

MINUTES OF THE CHS ALLIANCE BOARD

**Monday 28 March 2023, 10.00 – 13.00 Geneva time and Thursday 30 March 2023 13.00 – 16:00
Virtual Meeting via Zoom**

PRESENT: Shahid Ali (SA), Michael Barnett (MB), Allan Calma (AC), Lola Gostelow (LG, Chair), Yegana Guliyeva (YG), Coleen Heemskerk (CH), Rehema Kajungu (RK), Shama Mall (SM, Vice-Chair), Susan Otieno (SO), Sarah Pelicaric (SPe), Meg Sattler (MS), Carly Sheehan (CS), Gloria Soma (GS), Michael Wickham Moriarty (MWM), Eoin Wrenn (EW)

IN ATTENDANCE: Matthew Carter (MC, Board Representative on the CHS Steering Committee), Steven Parkinson (SJP, CHS Alliance COO), Tanya Wood (TW, Executive Director/ED)

MINUTE TAKER: Rosa Argent (RA)

APOLOGIES: Day one: Meg Sattler (MS), Marina Skuric Prodanovic (MSP)
Day two: Coleen Heemskerk (CH), Gloria Soma (GS)

INVITEES: Adrien Muratet (AM, Verification Lead), Melissa Pitotti (MP, Organisational Culture Manager)

1. Procedures (paper 01)

1.1. Apologies and declaration of interest

LG offered heartfelt thanks to H el ene Maillet for her efforts over the years, who left the Alliance last week. She welcomed SJP, COO of the Alliance from 9 January, who briefly introduced himself.

LG recapped CHS vision. Board members shared their individual updates of their efforts to advance CHSA's work.

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

SO joined meeting.

1.2. Approval of agenda – for approval

The **agenda was approved by consensus.**

1.3. Minutes of the Dec 2022 Meeting - for approval

SA requested removal of his question about the delay in processing the engagement plan to support NNGOs in 5 focal countries from the minutes, as lacked recollection of discussion.

Action: Secretariat to update and finalise December minutes accordingly.

With this modification, the minutes of 12 December 2022 Board meeting were adopted as a true and correct record of the meeting.

1.4 Motion to add Steven Parkinson as a signatory to the Swiss Commercial Register

Correction to the motion: the decision is to add SJP to the register *in addition to Patrick Hartmann*, not to replace him.

Motion approved.

1.5 Actions arising document – for information.

No comments

1.6 Governance calendar - noted

LG asked Board to note the committee dates in calendars and highlighted the changes to meetings in June. Clarification that dates for Board members to be in Geneva are 7-9 June 2023 inclusive: 7th being a consultation on the CHS Revision, and 8th/9th being the Board meeting. In addition, there will be a joint FRAC/MNC meeting in the early morning of the 8th, prior to the full Board meeting.

2. EXECUTIVE DIRECTOR REPORT (paper 02)

ED Report discussion

LG introduced session by thanking TW and team for their hard work to deliver on the ambitious plans.

TW shared that the main headlines from the ED report are 1) verification review and 2) CHS Revision. Also highlighted positive development of a full SMT who are supporting her work.

SA asked about the importance of reducing due diligence processes for national NGOs (strategic objective 3.3). TW responded that verification review addresses this critical point. Need to strike a balance between donor compliance and shifting focus for CHS Alliance on capacity strengthening to meet the CHS.

YG asked for update on package of support for members (3.1) and the impact study (1.1.1). TW responded that secretariat is working internally on developing membership support framework. Acknowledged work of INGO members to bring in local and national partners (e.g., Act Alliance supporting orgs to undertake Self Assessments).

On the impact study, secretariat is working with HQAI on understanding the holistic impact of verification on programmes and crisis-affected people. Evidence will be included in the next HAR.

SM asked about the use of preferred terminology regarding “victim” or “survivor” (3.4). TW responded that we use ‘victim-survivor’ in line with latest good practice to hyphenate terms to demonstrate the spectrum and importance of how person affected may identify themselves.

SM also asked what impact the revised CHS will have on the new platform and verification scheme (3.5). Scale of change will become clearer in next month. Meanwhile secretariat is encouraging members to not delay their verification journey and has committed to transitioning data across.

AC welcomed the prioritisation on increasing the membership, asking how organisations hear about us and how we can appeal to faith-based organisations to adopt the CHS. TW stressed importance of champions and thanked AC for promoting the Alliance with US-based HIAS (formerly the Hebrew Immigrant Aid Society).

Congratulations were offered to TW and the team by many Board members. The organogram and reduction of direct reports for ED (CH), success in bringing in a lot of new national members (RK) and the success in securing H2H funding for Turkey response emergency package (YG) were also noted with appreciation.

Action: Board members were asked to share any initiatives to support national partners, with secretariat directly so these efforts can be tracked.

SM left meeting temporarily – meeting still quorate

3. FRAC – (paper 03)

MWM presented paper 3.

