

MINUTES OF THE CHS ALLIANCE BOARD

27/28 September 2018

PRESENT:

Samah Bassas (SB), John Beverley (JB, treasurer), Matthew Carter (MC), Rezaul Chowdhury (RC), Nick Guttman (NG), Jacqueline Koster (JK), Shama Mall (SM), Marina Skuric Prodanovic (MSP), Robert Sweatman (RS), Robert Tickner (RT, Chair), Martha Nemera Woyessa (MN), Anne de Riedmatten (AdR), Thea Hilhorst (TH, day two)

IN ATTENDANCE:

Judith Greenwood (JG, outgoing Executive Director/ED), Tanya Wood (TW, incoming Executive Director/ED), H  l  ne Maillet (HM, minutes only)

APOLOGIES:

Anne Cathrine Seland (ACS), Osama Ezzo (OE), Jules Frost (JF, vice-chair – resigned)

INVITEES:

Patrick Hartmann (PH, Head of Finance and Administration), Audrey Rudny (AR, Finance Manager), Bonaventure Sokpoh (BS, Head of Policy, Advocacy and Learning), Ann Vaessen (AV, Senior Communications Officer)

DAY ONE

1. APOLOGIES, WELCOME, DECLARATIONS OF INTEREST AND BOARD FORMALITIES (paper 1)

The Chair welcomed the Board members and declared that the meeting had been convened according to the Statutes. Apologies were **noted**. The meeting was **quorate**. There was no declaration of interest.

Board Formalities: JG presented paper 1, which contained 4 motions for Board formalities (see paper 1 for details):

- **Motion 1: Updated Terms of Reference** for co-opted Board members – **approved by Board consensus**
- **Motion 2: confirmation of electronic appointment of two co-opted Board members.** The candidates were Marina Skuric Prodanovic, Chief, System-wide Approaches and Practices Section, Coordination Division, United Nations Office for the Coordination of Humanitarian Affairs (OCHA) and Anne de Riedmatten, First Secretary, Deputy Head of Section, Permanent Mission of Switzerland to the United Nations and other International Org. in Geneva, Humanitarian Affairs Section. **Confirmed as per Board’s vote by email in August 2018.**
- **Motion 3: Board resignations.** Two Board members, Juli Lynn Frost, Vice-Chair, and Bijay Kumar announced their resignation from the Board in August and September 2018. **Resignations were noted.**
- **Motion 4: Board signatory authorisations.** The Secretariat requested authorisation from the Board for Matthew Carter and Nicholas (Nick) Guttman to co-sign on behalf of CHS Alliance and that this is registered with the Swiss Commercial Register. **Approved by consensus.**

Action:

- ◆ Secretariat team will follow up a *Board request to formally recognise past Board members Commitment to the CHS Alliance – Secretariat*

2. ACTION ARISING NOT APPEARING ELSEWHERE ON THE AGENDA (paper 2)

Agenda was adopted and the actions arising document noted.

3. MINUTES OF LAST BOARD MEETINGS: 28/29 April 2018 and 17 May 2018 (paper 3)

The minutes of the 28/29 April meeting require clarity about the mandatory/non-mandatory character of the self-assessment mentioned (p.8&12) and JK should have been noted as an apology on the 17 May minutes.

Actions:

- ◆ *Replace the sentence on p.8 by “today the self-assessment is mandatory but not captured in the Statutes” - HM*
- ◆ *To change the apologies section to add JK - HM*

The minutes of both meetings were adopted as true and correct records of the meeting.

4. EXECUTIVE DIRECTOR (ED) REPORT (paper 4-6)

4.1. ED Report (paper 4)

JG presented her report against the ED KPIs (key performance indicators) and highlighted that a risk register against the Alliance strategy had been added to the report. **It was agreed** to “merge” this risk register with the one that is presented and discussed during the Finance Risk and Audit Committee meetings (FRAC).

It was suggested as a way to mitigate risk 1 (multiplication of initiatives weakens the reach of the CHS) that more is done to show the collaboration as well as complementarity between the various initiatives.

The Board requested the ED to consider a different way to report on membership, which would provide more analysis on the geography, type of organisation and its size etc.

Actions:

- ◆ *Produce a communication piece on the complementarity and collaboration between the various Standard initiatives - TW*
- ◆ *Develop a better way of providing updates on membership for more clarity on members’ update, geography, etc. – TW*

Board noted the report.

4.2. Evaluation report (paper 5)

JG introduced the report with a discussion scheduled on day two to review the recommendations (see below). The report has been shared with Alliance’s donors and will be made public after the Board’s approval.

