

**People & Planet Board of Trustees Meeting 03/10/2015, London, 11am - 4pm**

11am	<p><i>Welcome and apologies</i></p> <p>Apols – Charlotte Butler          Rob Saunders          Adam Ramsay          Rob Abrams          Joe Saxton – not taking an active part any more, since resigning as chair</p> <p>Present –</p> <p>Trustees:          Emma Simpson          Chris Saltmarsh          Lucy Pearce          Ian Leggett          Dan Goss          Sophie Baumert          Eva Nohe (by skype)          Philippa Faulkner</p> <p>Staff:          Phoebe Cullingworth          Rich Lott          David Calver</p>	Student Trustees
11:10	<p><i>Introduction by student trustees: consensus decision making, update from Induction Meeting</i></p> <p>Emma chairing this morning, Chris this afternoon.          A bit more fun and relaxed – a game later (perhaps) – with different forms of decision making. Use of hand-signals for indicating wanting to speak, views and feelings etc.</p> <p>Dan – student trustee induction – about P&amp;P and how BoT meetings go – enacting today a different style of meeting.</p>	Student Trustees
11:20	<p><i>Minutes of the meeting held on 6 June 2014 – see later.</i></p>	

11:30	<p><b><i>Matters for decision:</i></b>  <i>Approval of statutory accounts to March 2015</i></p> <p>Observation that the “activities” paragraphs should reflect golden thread from the Governance documents.  Potential donors will look at accounts when published on the Charity Commission website.</p> <p>Would create difficulties if there were inconsistencies with charitable objects etc.</p> <p>DC indicated his confidence that there were no material changes to the wording from the previous year, so it was unlikely to be at odds with the charitable objects.</p> <p><b><u>Decision:-</u></b> The accounts were approved.  Dan and Lucy agreed to sign the two signing copies.</p>	David
11:50	<p><i>Succession planning: Chair of Trustees. Feedback from interviews &amp; time for questions on the issue.</i></p> <p>No interviews carried out.</p> <p>All but one of the shortlist pulled out – reasons: some personal, others described it as not a do-able role – especially given the amount of time needed talking to staff and visiting Oxford.</p> <p><u>Option 1</u> – still 3 year term - change the role description, modified to take into account the link(s) more generally between the trustee team and several members of the staff team and concerns such as the time commitment in Oxford. And each MT team member would be a lead for Chair of trustees to liaise with (by topic) for six months at a time (which is each staff member’s tenure on MT).</p> <p><u>Option 2 – rotating chair</u></p> <p>A student (could be existing student trustee or a student not currently on BoT but appointed to this role) – for predetermined time (1 year) - would perform the role as per the role description.</p> <p>Student candidate(s) to be proposed by the student network (through a process to be determined) and their names to be brought to the BoT, from which pool the BoT would appoint a chair on a suitable, legally correct process.</p> <p>[Technical question:- would it be acceptable for student network to appoint the chair of BoT, or would this have to be done as student network putting forward one or more students for BoT to consider appointing as a new trustee and chair?]</p> <p>DC (in answer to the above): The following are excerpts from the current Memorandum and Articles of P&amp;P SAL:</p>	

	<p>Excerpts start -----</p> <p style="padding-left: 40px;">The Trustees have the following powers in the administration of the Charity: ...</p> <p>5.2 To appoint a Chair... from among their number.</p> <p>... The Trustees, when complete, consist of at least seven and not more than <i>thirteen</i> individuals Excerpt ends -----</p> <p>DC's understanding of the above is that, constitutionally, only BoT can appoint the chair. However, this doesn't stop there being a process whereby the student network 'selects' a chair and then BoT decides whether to appoint that person as trustee and chair (ie in effect, BoT has a power of veto).</p> <p>Options 1 and 2 are not mutually exclusive.</p> <p>(DC: A proposal was made that, under either option, an external person could be recruited as a new Trustee to mentor the chair?) [was there consensus or a vote on this or was it just discussed as a potential idea?] Please note that the maximum number of trustees allowed by the Memorandum and Articles is thirteen and there are currently thirteen trustees. When BoT formally removes Joe Saxton as a trustee, there will be a trustee vacancy – presumably this will be the new chair taking this trustee vacancy, upon which there will be a full complement of trustees again]</p> <p><b>AP – Two groups, as set out below, to work these 2 options up as proposals/papers for decision at the next BoT meeting (November).</b></p> <p><b>Option 1 - Existing chair recruitment working group (including Lucy Pearce to end of Oct when she goes on maternity leave). Plus Rich from the staff team (and he will check with Andy whether he wants to do it in place of Rich). Plus at least one student trustee – it was decided that Sophie and Dan will be included in this working group.</b></p> <p><b>Option 2 – Eva, Chris, Emma to work on this. It was proposed that Adam Ramsay be approached to see if he would work on this group. DC to check the proposal for Governance/legal compliance.</b></p>	
13-13.45	<b>Lunch break</b>	

