

MINUTES OF THE CHS ALLIANCE BOARD
29 & 31 March 2022
Virtual Meeting via Zoom

PRESENT:

Lola Gostelow (LG, Chair), John Beverley (JB, Treasurer), Shama Mall (SM, Vice-Chair), Hana Abul Husn (HAH), Mohamed Almasri (MA), Yegana Guliyeva (YG), Coleen Heemskerk (CH), Rehema Kajungu (RK), Jacqueline Koster (JK), Sarah Pelicaric (SP), Marina Skuric Prodanovic (MSP – day 2), Robert Sweatman (RS), Michael Wickham Moriarty (MWM)

IN ATTENDANCE:

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

APOLOGIES:

Michael Barnett (MB), Allan Calma (AC), Susan Otieno (SO), Meg Sattler (MS), Marina Skuric Prodanovic (MSP – day 1 only),

INVITEES:

Rosa Argent (RA, Director of Communications, Membership and Outreach), Patrick Hartmann (PH, Director of Support Services/CFO), Adrien Muratet (AM, Verification Lead), Melissa Pitotti, (MP, CCCAO Manager), Audrey Rudny (AR, Finance Manager)
Matthew Carter (MC – Board representative on CHS Steering Committee)
Tim Boyes-Watson, and VAP members
Pierre Hauselmann (HQAI Executive Director)

1. INTRODUCTION AND PROCEDURAL MATTERS (paper 01)

1.1. Welcome, apologies, declarations of interest and agenda

LG is chairing her first Board meeting. She welcomed everyone.

The meeting was **quorate** and had been convened according to the Statutes. Apologies were noted. There was no declaration of interest.

The **agenda was approved by consensus**

1.2. Minutes of 6 & 7 December 2021 Board meeting

There were no changes to the minutes (paper 1.3).

The minutes of 6 & 7 December 2021 Board meeting were adopted as a true and correct record of the meeting.

1.3. Minutes of 1 February 2022 Board meeting – approving the Strategy

There were no changes to the minutes (paper 1.4).

The minutes of 1 February 2022 Board meeting were adopted as a true and correct record of the meeting.

1.4. Action arising not appearing elsewhere on the agenda

Item #197 of paper 1.5: The Ambassador scheme: the ED confirmed that this is no longer being considered and that other models will be explored for a way of connecting the CHS at country level in the new Strategy. Item 197 shall be removed from the actions arising document.

The actions arising document **was noted**.

Action:

- ◆ *HM to update action arising document on item 197*

1.5. Governance Calendar

Different dates given for the September General Assembly in paper 1.6 – these will be corrected to 29 Sept 2022.

Board members discussed opportunity to have one face-to-face meeting each year, conscious of the need to balance the Alliance's environmental responsibilities with the value of meeting in person to discuss more complex topics. It was noted that hybrid meetings tend to be less satisfactory.

Action:

- ◆ *HM to correct GA date in Governance Calendar*
- ◆ *HM to update the GA invite on Outlook*
- ◆ *Secretariat to explore possibility of face-to-face meeting this year.*

1.6. Appointment of new Treasurer and bank signature

The Board was requested to appoint Michael Wickham Moriarty as the new Treasurer of the organisation. They were also requested to approve the new Chair's rights to co-sign to represent the CHS Alliance (as per Swiss Commercial Register requirements) and at banking institutions (paper 1.7, page 10).

The Board approved both motions by consensus.

2. EXECUTIVE DIRECTOR REPORT (paper 02)

The Chair noted appreciation for all the work the ED and her team are driving.

Assuming the Board had read the ED's report in advance, the meeting focused on discussion.

Q&A session on the ED report

- CHS verification is becoming a part of donors' and other networks' due diligence processes. DRA for example, will require its members be CHS independently verified or certified from 2023.
- Need to improve our links with donors, not relying only on nominated focal points but also establishing stronger links through their permanent mission in Geneva and through our members
- The growing CHSA membership brings additional pressure on the team; to process the applications and meet our membership requirements. How can we manage this pressure with current resources? (reflection to be continued).

ED then announced the joining of four new staff since January 2022: Walter Brill – Director of Programmes, Sandra Fong – Fundraising and Donors Coordination Manager, Aninia Nadig and Philip

Tamminga – both CHS Revision Managers. She also stated that options for bringing in a Policy and Advocacy adviser are being explored.

Board members congratulated the team for their hard work, especially noting: the new focal point training on CHS, the level of funding secured, and that these achievements were accomplished alongside finalising and launching the strategy.

The ED updated the board on the “Closing the Accountability Gap” project, which first emerged from discussions around Safeguarding and the Humanitarian Ombudsman. Agreement has been reached with the Dutch Government to develop a new phase of the project starting in September 2022.

