MINUTES OF THE CHS ALLIANCE BOARD
28/29 September 2017

DAY 1:

PRESENT:
Dr. Samah Bassas (SB), John Beverley (JB, treasurer), Rezaul Chowdhury (RC), Jules Frost (JF, vice-chair), Nick Guttmann (NG), Jacqueline Koster (JK), Ariadna Pop (AP), Robert Sweatman (RS), Robert Tickner (RT, Chair), Martha Nemera Woyessa (MN) Jacquie Heany (JH), Bijay Kumar (BK),

IN ATTENDANCE:
Judith Greenwood (JG, Executive Director/ED), Hélène Maillet (HM, minutes only)

APOLOGIES:
Osama Ezzo (OE), Loretta Hieber-Girardet (LHG), Thea Hilhorst (THi), Tahya Hossain (THo), Takeshi Komino (TK)

INVITEES:
Karen Glisson (KG), Adrien Muratet (AM), Patrick Hartmann (PH, Head of Finance and Administration), Pierre-Henri Pingeon (PHP, member of Finance Risk and Audit Committee)), David Loquercio (DL, Head of Policy, Learning and Advocacy), Pierre Hauselmann (ED, Humanitarian Quality Assurance Initiative) Christine Knudsen (ED, Sphere)

ACTION

1. APOLOGIES, WELCOME AND DECLARATIONS OF INTEREST
The Chair welcomed the Board members and encouraged them all to have – as in the past – an open and constructive approach/dialogue during the two day meeting. Apologies were **noted**. The meeting was **quorate**.
There was no declaration of interest.

2. MINUTES OF THE LAST BOARD MEETING HELD ON 19 JUNE 2017 (paper 1)
The minutes were adopted by consensus as a true and correct record of the meeting.

3. ACTIONS ARISING NOT APPEARING ELSEWHERE ON THE AGENDA (paper 2)
There was no comment on the document.
The document was noted.
A question was raised on the costs associated with independent verification and certification. It was agreed that this would be covered by the presentation of the

Executive Director of the Humanitarian Quality Assurance Initiative (HQAI) on day 2.

4. ED (Executive Director) REPORT (paper 3-4)

4.1. ED Report (paper 3)

The ED presented her report and highlighted the HHR (Humanitarian Human Resources) Europe Conference (not included in the report as it took place the preceding week) as a good example of the HR aspect of the CHS focusing on localisation.

JH shared a very positive feedback from her colleague attending the conference who said she felt that it was quite an important step forward for HR and the CHS.

On the self-assessment completed by the Alliance, the ED explained that a draft report has been prepared and the final one will soon be shared with the Board.

The ED also suggested to structure her report around the Board KPIs.

4.2. Board Key Performance Indicators (KPIs)- (paper 4)

The paper with the requested changes from the June 19th Board meeting was presented.

The Board **requested** that consideration be given to create a KPI that would review and capture the impact of verification on government donors choosing to fund or not an organisation verifying their application of the CHS. It was **suggested** to include a question in the members' survey.

BK shared some element to report on the KPIs: he was present at AidEx Kenya where he noted a great interest for the CHS.
In relation to board members reporting on CHS Alliance support and promotion activities undertaken between board meetings, there was a question on how Board members can to the Secretariat.

The Board noted the ED report.

Actions agenda item #4:
- *Share self-assessment report with the Board for information*   **JG/GC**
- *Update KPIs and present to Membership and Nominations Committee(MNC)*   **MNC**
- *Adapt the members' survey*   **JG/AM**
- *ED report to be structured around KPIs*   **JG**

◆ *All Board members to inform ED by email of any promotion of CHS they have been or will be involved in*   ***All board members***

5.   MNC UPDATE (papers 5-6)
KG and AM in attendance

5.1. Membership applications (papers circulated at the meeting)
7 applications were submitted by the MNC and recommended to be approved by the Board. There was just one comment on the application from Women's Aid Organisation who needs to share within 6 months an updated Code of Conduct or policy that covers the prevention of sexual exploitation and abuse of adults by aid workers.

