then trustee) at Bristol University on the 8th September 2011.[86] [87] In attendance was John Cummings, a past resident of the town of Monmouth.[88] One of the subjects of the talk was how QR codes had been used to put Wikipedia into a museum in Derby. Another was "*how Wikipedia can help put Bristol on the map*".[89] In board papers to the meeting of October 11th 2011 (held via telephone), Steve Virgin noted his and Roger Bamkin's TEDx talk.[90] He also notes a point relating to Monmouth:

"Contacted by Jon Cummins seeking to QR Code Monmouth - passed on to RB"[91]

At the board meeting of 19th November 2011, held in person at the British Library in London, Roger Bamkin (chair) reported on activities concerning the MonmouthpediA project. This was not a specific agenda item, but contained within Roger Bamkin's report of activities. The section of his written report to that meeting concerning MonmouthpediA consists of the following shorthand bullet point:

"MonmouthpediA - Met twice - City Council to back, Newport Univ. being funded. 3-5K contribution. WIR to be in place imminently"[92]

We understand that the funding being referred to was from Wikimedia UK to the MonmouthpediA project.[93]

The minutes from the same meeting of 19th November 2011 detail a further discussion in which it is noted that John Cummings was the intended Wikimedian in Residence (WiR), and that "*we are being asked to fund the WiR by 50%*".[94] The minutes go on to state that 'support' for John Cummings as the WiR on MonmouthpediA would be taken from that year's Galleries Libraries Archives and Museums (GLAM) budget which was controlled by Ashley Van Haeften.

The minutes of this Nov 19th 2011 meeting do not record any decisions made or actions to be taken on MonmouthpediA.

The next recorded discussion of the MonmouthpediA project was at the board meeting on 12th February 2012, held in person at the Wikimedia UK office. Roger

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[e] TEDx are web-enabled events and talks on "ideas worth spreading", promoted and hosted by the US non-profit TED (Technology, Entertainment, Design). See www.ted.com

Bamkin (chair) reported on project progress in one agenda item tabled as 'MonmouthpediA and larger projects'.[95]

The minutes of this 12th February 2012 meeting reflect that Roger Bamkin reported on MonmouthpediA's progress in very positive terms, stating that it had *"become a wonderful project considering how little has been spent (comparatively)"*.[96] In this meeting, there were no decisions or actions regarding MonmouthpediA recorded.

Between 28th February and 16th April 2012, Roger Bamkin communicated on a number of occasions with several senior figures at the Wikimedia Foundation, with requests relating to MonmouthpediA.[97] Other UK trustees were sometimes copied on the communications. On 28th February he emailed Jay Walsh, Head of Communications, to *"pitch"* Monmouth as *"the world's first Wiki-town"*, requesting assistance from the Wikimedia Foundation in the form of *"advice, Wiki royalty (and cash)"*.[98]

In early March 2012, the Wikimedia UK board sought and received guidance from their independent charity governance consultant, Peter Williams, on procedures for declaring and handling trustee's conflicts of interest. Peter Williams' guidance, received on 5th March, gave a detailed response to several potential situations which included one on "insight, contacts, reputation gained as a Board member which provides a privileged position from which to develop a business or service, or gain employment".[99] Noting that this was the most difficult to anticipate and develop guidance for, he suggested that:

"Board members should be open and transparent in an appropriate manner… There should be a requirement to talk with either Chair or CEO as situations arise, and agree how much and when to share with the wider Board. Also to discuss whether taking up the opportunity would require the trustee to stand down from the Board, or whether to ask the wider Board for their views"[100]

We understand from Roger Bamkin that in March 2012 he and Monmouth Council became aware that the project required extra input to allow it to succeed and that Monmouth then recruited him in a paid role under exceptional procedures.[101] He registered a company Victuallers Ltd with Companies House on 9th March 2012 as a private limited company with himself as the shareholder[f].

