

MINUTES OF THE CHS ALLIANCE BOARD
11th June 2024: 10am – 13pm – 13th June 2024: 13pm – 16pm
Virtual Meeting via Zoom

PRESENT:

Shahid Ali (SA), Michael Barnett (MB), Allan Calma (AC), Lola Gostelow (LG, Chair), Coleen Heemskerk (CH), Shama Mall (SM), Michael Wickham Moriarty (MWM), Sarah Pelicarić (SPe), Carly Sheehan (CS), Marina Skuric Prodanovic (MSP), Gloria Soma (GS), Yegana Guliyeva (YG), Meg Sattler (MS), Susan Otieno (SO)

IN ATTENDANCE:

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

APOLOGIES:

Michael Moriarty (MWM): 11th June 2024
Rehema Kajungu (RK): 11th June 2024 and 13th June 2024

ABSENCE:

Michael Barnett (MB): 11th June 2024
Gloria Soma (GS): 11th June 2024

MINUTE TAKER:

Charleen Kagan (CK, HR & Governance Manager)

INVITEES:

Rosa Argent (RA, Director of Communications, Membership and Outreach), Jordi Capdevila (JC, Head of Quality Assurance), Bonaventure Sokpoh (BS, Policy & Outreach Senior Advisor), Martina Broström (MBr, Closing Accountability Gap Manager), Omolola Adewunmi (OA, Quality Assurance Manager), Audrey Rudny (AR, Finance Manager)

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 expressed gratitude to all attendees for their presence. Board members gave updates on launch events for the revised CHS they had been involved in, MS and CS noted strong engagement at an Oxfam-organised Melbourne event. SM updated that CWSA had organised 2 main launch events and 2 smaller ones in Pakistan and Afghanistan, attended in total by over 80 organizations.

1.2. Approval of agenda – for approval

The agenda was approved by consensus.

1.3. Minutes of December 2023 Board meeting – for approval

The March 2024 Board meeting minutes were adopted as a true and correct record of the meeting.

MSP requested that Board minutes be available sooner post meeting. CK and LG agreed to follow up on this.

1.4. Actions arising not appearing – for information

GS joined the session.

LG reviewed the actions arising from the last meeting and noted that updates on all will be covered during this meeting's agenda. TW mentioned that item 340: "Board members to share the statement of Commitment with their partners/networks to encourage sign on", is in progress.

The actions arising document **was noted**.

2. EXECUTIVE DIRECTOR REPORT (Paper 02)

TW summarised the ED report, noting new colour coding to better highlight the status of each KPI and adjustments based on revised resources. The board noted the extensive effort by the Secretariat behind the progress indicated in the report.

YG requested clarification on the overarching objectives of the Alliance up to 2030, including the key deliverables to national NGOs over the next five years. TW confirmed that the Alliance 2022-25 strategy remains critical, including the planned steps forward on verification and scalability.

SM suggested that support by members to other members relating to KPI 1.5 could be more detailed (e.g. CWSA has completed CHS training for 150 organisations). TW agreed that further thought will be given as to how the supportive efforts of key members can be reflected in the report but also in other channels, such as the member newsletter and our social media activity.

MS congratulated the Alliance on its new national members and enquired on progress with IASC signatory to the CHS Commitment. There followed a discussion where TW highlighted the challenges in discussions with donors and the UN to generate commitment to the CHS as the common framework required for quality and accountability for all actors in the sector – not purely NGOs. MSP proposed a meeting with a subset of board members, with the goal to examine the challenge in greater detail, define success and generate new a revised approach.

Action:

- ◆ *Secretariat to arrange a follow-up meeting on UN engagement with MSP and other board members.*

AC joined the session.

CS asked about the current bilateral discussions with SCHR members. TW highlighted these as enlightening, updating that there is a need for more in depth conversations, Feedback on Localized was

positive, good discussions on their support for donor recognition and continued discussions on the future of the verification options.

The ED report was noted.

3. PCC (People and Culture Committee) (Paper 03)

3.1. Update on the restructuring situation – for information

SPE introduced the session, after which TW provided an overview of the ongoing restructuring efforts. She highlighted the cost reductions being achieved through staff reductions and reconfigurations, the implementation of which are ongoing. She expressed appreciation to SJP for his support to the organization despite being affected directly.

As part of the restructuring, recruitment is underway for a Head of Finance and Administration and a Deputy Director and updated on a planned project with consultants Euforia on staff collaboration and team working due to begin in late summer.