The Board approved the membership applications from all 7 organisations.
CCS Italia
New Millennium Hope Organisation
SCIAF (Caritas Scotland)
ShelterBox
Siiqqee Womens Development Association
Swedish Mission Council
Women's Aid Organisation

Action agenda item #5.1:
◆ *Inform the relevant organisations of the Board's decision*   ***KG***

5.2. Article 5 of the Statutes (paper 6)
After a brief discussion on Article 5, the strategic mandates of the Alliance and the 2018 – 2021 organisational strategy, it was agreed that Article 5 remains relevant and does not need to be changed.

5.3. Membership fees structure (paper 8)
At the request of the Board, the MNC carried out a comprehensive review of the CHS Alliance fee structure approved during the Constitutive General Assembly in Nairobi in 2015. RS explained that during a one day workshop on July 31st, the MNC proposed a revised structure .

Extensive discussion occurred on this item and many questions were raised by board members. The chair allowed a wide ranging discussion to canvass all issues of concern.

The Board resolved by consensus as follows:
The new fee structure is adopted and incorporates the following changes to the 2015 fees approved by the GA in June 2015 - *all fees are expressed in Swiss Francs (CHF)*

- The income bands of less than 500CHF and CHF1m have been combined and **any organisation with an income less than CHF1m will the corresponding fee for this income band;**
- The income band of greater than CHF250m has been removed and **all members with an annual income of more than CHF150m will pay the corresponding fee for this income band.**
- **Three levels of fees have been introduced** - standard ie. the fees agreed by the GA, reduced, i.e. 50% of the standard fee and minimum i.e. a flat rate of 300CHF to any organisation with an income less than CHF 20m
- **The Human Development Index (HDI) has been introduced as a criteria to establish which fee type applies.**
- **Standard** applies to very high and high HDI countries; **reduced** is applied to medium HDI countries; **minimum** applies to low HDI counties.
- Associate members with an income band of less than CHF20m will pay the minimum fee and over CHF20 m will pay the reduced fee.
- Global networks (formerly known as Federations) will pay a flat rate of 25,000CHF

Action agenda item #5.3:
- ◆ *Change the proposed fee structure to reflect the changes suggested by the Board.*   ***JG/MNC***

5.4. Global networks members / supporters / corporates associates

- Global networks

This terminology was proposed to replace the "Federation" category as the Alliance named it before. During the discussion, some Board members questioned the use of the word "network" and suggested that maybe other words may be added such as Global networks/alliances".
RS explained that the MNC worked around a definition of the global network. The main entity is the member with related rights and obligations. The other entities are called affiliates, they benefit from the same services but are not members, they don't pay any fee; invoice is sent to the main entity. Fee is a flat rate of 25'000CHF.

The Board **agreed** with the principle and concept of the global network but **requested to review** the definition of obligations for global networks that can be

adapted for future global networks. The MNC will also consider concerns of some Board members on the most appropriate name to use (cf. network/alliance/etc.)

Board members also discussed the extension of obligations to affiliates, and there were concerns raised about affiliates not applying the CHS whereas the main entity is a member and commits to the CHS. They also asked whether global networks can be national ones.

The Board **requests** the MNC to give consideration to affiliates in the review of global networks.

- Supporters

The Board **suggested** to remove this category from the Statutes.

- For profit members

There is no such category in the Statutes of the Alliance, but it was a request from the interim Board to look at this issue and possible incorporation in the Statutes.

Following a discussion on added value and membership fee requirement

The Board requests the MNC to further review "corporate Associates and report back to the Board.

Action agenda item #5.4:

- ◆ *Revise proposal on global networks taking into account comments from the Board members and re-submit to the Board*   ***MNC***
- ◆ *Remove supporters from the Membership strategy (also needs to be part revision of Statutes)*
- ◆ *Review Corporate associates and report back to the Board.*

5.5. Membership strategy

KG (CHS Alliance Membership Services Manager) made a short presentation on the membership baseline.

The MNC **recommended** that the strategy was adopted with headlines for global networks and corporate associates with mention "to be further developed" and supporter category be removed from the text in order that the document is adopted and used.

It was also **suggested** to rephrase the following sentence (p.8 paragraph on membership fees): "they will, however, constitute a part, and not all, of the funding

of the activities of secretariat (20%)" to reflect the discussion on what membership should cover (see end item 5.3 above).

