

## MINUTES OF THE CHS ALLIANCE BOARD

19 June 2017

### TELECONFERENCE MEETING

**PRESENT:**

Dr. Samah Bassas (SB), John Beverley (JB, treasurer), Rezaul Chowdhury (RC), Jules Frost (JF, vice-chair), Nick Guttman (NG), Loretta Hieber-Girardet (LHG), Thea Hilhorst (THi), Tahya Hossain (THo), Takeshi Komino (TK), Jacqueline Koster (JK), Ariadna Pop (AP), Robert Sweatman (RS), Robert Tickner (RT, Chair), Martha Namera Woyessa (MN)

**IN ATTENDANCE:**

Judith Greenwood (JG, Executive Director/ED), H  l  ne Maillet (HM, minutes only)

**APOLOGIES:**

Jacque Heany (JH), Bijay Kumar (BK), Osama Ezzo (OE)

#### ACTION

**1. APOLOGIES, WELCOME AND DECLARATIONS OF INTEREST**

The Chair welcome the board members. Apologies were **noted**.

There was no declaration of interest.

**2. MINUTES OF THE LAST BOARD MEETING HELD ON 27-28 APRIL 2017 (paper 1)**

There was a discussion on how to record the outcomes of in camera items in meetings minutes.

The Chair noted that it is usual practice to have a summary of the in camera meeting outcomes made public as necessary in the formal minutes of the meeting, unless the issue is confidential. This was **approved** by the Board.

***Actions:*** to retype and include the Board resolution under "in camera items" section **HM** in the minutes.

**The minutes were adopted by consensus as true and correct records of the meeting.**

**3. ACTION ARISING NOT APPEARING ELSEWHERE ON THE AGENDA (paper 2)**

There was no comment on the document.

**The document was noted.**

#### **4. ED (Executive Director) REPORT (paper 3a-c)**

##### ED Report (paper 3a)

JG presented her report and added to the highlights at the beginning of paper 3a that we now have two trainers in the Pacific region (1 lately trained in Auckland, 1 trained in Berlin but based in Australia). She also mentioned on the internal front that the Alliance self-assessment is ongoing and results will be shared with the Board in due time.

Following her presentation there were some questions and responses are summarized below:

- ◆ On the ICRC accountability framework, JG explained that the ICRC has undertaken a self-assessment that was a bit lighter than ours and the Alliance will help them develop an accountability framework that goes beyond the CHS. The ICRC and the Alliance will sign a contract and the remuneration from the ICRC will cover more than David's time.
- ◆ On the BPRM funding proposal's denial, JG explained that our proposal did not fulfil the eligibility criteria because a risk register was not included in the proposal. On this the Chair did not blame anybody but advised to ensure that donors' requirements for proposal are known in advance and suggested to make checklists.
- ◆ On the significant investment of time for Sphere revision, TK said it's linked to the involvement of David in the writing group and briefly explained the process currently running.
- ◆ With respect to budget cuts, JG agreed that it is regrettable to have cut on professional development but explained that decision was made to keep the provision made in case of salary increase.
- ◆ The issue of localisation and putting people at the centre/accountability to affected populations was brought and JG responded that this focus is not lost and the issue was the focus of a forum organised by CDAC network in Bangkok last May.
- ◆ About meetings, RC mentioned he had not been informed about the Dhaka meeting on CHCF (Start network) and requested that anything done by the Alliance or where the Alliance is present shall be communicated in advance to the members.

**Action:**

- ◆ *To ensure that any meeting/event where we have members be communicated with them*

**CHS  
Alliance  
staff**

Strategy (paper 3b) – on that paper Board members suggested to remove the figures of number of members and JF suggested to add the Board Key Performance Indicators (KPIs) as an annex to it.

**The Board approved the suggestion to remove the figures of number of members and to add KPIs in annex.**

**Action:**

- ◆ *To tweak the strategy to reflect the Board suggestions (number of members and KPIs)*

**JG**

Annual report (paper 3c)

**The Board is satisfied with the report.**

**5. MNC UPDATE (papers 4a-d)****5.1. Membership application from DAM**

RS explained that Dhaka Ahsania Mission has sent to the Alliance its draft Code of Conduct and that the MNC is recommending the Board to approve its membership application.

