

PWYP Board Meeting 20 July 2017 / MINUTES

Board

Carlo Merla, Chair (CM)
Aroa de la Fuente, FUNDAR, Global Council Liaison (AF)
Alan Detheridge, Treasurer (AD)
Ali Idrissa, PCQVP Niger
Claire Spoons, Oxfam GB (CS)
Marcela Roza, Governance Global Practice, World Bank (MR)

PWYP Secretariat

Elisa Peter, Executive Director (EP)
Stephanie Rochford, Director of Member Engagement (SR)
Caroline Macleod, Director of Finance & Operations (CJM)

Invitees / Observers

Sarah Pray, Open Society Foundations (SP)

Apologies

Julie McCarthy, Open Society Foundations (JM)

Summary of key actions

Action	Responsible	Deadline
Communication around setting up the trading subsidiary to be added to the risk register.	CJM	Next meeting
Trading subsidiary to be set up	CJM	1 August 2017

1. Summary of key decisions

- Approval of Annual Report and Statutory accounts for 2016
- Updated 2017 budget approved
- Resolutions passed to set up Publish What You Pay Trading limited

2. Welcome and introductions

The meeting opened at 15:07. The Chair welcomed board members and invitees to the meeting. The Chair outlined the agenda and it was adopted. The board agreed to adopt the minutes of the last meeting.

The Chair recalled the actions from the last meeting, including the prioritisation of the recruitment of the Director of Global Initiatives and Impact. EP updated the board on the recruitment process which is expected to be concluded in the next two weeks.

3. Annual Trustees report and Statutory accounts 2016

AD introduced the trustees report and invited Trustees to provide substantive comments on the draft. The board commended the report; EP confirmed that it will be available on a separate mini-website for ease of communication. AF proposed to approve the report, CS seconded. The report was approved.

AD summarised the results of PWYP's audit which was unqualified. The financial statements were approved. CS agreed to sign the report on behalf of the Trustees. The board agreed for CS and AD to sign the Directors' confirmation letter.

4. Finance update

AD introduced the update from the finance subcommittee. CM noted the revisions made to the 2017 budget which the sub-committee approved last week. CM proposed approving the budget and CS seconded. The revised budget was approved. The board discussed the role of the Secretariat in supporting the leadership renewal of PWYP coalitions in Africa.

5. Update on the registration of the trading arm in the UK

CM noted that the board had been furnished with a number of documents in advance of the meeting:

5.1 Draft proposed Articles of Association of the Subsidiary ("the Articles");

5.2 Draft proposed Resource Sharing Agreement (the "Agreement") between the Charity and the Subsidiary; and

5.3 It was noted that the rationale for establishing the Subsidiary depended on the Subsidiary only carrying out activities and contracts which the Charity itself could do, were it not for the adverse VAT consequences. The Agreement therefore provides that the Subsidiary may only perform such activities and the Charity may subsidise the activities free of charge on that basis.

Approval of establishment of trading subsidiary company

5.4 **IT WAS RESOLVED** that:

5.5 The trustees were satisfied that it was in the interests of the Charity to establish the Subsidiary;

5.6 The Articles be approved and that Claire Spoor, or alternatively Carlo Merla be authorised to approve any amendment or amendments to the Articles as is or are in their view appropriate prior to their execution and completion and to carry out any further formalities required to incorporate the Subsidiary;

5.7 The list of directors of the Subsidiary be approved as Alan Detheridge, Caroline Macleod and Elisa Peter, and IT WAS NOTED that additional directors could be appointed by the Charity at a later date; Caroline Macleod was appointed as company secretary.

5.8 Claire Spoons, or alternatively Carlo Merla, be authorised to sign the Agreement on behalf of the Charity; and

2.5 Claire Spoons, or alternatively Carlo Merla, Agree the names of two trustees be authorised to sign an ordinary resolution of the Company, once incorporated, to generally authorise conflicts of interest for any Charity trustee or employee serving as a director of the Company due to their dual positions at the Charity and the Subsidiary. Authorisation of the conflict will allow the relevant Charity trustee or employee to properly carry out their duties as a director of the Company. The trustees were informed that this was a procedural step recommended by the Charity's legal advisers. It would not authorise the relevant trustee or employee to receive a financial benefit from the Company (or from the Charity).

5.9 The name of the subsidiary be Publish What You Pay Trading Limited.

6. Update on registration of PWYP in an EU member state

CM continues to investigate the process for registration in the EU. A final decision is pending the appointment of the new Director of Global Initiatives and Impact, since the role may be based in an EU member state which may influence the decision about which country PWYP should be registered in.

7. Membership update

Ali noted that the Africa Conference was very successful and thanked the Secretariat and the hosts in Zambia and Zimbabwe for their work planning and running it.

8. Update on strategic review and planning

EP noted the next steps in the strategic review process, including a member survey to be issued next week in five languages; interviews with key stakeholders; as well as a full day with the consultant at the next board and Global Council meeting in October. EP noted that Aroa is currently consulting with the RLIE network in Peru on the strategic review, and the Secretariat will hold a consultation in Eurasia during the Regional meeting scheduled in Kazakhstan in September.

9. Next meeting date

The next Board meeting will take place in Brussels on Monday 9 October 2017.

The meeting closed at 17:00