3.2 Budget and income – for approval

There is a funding gap for 2023 which we are looking to reduce. Explained priority is to focus on growing income rather than cutting costs. Financial situation is being monitored regularly by MWM, PH and SJP but will need to ask management to consider cost-cutting measures if income forecast does not improve.

Membership fees collection rates are slightly lower than same time in previous years; management has been asked to look into strategies to collect fees. MWM reflected that that growing membership with more global diversity may mean that the fees do not grow significantly. Joint meeting with MNC on 8th June on membership fee structure will explore this.

AC and EW raised concerns about budget deficit, reserve policy and need for contingency plan from SMT. MWM stated that strategy is reviewed on quarterly basis, and he is working closely with SJP.

MWM shared that in previous years we have faced similar funding gaps. TW articulated that we need to deliver the Revision this year and have had positive signals from donors. Also, internal discussions are taking place on cost-cutting measures should they be needed.

SJP shared that our reserves are equal to 3 months operation costs which in 2023 equates to CHF563K.

SM rejoined meeting

Actions:

3.3 Updated FRAC ToR and appointment of new committee members – for approval

Motion 1 – approval of updated FRAC ToR (paper 3.6)

➤ **Approved**

Motion 2 – approval of new committee member (paper 3.7) Allan Sheldon as new independent FRAC member

➤ **Approved**

Additional motion – approval of EW as new FRAC committee member

➤ **Approved**

Action: Board members asked to message MWM or LG if they would like to join the FRAC

3.1. Audit report – for approval

MWM briefly presented the audit report. Thanked team for a strong and clean report. Some follow up required on data protection issues for secretariat.

LG asked how we test our internal controls. MWM responded that this is included in the new FRAC ToR. Discussion on tax compliance point noted by auditors. MWM replied that is being actioned.

Board approved audit report unanimously.

Action: Secretariat to publish audited financial statements

4. Verification (paper 04)

AM joined the meeting.

SO and GS left - meeting remained quorum.

4.1. Review Report and Management response – for approval

AM updated on continued increase in the interest in Self-Assessment, particularly from L/NGOs. Slight delay in launch of verification platform due to IT challenges that team is working hard to resolve.

LG reminded the Board that the Verification Review, undertaken by HERE Geneva, was to assess the accessibility of the verification scheme for local and national NGOs, which forms an important part of the strategy. Thanked all who engaged in process.

TW shared overview of management response to the report. Highlights are the need for greater outreach on the CHS; need to connect at country level; and focus on capacity strengthening – all of which align with our strategy. Also shared plans to convene broader discussion with HQAI on issues raised on IV and Certification.

LG shared that this session is seeking Board inputs to update Management Response before finalising and sharing.

MB joined the meeting.

Actions to amend Management Response (MR) preamble:

- Elevate message around donor drive has to be in response to learning and improvement, not its detriment.
- More clarity that our efforts to increase outreach are a work in progress.
- More clarity in wording on CHS + (explaining concept and donor engagement)
- Make it clear that the costs for IV and Certification are not set by CHS Alliance.
- Add note on exploring other verifying bodies.

Actions to amend Management Response recommendations:

A number of modifications were agreed to the management response to most of the 12 recommendations. These included being clear about changes that are within the control of the CHSA and those that require collaboration with others, most especially HQAI; and emphasising actions that can be taken by CHSA members, not necessarily the secretariat.

The Management Response will also note HQAI's feedback on the report was taken consideration.

Action: MNC to consider whether our due diligence for CHSA membership is too high a bar for national organisations

Action: VAP (Verification Advisory Panel) to explore alternative models/auditing bodies and make recommendations

Session to be concluded on day two.

4.2 Collective Peer Assessment

LG proposed that discussion is deferred to a separate ad hoc Board meeting.

Meeting ended, 28 March.

Meeting resumed 30 March.

In camera session**Verification Review Contd. - Paper 04**

Recommendation #12: Discussion centred on the collective peer assessment (CPA) and whether it should be a verification option or outside scheme, and how it differed from the (discontinued) peer review. MB raised point that the proposed approach will serve other important functions beyond verification, so there could be value in broadening the focus. CH urges bold thinking in taking this further. Separate Ad Hoc Board Call will be convened to discuss the CPA more fully.

CH left meeting – meeting still quorate.

Action: Doodle poll shared via email for a separate session on CPA. Board members encouraged to participate.

Action: TW to update MR based on the Board feedback by end of next week. Will be shared with Board and HQAI. Once approved, the report and MR will be published – likely in early May.

5. Governing Well (paper 05)

CH re-joined meeting – meeting still quorate. MP joined for this session.

5.1. Follow up on Governing Well and what it means for CHSA Board – for discussion.

MP drafted suggestions on how to take the Governing Well approach well in the Board (Paper 5).

Proposal 1: one-hour devoted to one of the Governing Well issues at each meeting.

Proposal 2: share our experience Governing Well more widely, through blogs or podcasts.

