

## MINUTES OF THE CHS ALLIANCE BOARD

It was reaffirmed that there is an agreement to have focal points in country to promote the CHS but that the Alliance is not the sole determinant of what happens with the CHS and that creating focal points is a good opportunity to link with the other copyright owners of the CHS (namely Sphere and Groupe URD) and have a coordinated approach.

The Chair highlighted the strength of the CHS Alliance membership and its work in promoting the CHS.

**It was suggested and agreed to share the Alliance's initiative on the focal points at the CHS Steering Committee level.<sup>1</sup>**

The ED also requested that discussions about the CHS taking place in the field are shared with her.

**The minutes were adopted by consensus as true and correct records of the meeting.**

### **3. RATIFICATION OF BOARD DECISION RELATED TO GENERAL ASSEMBLY AND MAY BOARD MEETING (no paper)**

The ED requested the ratification by the Board of the decision taken by email (with quorum - all votes in favour) regarding the upcoming General Assembly and the rescheduling of June Board meeting in May.

**The decision (please see Annex 2) was noted by the Board as approved.**

### **4. SELF-ASSESSMENT (papers 3 & 4)**

#### **4.1. CHS Alliance's own self-assessment (paper 3)**

A brief presentation was given of the CHS Alliance improvement plan developed to address the findings of the self-assessment.

A question about the relevance of carrying out a self-assessment was raised and the ED explained that the tool was adapted to respond to the specificity of Secretariats and that it was very worthwhile exercise.

The ED indicated not being aware of any other secretariat that has done the self-assessment, though DEC was talking about doing it.

#### **Action:**

- ♦ *to follow up with a member (also a secretariat) that had expressed interest in carrying out the self-assessment.* **JG**

**The Board noted the paper.**

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<sup>1</sup> CHS Steering Committee is the committee gathering the three CHS' copyright owners plus representatives from the UN, the Red Cross/Red Crescent Movement and the civil society.

#### 4.2. Simplification of the tool (paper 4)

The paper was presented to follow-up on some Board members' concern on the time and level of detail required for the self-assessment.

The paper is the result of the discussions that have taken place among the staff and with some members.

It was reminded that the self-assessment is a unique mechanism to provide evidence from members on their compliance with the CHS.

The ED then explained that the simplification of the self-assessment offers some options without taking away the rigor of the tool but keeping the motivation of the members to do it.

In terms of timeline, progress on the revision of the self-assessment tool will be shared at the April Board meeting (with an outline of what is different from the current self-assessment tool) and a final document to approve may be submitted to the Board in September.

Some Board members shared concerns about the partnership issue: to them, it's still not clear how to proceed with partners. What are the CHS expectations on the implementing partner and to what extent is the organisation being assessed accountable. Clear guidance would be needed. One board member requested that any limitation on the input of text into the document **should be avoided** as a measure of simplification.

**Concerns from the Board members were noted.**

**The Board supports the work carried out to date.**

#### **Action:**

- ◆ to provide an update to the Board during the April meeting.

**JG/GC/AM**

#### **5. UPDATE ON SPHERE REVISION (no paper)**

TK shared an update on the Sphere handbook revision.

Main points are summarized below.

The text is now in its third draft. The technical chapters have been edited and the others will be in February.

TK has reassured the Board that the Alliance's perspective on changes to the CHS has been taken into account.

The launch of the handbook should take place in Geneva on June 26 (tentatively).

TK finished his update by thanking David, Geneviève for their work under Judith's leadership.

The Chair acknowledged the work of TK in this process.

There was a question on the role of the CHS Steering Committee and it was confirmed that the CHS Steering committee will have 2 weeks to review the CHS



chapter in February to agree on the CHS chapter before the final draft is submitted to the Sphere board.

Note: TK informed the Board that he will most probably not attend the April Board meeting.

## **6. MNC UPDATE (papers 5 & 5b)**

### **6.1. Minutes of 29 November MNC meeting**

There was no comment or correction and the minutes were **approved by the Board by consensus.**

### **6.2. Board elections process**

RS requested the Board to approve the document. He clarified that references to Chair/vice-Chair shall be removed from the version circulated to the Board as there will not be elections for those positions during next elections.

**The Board supports the Board elections process as prepared by the MNC by consensus with the abovementioned change.**

#### **Action:**

- ♦ *to remove reference to Chair/Vice-Chair elections as there will not be MNC elections for those positions in May 2018.*

### **6.3. Requirements and background note, nomination forms**

RS requested the Board to approve those documents. RS mentioned that a slight change in the drafting shall be made so that the requirements of how many seats are vacant is clear.

