

**BIC Europe**  
**Minutes of the Board Meeting**  
**September 30, 2016**  
**Moreton-in-Marsh**

*Present:*

BIC Europe staff members: Nezir Sinani (NS) and Kate Geary (KG)

BIC ED: Jeff Hall (for the first 15 minutes)

BIC Europe Board members: Saskia Ozinga (SO) and Marcus Colchester (MC)

Note: Susanne Breitkopf was unable to join by Skype from South Africa, but received Board documents and the agenda in advance.

*12:15: Introductions*

SO representing also Jan Pieter (J-PW), the fourth board member, after he gave permission in writing;

J-PW is due to resign after finalizing some of the technical issues with BIC Europe office;

Marcus – Chair of the Board

Saskia – Treasurer, on board as an individual

Susanne – Secretary (absent)

Marcus on the board as an individual, also sitting on the Board of DC office

Susanne is also on the BIC DC board, working for EIA, previously Greenpeace activist

**Jeff Hall:** introducing himself, appreciating Kate's and Nezir's work. Kate restructured the forest campaign with the support of funders. AIB work her big idea. Important for BIC as US isn't on the board.

Nezir working on subsidies of fossil fuels. His big idea is around Sexual Orientation Gender Identity and Expression (SOGIE); important to take on board.

NS and KG both bring fundraising expertise, media expertise. BIC isn't very strong on both these fields. BIC depends on both for both these activities.

Not always easy to bridge time zones and agendas and coordinate efforts with partners. Staff in Europe strong on environmental issues and focused on european players, DC office strong on social issues and focused on US gov't. We need to work together to close the gap between.

Europe board a formality to get funding in Europe. We need your advise and will come for it.

Appreciates Saskia's expertise around European specifics in setting up the new operation.

We can limit the burden on the Europe office. Saskia might be able to join BIC DC board meeting for an hour to be part of the decision-making for the European office. Please share BIC Europe Board meeting notes, we will facilitate the same.

MC – BIC Europe board has expertise in int'l operations. We appreciate support to coordinate efforts across oceans.

JH: you have to keep us involved globally as we strive to become a global organization. Happy to answer questions or think about any issues and talk later.

[JH leaves the meeting]

MC: Ready for the paper work. Reverse the agenda for the sake of discussion: deal with procedural issues first, then content issues such as mission and workplan.

### 1.1. Statutes

SO: statutes mention that we need a description of who we are in the board, and who we are in guiding BIC Europe's mission. We need to produce minutes and they need to be signed. Those who are not attending, need to agree with the minutes. The Board decides by majority, and the Chair has the final say if there is disagreement.

The statutes lay out our legal requirements: to be aware of finances and sign approval of the financial accounts, very detailed. The Board is also legally responsible to appoint the auditor. The Board has to adopt a policy plan and actualize the plan regularly. This plan has to describe the work plan of the Stichting, its funding, and the financial rules to manage its accounts.

In terms of financial mgmt, the Statutes require that the grants should suffice for activities. Reserves need to be limited, so that it doesn't represent a profit; Fundraising has to be realistic in accordance with the needs of the Stichting.

The Board is responsible for the financial flows.

The Board can appoint the Director and delegate tasks to the Director, including the financial director.

J-PW is another board member, he will resign once he is done.

#### **Action:**

NS: statutes will be translated within two months. We already have a quotation for this.

SO: Article 16 describes J-PW as only board member, as an exception to article 3, subsection 1; and it also states that the Board is obliged within a year to have a proper Board. However, this should read *article 4, not 3*.

**Action:** The above mistake needs fixing when translated.

### 1.2 ANBI registration

SO; ANBI registration - we need to check whether this requires 5 board members.

KG: we did check this and J-PW assured us that ANBI needs only a Board of 3.

Kate: For ANBI, which allows tax-deductions for those giving donations, we will use BIC DC website to describe BIC Europe office.

### **1.3 BIC Europe Bank account**

**KG:** Kate is an Irish citizen now to comply with the rule that only EU citizens can access the bank account.

**SO:** within a month lets strive to finish both processes: have a resignation letter from J-PW. and deal with ANBI registration after that, when we get the website sorted.

### **1.4 BIC Europe registration, financial management**

**MC:** registration situation is clear: BIC Europe registered as Stichting in 2015

**Financial oversight and management:** Are we clear on the relationship between DC, Europe and Board?

**KG:** no money in the BIC Europe bank account yet. Kate gets paid in UK via the DC office and takes charge of her own PAYE. Nezir also paid out of DC until now. Now changing to Netherlands for Nezir.

**NS:** Finsens managing payroll for Nezir, can do the accounting.

**SO:** January to January is the auditing period according to the statutes. Auditing for the first two months doesn't make sense, need to clarify the auditing for that.

**KG:** We need to clarify if we need to do that. Nezir and Kate to do accounting for BIC Europe-managed grants.

**MC:** March as a date to get the auditor to audit accounts.

**SO:** set structure for the accounting, ask Board for approval of the structure and for approval of the auditor.

**KG:** relationship between BIC DC and Europe involves grants incoming. The proposal being discussed proposes that the split of money between the two offices needs to take place on project by project basis during the proposal drafting. Different funders have different requirements.

