

MINUTES OF THE CHS ALLIANCE BOARD

23-24 September 2020

Virtual Meeting via Zoom

PRESENT:

Mohamed Almasri (MA), John Beverley (JB, treasurer), Allan Calma (AC), Matthew Carter (MC), Yegana Guliyeva (YG), Coleen Heemskerk (CH – left earlier on day 2), Thea Hilhorst (TH), Rehema Kajungu (RK), Jacqueline Koster (JK), Shama Mall (SM Vice Chair), Anne Cathrine Seland (ACS - left earlier on day 2), Marina Skuric Prodanovic (MSP), Robert Sweatman (RS, interim Chair)

IN ATTENDANCE:

Tanya Wood (TW, Executive Director/ED), H el ene Maillet (HM, minutes only)

APOLOGIES:

INVITEES:

Rosa Argent (RA, Head of Communications and Membership – day 1&2), Patrick Hartmann (PH, Head of Finance and Administration – day 1), Adrien Muratet (AM, CHS Verification Manager – day 2), Bonaventure Sokpoh (BS, Head of Policy, Advocacy and Learning – day 1)

1. PROCEDURAL MATTERS (paper 01)

The Board is requested to approve minutes of May and July Board meetings.

1.1. Apologies, welcome, declarations of interest and agenda

The interim Chair, RS, welcomed Board members and encouraged them for the next two days to reflect and discuss in a collaborative and open way. He underlined the current traction at the global level on specific topics such as CHS verification, localisation and PSEAH and the momentum it creates for the CHS Alliance, which also highlights where we still need to put efforts.

He declared the meeting had been convened according to the Statutes. There were no formal apologies. The meeting was quorate. There was no declaration of interest.

The resignation of Robert Tickner as Chair of the Board was noted, and RS thanked him for his leadership and commitment to the Board of the Alliance.

The agenda was approved by consensus.

1.2. Minutes of last Board meetings (28 May 2020 and 23 July 2020)

There was no comment on or changes to the minutes of 28 May 2020 Board meeting.

The minutes of 28 May 2020 Board meeting were adopted as true and correct record of the meeting.

There was no comment on or changes to the minutes of 23 July ad hoc Board meeting.

The minutes of 23 July ad hoc Board meeting were adopted as true and correct record of the meeting.

1.3. Action arising not appearing elsewhere on the agenda

One question was raised about requests for reduction of membership fees – this will be covered in the MNC report (see section 3 below).

The actions arising document **was noted**.

2. EXECUTIVE DIRECTOR REPORT (paper 02)

The ED presented an update of the last quarter around the four strategic objectives of the Alliance, in terms of what was going well and what needed further work.

In the discussion following the presentation, Board members raised a number of suggestions:

- reaffirmed the need to reinforce collaboration with other stakeholders on PSEAH (UN, ICVA, etc.) as well as the need to carefully balance promotion of the holistic nature of the CHS as a whole with PSEAH considerations.
- requested that talking points on issues related to certification are shared with them.
- suggested to focus on qualitative data on localisation and asked how this data feeds in the discussion on the Grand Bargain on localisation.
- Requested the Secretariat to pay special attention to its handling of data and make sure its data protection policy is up to date
- shared potential avenues and updates for engagement in in Asia.

Action:

- ✦ *Secretariat to make sure its data protection policy is up to date and any data stored is in compliance with the policy*
- ✦ *Comms team to draft talking points for Board members on issues related to certified organisations/certification and PSEAH.*

The ED report was noted.

3. MNC report (paper 03)

The Board is requested to look at the way forward for the appointment of a new Chair.

The Board is requested to approve proposed changes to the Statutes to be submitted to the GA and four new membership applications.

RA attended this session.

3.1. Board Chair update

Timeline and process

Changing the way a new Chair is advertised and recruited, and allowing for an external Chair, requires changing the Statutes. Therefore, there is a need to convene a General Assembly to amend the Statutes. The Secretariat presented a timeline for this process respecting statutory requirements.

The interim Chair also explained JB's tenure as Board member and Treasurer will end in May 2021. Given the change of Chair and the upcoming renewal of some Board members in 2021, there is a proposal to request the GA to extend JB's role on the Board as Treasurer on an exceptional basis to allow for a smooth and well managed transfer of the treasurer function.

The Board approved the decision to convene a General Assembly for amending the Statutes according to the proposed timeline.

The Board approved requesting the GA to extend JB's mandate to no later than end 2022.

If the GA agree to the changes in the Statutes the Board will need to select candidates for the Chair position and for this, the Board will establish a sub-committee. This will include RS as interim Chair, SM as vice chair. JB, YG and AC also volunteered to join this committee. The sub-committee will play a key role in the full advertising and recruiting process. Terms of reference will need to be developed

The Board agreed that one or two staff members should be involved in the selection. The Board was open to also including other external views, though the selection committee will need to give this more consideration.

