**MINUTES OF THE CHS ALLIANCE BOARD**
**20th March 2024: 9.30 am – 17.30 pm – 22nd March 2024: 9.00 am – 15.00 pm**
**Face-to-face Meeting in Geneva**

**PRESENT:**
Shahid Ali (SA), Michael Barnett (MB), Allan Calma (AC), Lola Gostelow (LG, Chair), Coleen Heemskerk (CH), Rehema Kajungu (RK), Shama Mall (SM), Michael Wickham Moriarty (MWM), Sarah Pelicaric (SPe), Carly Sheehan (CS), Marina Skuric Prodanovic (MS), Gloria Soma (GS), Eoin Wrenn (EW).

**IN ATTENDANCE:**
Tanya Wood (TW, Executive Director/ED), Steven Parkinson (SJP, Chief Operating Officer), Charleen Kagan (CK, HR & Governance Manager)

**APOLOGIES:**
Yegana Guliyeva (YG): 20 and 22 March 2024
Meg Sattler (MS): 20 and 22 March 2024
Susan Otieno (SO): 20 and 22 March 2024
Shama Mall (SM): 20 March 2024: 08.30am – 10.30am
Michael Moriarty (MWM): 20 March 2024: 12.15pm – 14.15pm
Marina Skuric Prodanovic (MS): 20 March 2024: 14.00pm – 15.00pm

**ABSENCE:**
Gloria Soma (GS): 20 March 2024

**MINUTE TAKER:**
Charleen Kagan (CK, HR & Governance Manager)

**INVITEES:**
Rosa Argent (RA, Director of Communications, Membership and Outreach), Matthew Carter (MC, Board Representative on CHS Steering Committee), Jordi Capdevila (JC, Head of Quality Assurance), Bonaventure Sokpoh (BS, Policy & Outreach Senior Advisor),

1.    **INTRODUCTION AND PROCEDURAL MATTERS (paper 01)**

    1.1.  Welcome, apologies, declarations of interest and agenda

The meeting was **quorate** and had been convened according to the Statutes. Apologies were noted.

There was no declaration of interest.

LG thanked everyone for attending. Attendees provided updates on the latest developments in their respective areas of work. LG noted the March 2024 letter received from the Steering Committee for Humanitarian Response (SCHR) and attendees agreed to discuss its content and recommendations in the last agenda segment of the day.

    1.2.  Approval of agenda – *for approval*

**The agenda was approved by consensus.**

1.3. Minutes of December 2023 Board meeting – *for approval*

**The December 2023 Board meeting minutes were adopted as a true and correct record of the meeting.**

1.4. Actions arising not appearing – *for information*

The following ongoing actions were reiterated to the board members:
- 121: *CHS Alliance staff to ensure that any meeting/event where we have members is communicated to Board members.*
- 131: *All Board members to inform ED of any promotion of CHS that they have been involved in.*
- 310: *Board members are asked to share any initiatives to support national partners with the secretariat directly so these efforts can be tracked.*

The actions arising document **was noted**.

## 2. EXECUTIVE DIRECTOR REPORT (paper 02)

TW provided an overview of the ED report.  She noted that the sector is under huge pressure and at a critical juncture.

For the CHS Alliance, this is showing itself with some critical challenges in support from key donors and also some great opportuntities. It is important to maintain the political will and collective engagement to ensure we can build on the momentum, especially to meet the demands of take up of verification by national NGOs.

Financially, funding is stretched and reserves in 2024 are lower than those of 2023, reducing financial resources and flexibility. A restructure is required and will be announced shortly, with cost reductions significant.

More positively, there has been a strong groundswell of support around the revised CHS. The Secretariat team has been particularly enthused by the vocal support from national NGO members. Great work is underway at the local level in many countries, such as Pakistan and Uganda, where member cohorts are working collectively on translating the CHS into action. Membership of national NGOs continues to grow, and four country level launches of the revised CHS are planned with more to follow.

A wide ranging discussion followed, which included reference to a letter received from SCHR members. Board members noted that funding pressures are being felt by many organisations in the sector, large and small. Its important to recognise that the CHS addresses many of the issues and objectives of the localisation agenda that has become a key priority for many donors.

*SM joined the session.*

TW outlined that the Alliance needed to pivot to a more networked approach. The momentum around the CHS launch needs to be used to leverage greater engagement and political support among current

and potential donors and INGO members, and to drive fundraising. The sector, which envisioned and created the CHS, needs to step up to support it in this next critical phase.

Collaboration with Sphere was also referenced, which has been strong on the revision process. Further discussions are underway to look at potential collaboration options.

