

MINUTES OF THE CHS ALLIANCE INTERIM BOARD, 21 JULY 2016, 13.00-15.00 London (UK) time TELECONFERENCE

PRESENT:

John Beverley (JB), Joan Coyle (JC), Anabel Cruz (AC), Anne de Riedmatten (AdR), Takeshi Komino (TK), Robert Tickner (RT, Chair), Willem van Eekelen (WvE), Diane Willis (DW), Véronique de Geoffroy (VdG), Camilla Knox-Peebles (CKP)

GUESTS:

Robert Sweatman (RS) (Item 8 only), Ben Emmens (BE) (Item 4 only)

IN ATTENDANCE:

Judith Greenwood (JG), Victoria Gronwald (VG) (minutes only)

APOLOGIES:

Nick Guttman (NG), Thea Hilhorst (TH), Mudasser Siddiqui (MS), Jacquie Heany (JH), Jeff Wright (JW), Bijay Kumar (BK), Loretta Hieber-Girandet (LHG)

ACTION

1. APOLOGIES, WELCOME AND DECLARATIONS OF INTEREST

RT welcomed everyone to the meeting. Apologies were **noted**. The agenda was **accepted**.

The Statutes do not provide for a quorum of the Board meetings, which has to be changed. As more than half of the Board members were present the meeting was declared quorate.

Action: Prepare a resolution for the GA to include a mention on the quorum for Board meetings in the Statutes and present it to the Board for approval at next meeting.

**Board/E
D/VG**

2. MINUTES OF THE LAST BOARD MEETING HELD ON 11-12 APRIL 2016

The minutes of the last Interim Board meeting on 11-12 April 2016 were **adopted** subject to the following amendment:

- a) Add an action point under item 11.2 stating that the Board approved that JG would return to the HQAI Board.

Action: Update the minutes for signature.

VG

3. MATTERS ARISING NOT APPEARING ELSEWHERE ON THE AGENDA

The document on actions arising from meetings was **noted**.

3.1. RETIREMENT OF CAROL CURRAN

Carol Curran retired in June and has been replaced by Karen Glisson. The Board **noted** the retirement of Carol Curran.

3.2. APPOINTMENT OF KAREN GLISSON AS COMPANY SECRETARY OF THE UK ESTABLISHMENT

The Board **noted** the appointment of Karen Glisson as Company Secretary of the UK establishment.

3.3. BOARD MEMBERS WISHING TO STAND FOR RE-ELECTION

After a short discussion about whether the Interim Board members have to express their interest in standing for re-election during this meeting, the Board **decided** that this expression of interest can happen on an online basis in the coming weeks. They should follow the normal nomination process.

3.4. ACTIONS ARISING DOCUMENT

Item 76: JG explained that this item will be prepared for the September Board meeting, as the M&NC had been very busy preparing the Board member elections.

Item 75: JB explained that item 75 concerns the finalisation of the financial procedures manual. The FRAC will prepare this manual for the September Board meeting.

Item 72: JG will prepare the detailed income report for the September Board meeting. She will add information on the current membership fee status during JB's presentation under item 6.2.

Item 58: WvE says that the action should be to have a meeting of the steering committee and to approach the IFRC, UNHCR and Community World Service. JG confirms that this has happened.

Item 24: JG recommends removing this item from the risk register. Not having the charity registration would only prevent CHS Alliance from applying for funding by national lottery or comic relief, something that PIA never did. The Board **agrees** with JG's suggestion.

Action: Update the actions arising document.

VG

4. PEOPLE MANAGEMENT STRATEGY

4.1. PRESENTATION FROM BEN EMMENS

BE did a review of the people management work of CHS Alliance, which will feed into the strategic planning process. After the merger the Alliance had lost most of its people expertise and the idea of BE's study was to look at where the Alliance stands now and what are possible strategies for the future.

RT welcomed BE to the meeting. BE expects from this meeting to identify which priorities resonate with the Board.

BE had consulted thirteen individuals in interviews of one or one and a half hours each. **Ten key findings** have emerged from his research, which present opportunities for the Alliance:

- 1. Goodwill towards the Alliance** and its commitment to 'people management' but it is finite.
- 2. Lack of a clear and compelling member engagement strategy** is a serious risk and concern.
- 3. Relevant and respected contribution to the humanitarian sector** on themes such as **staff care, surge capacity, humanitarian competencies, reward and HR in emergencies** (humanitarian HR). The role of thought-leader should be continued and strengthened.
- 4.** The theme of **localisation** has emerged strongly - a number of existing activities (products and services) support this.
- 5.** The role of **networking the humanitarian HR community** is highly regarded and provides a unique service within the humanitarian sector.