**The Board approved by consensus the Requirements and Background note and both nomination forms subject to the abovementioned change.**

#### **Action:**

- ♦ *to redraft the current requirements in the Requirements and Background MNC note to be sent to members.*

### **6.4. Skills and perspective BOARD 2018**

The ED reminded that according to statutory requirements the Board shall comprise individuals with financial expertise and human resources expertise.

The analysis conducted in December 2017 among the current Board showed that HR expertise level is currently medium and will be low when we lose current Board members who are not standing for the elections in May 2018.

Financial expertise is high but not everyone might be willing or appropriate to stand as treasurer.

#### 6.5. Motions to be proposed at the GA

RS explained that the MNC has focused on the minimum needed to clarify the Statutes, as it will be a virtual meeting. A full revision of the Statutes, will be carried out prior to the next face to face General Assembly in November 2019.

According to this, RS specified that the request to clarify the wording on the virtual meetings/voting in the Statutes was considered by the MNC but that it was preferred to submit this change during a physical meeting. Legal advice was however sought and it confirmed that having a virtual meeting in May 2018 complies with the statutory obligations of the Alliance.

On motion 7 the agreement of the Board to delete the administrative charge for non-payment of the membership fees was questioned. The ED replied that it has been an on-going discussion and it was agreed that the Statutes and the Alliance practice should be aligned and the Statutes should be changed.

#### **Board agreed to put forward the motions to the GA as presented by the MNC.**

#### 6.6. Membership applications (5)

##### **The Board approved the membership applications from:**

- **Oeuvre d'Orient**
- **Stichting Vluchteling (Netherlands Refugee Foundation)**
- **Resource Integration & Social Development Association in Bangladesh**
- **Fast Rural Development Program**
- **War Child Holland**

The Chair noted the flow of new applications received at each meeting.

##### ***Action:***

- ◆ *To communicate Board's decision to the members*

**KG**

#### 6.7. GA process

RS reminded that the next GA will be a virtual meeting. Although the exact tool has not been chosen yet, he stated that the MNC will ensure that all members receive to vote a one-time use link protected with password.

The MNC would like to get input from the Board on how to link the Board meeting of the 17 May with the announcement of the results in terms of sequencing and format (possibility for audience to raise questions, debate, etc.)

The Board members reminded that engaging members is very important and therefore suggested that questions could indeed be asked and that the meeting

could start with Board members only and then open a webinar to share the results of the elections and then closing with Board members only.

It was suggested that Board members based in Europe/present in Geneva could meet physically in GVA and that their presence could be linked to face-to-face interviews of candidates for ED position (cf. point 10 below).

RS thanked the Board for their comments and said that the MNC will use the Board's comments and suggestions to move forward.

## **7. FINANCE RISK & AUDIT COMMITTEE (FRAC) (paper 6)**

The Chair introduced the issue about reimbursement of subsidized Board members' trips for Board meeting attendance with reference to an issue that had arisen between the Secretariat and RC.

The Chair wants to make sure that policies are well known and well communicated. He pointed out that CHS Alliance policies shall recognize the difficulty of travel schedules and challenging travel arrangements faced by some members.

Further to the Chair's intervention, the Treasurer mentioned that a small group has been established to review policies and procedures of reimbursement in the Alliance and will present a draft document at the April meeting. He however reminded that in the meantime current policies will be followed. He also reminded that the Alliance has a very good travel insurance coverage and recommended that Board members be immediately in touch with the Alliance if there is any issue with any CHS Alliance-related trip when the trip is paid by the Alliance.

With regards to this reimbursement issue, RC requested that point 1 of the sentence on p.3-4 of 19 December 2017 FRAC meeting minutes will be deleted.

**The Board noted the change in the minutes and the review of the policies/procedures.**

### **Action:**

- ♦ *To delete point 1 of the sentence on p.3-4 of 19 December 2017 FRAC HM meeting minutes*

The Treasurer shared some highlights of the last FRAC meetings and noted the significant improvement on the papers and minutes of FRAC meetings. He stated that the level of income/surplus and good reserve show good budgeting and forecasting skills.

- About reserve, the Treasurer explained that a more robust and transparent reserve policy will be drafted later this year in order to clarify what the Alliance wants to do with it and what to do if the reserve increases (e.g. invest additional reserve, increase activities or keep it as reserve).



- The Treasurer briefly talked about the internal control system (ICS), reminding that it was a requirement resulting from the past audit, that the FRAC has closely followed up the work of the Secretariat on this, which is now largely complete.
- He continued explaining that the audit process has also been reviewed and that roles have been clarified as part of the ICS. The Treasurer mentioned that next audited accounts should be available for the April Board meeting. The Board was informed that a specific Board meeting focusing on the audit will be organized mid-March in order to approve the audited accounts (a doodle poll will be sent).
- He underlined that 84% of membership fees have been collected which is very good news. The lowlight is that only 56% of members have paid (84% represent only 56% of members).

