



1.3. Action arising not appearing elsewhere on the agenda  
item 243: will be brought at next MNC meeting.

The actions arising document **was noted**.

1.4. Governance Calendar

The interim Chair confirmed the dates of next Board meeting on 6-7 December 2021.

**Action:**

- ♦ *HM to confirm exact timing through Outlook invite.*

1.5. Board evaluation

The Chair highlighted three points from the last evaluation that have been taken into account, namely:

- ensuring tools used during meetings are explained in advance
- proposing a stretching minute each day during the meeting
- paying attention to avoid/reduce background noise for staff/Board taking the floor during meetings.

**2. EXECUTIVE DIRECTOR REPORT (paper 02)**

2.1. ED update

The ED presented current opportunities for the organisation and ways to intensify them and asked the Board to reflect on strategic risks linked to what was presented. The ED focused on staffing/recruitment and financial situation in this report.

Strategic Risks related to the ED Report were captured in a jamboard that will feed into the development of an updated risk matrix as well as the new strategy process.

**The ED report was noted.**

**3. MNC REPORT (paper 03)**

RA attended the session.

3.1. Chair update

A potential candidate has been identified and the Chair recruitment committee (RS, JB, SM, AC, YG, TW) is following up.

3.2. Delegated representative role to the CHS Steering Committee

The terms of reference for this role were circulated and agreed by the Board prior to this meeting. The nomination of Matthew Carter as the delegated representative of the Board to the CHS Steering Committee was submitted to the Board.

*Motion to the Board: The Board is requested to approve the appointment of Matthew Carter as delegated representative of the Board to the CHS Steering Committee.*

**The Board endorsed the Terms of Reference and approved the appointment of Matthew Carter as delegated representative of the Board to the CHS Steering Committee.**

### 3.3. Membership applications

Four membership applications were submitted to the Board from the following organisations:

- Dignity, Danish Institute Against Torture
- Gorta Self Help Africa
- Nonviolent Peaceforce
- Sanitation & Hygiene Education Initiative.

### **The Board approved the four applications.**

#### **Action:**

- ♦ *Comms team to follow up with newly accepted members*

### **4. FRAC report (paper 04)**

PH attended the session.

The Treasurer, JB, presented the FRAC report, including the funding pipeline 2021-2023, the management accounts, the cash flow forecast and an update on membership fees. He highlighted the good level of the CHS Alliance reserve and mentioned that the FRAC recommends that part of the reserve is used to further the mission of the CHS Alliance / meet its objectives.

The Treasurer also requested that during the strategy development process the Board look at the budget for next year and at how to address the issue of members not paying their membership fees.

The FRAC submitted two motions to the Board:

#### **Motion 1 - Appointment of New Auditors**

The FRAC is asking for a delegation to the Board to approve the choice of new auditors. The auditor mandate would then be validated by the General Assembly by the end of the year.

#### **Motion 2 – Update of the FRAC ToRs**

The FRAC recommends the Board to approve the revised committee ToRs to reflect the actual size of the FRAC.

### **The Board approved the two motions above.**

The Treasurer ended his report congratulating the Director of Support Services/CFO and the finance team for their great job.

### **5. STRATEGY UPDATE (paper 05)**

MP attended the session.

MP presented on the strategy process going forward between now and the end of the year. She also presented on the results coming out of the strategy survey to date.

Board members made a number of suggestions on the process including:

- keep making reference to the current strategy and build on it;
- involve academics in the process;
- consider how to engage people affected by crisis in the process

Next steps of the process include interviews, Strategy Advisory Group/Staff consultation and strategy "sandbox sessions" with members (including on verification), Quality & Accountability partners, donors and UN agencies.

## **DAY TWO.**

### ***in camera session***

#### **6. VERIFICATION REPORT (paper 06)**

AM attended the session.

##### 6.1. Verification update

AM presented the latest updates on verification.

He presented a proposal from HQAI to reduce the certification cycle from four to three years. This had already been discussed with the Verification Advisory Panel (VAP) who were positive about the proposal. The Board also asked for the proposal to be extended to include 3<sup>rd</sup> party independent verification.