**The ED report was noted.**

## 3.    CHS UPDATE (paper 03)

### 3.1.  Update on launch/es – *for information*

TW provided an update on the forthcoming CHS launch and the debut of the new CHS website on March 21. The launch event at Maison de la Paix in conjunction with ICVA has garnered 3'957 registrations, 1'784 live viewers and 200 individuals attending in person in Geneva. Additionally, the event will feature seven speakers, including Board members.

In order to demonstrate and reinforce the wide commitment to the CHS, the Alliance has launched a call to action for all organisations to sign on to a Statement of Commitment to the CHS. It asks organisations to honour the CHS commitments in its work.  All CHS Alliance members have been automatically signed on, and Board members are asked to circulate it to their partners / networks.

**Action**:
♦ *Board members to share the statement of Commitment with their partners / networks to encourage sign on.*

### 3.2.  Board guidance on increasing uptake - for *Board guidance*

8-10 countries have already expressed interest in holding a national launch. SM and CH committed to launches in their countries. Board members are encouraged to support by organizing local launches where possible.

**Action**:
♦ *Board members to consider opportunities for a CHS launch in their country.*

## 4.    CHS UPDATE AND VERIFICATION (paper 04)

### 4.1.  Update on tools and processes - *for information*

*JC and BS attended the session.*

JC introduced himself to the Board. He updated on latest verification developments:
- 171 organizations, including country-level affiliates, are verified with 33 certified organizations, 16 independently verified, and 122 self-assessed.
- Within the CHS Tracker Platform, 131 member organizations, including country-level affiliates, are verified, comprising 87 unique member organizations.
- Additionally, 116 self-assessments are ongoing, including country-level affiliates, have 52 unique member organizations and 24 national member organizations participating.

LNG          CK

- In Q1 2024, six self-assessments were completed, including one by a national organization.

The CHS Tracker Platform has been welcomed by user organisations. Feedback is generally good, and there are opportunities for improvement as the platform matures. Work is ongoing to develop a resource repository of information to support the verification process, as well as reenergise the verification Community of Practice.

### 4.2. Verification Framework – *for endorsement to be shared with members*

BS presented the draft Verification Framework. The Framework has been designed to ensure a consistent approach to assessing or verifying the performance and compliance of organisations against the CHS.  It includes for each of the CHS requirements:

- Expected result to meet the requirement
- Measurable components
- Guiding questions at:
    - Community level
    - Organisational level
- Generic scoring grid in annex

The draft Framework has been circulated for feedback to the CHS Verification Advisory Panel (VAP) and received valuable inputs from a Member's Advisory Group. Their guidance and recommendations have been taken into consideration.

*MWM left the session.*

The next step is to finalize and share this version with Members for their feedback to input into a final version for approval at the June Board meeting..

The Board welcomed the draft Framework. There followed a discussion where the criticality of member consultation on the Framework was underlined, both to ensure optimal wording and to ensure buy in and positive reception post-launch.  Concerns were also raised regarding the "heavy" format and phraseology of the Framework questions, and the level of repetition. The need for an intuitive structure and wording was underlined.

JC clarified the role of the Verification Framework. It is a technical tool primarily used by auditors, for whom a structured set of questions is helpful, even if repetitive. It is not a user guide on verification for members, which will be developed as a subsequent step (and will be less technical and more "user friendly" in nature).  TW added that the framework is an update to the previous version, rather than a new document.

**The Draft Verification Framework was approved by consensus to be shared with the membership.**

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Finally, Board members emphasised the need for clear communication as the Framework is shared externally on its purpose, vis-à-vis other tools (such as the verification user guide) which will be disseminated subsequently.

### 4.3. Looking ahead – *for discussion*

This section, led by JC, aimed to receive reflections on the overall verification scheme. Several points were discussed with the board members, and with a deeper discussion planned for the next board meeting. The initial discussion gauged interest in these topics and explored potential future directions.

Specific topics addressed during the discussion included:
- Exploring options for conducting external audits.
- Considering whether to offer the same self-assessment services to non-members.
- Reviewing the verification scheme to identify areas for improvement.
- Making difficult decisions about how to allocate human resources effectively.

These points will be revisited and explored further as the Board continues to discuss and refine the verification scheme.

*BS, JC, and MS left the session.*

## 5. FRAC (paper 05)

*PH attended the session.*
*MWM joined the session.*

MWM updated the Board that this was Patrick Hartmann's last Board meeting prior to his departure. MWM and Board members expressed gratitude for his contributions over the past 9½ years.

He also updated that Nancy Ette of member ACT Alliance had joined FRAC.

