

MINUTES OF THE CHS ALLIANCE BOARD
16th September 2024: 13pm – 16pm – 18th June 2024: 10am – 13pm
Virtual Meeting via Zoom

PRESENT:

Michael Barnett (MB), Allan Calma (AC), Lola Gostelow (LG, Chair), Shama Mall (SM), Michael Wickham Moriarty (MW), Sarah Pelicaric (SP), 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), Jonathan. Beloe (JB, Deputy Director), Charleen Kagan (CK, HR & Governance Manager)

APOLOGIES:

Coleen Heemskerk (CH): 16th September 2024 and 18th September 2024

Allan Calma (AC): 18th September 2024

Yegana Guliyeva (YG): 16th September 2024 from 15pm

Shahid Ali (SA): resignation sent 11th September 2024

Sarah Pelicaric (SP): 18th September 2024

ABSENCE:

Gloria Soma (GS): part of 16.09.2024 and all of 18.09.2024

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), Eric Mallinjou (EM, Head of Finance and Administration), 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 were no declarations of interest.

LG noted that attendees seeking re-election would have conflicts of interest during the discussions on elections, and that a process had been put in place to manage these.

LG expressed gratitude to attendees for their presence. She welcomed JB, who had recently joined the CHS Alliance as Deputy Executive Director.

The meeting proceeded with a roundtable, where participants shared updates on their activities and progress on areas connected to the CHS.

1.2. Approval of agenda – for approval

The agenda was approved by consensus.

1.3. Minutes of June 2024 Board meeting – for approval

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

1.4. Actions arising not appearing – for information

LG provided a review of the actions arising from the previous meeting. The actions arising document **was noted**. LG expressed satisfaction with the significant progress made.

2. EXECUTIVE DIRECTOR REPORT (Paper 02)

Board members responded to the ED's report. They discussed the challenging funding situation facing the sector and the importance of maintaining the pressure for a more accountable aid sector. TW reflected on these key strategic challenges and opportunities. She emphasized the importance of working collaboratively and not in silos. She recapped the momentum around the collaborative work in this area, linking to the IASC and Grand Bargain. She also referred to the work done with ICVA on a broad survey and workshop to gather recommendations on how to proceed; one of the products was the draft letter to be sent to the new ERC when appointed (this letter had been shared with the Board by email).

GS joined the session.

A request was made for a document summarizing the various multilateral accountability initiatives. TW acknowledged the benefit of this, and would convene a smaller group to reflect on the current and changing accountability landscape and the role of the CHS Alliance within that.

LG expressed her gratitude for the clear and concise summary and the discussion. **The ED report was noted.**

Action:

TW to convene a sub-group of the Board, to assess the CHS-A's position and value-add in the wider Accountability landscape. From that, prepare a paper summarising what the various initiatives do, and how they differ from one another.

3. Governance (Paper 03)

RA attended the session.

3.1. Governance overview coming 3 years – for discussion

LG outlined the governance calendar for the next three years, providing an overview of the board elections, strategy period and the move to align the timing of the General Assemblies with 18-month

election cycles. She confirmed that this year the Board elections will be held online prior to the General Assembly in December 2024.

At the GA, members will be asked to extend the current strategy until 2027, with a light update, and to give feedback on proposed changes to the statutes. The refreshed strategy and updated statutes will then be formally presented to members in June 2025.

3.2. General Assembly plans - for discussion

LG presented the General Assembly plans, with Board members leading sessions with secretariat staff, emphasizing the importance of information exchange during the event. The draft agenda for the General Assembly was validated by the board. LG reminded Board members that the GA needs their leadership and thanked them for their engagement and commitment to the process.

It was also mentioned that the pending statute changes should be re-visited before presenting them at the General Assembly, particularly in relation to Verification and Certification within the first two years, to assess if these provisions are still relevant.

3.3. Board terms and candidates for election – for endorsement

LG introduced the paper on Board terms. Three members are concluding their second term and will be leaving in December 2024 (AC, MSP and SM), while four others are finishing their first term and seeking re-election (MB, MW, SP and SO).

A total of 22 nominations were received, and LG thanked the MNC for their work in reviewing the candidates. To avoid potential conflicts of interest, five individuals (MB, MW, SM, SP, and SO) were removed from this part of the discussion.