Discussion followed on the challenges around PSEAH and in particular how national NGOs are tackling this. Is there a fundamental difference in how they view/respond to/manage PSEAH? What’s universal and what’s contextual? What’s non-negotiable? There are also challenges in exploring these issues on Zoom and perhaps more could be done by linking with other partners present in countries. Some Board members shared experience in their regions. One possible reason for the difference may be the time and resources needed to implement PSEAH programmes – this is relatively new and resources for capacity building and compliance are very limited. More insights will emerge from the ‘Closing the Accountability Gap’ project; and the HAR (which will report on the PSEAH index).

The ED also mentioned the work done with Polish organisations in response to the Ukraine crisis. The Misconduct Disclosure Scheme (MDS) Coordinator, hosted by the CHS Alliance, went to Poland for two months to develop work on PSEAH. The crisis has raised a number of questions about the role of the CHS Alliance in large, rapid-onset, crises: When and how do we respond? How can we support immediate attention to the CHS in responses (whilst being cognisant of our mandate (not operational)? Ideas are being explored around awareness-raising; translation services; bringing attention to the needs within Ukraine (and supporting organisations working there) to counter-balance the international system’s emphasis on the refugee exodus; working with the DEC (all certified/IVed), along with other orgs, including GroundTruths and ALNAP to consider an operational Quality & Accountability Framework... There is certainly much to consider and to learn from the current crisis.

Board asked that restricted funded positions are indicated in the organogram (page 7 of Paper 02).

The ED report was noted.

Action:

- ◆ *HM to update organogram as indicated above.*

3. FRAC – audit report (paper 03)

AR attended the session.

JB presented the audit report by PricewaterhouseCoopers – a clean audit report that builds on the confidence in the probity of the organisation.

Management accounts were discussed, and audited financial statements approved.

The updated budget was not ready for approval and the Board was asked to delegate authority to the FRAC for approval.

→ FRAC recommended the Board to approve the 2021 audited financial statements.

→ FRAC requested the Board to delegate authority to the FRAC to approve the revised 2022 budget that will be submitted to the FRAC at the end of April.

The Board approved both motions unanimously.

MWM left the meeting – meeting still quorate

4. MNC REPORT (paper 04)

RA attended the session.

4.1. New Membership Applications

RS reminded all about the thorough due diligence process developed over the past three years: Each membership application requires, on average 5 days work over 3-6 months, with the MNC reviewing a large set of documents and then submitting to the Board for approval. MNC seeks to ease this process whereby the Board receives a brief summary of all applications rather than being asked to review the full applications' files. This was the process followed at the meeting (and is outlined on page 2 of paper 04).

RS presented the seven applications recommended by the MNC for membership (pages 3-4 of paper 04):

- CBM Global International
- Media Support
- Nirengi Association
- Partnership For Pastoralist Development Association (Papda)
- Jireh Doo Foundation
- Office De Développement Des Eglises Evangéliques Du Burkina Faso (ODE)
- Viatores Chirsti

The Board approved the seven applications.

Action:

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

The time it takes to review applications was noted.

4.2. Motions on fee reduction and lowest fee category (paper 04, pages 16-18)

1. to reduce the lowest membership fee - all fee categories currently paying 300 CHF to be reduced down to 100 CHF.
2. to extend the membership fee reduction scheme to new or applying members on request. An applying organisation who raises concerns about the fees can share their rationale for requesting the reduction and indicate what they can pay, and this will be taken to MNC for consideration as part of the membership application review process.

The Board approved both motions.

Board members requested that statistics about national vs. international NGO are reflected in the membership summary sheets.

Action:

- ◆ *Comms team to update summary sheets with statistics for next meeting*

4.3. General Assembly: Plans and election overview (paper 04, pages 19-20)

RS reminded Board members that General Assembly will take place on 29 September 2022 and that it will be an online meeting.

He also requested Board members to fill the Board skills and perspectives assessment document to help finalize the requirements and background note part of the nomination package to be sent out.

4.4. MNC Membership and MNC Chair

Robert Sweatman, Chair of the MNC, is retiring from the British Red Cross at the end of March. He therefore needs to resign as a CHS Alliance Board member. However, he has offered to continue as an MNC member and the Chair until later this year, allowing time to identify and appoint a new Chair for the committee. To be able to continue in this way, he needs to be nominated as an independent member of the MNC. The British Red Cross, a full member of the CHS Alliance, has nominated Robert as an independent member of the MNC (paper 04, page 21-22). Other requirements of the MNC ToR are met.

The Board approved the nomination of Robert Sweatman as independent MNC member and as MNC Chair until later in 2022.

5. UNDERSTANDING THE VERIFICATION SCHEME (paper 05)

Verification Advisory Panel (VAP) members¹ and HQAI Executive Director joined the session. AM and PT attended the session.