### 5.1. Audit report – *for approval*

MWM gave an overview of the 2023 audited financial statements. He highlighted that the auditors PricewaterhouseCoopers concluded the audit with no high risk issues or deficiencies identified, which is positive. Reserves as at end 2023 were 489,280 CHF, higher than the predicted figure of 373'425 CHF in the November 2023 FRAC papers.

MVM addressed queries relating to the capacity development budget and VAT exemption.

**The 2023 audited report and financial statements were approved by the board.**

AC raised the issue of cyber security threats, which CH confirmed. PH explained the use of cyber security software linked to Microsoft 365 subscriptions, and also confirmed that new antivirus software will be applied to the accounting system in the coming months.

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### 5.2. Management Accounts - *for information*

MWM summarised the financial position in regard to the management accounts as at end February 2024. Expenditures are on track against projections. MWM explained that income and cost management continue to be closely monitored by the Secretariat, and check-in meetings between himself and the Secretariat continue to be held in between FRAC meetings.

MWM noted fundraising activity underway, and that the predicted funding pipeline is not 100% confirmed, although this is normal for an NGO at this point in the year.

He also noted that amendments are under consideration to the Alliance Reserve Policy, and the FRAC will revert to the Board on this later in the year.

CH proposed that FRAC minutes be always included in Board papers. MWM confirmed that this is normally the case, but this quarter the FRAC was held just one day before the Board meeting, hence minutes were not yet available.

### 5.3. Revised Finance Policy signatories – *for approval*

MWM summarized proposed amendments to the CHSA Finance Policy relating to banking authorisation and signing authorities, to introduce greater clarity, simplicity and to reflect evolving Secretariat roles. He noted that a quorum of the FRAC approved these changes but there was not unanimity among its members regarding proposed single signatory protocols.

The revised Finance Policy was **approved by the board.**

MWM also proposed a motion to remove Patrick Hartmann from the Swiss Commercial Register, given his departure from the alliance.

The motion was **approved by the board.**

*PH left the session.*

### 6. PCC (paper 06)

Staffing update & 2023 HR performance – *for information*

SJP provided an update on the current organizational chart, noting this is pre-restructure.

CK presented HR performance against a set of five metric categories agreed with the PCC in December 2023. The Board expressed appreciation for the strategic approach taken and the results achieved.

Future proposed adjustments to the presentation of performance metrics were provided, in areas including the types of employment contracts offered; diversity statistics; reasons for employee departures; and exit interviews. The counseling service available to employees was noted by Board members, acknowledging its importance.

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LNG          CK

# 7. STRATEGIC RISK AND OPPORTUNITIES WORKSHOP (paper 07)

*MS joined the session.*
*JC, WB, and RA attended the session.*

SJP facilitated an interactive session focused on strategic organizational risks and opportunities, an exercise undertaken annually with the Board as part of the Alliance's risk management approach.

Three risk/opportunity areas were prioritized:
- Donor engagement
- Verification model
- Membership model

The discussions and recommendations from this session are documented separately.

Meeting ended 17.55 pm, 20th March 2024

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Meeting resumed 9:00 am, 22nd March 2024

*RA attended the session.*

LG expressed gratitude to SM and GS for their contributions to the launch event and commended RA and her team for their event organization.

LG extended thanks to Matthew Carter for his dedicated work with the Alliance over many years, most recently on the CHS revision, acknowledging that this is his final Board meeting.  LG reflected on the privilege of working with MC over recent years. Board members additionally expressed their sincere appreciation.

# 8. GOVERNANCE (paper 08)

## 8.1. Board Evaluations and what next – *for discussion*

LG discussed the feedback from the annual board evaluation survey. Only six responses were received, which was deemed disappointing. Of the 22 questions with a score, ranging from 1 to 5 (1 = 1 = Not happening, development needed, 5 = Excellent, no development needed at this time), an overall score of under four points was noted for four questions.

During a group discussion, a number of obervations and improvement steps were noted:
- Where possible, the Secretariat should circulate the board agenda earlier for input
- Where possible, space should be created for more in-depth discussions on key areas
- Those board members who do not belong to specific governance committees may feel less informed, opportunities to ensure they are fully informed should be considered
- Next year's survey should not be sent at year end, as this is a busy time and may reduce the response rate
- The Secretariat should consider how to evaluate to the Board (noting that the Board provides strategic direction but does not have implementation responsibilities)

LNG          CK

MWM emphasised the criticality of Board and committee meeting attendance. It was agreed that this information should be published in relation to future Board member reelection documents.

