

MINUTES OF THE CHS ALLIANCE BOARD

26-27 April 2018

FACE-TO-FACE MEETING

PRESENT:

John Beverley (JB, treasurer), Rezaul Chowdhury (RC), Jules Frost (JF, vice-chair), Nick Guttman (NG), Thea Hilhorst (THi), Jacqueline Koster (JK), Bijay Kumar (BK), Ariadna Pop (AP), Robert Sweatman (RS), Robert Tickner (RT, Chair), Martha Nemera Woyessa (MN)

IN ATTENDANCE:

Judith Greenwood (JG, Executive Director/ED), H  l  ne Maillet (HM, minutes only)

APOLOGIES:

Takeshi Komino (TK), Samah Bassas (SB), Osama Ezzo (OE)

INVITEES:

All CHS Alliance staff (apologies from Karen Glisson) for sessions 8, 9, 10 and 12, Pierre Hauselmann (ED, HQAI)

ACTION

1. APOLOGIES, WELCOME AND DECLARATIONS OF INTEREST

The Chair welcomed the Board members and declared that the meeting of the Board was convened according to the Statutes.

Apologies were **noted**. The Chair reminded the Board about the three resignations (noted in the January meeting), and explained that the quorum for decision is now set at six members.

The meeting was therefore quorate.

The agenda was reordered: update on ED recruitment moved immediately after lunch on day 1 with the in camera item about the ED contract extension.

An update on where the CHS Alliance stands in terms of certification and independent verification will be made just before the update from HQAI.

The ED mentioned that the Alliance's staff (including London staff) has been invited to sessions on PSEA, verification and localisation on Thursday afternoon and Friday morning.

2. ACTIONS ARISING NOT APPEARING ELSEWHERE ON THE AGENDA (paper 1) & MINUTES OF THE LAST BOARD MEETING HELD ON 28-29 SEPTEMBER 2017 (paper 2)

Suggestion to have completed actions highlighted separately was made.

The Board noted the paper as well as the suggestion.

The Board approved the minutes by consensus as a true record of the meeting of 19 January 2018.

3. ED (Executive Director) report (paper 3)

During consideration of the ED report, the diagram on 'Governance and users of the CHS' and the absence of HQAI (humanitarian quality assurance initiative) was discussed.

The ED explained that during the last CHS Steering Committee meeting it was agreed that HQAI is a service provider and that currently it is the only provider of third party audits but in the future there may be other providers. For this reason, the HQAI logo was removed from the diagram. This feedback has been shared with HQAI.

There were some questions related to operational issues.

The good funding situation (better than last year at the same time of the year) was noted, highlighting that the Alliance is now looking to secure funds for 2019.

The Board noted the excellent work done in this respect.

Action:

- ◆ *To share PPT presentation with Board members*

ED

4. HUMAN RESOURCES (papers 4 & 5)

4.1. Child protection and vulnerable adults policy (paper 4)

The Chair introduced the session explaining the importance of the issue and suggested that the Secretariat to check the Australian Government policies in this regard.

He also suggested that the wording “zero tolerance” appear as it gives a particular resonance to the policy and to the fact that it is a critical employment issue.

There was a brief discussion on the opportunity/possibility to request police checks and it was suggested that something on PSEA and related convictions is added in the self-declaration document of the Alliance (legal and financial compliance declaration signed by staff and Board members).

Board members also discussed the use of some words and suggested some rephrasing to strengthen the policy, they also requested to check the definition of “vulnerable adult” (internationally accepted definition?) and to include the special vulnerability of women (if not elsewhere mentioned, e.g. in our Code of Conduct). In addition, they suggested to clarify the scope of the child protection policy and align it to the one in the data protection policy.

Lastly, Board members raised the importance of reporting any cases to the board.

Action:

- ◆ *To rephrase parts of the policy to:*
 - *include “zero tolerance”*
 - *clarify the paragraph on “responding” and make it stronger*
 - *rephrase the “Scope” section and align it to what is in the Data Protection policy*
 - *definition of vulnerable adults*
 - *to adapt the policy and any related documents to add checks on PSEA*

SW

- ◆ *To check the Alliance’s complaints policy and rephrase as necessary to ensure that complaints against staff are reported to the Board.*

KG

The Board requested the Secretariat to investigate further and give further consideration to the Board’s suggestions and submit a new draft to be adopted by the Board.

