

Minutes of the second General Assembly of the CHS Alliance held from 10 to 16 May 2018 and webinar on 17th May 2018

1. Introduction

The second General Assembly of the CHS Alliance was conducted virtually.

The meeting was convened in compliance with Article 15 of our Statutes – as confirmed by Robert Sweatman, Head of Performance and Accountability at British Red Cross, member of the Board, Chair of the Membership and Nominations Committee and designated Returning Officer for the voting process (see minutes of the Board meeting held on 26-27 April 2018) – and consisted of a voting period that was open from 10 to 16 May 2018.

The General Assembly was quorate, with 76% of eligible CHS Alliance members submitting their votes within the voting period (there were 82 full members eligible and 64 actually voted; see Annex 1 - list of voting members).

Results of the votes were presented during a webinar organized on 17 May 2018, at which the Executive Director and the Head of Policy, Advocacy and Learning also updated the members on the activities and progresses of the Alliance, including in the area of verification against the Core Humanitarian Standard.

2. Opening and welcome by the Chair during the webinar

In his opening address, Robert Tickner, Chair of the Board, welcomed everyone, thanked our members for their votes and said that greater accountability is a human right, adding that “the Alliance can make history if together we gain global acceptance of the Core Humanitarian Standard on Quality and Accountability (CHS).” He also paid tribute to out-going Executive Director (ED) Judith Greenwood, thanking her for her dynamism and integrity, and for leaving behind a healthy membership-based organisation.

Judith’s contract was for a fixed term of three years; she will be leading the Alliance until the end of September when the new ED takes over.

3. Announcement of the results of voting

The results of the elections were reviewed and validated by Robert Sweatman, designated Returning Officer as mentioned above.

The General Assembly noted that Takeshi Komino’s mandate as Board member was coming to an end and that he did not run for re-election. It also noted that Loretta Hieber, Sayeda Tahya Hossain, Jacqueline Heany, and Ariadna Pop resigned from the Board in the past months, as already noted by the Board in its past meetings.

The CHS Alliance seized the opportunity to thank them for their commitment and hard work.

a. Election of Board members

The Board received ten nominations during the application period which were distributed as follows:

- ◆ Eight nominations for full members' seats in the Board
- ◆ Two nominations for independent seats in the Board

During the review process, one nomination was withdrawn as the nomination was only eligible if membership status was changed from full member to Global Network. As this represented a significant increase in membership fees, the member decided not to change its membership status.

Hence, only nine nominations were presented to the General Assembly: seven for full members' seats and two for independent seats.

The openings – as indicated in the documents shared with the whole membership prior to the elections – were as follows:

1. Five (5) representatives from full members, one of which at least must have human resources (HR) or people management expertise.
2. Two (2) independent representatives who are not concurrently an employee or on the board of a full member.
3. At least one (1) of the full members or independent board representatives must have financial expertise.

In accordance with the CHS Alliance Statutes Articles 18 and 21, **the following persons have been voted onto the CHS Alliance Board for a 3 year term:**

Full member representatives

- ◆ Ms. Anne Cathrine Seland, Human Resources Director, Norwegian Church Aid
- ◆ Ms. Shama Mall, Deputy Regional Director, Programs & Organizational Development, Community World Service Asia
- ◆ Mr. Bijay Kumar, Executive Director, ActionAid, International Kenya
- ◆ Mr. Nick Guttmann, Head of Humanitarian Division, Christian Aid
- ◆ Mr. Matthew Carter, Humanitarian Director, CAFOD/Caritas

Independent member representatives

- ◆ Ms. Dorothea Hilhorst, Professor of Humanitarian Aid and Reconstruction, Erasmus University, The Hague, nominated by ZOA
- ◆ Mr. John E. Beverley, Retired, nominated by CAFOD

The list of the current Board, after the elections, can be consulted in Annex 2 to these minutes.

b. Motions for amendments to the Statutes

Motions were also submitted to the General Assembly for slight changes to the Statutes (rationale for each change is explained below).