6. A pressing need for the Alliance to **clearly outline HR's role in implementing the Core Humanitarian Standard.**
7. The **focus of the Alliance's work on people management issues should be on members.**
8. Strategic **partnerships will be critically important** as will partnership brokering competencies of staff.
9. The Alliance is **no longer best placed to deliver some people management related products or services such as training and nor does it have the capacity to undertake HR related consultancies.**
10. Shift from creation to **curation of people management policies and resources.**

There seems to be a lot of goodwill and anticipation regarding this issue. The Alliance has a meaningful contribution to make in people management. The membership engagement strategy is key, and is going to be integral to people management work: How does the Alliance engage with its members to get their support and endorsement? The themes under point 3 continue to be pressing concerns. Point 4 highlights opportunities that emerged from the WHS (localisation theme) and the Alliance has to make choices about how it allocates time and resources. Point 7 suggests that the Alliance should support members with their work on people management issues. The sector has changed since the work of PIA and new organisations like the Humanitarian Leadership Academy are much stronger now.

BW has identified **four strategic priorities** for the Alliance:

1. **Providing thought-leadership on people management issues**
Including the core theme of localisation and specifically the role of HR in localising the delivery of humanitarian aid.
2. **Networking the humanitarian HR community**
Including maintaining the humanitarian HR events in Europe Africa and Asia.
3. **Curating HR resources and knowledge**
Including maintaining the online resource centre; curating member HR policies and materials for other members
4. **Supporting implementation of the CHS**
Ensuring people management remains integrated with CHS implementation.

There is a need to continue to provide thought-leadership on people management issues, network the HHR community (online and face-to-face). The curating of HR resources and knowledge reflects the desire and opportunity to help organisations share their good practices and experiences. This coincides with members' engagement and value proposition in the support to implement the CHS. The Alliance can support members in ensuring that people management remains integrated with

the CHS implementation, and is not just left to the HR department and commitment 8.

Three key areas of investment emerging from these priorities are:

1. Strengthening partnerships

An immediate investment of £5k to strengthen existing partnerships. Developing partnership brokering expertise of Alliance staff. Estimated budget £10k in 2016/17. Total: up to £15k in 2016/17.

2. HR expert

Salary and on costs tbc but estimate c£60-75k per annum gross cost. This role could be based in London or Geneva – employment costs may be substantially lower in the UK with a UK (or for the time being an EU) national. Total: up to £75k per annum excluding recruitment costs.

3. Technological investment

Estimate £5k to develop corporate partnership/s and ongoing £18-24k per annum for specific technical support whether for website or other platforms. Total: up to £29k in 2016/17.

The Alliance needs to review its approach to work in partnerships like the Birches group. Everyone in the Alliance needs to be competent to work with external partners. The Alliance furthermore needs HR capacity internally, in form of senior level expertise. Technological investment also relates to partnerships and platforms.

4.2. DISCUSSION ON STRATEGY

RT commented that this is a very important discussion in a membership based organisation.

JC thanked BE for his work and background paper. She asked whether there were other groups of stakeholders that he would have liked to consult. BE answered that yes, but that there were time issues. The logical next step would however be to engage with the primary constituents for HR services or PM.

JC commented that the strategic priority of partnerships is critical. There are opportunities to identify new partners which can help the Alliance with thought leadership. It is not clear for her where the Alliance is getting the thought leadership from. The top priority for her is to support organisations to implement the CHS and the localisation part of it. The curating is however not very clear for her. Networking is crucial but she is not sure that the old way with conferences etc. is the way forward. Maybe it is about more agile ways of working, more agile forums to get the membership co-creating. She would like to see weighting. She also did not see how

the priorities match the resourcing/investment. The HR expert function is not clear to her: Would they be the thought leader or find other thought leaders?

BE responded that the link to the investment could be much clearer. The rationale for higher level HR expertise is that it could contribute to thought leadership and identify partners, oversee networking challenges and support implementation of the CHS. In the early days this would be an internal person.