Board members sought feedback on staff reaction to the restructuring and the support measures put in place. TW noted an initial and understandable reaction of shock, as well as ongoing nervousness particularly regarding the impact of restructuring on remaining staff members. CK compiled anonymized feedback from staff, which is informing support measures in place (see 3.2). TW commended the team for their understanding and resilience during this challenging period.

3.2. Implementation of support measures - for Board guidance

CK presented a set of measures implemented to support ongoing restructuring efforts, highlighting different channels to maintain transparent communication and aiding in task reprioritization. CK emphasized that sessions of Thrive, providing psychological support, have been doubled for outgoing personnel with access extended up to two months after their contract ends.

The Board emphasised the need to pay attention to the well-being of remaining staff to prevent attrition. TW noted that current risks primarily relate to team dynamics and morale. SPE acknowledged that it takes time to process such changes. Board members expressed appreciation for the efforts put forth by TW, SJP and CK during this period.

3.3. May 2024 PCC Minutes – for information

In summarising the PCC minutes, SPE outlined plans to revise the Alliance’s Reward Policy. SJP will prioritise overseeing this task before his departure, focusing on specific updates that will better align the policy with organizational needs.

4. MNC (Membership and Nominations Committee) (Paper 04)

RA attended the session.

4.1. Governance and Board elections - for information

The upcoming General Assembly (GA) and related elections in December 2024 were discussed.

It was noted as per paper 4.1 that for historical reasons Board election terms have become staggered, and that in 2025 six board members' terms will expire, necessitating new elections.

A number of options were proposed with the pros and cons of each approach. Concerns were raised about potential conflicts of interest in asking board members to approve some of the options as they would be directly impacted by any decision. LG acknowledged this but emphasized that we were not at a decision point and this was to get various views. All Board members agreed on the need to align AG and board election cycles, recognising the different burdens placed on the team of each option.

Following feedback on some of the options, a smaller group of board will convene to take a decision on way ahead.

Action:

- ◆ *Secretariat to organise meeting with MWM, TW, LG, RA, SO, CK to decide on election cycle approach*

MSP highlighted that given the importance of UN engagement, a co-opted UN member should be considered once her mandate ends in December 2024.

4.2. General Assembly plans – for discussion

RA presented the election nomination pack and forms.

The Alliance aims to hold a face-to-face GA in Bangkok on 5-6 December, pending confirmation of funding (otherwise it would have to switch to a virtual event). SM suggested that this be confirmed and communicated quickly such that members can jointly promote the event. RA confirmed that the plan would be for the GA to be face-to-face only (funding permitting), but election voting will take place in the week before the GA and will be virtual.

4.3. New members - for approval

SO presented nine 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:

- Amhara Women Association
- Department of Civil Protection Zimbabwe
- Empowerment for Development
- Enjaz Foundation for Development
- Pak Mission Society
- Sangtani Women Rural Development Organization
- Serve Afghanistan
- Service Chrétien d'Haiti
- Solidarités International

LG thanked the MNC and RA for their work on the GA and membership admissions.

RA left the session.

5. CHS Update and Verification (Paper 05)

JC, BS and OA attended the session.

OA was introduced as the Alliance's new Quality Assurance Manager and welcomed by board members.

5.1. Update on tools and processes - for information

JC provided an overview of the verification uptake since the last meeting. He noted good feedback continues to be received on the Commitment Tracker, and opportunities for improvement are being identified as the platform matures. The Verification Community of Practice (CoP) is now embedded in the Platform, structured around a knowledge library to support the verification process and a group discussion tool.

5.2. Verification Framework – for approval

The board was requested to approve the updated CHS Verification Framework, including the revised verification scoring grid, which was circulated together with the board paper. The proposed framework aims to enhance clarity and support organizations through the verification process.

BA outlined steps taken since the March board meeting in order to further refine the framework. Two workshops took place involving verification focal points of member organisations. Expansion of the members' advisory groups with more national organisations. Further copy-editing, alignment of some PSEAH components for consistency as result of the development of the CHS verification guide, and precisions brought to the scoring grid. Additional meetings were held with the Advisory Group and the CHS Verification Advisory Panel (VAP) to discuss the latest changes, especially the scoring grid, as well as the progress on the accompanying CHS Verification Guide. The VAP confirmed its support for the final draft of the Verification Framework.