4.2. Data protection policy (paper 5)

Board members raised some questions including on the particular status of employees consent renewal for those people whose data is already stored with the Alliance and on who will be designated internally to operate on behalf of the data controller (i.e the CHS Alliance).

On the latter, it was suggested that Patrick Hartmann is designated to operate as data controller.

The Board adopted the policy recognizing that further work is required and approved that the Head of Finance and Administration, Patrick Hartmann is the resource person for the CHS Alliance as data controller.

Action:

- ◆ *To continue working on the policy*
- ◆ *To develop message and send it to all data subjects (including membership) in order for them to give consent that the Alliance keeps and processes their personal data*
- ◆ *Inform the Head of Finance and Administration that he has been designated as CHS Alliance data protection officer by the Board.*

**HM
HM/
Comms
ED**

5. UPDATE ON CERTIFICATION/INDEPENDENT VERIFICATION - HQAI (no paper)

Prior to the presentation made by HQAI, the Board discussed the role of accredited certification bodies to certify against the CHS.

The ED explained that the CHS Alliance is the owner of the CHS verification scheme and CHS framework (CHS Alliance is the copyright holder of both). The CHS Alliance is responsible to ensure that it remains fit for purpose. Currently HQAI is the only organisation providing third party audits against the CHS and so the arrangement between CHS Alliance and HQAI has not been formalised. CHS Alliance will recognise any entity that has been accredited to carry out certification against the CHS using the CHS verification framework. As there will be other service providers in the future, a memorandum of understanding (MoU) would then be signed first with HQAI and with any other accredited certification bodies that request/agree to use the CHS verification framework.

It was noted that some entities, in addition to HQAI have already expressed interest for certifying against the CHS. The board agreed that CHS Alliance will recognise any accredited certification body

RS, JB, JK volunteered to be part of the group working on a draft MoU.

Action:

- ◆ *To draft the MoU to be signed with HQAI that can also be used with other accredited certification bodies*

ED

The ED introduced Pierre Hauselmann - HQAI Executive Director - who presented an update on HQAI's work including on issues such as safeguarding, recognition of HQAI's quality assurance linked to lessening the reporting burden, localisation, measuring collective performance and accreditation.

On the accreditation slide, Pierre explained that HQAI's schemes (including certification scheme) uses CHS verification framework and conforms to the requirements of ISO 17021 standard. HQAI is in the process of being accredited by the Italian standards body (this

would give it the status of an accredited certification body to carry out assessments against the CHS)

The Board then asked some questions on the following topics:

- Cycle of accreditation for the certification body: accreditation is an annual process.
- Breaches of safeguarding - are CHS generic requirements enough?: it was highlighted that the CHS is a core standard, so it cannot be too specific. The requirements are about the adequacy of the measures taken in this respect and are sufficient.
- Group quality assurance scheme - requirements: basic requirements are that organisations are independent (at least legally accountable), small (up to activities in 5 countries), need to agree to have common quality controls for the group.
- Subsidy requirements: organisations shall have robust financial controls. This is the only requirement but there are priorities. The Board was not clear about this and asked for further details.

Action:

- ◆ *PPT presentation to be shared with the Board;*
- ◆ *Clarifications on subsidy requirements to be communicated to the Board.*

HQAI

6. IN CAMERA SESSION

6.1. Update on ED recruitment (no paper)

In January 2018, a motion was sent to all Board members by email about the proposed recruitment processes of the executive director. **A majority of Board members approved the motion by email.**

The motion was **validated by consensus following the process carried out by email and the decision made by email.** The Board agreed that given the global membership of the Alliance and its vast network, a recruitment agency would not be used in this process. The Board delegated authority to the selection committee, under the leadership of the Board chair, to lead the recruitment process. The selection committee nominated a candidate for endorsement by the Board and this was done during the face to face 26-27 April meeting 2018 with the decision to be announced publicly as soon as possible when all procedures were completed.

