

MINUTES OF THE CHS ALLIANCE BOARD

11 January 2017

TELECONFERENCE

PRESENT:

John Beverley (JB), Nick Guttmann (NG), Jacquie Heany (JH), Thea Hilhorst (THi), Takeshi Komino (TK), Bijay Kumar (BK), Robert Tickner (RT, Chair), Robert Sweatman (RS), Rezaul Chowdhury (RC), Osama Ezzo (OE), Dr. Samah Bassas (SB), Jules Frost (JF), Jacqueline Koster (JK), Martha Nemera (MN)

IN ATTENDANCE:

Hélène Maillet (HM, minutes only), Judith Greenwood (JG)

APOLOGIES:

Tahya Hossain (THo)

ACTION

1. APOLOGIES, WELCOME AND DECLARATIONS OF INTEREST

This is the first meeting since the new Board has been elected in November. RT therefore congratulated Board members for their election and welcomed everyone to the meeting. Apologies were noted. The agenda was accepted.

Reza Chowdhury expressed interest in being part of the Finance, Risk and Audit Committee (FRAC).

Martha Nemera expressed interest in being part of the Membership & Nominations Committee (MNC).

2. MINUTES OF THE LAST BOARD MEETING HELD ON 27-28 SEPTEMBER 2016 (paper 1)

There was no correction to the minutes of last Board meeting held on 27-28 September 2016. The minutes were approved.

3. ACTION ARISING DOCUMENT (paper 2)

The document was noted.

Question raised by JF: What does the absence of comment in the “progress” column mean?

JG specified that if there is no comment in the “progress” column, it means that no action has been taken or communicated.

RC and JF informed that they did not receive all the documents.

Action: to forward the email of Dec 30th to any Board members who did not receive the attachments.

JG

Action: the Secretariat will ensure that documents are sent out in a timely manner.

JG/HM

Please inform the Secretariat if you have not received documents a couple of days prior to the meeting.

ALL Board members

4. ED (Executive Director) REPORT (paper 3)

Paper 3 was **noted**.

Highlight from ED: the CHS Steering Committee has been re-scheduled on 13 March 2017. Sphere is going through the revision of the handbook, so there will be an earlier meeting with Sphere and Groupe URD regarding this to ensure no change is made to the CHS guidance notes and indicators without CHS Alliance's input.

questions re ED report:

- NG asked what the relationship with hqai (humanitarian quality assurance initiative) and the certification/verification process is. He stressed that the cost members will have to pay for certification is apparently quite expensive. JG sits in the Board of hqai. Next Board meeting is planned on 23 February and she can raise the issue during that meeting.

Action: to follow-up with NG and other interested members on the issue and give feedback to the Board at next meeting.

JG

- BK requested additional information on the staffing challenges mentioned in the report.

JG responded that there has been a gap in communications in London in December and difficulties with the recruitment which took longer than expected. She also informed the Board that the Senior fundraising Officer has also just given notice to the ED.

- RS asked about where we are on the CHS Alliance strategy.

JG responded that there will be an all staff meeting in February in Geneva (20-21); the aim is to work on the strategy (starting from what we got at the meeting in November).

RT reminded that formulation and sign off of the strategy is a very important part of the Board's role.

JB asked whether it would be useful to have a process document to work on the strategy including what is going to be done and relevant timetable. Such a document will help to understand the commitment that is needed. This was **agreed** by the Board.

Action: to draft the process document.

JG

JB also suggested to have a facilitator to help building the strategy.

JG proposed to request Willem van Eekelen (former CHS Alliance interim board member) to facilitate the work on the strategy which was supported by JB and JH.

Action: to contact Willem to see if he is interested and available; to send draft to the Board after the all staff meeting to get input/feedback.

JG

Then, RT suggested that in order to provide a sounding board for the Executive Director in preparation of the draft strategy a committee of board members be formed consisting of the Chair and Deputy Chair, Chair of the Finance, Risk and Audit Committee, and also include Jacquie Heany given her contribution to the work of the board on the strategy in the lead up to the General Assembly.

Dr Samah Bassas also expressed interest in joining this group and the proposal was **approved** by the Board.

MN asked details about 'establishing Board Key Performance Indicators (KPI)' (paper 3 – moving forward section).

JG briefly explained what it was and said she will invite input from Board members to draft the KPI.

Action: to request input from Board members to draft the Board KPI.

JG

5. GOVERNANCE (papers 4a-e)

5.1. co-opted members (paper 4a)

As per article 21.1.3 of the Statutes, the Board may co-opt two individuals in order 'to ensure diversity and a structured way of engaging other stakeholders not currently represented'.

JG presented the two identified co-opted nominees.

