



The Vegan Society Council Meeting

29 April 2025, 14.00- 17:00

Friends House 173-177 Euston Rd, London NW1 2BJ

Minutes

PRESENT: Jenifer Vinell (JV, Chair), Paula Feehan (PF, Vice-Chair) excluding minutes 5 to 9.1, David Gore (DG, Assistant Treasurer) excluding minute 5.1, Chapman Chen (CC)*, Christine McLaren (CM)*, Paras Shah (PS, Treasurer), Amber Vincent-Prior (AVP)

IN ATTENDANCE: Abbey Mann (AM, Interim CEO), Sam Calvert (SC, Head of Communications and Fundraising), Phaedra Johnston (PJ, Head of Innovation and Development)*, Libby Peppiatt (LP, Incoming CEO (Guest)), Danya Young (DY, Governance and Compliance Consultant)*

* *Virtual attendance*

APOLOGIES: Claire Ogley (CO, Head of Campaigns, Policy, and Research), and Matthew Thornton (MT, Head of Commercial Services)

Acronyms/specific terms: Annual General Meeting (AGM); Articles of Association (Articles), Business Development Department (BD), Campaigns, Policy, and Research (CPR), Communications Department (Comms), The Board of trustees/directors (Council), Customer Relationship Management (CRM), Senior Leadership Team (SLT), The Vegan Society (TVS), The Vegan Society Trading International Limited (TVSTIL).

Actions in italics

1. Introductions, apologies, and conflicts of interest

The Chair welcomed the trustees and attendees to the meeting. The apologies for absence shown above were noted. No conflicts of interest were raised in the items of business.

2. CEO/SLT Reports

- 2.1 It was noted that the SLT responses to the questions would be forwarded to Council for information.
- 2.2 DG asked for and received an update on VEG 1.
- 2.3 PS updated Council on the outcome of the HMRC Tribunal Appeal as confirmed in the circulated letter from HMRC dated 16 April 2025. It was noted that HMRC had confirmed that it had withdrawn its decision of 5 November 2024 and was content for TVS to treat its membership fees as outside the scope of VAT.

3. Risk Register and Action Log

- 3.1 Council discussed the current reporting process and documents for the action log and risk register and requested improvements including:
 - Reinstating the links in the agenda directly to the risk register and action log;
 - Routinely reporting at Council meetings on progress against actions, to ensure the momentum resumed and was maintained;
 - Determining whether day-to-day responsibility of actions should be operational rather than trustee led;
 - Transferring the content from the supplementary action log created by a former trustee to the main action log.

- 3.2 AM provided an update on the substantive actions that had been progressed and completed in her area, albeit not reflected in the associated paperwork due to time constraints, which would be completed.
- 3.3 *Actions: Actions noted at minute 3.1 above to be completed; PS would share the actions allocated to him with AM/DY to enable them to be transferred to the most appropriate personnel; and a meeting would be arranged for DY with AM and the Chair by way of handover of the risk register.*

4. Finance update

- 4.1 The Treasurer presented his Treasurer's report to March 2025.
- 4.2 The following reports were then considered and discussed at length:
- Dash 2019-2024 to Feb 2025
 - March Budget vs Actuals,
 - Deferred Income Dec 24
- 4.3 AM provided an update on the circulated CEO notes, with a focus on staff sickness results, wellbeing, and the importance of asking staff to complete an engagement survey. Council also discussed staff's appetite to periodically work in the office with teams as well as remotely or on a hybrid basis. Due to the various and varied office arrangements that staff could utilise, DG and PS agreed that rental costs for office space and other cost implications should be tracked in the financial reporting to enable oversight of cost efficiency, which was agreed.
- 4.4 *Action: It was agreed that a piece of work on office and hybrid working including costs would be undertaken and reported back to Council.*
- 4.5 AM provided context for sharing the new targets information within the Dash report and noted that she would be working with LP on strengthening the reporting further. AM also reported that she would be working with DY, LP and

the Chair on introducing more robust and efficient governance processes such as an optimal and proportionate committee structure for TVS. DG provided positive feedback on the presentation, data, and level of detail in the circulated report.

5. Minutes update

- 5.1 The Chair updated Council on the status of the minutes as noted in the circulated report. The Chair confirmed that the minutes from previous meetings would be formally written up and available as soon as possible and ideally by the date of the AGM. DY highlighted that the intention was to support to ensure the timings for the future circulation and formal approval of the minutes and noting of the action log reflected best practice which was noted.
- 5.2 Council members discussed the optimal level of detail for minutes and whether the verbatim notes should also be retained. Council noted the legal requirement to retain agreed Board minutes, and the potential risks of retaining additional separate records. Following discussion and advice at the meeting, it was agreed that the formal minutes of the meeting should be the only record, and any earlier notes and recordings would be deleted when the minutes were formally approved.
- 5.3 *Action: Chair to authorise IT to provide DY with access to Council meeting records and minutes.*

6. E-votes and emergency votes

- 6.1 Council noted the circulated results of the e-votes and emergency votes previously approved for the purpose of formally minuting the same:

E-vote 1 Proposal: *To approve the costs for UK Engage to run the 2025 AGM*

FOR: PF DG CM CC AVP JV

AGAINST: none

NO VOTE: PS

Result: passed 6pm 31/03/25

E-vote 2 *Proposal: To approve the funds as set out explicitly in the e-vote*

FOR: PF CM CC AVP JV

AGAINST: DG

NO VOTE: PS

Result: passed 6pm 04/04/25

7. Council proposals

- 7.1 The Chair summarised her circulated report 'Resolution to change object B to be more inclusive'. It was noted that the requisite regulator approvals had not been obtained following the last AGM. However, slightly amended object wording was now being proposed in any event; the proposed new wording did not alter the substance of the intended change to the objects. DY added that she was reviewing the application process requirements for each of the Charity Commission and OSCR which were different to determine the requisite resolutions and timings for the AGM. It was noted that an update would be provided in due course.

8. Close meeting

There being no further business the meeting closed at 5pm.