The chair acknowledged the work done by the selection committee and thanked them for the successful recruitment of an excellent candidate and remarked on the high level of candidates who applied for the position. Ms Tanya Wood was proposed to the Board as the new Executive Director.

The Board endorsed the decision and Ms Tanya Wood was confirmed as the new Executive Director of CHS Alliance. She will take up her position on 10th September 2018.

6.2. Extension of current ED contract (no paper)

The current ED requested that her contract – due to end on 23 August 2018 – is extended in order to follow the selection, appointment and handover timelines agreed during the January board meeting.

The Board approved the extension of the current ED contract until 30th October 2018.

Action:

- ◆ *To prepare ED's contract extension accordingly*

HM

7. MNC UPDATE (paper 6)

7.1. Minutes of February and March MNC meetings

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

7.2. Membership applications

The MNC requested the Board to approve two nominations that were reviewed and supported by the MNC.

The Board approved by consensus the membership applications from:

- **United Nations Relief and Works Agency Spain**
- **Rural Empowerment and Institutional Development**

Action:

- ◆ *To communicate the Board decision to the organisations.*

KG/LMW

7.3. General Assembly/elections

RS informed the Board that 10 nominations were received and reviewed by the MNC: 2 candidates for 2 independent seats; and 8 candidates for 5 full members' seats. Two nominations for full members representatives will be confirmed by Monday, 30 April as for one the member has not paid its fees and for the other the application may not be maintained.

RS clarified that no support will be offered for vote mistakenly cast. If there is major issue, the Alliance may support.

The MNC requested that Robert Sweatman is designated by the Board as the Returning Officer.

This resolution was approved by the Board by consensus.

Action:

- ◆ *To update bios that need to be changed in the Board nominees' profiles;*
- ◆ *To update the Board nominees' profiles if nominations are not maintained/payment of fees not made.*

HM

HM

7.4. Meeting of 17th May (run sheet)

The ED presented the run sheet.

It was mentioned that a clear agenda for the meeting will be sent to the members (ED and Chair to work on this).

On practical aspects, should the Chair not be available, JF as Vice-Chair will take over. All candidates will also be informed that five of them (the elected ones) will need to attend the webinar.

THi mentioned that it is important to note and communicate to the members who is staying on board.

Action:

- ◆ To prepare agenda for the webinar of 17th May
- ◆ To inform all candidates that those elected will need to attend the webinar
- ◆ To update the Board nominees' profiles document according to THi remark above

ED/Chair
ED
HM

8. PREVENTION OF SEXUAL EXPLOITATION AND ABUSE (PSEA) (papers 7 & 8)

All CHS staff were invited to this session. Apologies from KG who could not attend were noted.

The ED reminded that a joint letter CHS Alliance/HQAI was sent out earlier this year following several reports of sexual exploitation and abuse. The aim was to highlight that PSEA is mainstreamed throughout the CHS.

The ED mentioned that the Quick Reference Handbook on PSEA lists Oxfam in examples of good practice and this will not change as the good practice mentioned remains valid.

The ED – when presenting the Alliance's current activities and contacts on PSEA – mentioned contacts that the Alliance has with donors on that issue, highlighting the importance of organisational culture and leadership

THi raised two issues that were the basis for her writing the blog (paper 8):

- Organisations are mostly dealing with PSEA issues internally and so there is always suspicion of organisations not being transparent;
- The case of Oxfam was presented as if aid agencies were sending “white male” in the field, while in fact 80 to 90% of the staff of organisations is local, so she does not see the link with the localization issue.

She mentioned that The Netherlands have now adopted the idea of the ombudsman and want to support pilot initiatives of this kind somewhere else.

She also said that while initiatives of this kind failed in the 1990's, now things have changed and there exist standards which could be ombudsman's benchmark, like the CHS.

A discussion among board members and staff followed.

NG thanked the ED and the Alliance for the work done around this issue to date, but also mentioned that at the moment the “crisis” occurred there was no mention (or rare) of the CHS and the work of the Alliance around PSEA.