After discussion on various aspects of what it should cover, the following **proposal** was made:

"As a minimum, membership fees must cover the costs of membership servicing and ideally contribute to the pursuing of the mission".
The proposal was approved by the Board by consensus.

It was specified that the membership strategy is aimed to be a public document which led the Board members to request that clarification on how membership fees contribute to the Alliance be included in the document.

The Board requests the MNC to review the document before it is made public

There was a suggestion to create in-country focal points / advocates for the CHS and the CHS Alliance as the Secretariat has no field presence and national/local members can spread the CHS through their channels.

The Board agreed that Kenya/Ethiopia (BK/MN); Bangladesh (RC); and Middle East (SB) pilot this approach for the Alliance.

There was also a discussion on the obligation for full members to submit annual audited accounts (as requested in the proposal for corporate associates - page 7). It was proposed that this is a requirement that could be coupled with the application form and with self-assessment/improvement plans, however as some organisations have not yet started their self-assessment or may not submit their self-assessment/improvement plan, **the Board agreed that annual audited accounts are requested separately (separate requirement).**

Following this, it was **proposed** (as an incentive) that membership compliance efforts of members are made public (within the membership) on a dashboard….so everybody sees where the others stand. The ED highlighted the limited capacity of the secretariat to engage in this follow up work –in addition to the follow up on members self-assessment.
The proposal was approved by the Board by consensus

It was further **agreed** that the consequences for the members not complying with this may require a change to the Statutes that will need to be submitted for next General Assembly in May 2018 (referred to MNC).

Action agenda item #5.5:

- *Incorporate suggestions from the Board into the membership strategy* **KG/JG**
- *MNC to review the revised strategy before it is made public.* **MNC**
- *Draft a proposal for Statutes' change for non-respect of membership* **MNC** *obligations (renewal of membership …) and determine criteria.*
- *Run pilot phase of in country focal points / advocates.* **BK/MN/ SB/RC**

6.   FINANCE RISK & AUDIT COMMITTEE (FRAC) (papers 10-11-12)
PH and PHP in attendance

6.1. FRAC minutes
The Treasurer updated the board on People In Aid (PIA) winding up and closing outstanding issues. The process was complicated by the lack of key members of staff (PIA finance manager) and the issues related to the relationship with the consultant finalising the accounts. He explained that on the 29th September, the accounts would be closed and sent to the auditors. PIA have planned a board meeting for October to finalise the wind up of PIA.

The Board approved FRAC minutes and thanked the Treasurer for the update on PIA closing and requested that the FRAC reports on the PIA closing during the next meeting.

Action agenda item #6.1:

- *FRAC will follow up on the closing of PIA.* **JB/FRAC**

6.2. Summary management accounts 2017
The Treasurer explained the figures and the fact that the reserve (total amount) roughly covers 3 months of operating costs.
Following a question on this, it was explained that the budget outcome was reached through a cutting the budget line for professional development.
The accounts were adopted by the board acknowledging the good work of the management team.

6.3. 2018 draft budget
JB presented the budget and explained that a reforecast will be done mid-year.
It was highlighted that the funding gap is best understood by the history of the organisation and its experience.

On the format of the 2018 budget, JG and JB explained that the budget is aligned with the objectives of the Alliance's strategy making it easier to report against the budget allocated to each objective

The Board approved the draft budget 2018 by consensus.

6.4. Membership fees payment update

The Treasurer explained the provision of bad debt for non-payment of fees and provided an update on the Alliance staff follow-up with non-paying members and resignations received to date.

6.5. Internal control system (ICS) design

PH explained again the rationale behind the ICS and presented the progress so far. PHP reminded what the responsibilities of the Board and the management in terms of ICS are. (i.e. design and execution lie with the management; ensuring that the system exists, is implemented, monitored and reviewed lie with the Board).

The Chair reminded that the Board and the Alliance must act in compliance with the Statutes and that this should also be reflected somehow in the ICS.

The Board requested that the FRAC reports back to the Board on areas of non-compliance to feed in the revision of the Statutes if necessary.

Action agenda item #6.5:
- ♦ *Report back on areas of Statutes' non-compliance related to financial matters to feed revision of the Statutes*

6.6. Risk register (paper 11)

JG presented the document.
There were few discussions from which the following suggestions resulted:
- Risk #7: revision of the text at the FRAC.
- Suggestion to remove risk #3.
- Suggestion to re-discuss risk #8 after presentation from HQAI.
- Risk #5 on the Internal Control System needs to be updated to reflect the progress made.