At the next Wikimedia UK board meeting, held via Skype on 27th March 2012, there was a tabled agenda item on 'MonmouthpediA – Conflicts of Interest'.[102] Both Roger Bamkin and Steve Virgin submitted reports to the meeting Wiki which included

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[f] No nature of business is specified. First accounts are due on 6th April 2013.

details of their activities on the MonmouthpediA project. Roger Bamkin noted having attended 'fortnightly progress meetings' in Monmouth, while Steve Virgin noted in detail his activities towards creating a PR strategy for the project.[103]

The meeting minutes for this 27th March meeting record two discussions related to MonmouthpediA. The first concerned Steve Virgin's report on his work towards forming a communications strategy for MonmouthpediA, in partnership with Monmouthshire County Council, the Chartered Institute of Public Relations, and the Public Relations Consultants Association. Steve Virgin noted that:

"*This is part of a bridge-building exercise between the PR community and Wikimedian community. The PRCA or CIPR may give a talk at the AGM about what they have been doing, and how they would like to move forward with the community, or possibly just a discussion with WMUK members*". [104]

The second discussion was the tabled agenda item on 'MonmouthpediA – Conflict of Interests'[105]. The meeting minutes record that Roger Bamkin "*has a conflict of interest [in MonmouthpediA], as he part-owns the IP rights for QRpedia*".[106] The minutes note that he was asked a few questions regarding the planned transfer of these intellectual property rights to Wikimedia UK (although the nature of these questions are not recorded), before he then left the discussion.

The in-camera minutes from this discussion without Roger Bamkin record a planned action to hold a separate meeting between Roger Bamkin, Jon Davies, Ashley van Haeften, Terence Eden and Richard Symonds to move the transfer of ownership of QRpedia forward. A deadline for an agreement was set as 13th April, and "*if this does not happen, there will be a board meeting to discuss the next steps, including possibly a contingency plan, where we set up our own QRpedia project*".[107]

On 17th April, Roger Bamkin authored a post on the blog section of the Wikimedia UK website, standing down as chair of the board.[108] In it, he states that:

"*One year on from our previous AGM, I have decided to stand down as Chair of Wikimedia UK. I'm becoming a consultant and as I'm proposing to take Monmouthshire County Council (Wikimedia UK partners for the MonmouthpediA project) as a client, I feel that the conflict of interest is too high for me to remain as Chair, hence my decision…. Fae (Ashley van Haeften) will be taking on the Chair's role until the AGM, while I remain as a Trustee.*"[109]

On 18th April 2012 as a trustee of Wikimedia UK Roger Bamkin emailed Geoff Brigham General Counsel at the Wikimedia Foundation in San Francisco about trademarks and includes a paragraph:

"You may be aware that I think this is so important that I have resigned as chair of WMUK so I can devote more time to this project."[110]

On 21st/22nd April a board meeting took place in person in Monmouth. The agenda tabled two consecutive 15 minute presentations, the first by Roger Bamkin on 'Declarations of Interests and Management of Interests' and the second by John Cummings on the MonmouthpediA project.[111]

Steve Virgin's report contains several updates on progress with the PR strategy for the project.[112]

Ashley Van Haeften chaired this 21st/22nd April meeting and it is recorded that:

"*Point of order: RB wasn't included in the vote for the new chair. RB confirmed that he was happy with that decision, however.*"[113]

In the same section of the meeting, the minutes record a discussion about Roger Bamkin's conflict of interests: "*the general opinion expressed was that as all the members have been informed, and as there was a blog post about it, all that needs to be done is for the COI to be'* (sentence ends abruptly)".[114]

Later in the meeting Roger Bamkin gave a presentation on 'Declarations of Interests and Management of Interests'.[115] The minutes note that "(Roger Bamkin) *declared his conflict of interest with Monmouthshire County Council. His presentation is to explain the problem of conflict of interest - as we get bigger and more popular, we may have more conflicts of interest appearing. We need to be prepared for this.*"[116]

Several board members' observations about the management of conflicts in general are recorded in this discussion.

John Cummings presented, updating the board on the progress of MonmouthpediA, including a mini-presentation by Steve Virgin on the PR strategy. The board congratulated John Cummings on his excellent work on the project. An 'Action' was recorded: for Ashley Van Haeften and Jon Davies to organise a reporting process for Monmouth, and to work towards improvements to the general process of project reporting.[117]

The minutes of this 21st/ 22nd April meeting do not formally record any specific decisions made about MonmouthpediA.