AV suggested increasing the work with the members to see why policies are not implemented and how the Alliance can support them; she proposed developing joint strategies, media strategies, and working on organisational culture/leadership.

It was clarified that the centre of excellence mentioned in the presentation is a safeguarding centre of excellence led by DFID and CHS Alliance is included in the discussion. BS talked about the learning event that is being prepared on topics highlighted as ‘weak’ in the benchmark of the CHS self-assessments, including on complaints handling (commitment 5).

On the ombudsman concept, THi explained that an ombudsman should normally be somebody assisted by a team and should be someone knowing the context; the

ombudsman does not investigate the cases, it may make recommendations that are then binding the organisation.

Question was raised on how being be assured that organisations are meeting requirements on PSEA, if there is need for assurance. Certification does not give assurance that an organisation is fulfilling requirements on PSEA as it can have a lower score on this benchmark and get the certification, because it's all good on other benchmarks.

GC asked what the role of the CHS Alliance would be in terms of capacity building at country level. RT also asked a wider question about the need to lift the standard and the accountability of the sector and highlighted that it is important to involve CEO and not just HR staff in the implementation of the CHS, when it comes to such issues to ensure that the standard is championed at the highest levels of each organisation.

RT noted that there is only few reference to child protection in the Standard.

Linked to accountability, RT also reminded the issue of getting annual audited accounts from our members as asking them once when they join is not sufficient.

PH responded that if the Alliance requests this from its members, it shall request the comprehensive audit report and the management letter as fraud may not be visible in the audit report.

Board members reminded that leadership is essential to accountability and Board and staff proposed some ideas to help organisations dealing with such issues:

- ACT Alliance has put in place two groups: quality and accountability group; complaints response advisory group. It was explained that certified members have also done a great job in promoting membership to the Alliance and that those groups may be a resource for ACT Alliance members to help them investigate PSEA cases.
- it was expressed that it is important to develop a better strategy for the sector and also to talk for the sector so when this happens the organisation is not left alone.
- Include a self-declaration for all board members and staff on PSEA

Action:

- ◆ *To share the presentation on PSEA*
- ◆ *Adapt declaration form on Fraud to included PSEA*

HM
HM

9. VERIFICATION – SELF-ASSESSMENT (paper 9)

Bonaventure Sokpoh – Head of Policy, Advocacy and Learning – (BS) presented an overview on verification progresses from the members and an update on self-assessment in particular.

During the presentation, BS mentioned that the Secretariat is requesting the Board to take decisions on the following:

- ◆ to allow the Secretariat to create and use a logo giving visibility for CHS Alliance's members who have completed the self-assessment;
- ◆ to change the self-assessment cycle length from 2 to 4 years, so member organisations may have more time to focus on the improvement plan and this may lighten the burden on members;
- ◆ to decide on the status of the self-assessment: voluntary or mandatory process for members?

On the latter, BS highlighted that if the Board decides that it is a mandatory process, then consequences for organisations not doing it shall be clearly defined.

The discussion that followed the presentation was wide ranging as Board members considered the best way forward. The various issues raised are canvassed below.

Some Board members questioned the need to come back on the status of the self-assessment (voluntary or mandatory). Today the self-assessment is mandatory but not captured in the Statutes. The reason is that some organisations will not complete the self-assessment for different reasons (lack of time, resources, capacity, etc.) and the Secretariat is wondering how to deal with them.

Some Board members believed that the creation of a logo for completed self-assessments may cause the multiplication of logos (for peer review; for independent verification; for certification...) and therefore confusion; asking how the Secretariat will deal with reviewing all self-assessments (it was explained that staff is dedicated to this and that it could be described as a sanity check) and linked to this asking how the Secretariat can assure that the organisation really complies with the CHS.

Some Board members were reluctant to give such a logo to members since it is not a certification process and the compliance check is done internally and feared that this may cause reputational risk for the Alliance. They also mentioned the risk to undermine external verification and certification processes by creating this logo. Some expressed that if the logo is accepted it shall not be given before the self-assessment is completed and improvement plan set.

