Evergreen Communities Foundation

Board of Trustees Meeting Minutes

Date: 17 September 2025

Time: 14:00–16:05 CET

Location: Hybrid — Brussels HQ, Meeting Room 3 and iBabs video conference

Chair: Maria Santos (Chair)

Minute-taker: Tom Becker (Secretary)

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1. Attendance

Present (in person): Maria Santos (Chair), Tom Becker (Secretary), Dr Eva Novak (Treasurer), Ahmed Farouk (Trustee), Sophie Martin (Trustee)

Present (video): Jonas Lind (Trustee), Elena Rossi (Trustee)

Apologies: None

In attendance (non-voting): Hannah Cole (CEO), Pieter Janssen (Head of Programmes), Claire Dubois (External Auditor, Item 4 only)

Quorum: The Chair confirmed a quorum under the Articles of Association.

Conflicts of interest:

- Elena Rossi declared a potential conflict on Item 6.2 (supplier selection) due to a family link with one of the bidders. The board agreed she would not participate in discussion or vote on that item.

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2. Agenda and previous minutes

2.1 Agenda approval

The agenda was approved as circulated.

2.2 Minutes of 19 June 2025

Resolution: Approve the minutes as amended to correct the grant figure in Item 5 from €420,000 to €400,000.

Vote: For 6, Against 0, Abstentions 1 (Rossi was absent at that meeting). **Carried.**

Matters arising: All actions completed except Action 4.3 (draft travel policy), carried forward to 15 October 2025.

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3. CEO update (Hannah Cole)

- **Operations:** All three community garden pilots launched on schedule in Portugal, Slovenia and Poland.
- **KPIs:** Volunteer retention 82% (target 80), cost per beneficiary €47 (target ≤ €50).
- **Risk:** Delays in soil testing results in Poland may impact autumn planting.

Decision: Authorise the CEO to reprofile up to €25,000 within the Poland pilot to secure an alternative lab if results are not received by 30 September.

Vote: Unanimous.

Action 3.1: CEO to confirm contingency by 30 Sep and report to Chair.

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4. Finance and audit (Treasurer and External Auditor)

4.1 Management accounts to 31 Aug 2025 (Treasurer)

- **Income:** €2.16m YTD (103% of budget)
- **Expenditure:** €1.88m YTD (98% of budget)
- **Cash:** €1.04m, runway 6.5 months at current burn

Decision: Approve reallocation of €60,000 underspend from Events to Programmes for toolkits and training.

Vote: For 6, Against 1 (Farouk), Abstentions 0. **Carried.**

Action 4.1: Treasurer to file revised budget lines in the portal by 22 Sep.

4.2 External audit planning (Claire Dubois)

- Audit fieldwork scheduled 5–7 November.
- Focus areas: restricted funds recognition, procurement process, payroll controls.

  Decision: Approve audit plan and fee of €18,500. **Carried unanimously.**

  Action 4.2: Secretary to sign engagement letter by 19 Sep.

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5. Governance

5.1 Trustee recruitment and skills matrix

- Skills gap identified in digital safeguarding and EU fundraising compliance.

  Decision: Open recruitment for two trustees with those skills.

  Action 5.1: Secretary to publish role specs by 26 Sep.

  Action 5.2: Chair and Treasurer to form a panel and propose a shortlist by 31 Oct.

5.2 Policy approvals (consent agenda)

- Updated **Whistleblowing Policy**
- **Data Retention Schedule** (adds 7-year retention for grant contracts)
- **Conflicts of Interest Procedure** (annual declarations due each January)

  Decision: Consent agenda approved. **Carried.**

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6. Programmes

6.1 Impact report Q3

- 14,320 beneficiaries reached YTD against a target of 18,000.
- Case studies show improved food security and community cohesion.

  Action 6.1: Head of Programmes to add outcome measures for social prescribing

referrals by next meeting.

6.2 Procurement — irrigation supplier for Slovenia pilot

- Three bids received. Evaluation scores presented.
- **Conflict:** As declared, Rossi left the meeting for this item.

  Decision: Award contract to GreenFlow GmbH for €92,400 based on price and environmental credentials.

  Vote: For 5, Against 1 (Lind), Abstentions 0. **Carried.**

  Action 6.2: CEO to execute contract subject to auditor review of bid file by 24 Sep.

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7. Fundraising and communications

- New three-year framework grant of €750,000 from the Nordica Foundation approved in principle, subject to due diligence.

  Action 7.1: Treasurer and CEO to complete due diligence checklist and report by 10 Oct.

- Autumn campaign to focus on micro-donations and payroll giving.

  Action 7.2: Comms team to deliver campaign plan by 30 Sep.

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8. Risk register (quarterly review)

Top risks reviewed and updated:

1. **Fraud and financial misstatement** — controls rated adequate, monitor.
2. **Safeguarding incident** — training completion at 96%, aim for 100% by 31 Oct.
3. **Project delays due to lab testing** — covered under Item 3.

   Decision: Approve risk register v3.4 and mitigation actions. **Carried unanimously.**

Action 8.1: Secretary to upload signed register and circulate.

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9. Any other business

- **Board effectiveness review:** External review proposed for Q1 2026. Chair to bring scope and cost options in November.
- **Sustainability:** Trustees requested a paper on reducing travel emissions for 2026 plan.

Action 9.1: COO to draft options by 12 Nov.

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10. Decisions and actions summary

Key decisions:

- Reprofiling authority for Poland pilot up to €25,000
- Budget reallocation €60,000 from Events to Programmes
- Audit plan and fee approved
- Consent agenda policies approved
- Irrigation supplier contract awarded
- Risk register v3.4 approved

Open actions:

No.	Action	Owner	Due
3.1	Confirm contingency for Poland lab testing	CEO	30 Sep 2025
4.1	File revised budget lines	Treasurer	22 Sep 2025

4.2	Sign audit engagement letter	Secretary	19 Sep 2025
5.1	Publish trustee role specs	Secretary	26 Sep 2025
5.2	Propose trustee shortlist	Chair & Treasurer	31 Oct 2025
6.1	Add outcome measures to impact report	Head of Programmes	Next meeting
6.2	Execute supplier contract post-review	CEO	24 Sep 2025
7.1	Complete Nordica due diligence	Treasurer & CEO	10 Oct 2025
7.2	Deliver autumn campaign plan	Comms Lead	30 Sep 2025
8.1	Upload signed risk register	Secretary	18 Sep 2025
9.1	Draft travel emissions options	COO	12 Nov 2025

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11. Next meeting

Date: Thursday 20 November 2025

Time: 14:00–16:00 CET

Format: Hybrid (Brussels HQ and iBabs video conference)

Adjournment: The Chair closed the meeting at 16:05 CET.

Minutes approved:

Maria Santos
Tom Becker