

MINUTES

**People & Planet Student Activities Ltd - Board of Trustees - Annual General Meeting 11 March 2017 , Oxford (Old Music Hall – Suzie Smith = room name) 11am - 4pm**

<p>Time 11:00 – 11:10</p>	<p><i>Item 1. Welcome, apologies and reaffirmation of methods for conducting the meeting</i></p> <p>Apologies: •Eva Nohe •Sarah Shoraka •Nat arriving late</p> <p>Staff on rota to attend - •David Calver (as Company Secretary) •Naia Bazin-Lopez (NBL) •Rich Lott (RL)</p> <p>Attendees: •Rob Saunders (RS) •Ian Leggett (IL) •Chris Saltmarsh (CS) •Lily Tomson (LT) •Adam Ramsay (AR) •Josh Robinson (JR) •Sophie Baumert (AB) •Nat Panda (Shiers) (NS) •Olivia McLaughlin (OM) •Dan Goss (DG)</p>	<p>Chair (10 mins)</p>
<p>11:10 – 11:20</p>	<p><i>Item 2. Change of Chair of BoT</i></p> <p>As no student trustee stepped forward at the November meeting or this March meeting, aim to select a student chair at the July meeting.</p> <p>Idea - New student trustee induction to include role of chair and the buddying arrangement that supports them (JR and AR are both currently buddies to the student chair, although in CS's case he hasn't felt the need to draw on that support.</p> <p>BoT formally acknowledges a potential conflict of interest CS has on 2017/18 budget and 2017/18 intern applications – therefore, although CS can be part of any meeting about the budget, he is not to be part of any budget approval decision at that point (this restriction to persist only during the time that this situation of potential conflict exists).</p>	<p>Chair (10 mins)</p>
<p>11:20 –</p>	<p><i>Item 3. Approval of the previous meeting's minutes, and review of Action Points that arose at that meeting; - except for</i></p>	<p>Chair (30 mins)</p>

## MINUTES

11:50	<p><i>APs covered by other agenda items.</i></p> <p><b>AP on DC</b> - Summarise some items from Nov meeting in a document – publish it to the network via the website</p> <p><b>Current status</b> – awaiting development work on our new website – carried forward</p> <p><b>AP on DC</b> - to create standard agenda items for relevant BoT mtgs. [But need to recognise that not every student chair would be able to attend both March and July meetings to provide the handover role]. Aim for March mtg, but go for July mtg decision if needed.</p> <p><b>Current status</b> – Done - this has been included in templates for agendas</p> <p><b>AP on DC</b> - to ask each trustee of PAPSAL individually if they are happy to become trustees of the Trust. Those who indicate they are happy to do so will be appointed as such</p> <p><b>Current status</b> – Done, and Josh, Nat, Sophie and Dan are now the four trustees of the P&amp;P Trust</p> <p>[NB SB and DG expire as student trustees in 2017 – see separate proposal on how to deal with succession on P&amp;P Trust – item 5b below]</p> <p><b>AP on DC/HP</b> - to liaise off-line with AR and LT re potential new funders (eg share with [them] a list of existing and past funders).</p> <p><b>Current status</b> – List of past funders shared. Rob – re 350.org global green fund - they offer general grants of about £10k</p> <p><b>AP on LT</b> - to lead on creation of a google doc of staff roles and trustee skills, to help trustees find right staff to talk to.</p> <p>AP on RL to create a doc, and share with LT – a few short questions - we should excuse outgoing trustees any obligation, but invite them to still provide info as long as they are willing</p> <p><b>AP on DC</b> - contact Rob for his view on the financial situation. Is there one particular prospect, or set of prospects, or a date coming up that is critical for financial planning decisions – eg a trigger point? DC to consider further and report back to BoT.</p> <p><b>Current status</b> – DC and Rob didn't manage to touch base over holiday period – <b>DC addresses the above questions, however, in co-director of finance's report (see main item 6 on</b></p>	
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MINUTES

	<p>agenda – trigger point analysis no longer required because of recent good news on EU Europe Aid bid)</p> <p><b>AP on DG</b> - Student elections and diversity:-          DG to arrange skype call etc of student trustees between meetings re- criteria and process for election for next round of student trustees – addressing our diversity requirements. Eg historically we’ve had a Scottish rep and a Further Education rep on the BoT. HP and Naia Bazin-Lopez to be involved.</p> <p><b>Current status</b> – Chris, Naia and Harpreet are working on this. Chris has sought feedback on our plans from the rest of the student trustees.</p> <p>FE important in long term but network representation is very small currently. Want a Scottish rep still.</p>	
<p>11:50 – 12:00</p>	<p><i>Item 4. Annual General Meeting (“AGM”) - decisions required - Succession of Trustees:(paper on terms of office of trustees)</i></p> <p><u>AGM Decisions for the Board of <b>PPL</b> (People and Planet Ltd) (Rob, Adam, Ian, Josh and Sarah are the Board of PPL)</u></p> <p><b>Proposal 1</b> – that People and Planet Limited - “PPL” BoT ratifies the appointment of the following as non-student trustees of PAPSAL:          •Josh Robinson          •Sarah Shoraka          Approved</p> <p><b>Proposal 2</b> – that PPL BoT re-appoints Adam Ramsay as a non-student trustee of PAPSAL for a second term of office.           Approved</p> <p><b>Proposal 3</b> – that PPL BoT appoints Raj Chada as a non-student trustee of PAPSAL.           Approved</p> <p><u>AGM Decisions for the Board of <b>PAPSAL</b></u></p> <p><b>Proposal 4</b> – that PAPSAL BoT removes Zoe Malik as a trustee of PAPSAL because of non-attendance at BoT meetings of PAPSAL          Approved</p>	<p>DC (10 mins)</p>