The board expressed support for the 22 applications. RA noted that two additional applications did not meet submission requirements and therefore were not presented to the Board.

A summary of each candidate will be posted on the CHS Alliance website at the end of October, along with a list of the skills needed, to guide members in their votes. The importance of diversity in the Board composition will be stressed.

Members will be asked to elect seven full member representatives from 21 approved nominees, and to elect one independent member as only one independent nominee is standing.

3.4. Governance Manual – for discussion

A proposal was made for the Secretariat to move ahead with the changes outlined in Paper 3.4. This is intended to ensure that the governance framework is clear and up to date ahead of the December General Assembly.

Action:

- ◆ The Secretariat, with the support of LG and MW, will review and update the Governance Manual

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

4.1. New members - for approval

RA presented nine prospective CHS-A members for the Board's consideration, following the recommendation of the MNC. The Board unanimously approved the membership of the following organisations:

- Consejo de Iglesias de Cuba
- Department of Services to Palestinian Refugees
- Eco-Social Development Organization (ESDO)
- Ecumenical Association of Churches from Romania
- Forum for development Association
- Internal Risk Management Group
- International Islamic Youth League
- Middle East Council of Churches
- Nazrul Smriti Sangsad

4.2. Membership Engagement opportunities – for information

RA presented an overview of the new Network Engagement Plan aimed at enhancing engagement with members. Initiatives include quarterly bilateral meetings with a variety of members, designed to deepen the understanding of members' needs and improve the support offered, and reinvigorated Communities of Practice. The team has also introduced a monthly members' briefing, which focuses on providing essential updates for members, including on governance.

Onboarding materials, including the "Getting Started" pack, have been refreshed to enhance the experience for new members. RA also mentioned that staff have been trained to deliver the half day online CHS introductory sessions to better equip members with necessary knowledge.

Views were sought on the proposal for a new Global Leadership Exchange series, aimed at an audience of CEO and Board members of member organisations. This received strong support from the Board. The team is aiming to commence with a session on PSEAH (scheduled for December 2024) and Board members were invited to share their ideas for speakers and topics at future events.

Action: Board members to share ideas on speakers/topics to RA.

RA left the session

5. PCC (People and Culture Committee) (Paper 05)

SP introduced the session, providing an overview of the key updates and discussions.

5.1. Staffing Update – for information

TW shared the news that both EM and JB had recently joined the team, filling critical roles. The Board welcomed them.

TW also announced Audrey's departure from the organization. The Board wished to formally and effusively thanks Audrey for her work, and most especially her leadership and commitment in managing the gap between Patrick's departure and EM's arrival.

The organization is now entering the next phase following the recent restructuring. TW announced that the team will be participating in a retreat next week, to get to know each other better and explore ways to collaborate more effectively.

5.2. Reward policy update – for discussion

TW explained that the work on the reward policy is still ongoing. Collaboration with JB and EM will be crucial in developing this policy, as the policy has to align with the organization's culture and values. The aim is to bring a version back to the Board in December.

Board members asked whether the organization planned to implement a performance-based reward system. SP responded by saying that while many organizations attempt to link salary to performance, it can be challenging to implement effectively.

5.3. Planning for the end of 2024 – for information

SP shared that the Secretariat team has developed an outline of the key HR activities that will be undertaken before the end of 2024.

LG announced the end of the meeting for the day, expressing her gratitude to everyone for their participation, with special thanks to those attending late into their evenings.

Meeting ended 15.55pm, 16th September 2024

Meeting resumed 10pm, 18th September 2024

The day's session began with TW announcing that CHS Alliance had secured funding from BHA for the LOCALED project. Board members congratulated the team on its work.

6. **CHS Verification (Paper 06)**

JC attended the session.

6.1. Update on tools and processes, including Verification Guide - for information

JC provided an update on the review of the Verification tools, in accordance with the updated CHS. This involves different consultation groups, such as the Member's Advisory Group and the VAP (Verification Advisory Panel). He announced that the first draft of the Verification Guide is ready.

A question was raised about the capacity of the CHS Alliance Secretariat to provide the necessary support for the growing number of organizations self-verifying, given the limited resources of the team. JC noted that although the current self-assessment approach is indeed resource-demanding,

serving both members and non-members, it is, for the time being, manageable. However, it was acknowledged that if demand grows in the future, alternative modalities may be needed. It was also mentioned that internal audits should be built on already existing M&E departments in organizations to avoid any duplication.