In accordance with the CHS Alliance Statutes Article 18, all eight (8) submitted motions were **accepted** by the General Assembly:

◆ **Motion 1 - Revision of membership types**

Rationale:

Currently, the Statutes of CHS Alliance do not reflect the membership of organisations who share the same name and have affiliates all over the world, and do not provide any clarity on the obligations/rights of the affiliates. The Alliance has four organisations that meet this criteria and are paying membership fees. For the purposes of the CHS Alliance statutes they will be called global networks.

Article 7 of the Statutes will be renamed “Full membership” instead of “Full Members” and amended so that the current text is read under point 7(i) and a point (ii) is added as follows (**new text underlined**). If this motion is approved, **article 6** will be automatically updated and the global network will be added as follows:

Article 6

The Association comprises:

1. Full members, including global networks
2. Associate Members
3. Supporter Members

Article 7

Full membership

7 (i) An organisation is eligible to be made a full member of CHS Alliance if:

- a) It is an organisation whose core activities, or whose members core activities, work towards assisting and protecting vulnerable people and crisis-affected communities. They can be Non-Governmental Organisations (NGO), NGO networks, global NGO Secretariats, NGO consortia, Red Cross and Red Crescent Societies, IFRC and ICRC, and UN agencies.
- b) It is legally registered or recognised as a not for profit organisation in the country where it has its Headquarters.
- c) It makes no adverse distinction in its work on the basis of nationality, race, gender, diversity, religious belief, class or political opinion.
- d) It meets the requirements for financial accountability under the law in the country where it has its Headquarters.
- e) It 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.

Full member organisations must be approved by the Governing Board and adhere to the CHS Alliance membership by-laws and policies of the CHS Alliance.

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.

◆ **Motion 2 - Removal of supporter membership**

Rationale:

The category of supporter members however was a new category included in the initial Statutes of the Alliance, but for the past three years, no supporter member has registered. The Board believes that it is unnecessary to include this category in the Statutes as people can support the CHS Alliance without becoming a “supporter” member. As a consequence, if the General Assembly decides to delete article 9, article 12 shall be deleted as well and article 6 amended to reflect the change.

Article 9 and 12 will be deleted from the Statutes; if this is approved article 6 will be automatically adjusted to reflect this as follows:

Article 6

The Association comprises:

1. Full members
2. Associate members
3. ~~Supporter members~~

Article 9 Supporters

~~Supporters are those individuals or consultancy agencies, such as humanitarian and development experts, people affected by disaster, conflict or poverty, trainers and consultants, who may wish to support the vision and mission of CHS Alliance. The role of supporters is to deepen the culture of quality and accountability in assistance and protection for people and communities vulnerable to risk and affected by disaster, conflict or poverty and the role which good practice in people management has in delivering this.~~

~~Supporters can register online and will be approved by the Executive Director.~~

Article 12 Rights of Supporter Members

~~Supporter members are:~~

- a) ~~Entitled to preferential access to events and support services~~
- b) ~~Included in the CHS Alliance electronic emailing list.~~

~~Supporter members are:~~

- c) ~~Not invited to General Assemblies~~

◆ **Motion 3 - Rights of affiliates of global networks**

Rationale:

The right to preferred access to events and support services for affiliates is the key difference between a traditional full member and a global network. This also explains the difference of membership fees paid. It is important to note that this entitlement applies to all affiliates and not only to the international entity; only the international entity though is a full member of the CHS Alliance.

If motion n°1 submitted to the General Assembly is approved, the Board requests that **article 10 g)** is amended as follows (**new text underlined**):

Full members are:

- a) Entitled to attend and speak at general meetings of the CHS Alliance
- b) Entitled to vote at general meetings of the CHS Alliance
- c) Eligible for election to the Board of the CHS Alliance
- d) Entitled to nominate persons to stand for election to the Board
- e) Able to participate in committees and working groups of the CHS Alliance
- f) Able to lodge proposals for consideration by the General Assembly
- g) Entitled to preferential access to events and support services (applies to all affiliates of global networks)

◆ **Motion 4 - Loss of membership**

Rationale:

The CHS Alliance provide for three ways in which membership could be lost.

Membership ceases:

- a) by written resignation to the Board or Secretariat;
- b) by exclusion ordered by the Board, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Board's decision being notified;
- c) for non-payment of dues for more than two years.