On 23rd April 2012, in preparation for the AGM, Roger Bamkin's Board of Trustee election candidate statement was posted on the Wikimedia UK website. In it, he refers to his paid work in Monmouth, his intentions regarding management of future conflicts of interests, and his awareness of the need to further define board roles regarding project and programme involvement:

"I started my term working as a teacher and an unpaid Wikipedian in Residence to Derby Museums. I'm still a part-time consultant and teacher but I am now getting paid for some of the work for Monmouth and Nottingham Museums, a Library, shops ... well a whole town… I intend to lead and support projects and continue to declare conflicts of interest. What may not be clear is that the board still has to adapt to be a board of trustees and to create other structures to recreate the jobs that previous boards achieved". [118]

From the 20th April 2012 and throughout the first half of May 2012, Roger Bamkin continued communicating by email on several occasions with the Wikimedia Foundation legal team regarding a trademark licence agreement between the Wikimedia Foundation and Monmouthshire County Council for use of the Wikipedia logo on MonmouthpediA. Roger Bamkin was, however, not directly involved in the substance of the discussions with Monmouth County Council.[119] That agreement was signed by WMF on May 1st. Roger Bamkin also communicated with the Wikimedia Foundation communications team regarding publicising the project, including via the Wikimedia Foundation blog.[120] This resulted in both Wikimedia UK and the Foundation posting a blog on May 16th 2012 about MonmouthpediA mentioning QRpedia authored by Roger Bamkin and signed as "Director of Wikimedia UK (Victuallers)."[121]

At the Wikimedia UK board meeting held by phone on 8th May, the A.O.B section of the minutes records a short discussion concerning the trademark licence. Roger Bamkin participated in this discussion and Ashley Van Haeften (chair) agreed to help Roger Bamkin communicate with Monmouthshire County Council over the issue.[122]

Emails supplied by the Wikimedia Foundation which show communications involving Roger Bamkin and other Wikimedia UK board members, Monmouthshire County Council, as well as internal Wikimedia Foundation staff communications, suggest that throughout his interactions with the Wikimedia Foundation, Roger Bamkin's conflict of interest with Monmouthshire County Council was not drawn to the attention of Wikimedia Foundation legal staff[123].

Interviews indicate that it was thought by some that the Wikimedia Foundation would be aware of any conflict from postings on the UK Wikimedia website, including a blog, election statements, and the register.[124] Of these the blog, election statements, and the pertinent declarations in the register however were posted publicly only on the Wikimedia UK website at various times after some discussions with the Foundation had begun, including the negotiation and, in some cases, the signing of the trademark license with Monmouthshire County Council. We have not found any explicit mention of any potential conflicts in the monthly reports the UK chapter submitted to the Wikimedia Foundation between the beginning of the year

and August 2012, nor specific mention at the time of the resignation of Roger Bamkin as Chair.[125]

At the board meeting on 12th May 2012, held in person post-AGM in London and focusing on the inauguration of the new board, a declarations of conflicts of interests register accessible to the board was noted and updated. The public minutes made live on 14th May 2012 record that "*RB* [Roger Bamkin] *is a paid consultant for Monmouthshire County Council and Nottingham Museums. He also runs a company, Victuallers Ltd.*"[126]

There are no declarations relating to Monmouth by any other trustee. Steve Virgin was no longer on the board, and was not recorded as present at this or subsequent meetings.

On 19th May 2012 MonmouthpediA was formally launched as a project. The same day, Wikimedia UK and Monmouthshire County Council appeared to have signed a Memorandum of Understanding, intending to:

"*provide a comprehensive update on the successes of MonmouthpediA. To seek agreement for entering into a Trademark Agreement with the WikimediA Foundation in San Francisco, which provides MCC with a restricted right of access to the WikipediA brand and logo for use in conjunction with the MonmouthpediA project*"[127]

