

IMPEL Board Minutes

CONFIDENTIAL

Venue: KX8-02 Boardroom
 8th Floor, 2 Pancras Square
 Date: Thursday 10th March
 Time: 10:00am – 12:00pm



Attendees:	By Invitation:
Simon Platz (Bucks Music) – Chair John Minch (Imagem Music) John Truelove (Truelove Music) Maria Forte (Fintage Music) Mike Box (Reverb Music) Stuart Hornall (Hornall Brothers) Nigel Elderton (Peermusic) Chris Butler (Music Sales) Tim Ingham (External Director) Jane Dyball (CEO)	Steve Burton (MPA Group) Tom Fletcher (“Fletch”) (MPA Group) Dave Pincott (PRSFM)
<i>There were no apologies.</i>	<i>There were no apologies.</i>

Item	
1	Welcome and Introductions <i>We welcome Dave Pincott for item 5.</i>
2	Approval of Minutes <i>The minutes from the last meeting were approved.</i>
3	Matters Arising not on the Agenda
3.1	Pre-negotiation pack <i>This item was carried over.</i>
3.2	BIEM writers SP proposed that IMPF members should be invited to join IMPEL, in an attempt to align IMPF and IMPEL members. JD had met with the Spanish MPA, and had reiterated that their publishers cannot join IMPEL because of their societies’ rules. This message needs to continue to be made until a high profile writer decides to leave their BIEM society. Action point: JD to invite Pierre from IMPF to a meeting at Midem.
3.3	MIDEM The IMPEL event at Midem with digital services will be held on the Monday Morning (6 th June)
3.4	Market share review SB circulated a paper showing the IMPEL members, compared with DSP/ total distributions over six years, as well as a list of IMPEL members and when they joined. SB informed the board that there is an increase in IMPEL distributions generally across all services; however, some are increasing more rapidly than others. JD highlighted that the market share review is at an early stage, and the paper was designed to work out what questions remain. The Board agreed that we should get market share figures from PRS.

3.5	<p>Strategy review SP suggested that within this strategy review, there needs to be an assessment of the SLA renegotiation and any issues arising from the PRS licensing committee.</p>
3.6	<p>ISRC on the YouTube Claims Template It has been agreed that an ISRC column will be added to the YouTube claims template. The Claims Template will be circulated on Friday 11th March by Naomi Moran.</p> <p>NE asked if there could be a seminar from ICE/ PRS, explaining the current claiming, invoicing and distribution process. There is growing concern and confusion from publishers over the current YouTube claiming process. JD advised that this had happened at the IMPEL Day but that she would find the paperwork and recirculate it.</p> <p>JD additionally highlighted that IMPEL members should collect information that will be needed at the time of negotiating with YouTube.</p> <p>Action Point: Fletch to source the nose-to-tail YouTube system schematic from TF that was prepared for the IMPEL day 2015.</p> <p>Action Point: JD to ask PRS/ICE to present a seminar on the YouTube claiming, invoicing and distribution process</p>
4	<p>CEO Update CB raised an issue regarding the per stream rate which is applied to tracks regardless of duration. JD advised the board that in her opinion this is a licensing issue. The board noted that at present, in the download market, there is a 'per 5 minutes' basis employed, which prices are based on. Following this, the board raised other issues that need to be addressed in a licensing forum; branded content shown alongside music, infomercials, DJ Mixes, production music master rights and MCN syncs.</p> <p>Action Point: Fletch to create a list of issues that need to be addressed in a licensing forum and/or once the new RFP is in place.</p>
5	<p>Finance</p>
5.1	<p>MPR <i>Dave Pincott entered the meeting at 10:38am.</i> DP informed the board that he hopes to continue to visit the IMPEL board after transfer to ICE services, which was a view shared by the board.</p> <p>DP informed the board of the Data issues currently being experienced by Amazon as well as expected invoicing, which are current on-track, from Apple, Spotify and YouTube. JD asked DP if there is a residual income, which is due from YouTube. MF informed the board that the working group have been reviewing this for some time, with little progress.</p> <p>JD mentioned to DP that she has previously received a figures which show the MCPS + IMPEL market share in the UK and an IMPEL market share across Europe and asked for these figures to be sourced.</p> <p>SP highlighted that there are still distribution dates marked 'tbc' and asked DP about this. DP informed SP that the money has come in; however, a lack of historical data has held the money from being distributed. JD noted that once the market share has been sourced, it will inform how money should be distributed.</p> <p>Action Point: DP to report back to the next IMPEL board, with information on residual YouTube income.</p> <p>Action Point: DP to source the market share for IMPEL for Europe and MCPS/IMPEL for UK.</p>
5.2	<p>Updated Pipeline Report <i>The brief was noted and discussed as part of 5.1.</i></p>