AdR thanked BE for the report. She is happy that the theme of localisation came out as one of the priorities. She asked how BE would see the Alliance to frame its engagement for localisation. It is a crowded scene, a lot of organisations will work on it and the Alliance has to find its added value in it. AdR as a Board member has something to contribute to this topic, as Switzerland is co-chairing the Grand Bargain localisation theme. Also partnerships are going to be crucial and AdR asked whether BE had any specific organisations in mind as Switzerland might be funding some of those and she would be happy to help.

BE answered that various names were mentioned and that we need to review how the Alliance works with gate keepers. Partners could be consortia like START and NEAR and other independent organisations (topic specific), corporate partners or non-profit partners.

BE answered that localisation is important. He asked which aspects of people management the Alliance can speak to in a local context: capacity development, local pay, contextualising emergency response capacity? These could be starting points in member organisations in certain countries.

JB remarked that the Alliance has been modest in its aspirations. He would like to see serious cost and a higher scale of ambition.

DW thanked BE for his work, which is a good basis for discussion. The curating of resources and possibly also the networking can be addressed through partnerships. Priority 4 on the CHS however is the top priority. As CHS Alliance is a small organisation there is a risk to spread small resources on too many things. One needs to define actions, indicators/measures for success and then decide on the investments for these actions. She also mentioned that it is important that everyone – not only HR – is responsible for people management. The wording should get sharper.

BE responded that regarding priority 4 more could be done. He agreed that the actions and indicators are lacking, but the consultation took longer than anticipated and the report was put together only last week. Furthermore developing indicators would not be useful before strategic priorities have not been approved.

JG mentioned that this will feed into the strategic planning process.

WvE commented that it is unclear if curating is needed if everything is online, except if the Alliance provides quality service, e.g. distinguishing the poor from good quality resources. Furthermore the four strategic priorities are focus areas at output level. Any PPA-type of grant would expect that to be a line of sight to people affected by disaster.

BE responded that it is an ongoing task to distinguish poor from good quality resources to facilitate sharing resources with members. Some organisations prefer to share in trust (platform for sharing). The theory of change needs to be related to the priorities.

RT asked JG about the current state of HR capacities within the Alliance and the plan to get HR expertise in. JG answered that this process has not been started as first she wanted to see where the Alliance stands in this regard. She however said that it is a need to have someone with HR expertise and credibility. If no one full-time can be found it could also be done through consultants. NG suggested in writing prior to the meeting that this person could be based somewhere else than Geneva or London. JG mentioned that the wider HR issues in the Alliance were almost resolved. There have been a lot of departures and changes. Now a Senior Project Manager and an Events and Project Officer have started two weeks ago.

DW said that we need to make sure we are investing wisely in the future and not in the past. RT commented that members will want us to give some focus to this area.

The Board **welcomed** the paper and **referred** it for further discussion and refinement in the strategic planning process.

RT thanked BE for his paper, presentation and time and confirmed that the Board will take the issue further.

5. UPDATE FROM ED

5.1. REPORT FROM THE ED

JG gave a presentation focussing on the highlights of her report.

WvE remarked that the KPI “Members remain engaged” should include a check on members whether they receive the services they want, something that was done at PIA. He said that smaller member organisations need calls and reminders. JG agreed that help from trustees is a great idea and that some members would appreciate that.

WvE asked how the community of practice with its 40 members is working out, whether it is active. JG answered that she is not directly involved in the community of practice and that she will get back to WvE on this item.

JG added that not included in the report is a Skype meeting with ACFID in Australia which went very well. JG had received a message from the New Zealand Council for International Development who had asked whether JG could do a presentation on the CHS as part of their annual General Assembly. They are interested to move forward with the CHS in New Zealand after the World Humanitarian Summit. JG thinks this is a great opportunity to promote the CHS and provide opportunities to promote CHS Alliance membership in the Pacific region.

JG reported that the Alliance will sign an agreement with the Humanitarian Leadership Academy to move forward work around the Humanitarian Passport Initiative which started in 2012 in Doha. The Humanitarian Leadership Academy will be the main funder, CHS Alliance will be the host of the secretariat that will support the steering committee of what was the Humanitarian Passport Initiative. JG will have more details next time.

With regard to HHR Europe, what comes up clearly is that people management is the responsibility of everyone who is managing people. People seem to appreciate the HHR forum, which provides an opportunity to highlight that the CHS provides a whole of organisation approach and ensures that HR's strategic role is emphasized.

With regards to the CHS Steering committee JG noted that the IFRC, UN and Community World Service have been contacted. JG wants to have a Board endorsement on the representatives proposed by the CHS Management Group.

