

# BIC Europe Board minutes

13 September 2017, Moreton-in-Marsh

## Present

BIC Europe Board members  
Marcus Colchester (Chair)  
Saskia Ozinga (Treasurer)  
Susanne Breitkopf (Secretary)  
Kris Genovese

Apologies: Pol Vandervoort

BIC Europe staff  
Nezir Sinani, Director  
Kate Geary, Campaign Manager  
Petra Kjell, Associate

### 1. Agreement of the agenda

Marcus Colchester welcomed everyone, and asked if the agenda needed to be changed in light of a draft proposed BIC US/BIC Europe MoU that had been received from David Hunter and Jeff Hall the night before. The meeting agreed that agenda item 9 and 10 could be swapped. It was also agreed that if required the Board could meet in executive session to enable frank discussions.

### 2. Election of new Board members

Marcus summarised his initial conversation with David Hunter regarding the draft MoU, and clarified some misunderstandings related to Board members. Because Stichting BIC can have more than five new Board members, adding Kris and Pol would not foreclose the possibility of adding additional members at a later date when the MoU is finalized.

**DECISION:** It was agreed that overlap between BIC (USA) Board and the BIC-EU Board should be explored (see below).

Kris Genovese pointed out that the Statutes require that expertise needed for new members should be defined. Kate Geary noted that skills for the proposed two new Board members was discussed in an extraordinary Board meeting in March 2017 and noted as follows:

"BIC Europe's Board will recruit an additional two members based on the following requirements:

- At least one new Board member to be based in the Netherlands where the Stichting is registered;



- At least one new Board member should be fluent in the Dutch language;
- A Board member should be sought who had legal experience or was a lawyer by qualification;
- New Board members should have a strong commitment to BIC Europe's values, and ideally have experience working directly in support of communities in developing countries and fundraising."

It was noted that Kris fulfills several criteria, as she is based in Amsterdam, is a lawyer, and has a strong commitment to BIC Europe's values. Similarly, Pol demonstrates a strong commitment to BIC Europe's values and is fluent in Dutch.

**DECISION:** Marcus proposed Kris Genovese and Pol Vandervoort to become new Board members, which was seconded by Saskia with no objections.

Marcus welcomed Kris and Pol to the Board. Kate stated Pol's apologies for his absence due to travels, and noted that he had sent comments on the paperwork submitted which she will present on his behalf.

Susanne Breitkopf proposed that a skill set for Board members should be identified to enable future appointments to the Board to fill identified gaps.

**ACTION:** A skill set for future Board members should be identified by the Board.

**DECISION:** Paid members of BIC staff should not become members of the BIC Europe Board.

### 3. Follow-up actions from last Board meeting

Kate reported back on the action items from the last meeting, see file submitted before the Board meeting. A separate website for Stichting BIC Europe may be set up in due course. ANBI registration will happen next. Nezir Sinani asked the Board for Power of Attorney over the bank account. The Board approved the request and asked for a draft to sign. Nezir will recommend an auditor via email. Saskia proposed that at least two proposed names should be provided, and will check with Both Ends regarding their auditors.

**ACTION:** Nezir to provide a draft Power of the Attorney for the bank account for the Treasurer to sign.

**ACTION:** Nezir will send a list of recommended auditors to the Board for selection. Board must approve the auditor.

**DECISION:** Nezir Sinani to be given Power of Attorney for the BIC Europe bank account.

### 4. BIC staff handbook

Kate summarised the work done to date on the BIC staff handbook (attached with the Board papers). Saskia raised language and content issues with the handbook and asked that the Board's role should be mentioned in the paper. Susanne

*Susanne*

said that in the US the Director is mainly responsible for employee issues, the Board is not involved. Saskia said that the Board has delegated responsibilities to manage Stichting BIC Europe to Nezir, but the Board needs to show that it has met its due diligence requirements adequately enough to make sure the Stichting is functioning properly. Kate reported that Pol also had comments on the staff handbook which would need to be included. The Board agreed to take comments for two months and then approve the handbook in November 2017.

**ACTION:** Comments on the handbook to be sent to Kate within two months.

**ACTION:** Saskia to spend an hour with Kate working through her comments and suggestions on the handbook.

#### 5. Management of Stichting BIC Director by Board

Kate noted that it was good practice for the Director to be managed by a Board member, who would also be responsible for carrying out an annual performance review. This had also been requested by Pol to ensure good management.

**DECISION:** Nezir proposed that Kris should be the manager of the Stichting Director. No other nominations were received and the proposal was approved by the Board.

**ACTION:** One annual performance review will take place between BIC Europe Director and his/her Manager.

Susanne asked that the performance reviews should involve input from other CSOs/partners, which should be solicited by Kris. The Board can suggest others to be involved. Nezir suggested the staff to be also involved in the review process for wider inclusion and transparency.