4.3. 2019 operational plan (paper 6)

There was an observation that not only the quantity of activities but their qualitative aspects are important as well. Introducing a “traffic light colour” approach would make it easier for the Board to have a high-level overview. **Board noted the document**

5. FINANCE RISK & AUDIT COMMITTEE (FRAC) (paper 7)

Patrick Hartmann (PH), Head of Finance and Administration and Audrey Rudny (AR), Finance Manager were in attendance.

JB, Chair of the FRAC, gave an overview of the Committee. JB noted there had not been a risk identification workshop for a while and recommended to have one.

JB called on applications to the FRAC as there is a vacant seat.

The reserves currently exceed the threshold of three months of operating funds as indicated in the reserve policy. Updating the reserve policy and reviewing the remuneration policy are upcoming activities for the FRAC.

Further work is needed on the funding strategy, possibly considering if we need a % target that the Alliance would expect from Membership fees vs institutional donors.

Actions:

- ◆ *Adjust risk register rows to show the full text and recirculate it - PH*
- ◆ *For next meeting, provide a budget narrative to accompany the figures - PH*
- ◆ *Organise a risk identification workshop – FRAC*
- ◆ *Follow up on filling vacant seat on the FRAC – JB/FRAC*

Motions of the FRAC:

- **Motion 1: approval of 2019 budget The Board adopted by consensus**
- **Motion 2: approval of the revision of the Board subsidy policy The Board adopted by consensus.**

6. MEMBERSHIP & NOMINATIONS COMMITTEE (MNC) UPDATE (PAPER 8)

6.1. MNC presentation and motions

RS, Chair of the MNC, gave a presentation of the committee for the new Board members. MNC submitted 10 motions for the consideration of the Board (see paper 8).

- **Motion 1: appointment of Shama Mall as a new member of the MNC.** The Chair noted the nomination of SM and called for any other expression of interest for that position. There was none. **The motion was adopted by consensus.**
- **Motion 2: new members** – all three applications from SKT Welfare UK, Welfare Association Taawon and Solidar Suisse **were adopted by consensus.** There may be a need to review the CHS Alliance's level of due diligence for new members. **This should be looked at as part of the Risk Analysis.**
- **Motion 3: removal of six members – adopted by consensus.** The concerned organisations are: Coordination of Afghan Relief (CoAR), HANDS, Lumos Foundation, Marie Stopes International, Rupantar and Saibaan Development Organisation.
- **Motion 4: new members not paying fees/requesting reduced fees – adopted by consensus.**

N.B.: AdR left the meeting – meeting still quorate

- **Motion 5: reciprocal arrangement for associate membership.** This is for membership organisations to become associate members of each other for free. The motion generated discussion about risks linked to this request and the possibility to develop partnerships instead of proposing membership to those organisations. The Board expressed support for the motion, however deferred the decision after further research on the implications.

Action:

- ◆ *Add to a further meeting agenda the reciprocal arrangement after further consideration – TW*

- **Motion 10: November 2018 Board elections.** RS presented a third option (not in the paper), which implies one vote process (voting period to be determined) with two separate votes: (a) for Vice-chair among current Board members who may run for the elections, (b) for new Board members. This option was adopted by consensus.

There was an observation that the elections process is heavy and that a review of the Statutes' may be needed to clarify certain elements, whilst being cautious to keep the Statutes light and build other policies or by laws to support them.

Motions 6 to 8:

RS summarised the discussion of the Board's working group on verification issues and if a "CHS Alignment" statement was required as a precursor for verification. At this stage, it was agreed that the motion does not define what the CHS Alignment is, so further work was required, including seeking the UN perspective. RS proposed the following:

- **Motion 6:** The Board recognises the following membership requirement under Article 7 (full membership) and Article 8 (associate membership) of the CHS Alliance statutes: the member "has a documented organisational commitment to quality and accountability in its activities and management practices towards people and communities vulnerable to risk and affected by disaster, conflict or poverty." The Board recognises that there is no statute requirement for CHS Alliance members to undertake any of the four CHS verification processes (self-assessment, peer review, 3rd party verification, certification) as part of their membership commitment.
 - **Motion 6a:** As part of the CHS Alliance membership application process, **all applying organisations** will be required to confirm their commitment to quality and accountability through drafting and submitting a **CHS Alignment Statement**.
 - **Motion 6b:** All CHS Alliance members will be required to **either** successfully undertake one of the four verification processes (which includes an annual update against the agreed action plan) **or report annually** in January on their commitment to quality and accountability through submitting an updated CHS Alignment Statement.
 - **Motion 6c:** The verification status of each CHS Alliance member will be validated by the CHS Alliance Members and Nominations Committee (MNC) and then published on the CHS Alliance website.
 - **Motion 6d:** The Board notes the increasing levels of due diligence and scrutiny in the sector and strongly believes that the CHS provides a robust framework for organisations to verifiably demonstrate their commitment to quality and accountability. Accordingly, **all CHS Alliance full members are expected** to commence one of the four CHS verification processes within **two years** of joining of the CHS Alliance and to report against it within **three years** of joining. In the event that a Member decides not to undertake one of the four CHS verification processes, then