The next steps for consideration of this proposal are:

- Secretariat to organise a meeting with CHSA HQAI verified and 3<sup>rd</sup> party independently verified members
- Proposal back to VAP in November
- Final proposal back to Board for a final sign off at the December Board meeting.

#### **Action:**

- ♦ *Verification team to follow consultation and validation process described above (members - VAP - Board)*

##### 6.2. HQAI Agreements

#### Verification scheme agreement:

The ED presented the final draft of the Agreement to the Board. She noted two points which require Board consideration

- views from the Board on the question around the length of time for the termination notice period.
- For the requirement around data sharing, in the future, the Board will need to consider making sharing of external verification aa membership requirement.

*The Board was requested to:*

- *provide feedback on the termination notice length in the Verification Scheme Agreement*
- *approve this Agreement pending the decision on the termination notice length*

**The Board approved the Verification Scheme Agreement with the indicated termination notice.**

**Action:**

- ♦ ED to communicate Board's approval to HQAI.

**Partnership MoU between CHS Alliance and HQAI:**

This document formalises the relationship between the two organisations. During the discussion, Board members asked the Secretariat to:

- clarify the length of time of exclusion of auditors if they have trained the organisation to be audited.
- include dispute resolution clause in the document
- organise a meeting between representatives of the two Boards (HQAI and CHS Alliance) to discuss future direction and collaboration of the organisation noting the change in HQAI ED in 2021

*The Board was requested to approve the Partnership MoU between CHS Alliance and HQAI.*

**The Board approved the Partnership MoU between CHS Alliance and HQAI.****Action:**

- ♦ Verification team to amend the MoU according to suggestions above
- ♦ ED to convene a meeting between HQAI and CHS Alliance Board representatives.

**7. CHS REVISION (paper 07)**

The ED presented the process for the CHS revision and including the expansion of the CHS Steering Committee meeting to oversee the process.

To move the process ahead, there is a need to recruit a senior project manager dedicated to managing the process. This role will require additional fundraising efforts from CHS Alliance.

**The Board agreed to recruit a senior project manager prior to funding being confirmed.**

MS and MB left the meeting – meeting still quorate

**8. REMUNERATION FRAMEWORK REVIEW (paper 08)**

PH attended the session.

Eric Grosjean, Rewards Managing Consultant at Mercer joined the meeting to present the remuneration project to the Board, where we are and the next steps.

**The Board agreed with next steps presented and a small Board committee composed of the office bearers (RS, SM, and JB) plus AW for her human resources expertise to continue working with the ED, Director of Support Services, HR Manager and Mercer to come up with recommendations at the December Board meeting.**

HAH left the meeting – meeting still quorate

## 9. COMPLAINTS POLICY (paper 09)

The ED presented the main changes brought to the Complaints Policy to clarify the scope and expectations of the policy. It was suggested that this document is accompanied by Frequently Asked Questions on the website. Board members also suggested a flowchart.

One of the next steps is to move next year on supporting members on how to develop/improve complaints mechanisms, but additional funding will be required for this.

HAH re-joined the meeting.

*The Board was asked to approve the updated complaints policy.*

### **The Board approved the updated Complaints Policy.**

## 10. AOB

The interim Chair noted the Board decision made by email prior to this meeting to appoint Allan Calma as a signatory for the organisation.

The Treasurer paid a tribute to Matthew Carter who attended his last Board meeting as he will soon leave the Board. All Board members congratulated him for his contribution to the Board during his tenure with CAFOD and wished him well in his new role.

The ED reminded that the CHS Exchange is taking place from 28-30 September and thanked all Board members for their support to this event and for all their ongoing support in between Board meetings.

### **Action:**

- ♦ HM to send doodle for 2022 Board dates.

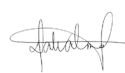
The interim Chair thanked everyone and the Secretariat for preparing this meeting.

### **End of the meeting**

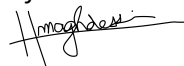


Robert Sweatman (Mar 22, 2022 11:36 GMT)

Robert Sweatman, Interim Chair of the Board



Allan Calma, member of the Board



Hélène Maillet, minutes' taker












# Board Minutes\_Sep2021\_final

Final Audit Report

2022-03-22

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