The Board **noted** the report of the ED.

5.2. RISK REGISTER

The issue of membership renewals was an increased risk but it looks better now. There is however not as much membership engagement as wished for. WvE asked how it is possible that we have become that much smaller since the merger. He thought that HAP and PIA should have 350 member organisations together, however only 177 invoices had been sent out. JG responded that the Federations represented 56 organisations. JB corrected the numbers and said that PIA had 179

unique members while HAP had 42 unique members, and they had 27 shared members (total: 277).

JG reported that ten members had not wanted to renew (all former PIA members). Some of them had indicated economic problems as a reason. JG will meet with Article 19 and Safer World soon. RT added that a follow up on individual organisations can be useful, using Board members and others. For renewals the Alliance has to be disciplined, scrupulous and precise in view of the upcoming General Assembly. It is important that members have paid within the appropriate time.

WvE asked for a mapping for the next meeting. Also RT would be interested to hear about the position of bigger and influential NGOs on this. He said that the size of the membership is really important for a membership organisation and that this will be a focus of the Board. RT said we have to think about our membership engagement strategy, and what services we have to offer to them, which is almost an epicentre of a membership based organisation. Looking at the history would also be useful. This item should be listed on the next meeting agenda. WvE asked for a membership acquisition plan for the next meeting. The post WHS period would have been/is an ideal opportunity to acquire new members, referring them to our website and the summary report of the UN Secretary General. RT summarized that the paper for the September Board meeting should be a pro-active one focusing on the following areas: Keeping members, membership engagement strategies and proposition to acquire more members.

Action: Prepare a paper for the September 2016 Board meeting.

JG

5.3. BOARD WORKING GROUP ON STRATEGIC PLANNING

At the end of June there had been a meeting of the team in Geneva on strategic planning. Three core areas were identified by the team: CHS, membership and the people aspect (the latter being cross-cutting).

Board members had expressed their interest to be more involved in the strategic planning process. The members who expressed their interest to be involved (during the last Board meeting) will be contacted by staff within the next weeks. If other Board members would like to be involved they should express their interest – CKP and VdG both expressed interest to be involved in the process . There will be a draft document for the next Board meeting which will be presented at that occasion. RT suggested organising a brainstorming session with the draft

document before the next Board meeting so that Board members can discuss it. JG however remarked that it is difficult to find time for such a meeting and that some staff members will anyway contact Board members on specific issues. Maybe something can be organised in September. JG will get back to the Board on this.

RT remarked that one of the critical roles of the Board is strategy. There is a risk that otherwise a document is submitted to the next meeting which does not have the backing of the whole Board.

Action: To check current status of consultation process through staff members, send documents to CPK and VdG and to organise an adhoc Board meeting in September if necessary and useful prior to the planned Board meeting of 27 & 28 September.

6. FINANCE, RISK AND AUDIT COMMITTEE (FRAC)

6.1. MINUTES OF FRAC MEETING ON 7 JUNE 2016

The minutes of the June meeting were **noted**.

6.2. FRAC REPORT

JB presented the FRAC report on membership income, the funding pipeline and the financial security/level of reserves the Alliance can expect.

- It has not been decided yet whether the Alliance wants massive membership or rather corporate and federation membership. An open question is also how to measure and report membership of federation members.
- Last year a lot of time was spent on considering the fee structure as the HAP and PIA fee structures were incompatible. Now the Alliance needs to analyse the number of members who renewed etc. for the membership fee planning 2017.
- Working towards a comprehensive hand-over at the GA.
- The combined management account on page 1 shows consistency in numbers with previous reporting. New is the provision of bad debt on membership fees, which reflects a prudent view of the situation. Some members who have not renewed their membership last year have renewed this year. The reserves are in a healthy state.

The Board **adopted the FRAC report**.

There were no recommendations from FRAC to consider.

7. GOVERNANCE

7.1. RESOLUTIONS TO THE GA 2016

The Board **adopted** the proposed resolutions to go forward to the GA.

7.2. SWISS COMMERCIAL REGISTER

The ED reminded the Board of the discussion that took place by email following an issue that was raised by the Swiss Commercial Register regarding the signing authority of the Interim Board. Following the departure of the previous Chair, Robert Glasser, to take up the role of Special Representative of the UN Secretary General for Disaster Risk Reduction, the Interim Board embarked on a recruitment process to identify a new independent Chair in keeping with the agreement that the Chair of the new organisation, a non-profit association governed by its Statutes in accordance with the Articles 60 et seq of the Swiss Civil code, should not be from either of the merging organisations i.e. HAP International or People in Aid.