A discussion followed on the format of the scoring framework, and how to ensure consistency (including avoidance of bias). It was agreed that a short document giving guidance on processes and accountabilities to ensure objectivity should be prepared.

Action:

- ◆ QA team to prepare succinct guidance on maintaining verification scoring objectivity

VAP member CH commented that the QA team did an excellent job with the Verification Framework and that it was much appreciated by the VAP. CS and SM both noted the positive shift towards providing greater guidance within the Framework. CS also noted that the Framework is still heavily document-focused and encouraged the QA team to consider additional user-friendly creative resources in the future (e.g. infographics).

5.3. Verification Guide – for information

JC clarified that while the Verification Framework should be static, the Verification Guide can evolve and be updated over time based on member feedback.

The development of the Verification Guide has begun and will build on and expand the Framework, providing useful guidance to those involved in CHS Verification processes (such as auditors or

verification focal points of member organisations) on how to measure each of the measurable components of the CHS Verification Framework. The draft Guide has been discussed with the members' advisory group and the VAP in late May, with valuable feedback received.

The board approved the CHS Verification Framework.

Acknowledgments were given to JC, BS and OA for their contributions.

JC, BS and OA left the session.

6. Closing the Accountability Gap - what did we learn? (Paper 06)

MBr attended the session.

MBr presented updated and learnings related to the project: “Closing the Accountability Gap for Victims/Survivors of sexual exploitation, abuse and harassment (SEAH) in the aid sector”

MBr presented insights from the pilots and workshops held last week in Ethiopia and Bangladesh, involving local actors, NGOs, government representatives, and donors. The workshops were met with enthusiasm, aiming to, generate support, uptake and sharing learning on how to implement a victim/survivor centered approach.

A discussion followed covering several of the key project learning points outlined in paper 6:

AC expressed appreciation for the number of field visits undertaken. LG and AC asked what form publication of project outcomes will take: MBr indicated that this is under discussion with MFA, Netherlands but that reports will be published in 2024.

LG observed that project lessons learned on PSEAH accountability at the country level will be valuable as the Alliance advances its Local agenda.

TW extended her appreciation to MBr for her role in leading this strategically important project.

MBr left the session.

Meeting ended 13.02pm, 11th June 2024

Meeting resumed 13pm, 13th June 2024

7. FRAC (Finance, Risk and Audit Committee) (Paper 07)

AR attended the session.

MWM thanked AR and the finance team for their excellent efforts while operating with reduced headcount. He updated that Eoin Wrenn had left the FRAC and the Board following his move to a non-member organization. A new FRAC member will be needed and this is under discussion separately.

7.1. Updated Budget – for information

7.2. Funding Pipeline – for information

MWM updated the board on the Alliance's financial position. He noted that predicted income in the funding pipeline has reduced slightly since the last board meeting. This is due to a more conservative approach being taken. Membership income is strong and rising, and the finance team has done a good job in payment reminders to ensure membership fees are collected quickly.

MWM noted that the updated predicted budget expenditure has also reduced, reflecting staff-related adjustments linked to the organization restructuring and also cost cutting in several non-staff categories. The staff changes will have greater financial impact in 2025.

Notwithstanding the cost reductions, the financial statements currently predict a funding gap. Further efforts need to be taken to balance the budget. MWM also noted the Alliance remains below its minimum reserve balance, the replenishment of which is also a priority. SA highlighted the potential to fundraise in partnership with national NGOs, which may be a strong value proposition for certain donors.

Action:

- ◆ *GS to discuss with TW potential philanthropic funders that might support the CHS Alliance's mission.*

7.3. Risk Matrix – for information

SJP provided an update on key organizational risks reflected in the Risk Matrix.

Swiss Commercial Register

In light of the upcoming departures of SJP and Walter Brill, board members approved a motion by MWM to remove them from the Swiss Commercial Register.

Action:

- ◆ *Secretariat to update Swiss Commercial Register post departure of COO and Director of Accountability Initiatives.*

AR left the session.

8. CHS in the broader AAP (Accountability to Affected People) landscape (Paper 08)

How to create greater interagency momentum on AAP – for discussion

TW provided an overview of recent developments and discussions on AAP, as per paper 8. She highlighted the challenges regarding continued systematic failings, the changing priorities of donors in the sector (and budget cuts), the lack of a central body to shape and drive AAP, and the need for closer collaboration among agencies active on AAP. The voice of NGOs on AAP was also seen as critical.