While the two first described are clear, the third one needs clarification. Indeed, the non-payment of dues for more than two years is a situation that the Board may face and clarification on how to proceed with such reason to dismiss a member is required so the Statutes can be implemented. The lack of details might prevent the Board from applying article 13 c).

Article 13 will be amended to read as follows (**new text underlined**):

c) for non-payment of dues for more than two years, on approval of the Board. If payment of the dues is made within 30 days of the Board's decision being notified, membership will be continued.

◆ **Motion 5 - Approval of annual audited accounts**

Rationale:

The Statutes are currently silent on which component of CHS Alliance has authority to approve the annual audited accounts. This is an important role that should be clearly included in the Statutes so there can be no confusion in the future.

It is suggested to change **article 23** as follows (**new text underlined**):

The Role of the Board

The Board is responsible for overseeing the CHS Alliance mission, strategic direction, fiscal integrity, including, although not exclusively,

- 1) The promotion of the vision, mission and strategic mandates of the CHS Alliance;
- 2) Developing, reviewing and modifying the CHS Alliance strategy;
- 3) Approving CHS Alliance policies and procedures;
- 4) Reviewing and approving annual budget and funding strategies;

5) Approving the annual financial audit, upon recommendation of the Finance, Risk and Audit Committee
[...]

If modification of article 23 is approved, then **article 31** will be automatically amended to clarify the same:

The General Assembly must appoint an independent qualified auditor of CHS Alliance. The auditor must not be a CHS Alliance member, or board representative or staff of the Secretariat.
In accordance with article 23 of the present Statutes the CHS Alliance Board has the authority to approve the annual audit.

◆ **Motion 6 - Membership fees and the Board's role**

Rationale:

Article 30 already mentions that "Annual fees for the categories of membership will be determined each year by the Board, and are payable for each financial year", however in order to be consistent and make sure there is no doubt on the responsibilities, clarity should be added in article 23 by the inclusion of the abovementioned sentence. The Board supports this addition to the Statutes. The last words of the article shall be changed to reflect the adequate body of rules governing the Board of the Alliance.

Article 23 will be amended as follows (**new text underlined**):

The Board is responsible for overseeing the CHS Alliance mission, strategic direction, fiscal integrity, including, although not exclusively,
[...]

6) Reviewing applications for membership and approving new members;

7) Approving the membership fee structure and annual fees

8) Setting up Committees and Working Groups as needed, to which it can delegate specific tasks as needed,

9) Appointing and performance-managing the Executive Director of the Alliance.

The procedures for the Board functions and Board meetings are fixed by ~~by-laws~~ the Governance Manual.

◆ **Motion 7 - Financial obligations of members**

Rationale:

The new suggested text brings more clarity to the provision given the new membership fees structure and the clarification of the categories of membership as in motion n°1.

The Board suggests to remove the last sentence of this section as the Secretariat would prefer to follow with the members in question to understand the reason for not paying.

The section under **article 30** dedicated to Annual membership fees will be amended to read as follows (**new text underlined and strikethrough text to delete**):

Annual fees for the categories of membership detailed under article 6 et seq. above will be determined each year by the Board, and are payable for each financial year.
CHS Alliance will confirm the amount of fees due and payable by each new member for the financial year by issuing an invoice to each member. The fees for each member organisation will be calculated for twelve months on the basis of the formula agreed by the Board, and the date of Board approval for membership. Members' fees will be due within eight weeks following receipt of invoice. ~~After eight (8) weeks, a member will incur an additional administrative charge of 5% of the fees outstanding from that year.~~

◆ **Motion 8 - Entry in force of the Statutes**

Rationale:

This change is suggested to comply with legal wording and to avoid any confusion.

Article 34 will be amended as follows (**new text underlined and strikethrough text to delete**):

Entry in force of the Statutes

The present Statutes have been approved by the General Assembly in accordance with article 16.e above on [insert date]. They supersede any previous version and enter into force on [insert date].