they will use their annual updated CHS Alignment Statement to explain their rationale. Members' CHS Alignment Statements will be published on the CHS Alliance website.

- **Motion 6e:** The 2019 CHS Alliance General Assembly will be used to consult with members on making it an **obligation** of all CHS Alliance full members to undertake one of the four CHS verification processes.

The Board adopted motions 6a to e by consensus.

- **Motion 7: self-assessment tool** – to approve the adaptation of the Self-assessment tool to make it easier to use and implement, and to increase its cycle from two to four years to align with other external verification cycles – **adopted by consensus.**
- **Motion 8: verification logo** – to approve the creation and use of a verification logo with a unique identification number, associated and granted with each step of the verification scheme, whether this is self-assessment, peer review, certification, or independent verification, to organisations once their improvement plan has been signed off – **adopted by consensus.**
- **Motion 9¹: MNC ToR** – **adopted by the Board by consensus provided that language be adapted to fit with motion 6's wording.**

Action:

- ◆ *Redraft changes in the ToR (motion 9) regarding the role of the MNC in relation to CHS Alignment statements*

- 6.2. General Assembly (GA) 2019 The Board agreed by consensus to held next physical GA (in 2019) in Bangkok. SM offered that CWS/A maybe able to assist the Secretariat with the organisation.

Action:

- ◆ *Decide dates via a board doodle poll for the 2019 GA in Bangkok – TW / MNC*

7. VERIFICATION (paper 15)

Bonaventure Sokpoh (BS), Head of Policy, Advocacy and Learning, presented an analysis of the verification results. He shared the data that will be published in the Humanitarian Accountability Report, which will be launched on Monday 1st October. Board members suggested to also have launch events at country or regional levels. BS will follow up.

The Chair thanked BS and suggested that future launch events could be scheduled around Board meetings to benefit from the presence of Board members at events.

8. CHS VERIFICATION SCHEME / FRAMEWORK (paper 9)

JG provided the context for developing a legal agreement (paper 9) between CHS Alliance and HQAI regarding the use of the verification scheme and framework. While this had been drafted for agreement with HQAI, the idea is that it could be used for other certification providers in the future.

¹ It is second motion 8 in paper 8 (mistake in numbering)

The discussion focused on the role of the CHS Alliance to engage with other potential certifying bodies to give a choice of providers to the Alliance's members. **On Day two, the Board approved the following resolution:**

"Central to CHS is a means to independently undertake verification and certification against the standard. The CHS Alliance will commission and fund a small research project to look at alternative and viable models to undertake verification and certification, with the idea of supporting the creation of a global platform of certification and verification providers. The core of the project will be looking at viable global models that support localisation, develop local capacity in the areas of verification and certification, draw on knowledge and expertise already held in the business/commercial sector and be affordable to all. The project will produce a list of recommendations that can be in turn used to secure funding to create enhanced models for verification and certification. The first step will be to produce a ToR and a budget for the project and which can then go out to tender."

It was suggested reading the 2014, Steering Committee for Humanitarian Response report on certification as background on these issues.

On the agreement itself, one Board member suggested that the verb "mention" is replaced by "acknowledge" at point on 2.2 of the agreement to make the commitment stronger.

The Board approved the agreement (with change on 2.2 as abovementioned) and delegated to the ED to manage minor changes and conclude the agreement with HQAI

Actions:

- ◆ Finalize and conclude the agreement with HQAI - TW
- ◆ Prepare a ToR and budget for "alternative verification models project" as per resolution - TW
- ◆ Circulate the 2014 SCHR report – TW

9. ANNUAL REPORT – Board as ambassadors for CHS and CHS Alliance (paper 10)

Ann Vaessen (AV), Senior Communications Officer joined the meeting. Board members welcomed the annual report, particularly presenting it as a factsheet.