**Action**:

♦ *Secretariat to include attendance figures relating to Board members seeking re-election.*

MWM also proposed to draft updates to the Alliance Governance Manual based on current best practice. RK suggested this should include guidance on the split between Board vs Secretariat management responsibilities.

**Action**:

♦ *MWM to propose updates to the Alliance Governance Manual and to lead a session on governance at the June Board meeting.*

8.2. <u>Follow up on Governing Well: Power – *for discussion*</u>

As part of the Board's efforts to learn from the insights outlined in the Governing Well report, SA faciliated a session exploring the theme of "What is power, and how do we use our power?"

SA introduced the CHS Alliance's core values, emphasizing their significance as a CHS Alliance driving force, followed by an outline of the diverse types of power and their operational mechanisms. Board members then split into groups and explored 3 questions:

1. As a Board, what is our power?
2. Does the Board need to improve the application of power? If yes, what is required, and if no, why not?
3. How can we/the Board respond to external shocks (as our collective power)?

<u>As a Board, what is our power?</u>

Board members highlighted the following key responsibilities and decision-making authorities as key elements of their "power":

- Appointing and overseeing the Executive Director (ED), including decisions on extending their term or terminating their contract
- Nominating the Board Chair and determining the Chair's term extension
- Approving the annual budget
- Approving new members and removal of existing members
- Determining membership fees, including any discounts or waivers
- Approving the organizational strategy
- Approving policies and other relevant documents
- Approving audited accounts
- Directing major strategic directions, including revisions to the Core Humanitarian Standard (CHS)
- Setting the agenda for quarterly meetings and the Annual General Meeting (AGM)

These powers collectively shape the organization's direction, governance, and financial management, underscoring the Board's pivotal role in strategic decision-making and oversight.

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Does the Board need to improve the application of power? If yes, what is required, and if no, why not?

There was general agreement that there is a need for improvement. Several factors were raised:

- Participation: All Board members need to actively engage and voice their perspectives during meetings. This requires prerequisites such as thorough pre-meeting preparation.
- External Influence: The Board should strive to act as champions or agents externally, effectively targeting key stakeholders (such as donors) through strategic engagement and marketing efforts.
- Leveraging Diversity: While the Board is diverse, it is crucial to ensure that this diversity is effectively leveraged to bring varied perspectives and insights to decision-making.
- Agenda Setting: It should be ensured that meeting agendas reflect the strategic priorities of the organization and can enhance the Board's ability to apply its power in driving impactful decisions and initiatives.

How can we/the board respond to external shocks (as our collective power)?

- Maintaining a calm, measured, and reflective approach to assess each issue thoroughly
- Providing advice and guidance based on expertise and insights
- Analyzing risks associated with external shocks to make informed decisions
- Ensuring preparedness for unforeseen circumstances through proactive planning
- Effectively assessing when external assistance is necessary and appropriate
- Building trust with stakeholders by respecting boundaries and demonstrating accountability
- Establishing credibility by consistently promoting and embodying the Alliance's values
- Prioritizing values and accountability in all actions and decisions
- Upholding quality standards to ensure effective response and adaptation to external challenges

*MC left the session.*

8.3. <u>2024 Elections and General Assembly</u>– *for information and suggestions*

SJP presented a draft 2024 Governance Calendar outlining the key milestones and timings relating to Board elections, Statutes revision and a General Assembly. He explained that the Secretariat proposes to hold a face-to-face General Assembly (GA) in December, before the Regional Humanitarian Partnership Week in Bangkok. He underlined that this would be a significant undertaking, and that Board support would be critical. Funding for the event is being assessed and if this was ultimately unavailable then the GA would be held virtually.

It was noted that an in-person meeting would be an opportunity to energize the membership, assuming a well-designed agenda. A hybrid event was not viewed as a good option. However, Board members raised questions on the feasibility of a face-to-face meeting considering financial constraints, location and the need to obtain quorum. EW proposed that a pulse check be undertaken with members to determine potential attendance. Potential projects to deprioritize and reallocate funds were discussed.

On balance, Board members were in favour of a face-to-face GA if it is possible financially and logistically.

The timeline for 2024 Board elections was discussed. SJP updated that six Board members arriving at the end of their first term in Q1/Q2 were asked to extend their mandate until December 2024. Five have agreed, the sixth's response is pending. The proposal is to hold elections in November with announcement of the results in December. MWM updated that LG has been approached regarding undertaking a second term as Chair and that LG has confirmed her interest. This was received positively by Board members.

