

IMPEL Board Brief**CONFIDENTIAL**

Venue: KX8-02 Boardroom
 8th Floor, 2 Pancras Square
 Date: Thursday 14th April 2016
 Time: 10:00am – 12:00pm



Attendees: Simon Platz (Bucks Music) – Chair John Truelove (Truelove Music) Maria Forte (Fintage Music) Mike Box (Reverb Music) Stuart Hornall (Hornall Brothers) Tim Ingham (External Director) Jane Dyball (CEO)	By Invitation: Tom Fletcher (“Fletch”, MPA Group) Dave Pincott (PRSfM) Stuart Edwards (PRSfM)
Apologies: Chris Butler (Music Sales) Nigel Elderton (Peermusic) John Minch (Imagem Music)	Apologies: Steve Burton (MPA Group) Claire McAuley (MPA Group)

Item	
1	Welcome and Introductions
	We welcome Dave Pincott for item 5.
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 The brief was noted.
3.2	MIDEM The IMPEL Midem event is organised for the Monday Morning. JD is currently liaising with DSPs to determine who will be attending.
3.3	Conflicts, Complaints, Disputes Papers MB raised the issue that JD is currently the only director of IMPEL. JD informed the Board that ‘IMPEL Ltd’ is now an available company name. JD suggested that this company name should be acquired and all Board members should be formally added as Directors. MB highlighted a typo at section 2.5 ‘Gifts’ in the ‘Conflicts Policy’. “...such gift should be surrendered for general use of to be raffled for charity...” The Board approved the structure and general content of the papers. However, following completion of the governance structure, the document will be reviewed. Action Point: JK to proceed with securing IMPEL Ltd company name. Action Point: JK to amend the typo in the ‘Conflicts Policy’
3.4	Licensing Issues The list of licensing issues that were raised at the last Board have been sent to ICE. The Board are invited to email TFI will suggestions for this list. JD advised the Board she had contacted YouTube with a view to meeting and raise these issues directly.

4	<p>CEO Update</p> <p>JD informed the Board that the main focus has recently been the RfP process. JD advised the Board her focus will now be on the YouTube negotiation in particular and distributions in general for the duration of the SLA.</p>
5	<p>Finance</p>
5.1	<p>MPR</p> <p>Dave Pincott and Stuart Edwards entered the room at 10:30am. DP talked the Board through the March MPR, highlighting that:</p> <ul style="list-style-type: none"> • The first large distribution of the year will be April • The majority of invoicing is on-track, including Apple Music, Spotify and YouTube. • Amazon have finally provided data, which has been processed successfully. DP noted that this due to be distributed in July. <p>MF asked DP if Apple Music could be separated from Apple iTunes in the MPR. DP noted this and informed MF that it was possible.</p> <p>DP has been informed that YouTube will be meeting externally, at the end of the month to discuss YouTube/ PRS residual monies, which are still held by YouTube. Ella Kirby and Ben McEwen will be meeting YouTube following this. DP suggested that it might be helpful for Ella and Ben to attend the next IMPEL Board to discuss this matter. JD advised that she has written to the TOWGE group, to request that publishers be invited to all TOWGE meetings in order to try and expedite solutions to the question of residuals.</p> <p>JD raised the debt issues that are shown in the 'Online Aged Debt' annex. JD commented that PRS need to take responsibility and improve communication across different departments so that outstanding debts are dealt with regularly. JD suggested that a sensible way to approach new licences would be to take money in escrow before signing a licence, so that action can be taken against a service who does not pay royalties when required.</p> <p>Action Point: TFI to invite Ella and Ben to the next IMPEL Board to discuss YouTube issues. Action Point: DP to separate Apple Music out from Apple iTunes in the next MPR. Action Point: DP to add a 'last updated' date to the pipeline report. Action Point: DP to fold the 'Online Aged Debt' annex into the MPR and increase the list from 'Top 10' to include other significant outstanding debts.</p>
5.2	<p>Market share review</p> <p>DP talked the Board through the 'Market Share' annex. The graphs in the market share analysis reflected a correlation between market share and the number of IMPEL members, however there were certain events that the Board raised (e.g. the release of Uptown Funk and Thinking Out Loud) that do not seem to be reflected in the market share. DP commented that this is likely to be a timeline lag between licensing and distributing, and that this document is being continually worked on and that further developments should be expected.</p> <p>DP highlighted that there are only a handful of notable independents that are not IMPEL members. JD informed the Board that Reach Global has been asked to join again, and had declined. SP suggested that JD and SP should meet Reach Global at Midem.</p> <p>Action Point: JD and SP to meet with Reach Global at Midem.</p>
6	<p>IMPEL Business</p>
6.1	<p>New leads report</p> <p>JD talked through the list of international leads that ICE are investigating. ICE want to approach the IMPEL members to ask about their sub-publishing agreements in the</p>