Roger Bamkin was listed as a signatory to the document, as "*Wikimedia UK Trustee and Steering Group representative*".[128] The other Wikimedia UK listed signatory was "*Ashley Van Haeften - Wikimedia UK Chairman*".[129] Although this Memorandum of Understanding appears to be signed in a video we have seen, Wikimedia UK inform us that "a piece of paper may have been signed for effect but it did not represent an agreement between us and MCC".[130]

In regard to seeking the licensing of the trademark, we have not identified any specific proactive alert given to the Wikimedia Foundation of any potential conflict of interest on behalf of any trustee.[g] There is no indication that potential conflicts of interest were identified during the process of granting the licence.[131]

At the 30th June 2012 board meeting, held in person in London, there were no agenda items relating to MonmouthpediA. Roger Bamkin's report contained two bullet point references to project updates and a proposal for extending the project to Chepstow. There was no recorded discussion of MonmouthpediA in meeting minutes.

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[g] We have been informed in some interviews that this was because it was considered public knowledge.

In the 26th July 2012 board meeting, held by telephone, there were no agenda items relating to MonmouthpediA. Reports do not contain any project updates or other references. The minutes record a short discussion relating to MonmouthpediA within another item (on QRpedia):

"There are…questions about MonmouthpediA as a brand, and the agreement between Monmouth and the Wikimedia Foundation - and how these relate to future projects like that."[132]

Roger Bamkin did not participate in this discussion as he was absent from the meeting having sent apologies.[133]

At the 8th/ 9th September 2012 board meeting, held in person in Coventry, no agenda items relating to MonmouthpediA are indicated. Roger Bamkin's report contains the following update on project progress, also updating the status of his conflict of interest:

"As we said this has pretty much stalled and it's a joint effort I think. John and I are meeting one of their senior managers on 31st in Monmouth with Steve Virgin and WestonSuperMarePedia interest group. So I may know more. I have warned MCC that they are due to give reports to us and WMF in line with our agreements but we'll see….I do not at present have a financial arrangement with Monmouth…."[134]

Meeting minutes from 8th/9th September do not reflect any discussion held or decisions taken regarding MonmouthpediA.

The minutes of the board meeting on 19th September 2012, held by telephone, are at the time of writing marked draft.[135] They do not include any reference to MonmouthpediA. Roger Bamkin was not in attendance, and the minutes record a discussion as to whether to accept his resignation as a trustee, which was voted for unanimously.[136] On 20th September 2012 this resignation was announced on the Wikimedia UK blog.[137] No reference was made to MonmouthpediA specifically, however a statement from Chris Keating (chair) included the following:

"Roger has always conducted himself with openness and honesty with regards to his business interests, which the Board greatly appreciates. However we have reached the decision together that it is best if Roger steps back from the Board, and thus the Board has accepted his resignation. I look forward to working with Roger in future"[138]

Recommendations to guide the future which are drawn from the learning gained from these events are contained in our main report.

5   GibraltarpediA

GibraltarpediA is a project initiated by the Gibraltar government and based on the model of MonmouthpediA, which employs QR code plaques to link smartphone users to Wikipedia articles in different languages. The stated aim of the project is *"to cover every single notable place, person, artefact, plant and animal in Gibraltar in as many languages as possible"*.[139]

We understand that the initial approach of the Gibraltar government was in an email of 29th May 2012 from Gibraltar Culture and Heritage Agency to Richard Symonds in the Wikimedia UK office which he then circulated to the office and trustees. This email referred to "the project you have in Monmouth".[140] Roger Bamkin responded to Gibraltar copying Richard Symonds writing *"I must admit we have had "a few" offers - but you do have an interesting multi-lingual location and we have v. good links with Wikipedians in Spain. If you'd like to phone then I'm on +44 xxxx xxxxxx. We could discuss the possibilities / challenges. Regards, Roger Bamkin"*.[141] On 30th May, Roger Bamkin also updated staff and trustees writing "*I have emailed them and I have a return phone call on my answer machine... more news may follow. However we have had many offers…R"*.[142]

Prior to going to Gibraltar we understand Roger Bamkin discussed this project with Ashley Van Haeften who was the chair of Wikimedia UK.