**SO:** no overhead of over 7% is allowed by most EU funders. Needs to be clear to all BIC offices when compiling a proposal.

### **1.5 Governance**

**MC:** We have got a BIC Europe Board, and there will be a relationship between the two boards. Saskia to join BIC DC board meetings whenever BIC Europe decisions are taken or defer to Marcus and Suzanne.

**SO:** Statues define that BIC Europe Board must assign a BIC Europe Director. We need a job description and contract signed by BIC Europe's Board.

**MC:** We need to define a timetable to sign a contract with Nezir. End of October should be the date to sign contract and job description.

ACTION: Nezir to send a draft of the contract and a job description based on his current JD the week following annual meetings.

## **1.6 Employee handbook and operational guidelines**

SO: We need to ensure that for European staff we apply Dutch and UK law for any employee rights and responsibilities. For now, the handbook for BIC Europe should just state that it will be in compliance with UK and Dutch law, then we need to have another document that looks more into detail at the key provisions for example on notice periods, maternity leave etc.

KG: in common with other NGOs, we can then review whether some things should just uphold the statutory minimums and some things should provide more than that.

MC: There are stronger protections in Europe for staff compared to the US. You can't apply US staff rules for Europe staff, for example on notice periods. Cannot tell staff just to clear their desk that morning and leave.

SO: need to figure out all the rules with regards to the contract. For example, we need to decide what is the pension contribution for Kate. We are obliged to pay that under UK law.

KG: it's in my contract now, as I knew it was already UK law.

MC: we have minimum set language defined that applies European reality. By the end of the year we sort out the contracting relationship between the Board and BIC Europe staff.

SO: We will need to be your employers soon.

ACTION: KG has a contact who knows HR law who has agreed to look into this for us. She will provide a quote for her advice and KG will provide this to the Board for their review and agreement

MC: This sets policies and procedures. A small break and then we will go over the mission proposal.

BREAK

## **2.1 BIC Europe Workplan and Mission**

KG: We prepared a work plan and at the end it identifies some funders as well.

[Going through the draft workplan] Setting up office is done. Networking is very important to BIC Europe. BIC joined Eurodad and will seek to apply for Counterbalance membership. Both BIC Europe staff are members of the steering committee of EuroIFInetwork. Also would like to join UK Forest Coalition and we're a member of the AIIB Working Group.

SO: BIC US positions being brought up as an issue for BIC Europe membership into networks, especially regarding AIIB and forest issues. Important for BIC to not be solely US focused. Specifically around rights-based issues. Key for BIC Europe to engage with groups outside.

KG: Since I joined in July, I have been redefining BIC's forest approach to be more inclusive and in line with a rights-based and people-centred approach. We need a shift in perception, we are not only environmentally oriented but social justice is at the heart of our engagement.

NS: Explained the work of BIC ECA programme as in the workplan.

MC: BIC needs to be clear on who BIC Asia contact person is.

KG: Want to link our work on climate and forests more. For example, work on Bank's hidden forest and climate footprint in financial intermediary lending: describes Annual meetings publication and partners we are bringing and activities we are undertaking next week.

NS: explains the Development Policy Lending (DPL) work: again hidden Wb subsidies to fossil fuels and forest destruction - case studies in Egypt, Indonesia, Peru and Mozambique - publications in November.

KG: explains the forest work. There's a small coalition working together to have the forest European convening next year in February at Kew Gardens. Involving Germany, Norway and UK.

Safeguards work wrapping up. Some work around guidance notes.

AiIB work makes sense for Europe office. US not a member so makes huge sense for BIC Europe to engage. UK leading non Eurozone constituency. Influential. Eurozone led by Germany. Euro and non-euro zone + Australia hold shares equal to China. We've helped establish a CSO coalition to push positive change through these constituencies. Energy strategy to be discussed publicly. Kate has done this coordination in UK and will continue to coordinate this work paid by Oxfam Hong Kong. Involves research and workshops.

MC: how do you coordinate this work with BIC DC staff and program? Same project or different?

KG: We coordinate with DC office on this work but it is difficult for US-based staff to do this work from the US. But of course, it is incredibly useful having the expertise of BIC on IFIs to inform AiIB work: not only policy-based experience but also as some of AiIB's first investments are co-financed with IFC and WB.

MC: Important for the DC and Europe folks to know what they are up to and not work in isolation from each other.

KG: explains the weekly calls (staff meeting and campaigns meeting) always share info and plans - works both ways.

SO: policy positions alignment important. Need to learn from other experiences.

KG: spoke to Jeff about the degree of autonomy. BIC to develop a new global strategy where BIC will define its global and regional strategies. BIC's identity will be discussed. Kate on this strategy group alongside Jeff and two others.

## **2.2 Funding**

MC: We need to move to funding discussion now.

NS: explains proposals in the process.

**Meeting draws to a close.**