Advert

The Board felt that more details were required on the Chair's profile and the wording of the advert needed updating. More time would be made at the end of the meeting to discuss this.

Action:

- *Make clear in the advert that this is a voluntary (not paid) role.*
- *Develop TORs for the new Chair recruitment sub-committee*

3.2. Statutes' changes proposal

The interim Chair presented the changes recommended by the MNC. Once approved by the Board, the GA will be invited to vote on the proposed changes.

Questions were raised on paragraph 11 about the continuity of the chair in case of them getting employed by a member (full or associate) in the course of their mandate. It was suggested to add a notice period for the Chair roles to allow for changes while ensuring continuity.

In paragraph 12, it was suggested to decrease the proportion of Board members agreeing to a candidate for interim chair or vice-chair from 80% to 2/3. **This was agreed by the Board.**

Action:

- *RS to amend the Statutes' changes proposal according to above Board suggestions and re-submit by email for final approval.*

The MNC also proposed a means for removal of Board members – a situation currently not covered by the Statutes. As this issue is not pressing, it could be dealt with at a later time. The Board agreed that the option making use of the CHS Alliance Complaints Committee was their preference.

This suggestion to postpone the inclusion of an article on Board members' removal if needed was approved by the Board.

Action:

- ♦ *RS to speak with JK re. the Board member removal process and the use of the Complaints Committee*

3.3. Membership applications

RS, interim Chair and Chair of the MNC, presented four membership applications.

The Board approved membership applications of:

- Across
- Jesuit Refugee Service
- Tearfund Canada

Biferd's **approval is pending** an additional reference check is conducted.

The discussion raised other ongoing discussions about the means of membership due diligence, for example, checking with the OCHA-managed pooled fund mechanisms on whether information could be shared. There were also questions regarding additional membership requirements such as complaint mechanisms.

The further requirements / vetting for membership raises the question of making verification an explicit requirement for membership. This needs to be discussed further.

RS updated that two requests for 2020 membership fee reduction were received and examined by the Secretariat (Finance and Membership teams). Both had been accepted.

Action:

- ♦ *Membership team to inform the applicant members of the Board's feedback.*
- ♦ *Membership team to update the reference check questions for prospective members, including a question on financial integrity.*
- ♦ *MNC to reflect on the verification requirement for members and report back at future Board meeting*

4. FRAC REPORT (paper 04)

The Board is requested to appoint Mohamed Almasri as member of the Finance Risk & Audit Committee according to the Committee's Terms of Reference and to approve the revised Finance Policies.

PH attended this session.

4.1. new FRAC member

The Board approved the appointment of Mohamed Almasri as member of the FRAC.

4.2. 2020 funding update

The Treasurer (JB) presented the financial update to the Board. One correction was made to the FRAC Minutes.

Action:

- ♦ *Finance team to correct p.3 of FRAC minutes regarding the relationship of SIDA and COS*

4.3. Finance policies

The Treasurer thanked the Finance team for their work on revising the Finance policies that were well received by the FRAC. There was no question on the revision of the Finance policies.

The Board approved by consensus the revised Finance policies.

5. **CHS Exchange and launch of the HAR (paper 05)**

RA and BS attended this session.

5.1. HAR

The ED presented the learning from this first HAR that used CHS verification data. She highlighted some of the plans for the future editions, such as bringing in examples of measuring the application of CHS at country level and increasing the voices of people affected.

The Board welcomed the effort on presenting this data and on getting key stakeholders from the accountability community to contribute to and review the document.

5.2. CHS Exchange: Verification – localisation campaign and donor recognition

The ED presented the agenda for the CHS Exchange and highlighted some key sessions, including the launch of the PSEAH index on the Wednesday 6 October, the start of the localisation campaign and the donors' session on Thursday 8 October.

The Board suggested to reach out more to local NGOs as this event is open to non-members.

Action:

- *Secretariat to contact ICVA to circulate registration link to local NGOs and liaise with other networks.*

DAY TWO.

In camera session

6. **CHS ALLIANCE COMPLAINT MECHANISM UPDATE (paper 06)**

Two Board members are requested to join the Complaints Committee

The ED reminded that the complaints policy has been finalized and shared on the website.

The Board Complaints Committee needs two more Board members to join MC and JK. **JB and ACS volunteered.**

It is suggested that the Committee keeps an overview of the procedures of the CHS Alliance complaints mechanism and review it when needed.

7. **VERIFICATION (paper 07)**

AM attended this session.

7.1. Verification update

AM presented the CHS verification dashboards showing the data from various verification processes. Alliance members are given access to their own data to see their results against the average data of all organisations verified. The plan is to give access to member organisations (and Board members) to the collective aggregated data

The Board found it very useful. It was suggested to give the necessary attention to the system's security to make sure it is secure.

