

MINUTES OF THE CHS ALLIANCE BOARD 18-19 September 2019

PRESENT:

Samah Bassas (SB),
Anne Cathrine Seland (ACS),
John Beverley (JB, Treasurer),
Matthew Carter (MC),
Nick Guttman (NG),
Jacqueline Koster (JK),
Shama Mall (SM, Vice Chair),
Robert Sweatman (RS) – *part of meeting*,
Robert Tickner (RT, Chair),
Thea Hillhorst (TH),
Allan Calma (AC),
Rezaul Chowdhury (RC),
Makena Mwobobia (MM),
Marina Skuric Prodanovic (MSP)

IN ATTENDANCE:

Tanya Wood (TW, Executive Director/ED),
Hélène Maillet (HM, minutes only)

APOLOGIES:

Martha Nemera Woyessa (MN)

ABSENCE:

Osama Ezzo (OE)

INVITEES:

Rosa Argent, (RA, Head of Membership and Communications), Patrick Hartmann (PH, Head of Finance and Administration), Bonaventure Sokpoh (BS, Head of Policy, Advocacy and Learning), Adrien Muratet (AM, CHS Verification Manager)

DAY ONE

1. PROCEDURAL MATTERS (paper 01)

1.1. APOLOGIES, WELCOME, DECLARATIONS OF INTEREST AND AGENDA

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.

The agenda was approved by consensus.

It was noted that this meeting is the last meeting of Rezaul Chowdhury and Samah Bassas whose mandate as Board members comes to an end in November 2019 and are not running for re-election. Martha Nemera Woyessa who is not attending the meeting will not run for re-election either in November.

The Board also acknowledged the resignation, sent in July 2019, of Anne de Riedmatten from her co-opted seat.

1.2. MINUTES OF LAST BOARD MEETINGS (25 June 2019)

The minutes of 25 June Board meeting were adopted as true and correct record of the meeting.

1.3. ACTIONS ARISING NOT APPEARING ELSEWHERE ON THE AGENDA

The actions arising document was noted.

Item 188: The Board group on localisation will meet to discuss next steps on the margins of this meeting and update at a future Board meeting.

2. EXECUTIVE DIRECTOR'S REPORT & KPIs (paper 02)

TW reported against each objective with highlights of what's going well, what is work in progress and what challenges remain.

3. FINANCE, RISK AND AUDIT COMMITTEE (PAPER 03)

3.1. 2019 BUDGET UPDATE & 2020 BUDGET

PH attending this session.

JB, the Treasurer, gave his report from the FRAC. He underlined that solid processes are in place, skillset is good. Need to focus on the figures and the funding pipeline.

The FRAC presented the following resolution to the Board: The FRAC requests the Board to delegate authority to the FRAC for approving the 2020 Draft Budget end of September / beginning of October 2019, during an additional FRAC meeting (date to be determined).

It was clarified that the FRAC will give a pre-approval and the budget will be referred back to the Board at its first meeting of 2020. The Board adopted the resolution by consensus.

The payment of membership fees is good, with just over 50% of the total membership having paid their fees but need to pay attention to the Membership fees component of funding, as a critical funding for the Alliance.

Board members advised to develop Objective 3 of the Strategy, which focusses on building the thematic support to members, as a key added value of membership for the Alliance. TW reported that membership strategy will be reviewed, and by-laws to clarify some aspects of membership developed. A mapping of Bond, ICVA, ALNAP and Sphere's memberships has been done to see where there is overlap of members.

3.2. RISK MATRIX

The Risk matrix with the accompanying Risk Mitigation Plans were presented to the Board. JB acknowledged the team approach to the process where all levels had been involved (staff, ED, Board).

This will be updated before each FRAC and Board meetings.

Recommendations were made to improve the document by adding a verbal risk analysis and arrows indicating whether the risk is increasing or decreasing. This will be added to future versions.

The Board adopted the following resolution by consensus: The Board welcomes the preparation of this document and refers to the FRAC for the ongoing review and update. A copy is presented at each Board meeting. The Board also thanks the staff for their involvement in producing this document.

4. MNC REPORT (PAPER 04)

RA attending this session.

