

IMPEL Board Minutes**CONFIDENTIAL**

Venue: KX8-02 Boardroom
 8th Floor, 2 Pancras Square
 Date: Thursday 12th May 2016
 Time: 11am – 12pm



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

Item	
1	Welcome and Introductions
	Stuart Edwards and Dave Pincott were welcomed for item 5.
2	Approval of Minutes
	The minutes from the April Board and the RfP sign-off on 31 st March were approved.
3	Matters Arising not on the Agenda
3.1	Pre-negotiation pack <i>JD has started work on this item.</i>
3.2	MIDEM JD asked the Board if representatives from the Board would be able to attend the IMPEL morning between 9am and 1pm. CB, JM and SP all noted that they would be available to attend the IMPEL sessions. JD informed the Board that meetings are being organised/ have been organised with Soundcloud, Reed Smith, Pandora, Vevo and Amazon.
3.3	Elections JD explained that there has been a mail out in the IMPEL members newsletter regarding elections for the IMPEL Board. The Board agreed that in the absence of any response from the newsletter, the MPA would be asked to ratify the decision not to hold elections this year. The Board agreed, however, that the turnover figures should be checked to ensure that the publishers currently sitting on the Board as the four largest members are still the four largest members. If not they should be changed. ACTION: JD to check turnover for IMPEL membership and then to ask the MPA Board to ratify the IMPEL Board’s decision.
4	CEO Update NE highlighted that there had been an accounting issue at PRS where some writers had been overpaid. JD updated the Board on how this issue was handled at the IMPEL Working Group, confirming that it related to two publishers – Peer and Imagem. JD was assured by PRS that this issue would be resolved before June to ensure that adjustments are made before publishers send out their next writer statements. JD gave a further update from the IWG on the Omnifone bad debt. JD raised concerns over the contact

	<p>between certain DSPs and departments within ICE and PRS at the IWG. MF suggested that there needs to be accountability on this matter and asked that someone attend the IMPEL Board to explain what has happened with Omnifone.</p> <p>Action Point: JD to ask Ben McEwen and Tim Rawlinson to attend the next IMPEL Board to discuss Omnifone. <i>(SB suggested that a representative from PRS accounting should also be present).</i></p>
5	Finance
5.1	<p>MPR</p> <p><i>Stuart Edwards and Dave Pincott entered the room at 11:15.</i></p> <p>SE talked through the April MPR. SE noted several point regarding the April MPR:</p> <ul style="list-style-type: none"> • There is a high risk that the Apple iTunes distribution in July will be postponed. This is due to an issue with data from Apple. This money will not reach the July Distribution. Instead, it is likely that it will be distributed in a mini-distribution. • The Soundcloud settlement will be distributed in October. • Spotify Premium has been brought forward to May 2016, rather than July. <p>SE informed the Board that administrators have taken over Omnifone UK. JD noted that this issue will be chased in various fora, and that JD has asked Ben McEwen for a full report on Omnifone. TI highlighted that there are several other services who appear to be heading towards administration. These services need to be raised to Ben McEwen when he attends the Board.</p> <p>SE explained that credit control teams cannot chase debt directly with DSPs. Instead, the credit control teams have to chase ICE licensing, who have to chase the DSP debtors. The Board agreed that this process is not ideal. JD has asked CMc and members of the IMPEL Board who sit on the PRS Board to raise this issue in PRS fora, as there is a large proportion of this debt that is performing income.</p> <p>JD noted that there will be an issue with the MPR going forward meaning that it will not be available until the Monday before the Board. The Board agreed that they would like the available IMPEL papers to be circulated on the Friday before the Board, and the MPR to be circulated separately on the Monday.</p> <p><i>Stuart Edwards and Dave Pincott left the room at 11:35.</i></p> <p>Action Point: SE to update the IMPEL Board via TFI on Apple Music. Action Point: SE to update the IMPEL Board via TFI on Apple iTunes delayed July distribution. Action Point: TFI to circulate IMPEL Papers on Fridays and the MPR will be circulated to Board members on Monday.</p>
6	IMPEL Business
6.1	<p>New leads report</p> <p>TI gave a brief update on news relating to digital services:</p> <ul style="list-style-type: none"> • Musical.ly have just received a large investment of \$100m • SOCAN is buying MediaNet in an attempt to improve their rights information.
6.2	<p>YouTube</p> <p>JD has a meeting scheduled with Ella Kirby (ICE) and Sami Valkonen (Google) in preparation for the upcoming YouTube negotiations.</p>

6.3	Spotify The recent Spotify sessions were unfortunately cancelled. MF suggested that Nicola Fuller, from Spotify, should be involved when the meetings are re-organised.
6.4	Soundcloud Currently, Soundcloud are doing further matching with their data. JD has asked for Tim Arber to share the material that he will present at the DC with JD before the meeting.
6.5	TIDAL JD informed the Board that there are still a few issues that are being addressed with the TIDAL negotiation. NE noted that ICE were going to give one final push on the royalty rate, which appears to have not happened. JD advised she would follow this up but suggested that the success of the IMPEL/ Tidal relationship would be down to the ARPU achieved, and this could be reviewed over the relatively short term of the deal to assist in negotiating a strong future deal. Action Point: JD to report back to the IMPEL Board with details of the TIDAL deal after confirming the details with ICE.
6.6	7Digital <i>The brief was noted.</i>
7	IMPEL Internal
7.1	IMPEL Working Group The brief was noted.
7.2	IAG MB raised his concern over the IAG being cancelled at short notice. JD has forwarded these concerns to ICE and PRS. Naomi Moran will now be organising this meeting.
7.3	SLA update JD informed the Board that the evaluation committee has been finalised and there has been a data analyst hired, Paul s'Jacob, who will also sit on the evaluation committee. The Board agreed that the evaluation committee will assess the responses and feedback the shortlist to the IMPEL Board. The IMPEL Board will also receive a list of rejections, along with a brief description of why they were rejected. The Board agreed that an IMPEL 'Clean Team' should be assembled. The IMPEL Clean Team will be made up by SP, NE, SH, MF, JT, TI and Peter Thomas from Carlin (TBC).
7.4	New Members/leaving members <i>The brief was noted.</i>
7.5	BIEM writers CB informed the Board that Music Sales continue to work on this with their BIEM writer who may be reluctant to give up his ZAIKS pension.
7.5	ICE Licensing and Revenue Committee <i>The brief was noted.</i>
7.6	IMPEL Website update <i>The brief was noted.</i>
8	International <i>The brief was noted.</i>
9	AOB <u>Amazon</u> JD informed the Board that Amazon have launched their YouTube-like UGC service for which they seem to be relying on safe harbour. JD has asked ICE licensing for an

overview of Amazon licences across PRS and ICE and the value delivered by each one in order to take a view "in the round" of the relationship with Amazon.

YouTube Groups

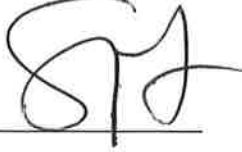
MF asked if there had been a response from TOWGE at SACEM. JD noted that there has not yet been a response but advised that Steve Meixner had informed JD at the recent IWG that the YouTube Group (a subset of the TOWGE) has now disbanded.

YouTube Open Source Data

TI gave an update that YouTube have launched an open source database of rights information. TI will be releasing further information on this through MBW. MF advised that she thought this might be a data protocol already used elsewhere.

The next meeting is **Thursday 9th June at 10.00am**

Signed _____



Date _____

9th June 2016