**Action:**

- ♦ *To send doodle poll for mid-March audit-related Board meeting*

**JG**

**7.1. Financial sustainability**

The Treasurer mentioned that the financing strategy is still missing.

**7.2. PIA closing**

The Treasurer stated that the auditors have finished the audit and that the audit certificate should be received very shortly and that PIA should be removed from the Companies House register and Charity Commissions register.

The ED clarified that on the membership the Board should be prepared to see some members not continuing membership as some who paid their membership in 2016 and 2017 will face a big increase of their fees and may decide to resign.

The Chair invited the ED to come back to the Board with strategies, responses in relation to membership, if needed.

**8. LOCALISATION DRAFTING GROUP (no paper)**

A note on the localisation group's meeting was sent by RC before the Board meeting (see Annex 3).

RC explained that a 3-pages paper can be circulated by March.

The Board welcomed the initiative and the work done by the group highlighting that the group should not limit itself to 3 pages if more is needed. The discussion then focused on the necessity to link with World Humanitarian Summit /Grand Bargain process (in terms of language used, ensure that the group is informed by and is linking with the existing groups on the issue/broader discussions, including through ICVA).

Concerns about the voice of Southern organisations being heard in the Grand Bargain process were raised and AP offered to inform her colleague about this as Switzerland is leading the Grand Bargain localisation stream.

Thea (THi) expressed interest in joining the group and RC confirmed he will invite her to their next meeting.

The Chair thanked the group for its work and encouraged Board members interested to feed into the process and the group to continue and link with the appropriate networks.

#### **9. ED REPORT AND BOARD KEY PERFORMANCE INDICATORS (KPIs) (paper 7)**

There was no comment from the Board on the report.

The ED only mentioned that it was much easier and productive to structure the report around the ED and Board KPIs.

#### **10. HR UPDATE & SUCCESSION PLANNING**

The ED confirmed that Bonaventure Gbétoho Sokpoh recruited as Head of Policy, Advocacy and Learning started to work with the Alliance on 15 January 2018.

**The Board approved that Bonaventure Gbétoho Sokpoh as a signatory for the CHS Alliance bank accounts.**

The ED also reminded that Julius Kaberere (Project Manager) resigned and left the Alliance in October 2017 and that Gemma Prescott's contract (Project Manager on the Core Humanitarian Competency Framework) will end on 31 January 2018.

The ED also informed the Board that Resource for London (where the Alliance has its office in London) will increase the rent from August 2018. As the rent will then become too high, the Alliance will avail of the offer to give six months' notice on the contract, which will be terminated by end of July 2018.

**The Board noted that the CHS Alliance office in London will close end of July 2018.**

The ED requested the input/ assistance from the Board to finding solutions (hosting by members for instance) for the 2-3 staff based in London.

The Board noted that the three year contract of the ED will end in August 2018 as discussed during the in camera session of the September face to face Board meeting. On the ED succession, there was a discussion on the timeline of the process and on the constitution of a recruitment committee.

The ED indicated that the job should be advertised in February, with probably 2 rounds of interviews (Skype and face-to-face) at the end of April/beginning of May in order to ensure that the new ED starts in September and that there is time for a handover that will include the face to face Board meeting end of September.

The job description that was reviewed last year may need some adjustments.



There were some discussions on contracting a recruitment agency (pro's and con's) and on the composition of the committee (gender & geographical balance, experience).

**The Board agreed on :**

- **Advertising in February as soon as reasonably possible.**
- **Having Skype and face-to-face interviews**
- **Establishing a Board Committee for the recruitment** (first a restricted committee composed of RT, JF and JH<sup>2</sup> (assisted by the ED) which may expand for the interviews stage) **to which the Board delegates authority to take decisions**
- **Having a plan detailing the timeframe and level of commitment requested so Board members know what it implies before committing**
- **The restricted committee to meet next week and to come back to the Board with a recommendation on working or not with a recruitment agency (for approval by email)**

**11. SECOND FACE-TO-FACE BOARD MEETING – LOCATION (face to face)**


According to the cost analysis, the recommendation is that Board meetings should be held in GVA unless a member offers to host the meeting.

**The Board approved that the Board meetings take place in Geneva in September 2018, and only elsewhere if a member requests/ offers to host the meeting.**

**12. ANY OTHER BUSINESS**

The Chair complimented JH and thanked JH for her contribution to the CHS Alliance as it was her last Board meeting.

*End of the meeting*



Robert E. Tickner  
*Chair of the Board*



Juli L. Frost  
*Vice-Chair of the Board*



Hélène Maillet  
*Minutes*

<sup>2</sup> Note that JH will act as an independent accompanier to the process as she will not be part of the Board anymore but her HR skills will be valuable.