**The Board approved the membership application from DAM.**

**5.2. Board KPIs**

There was some discussion on this, in particular on the language of some outcomes (KPI #4 outcome to be rephrased since it does not seem as specific to that indicator) and on the addition of one KPI on restricted funds v. unrestricted ones. There was also the suggestion to add as output indicator for KPI #5 the “increased funding from donors” and to add the member survey as a translation of the engagement of membership (as in ED KPIs).

**The Board approved the suggested KPIs for the Board subject to amendments as suggested above.**

**Action:**

- ◆ *To update the KPIs (including adapting the language of outcome #4) and circulate them to the Board*

**JG/RS/  
MNC**

### 5.3. Governance Manual

RS presented the document.

The Chair reminded that it is an important document that the Board will own and that will keep evolving.

It was requested to add the version number in the footer of the document as well as to add official numbers of registration in Switzerland and UK in point 5.1.

The Board **accepted** the additions.

The Chair pointed out that there is confusion between documents and institutions at the end of p.5 and that this needs to be adapted.

On p.6-7 (point 6.2), the Chair requested to ensure we encompass everything that is in the Statutes (e.g. responsibility to approve new members and to set annual membership fees to be added to the Governance Manual).

On p.13 (point 9.2 VIII), the Chair also noted that in camera sessions are usually not included at the start of the meeting and therefore this should be adapted (remove the words “at the start of the meeting” to remain flexible).

Regarding that issue, JG asked whether we could include something about recording in camera items resolutions in the minutes.

The proposal articulated by the Chair was that “the Board may advise the outcomes of the in camera sessions where appropriate to non-board members and public”.

### **The Board approved the Governance Manual with abovementioned changes.**

#### **Action:**

- ◆ *To update Governance Manual*

**JG/MNC**

### 5.4. Minutes of last MNC meeting (26 May)

RS explained that the MNC will now start revising the Statutes and that one member of the Policy team will now join the meetings.

He also explained that the MNC will also work on the different categories of membership and has started revising the membership fees structure.

The Chair welcomed the working priorities presented by the MNC and **highlighted the need to identify and replace any area where we are not compliant with our Statutes and find a way to quickly ensure compliance.**

### 5.5. Update on members without CoC

JG explained that a follow-up is being done, in particular by Adrien (Policy team).

The Board supports the team in this task.

## **6. FINANCE RISK & AUDIT COMMITTEE (FRAC) (papers 5a-g)**

### 6.1. Update PIA closing (paper 5a)

JB presented the paper 5a. He said that there are two plans as follows:

Plan A: to transfer of all funds before 30 June and 0 balance (timing still fine for Plan A)

Plan B: if not possible to transfer all funds before 30 June, the aim is nevertheless to avoid entering another financial year – so there would be a closing with a balance sheet (not 0 one) and the funds would be transferred right after.

JB specified that he does not see anything preventing from achieving plan A.

**The Board noted the report and looks forward to the successful closing of PIA accounts by 30 June.**

### 6.2. FRAC papers (paper 5b and 5 b bis)

JB highlighted paragraph 2 of point 4 of paper 5 b bis:

*The FRAC is clearly concerned by the loss of members, this is a strategic question for the Board to consider: whether we stop chasing members who are not engaged and not paying their fees and devote efforts on attracting new members and refining the offer, as the FRAC agrees that the more members the Alliance has, the more credibility the organisation has.*

*The FRAC recognizes that this is taken seriously and followed up by the MNC.*

**Board noted the minutes of the two past meetings of the FRAC (4 April and 6 June).**

### 6.3. Update on membership fees (paper 5c)

JB underlined the good figures of membership fees collected in terms of amount collected, which are however a bit disappointing when we look at the number of members having paid. This observation is linked to the previous item and explains the position of the FRAC who would like to concentrate the efforts on recruiting new members who would meet the requirements and be engaged rather than keep the members not paying and having bad debt.

RT noted that paper 5c also confirms the issue raised under 5.4. above and the need to revise the Statutes and be compliant with them.

