

BIC Board Meeting 07 Nov 2017

Present: Amy Shannon, David Hunter, Suzanne Breitkoff, David Kaimowitz (via conference line), Jonathan Fox, Cesar Gamboa (via conference line), Marcus Colchester (via conference line). All US-based staff also attended as did Petra Kjell from Europe (via conference line).

This meeting focused on the transition period following the resignation of Executive Director, Jeff Hall. Other issues addressed included: Board Development, clarification of roles and responsibilities with the **Stichting** BIC in Amsterdam.

BIC staff presented a proposal to the board for an interim plan to address the transition period following the announced intention of the executive director to resign. After consideration and discussion with the staff and in executive session, the Board made the following decisions by consensus:

- Accepted the tendered resignation of Jeff Hall, BIC Executive Director, and appointed Elana Berger as Interim BIC Executive Director, effective December 1
- Accepted the staff proposal for re-allocation of staff roles and responsibilities during the transition period;
- Authorized the hiring of an Environmental Director and Administrative Coordinator, pending the development and review of a 2018 budget reflecting all proposed changes;
- Authorized the creation of an Advisory Committee to support BIC and asked David Hunter to work with staff to develop the terms of reference and names to be reviewed and approved by the Board;
- Appointed David Hunter and Jonathan Fox to work with staff on a process and initial job description for the executive director search;
- Appointed Amy Shannon as Treasurer and authorized her to work with staff to develop a draft 2018 budget, including consideration of additional compensation for Elana Berger to reflect her role as interim executive director.
- Authorized Elana Berger to negotiate a consultancy with Jeff Hall to support the transition through Dec 31, 2017.
- Approved an external outreach plan for informing key stakeholders.

BIC European Office (*Stichting BIC*)

Jonathan Fox and Suzanne Breitkopf presented a proposal being developed by the Inter-Board committee (that also includes Saskia Ozinga) for clarifying the future relationship between BIC and Stichting BIC. The Board agreed by consensus that BIC staff should have a chance to review and provide opinions on the proposal.

The Board and Staff re-committed to the agreement in September not to make any unilateral public or semi-public actions that could adversely affect ongoing discussions regarding future cooperation between the BIC and BIC Europe organizations. The Board agreed to ask the European Board to assure that European staff cease unilateral action on websites, emails, the rebranding of reports or similar actions.

The Board was briefed by the BIC Accountant on accounting issues relating to the separation of BIC and BIC Europe and the reconciliation of certain accounts. The Accountant agreed to provide an updated reconciliation and identify any explicit requests for documentation that are needed from the BIC Europe Board or staff.

The Board will propose a joint meeting of both Boards, including both staff directors for early December.

Governance and Board Development Decisions:

The Board by consensus:

- Thanked Marcus Colchester for his service to the BIC Board in recognition that this was his last meeting due to term limits;
- Reappointed David Hunter as Chairperson;
- Re-appointed David Hunter, Jonathan Fox and Amy Shannon as the Executive Committee.
- Appointed Amy Shannon as Treasurer;
- Asked David Hunter to work with Elana Berger to identify new board members for subsequent consideration by the Board