7.2. PSEAH index

The ED reminded that it has been the intention for the last two years to strengthen the CHS for PSEAH. The Secretariat has worked with a team of consultants to develop the PSEAH index within the verification framework. They have incorporated the "PSEAH requirements to fulfil the indicator" for 22 of the CHS indicators most relevant to sexual exploitation, abuse and harassment.

The PSEAH index was noted by the Board.

7.3. Verification advisory panel

The Board is requested to:

- *increase the number of independent experts in the ToR to "up to six" independent experts to allow for balance on expertise and to help geographical representation*
- *volunteers as representative of CHS Alliance Board (up to three)*
- *approve the VAP candidates based on Secretariat recommendations*

The Board approved by consensus the increase of the number of independent experts in the ToR of the Verification Advisory Panel and change the wording to "up to six".

The Secretariat received a good number of applications. The Board approved the candidates suggested by the Secretariat, namely:

- Merete Skjelsbæk
- Cat Skehan
- Thomas Lewinsky
- Amina Deji-logunleko
- Tim Boyes-Watson
- Claire Goudsmit

Action:

- ✦ *Secretariat to inform candidates (successful and unsuccessful) of the outcome of the Board meeting.*

Board members were also requested to volunteer for the VAP. The volunteers were **CH, AC and YG.** First meeting of the VAP will be organized soon.

The Chair will be nominated by the VAP among independent members of the VAP.

8. CHS REVISION AND COLLABORATION WITH SPHERE (paper 08)

8.1. CHS revision Collaboration with Sphere

The Board is requested to note this key development of the CHS. This will continue to be a key area for CHS Alliance Board oversight in the coming year.

The Secretariat welcomes suggestions for the way forward regarding the future collaboration with Sphere.

Board members underlined that Sphere has extensive experience in revision process of standards and this will benefit the revision of the CHS (adopt some good practices, learning and avoid challenges they faced). They also stressed that engagement of the membership will be critical in the process, as well as the inclusion of HQAI to ensure the revised standard is verifiable.

There will be more discussion among the Board on the revision in the coming months to agree on what the Alliance's priorities for this revision will be.

It was agreed that more work is needed on the paper 08 (complementarity with Sphere) to clearly articulate the common areas and differences.

9. BOARD PROCESSES (PAPER 10)

9.1. Board evaluation tool

The Board is requested to make any suggestion for improving the document and to decide when the tool will be rolled out

ACS presented the tool to the Board. The whole process contains five steps:

- Desk study (once a year)
- Board meeting evaluations (after each meeting)
- Board evaluation (once a year before last meeting of the year)
- Discussion on findings in Board meeting (including deciding on action plan)
- Regular follow-up on action plan

The Board thanked ACS, JK, and AC for their work on the Board evaluation tool.

It was suggested to use a 1-5 scales for both questionnaires (meeting evaluations and yearly Board evaluation). Board members made other suggestions to improve the questions and suggested to run the meeting evaluation live in future meetings.

Meeting evaluations will start with this meeting and the yearly evaluation will take place before the end of 2020 Board meeting to discuss the results at the end of the year.

Action:

- *refine the questionnaires*
- *Share and complete the evaluation for this meeting*

CH left the meeting – meeting still quorate.

10. Risk Matrix update (paper 09)

RA attended this session.

JB presented the risk matrix including a visual on the evolution of the risks since last year. Four risks were highlighted for Board attention to consider if they are still articulated in the right way and consider how to mitigate them.

ACS left the meeting – meeting still quorate

Feedback from the Board's detailed consideration of four risks were summarized during the meeting for follow-up by the FRAC and the ED.

Action:

- FRAC/ED to follow up on the update of the risk matrix.

11. BOARD PROCESSES (PAPER 10) (continued)

11.1. Governance Calendar

The last meeting of the year (4 December 2020) will be extended to two sessions over two days and be at a later time. A new schedule will be shared with the Board.

The Board agreed to the additional time for the next Board meeting in December.

Action:

- HM to send new timings for December meeting

12. AOB

The Board reflected on the profile of the Chair and specific characteristics of potential candidates. Feedback was captured and the ED will amend the role advert and profile accordingly.

The recruitment sub-committee will work out the options for advertising the vacancy (options in paper 03a).

Action:

- ED to amend role advert and profile and convene meeting of the sub-committee.

The Interim Chair thanked everyone for their attendance.

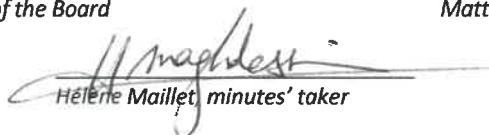
End of the meeting



Robert Sweatman, Interim Chair of the Board



Matthew Carter, member of the Board



Helène Maillot, minutes' taker