The Board recalled that as part of the merger process, the CHS Alliance was required to register with the Swiss Commercial Register (separate from the articles of the Swiss Civil Code). It was during the process of registering the signature of the new Chair with the Swiss Commercial Register that the CHS Alliance secretariat was informed that a supporting resolution from the GA would be required in order for his signature to be accepted.

Noting that a GA was not scheduled until the end of the year, and on the advice of legal counsel, supported by the unanimous agreement of the Interim Board, it was **resolved** that Robert Tickner should remain as Chair with the clarification that until the General Assembly the signing authority would remain with the two Vice Chairs (former Chairs of HAP International and People in Aid).

The Interim Board **reaffirmed** its support for the Chair and thanked him for his willingness to continue as Chair and resolved that he should remain in position noting that the planned General Assembly and elections would take place later this year, in November 2016.

8. MEMBERSHIP & NOMINATIONS COMMITTEE

8.1. MINUTES OF THE M&NC MEETINGS ON 10 MAY 2016, 16 JUNE 2016 AND 8 JULY 2016

The Board **noted** the minutes of the three meetings.

8.2. BOARD ELECTIONS PROCESS GA 2016

RT thanked RS for his work with the M&NC and for joining the call.

RS presented the elections package which will be sent out to the members. It includes a note on the requirements and competencies of the Board and on voting arrangements, the voting rights and the nomination form.

The Board **approved** the elections package. RT thanked everyone who had been involved in its preparation.

8.3. RECOMMENDATIONS FROM THE M&NC

The recommendation in Paper 13 concerns the election process. In early conversations the Board member elections were supposed to be in advance of the GA. After legal advice however the M&NC decided to move all voting to the day of the GA. There will be a breakfast opportunity to meet the Board candidates. Voting will be carried out with hand-held electronic voting units, and each voting representative will have one device. RS as returning officer will check the results, someone from the company will be on site for technical support and the results should be available prior to lunch time. The new Board will then meet to identify Chair and Vice-Chair candidates. The vote for those positions will take place in the afternoon.

Willem raised the concern of getting an insufficient number of votes and that decisions of the GA would not be valid if the quorum is not met. RS clarified that it is 40% of the members who have paid their fees, as those are the “voting membership”. RS replied that as the quorum is 40% this should be met, as proxy voting is offered as well. The risk in his view is rather to not get enough nominations. JB called for having a contingency scenario for the case that we do not reach the 40%, for example by contacting members individually and asking whether they approve the decisions after the event. JG however replied that this is the reason why invitations go out already the next day (July 22nd), so that we have enough time to follow-up on people who are not registered and ask them how they want to exercise their voting rights.

The Board **adopted** the recommendation of the M&NC.

The recommendation in Paper 12 concerns the membership fee payment as a prerequisite for having the right to attend the GA, nominate candidates and vote. Article 15 of the Statutes mentions that “Each Full Member of the CHS Alliance in good financial standing at the date of a meeting of the membership has a right to vote on any resolution at that meeting”. The payment of the membership fees represent the ‘good financial standing’ and the M&NC suggests to set key deadlines to clearly know who can do what.

RT worried that the Board would not have the authority to fix earlier deadlines than the one noted in the Statutes: “**at** the date of a meeting”. RS answered that it is a reasonable addition because the other version would create administrative difficulties, amongst others because it takes time to process incoming payments. JG remarked that all invoices were issued in January, February or March and that according to the Statutes (Art. 30) “Members’ fees will be due within eight weeks following receipt of invoice”. The deadlines set in the recommendation from the M&NC are therefore in line with the Statutes.

WvE suggested an amendment, namely to change the phrase “only full members” to “all full members” in order to switch from a punitive to an inclusive formulation.

VG

Action: To adapt the recommendation.

The Board **adopted** the M&NC recommendation with WvE’s amendment.

9. IN CAMERA ITEMS

There were no in camera items

10. ANY OTHER BUSINESS

No other business.

11. DATE OF 2016 MEETINGS

The dates of the next meetings were confirmed as:

Tuesday 27 – Wednesday 28 September 2016, Board meeting in Geneva



Thursday 3 – Friday 4 November 2016, General Assembly and Learning Event in Geneva

The meeting closed at 15.05pm London (UK) time.