Board members agreed on the suggestion not to spend too much time in dealing with members who are not engaged but asked how the Alliance will deal with them and if the Alliance knows exactly who to contact within the organisation (are the focal points the right person? Are they still working for that organisation, etc.?)

JG responded that the aim is to have an updated list of members who know that they are members of the Alliance, but that – in terms of focal point – we could do it better, and that staff is working on it. She mentioned that the Alliance has a new software that would help and she would welcome suggestion from Board members if they know how to best contact members and get a response once list of focal point is identified.

**JG noted the wish of the Board to focus on new members and not spend too much time in trying to convince members who don't want to remain members.**

#### 6.4. Budget re-alignment 2017 (paper 5d)

JB explained that the initial budget was dated September 2016 and it was time to review it in view of finishing the year due to confirmation of potential funding.

JF highlighted the deficit that is still foreseen despite the cuts and the fact that the Alliance may be forced to use the reserves. She asked if the Board agrees to approve a budget with negative deficit.

There was also the same discussion as held during the FRAC meeting of 6<sup>th</sup> June (point 5) as to whether it would not be more appropriate keeping the approved budget as approved budget and having the reforecast as separate.

JG clarified that a balanced budget will be presented to the Board in September (either new income will be received by then or additional cuts will be made).

She also mentioned that the budget presented at this meeting does not include an amount of approx. 40'000CHF that will be received in the next couple of weeks.

**The Board endorsed the revised budget noting the concern about approving a budget with deficit and noting the response from the ED.**

#### 6.5. Internal control system design (paper 5e)

JB presented the document and explained the context of it (cf. audit report, requirement from the auditors)

Regarding the timeline, JB clarified that additional review meeting with restricted number of FRAC members will take place in August.

Motion is that the Board accepts the action plan and timeline.

Board thanked the staff for the document.

**The Board approved the document.**

#### 6.6. Risk register (paper 5f)

JG presented the document and requested comments from the Board on the response actions.

Board members noted that responsibility should be clarified for risks #5 (same as #4), 8 and 9.

The Chair noted that risk #5 could be rephrased and emphasized the loss of members instead of the lack of feedback from members. He also suggested that all ED KPIs are reflected in the risk register.

Further to this discussion JF said that there could be more clarity between risks #4 and #5.

**The Board noted that the risk register is a working progress and requested the ED to give further consideration to points highlighted by the Board and that an updated risk register will be presented at next (and every) FRAC meeting.**

**Action:**

- ◆ *To update the risk register and present it at the next FRAC meeting*

**JG**

NG agreed with the necessity to clarify risks and list them but wanted to emphasize that mitigation activities and their implementation were equally important.

6.7. PIA - CHS Alliance transfer agreement (paper 5g)

**The Board noted the transfer agreement.**

## **7. CHS STEERING COMMITTEE (papers 6a-b)**

JG briefly described the process to the first meeting of the CHS Steering Committee. She introduced the ToR of the Committee and explained that the motion is that the Board look at the purpose and functions of the CHS Steering Committee (as in the ToR) and make any input as necessary.

The discussion focused on who is supposed to make the final adoption of any revision and is the word “adoption” the right one (first page, point 2 in track changes).

The Board felt a lack of clarity on what is recommended to be input in the “purpose and functions” of the CHS Steering Committee.

Given that a few Board members had left the meeting at that stage it was suggested to postpone that discussion and that JF and JG come back with a briefing and recommendation.

**The Board requested JF and JG to confer with external and internal stakeholders and come back to the Board with a briefing and recommendation for input.**

JF suggested that Board members who have already input to contribute send comments by email to Judith. (see annex 1 to Board meeting minutes)

**Action:** *to come to the Board with briefing on the CHS Steering Committee.*

**JF/JG**



**8. IN CAMERA ITEMS**

None

**9. ANY OTHER BUSINESS**

The Chair informed the Board that ED KPIs had been finalized (shared prior to the meeting). They were drafted (upon delegation by the Board at the last meeting) by the Chair, Vice-Chair and Treasurer. No concern were raised.

**The Board approved the Executive Director's KPIs.**

*End of the meeting*