The board meeting was planned to be longer than normal in order to create time for this important session – as follow-up to the December 2021 meeting, to ensure all Board members understand the current Verification Scheme and the developments connected with it. Points covered during the session were the following:

1. History - study, KPMG, Updated scheme, introduction of VAP
2. Current options and how they work, the data gathered
3. Other developments related to the VS - Verification Platform, group audits, baseline, Collective Tracker.

Session was recorded. (*recording available to Board members only*)

MA left the meeting – meeting still quorate
MWM re-joined

Questions and discussions focused on the following:

¹ Were present at the session: Tim Boyes-Watson (Chair), Amina Deji-Logunleko, Merete Skjelsbæk, Thomas Lewinsky, and Board members Coleen Heemskerk and Allan Calma.

- The differences between independent verification and certification
- Better understanding of the independent verification option
- Donors' use of the CHS verification in their due diligence processes (e.g. ECHO accepting a an HAI certification and bridging audit to meet ECHO audit requirements).
- The need to conduct the Review of the verification Scheme for greater uptake by national actors

LG thanked everyone for active participation in the session and acknowledged this has been useful discussion. Meeting was suspended until 31 March.

DAY TWO. LG, JB, YG, HAH, RK, SM, SP, MSP, JK, CH, RS, MWM

Absent: SO, MS, MB, MA, AC

in camera session

6. STRATEGY & 2022 WORKPLAN (paper 06)

ED reminded the Board about the work done with the members during the strategy development process and that this work will continue by conducting a “Membership Dialogue” with them on what they do already, what they can do better or put in place to implement the strategy.

The example of the Dutch Relief Alliance (DRA) was shared for inspiration: DRA surveyed their members to understand what actions they take, and challenges they face, in delivering the CHS. This mapping was then used to move that DRA members are verified against the CHS AND that members promote the CHS with their partners.

Discussion:

Board members appreciated the baseline figures indicated in the workplan. The also highlighted the need to consider how to reach out to UN agencies to promote the new strategy and the CHS revision, recognizing that more work and resources were needed on the Donor/UN/RCRC Movement engagement piece. They also suggested some improvements to the workplan, as follows:

- Need for more articulation on the membership learning programme (action 1.3)
- Broaden scope of verification review to better include national NGOs (actions 4 and 5)
- Need for more clarity on 1.7. regarding the two locations where the IASC Accountability Tracker will be tested
- Need for mapping re 3.7 – advocacy on including the CHS in partnership agreements and DD (membership dialog will be helpful to have)
- Include narrative under KPI on partnership/donors (action 7) to give more explanation on work to be done
- Add a 4th column to the document for simple tracking progress on KPIs (e.g. traffic lights or arrows up-down or other)
- Expand the section on enablers of the workplan, and include the need to revise the IT policy as recommended in the audit.

It was suggested that the Board reflects on the KPI about embodying the CHS (4.1).

RK left – meeting still quorate

The Board approved the 2022 workplan subject to the team making these revisions by end April 2022, and ensuring alignment with the budget.

7. FRAC (paper 07)

SM chaired the session.

PH attended the session.

Treasurer presented the funding pipeline for 2022-2024 (page 8) and clarified that only highly likely income is indicated in the pipeline, not likely donors.

Clarification was brought re. funds returned to donors (for activities that could not be implemented due to COVID travel restrictions in 2021) and re. membership fees and cases where members left because not paying and then re-joined (the team is working on clarifying members' rights)

An update on risk management approach and process was presented to the Board (pages 13-14), clarifying Board/FRAC/Secretariat's roles. Reminder: accountability for the risk matrix belongs to the Board. In June, the FRAC will bring the full risk register to the Board and from that moment, the new process will apply: FRAC interrogates risks and then brings any of concern to the Board for discussion. The point was also raised that some other Board committees may be interested in monitoring and discussing specific risks related to their area of work, since the organisation's risks are not all financial.

JB ended this session informing that the FRAC will take an interim decision at the end of April on the 2022 budget, and the Board will then be requested to approve the re-aligned budget in June.

JK left – meeting still quorate

Action:

- ◆ HM to schedule a risk workshop in June.

8. SALARY REVIEW (paper 08)

PH attended the session.

HM presented a summary on the work achieved so far. MWM was invited to join the committee for the May meeting of the Committee.

Board members requested the Secretariat to give more regular update to staff and to Board members between now and June where it's expected to sign off.

9. VERIFICATION UPDATE (paper 09)

MC joined the meeting. MSP left the meeting – meeting still quorate

AM attended the session

The Chair reminded board members of the importance of having a common understanding of the verification scheme and again thanked everyone for the session on Tuesday.

