



PUBLISH WHAT
YOU PAY

PWYP EU BOARD MEETING (Online)

1 June 2022

Attendees

Board Members

Ali Idrissa (AI)
Carlo Merla (CM)
Elisa Peter (EP)
Elisabeth Caesens (EC)
Susan Hazledine (SH)

Secretariat

Rami Hassouna, Director of Finance and Operations (RH) (Acting Chair)
Nyree Woolston, Operations Manager (NW)

MINUTES

Decisions

- The Board appointed EC as the founding Chair of PWYP EU for a 12 month term
- It was noted that EP will step down from the PWYP EU Board on 30 June 2022, subject to ratification at the general assembly
- The Board agreed to convene the annual general meeting (general assembly) and approved the meeting agenda for the assembly
- The Board approved the setup of a PWYP EU bank account
- The PWYP EU Board agreed to hold at least one joint meeting annually with the PWYP UK Board

Actions

Action:	Responsible	Date
Discuss options for PWYP EU's strategic direction	The PWYP EU directors & the PWYP UK secretariat	Next meeting
Appoint a Treasurer	PWYP EU directors	Next meeting

Welcome, introductions and review of the agenda

RH welcomed the participants to the first meeting of the PWYP EU Board. The board adopted the agenda and no conflicts of interest were declared or noted.

PWYP EU introduction & overview

EP shared that following the UK referendum in June 2016 in favour of leaving the European Union (EU) PWYP decided to establish an additional legal entity, outside of the UK, in an EU jurisdiction. The purpose of establishing a presence in the EU is twofold: 1) to allow PWYP to conduct advocacy at EU level and 2) to preserve the ability to raise funds from EU institutions. Following a lengthy process of establishment, Publish What You Pay EU (PWYP EU) was founded in October 2021 under Belgium



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jurisdiction. It is set up as an International Non-Profit Association (INPA), which is a form of legal entity in Belgium.

Governance

RH made a presentation to highlight the PWYP EU Board members roles and responsibilities:

- The Board of Directors are responsible for the management of the INPA
- The Board of Directors are required to meet 3 times a year
- The Directors are appointed by the General Assembly for a period of 3 years; and no more than 3 consecutive terms
- At least 3 directors must remain in office at any one time (maximum 9)
- At least 3 or one third (whichever greater) is needed for quorum
- At least once a year, the board must approve the annual accounts and convene the General Assembly; agree and approve it's agenda, with at least 14 days notice
- Responsibilities of this Board are similar to the Trustees of UK Charity. ie they can delegate day to day management to non-directors, but may be held liable for errors or commitments to the INPA

RH continued and outlined next steps for consideration, which included;

- Staffing of the PWYP EU office in Belgium, leveraging an internal opportunity to relocate an existing role, while funding is secured for an advocacy focused position.
- Joint Fundraising opportunities
- Advocacy: Role for PWYP EU
- Appointment of accountants and setup of a bank account

The Board provided feedback, outlining the need for a clear direction of travel for PWYP EU to inform recruitment decisions, determine how to increase PWYP's presence in the EU and gain access to funding. The importance of building strong relationships with the EU institutions as well as EU based partners was also highlighted. In addition the financial relationship between PWYP UK and PWYP EU will need to be clarified.

AOB

There being no other business the meeting was adjourned.

The meeting closed at 14.10