Board meeting for Campbell Collaboration Ltd

(UK entity)

12:30 – 1:15pm British Summer Time Wednesday 29 May 2024
On Microsoft Teams

Present:

Sandy Oliver (Board member)
Sarah Miller (Board member)

Agenda

1. Minutes of the last meeting
2. Actions arising from the last meeting
3. Registration as a UK charity
4. Financial report
5. AOB
6. Date of Next meeting

Minutes

Item 1: SO had drafted minutes of the last meeting. SM approved them.

Item 2: Actions arising from the last meeting: Questions considered a priority for discussion with the Board of the international entity were addressed in:

- an email from Will Moy on Monday 18 September 2023
- discussions at a meeting on Tuesday 19 September 2023 with: Jeremy Grimshaw (Chair Campbell International), Will Moy (CEO Campbell International), David Myers (Board Member Campbell International), Sarah Miller (Board member Campbell International and Campbell UK) Sandy Oliver (Board member Campbell International and Campbell UK), Tom Murdoch (partner at Stone King who specialises in charity law), Paola Churchill (administrator)
- discussions at a meeting of the Campbell Collaboration Board, October 2023

From those exchanges, the Board of Campbell Collaboration Ltd agreed the following:

- **What is the relationship between Campbell Collaboration Ltd and Campbell Collaboration (the international entity) in terms of structures and board membership?**

  Purpose of establishing
  Background
  - Campbell is registered in the US as a 501(c)(3). This is reflected in the bylaws.

- The Fundraising Committee has been discussing setting up entities in different jurisdictions for some time
- The Board agreed to do this in June
- We registered a UK entity in August
- The two are separate organizations. Each has its own board and responsibilities. A decision about any engagement between the two entities is a separate decision for each board.
- 501(c)(3) and UK charity status are equivalent (for our purposes)
- The UK entity employs me [Will Moy] as CEO of the collaboration because I am UK based

Limitations of the 501(c)(3)
- Fundraising often requires an entity in the relevant jurisdiction as this reduces compliance costs for the funders
- Having a global organization registered in the US with non-US citizens on the board creates significant practical difficulties. For example, most bank accounts providers are unwilling to give us accounts, leading to extra costs and worse foreign exchange arrangements than a purely domestic US non-profit would have.
- It follows that it's likely that the UK entity will be able to set up more modern bank arrangements (such a multicurrency wise account) than the US entity, as well as being able to access funding that the US entity could not

Relationship between the two entities
- Each organization must decide separately how best to achieve its charitable purposes. They can decide that they are best pursued by collaborating with each other.
- For this reason, legal advice is that the boards should not fully overlap - there should be trustees on the UK entity board who are not directors of the US company
- My [Will's] understanding is that we would like to be able to fundraise, contract, employ, bank etc. transparently with the relevant local organisation (eventually including US, UK, and other jurisdictions) transparently acting on behalf of the other entities in the group
- We will draft a collaboration agreement to allow for that for consideration by both boards
- Day to day, once a collaboration agreement is in place there should be little visible difference. The practical differences, making sure the right entity is being used for the right things, can be dealt with at staff level

Next steps
- Open a bank account in the UK
- Complete registration as a charity
- Recruit two UK trustees who are not members of the US entity board
- Draft a written agreement between the two entities, with legal advice, in terms that new entities in other jurisdictions can also join in future if agreed by all parties

- Draft a conflicts of interest policy (we should have one anyway)
- Sign off at the next board meetings

- **As the Certificate of Incorporation requires Campbell Collaboration Ltd to have procedures for dealing with conflicts of interest, does it adopt those for Campbell Collaboration International?**
  The Board agreed, in principle, to adopt the Campbell Collaboration's procedures for dealing with conflicts of interest.
  Action: SM will check their applicability to Campbell Collaboration Ltd.

- **As the Certificate of Incorporation notes that all Directors retire at first AGM, and allow others to be appointed or re-elected, what are the plans for this?**
  The charity must hold its first AGM within 18 months of being incorporated and annually thereafter. Therefore, the first AGM is due by 22 February 2025.
  Action: The Board agreed to discuss plans for membership when meeting in Berlin in June 2024. SO will request an item on the agenda for the Board meeting of Campbell (international) Collaboration.

- **Should Campbell Collaboration Ltd adopt the same byelaws as the Campbell Collaboration?**
  Action: Although byelaws are not essential, the Board will inspect these for their suitability for Campbell Collaboration Ltd.

- **Who are the 'members' of Campbell Collaboration Ltd?**
  Membership of Campbell Collaboration Ltd. is currently limited to Board members.
  Action: this will be discussed in Berlin in June 2024

Item 3: Registration as a UK charity: The decision to set up charitable status in EU & UK was supported by all Board Members of the international organisation at their meeting in October 2023. Will Moy embarked on this, but progress has stalled.
Action: SO will request an update from Will Moy

Item 4: Financial report: Campbell Collaboration Ltd employs Will Moy, the CEO of Campbell Collaboration.
Action: SO will (a) request a financial report from Will Moy; and (b) check the legal requirements for independent review (or audit) of a charity of this size.

Item 5: AOB: none

Item 6: The Board will meet again in Berlin, Wednesday 12 June.