On 22nd June, 2012, Roger Bamkin and John Cummings signed a contract with Gibraltar government to deliver consultancy services connected to the delivery of this project.[143] We understand that this included "*advice on the production of the QR codes and training for volunteer contributors*".[144]

At the board meeting of 1st July 2012 in London, there was a discussion of the "political risks" of a partnership with Gibraltar which included mention that "*we need to ensure our expectations for multi-language, openness and partnering with other chapters and other nearby countries are positively supported with any funding*" and it was noted in the in-camera minutes that there was confusion about the agreement with the Gibraltar government but that "*the current understanding is that this is a personal agreement for services*" but that, on certain conditions, Wikimedia UK might support a programme in Gibraltar .[145]

On 2nd July 2012, Mike Peel (Secretary of the Wikimedia UK Board), posted the consolidated revised Declarations of Interest register to the Wikimedia UK Board page.[146] The initial entry for Roger Bamkin read that "*Roger [Bamkin] is a paid consultant for Monmouthshire County Council and Nottingham Museums. He also*

runs a company, Victuallers Ltd."[147] The edit history of this document shows that his consultancy work for Gibraltar was then declared on 21st July 2012 as "*at the end of June Roger signed a contract with the Government of Gibraltar. There is no known COI as WMUK does not have a relationship with this Government but it is hoped that one may develop. Roger has a business relationship with John Cummings*".[148] On 7th September 2012, Roger Bamkin added *"and Steve Virgin"* to the end of this declaration.

Following up on the early July board meeting Chair Ashley Van Haeften spoke and emailed Roger Bamkin to confirm or agree a number of procedures to assist in the management of his conflicts of interest, and then communicated this to the board.[149]

On July 11th 2012 Michelle Paulson, Legal Counsel for the Wikimedia Foundation and John Cummings received an email from Roger Bamkin from a GibraltarpediA.org which was copied to the Gibraltar Tourist Board.[150] It explained that the Gibraltar Tourist Board were *"very keen to talk about the legal agreement which is obviously an important part of a project like this"* and indicated that *"the document we initially require will I think be very similar in scope to Monmouth"* but that *"there are however some differences in the project because of multiple chapters being involved …."*

Roger Bamkin advised Michelle Paulson that he was not at Wikimania but that John Cummings the *"other lead on this project"* was there and expressed appreciation to Michelle Paulson for *"taking time out at the [Wikimedia] convention to talk to John about this."* At this point we have not identified that any potential conflict of interest on the part of any Wikimedia UK trustee was drawn to the attention of the legal department of the Wikimedia Foundation.[h]

On 12th July 2012 the Gibraltar Tourist Board emailed Michelle Paulson explaining that *"what we require as a matter of urgency is an email from you confirming that we will be able to use the Wikipedia logo"*. Michelle Paulson replied saying *"I'm happy to provide a license similar to the one provided for the MonmouthpediA project. However, I would like to know more about the differences you mentioned"*. The Tourist Board indicated it wished to put out its own press release announcing the project and asked if the Foundation *"could confirm by email that we are authorised by you to use the Wikipedia logo for this project with immediate effect, then we can deal with the detail later"*. Michelle Paulson replied saying *"I can't authorize you to use the marks without a signed written agreement […]. However, you are free to say that we anticipate authorization to use the Wikipedia logo pending final execution of*

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[h] We have been informed in some interviews that this was because it was considered to be public knowledge.

a trademark license with the Wikimedia Foundation". Roger Bamkin and John Cummings were copied in on this correspondence.[151]

Also on 12th July John Cummings sent Michelle Paulson an email noting that *"the differences between MonmouthpediA and GibraltarpediA are that we will be doing the same sort of project but including multiple Wikimedia chapters because of the location and the amount of languages spoken there."[152]*

John Cummings and Michelle Paulson arranged to meet up that day at Wikimania.