DAY TWO

10. APOLOGIES, WELCOME AND DECLARATION OF INTEREST

TH was present for day two. Other apologies remained the same.

Board appointed by consensus Robert Sweatman, Chair of the MNC, as returning officer for the elections of November 2018.

11. EVALUATION RECOMMENDATIONS (paper 5)

Recommendation 1: In order to demonstrate the commitment of certified agencies to the CHS, the CHS Alliance should explore the use of a CHS kitemark for certified agencies, rather than the current HQAI kitemark. Board members confirmed that it is not opportune to have a HQAI kitemark as the certification against the standard. While the ideal would be a CHS logo, it is not clear at this stage if

this will be possible. The other option is the CHS Alliance logo, as presented on day one by Robert Sweatman, but would need further clarification of the implications for non-members.

The Board supported recommendation 1 clarifying that it will undertake discussion with other CHS copyright holders for the potential creation of a CHS kitemark. In the interim period, the CHS Alliance logo will be used. This will be included in the agreement with HQAI.

The Board requested the ED to provide a short overview outlining the complementarities and comparative advantages vis-à-vis other similar standard initiatives. The purpose of this overview would be two-fold: to update the membership strategy and to have it on the website of the CHS (e.g. FAQ section or similar).

*Recommendation 2: The CHS Alliance should explore a broader range of accredited organisations able to offer third party verification options. **Noted** Cf. discussion and actions under section 8 above.*

*Recommendation 3: CHS Alliance Secretariat should provide more guidance to organisations working through partners on how to conduct the CHS self-assessment. **Noted***

*Recommendation 4: The CHS Alliance should clarify with the CHS Steering Group the authorisation and quality assurance process for approving translations of the CHS and supporting tools, as well as updating the CHS Translation Guidelines. **Noted** with a remark that the Portuguese translation of the CHS is poor.*

*Recommendation 5: The CHS Alliance should encourage the CHS Steering Committee to consider how to broaden the reach of trainings into Asia, the Pacific and the Middle East, as well as targeting trainings into current humanitarian settings. **Noted***

*Recommendation 6: In the short term, the CHS Alliance should start summarising feedback data from training courses into concise training reports, to more systematically track the outcome of trainings and the quality of training events. In the medium term, the CHS Alliance should undertake a formal and systematic review of the quality and utility of trainings and ensure the curriculum and teaching methods are regularly updated by subject matter experts. **Noted***

Regarding this recommendation, Board members suggested that investigations training's content should be reviewed.

*Recommendation 7: CHS Alliance should work with the CHS Steering Committee to systematically track CHS commitments from donors, since this information is important for advocacy. **Noted***

*Recommendation 8: CHS Alliance should build on the Strategy and 2018 Operational Plan to develop further advocacy and policy objectives, in order to give clear direction on who to engage with and how the Alliance wants key decision-makers in the sector to move on quality and accountability. **Noted***

*Recommendation 9: CHS Alliance should invest in the Resource Area on the website and turn this into a well moderated Community of Practice for accountability focal points, with key tools made widely and easily available to the whole sector. **Noted***

*Recommendation 10: The CHS Alliance should refresh the strategy to particularly take account of the current concerns on safeguarding and in turn relaunch the strategy with strong communications to promote key messages. **Noted***

On the PSEA (prevention of sexual exploitation and abuse), some Board members suggested to advocate more at donors' level and pointed out the potential of the upcoming Summit. The importance of giving prominence to child protection was noted as critical. It was suggested to establish contact with UNICEF, in light of the role of UNICEF Executive Director as IASC (Inter-Agency Standing Committee) Champion on PSEA/ SHA (sexual harassment), and her focus on child protection.

*Recommendation 11: The Board should consider a mechanism for ensuring a greater plurality of Board membership, such as a certain number of people from a representative range of nominated groups on the Board. There was no consensus on how to achieve this. **Therefore, the Board referred this issue to the MNC for further consideration.***

*Recommendation 12: The CHS Alliance Secretariat should continue to make a paradigm shift from being the initiator to become the catalyst and enabler, with members in the driving seat. **Noted***

Two suggestions were made before finalising the report: to request Robert Schofield to reference his previous engagement with the JSI (Joint Standard Initiative) and see if there was a more appropriate way to describe the fluctuations in membership.

Action:

- ◆ Follow up with R. Schofield on those two points to finalise the report - TW

12. LOCALISATION (paper 11)

The Chair thanked JG and the team for the work achieved on the localisation policy paper. There was a discussion on whether the policy shall name specific localisation initiatives or not, and Board members offered to share some wording to improve the paper. The paper was referred back to the ED to redraft, taking into consideration comments from the Board.