MINUTES

	Idea - Review FE engagement with P&P (probably not as trustee but through some other governance mechanism such as an advisory group)	
12:00 – 12:30	<p><i>Item 5a. Link charities – PAPSAL and P&amp;P Trust - paper</i></p> <p><b>Proposal 5a</b> – that PAPSAL BoT authorises the Company Secretary (DC) to make an online application to the Charity Commission for People &amp; Planet Student Activities Ltd and People and Planet Trust to become “linked charities”.</p> <p>Approved, both by the Board of PAPSAL and by the Board of PP Trust</p> <p><i>Item 5b. Succession of Trustees of P&amp;P Trust.</i></p> <p>Josh, Nat, Sophie and Dan are currently the four trustees of the P&amp;P Trust. But Sophie and Dan expire as student trustees in 2017. If no further action is taken, this will leave only two trustees of PP Trust, with one of those (Nat) due to expire during 2018. If the following proposal is approved, then after about two years, because of the natural turnover of trustees, PP Trust and PAPSAL will have identical lists of trustees, making administration of the linked charities easier and reducing the risk of running out of trustees of P&amp;P Trust.</p> <p><b>Proposal 5b</b> – That the maximum number of trustees of PP Trust be increased from 8 to 13, to bring it in line with PAPSAL.</p> <p>Approved by the Board of PP Trust</p> <p><b>Proposal 6</b> – that as and when any new trustee is appointed to PAPSAL, they are also appointed to be a trustee of P&amp;P Trust.</p> <p>Approved, both by the Board of PAPSAL and by the Board of PP Trust</p>	DC (30 mins)
12:30 – 13:00	<p><i>Item 6. Co-director of Finance’s report - paper</i></p> <p>The BoT congratulated the Co-Director of Finance and the Management Team for running a substantial surplus in difficult circumstances, including the unforeseen difficulties and costs of moving office -- not only limiting use of reserves, but actually continuing to build them up during this year. The BoT applauded the Management Team for timely identification of the</p>	DC (30 mins)

MINUTES

	<p>potential problem, for resourceful work in finding where savings could be made, and for making potentially difficult decisions effectively and in good time.</p> <p>Concern expressed by one or two BoT members that if 2017/18 budget is approved at the July 2017 BoT meeting, we will be four months into the year to which that budget relates, giving much less time for agreeing any remedial actions required at that point if the actual financials for 2017/18 are looking much worse than budget.</p> <p>Q: If there are to be increases in costs in 2017/18 compared with 2016/17, are they to be approved by BoT before incurred? Answer: No – BoT members who have these concerns don't want to place restrictions on staff decisions to hire additional staff. Instead, they want reassurance that it's affordable to do that – which is difficult while there isn't an approved budget for the year.</p> <p>(Reference was made to a previous BoT intention to increase staff hours when wished by those staff and within budget.)</p> <p>DC to present draft budget to BoT by email (timing to tie into MT decision on number of interns to recruit in 2017/18). To be done online or by email to provide that reassurance.</p> <p>Proposal – that DC provides an update on the latest draft budget for 2017/18 by about 15<sup>th</sup> May (the scheduled date for interviews for the 2017/18 internships - timing to tie into MT decision on number of interns to recruit in 2017/18).</p> <p>Suggested by LT that the draft budget shared with BoT at that time include:</p> <ul style="list-style-type: none"> <li>• Income breakdown by campaign</li> <li>• Cost freezes from 2016/17 – how have these been carried forward (or not) into 2017/18 budget?</li> <li>• Debtors list</li> <li>• Number of internships</li> <li>• Other main underlying assumptions</li> </ul>	
<p>13:00 -14.00</p>	<p>Lunch break</p>	
	<p>Item 7. Update on current campaigns – <b>papers (Movement Building update and Campaigns update)</b></p> <p>SSF so successful – other targets to add (or eg pursue Sam-</p>	<p>Naia</p>