Staff explained that the request for a logo has come from members who have completed the self-assessment and may not go for any other type of verification. It was reminded that the Alliance verification scheme offers 4 means of verification that are not linear and are equally recognized by the Alliance. Therefore a member may choose to go only for self-assessment.

Staff also added that the self-assessment is indeed not an independent process but that organisations do it in good faith and that trends in the results of self-assessment and certification are similar for organisations who have completed both. They reminded that the proposed logo is not to say that a member is compliant with the CHS but that a self-assessment had been undertaken.

Lastly, the discussion highlighted that it is important to have different types of verification in our global alliance, allowing members with less resources to be part of it and that the Alliance shall be careful that the message is not that certification or third-party verification is the only valid way for verification: cutting the self-assessment would be dangerous.

Given the continuing wide ranging discussion conducted by Board members on this issue at this stage, it was decided to resume the discussion on the next day with few Board members proposing to reflect on it and submit a recommendation.

Action:

- ◆ *To share the presentation with the Board*

HM

10. COMMUNICATIONS UPDATE (no paper)

Ann Vaessen (AV, Senior Communications Officer) made a presentation on the various achievements in terms of communication of the Alliance.

There was a discussion about bringing smaller organisations (local ones or partner organisations) in the light of the media (with reference to Charter for Change commitments) and AV explained that the Alliance is indeed pushing for more visibility of local/small members and that April “member of the month” article is entirely about partnership.

Updates from Board members on CHS promotion:

A couple of Board members shared some updates on CHS promotion, including the invitation of MW to ACT Alliance annual retreat (where one day was dedicated to the CHS) and the translation of the CHS in two local languages in Ethiopia, initiated by CAFOD/SCIAF/Trócaire; and familiarization session with local communities on the CHS.

Action:

- ◆ *To share the presentation with the Board*

HM

(day two on next page)

DAY TWO

11. APOLOGIES, WELCOME AND DECLARATION OF INTEREST

The Chair welcomed again everyone for this second day. Apologies were noted. The Chair underlined that it is Ariadna Pop's last meeting, Ariadna is a co-opted Board member who will change functions and therefore will not be part of the Board anymore. The Chair thanked her for her contribution to the Board.

As she is a co-opted member, there will be no election for this seat, according to article 21.4 of the Alliance's Statutes.

12. LOCALIZATION (paper 10)

All CHS Alliance staff were invited to that session.

RC thanked the Chair and ED for their encouragement of his work on this issue.

RC made a presentation summarizing paper 10, supported by a PPT presentation that will be shared with the Board. He clarified that the paper should not be considered as a CHS Alliance paper and that it was a paper for discussion. It had not been signed off by the Board Committee but the committee was nonetheless keen for the paper to go forward to kick start discussion on this important issue. RC explained what localization means to him and that the CHS needs at some point to be revised. He also explained that the CHS is needed as a basis for local NGOs and proposed actions in his paper.

The feedback on the paper and presentation was as follows:

THi asked for more explanations on how the Alliance has been doing so far regarding the localization.

GC explained that the Alliance is involved in the Grand Bargain and Charter for Change discussions and advocates for various issues including localization. It is encouraging the participation of national NGOs in training, etc. and that there is a large demand on implementing accountability and good practices in the field. She added that the level of success varies depending on the initiative, but that there are a lot things done and the Alliance is also asked to give support to clusters. She lastly mentioned the importance of capacity building.

BS added that there will be a localization index in the dashboard of the self-assessment and that the Policy team is trying to reinforce collective accountability through the perception of affected people. Once findings will be collected, there could be more actions taken.

RS underlined the complexity of the issue and said that it would really help to have a theory of change for localization. According to him, the CHS is great – so no need to revise it - but rather develop something to contextualize it better.

BK supported the idea of continuing the capacity building at local level and requested that the Alliance continue advocating for changing the global architecture by creating evidence and using it to influence global governance of the humanitarian architecture. In his view, it will be essential to bring into membership more members from the South and have champions in each region. He also asked whether the Alliance could ensure or facilitate the implementation of the Grand Bargain commitments by developing a report from the civil society perspective, as targets exist. He lastly said that shifting the money alone is not enough when talking about localization, shifting the power is needed.