CK presented a summary profile of self-assessed Board skills and experience in areas important for the Board's remit. TW emphasized the importance of representation of all key stakeholder groups and member types. LG reminded the Board of the required criteria for its composition as indicated in the Alliance Statutes.

While it was recognized that it is the General Assembly that elects individuals to the Board, certain skills/experience areas were discussed as desirable to have greater Board "coverage" in order to optimize its contribution: fundraising; advocacy; affected population perspective; donor perspective; experience as a humanitarian director.

**Action**:
♦ *Secretariat to facilitate continuance of discussion on elections and Board profile.*

## 9. MNC (paper 09)

### 9.1. New members - *for approval*

RA presented 12 new prospective members for the Board's consideration, following the recommendation of the MNC. The Board unanimously approved the admission of each of these organizations:
- Anglican Development Services
- Center of Concern
- Education for sustainable development
- Humedica
- Mercy Corps
- Organisation pour le Développement Durable, le Renforcement et l'Autopromotion des Structures communautaires (DEDRAS)
- Orphans Care Federation
- Safe Road for Peace & Development
- Sukh Development Foundation
- Tearfund Switzerland
- Union pour la Promotion/Protection, la Défense des Droits Humains et de l'Environnement en sigle UPDDHE/GL
- Bring Hope Humanitarian Foundation

The following organisations have resigned from membership:

- War Child Holland and War Child UK (as they merged into new member War Child Alliance)
- OurLoop due to going into hibernation.

### 9.2. Membership survey 2023 headlines – *for information*

RA presented the results of the 2023 Membership Survey. 64 organizations participated, comprising 33 NNGOs, 25 INGOs, and 6 others, representing approximately 30% of the membership at that time. Although there was a slightly lower response rate overall than 2022, national members showed the high level of engagement.

Responses indicated high satisfaction with organizational support, with over 80% strongly agreeing or agreeing. Additional support requested included verification assistance, more training, feedback mechanisms, and support for local partners.

For 2024, the focus areas include developing and implementing a new membership engagement strategy to tailor support and services effectively, refreshing Communities of Practice, providing verification support, and seeking members' input. Efforts will also be made to improve response rates through shorter surveys, wider distribution, incentivization, and more bilateral engagements with members throughout the year.

LG expressed gratitude for the presented work.

*MS left the session.*

## 10. LOCALED (paper 10)

### 10.1. Update on proposals and next steps – *for information*

TW gave an overview of the Localed initiative, addressing the goal to foster a more accountable and localised approach to humanitarian action which meets the needs of crisis-affected populations. The three objectives of the first implementation phase were summarised:

- Objective 1: Increased understanding, through peer-led analysis in four humanitarian settings, of how communities perceive organizations as fulfilling their CHS commitments and how local and international actors are meeting community expectations.
- Objective 2: Increased locally relevant capacity support to address identified challenges. There was a suggestion to change the language to "capacity sharing" and focus on how activities continue after the process, utilizing tools left behind.
- Objective 3: Influence global policy, driven by local leadership and contextual evidence, for a more equitable and accountable response based on people's needs.

Funding is required and a proposal has been submitted to BHA, with accompanying plans for a more PSEAH focussed approach with FCDO. However, opportunities may exist to make progress in the shorter term based on the capacities and expertise of the network. For example the important work that TPO Uganda and CWSA have been undertaking as advocates in their own networks and galvanising efforts at country level.

### 10.2. What it means for the Alliance - *for discussion*

A discussion followed with Board members providing feedback on the approach and TW clarifying related questions in areas including: Collective Peer Assessments not being limited to members only; adaptive vs adaptable training; criteria behind the choice of initial target countries; plans for future

expansion beyond those countries; the importance of inclusive dialogue; and the operational challenges of localization.

TW emphasised the value of the CHS as a common accountability framework, now being applied in a collective approach through Localed, to generate insights and guidance for the first time on how the system is collectively responding to sector needs and developments.

## 11.    Response to SCHR letter

The Board discussed and agreed the way forward on responding to the letter raised by SCHR.

## 12.    WRAP UP AND CLOSE

LG acknowledged the progress of CHS Alliance's work and thanked everyone for their participation.

<u>Meeting ended 15.15 pm, 22<sup>nd</sup> March 2024</u>

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*Lola Gostelow, Chair of the Board*                                    *Allan Calma, member of the Board*

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Charleen Kagan (Jun 12, 2024 15:36 GMT+2)
               *Charleen Kagan, minutes' taker*

# 2024.03 March Board Meeting Minutes

Final Audit Report                                                        2024-06-12

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✍ Signer ckagan@chsalliance.org entered name at signing as Charleen Kagan
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