4.1. UPDATE ON MEMBERSHIP

TW summarised the changes in membership in the past months. There is a number of pending resignations. A full list will be shared at next Board meeting. There are some applications in process but no applications to approve at this meeting.

A new membership flyer (to recruit members) has been produced and was circulated during the meeting.

4.2. BOARD NOMINATIONS

For the next elections, a total of 20 nominations have been received that are divided as follows:

- 17 nominations for four (4) full members seats
- 3 nominations for three (3) independent seats (including two representatives of people affected by crisis)

Resolution: The MNC presented the following resolution to the Board: Noting that one nominating organisation has not paid its 2019 fees yet, the MNC recommends the Board approves the following nominations taking into account that the Secretariat will follow up on the payment of the fees (deadline 1st November 2019). In case the member fails to pay their membership fee the nominee will be removed from the candidates' list for the actual voting. The Board approved the resolution by consensus.

Board members noted that the webpage on the current Board members lacks some elements (expertise, background, dates of term of service).

Action:

- ◆ Secretariat (comms team) to update the webpage based on elements received from Board members

There was a discussion on Board diversity: what it means exactly and how to reach diversity through an election process (ideas of new approach for future elections: quotas, reaching out to some specific individuals/organisations)

A resolution was put forward during the meeting as follows: For future election processes, when publicly releasing the nominations, the Board requests the Secretariat to highlight all existing policies relative to Board composition including skills, diversity and representation to encourage members to keep this in mind in the voting process. The Board approved the resolution by consensus.

5. GENERAL ASSEMBLY (paper 05)

5.1. AGENDA & PROCEDURAL MOTIONS

RS and RA joined the meeting

The Secretariat requested the Board to approve the GA agenda. Resolution - The agenda was approved by the Board by consensus.

The Board requested the Secretariat to ensure the independent Board nominee candidates are invited to the GA.

Action:

- ◆ Secretariat to ensure independent candidates are invited to the GA.

The following resolutions were put forward to the Board by the MNC and the Secretariat:

1. The MNC suggests that the observers are welcome from organisations that have put in writing that they are interested in joining as a member. The Board approved the motion by consensus.

2. The Secretariat requests the Board to approve HQAI being invited as an observer to the General Assembly for the segment where the verification scheme will be discussed. The Board approved the resolution above by consensus, delegating to the ED to manage the relationship with HQAI

5.2. STATUTES REVISION

RS presented the motions proposed and the format adopted.

Motion 1: The concern of the Board is to make sure that motion 1 is clarified and well understood.

RS suggested to have a Statutes' stand during the General Assembly to respond to members' questions.

Action:

- ◆ Secretariat to plan an info stand on the Statutes during the GA

The Board approved the following by consensus: There will be a clear communication in advance of the meeting, with instructions on the voting process and the request to submit strong objections and proposed changes to the motions to the Secretariat in advance of the GA, with clear deadline.

Action:

- ◆ Secretariat to prepare a communication to members to explain the motions and how to address concerns and changes in motions.
- ◆ Secretariat to write a script for the Chair of that session

A few wording changes were suggested and will be taken into account.

Motion 2: membership categories

The Board discussed membership categories and the proposed options to review them. **The Board decided by consensus to keep articles 7 and 8 of the Statutes as they stand with the only addition of two criteria/requirements for membership.**

The two requirements are the following:

Must adhere to the CHS – and show this via an annual alignment statement or undertaking a process of verification

Must have a code of conduct, with specific mention of prohibiting sexual exploitation and abuse

Motion 3: General Assembly processes

A few minor changes were suggested to clarify the proposed changes. It was underlined that there is no limitation of proxies per individual and that online voting for Board elections is a good practice.

Motion 4: Vice-Chair election
approved as it is

Motion 5: composition of the Board
approved as it is.

Action:

- ◆ *Motions to be amended by Secretariat team as noted above.*

6. VERIFICATION SCHEME REVIEW: MANAGEMENT RESPONSE (paper 06)

AM and BS attended this session.

TW summarized the process since last meeting in June and explained that the aim is to have a management response ready before the GA.

Resolution submitted to the Board was as follows: The Secretariat requests the Board to approve the management response so it can be shared with members to form the basis of discussion at the General Assembly.