13.45	<p><b>Matters for report</b>  <i>Finance report, including summary of Management Accounts, latest forecast for full year to March 2016 and preliminary draft summary budget for 2016-17 – see paper and appendix</i></p> <p><b>AP: David – to include scaled grant prospects in the finance report at the next BOT meeting, so BoT can see what decisions we are expecting to hear about in the next 6 months.</b></p> <p>Unrestricted funding – Only way we can build our reserves. Brown line on the graph hides how much we had to spend in order to bring in the unrestricted income. Unrestricted profit is the real objective rather than unrestricted income per-se. BOT found graph good to engage with.</p> <p>What is our fundraising strategy – could trustees tap their fundraising contacts to provide staff support? Contact at Oxfam to work with Emma. Steer from the BOT to engage with him as quickly as possible. Steer from BOT that she can come and talk to Lucy from FOE to be put in touch with fundraisers here.</p> <p>In the past we have been overambitious with our future unrestricted income projections based on good years of actuals.</p> <p>Emma, Social Enterprise Manager, wants to focus more on areas we know work.</p> <p>Relaunching the FAN club in line with new strategy - more of a membership approach.</p> <p>BOT worried about the finances – what outcome from this conversation can be useful to staff? Practical things like Rob Saunders helping get in urgent bids. Unrestricted:- staff doing the planning of what we need to do, BOT could look at the draft budget for next year when we have it and ask the questions about what we've got planned to raise the unrestricted income. Useful to have people pointing out trends and questioning trends.</p>	David
14:10	<p><i>Project reports and update from quarterly review – 2 papers (including updates on University League funding, Fossil Free campaign, Sweatshop Free campaign)</i>  <i>Updates: Risk register (requested at previous meeting), Scottish support (requested at previous meeting)</i></p> <p>Risk register:-</p> <p><b>AP: DC - to discuss risk register with staff first before presenting to BOT in a future meeting.</b></p> <p>Scottish report:-</p> <p>Juliette is on Scottish steering group. Nothing to report. Would hope to feedback more next meeting. Scottish steering group have a meeting next week to discuss the purpose of the group. Includes Scottish trustees and ROs. Will feedback at the next BOT meeting.</p>	David

	<p><b>Project reports –</b>  Electronics Watch – can staff reassure the BOT that the whole of EW will be funded from the further funding (if it is granted to us)? Could Jim come back with an answer to this please with further details of the bid we’re waiting to hear back on.</p> <p>Fossil Free – good to see it is exciting the network so much.</p> <p>Could we work on the Fossil Free staff and alumni group with the hope of recruiting new members for the FAN club once it’s established?</p> <p>New campaign – idea - How about delaying the start date and use a bit of the time of the new campaign manager for fundraising until the new campaign start date? Answer - Wouldn’t work with the academic year; second term is a very difficult one to start a new campaign. Would need to be clear and transparent with the network. <b>No BoT decision on this.</b> As an alternative suggestion, perhaps if we get to a point in April 2016 where finances haven’t picked up then we could revisit this idea of delaying start of new campaign. Practicalities – the new campaign manager would then have their job role changed if this happened and a decision was taken in April 2016.</p> <p>BOT wanted to reflect to staff that all ideas they were contemplating such as the above were with the aim of freeing up resources, adding more capacity and achieving more financial stability for the organisation (by increasing unrestricted income).</p>	
14:40	<p><i>Update &amp; discussion of the new campaign. See supplementary paper (notes from student working group on Migrant Rights)</i></p> <p>Nothing to note.</p>	
15:00	<p><i>Trustee involvement in process for creating 2016-19 strategic plan. (see paper – notes from strategy day 30 Sep 2015)</i></p> <p>Timeline:  Louise and Ian have met to talk about this process.  BOT is invited to ask staff strategic questions by 16 October by email to <a href="mailto:louise.cobb@peopleandplanet.org">louise.cobb@peopleandplanet.org</a></p> <p>Theory of change to be ready by 30 October ready for next BOT meeting.</p> <p>November BOT meeting – 3 staff to come to this meeting. Would be 80% focused on strategic issues. Workshop style meeting.</p> <p>Staff to work on strategy at QR in December. BOT invited.</p> <p><b>Decision:</b> Extra BOT meeting in Jan working on strategy with same 3 staff members.</p> <p>February - staff to provide a draft strategy for sign off at March BOT</p>	

	<p>meeting.</p> <p>BOT very keen to have a collaborative process.</p> <p>Up to staff whether everyone comes to half a day of the next BOT meeting or just 3 people. BOT would like everyone to come if practical to work together.</p>	
15:45	<p><b>Items to be noted:</b></p> <p><i>Minutes of the meeting held on 6 June 2014 (paper) - to be agreed</i></p> <p>Were agreed.</p> <p><i>Matters arising from the minutes of the last meeting and review of action points.</i></p> <p>Request to have the minutes sooner, immediately after the meeting.</p> <p>Confusion in last meeting's minutes and the meeting before that on UL. What appears to have happened isn't in line with the last meeting's minutes, but is in line with the minutes of the meeting prior to that one.</p> <p>Hard to tell in last meeting minutes what was a decision held by the BOT as a whole.</p> <p>Really important to have clear agreements made and recorded in minutes.</p> <p>How has this current meeting gone? Should feel like a team of non-student and student trustees working together.</p>	
15:50	<p>Any other business</p>	
	<p><i>Dates &amp; venues of future meetings:</i> November 2015: to be decided (probably Oxford)</p> <p><b>AP: Trustees to fill in doodle poll for date of November meeting</b> <b>AP: DC to resend the link to the doodle poll</b></p> <p><i>To confirm pattern of meetings for 2016 and possible venues:</i></p> <p>Jan extra meeting on strategy – agreed.</p> <p>March, July, September, November</p>	
16:00	<p><b>End</b></p>	