AP underlined that it is critical to engage with donors in terms of localization and that changing the CHS might not necessarily be the first step. Instead the CHS should be presented as a tool to ensure that localization can be properly implemented.

The Chair highlighted the importance of the issue of localization, but added that the CHS is not going to change all this on its own and that it will be crucial to keep advocating as we already do. He put forward three possible areas of focus:

- #1 – taking actions to increase the number of members from southern regions;
- #2 – increasing the focal points' reach to local members in the field – obviously there will be need for money/resources for this, so we should look at allocating resources in the 2019 operation plan;
- #3 – looking at the role of governments in countries affected by disasters. He explained that governments usually broadly accept the lead role and rules of humanitarian actors in dealing with crises and that while governments have a critical role to play, sometimes they lack capacity which adds complexity to the issue.

The ED then thanked RC for his presentation. She expressed that localization's importance is not contested and for CHS Alliance, it is necessary to look at localization through the CHS lens instead of the contrary. She refocused the debate around the Alliance's strategy, operational plan and Statutes and acknowledged that gathering and using evidence as BK mentioned is essential and that we are about to achieve this. She added that we could use our stronger members to build this outside but that the advocacy piece will be challenging if there is no funding and human resources (this being also linked to funding). She suggested changing the composition of the Board (17 members) which seems too large compared to the number of staff and reducing it to 10 members + 2 co-opted. Among them 3 Board members could be coming from southern NGOs.

RC responded that the Alliance could include the promotion of the localization agenda in its strategy but that the increased presence of southern NGOs within the Board may not add anything to make the localization happen. He also stated that local actors could raise money to implement the localization agenda and approach donors and that capacity building is not the only answer as no donor is ready to give money for training. RC positively received the idea of developing a report from the civil society's perspective on the Grand Bargain commitments.

THi supported the Chair's opinion on the important role of governments in disasters and agreed that we shall look at the localization through the lens of the CHS (as localization is a word, and CHS will stay).

NG also agreed with the latter and added that localization is also about a political change and that the Alliance needs to engage with its members, using them to have a push for more national members (like ActionAid, Christian Aid, CAFOD, etc.)

The Board by consensus agreed to develop the ideas raised during the discussion by both Board members and staff for concrete and constructive actions by the CHS Alliance to advance the localization agenda in line with the CHS Alliance strategy by referring to the ED for further consultations with interested Board members and report to the September Board meeting.

Action:

- ◆ To share the presentation with the Board
- ◆ To continue working and develop a policy paper on the issue based on the discussion above

**HM
ED and Policy
team**

13. FOLLOW UP ON VERIFICATION

The ED came back on what was discussed the previous day and raised her concern about some confusion on the CHS Alliance verification scheme and put forward the following resolution for possible consideration by the Board:

The Board re-affirms the CHS Alliance verification scheme offers four options against which to verify application of the CHS. It is not a linear process and it is up to each member organisation to decide which option to choose.

The Board adopted the motion by consensus.

Some Board members had also reflected on this and drafted a resolution for consideration of the Board.

The Board was asked to consider and validate the following:

- Introduction of a logo for the completion of the self-assessment;
- Adjusting the self-assessment cycle from 2 year to 4 year.

The Board was further asked to determine whether the self-assessment should continue to be a mandatory membership requirement.

The draft resolution read as follows:

The Board:

- **Appreciates** the efforts of the secretariat staff to identify opportunities raised in the member survey and to pro-actively develop a thoughtful response to that feedback.
- **Further appreciates** the special effort to gather detailed member feedback on the self-assessment process. As a membership based organization the views of our members should always be sought.
- **Recognizes** that these initiatives represent a substantial shift from the current approach and, therefore, needs to be carefully considered.