6.2. Use of internal audits to strengthen the Verification Scheme - for discussion

JC presented a proposal to use internal audits to strengthen the verification scheme. Internal audits would not necessarily require a comprehensive review of the CHS commitments every year, but rather could focus on identifying risks and monitoring those regularly.

There was substantial interest from the Board in exploring this further, along with various questions regarding the implications for smaller organizations, and consideration of the pricing for this option.

A practical suggestion was made to conduct a survey with the membership about the potential utility and feasibility of such an internal audit function. Board members also suggested that if internal audits were to be promoted, it would be important to provide clear communication materials for organizations, distinguishing between self-assessment, internal audits, and external verification.

6.3. Furthering Donor Recognition – for discussion

LG emphasized the need for a structured approach to engage donors more effectively.

TW explained that a Donor Recognition Working Group has been created, and the first session will take place on the 3rd of October. She encouraged Board members to nominate staff from their organizations to join.

TW alerted that a web page is being developed to highlight those donors recognizing the CHS, in the hope that this will encourage support from others.

JC left the session.

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

EM and AR attended the session.

MW introduced EM, thanked the finance team for their work and announced that AR was leaving the organisation. Everyone took the opportunity to wish her good luck and thank her for her work.

7.1. Updated 2024 Budget – for information

7.2. Funding Pipeline – for information

7.3. Draft 2025 Budget – for information

The meeting provided a 2024 budget update, noting that, despite the constraints, the funding gap has been significantly reduced this year. With careful expense management, the organization is managing to maintain its financial stability, although some essential investments have been delayed.

MWM explained that the organization has received the majority of 2024 membership fees, which is positive news.

It is crucial to pay attention to the budget until the end of the year, as a tight budget is anticipated for 2025. The objective is to present a balanced 2025 budget at the next Board meeting, as there is also a need to rebuild the reserves.

Regarding the funding pipeline, TW emphasized the challenges with the funding constraints in the sector. Discussions focused on the need to explore ways to strengthen fundraising activities.

7.4. Risk Matrix – for information

The discussion on the risk matrix highlighted the current financial position of the organization, which was described as challenging but not critical. MWM acknowledged the risks associated with potential funding reductions and changes in donor policies, emphasizing the need for agility in managing these issues.

MWM proposed that some risks could be removed after December, though the resulting discussion suggested rewording one of the risks rather than eliminating it.

Actions:

- ◆ *Send SM the payment information for SABAWON member in Pakistan*
- ◆ *In the upcoming presentation of the 2025 budget, specify what is critical and what is "on hold" in the budget to assist the FRAC/Board in making decisions*
- ◆ *The SMT should review the risk matrix, particularly the rewording of one of the risks*

EM and AR left the session.

8. 2025 plans (Paper 08)

8.1. Budget and HR – for information

The session on 2025 plans began with a presentation regarding upcoming work. There was a discussion on how to provide individual support to NGOs as well as the sectoral issues on accountability.

8.2. Strategy and plans – for discussion

The group discussed potential updates to the statutes clarifying that some of these were pragmatic updates regarding the committees etc, but some required further consideration. The two most challenging aspects are clarifying the differences in membership categories to better align with the organization's mission. The second one is on the membership requirements, specifically as it related to CHS verification as a requirement or not.

The onboarding process for new board members was also discussed, focusing on ensuring that they are integrated smoothly and are well-informed about the organization's objectives.



The 2025 plan and budget will be presented to the Board for approval in December.

9. WRAP UP AND CLOSE

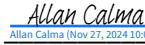
During the "Any Other Business" segment, the floor was opened for additional comments and questions from members.

The session concluded with a reminder to all members to stay engaged and informed, and that collective efforts will be needed to prepare for the GA.

Meeting ended 15.00pm, 18th September 2024



Lola Gostelow, Chair of the Board



Allan Calma (Nov 27, 2024 10:05 GMT+1)

Allan Calma, member of the Board



Kagan Charleen (Nov 26, 2024 15:26 GMT+1)

Charleen Kagan, minutes' taker












2024.09 September Board Meeting Minutes

Final Audit Report

2024-11-27

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