TW highlighted the main takeaways from the KPMG report:

- Need for stronger communication/advocacy plan together with HQAI (consultant has been hired to help the Secretariat to develop this)
- Reducing the costs: proposition is around how to make more complementarity between self-assessment (incl. peer review) and external verification.
- Set up a technical advisory group for the verification scheme

The Board proposed some additional elements for the management response.

It was suggested that the following sentence is included: **The CHS Alliance remains committed to meeting the present and future needs of verification options (self-assessment, peer to peer review, independent verification, certification) in the sector by developing the global capacity to improve the effectiveness of aid.**

The Overview (page 1, paper 06) is amended as follows: “Advocate for greater recognition of verification through continued discussion with governments/UN assessment and how CHS verification is considered in, amongst others, their assessment and due diligence processes **linked to accessing funding.**”

For the TAG, TW will draft some proposed ToRs so that these could be presented to the GA. The following Board members volunteered - **MC, AC, TH, NG.**

The Board approved the management response with the inclusion of a preamble including a clear direction for the future of the verification scheme (including also context, background, and governance role in this review, as well as the Alliance’s interpretation of the report)

RS left the meeting – meeting still quorate.

7. COMPLAINTS COMMITTEE (paper 07)

JK reported on the Complaints Committee. The Complaints policy is due a review. There is a meeting planned on 19 September to discuss this.

AOB

Requests for a later start on day two – to be envisaged for future meetings.

DAY TWO

*Welcome word form Chair
MSP attending remotely
Apologies from RS, TH & MW*

Meeting quorate.

8. UPDATED 2020-2021 STRATEGY (PAPER 08)

TW presented a proposed update of the strategy for the GA including the three areas that would be explored with the members at the GA. Some suggestions were made:

- Strengthen objective 3 and Membership Services, particularly stressing the need to strengthen people management.
- Suggestions for other issues that could be covered by the Alliance and the CHS (e.g. fraud, new power dynamics in the sector and imbalance of power).
- Board members stressed the importance of retaining a strong focus on “listening to the voices of affected people.”

There was discussion also on preparing for the next full strategy review for 2021, including possible technical training about strategy for staff and Board and building a strategic plan that is flexible, adaptable to rapid change. The next full review of the CHS Alliance strategy will need to take into account the review of the CHS itself.

Action:

- ◆ *Include discussion on next strategy as part of first Board meeting of 2020.*

- ◆ ED to review the strategy proposal in light of comments made by Board members and in developing the working sessions at the GA.

9. BOARD PROCESSES (PAPER 09)

9.1. Board appraisal

Results of the first Board appraisal were shared.

MSP left the meeting – still quorate

It was unanimously agreed that the tool needs to be refined (remove questions, redraft, etc.). There will be also a need to reflect on the current results. ACS volunteered to review the Board appraisal and three other Board members volunteered to support her with this task. **Volunteers are ACS, RT, AC, JK**

Action:

- ◆ ACS to prepare a first draft of the revised Board appraisal tool (with other volunteers).
- ◆ Board group on appraisal tool to meet and feedback to the Board at next meeting

9.2. Governance Calendar

Switch May face-to-face meeting with February.

Action:

- ◆ Secretariat to send new doodle poll for February face to face meeting (including induction session for new Board members).
- ◆ Secretariat to confirm date and times for May teleconference
- ◆ Next strategy discussion – ED to add an extra day to September meeting for more time on this.
- ◆ Complaints committee meeting to be added to the calendar.

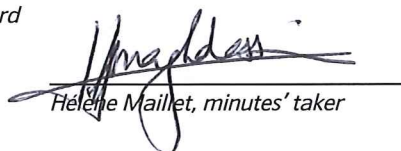
10. AOB

- Committees will need new members, especially MNC, so Board members asked to consider if they could join some of the committees in the new year.
- The Chair thanked Reza and Samah for their contributions to the Board.
- The Chair thanked everyone for their attendance.

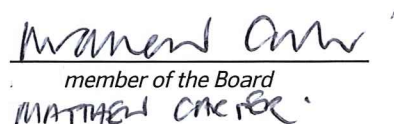
End of the meeting



Robert E. Tickner, Chair of the Board



Helene Maillet, minutes' taker



member of the Board
MATTHEW COKER