6	IMPEL Business
6.1	<p>New leads report</p> <p>TI highlighted that Cür Music is becoming a very popular service and suggested it should be taken to the next leads session.</p> <p>MF asked if the service called, 'Apple iTunes on-demand streaming' is Apple Music.</p> <p>Action Point: Fletch to take Cür Music to the next Leads Session.</p> <p>Action Point: Fletch to ask whether 'Apple iTunes on-demand streaming' is Apple Music.</p>
6.2	<p>YouTube</p> <p>JD informed the board that the letter to SACEM will be sent to the main TOWGE group, rather than the specific YouTube working group. This will be presented as a political issue rather than a commercial issue. The letter will be revised and sent out from the MPA, as MPA members represent a range of publishers.</p>
6.3	<p>Spotify</p> <p>JD informed the board of her meeting with Jules Parker at Spotify. Jules wants to meet the IMPEL members in groups, to discuss publisher-Spotify relations. Fletch is setting up the meetings. JD mentioned that she is also talking to Spotify about sponsoring events.</p> <p>JD informed the board that Google have offered to sponsor the MPA Christmas lunch, which will be debated at the MPA board. The IMPEL board agreed that if Google or Google play offered to sponsor, they would support. However, if the event was sponsored by YouTube, the board agreed this should be avoided.</p>
6.4	<p>Soundcloud</p> <p>JD informed the board that Soundcloud was discussed at the IMPEL working group. Due to the poor quality of Soundcloud data, the distribution will be made in two parts. The UK picture and UK usage data will be used to distribute for the UK and then the rest of Europe will be distributed by analogy. ICE had suggested that the analogy used should be the German copyright picture and usage data, however JD felt that this was a very arbitrary criteria and represented a territory where the IMPEL copyright picture would look very different from other countries. Given that most IMPEL publishers have the UK as one of their territories of control, she suggested that the UK, while also arbitrary, would be a better analogy the UK picture would represent the whole IMPEL membership more truthfully.</p>
6.5	<p>Pandora</p> <p>JD informed the board that Iain Morris (Pandora) has been invited to the IMPEL Board at a time convenient to him.</p>
6.6	<p>TIDAL</p> <p>SP informed the board that the TIDAL agreement had not been approved at the Licensing Committee. JD had been given different information on this decision. JD noted several issues that have arisen with the TIDAL agreement negotiations. JD has forwarded these concerns to Gregor Pryor.</p> <p>Action Point: JD to discuss the Licensing Committee feedback with Oliver Tuercke.</p>
6.7	<p>7digital</p> <p><i>This item was added during the meeting.</i></p> <p>JD informed the board that a recent discussion with 7digital revealed that PRS and 7digital have been negotiating a licence for their new DIAL watch for some time. The DIAL has not yet been presented to publishers, and is due to be launched on 14th April. For this reason, JD has asked for 7digital to present after the board meeting, for their information.</p>

7	IMPEL Internal
7.1	<p>SLA update JD gave an update on the SLA process, informing the board that the RFP is being drafted. SP asked JD to clarify IMPEL's role in the RFP process, and whether IMPEL should be treated separately to MCPS. JD suggested that the board should assess this through SWOT analysis.</p> <p>S.W.O.T Analysis JD raised the point that IMPEL could be separate, however if IMPEL and MCPS negotiated future agreements together, this may provide benefits to both businesses. There are many outcomes where IMPEL continue to work alongside MCPS, with different governance, management etc. MB noted that IMPEL will not know what decision to make until MCPS is aware of the direction that it is travelling in. MB continued suggesting that IMPEL could go along with the MCPS RFP process, and retract from the partnership, if it was unhappy with the choice that MCPS makes.</p> <p>JD asked whether IMPEL wanted to run a separate RFP process. The board agreed that this should be avoided if possible. JD noted that it would be more cost efficient for both businesses to be included within one RFP.</p> <p>SB highlighted that in the initial draft of the RFP IMPEL is described as a separate entity and it is mentioned that they may head in a separate direction to MCPS during or after the process. JD proposed that a possible outcome is that MCPS should create a shortlist from societies/ companies and IMPEL should do the same. Societies and companies that overlap between the two lists could be considered for a joint choice.</p> <p>JD read through the SWOT analysis annex, discussing certain points with the board. Additional points were added by IMPEL board members to the SWOT analysis document. The IMPEL board decided that it was best to meet, non-executively, to discuss the SWOT analysis document, and how IMPEL should approach the RFP process.</p> <p>Action Point: Fletch to circulate the RFP draft to the IMPEL board for their comments. Action Point: IMPEL board members to meet non-executively to complete SWOT analysis.</p>
7.2	<p>Working Group <i>The brief was noted.</i></p>
7.3	<p>IAG <i>The brief was noted.</i></p>
7.4	<p>New Members/leaving members <i>The brief was noted.</i></p>
7.5	<p>ICE Licensing and Revenue Committee <i>The brief was noted.</i></p>
7.6	<p>IMPEL Website update <i>The brief was noted.</i></p>
8	International
8.1	<p>International Societies <i>The brief was noted.</i></p>
9	<p>AOB JD informed the board that the Conflicts, Complaints and Disputes papers will be circulated via email to the IMPEL board for approval. Action Point: SW to circulate Conflicts, Complaints and Disputes papers to the IMPEL board.</p>

The next meeting is **Thursday 14th April at 10.00am**

Signed _____

Simon Platz - Chair (IMPEL Board)

Date _____