



**Governance Board**  
1st Meeting Minutes

**Date:** Jan 26, 2022  
**Time:** 19:30 - 20:30 pm (BRT)  
**Location:** Virtually  
**Type of meeting:** First Governance Board Meeting

**AGENDA**

- I. Attendants - Role Call**
- Thomas Schweiger;
  - Carolina Galvani;
  - Débora Lot;
  - Luke Chamberlain.

**II. Order of business**

**A. Introduction of the attendants**

Get to know each other moment

**B. Discuss the Board formation:**

(i) Role of each Board member

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| <ul style="list-style-type: none"><li>• Thomas Schweiger - Chairman;</li><li>• Carolina Galvani - Vice chair;</li><li>• Luke Chamberlain - Treasurer;</li><li>• Débora Lot - Secretary.</li></ul> |
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(ii) Responsibility of each Board member

<b>Chairman:</b> <b>Thomas</b>	<ul style="list-style-type: none"><li>• supporting and supervising the head of staff or chief executive and acting as a channel of communication between board and staff;</li><li>• acting as a figurehead for the charity (for example,</li></ul>
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	<p>representing it at functions, meetings or in the press, as well as towards the Austrian authorities);</p> <ul style="list-style-type: none"> <li>• leading on the development of the board and ensuring its decisions are implemented;</li> <li>• taking urgent action (but not decision making unless authorized) between board meetings when it isn't possible or practical to hold a meeting.</li> </ul>
<b>Vice-Chair:</b> <b>Carolina</b>	<ul style="list-style-type: none"> <li>• acts as a deputy for the chair, taking on the chair's role when the chair is absent;</li> <li>• assist the chair in the execution of his duties.</li> </ul>
<b>Treasurer: Luke</b>	<ul style="list-style-type: none"> <li>• presenting financial reports to the board in a format that helps the board understand the charity's financial position;</li> <li>• advising the board on how to carry out its financial responsibilities;</li> <li>• review the annual audit and answers board members' questions;</li> <li>• taking on some or all day to day financial duties, such as book-keeping, budgeting and preparation of reports.</li> </ul>
<b>Secretary:</b> <b>Débora</b>	<ul style="list-style-type: none"> <li>• schedules board meetings and notified board members;</li> <li>• organizing and minuting board meetings to be undertaken by employees;</li> <li>• assures that document are filled and accessible;</li> <li>• oversees the distribution of background information for agenda items to be discussed;</li> <li>• holds members accountable for their tasks.</li> </ul>

(iii) Decide the weight of each member's votes, according to their specialties.

<b>Topics/ Board Members/ Votes</b>	<b>Carolina</b>	<b>Debora</b>	<b>Luke</b>	<b>Thomas</b>	<b>Total votes</b>
Executive Director	0	1	1	1	3
Fundraising	2	1	1	1	5



Finance, Operations and Payroll	1	1	1	2	5
Legal and compliance	1	2	1	1	5
HR and DEI	1	2	1	1	5
Programmatic structure	1	1	2	1	5

**C. Term of office**

2 years

**D. Meetings installation:**

**(i) Frequency of meetings**

Quarterly: January, May and September

If necessary, specific or exceptional meetings will be scheduled

**(ii) Decision regarding the quorum for the meeting installation**

Every member must be present or the absolute majority (half + 1, that is, 3)

**III. Additional business**

Thomas will take the appropriate measures for the official formation of the Board.

**IV. Next meeting**

The next meeting has been set for May 2022, when Thomas will present the new statutes for approval and when the board will officially be elected.

A stylized handwritten signature in black ink.

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Chairman's signature

A handwritten signature in black ink that reads 'Debora L'.

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Secretary's signature