Action agenda item #6.6:
- ♦ *Adapt the risk register according the Board comments*

7. HQAI impact analysis on costs

Pierre Hauselmann, HQAI ED was invited to present an analysis on external verification/certification costs.
Following the presentation, the Board shared comments and concerns, summarized below:

- there is a need to explain the value for money for going through certification (concern shared by several Board members reflecting thoughts of other organisations too); the Alliance would like to be able to use evidence, information to advocate for certification;
- there is a need to address the issue of return on investment for certified organisations.

This informative session closed, PH taking note of the comments/concerns of the Board.

The Board and PH emphasized the importance of these regular exchanges.

Action agenda item #7:
♦ *Invite PH to update the board at the face to face meeting in 2018*   **JG**

8.   UN ENGAGEMENT STRATEGY (paper 16)

DL (CHS Alliance Head of Policy, Advocacy and Learning) presented the strategy.
The strategy was warmly welcomed.
One Board member asked how to engage members in that strategy. DL clarified that the operational plan may include the milestones to detail the way we would engage members and influence the UN. He underlined that the cluster guidelines seems to be the area where more work/resources might be needed.
DL also shared the interest of OCHA in the work done with the self-assessment – he said that the Alliance could be sharing aggregated data with them in the future.

The Board approved the UN engagement strategy by consensus.

9.   OPERATIONAL PLAN (paper 13)

The Board approved the operational plan for 2018 by consensus.

10.   FUNDRAISING STRATEGY (paper 14)

JG presented the fundraising strategy.
A question was raised about human resources and the consideration of having a position to support the ED in fundraising. JG responded that she sees that her role is to fundraise. She added that other staff are supporting her.
Linked to this, the Treasurer suggested that the Alliance assesses its fundraising process in order to identify who sits where and where the gaps are.

The Board by consensus approved the fundraising strategy with the amendment

Action agenda item #10:   **JG**
♦ *Delete "trading" on page 2*

11. COMPLAINTS COMMITTEE

BK delivered a brief report on the Complaints Committee that took place on the eve of the Board meeting.

He explained that three actions resulted from the meeting as follows:

- 2 independent members are about to end their mandate in May – Board members are invited to suggest names for replacing those members (at next meeting in January for elections at next GA in May 2018).
- A questions and answers document will be developed and circulated – Board members are requested to provide feedback on it.
- Act Alliance is about to launch a short e-learning module on complaints handling. The CHS Alliance will be welcome to add it on its website, and ACT Alliance will write an accompanying article to introduce it.

12. SPHERE REVISION

Christine Knudsen, Sphere Project ED, was invited to make a presentation on the revision of the Sphere handbook which will incorporate the CHS.

This informative session was much appreciated by board members and the Chair of the Board expressed his appreciated to CK and the Chair adjourned the meeting for the day for an informal gathering with Sphere board members.
END OF DAY ONE.

DAY 2:

PRESENT:
Dr. Samah Bassas (SB), John Beverley (JB, treasurer), Rezaul Chowdhury (RC), Jules Frost (JF, vice-chair), Nick Guttmann (NG), Jacqueline Koster (JK), Ariadna Pop (AP), Robert Sweatman (RS), Robert Tickner (RT, Chair), Martha Nemera Woyessa (MN), Bijay Kumar (BK)

IN ATTENDANCE:
Judith Greenwood (JG, Executive Director/ED), Hélène Maillet (HM, minutes only)

APOLOGIES:
Osama Ezzo (OE), Loretta Hieber-Girardet (LHG), Thea Hilhorst (THi), Tahya Hossain (THo), Takeshi Komino (TK), Jacquie Heany (JH), Ariadna Pop (AP) (for parts of the day only)

INVITEES:
David Loquercio (DL), Adrien Muratet (AM), Geneviève Cyvoct (GC), Ann Vaessen (AV)

13. APOLOGIES, WELCOME AND DECLARATIONS OF INTEREST
The Chair welcome the Board members for this second day of meeting.
Apologies were **noted**. Meeting was **quorate**.
There was no declaration of interest.