## MINUTES

	<p>sung further while they're down – strategic?) In the campaign update report, would have been useful to have described the tie between Samsung and the campaign more clearly.</p> <p>What, beyond affiliations, to give groups something to retain and focus their energy beyond the affiliation wins in their places. Campaign objectives?</p> <p>Proposal – fuller discussion of campaign strategies with the relevant Manager(s) present. One at each BoT meeting - in order of staff on rota to attend. Start at next meeting?</p> <p>UB. For compact:- Education is structured by class and race. Solved by campaign structuring. Migration is an example. Should be able to organise protests more easily in post-92. Campus level and national level and global level dimensions within the campaigns? Stop Funding Hate are doing similar work to us, but from a different angle. As well as defunding the Mail, think again about targeting border security companies. Institutional governance and decision making in pre92 unis and how this influences students.</p> <p>Representation of post-92 unis in this Board and P&amp;P generally?</p> <p>For next round of student trustees – think about whether we have a defined role that refers to post-92 unis.</p> <p>Lots of funders are funding campaigns on migration – so is there something about our funding proposals that can be improved to increase our chances.</p> <p>UB intern working without a manager has been part of why the project has struggled to get funding – keep trying for at least another year.</p> <p>Strategy reflection – pick this one as a high priority to see what might be done going forward to improve the situation.</p> <p>Timing - before early July launch day. BoT members to work jointly on such a review. And the students as well.</p> <p>Think about how to facilitate (Josh can think about educational aspects)</p> <p>Student Hubs have been involved in migration. LT would be happy to take this to Student Hubs and see what mutual ideas/benefits/collaborations this can bring.</p>	
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MINUTES

	<p>Economic Justice Project (EJP) is still ongoing.</p> <p>Fossil Free:-</p> <p>Geographically – think carefully about responding to groups in the Republic of Ireland, ie outside our legal jurisdiction as a Charity. Something on BoT mtg agenda – in one of the future meetings (if room on agenda).</p> <p>Idea - Office in Brussels, Rep of Ireland or Scotland to increase chances of secure future EU funding beyond Brexit?</p>	
<p>15.30 – 16:00</p>	<p>Any Other Business</p> <p><b>1. Treasurer succession</b> - DC to briefly outline the current thinking on headhunting process and to ask the trustees if they have any names to add to our list of potential treasurers.</p> <p>----- relevant excerpt from Sep BoT -----: Requirements at the current time for our recruitment of new [non-student] trustees (with top priorities underlined below):-</p> <p>Legal (knowledge of charity law but not necessarily a qualified lawyer), fundraising (augmenting of staff team), understanding of oppression in UK culture (essential), knowledge of P&amp;P and its history, campaigning and activism (understanding of current context rather than practical experience), social media and digital media (augmenting staff team), connections with frontline communities. Understanding flat structures. Shares P&amp;P s values. For treasurer – <u>qualified accountant or equivalent</u> <u>Want to address gender, race imbalance.</u> ----- Excerpt ends -----</p> <p>Agreed</p> <p><b>2. Diversity</b> - BoT views sought on the following item from our strategic objectives for 2016-19: that by the end of the second year of the strategy period [ie 2017/18], to have appointed to the BoT a trustee from a frontline community or the Global South.</p> <p>The above is the primary aim, but an earlier idea to have an advisory board lacks staff capacity to support currently. Clarity</p>	

## MINUTES

	<p>required around whether we would want someone from frontline community on the Board if they are from overseas – what about any relevant governance jurisdictions – would this restrict who regulators would allow to be on the Board of a charity registered with English and Scottish regulators?</p> <p>[from the Charity Commission website:-</p> <p><b><i>“Trustees who live outside the UK</i></b></p> <p><i>You can appoint someone who lives outside the UK as a trustee. This includes:</i></p> <ul style="list-style-type: none"><li>• <i>non-British citizens</i></li><li>• <i>people in the UK on temporary visas or seeking asylum</i></li><li>• <i>British citizens who live abroad”]</i></li></ul> <p>3. AR: Potential referendum in Scotland – Autumn 2018.</p> <p>Last time (for the previous referendum in Scotland), it helped our Scottish groups to be well attended. Signposting this as an opportunity for P&amp;P.</p> <p>Q: Legal ramifications if we were to campaign for a yes vote?</p> <p>4. NBL - Trustees and relevant staff to engage in dialogue between meetings. Suggest that CS and another trustee be invited to attend next available staff meeting (next one is 5<sup>th</sup> April 2017). Process - Chair and most relevant trustee to attend next available staff meeting after each BoT, for this purpose. <b>AP on DC</b> - Put planned dates of staff meetings in the minutes of BoT meetings – see below for first list.</p> <p>5. 2016-19 Strategy approval. Proposed that the long-form version of the strategy approved in principle by BoT in 2016 be formally approved as P&amp;P’s strategy 2016-19.</p> <p><b>Approved.</b></p> <p>Staff team has taken an action (on revising the wording in the short-form version of the strategy) away from AR. RL to identify someone to do finalisation of wording by next BoT.</p> <p>Dates &amp; venues of future BoT meetings:</p> <p>29th July 2017- location to be decided – (somewhere in London?)</p>	
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## MINUTES

	<p>16th Sep 2017 – Scotland? 25th Nov 2017 – location to be decided 17th Mar 2018 – location to be decided Normal pattern of meetings: March, July, September, November</p> <p>Dates of forthcoming staff meetings currently scheduled: 5<sup>th</sup> April 2017 3<sup>rd</sup> May 2017 7<sup>th</sup> June 2017</p>	
16:00	<b>End</b>	