Paulson advised that it was unorthodox to request a licence with less than 18 hours' notice of such a project's intended launch.[153] We understand that under the belief that Roger Bamkin and John Cummings were acting as a UK trustee and Wikimedia community member, respectively, Michelle Paulson drafted the agreement and sent it to Nicky Guerrero the Chief Executive of the Gibraltar Tourist Board, who was negotiating on behalf of Gibraltar, the same day.[154]

On 12th July 2012 a blog written by Steve Virgin was posted on the Wikimedia UK blog under the title "Volunteer's efforts win Gibraltar the right to be the first Wikipedia 'city'".[155] On 13th July 2012 the Government of Gibraltar announced the launch of the GibraltarpediA project in a press release, citing Roger Bamkin as a Wikimedia UK director and quoting Ashley Van Haeften as chair of Wikimedia UK stating "Wikimedia UK is looking forward to supporting the project…"[156]

On 17th July 2012, the trademark agreement between the Wikimedia Foundation and Gibraltar was completed and signed by Michelle Paulson of Wikimedia Foundation Legal, following emails from Roger Bamkin and John Cummings. Roger Bamkin had earlier in the email conversations suggested a phone call with Michelle Paulson to "brief" her, though when Michelle Paulson called Roger Bamkin was on holiday and not available.[157]

At the board meeting of 2nd August 2012, held by teleconference, GibraltarpediA was not listed as an agenda item, however Roger Bamkin's report contains some project updates. The draft minutes record that *"Gibraltarpedia is moving ahead with a possibility of Tangierpedia. Wikimedia UK are not yet involved in this, it is being run by Roger Bamkin and John Cummings at present, but WMUK have been invited."[158]*

On 7th September 2012, Roger Bamkin emailed from a GibraltarpediA.org address requested legal permission from the Wikimedia Foundation regarding a modification of the logo.[159]

At the board meeting of 9th September 2012, held in person in Coventry, GibraltarpediA was tabled as an agenda item for a 25 minute update from Roger Bamkin.[160] In his report to the board, Roger Bamkin noted that *"I've created an*

updated copy of an MoU that Chris and I discussed. I'd like to get this approved in principle at the board meeting".[161] The minutes record a discussion which involved Roger Bamkin and concerned project updates and the Memorandum of Understanding.[162] A decision was recorded:

"*that there was support in principle to sign an MoU with Gibraltarpedia, so that we can provide non-financial support for the project via the office (such as provision of standard outreach leaflets) but it was noted that more work was needed on the draft MoU*".[163]

It is unclear if Roger Bamkin voted in this decision; however the minutes record him as present. An action was recorded for Roger Bamkin and several other board members to work through the outstanding issues with the memorandum of understanding.

On 18th September 2012, in reply to their questions that noted his disclosure on the UK chapter site Roger Bamkin indicated to the Wikimedia Foundation Legal department that he had received consultancy fees from Monmouthshire County Council and the Gibraltar Government and that this information had been shared with the Wikimedia UK board.[164] The same day the first of a series of negative media articles discussing Wikipedia alleged 'corruption' appeared.[165]

On 19th September 2012, Roger Bamkin wrote to the Wikimedia UK public mailing list informing them that he was not paid to create Gibraltar articles, but rather to create QR plaques and train/encourage contributors for GibraltarpediA.[166]

On 20th September 2012, Roger Bamkin stood down as trustee of Wikimedia UK. On 21st September 2012, the Gibraltar Chronicle published a statement from the Gibraltar government denying it had paid Roger Bamkin to raise the profile of articles about Gibraltar in the following terms "we can confirm that Roger Bamkin, an ex-Director of Wikimedia UK, is one of two individuals who continue to provide advice on the production of the QR codes and training for volunteer contributors to Gibraltar's Wikipedia site. These two individuals were also involved in Monmouth's Wikipedia project. The final agreement with them is being finalised and does not include them being paid to write or edit articles on Wikipedia. A letter of intent between all parties was signed in June."[167]

On 21st September 2012 a post was placed on the Wikimedia UK website explaining GibraltarpediA, the involvement of various parties, the ownership of QRpedia and how conflicts of interest had been declared and managed.[168]

Recommendations to guide the future which are drawn from the learning gained from these events are contained in our main report.