14. LOCALIZATION AND CHS ALLIANCE
The Chair introduced the issue as one of very great interest to the members of the CHS Alliance and thanked RC for taking the initiative to raise the discussion at board level.
RC started the discussion on localization, wanting to demystify it. He stated that if localization is a policy merely driven from Geneva, it is not sustainable. In his view it should be driven by the membership and he pleaded for a decentralised mobilisation of the CHS Alliance and urged the establishment of a country focal point as a first step – and the further need to mobilize the members of the Alliance.

A very stimulating and creative discussion then took place with all board members participating.
Board members presented views and ideas on localization and how the Alliance could play a more important role in this, and at a local level by building the capacity of local organisations to be accountable. It was highlighted that new membership fees structure and country focal points are already good steps toward this.
Some problems were identified, such as: the different perspectives from people impacted; to local and international NGOs (more demanding toward local NGOs); lack of understanding of the local context and constraints from the donors; and perception donors have about local NGOs.

What seems to be required is: more solidarity between local and international NGOs; and capacity of local NGOs to convince donors (to build).

On the donor aspect, AP mentioned that Swiss Development Corporation will shortly be meeting with Danish Humanitarian Assistance (DANIDA) to look at their accountability model (in the grant mechanism) and adapt it to them. Examples of governments who are along the same lines are: Australia and Luxemburg.

Following this, Board members discussed the way to support localization and local members/organisations and by consensus it was resolved: The **Board to set up a drafting group to prepare a CHS Alliance policy paper – for the next Board meeting – on how CHS Alliance can support the localization agenda. The paper could set out:**

1- **Our policy and mechanisms to advance it focusing on members**
2- **Advocacy strategy to support localization and influence donors to support**
3- **Capacity building role of the Alliance**
4- **Other additional ideas which could contribute to CHS Alliance supporting the localization agenda, including decentralization initiatives, and ensuring that CHS Alliance processes are accessible and affordable to local/national organizations**
5- **Such other ideas that the drafting group thinks useful to submit for consideration by the Board.**

The drafting group for the policy will be composed of RC, SB, BK, NG and RT (with RC leading it).

Action agenda item #14:
> ◆ *Led by RC, drafting group will liaise with the ED and will report to the Board at next board meeting (January).* **RT/RC/SB/ BK/NG**

15. CHS STEERING COMMITTEE (papers 17-18)

JG reminded the Board about the development and first meeting of the CHS Steering Committee (1st meeting one year after the Terms of Reference (ToR) were adopted – then meeting and revision of ToR with lots of discussion – 2nd meeting postponed after Board meeting to allow a discussion on the ToR).

JG also noted that the CHS steering committee now comprises 2 Board members of Sphere (one is the regular representative and one is also the Red Cross Red Crescent Movement representative). The question of conflict of interest was raised and it was

agreed / suggested that if decision making was limited to the three "copyright holders of the CHS", this would resolve any issue of conflict of interest. This would not require a change to the ToR and would be discussed during the CHS Steering Committee on October 3rd.

The Board resolved by consensus as follows:
The ToRs agreed on March 3rd 2016 remain valid and Jules Frost, Vice Chair was delegated to represent the Alliance at the CHS Steering Committee meeting.

It was highlighted that it is important to prioritize the management group meetings as they are critical.

Regarding the revision of the Sphere handbook, it was **suggested** to delegate authority to a working group (composed of JF, TH, RS, NG) to review the draft and authorize the ED to sign off.
This suggestion was agreed by the Board by consensus.

Action agenda item #15:
♦ *Report CHS Alliance Board decisions to the CHS Steering Committee.*   **JF**

16.   CHS ALLIANCE SELF-ASSESSMENT (AND MEMBERS' SURVEY UPDATE)
GC, DL and AM in attendance..

GC, CHS Alliance Senior Quality and Accountability Officer, presented the results of the self-assessment conducted by the Alliance this year.

The report is not finalized but once it is, it will be shared with the Board. Responding to a question from Board member, GC clarified that in the case of CHS Alliance, stakeholders were not affected populations but rather members and Board members. No donor was involved this time in the process.