**ACTION:** Kris and Kate to work on establishing the performance review process. The Director's performance review should take place before the end of the year.

#### 6. BIC Europe's year in review

Kate presented on BIC Europe's work, see file submitted before the Board meeting.

Marcus asked if BIC Europe's work is demand driven by the partners or otherwise, noting that this is an important question to answer when engaging so that we know what is achievable. Susanne raised the question of choice between focusing on the things BIC Europe does best and where it can have the most impact, and working across more issues broadly with less focus.

The Board congratulated the staff on a very effective and well conceived year of work which showed very good links both upwards with IFIs and downwards to impacted communities and local organisations. The Board noted that the staff had achieved really diverse and well-judged interventions and publications,



wholly in line with the Stichting's objectives and BIC's wider strategy and mission.

#### 7. Review of accounts

Nezir went through the accounts for Stichting BIC Europe.

**ACTION:** Nezir will give the accounts 2016 to the Treasurer for approval in approximately one month.

**ACTION:** Saskia and Nezir to propose coding to the accountant.

The Board discussed whether and when it would be necessary to have someone in-house to deal with the accounts. Kate noted that it is cheaper to keep it out of house for now. Saskia said that a staff member can add value by, for example, knowing funders and proposed that a financial threshold could be identified for when this would be necessary (eg an annual 600,000 euro turnover). Marcus proposed that it could be a multi-functional person to start with or someone part time. Nezir said that he is looking to see how it is working with Finsens. Saskia proposed a review in a year.

**ACTION:** Current set up for managing the accounts to be reviewed in one year.

#### 8. Financial report (projections – fundraising)

Nezir presented on the financial projections, including secured funds and grants in.

Marcus noted that BIC Europe has three staff and lots of different strands of work, and asked that capacity be considered carefully. Saskia noted that the organisation needs to be sustainable for the future, and that the Board needs a future plan to consider. Kate responded that this is the next step. Kris asked for costs to be presented, supported by Saskia proposing a breakdown per funder, with salaries and other costs, and offered to share a template. Saskia added that it is a legal requirement of the board to approve the accounts and the 2018 work plan.

The Board congratulated the staff on the funding, but raised concerns about over stretching, and the need to make sure the work is sustainable. The Board needs to see work plans to be able to make better projections.

**ACTION:** Saskia to send a template for the budget.

**ACTION:** BIC Europe staff to circulate the 2018 BIC Europe work plan, linking it with available funding, to be approved by email by the Board in December.

#### 9. Kate's transition from BIC DC to BIC Europe



Nezir introduced the background to Kate's job transition and Marcus gave a summary of his conversations with Jeff and Kate.

Nezir proposed that BIC Europe offers a contract to Kate. Noting the other funding already in place for BIC Europe.

**DECISION:** Kate Geary will be appointed by BIC Europe under a BIC Europe contract as of 1 November 2017. The terms and conditions, including salary level, will be equal to that of Nezir Sinani, considering both UK and Dutch laws and purchasing power parity.

The Board discussed the appropriate job title for Kate, and asked Nezir to draft a job description.

**ACTION:** Nezir to draft a job description and job offer for Kate and circulate to the Board for their approval.

**DECISION:** BIC Europe staff based in Europe should have contracts with BIC Europe .

#### 10. Status of BIC Europe and BIC Europe-BIC MoU

Marcus summarised the background to the MoU. The last Board meeting in September 2016 agreed that BIC Europe needed an MoU with BIC US to ensure good working collaboration and meeting all legal requirements. A dialogue was recently initiated with members of BIC's US board, and a draft has been received.

**ACTION:** A drafting committee for the MoU was set up consisting of Kris and Nezir. The draft will be circulated and approved by the Board by end of September, with the aim to have a final draft approved also by the US Board for their meeting on 7 November.

The Board agreed the following regarding the MoU:

##### Structure:

1. Statement of intent
2. Governance issues and board provisions
3. Legal relationship, including legal obligations of each institution
4. Ways of working together, including financial relationship

##### Content:

- Legally sound
- Shared members between Boards is appropriate
- Joint fundraising should be encouraged but management costs need to be allocated pro rata, in line with service agreements.

**ACTION:** Marcus will send the BIC Europe bylaws to the BIC US Board members.



**11. AOB**

Susanne asked that the next Board meeting is easier to travel to. It was agreed that the next Board meeting will be held in Amsterdam in early spring, most likely in late March, which could be combine with signing the accounts in person.

**DECISION:** Next Board meeting to be held in Amsterdam in early spring.

*Xmas E. H. M.*  
*Janus*