Wikimedia UK Board Members

Name	Apr 2011	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr 2012	May 12th May	Jun	Jul	Aug	Sep	Oct	Nov
Steve Virgin	Trustee																			
Andrew Turvey	Chair	Treasurer											Trustee							
Mike Peel	Secretary																			
Chris Keating		Trustee															Chair			
John Byrne														Treasurer						
Doug Taylor														Trustee			Vice Chair			
Martin Poulter	Trustee																			
Joscelyn Upendran														Trustee			31st			
Ashley Van Haeften	Trustee												17th	Chair			Trustee			
Roger Bamkin	Chair												17th	Trustee				19th		
Saad Choudri																		Co-opted		

Indicative Event Timeline											
	Nov-11	Dec-11	Jan-12	Feb-12	Mar-12	Apr-12	May-12	Jun-12	Jul-12	Aug-12	Sep-12
Wikimedia UK registered as a charity	3rd										
Wikimedia UK board meetings	19-20th		3rd	11-12th	27th	21st/22nd	8th 12th	30th	1st 26th	2nd 21st	8-9th 19th 25th
Trustee code of conduct/ CoI policy discussed by board	19th			11th	22nd	21st	8th 12th	30th	3rd		19th
Trustee Code of Conduct formally adopted by board							8th				
RB declared CoI at board meeting, recorded in minutes					3rd 27th	21st/22nd	12th			21st	
RB declared CoI on WMUK blog or wiki						17th 19th	2nd 12th		2nd		
Victuallers Ltd registered with Companies House					9th						
RB started paid work for Monmouthshire County Council											
RB started paid work for Gibraltar government								22nd			
Enquiry about licence communicated to Foundation											

This is an indicative and not a comprehensive timeline

Earlier events:

The Wikimedia board published a Register of Interests on 5 August 2009 which was accessible to board members

The Wikimedia UK Board adopted a Conflict of Interest policy in September 2009

Key: CoI = conflict of interest   RB = Roger Bamkin

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[3] Ibid; http://board.wikimedia.org.uk/wiki/Register of Interests

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[5] http://uk.wikimedia.org/wiki/Minutes_19Nov11

[6] ibid

[7] http://uk.wikimedia.org/wiki/Agenda_19Nov11

[8] http://uk.wikimedia.org/wiki/Reports_19Nov11

[9] http://uk.wikimedia.org/wiki/Minutes_19Nov11

[10] http://uk.wikimedia.org/wiki/Minutes_11Feb12

[11] ibid

[12] http://blog.wikimedia.org.uk/2012/04/changes-to-the-wikimedia-uk-board-a-message-from-roger-bamkin/

[13] http://uk.wikimedia.org/wiki/Minutes_21Apr12

[14] ibid

[15] ibid

[16] http://uk.wikimedia.org/wiki/Minutes_8May12

[17] http://uk.wikimedia.org/wiki/Trustee_Code_of_Conduct

[18] http://board.wikimedia.org.uk/wiki/Register_of_interests (not public, accessed 5/11/2012)

[19] http://uk.wikimedia.org/wiki/Minutes_8May12

[20] http://uk.wikimedia.org/wiki/Minutes_30Jun12

[21] http://uk.wikimedia.org/wiki/Declarations_of_Interest

[22] Email correspondence supplied by Joscelyn Upendran

[23] Email from Chris Keating

[24] Email in Jon Davies briefing document to Stone King, 3rd Sept 2012

[25] ibid

[26] Jon Davies briefing document to Stone King, 3rd Sept 2012

[27] Statement from Roger Bamkin on 12 Nov 2012

[28] http://uk.wikimedia.org/wiki/Minutes_19Sep12

[29] Email from Chris Keating circulated to the WMUK board by email, subject:"[WMUK Board] COI, Gibraltar, etc" @18 September 2012 20:06

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[34] http://outreach.wikimedia.org/wiki/GLAM/Newsletter/February_2011/Contents/Derby; http://www.youtube.com/watch?v=0amc3yxQJTA

[35] http://qrpedia.org/, checked 19/11/2012

[36] http://uk.wikimedia.org/wiki/Reports_25Jul11

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[77] ibid
[78] ibid
[79] ibid
[80] Email from Joscelyn Upendran to board@wikimedia.org.uk, 31st August 2012, disclosed to Compass by JU 19/11/2012
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