~~(Articles 1 to 35) will enter into force on 9 June 2015.~~

~~The present Statutes have been approved by the Constituent General Assembly of 09 June 2015.~~

~~The statutes were amended and the current version (including the deletion of Article 35) was approved by the General Assembly on 03 November 2016.~~

4. Appointment of new Executive Director

The name of Tanya Wood was shared with members as our next Executive Director. She will start her assignment on 10 September 2018.

Tanya has a strong track record of leading international membership organisations, most recently as CEO of the International Federation of Anti- Leprosy Associations (ILEP). She was the Director of Partnerships and Policy at the International Council of Voluntary Agencies (ICVA), and held various management positions at the International Federation of Red Cross and Red Crescent Societies (IFRC). Her areas of expertise include strategy and organisational development, and elaborating partnership and co-ordination platforms and policies.

In accordance with Article 29 of the CHS Alliance Statutes, Tanya will be an authorized signatory, collectively, for the CHS Alliance from the moment she starts her assignment.

5. Update of the CHS Alliance activities

The Executive Director then took the floor, providing the audience with an overview of the Alliance's recent achievements and the significant progress made with regard to the uptake of the CHS by key institutions and organisations, such as the United Nations and the International Committee of the Red Cross (ICRC).

Her presentation is annexed to these minutes (Annex 3).

6. Update on the verification against the Core Humanitarian Standard (CHS)

Bonaventure Sokpoh, Head of Policy, Advocacy and Learning at the CHS Alliance, then gave an update on the verification process and results so far from the members.

He reminded what are the options offered to the members of the Alliance in terms of verification against the Standard and then focused on the aggregated results to date and on the self-assessment, which is one of the verification options. Bonaventure explained that the self-assessment tool is under revision based on the feedback from members who have already completed it.

Copy of the presentation is annexed to these minutes (Annex 4).

7. Date of the next General Assembly

The next General Assembly will be held before the end of 2019. The date shall be determined by the Board at its next meeting in September 2018.

8. Closing of the webinar

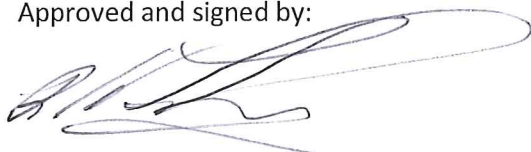
The Chair expressed his appreciation to all members who voted during the General Assembly. He congratulated and welcomed the new Board members and ended the webinar.

Drafted by:



H el ene Maillet
Minutes taker

Approved and signed by:



Robert Tickner
Chair



Jules Frost
Vice-Chair

Annex 1: List of voting members - General Assembly 2018

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| ACTAlliance | Johanniter-Unfall-Hilfe e.V. |
| ActionAid International | Lutheran World Federation |
| Agence d'Aide à la Coopération Technique Et au Développement (ACTED) | Lutheran World Services India Trust |
| British Red Cross | Malteser International |
| CAFOD | Medair |
| Care International | Mercy Malaysia |
| Caritas Maralal | Mission Aviation Fellowship International |
| Catholic Diocese of Marsabit | Mission East |
| CBM International | Muslim Aid |
| CCS Italia/Helpcode | New Millenium Hope Development Organization |
| Cesvi Fondazione | Nordisk Hjälp |
| Christian Aid | Norwegian Church Aid |
| Church of Sweden | Œuvre d'Orient |
| COAST Trust | Office Africain pour le Developpement et la Cooperation (OFADEC) |
| Community Development Centre (CODEC) | Oxfam International |
| Community Family Services International | People In Need |
| Community World Service Asia | Plan International |
| Concern | PMU Interlife |
| DanChurchAid | Save the Children International |
| Danish Refugee Council | Swedish Mission Council |
| Diakonia | TEAR Australia |
| EDUCO | Tearfund |
| EFICOR | The Border Consortium |
| Finn Church Aid | TPO Uganda |
| Fondation Mérieux | War Child UK |
| Habitat International | Welthungerhilfe |
| Human Appeal International | Women Support Association |
| Humanitarian Initiative Just Relief Aid (HIJRA) | World Relief |
| International Aid Services | World Renew |
| International Medical Corps | World Vision International |
| Islamic Relief Germany | YAKKUM Emergency Unit |
| Islamic Relief Worldwide | ZOA |