

MINUTES OF THE CHS ALLIANCE BOARD

15 and 17 June 2021

Virtual Meeting via Zoom

PRESENT:

Hana Abul Husn (HAH), Mohamed Almasri (MA), Michael Barnett (MB), John Beverley (JB, treasurer), Allan Calma (AC), Matthew Carter (MC), Yegana Guliyeva (YG), Coleen Heemskerk (CH), Rehema Kajungu (RK), Jacqueline Koster (JK), Shama Mall (SM Vice Chair), Susan Otieno (SO), Meg Sattler (MS), Marina Skuric Prodanovic (MSP), Robert Sweatman (RS, interim Chair), Aimee Wielechowski (AW)

IN ATTENDANCE:

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

APOLOGIES:

Aimee Wielechowski (AW) (day 1)
Coleen Heemskerk (CH) (leaving early on day 1)
Matthew Carter (MC) (leaving early on day 1)
Mohamed Almasri (MA) (leaving early on day 1)
Marina Skuric Prodanovic (MSP) (leaving early on day 2)

INVITEES:

Rosa Argent (RA, Director of Communications, Membership and Outreach), Patrick Hartmann (PH, Director of Support Services/CFO), Adrien Muratet (AM, Verification Lead), Gergey Pasztor (GP, Head of Strategic Planning and Development)

1. INTRODUCTION AND PRESENTATION

RS, the interim Chair, opened the meeting and welcomed the new Board members elected during the General Assembly vote from 22 to 26 March 2021, who are:

- Hana Abul Husn, Global Planning Monitoring & Evaluation Specialist, War Child Holland
- Susan Otieno, Executive Director, ActionAid International Kenya
- Aimee Wielechowski, Head of HR Partnering and Development, Danish Refugee Council
- Michael Barnett, University Professor, George Washington University (Independent)
- Meg Sattler, Director, Ground Truth Solutions (Independent)

2. PROCEDURAL MATTERS (paper 01)

The Board is requested to approve the agenda and minutes of Feb and March Board meeting and of the March General Assembly (GA).

2.1. Apologies, welcome, declarations of interest and agenda

The interim Chair declared 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**

2.2. Minutes of 9 February ad hoc Board meeting

There were no changes to the minutes of 9 February 2021 Board meeting as circulated in paper 01.

The minutes of 9 February 2021 Board meeting were adopted as a true and correct record of the meeting.

2.3. Minutes of last Board meeting (16-18 March 2021)

There were no changes to the minutes of 16-18 March 2021 Board meeting as circulated in paper 01.

The minutes of 16-18 March 2021 Board meeting were adopted as a true and correct record of the meeting.

2.4. Minutes of the General Assembly held from 22-26 March 2021

There were no changes to the minutes of 22-26 March 2021 General Assembly as circulated in paper 01.

The minutes of 22-26 March 2021 General Assembly were adopted as a true and correct record of the meeting.

2.5. Action arising not appearing elsewhere on the agenda

item 240: Data protection policy issue will be covered in the FRAC report on Thursday.

item 224: Board Talking Points are being finalized and will be shared with the Board shortly.

The actions arising document **was noted**.

2.6. Governance Calendar

A poll was sent during the meeting to agree on the dates of the December Board meeting. Based on the responses, the **meeting will take place on 6 and 7 December 2021**.

A General Assembly will be organized in the second half of the year to elect the Chair of the CHS Alliance and new auditors, date to be confirmed.

2.7. Board meeting review

Results of the previous meeting review have been shared with the Board. Another meeting review to be sent after this meeting.

Action:

- ◆ *HM to send invite for the December meeting and confirm September dates*

3. EXECUTIVE DIRECTOR REPORT (paper 02)

3.1. ED update

The ED presented progress against key objectives of the CHS Alliance current strategy as well as the potential risks and challenges.

Upcoming CHS Alliance events were mentioned and Board members encouraged to join:

- Humanitarian HR Conference (HHR) 2021 – 28-30 June 2021 – Navigating accountability in HR
- CHS Exchange – 28-30 September 2021

The ED report was noted.

4. Complaint Committee (paper 03)

MA, MSP, MC left the meeting – meeting still quorate

4.1. Update on complaints

JK updated the Board about complaints received since the adoption of the new complaint policy.

4.2. Complaint procedure update

The complaint committee is working with the Secretariat on updating its complaints policy, to be submitted to the Board for approval at the September meeting.

4.3. New Complaint Committee members

New Board members are requested to join the Complaint Committee. MB, HAH and AW were proposed to join the Committee.

The Board approved the appointment of Michael Barnett, Hana Abul Husn and Aimee Wielechowski to join the Complaint Committee.

5. Strategy Session (paper 04)

CH left the meeting – meeting still quorate

GP and RA attended the session.

Board members were asked to reflect on the current strategic objectives of the CHS Alliance. Their feedback was collected and will feed into the strategy development and sessions with the Alliance's membership foreseen to take place over the next few months.

DAY TWO.

in camera session

Strategy Session (paper 04) (continued)

Board members continued their reflection and volunteers were sought to work on joining a Strategy Advisors Group that will help oversee the new strategy development.

MB, MS, JB, JK, MSP (tentative) volunteered to contribute to it.