(1) Ms Ariadna Pop

1st Secretary, Humanitarian Affairs Section,
Swiss Permanent Mission to the UN

(2) Ms Loretta Hieber-Girardet

Chief, Inter-Cluster Coordination Section

Programme Support Branch

United Nations Office for the Coordination of Humanitarian Affairs
(UNOCHA)

The terms of reference (ToR) for the co-opted Board members had already been endorsed.

Nominations were approved by the Board by consensus.

5.2. board committees

This first meeting of the Board was also the occasion to elect the members of the Alliance's Committees as per the Statutes.

Finance, Risk and Audit Committee (FRAC): (paper 4b)

Reza Chowdhury; Dr. Samah Bassas (both elected for 36 months); Nick Guttman and John Beverley (both elected for 18 months) expressed interest in sitting in that Committee. NG and JB were already members of the Committee. There was no further nomination from the Board.

Composition of the FRAC approved by the Board by consensus.

Chair of the FRAC: John Beverley nominated - **elected**

To sit in this Committee, it was agreed to identify an external member. A KPMG partner from Geneva has therefore been identified.

The Board **approved** the nomination of the external partner

Action: to approach KPMG partner and invite him to sit in the FRAC

JG

A discussion followed on the composition of the FRAC and on the length of the members' term of service. Indeed, length of term for ordinary members of the FRAC is not clear (not written anywhere).

It was **agreed** that they are appointed for 3 years, subject that they are still members of the Board.

Action: to amend the ToR to reflect Board's decision on period of appointment of members of FRAC.

**FRAC/
JB/PH**

Membership & Nominations Committee (MNC): (paper 4c)

RT suggested that the ToR for this committee be extended to also give it a role as a Board Governance Committee rather than set up a separate committee for this

purpose and that areas of important future work should include further work to develop the Governance Manual and a comprehensive revision of the Statutes. This was **approved** by the Board and the Committee was invited to review the terms of reference and come back to the Board at its next meeting with revised terms of reference for adoption.

Action: Committee to revise terms of reference to include a future role in providing recommendations on organisational governance and related matters.

**MNC/
RS/HM**

The total number of members for this Committee is 6.
4 Board members expressed interest in sitting in that Committee: Robert Sweatman (was already sitting in it) and Jacquie Heany (both elected for 18 months); Martha Namera and Osama Ezzo (both elected for 36 months). It was suggested that when the MNC has its first session, members can agree on names to be submitted to the Board for approval of appointment. MN highlighted the importance to have representation from national and international organisations in the committee since it will have to review applications from national and international organisations.

Composition of the MNC approved by the Board by consensus.

Chair of the MNC: Robert Sweatman nominated - **elected**

Complaints Committee: (paper 4d)

Bijay Kumar and Tahya Hossain expressed interest in sitting in this Committee. Currently there are 5 other members.

3 from member organisations with experience in handling complaints: Aarno Lahtinen, Finn Church Aid; Coleen Heemskerck, Church of Sweden; and Leslie Alfonso, Community World Service Asia

2 independents: Karin Oswald and Christine Lipohar

Composition of the Complaints Committee approved by the Board by consensus.

Chair: Bijay Kumar nominated - **elected**.

6. FRAC (papers 5a & 5b)

6.1. Last meeting's minutes

The minutes of last FRAC meeting held on 22 December 2016 were **approved**.

6.2. FRAC report

Presentation by JB of the combined management accounts 2016 and cash flow forecast. Papers were **noted**.

The good work of the Finance team carried out in 2016 was highlighted by JB and JG.

On the membership fees front, JB found encouraging the progress so far since the vast majority of invoice has been sent. Some have already been paid. It was noted that one member has cancelled its membership.

7. IN CAMERA ITEMS

None.

8. ANY OTHER BUSINESS

8.1. Question about the “buddy system”

BK asked how to take the buddy system forward.

JG reminded that the suggestion was made at the September board meeting to have one re-elected Board member contact one newly-elected Board member. JG randomly assigned people and it was completely up to the “buddies” to decide how they want to take this forward.

8.2. New membership applications for Board’s consideration

Two new member applications were reviewed at the last MNC meeting and approved by it with a recommendation to the Board to approve them.

As the next Board meeting is not until end of April it was decided as a late addition to request the Board to approve them during this meeting.

Applications were from:

- Danish People’s Aid
- Nordisk Hjalp

Both are requesting full membership.

The Board **approved** the membership applications.

Regarding membership requirements, RT asked whether having an independent annual financial audit taking place was required for applying organisations.

JG

Action: to seek clarification around the issue of the organisation having an independent annual financial audit taking place (not written)



9. DATES OF NEXT MEETINGS IN 2017

First face-to-face meeting on 27-28 April 2017 in Geneva.

No date confirmed yet for second teleconference and second F2F meeting as not all Board members have responded.

Action: to send the doodle poll link again

HM

End of meeting