Following the presentation the discussion focused on the length of the process and what it requires from members. JG confirmed that doing a self-assessment takes time and resources and that the Alliance is already working on simplifying the process, in particular for members going for certification. Time and resources were of concern for several Board members.
It was **suggested** that the initial self-assessment be lighter and the standard be raised up for the second round of self-assessment and so on.

DL then presented the aggregated results of the members' survey received so far. It was clarified that the figures reflect data on the past year and percentages are based on the total number of members.

The discrepancy between the Alliance figures and HQAI's ones was pointed out and it was mentioned by one Board member that the fact that some organisations go for certification without being members of the Alliance should be looked at.

Following the above discussions, **the Board requested a paper on reforming of the self-assessment for the next board meeting in January.**
In doing this, some highlighted that the CHS should not be reduced to a "tick-box" exercise.

Action agenda item #16:
♦ *Present a paper on reforming the self-assessment process to next Board meeting*   **JG/GC/AM**

17.   REMUNERATION POLICY (paper 19)

The Board approved the suggested changes to the remuneration policy based on the results of the salary surveys carried out in London (Croner) and Geneva (Birches group). The new salary grid was approved but the Board would like to have a further discussion on the remuneration policy in 2018.

Action agenda item #17:
♦ *Staff salaries to be aligned with approved salary grid effective October 2017*   **JG**

18.   COMMUNICATIONS STRATEGY
AV, Senior Communications Officer, invited to this session.

AV presented the Alliance communications strategy for the next three years which was submitted for approval by the Board.

After her presentation, the following points were raised and discussed:
- Focus on evidence is important
- Linking with the comms team for setting up the "country focal point" is important
- Would be good to create a package to give to organisations interested to become members that could include materials, key contact person, info on membership fees, etc...

- Focus on social media is critical (AV mentioned that the comms team is working on a digital strategy)

Board members made suggestions to improve the strategy and the comms activities:
- There is a need for more practical messages
- Donors/Governments are missing from the strategy
- Twitter should be more used to raise the profile of the CHS with broader issues (sometimes too local, too operational). AV mentioned that an editorial plan (have in advance topics to discuss, messages to tweet) would be very useful for this.

The Board approved the strategy by consensus subject to above mentioned amendments.

Resulting from the discussion the following action was suggested by the Board:

Action agenda item #18:
- *Finalise strategy*   *AV*
- *Increase the use of Twitter to raise the profile of CHS/Alliance to broader audience and add more substance around social media and digital strategy*

- **NEXT MEETINGS**

The following dates were suggested for meetings in 2018

19 January 2018 10.00am CET
26/27 April 2018
25 June 2018 10.00am CET
27/28 September 2018

Discussion occurred around these dates and also concerning the General Assembly and the ED was requested to investigate the potential for a face to face board meeting to coincide with the General Assembly and report back to the next board meeting.

Regarding the location of face to face board meetings in 2018, the discussion resulted in a request to the Secretariat to get quotes and check access (visa issues, etc.) for some locations (ideally linked to programme sites for several Board members).

On the General Assembly, the following was agreed:
- Minimum content would be Board elections and revision of the Statutes

- Date should be May 2018
- It should be a virtual meeting, but a legal advice will be sought to ensure how to proceed with quorum and other issues linked to virtual meeting

Actions agenda item #19:
- Seek legal advice to ensure how to proceed with quorum and other issues linked to virtual meeting
- Finalise dates for April May board meeting and send out a Save the Date for General Assembly in May.
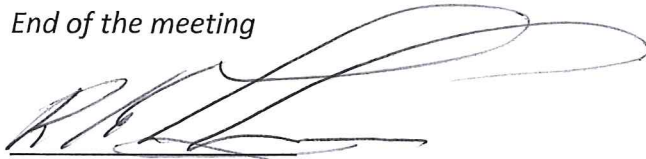
19. AOB

The Board noted that David Loquercio, Head of Policy, Learning and Advocacy has submitted his resignation and expressed its gratitude and appreciation for his significant contribution to the Alliance.
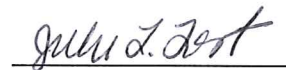
It congratulated JG and the Alliance team for their work.

The Chair closed the meeting.

End of the meeting

Robert E. Tickner
Chair of the Board

Jules L. Frost
Vice-Chair of the Board

Helen Maillet
Minutes