The Board approved that ED redrafts the report with additional inputs in writing from Board members.

Action:

- ◆ Update the paper for future Board review – TW

13. DATES AND FORMAT OF 2019 BOARD MEETINGS

There was a discussion about the format, the frequency of meetings of the Board meetings and the fact there is also a physical General Assembly next year. **The Board agreed that meetings' frequency will remain the same for the coming year until next GA. The frequency, location and type of Board meetings could be reviewed from GA 2019.** Dates will be agreed by doodle poll.

Action:

- ◆ Send a doodle poll to Board members to fix dates for the 2019 meetings – TW/HM

14. GA – Board elections

The Chair encouraged nominations for the Vice-Chair position (cf. previous day discussions and motions adopted) confirming that the role is to chair meetings in the absence of the chair or act as chair in case he/she steps down.

Further information about the 2018 GA/elections will be communicated once the MNC has met in coming weeks.

15. COMPLAINTS COMMITTEE (paper 12)

JG explained the motions submitted to the Board and the reasons for approaching Jacqueline Koster and Matthew Carter (board members) to fill the vacant seats, as well as the new independent members. The Chair called for any other expression of interest. There was none.

It was queried whether the chair of the committee had to be a Board member. It was explained that there is no statutory requirement, but that it is better if a Board member chairs the committee to enable reporting to the Board.

Motion 1 to elect Jacqueline Koster as Chair and Matthew Carter as member of the Complaints Committee, and **motion 2** to elect Asmita Naik and Richard Powell as independent new members **were adopted by consensus.**

16. POLICIES – HR AND DATA PROTECTION (paper 13)

Code of conduct: There were some suggestions to adapt the language/rephrase some parts of the Code of Conduct as follows:

- p. 5: CHS alliance has zero tolerance for child exploitation and sexual activity with children
- p. 6, point f): rephrase to put the prohibition at the beginning of the sentence.
- p.4: redraft as follows “Staff must inform their line manager (or alternative) if a personal relationship develops between themselves and another member of staff, and relationship in line management is discouraged”.
- p.9: the wording of the statement of receipt sentence about employment contract to be adapted for Board members as they are requested to sign the Code of Conduct.

The Board adopted the Code of Conduct subject to these changes.

Action:

- ◆ *Send security commitments and the safety & security guidelines to Board members – TW*

Recruitment policy: p.2 of the policy: add the following wording in bold “The Executive Director has overall authority for staff recruitment at the CHS Alliance. Responsibility for recruitment of the Executive Director position lies with the Chair of the Board, **working closely with a selection committee appointed by the Board**”

p.3: remove sentence about head hunters (paragraph 3 under advertising section).

p.5: under pre-employment checks, MC to propose wording regarding some reference checks.

Action:

- ◆ *Share improved wording with TW about pre-employment checks – MC*

The Board approved the Recruitment policy subject to suggested changes.

Data protection policy: p.8 of the policy: add following wording in bold “Within a maximum of 72 hours, the data protection breach shall be reported to the “Préposé cantonal à la protection des données et à la transparence” (<https://www.ge.ch/ppdt/>) **and to the Board**, unless the personal data breach is unlikely to result in a risk to the rights and freedoms of the data subjects”. **The Board adopted the Data Protection Policy.**

There was a general comment about footer on documents. It is requested that for every document the title, date is indicated in italic as a footer.

Actions:

- ◆ Add the additional language to the policies - **TW / HM**
- ◆ Add/adapt footer for each policy – **TW / HM**

Protection of children and vulnerable adults policy: After discussion about combining children and vulnerable adults in the same document, the Chair put forward the following recommendation: **To split the policy into two and send to other members specialised in this area of work, to check content of the policy. The Board adopted this recommendation.**

Action:

- ◆ Work on the policy to split it and consult relevant people/organisations on content – **TW**


N.B.: AdR left the meeting – meeting still quorate

17. CHS STEERING COMMITTEE / MANAGEMENT GROUP UPDATE (paper 14)


JG informed the Board that the minutes of the CHS Steering Committee meeting are true records of the meeting (that she attended). **The Board supported that the Board representative who will be designated, approves the adoption of the minutes at next meeting.**

As Jules Frost resigned from the Board, the Alliance needs to appoint a new representative to replace her. MC submitted expression of interest and **was appointed by the Board by consensus.**

End of the meeting



Robert E. Tickner, Chair of the Board



Hélène Maillot, minutes' taker



Matthew Carter, member of the Board