Proposal 3: once a year annual session

Volunteers for Proposal1:

- LG & MS volunteered for June (on values)
- SA & SO volunteered to help shape the Sept session (on Power).
- SPe volunteered for Dec (on Workforce).
- CS & MWM volunteered for March (Learning & improving)

Proposal 2: was endorsed

Proposal 3: was also endorsed, with MWM noting its importance and that it would be good to do face to face.

Appreciation for MP's passion and energy was noted by Board members.

Action: RA to follow up with CS on possible membership of the MNC

Action: MP to follow up with volunteers for sessions directly

6. Revision (paper 06)

6.1. Update on process – for info

TW gave update and noted two important actions for Board members.

- attend the regional consultations.
- Provide feedback to the options paper – the “zero draft”.

TW thanked MC for his contribution to the Steering Committee as representative of the Alliance Board. Noted also that SM and GS participate in the Steering Committee, in their respective organisation capacity.

6.2. Timeline moving forward.

CHS Alliance Board Meeting DRAFT Minutes 28 & 30 March 2023

Page 6 of 9

First round consultations reached over 3000 people. Detailed analysis report will be shared soon. This complements the years of learning from CHS users. Writing group formed to develop a “zero draft”.

The Steering Committee will meet in Geneva 19 & 20 April to sign off on first draft. This will then be shared at the regional workshops and country case studies. TW expressed thanks to CWSA, Acton Aid Kenya and Oxfam for hosting a regional workshop.

6.3 Proposed options for the standard: Comments on the zero draft – for discussion

TW shared preliminary CHSA feedback, structured around the Guiding Criteria agreed for the CHS Revision process.

MC shared his views on the zero draft, as co-chair of SC, with Mihir: the need to retain the people-centred approach; and a CHS that is explicit, clear and tight.

Board members discussed and agreed the fundamental centrality of accountability to affected people in the CHS. MB suggested looking at what was broken with the previous set of Commitments. Concerns were raised that it will be challenging for organisations if the CHS changes significantly. Vague and non-specific language was highlighted as a problem to be addressed.

TW clarified that the April “first draft” version will include indicators. This will be sent to the Board with the opportunity to feedback before the SC meeting on 19 and 20 April.

Board approved consolidated feedback based on the discussions to be shared with Management Group and SC co-chairs, to feed into the discussions for the next version.

Action: LG will send feedback of behalf of Board to SC co-chairs and the Management Group

MC, MS, CS & CH left the meeting – meeting still quorate.

6.3. Regional workshops and case studies – for discussion

The timetable for the Regional Workshops and country case studies was shared and all Board members were encouraged to attend at least one.

7. MNC (paper 07)

7.1. New members – for approval

SO presented eleven applications recommended by the MNC for membership:

01. Abs Development Organization for woman and child
02. Association for Gender Awareness & Human Empowerment
03. Cercle International pour la Promotion de la Création Bénin CIPCRE-Bénin
04. Christian Relief and Development Organisation

05. ERIKS Development Partners
06. Initiative for Development & Empowerment Axis
07. Norwegian Refugee Council
08. SAACID Organisation
09. Save Somali Women and Children
10. SHIFA Welfare Association
11. Sphere India

The Board approved the 11 applications.

SA abstained from IDEA vote as he had provided the reference.

7.2. Membership list – for noting

Resignation of MAG International noted. RA shared that the exit survey has recently been introduced to get data on why organisations choose to leave – this is documented in paper 7.5 (Loss of membership SOP)

7.3 Minutes of previous MNC meeting – for information

7.4 Fee model discussion – for information

7.5 Loss of membership SOPs – for information

Noted

7.6 Membership guidelines – for information

RA clarified that the definitions of full and associate members in the guidelines are based on the wording in the current Statutes. The definitions will be looked at by the MNC in future to make the differences clearer.

LG gave thanks to the committee for the labour-intensive work required to scrutinise membership applications and provide the Board with advice.

MB left meeting – meeting still quorate.

8. People and Culture (paper 08)

8.1. Update on People and Culture Committee – for information

SPe presented the last committee meeting which SJP joined.

8.2. Updated staff Rules and Regulations – for approval

These are now significantly shorter, (36 pages), providing the overall policy framework. Some HR processes (as opposed to policies) have been moved to operational guidance (HR Guidance Manual) that the team can amend without need for Board approval. Document has been shared with staff.

Notable changes: Modifications to hybrid working (including that staff can request up to one month working away from place of residence); and whistleblowing procedures.

Approved by the Board

Regarding hybrid working arrangement, MSP suggested that we add exceptional circumstances clause. Importance of flexibility plus understanding legal and tax implications was discussed. SP suggested this be added as guidance.

Action: SP to look into exceptional circumstances clause re hybrid working, and work with PCC to action this in an appropriate way

MSP, AC, YG, EW left meeting.

9. AOB and looking ahead (paper 09)


No AOB. Next Board meeting will be face to face in Geneva in June.

End of the meeting

Lola Gostelow



AAC



AAC (May 11, 2023 08:12 GMT+2)



Rosa Argent, minutes' taker












Board Minutes_March2023_final


Final Audit Report

2023-05-25

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