	<p>territories where these services are registered, to determine whether these services are being licensed directly by local sub-publishers or societies. The Board agreed that ICE should proceed with trying to license these services, and report back to the IMPEL board.</p> <p>Action Point: TFL to tell Oliver to proceed with licensing these services, and give a report of any progress to TFI to feed back into the IMPEL Board.</p>
6.2	<p>YouTube <i>This item was partly discussed at item 3.4 and 5.1.</i> An IMPEL/ YouTube meeting has been organised for Wednesday 7th June. Details of the session will follow in the upcoming member's newsletter.</p>
6.3	<p>Spotify The IMPEL/ Spotify meetings have been organised for Thursday 5th May (AM) and Friday 6th May (PM). Details of the sessions will follow in the upcoming member's newsletter.</p>
6.4	<p>Soundcloud JD informed the group that she will meet with Tim Arber before the distribution committee to discuss the papers before they are circulated and to ensure that they are discussed in a redacted session.</p>
6.5	<p>TIDAL Ben McEwen has now taken over the TIDAL deal and negotiations, which are due to conclude soon, according to the last update at the IAG.</p>
6.6	<p>7Digital The IMPEL/ 7Digital meeting has been organised for Thursday 16th June. Details of the session will follow in the upcoming member's newsletter.</p>
6.7	<p>Digital market presentation TI gave a presentation to the IMPEL Board which is attached to this minutes for information. TI informed the Board that the information covered in his presentation will be circulate in the PowerPoint that he presented or in MBW articles over the coming weeks.</p>
7	IMPEL Internal
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</p> <ul style="list-style-type: none"> • Downtown will sign their contract on 14.04.16. • Global Talent have agreed to join IMPEL following their meeting with JD and NM. • Bicycle/ Concord will be setting up a UK office and are still interested in joining. <p>Action Point: JD to circulate the list of MCPS members that are still not IMPEL members</p>
7.5	<p>BIEM writers <i>The brief was noted.</i></p>
7.5	<p>ICE Licensing and Revenue Committee <i>This item was discussed as part of item 3.4.</i></p>
7.6	<p>IMPEL Website update <i>The brief was noted.</i></p>
8	International
8.1	<p>International Societies JD suggested that the best option for IMPEL would be to employ someone in Asia to handle operations in that territory, but that this is likely to be a medium term plan and not achievable short term.</p>

8.2	SLA update <i>The brief was noted.</i>
9	AOB
9.1	<p>Elections</p> <p>JD asked the Board if elections should be held for the IMPEL Board, explaining that it was always intended that elections should be held, but that the MCPS Board were considering not holding elections in order to provide continuity of the Board during the SLA renegotiation. MF suggested that there should be elections held, due to the amount of new members that have joined since the current Board members were elected 18 months ago. The Board agreed that the membership should be consulted, highlighting that IMPEL is seeking a degree of continuity through the SLA process.</p> <p>Action Point: TFI to contact the membership, and ask whether elections for the IMPEL should be held.</p>
9.2	<p>Non-Executive Meeting</p> <p>Due to there being 3 apologies for the IMPEL Board, the Board agreed to meet briefly to initiate the discussions. However, the main non-executive meeting will be re-organised for a date where all of the IMPEL Board members are available. No minutes were taken.</p>

The next meeting is **Thursday 12th May at 10.00am**

Signed _____



Simon Platz - Chair (IMPEL Board)

Date _____

12/6/16