At the 2021 December meeting, the Board deliberated HQAI's proposal to reduce the verification cycle from 4 to 3 years. The Board sought more information, and asked for consultations with the independently verified and certified CHS Alliance members, and the DEC, on their views.

Based on these consultations – where no CHS-A member or the DEC opposed the proposal – together with follow up discussion with the VAP and HQAI, the Board is asked to approve the following:

Change the cycle timeframe for both the certification and independent verification from a four to a three-year cycle, as described below:

⇒ Certification cycle - Year one - Initial / full audit. Year two - Maintenance audit. Year three Maintenance audit

⇒ Independent verification cycle – Year one – Initial / full audit and after 18 months, the organisation reports to HQAI on the actions taken to correct the weaknesses identified

The Board unanimously approved this change.

A discussion followed on the revision of the verification scheme, as suggested by the VAP, to look at the other issues/challenges that prevent the scheme to go to scale. To achieve this, it must be owned and used by those who implement the CHS and especially by national organisations.

Research and analysis is needed about national organisations applying the CHS, and a structured discussion with HQAI and VAP to see how to then orientate the VS.

Board members underlined the following as important to ensure: creating an evidence-base to inform decisions on further steps; and making sure that the verification scheme is fit for the vision of the future of verification.

The board was made aware of the potential confusion that might arise from having two concurrent processes: the CHS revision and the review of the VS. The team will consider how best to mitigate this risk.

The review will require separate fundraising and will be looked at during the budget revision process.

ED mentioned that once the Board's approval of the change of independent verification and certification cycle is communicated to HQAI, the team will work on a transition phase.

Messaging is scheduled to go week of 4 April about this.

JK re-joined the meeting

Action:

- ◆ ED to inform HQAI about the Board decision.

10. CHS REVISION (paper 10)

PT attended the session

RK re-joined the meeting.

Philip Tamminga presented progress on the revision process. The workplan (including a fundraising plan) will be presented to the management group first and then to the steering committee. When approved, the revision process will be launched at the Humanitarian Network and Partnership Weeks in mid-May.

The revision process will be similar to that of Sphere, consisting of direct comments on the existing Standard; use of surveys to reach specific stakeholder groups; in country/regional consultations (CHS Alliance members will be approached to support the process by hosting, facilitating contacts with stakeholder groups, supporting comms efforts, etc.)

The aim is to make the process as accessible and simple as possible and reaching as many stakeholders as feasible.

The discussion that followed focused on challenges of the revision given the diversity and strength of the views, the need to come up with transparent criteria (views from Board on how to do that were welcome) on how to decide what's kept, what's not. PT mentioned that gaps need clarification and 'simplification' can have many different shapes.

The discussion also focused on stakeholders (variety and interest that may vary) and the opportunity to open the door to those not knowing the CHS, not putting people at the centre yet.

11. BOARD FUNCTIONING (paper 11)

MP attended the session

11.1. Governing Well project

MP reminded Board members that the Governing Well project is the third of a series.

Started with the observation that the rate of burn-out is higher in the humanitarian sector than in the general workforce. The Working Well report focusing on people management, mental health and organisation culture. Findings identified leadership as key. This spurred the second project, Leading Well (good practices for leaders) which highlighted that Boards are also important in shaping organisational cultures. This spurred the third, current, project on Governing Well. There will then be a Fundraising Well project to follow.

Premise: Governing Boards can be more pro-active in addressing power dynamics, organisational culture and well-being issues that impact performance against the Standard.

Process: Questionnaire, interviews with 10-15 Governing Board chairs and others + research with input from an Advisory Circle (thank you Lola and Susan!)

Intended output: 5 questions Governing Boards should be asking communicated in a report to be launched at the HNPW on 17 May.

Board members also suggested to work on Partnering Well as another part of the series.

Board members were requested to let Melissa know if their Board is interested in taking part in the project.

MP asked the Board to share what they think are the most important questions aid organisations' Boards should be asking – results were gathered on a collaborative online tool.

11.2. Board annual review

SM presented the feedback of the annual review.

The discussion highlighted the need for an ongoing process to remind board members of the CHS-A vision/mission – something to continue and strengthen. Some suggested that we have more ad-hoc groups to discuss specific issues in greater depth.

Board members were welcome to share ideas on how to improve some areas highlighted as needing improvements, including on how to assess performance against mission and key priorities besides the ED report and on building/enhancing reputation with key stakeholders.

The Chair suggested to reflect on the incentives to be a Board member (e.g. stay connected to the debate with the opportunity to learn from experts) and suggested that Board members come to next

meeting with a story of what they have done because they are a member of the Board (with their CHS Alliance hat on).

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

End of the meeting

Lola Gostelow, Chair of the Board

Allan Calma, member of the Board

Hélène Maillet, minutes' taker