Therefore, the Board:

- **Endorses** the general direction presented – the introduction of ‘verification logos’ and making changes to the self-assessment process, including a simplified version and an adjusted timelines (i.e. 4 years rather than the current 2 year) – but;
- **Requests** that, before a decision is taken:
 - a. A simplified version of the self-assessment be developed, as an alternative option for a minimum membership requirement;

- b. *Options be presented for how to address the upcoming challenge when the majority of members are in 'default' of the membership requirements;*
- c. *A set of verification logos be developed alongside a clear criteria for application and implications of use vis-à-vis HQAI (and other) logos*

There was an in depth discussion and as no consensus could be reached, and due to the importance of the issue, the following was suggested approved by the Board by consensus:

The Board approved the abovementioned resolution presented by Board members and the idea of creating a logo for organisations who have completed a self-assessment, underlining that it is a good thing but decided to postpone the implementation of it on the basis of the results of a working group formed by some Board members and supported by staff of the Alliance. The results of the working group will be presented and voted upon by email or telephone conference before the next Board meeting in September.

The working group, on Board side, will be composed as follows: JF, JK, RS, possibly BK and MW to be consulted. The working group will meet in Geneva on 21 June.

14. FRAC UPDATE (paper 11)

The Treasurer gave an update on 2018 FRAC meetings and audit process.

Regarding the latter, it was reminded that in March 2017, the Treasurer submitted by email a resolution to the Board where he recommended:

1. That the Board approves the audit report of the financial statements and notes for 2017, noting that the report is unqualified, and
2. That the Board gives approval to the Executive Director and Head of Finance and Administration to sign the management representation letter.

During this face-to-face meeting, **the Board confirmed the resolution, previously agreed by the Board via electronic means, that the 2017 audited accounts of the Alliance have been approved.**

The Treasurer further suggested that the Alliance reviews auditors' arrangements when possible (at next GA in 2019) and thanked the finance team for the good work achieved.

He also welcomed the good financial situation to date, however the ED reminded that with exception of DANIDA, all governments funding will end by December 2018.

Here are summarized the highlights of the FRAC update on the various issues mentioned in the agenda:

- Bank: the Alliance's cash kept on the bank accounts does not provide interest but is secured – due diligence with the bank has been done.
- Membership fees: a motion (n°3) is submitted by the FRAC (p.51 of paper 11) for consideration of the Board about not chasing the unpaid membership fees for those members who will be dismissed by the Board (linked to next item, see below section 15).
- On policies submitted to approval of the Board: the FRAC recommends that the Board approves the updated Finance policy as it is and leaves the door open for

further consideration; also recommends that the Reserve policy is approved recognizing that more work might be needed in particular on risk monitoring.

- Risk register: the Treasurer highlighted the high IT risk and requested that a standard resolution is put forward at every Board meeting on the risk register stating that the Board endorses the scrutiny of the FRAC on the risk register and update of it.

There was just one comment from the Board on the updated finance policy to remove reference to HAP and PIA on p.31.

- Motions presented by the FRAC p.51 of paper 11:
 1. *The FRAC requests the Board to delegate authority to the FRAC for approving the Budget reforecast in July 2018 based on the management accounts up to 30th June and projected expenditure up to 31st December 2018.*
 2. *The Finance Risk & Audit Committee recommends to the Board to transfer the merger result into the Operating Reserve Funds.*
 3. *Once the Board has taken a decision on the members' dismissal, the Finance Risk & Audit Committee on behalf of the Finance Team requests the authorization to write off all outstanding invoices from the dismissed members against the provisions of the same.*

The Board approved all by consensus 3 motions submitted by the FRAC¹ as well as the updated Finance Policy and Reserve Policy.

The Treasurer lastly expressed concerns about the commitment of FRAC members to meetings of the committee so it can adequately carry out its scrutiny on the finance of the organisation.

The Chair of the Board noted the concern, stated that attendance – to any committee – below 50% is not acceptable and reminded that apologies can be notified and comments given in writing.

Action:

- ◆ *To remove reference to HAP and PIA on p.31 of the revised Finance policy*

Finance team

15. MNC REMOVAL OF MEMBERS

RS reminded the reasons of this recommendation to the Board.