The importance of maintaining high-level commitment to AAP despite evolutions in the political and funding landscape was underscored, alongside the recognition that while the CHS is acknowledged within the UN system and by donors, there is a need for increased recognition.

Board members offered a range of considerations, with calls for the Alliance to assert itself as a leading standard setter in accountability practices. The shift towards localization, inclusion, and strategic positioning of the CHS was highlighted as integral to the Alliance's advocacy efforts. AAP at the global level has lost its clear focus and is considered differently by different actors. Moving forward, the sector needs to ensure that it can demonstrate the value and importance of accountability initiatives in the most compelling way possible – even if this means redefining terminology

It was agreed that a brainstorming workshop to advance further on the Alliance's strategy on APP should be organized post People-Centred Reform meetings taking place in Bangkok in late June.

Action:

- ◆ *Secretariat to convene a brainstorming workshop with some Board members to advance the Alliance's wider strategy on AAP.*

9. CHS in the broader PSEAH landscape (Paper 09)

CR attended the session.

Update on current initiatives and future options – for information

CR provided an overview focusing on recent developments in the PSEAH landscape, per paper 9. She highlighted several related strengths and opportunities for the organization. Firstly, CR underscored the Alliance's strong credibility and leadership in the PSEAH sector, attributing it to its innovative investigative and victim-survivor approaches, which have bolstered its standing within the aid sector.

Turning to challenges, CR identified several challenges. These included a persistent disconnect between PSEAH and accountability frameworks, despite ongoing clarification efforts. Fragmentation is also an issue, with numerous PSEAH initiatives currently underway globally. Moreover, she wanted to see greater take up CHS Alliance members in critical initiatives like the Misconduct Disclosure Scheme (MDS) and PSEAH Harmonization Reporting Schemes, suggesting a need for deeper engagement strategies. Lastly, CR highlighted the organization's dependence on traditional donors as a significant funding challenge, prompting discussion on diversification strategies for the donor base.

A discussion followed on potential solutions to the current fragmented picture, with LG noting that further information on why a larger percentage of Alliance members are not signing up to PSEAH schemes.

CR concluded the session by presenting specific requests to the board members. She urged them to consider how to increase CHS Alliance member engagement in the MDS and the PSEAH Harmonization Reporting efforts and encouraged them to champion global PSEAH initiatives under the CHS Alliance banner. Additionally, CR sought board input on diversifying the donor base beyond traditional sources to ensure financial stability and sustainability.

LG thanked CR for the insightful presentation and discussion.

AC, MB, CS, MS and CR left the session.

10. Governing Well

Governance Responsibilities

MWM presented an overview of board duties drawn from various sources including the CHS Alliance Statutes and Governance Manual, Swiss, UK and Irish regulations, and international best practices for charity and company boards. Regarding the CHS Alliance Statutes, which were approved in November 2020, MWM highlighted Article 23 as pivotal, outlining the board's roles and responsibilities:

The presentation prompted discussions on publishing attendance records of board members and proposals for enhancing board engagement and effectiveness. Board members also shared their experiences of working with or being members of boards with varying working practices.

The size of the board was discussed, with some members suggesting it could be downscaled. On balance, it was felt that as a membership organization a wide set of representatives on the board was important to fully reflect the diversity of the Alliance.

LG proposed revising the Governance Manual to address any gaps or updates, which received agreement from board members. There was also interest in organizing future meetings to discuss Manual revisions in depth, focusing on values and refining board processes. LG, SO and MWM indicated interest to join these.

Action:

- ◆ *Secretariat and LG, SO and MWM: revisiting the Governance Manual*

11. WRAP UP AND CLOSE

LG reflected on the various discussions held, noting the excellent progress made by the Secretariat quarter by quarter, despite the strong turbulence in the sector. She expressed appreciation to TW and the entire team for their efforts. LG also thanked SJP for his contributions and dedication to the Alliance, noting this was his final Board meeting.

On behalf of the board SM thanked LG for her valued leadership role as Board Chair.

Meeting ended 15.55pm, 13th June 2024



Lola Gostelow, Chair of the Board



Allan Calma, member of the Board

Kagan Charleen

Kagan Charleen (Sep 18, 2024 13:54 GMT+2)

Charleen Kagan, minutes' taker












2024.06 June Board Meeting Minutes

Final Audit Report

2024-09-18

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