6. MNC report (paper 05)

RA attended the session.

6.1. GA and Chair recruitment update

RS informed the Board that a consultant has been hired to support the ED and Chair Committee with the Chair recruitment process. The intention is to present a candidate for a vote by the GA later this year (date to be confirmed).

6.2. Vice-Chair update and motion

SM left the session – meeting still quorate

A message had been sent to all Board members to let them know that Shama Mall, current Vice Chair was willing to continue in the Vice Chair role for another term, along with an invite for others who were interested to come forward. No other candidates had put themselves forward.

Motion to the Board: The MNC requests the Board to appoint Shama Mall for another three years' term as Vice-Chair for the CHS Alliance.

The Board approved the motion and appointed Shama Mall for another three-year term as Vice-Chair of the organisation.

SM joined the session

6.3. Other Board members term

MC announced that he will resign from the Board at the end of September as he is leaving his position at CAFOD.

Given article 21 of the Statutes and the actual number of Board members there is no need to organise elections at this stage to cover this vacancy. However, as MC is a member of the CHS Steering Committee who represents the Board of the CHS Alliance and given the critical role of the Steering Committee in the CHS revision process, it is proposed that the Board considers MC continuing to serve in the Steering Committee as a special representative of the Board to ensure continuity in the relationship to date.

MC left the session – meeting still quorate

The Board agreed that RS should draft ToR for a special representative role which will be circulated for comment in advance of the September meeting.

Action:

- ◆ *RS to draft the ToR, circulate them to the Board to approve*
- ◆ *Decision on appointing MC as a special representative of the Board to the CHS Steering Committee is postponed until ToR are shared and discussed.*

MC joined the session

6.4. Co-opted member term's renewal

The following motion was presented to the Board.

Motion to the Board: The MNC requests that MSP's term as co-opted Board members is extended for another three years.

The Board approved the motion and appointed Marina Skuric Prodanovic as co-opted member for another three-year term.

6.5. Membership updates

Membership lists were noted.

6.6. Membership applications

RS, as Chair of the MNC, presented the four membership applications and confirmed that they were all responding to the Alliance's criteria.

The Board approved membership applications of:

- Cornerstone OnDemand Foundation (associate membership)
- Polish Humanitarian Action (full membership)
- Islamic Relief Sweden (full membership)
- Stitching Cordaid (full membership)

Action:

- ◆ *RA to inform organisations about Board decision.*

MSP left the meeting – meeting still quorate

7. FRAC (paper 06)

PH attended the session.

JB, the Treasurer, presented the FRAC quarterly report with new presentation of the management accounts as requested by the Board/FRAC.

Update on membership fees: positive news that the payment of fees is the highest it has been to date. ***The Treasurer recommended that the Board address the issue of members payments when developing the new strategy.***

7.1. Risk matrix process

The Secretariat had suggested a twice-yearly approach to updating its Risk Matrix, first with the SMT, and then with the FRAC and then to the Board for discussion. JB reminded the Board that FRAC reviews the risk matrix regularly, but the Board owns the risks.

7.2. New FRAC member

Motion to the Board: The Treasurer recommends the Board to appoint Susan Otieno as a new member of the FRAC. The Board agrees to amend the ToR to increase the number of Board members on the Committee from three to four.

The Board approved the motion and appointed Susan as a new member of the FRAC. The Board agreed to amend the ToR accordingly.

Action:

- ◆ *Finance team to update the FRAC ToR to increase the number of Board members on the Committee to four.*

7.3. Appointment of new Auditors

Motion to the Board: The FRAC recommends that the appointment or reappointment of Auditors takes place during the extraordinary General Assembly later this year.

JB summarized the reasons to conduct a procurement process for an audit firm for the next three-year period.

If the Board approves the resolution, the procurement exercise will start immediately, and the successful firm will be appointed at the next GA.

The Board approved the motion to start a procurement exercise to appoint or reappoint auditors to be endorsed at the next General Assembly.

Action:

- ◆ Finance team to draft ToR for the call for proposals from auditors.
- ◆ PH to inform the current auditors of the Board decision

7.4. Data policy - data retention

A review of the data policy, especially as relates to the complaint mechanism had been undertaken. As such the Board were asked to approve the following in relations to the CHS Alliance complaint mechanism.

“Information received in relation to a complaint relating to an identified or identifiable person will be retained for a period of sixty calendar day, after the closure of the complaint, including any appeal process, and then deleted, and / or paper versions destroyed”.

The Board approved the motion on new wording for the Complaint procedures.

Action:

- ◆ Secretariat to update this in the Complaint procedures and on the website.

8. Verification and HQAI Agreements (paper 07)

AM attended the session.

Three documents were presented to the Board, on which feedback of the Board was sought.

- Verification Scheme MOU and CHSA and HQAI Partnership Agreement
- Options on data sharing by certification bodies (paper 07).

Board members were invited to comment further by email to Adrien/Tanya. Documents will go back to the VAP before the next Board meeting.

9. AOB

The interim Chair thanked everyone before ending the meeting.

End of the meeting

Robert Sweatman, Interim Chair of the Board

Matthew Carter, member of the Board

Hélène Maillet, minutes' taker