There is a proposal to strike off members categorized “PIA partner arrangement” and those who haven’t paid their fees since 2016; there is also a proposal to give a chance to others (those indicated as engaged) to pay their 2018 membership fees within 3 months otherwise they will be stroke off in September.

The Board reminded that paying membership fees is a commitment and some Board members pointed out the danger of having members paying one other year (and that a precedent is created), however RS highlighted the particular situation faced with the merger and the specific legal setup in the UK where members were automatically transferred without knowing that they would be members of the CHS Alliance.

¹ The discussion on the removal of members summarized under section 15 took place in part during the update of the FRAC as some issues were linked.

The Board agreed that it will be a one-off recognizing that it is a particular situation and that it won't be the case in the future.

Action:

- ◆ *To send a message to these former members and give them the opportunity to join back*

Membership team

The ED then shared a discussion with World Vision International (WVI) on the changing their status to a global network and the possibility to transition to the increased membership payment over 2 years - to reach the level of fees of a global network.

Board members expressed concerns about fairness compared to other global networks and argued that the Alliance shall be consistent and transparent. They also reminded that the practice is that new members are paying proportionally their fees in the year they join.

The Board declined by consensus any transition arrangement.

A separate issue was raised during the discussion regarding the representation of global networks in the Alliance. The provision put forward to the General Assembly (motion 1) in May states that only the international entity of the global network is a member of the Alliance.

RS suggested that we include in the text of the motion to be submitted to the GA that the global network can be represented by an individual belonging to the global network and not necessarily the international entity.

The following text in italics was proposed and approved by the Board by consensus to be included in the motion for the GA:

“7 (ii) A global network is eligible to be made a full member of CHS Alliance if it fulfils the criteria under Article 7(i). In addition, they join on behalf of their affiliates and name them, but only the international entity is considered a member of the Alliance. The international entity may formally appoint an employee, board member or trustee from one of its affiliates to represent it with respect to exercising its rights as a Full Member. Affiliates may benefit from the services of the Alliance.”

Action:

- ◆ *To update all necessary documents for the General Assembly to include the adopted text above;* **HM**
- ◆ *To inform WVI of the Board's decision* **ED**

16. MULTI DONOR EVALUATION

The ED submitted to the Board draft ToR for a multi-donor evaluation on the past two years activities of the Alliance. She explained that this evaluation was first requested by Sida and supported by all other CHS Alliance donors.

The ED indicated that it will be a lot of work but that proposals to donors will be supported by the evaluation. The expense was not planned initially and therefore does not appear in the budget but will be added in the reforecast.

RS noted that this would be interesting and constitute great material to report against KPIs.

The Board adopted by consensus the Terms of Reference to conduct the evaluation.

17. CHS STEERING COMMITTEE / MANAGEMENT GROUP UPDATE

On this item, the ED reminded that Sphere is going to launch its revised handbook in September/October 2018 and that it will include the CHS and the guidance notes and indicators. She added that during the process the guidance notes and indicators were slightly revised, but the Nine Commitment of CHS were not changed at all.

The ED also wanted to draw attention of the Board on the annex (presented on p.8 of paper 14) that will be attached to the official minutes of last CHS Steering Committee meeting (29 March 2018). The ED has requested to attach - as historical background - this annex which stated in 2014, the agreement between Sphere, People in Aid and Humanitarian Accountability Partnership (HAP) that the role of CHS Alliance (“the new standards organisation created”) “to lead on the promotion of the CHS” (it explains the history of why this role is included in the CHS Alliance statutes).

Related to the CHS Steering Committee, it was reminded that the local focal points initiative discussed at the Board level will be CHS Alliance focal points, promoting the CHS Alliance’s interests and the CHS to avoid any confusion with CHS copyright co-owners.

18. AOB

The Chair thanked everybody for their good contributions and closed the meeting. It was also noted that this meeting may potentially be the last one for Nick Guttman and Bijay Kumar who are running for re-election.

End of the meeting

Robert E. Tickner
Chair of the Board

Juli L. Frost
Vice-Chair of the Board

Hélène Maillet
Minutes