



MINUTES OF THE CHS ALLIANCE INTERIM BOARD TELECONFERENCE, 30 JULY 2015, 12.00-14.00 BST

PRESENT:

John Beverley (JB), Joan Coyle (JC), Annabel Cruz (AC), Véronique de Geoffroy (VdG), Robert Glasser (RG, Chair), Nick Guttman (NG), Jacquie Heany (JH), Loretta Hieber-Girandet (LHG), Takeshi Komino (TK), Bijay Kumar (BK), Willem van Eekelen (WvE), Di Willis (DW)

IN ATTENDANCE:

Marian Casey-Maslen (MCM), Carol Curran (CC, minutes only), Jonathan Potter (JP),

APOLOGIES:

Anne de Riedmatten (AdR), Thea Hilhorst (TH), Camilla Knox-Peebles (CKP), Sajid Qaisrani (SQ), Mudasser Siddiqui (MS), Jeff Wright (JW)

ACTION

1. APOLOGIES AND DECLARATIONS OF INTEREST

Apologies were noted. There were no declarations of interest. The agenda was accepted.

2. MINUTES OF THE LAST BOARD MEETING HELD ON 25 JUNE 2015

The minutes of the last Interim Board meeting on 25 June were adopted. It was confirmed that the Board would be known as the Interim Board rather than the Governing Board because it had not been elected by the membership in accordance with the statutes.

3. MATTERS ARISING NOT APPEARING ELSEWHERE ON THE AGENDA

There were no other matters arising.

4. GENERAL UPDATES

4.1 LEGAL UPDATES

It was reported that the People In Aid membership had approved the merger at its

recent General Meeting. Its Board of trustees had been reduced to five members (one of whom was John Beverley), who had been given the authority to complete the merger process. The Geneva office was in the process of completing the registration which had been delayed by the requirement for the directors' documentation to be signed by Swiss consulates. Advice on whether the Swiss registration was a prerequisite for the registration of a UK branch had been sought from lawyers.

4.2 STAFFING

It was reported that HAP staff contracts would be transferred to the Alliance once the Swiss registration documents had been submitted; approval of the registration which was a formality would take anywhere from two days up to one month. People In Aid staff contracts could not be transferred until the UK registration had been approved

4.3 CRITICAL ISSUES CHECKLIST

Jon Rosser had compiled the initial critical issues checklist: responsibility for this had subsequently transferred to the FRA Committee. JB reported that the document had proven useful in understanding how merger is a phased process, and it was being updated in discussion with MCM and JP. The Alliance was in the middle phase with the critical path being registration of the entity, transfer of staff contracts and establishment of financial systems.

5. FINANCE, RISK AND AUDIT (FRA) COMMITTEE

5.1 REPORT FROM MEETING ON 21 JULY 2015

The minutes of the meeting were noted. JB reported that this had been the first full formal meeting of the Committee which intended to meet monthly and produce minutes in time for the Board meetings. The main points of discussion had been:

- (a) Financial policies (see agenda Items 5.3 and 5.5).
- (b) Bank signatories which were being actioned.
- (c) Payment of membership fees: People In Aid, but not HAP, had written to inform its members that only those that had paid their membership fees by 1 August would be transferred into membership of the Alliance. This had been the original intention. However, it had been agreed that it was important during the transition to keep as many members as possible and it would be better to be more flexible with regard to payment.
- (d) Balanced budget (see agenda Item 5.2).
- (e) Fundraising strategy and policy (see agenda Items 5.4 and 5.5).
- (f) Risk register.

5.2 CHS ALLIANCE BUDGET 2015 AND 2016

The revised budgets for 2015 and 2016, which had been circulated the previous day, were noted. JB reported that in 2015 the budgets of the two organisations would be managed on two separate parallel tracks so that funds would be used for the respective organisation's mission. The reserves would be restricted and not used to cover any shortfall. Existing funds would be transferred on a phased basis to the Alliance so that People In Aid's and HAP's contracted liabilities would be met, and to alleviate the need for money to be moved in the reverse direction. All new funds would be secured under the Alliance name.

The revised 'balanced' budget for 2015 showed a CHF 224k shortfall, with the medium likelihood income (over CHF 400k) included in the budget. Discretionary spending at mid-year was largely staff costs. MCM noted that as HAP has an incremental funding pattern it is normal to have a funding shortfall at this time of the year with some donor proposals outstanding. She was confident of a balanced budget at the year-end.

JB reported that the balanced budget for 2016 indicated a surplus of CHF 1,800, and emphasised the importance of moving quickly to formal management accounts reporting on actuals versus budget. There was some additional funding which had not yet been incorporated in the budget yet and more work needed to be done in this regard.

Board members were reassured by JB's and MCM's comments but wanted to understand the options in the event of the worst case scenario. Would it be necessary to seek additional funding from members in which case considered discussion would be needed at a future Board meeting? Would it be necessary to use reserves as a last resort? It was reported that in a fast-moving situation it may be necessary to dip into reserves as a temporary measure. It was not uncommon in small agencies for the ED to use up to 10% of reserves to ease cash flow if there were confidence that it would be replenished within a set time.

The budgets for 2015 and 2016 were approved with one opposition.

5.3 FINANCIAL POLICIES

The list of the internal policies being developed was noted.

5.4 CHS ALLIANCE FUNDRAISING STRATEGY

The draft Fundraising Strategy, which was a work in progress, prepared by the

new Senior Fundraising Manager, Esther Hamilton, was discussed:

- (a) The fundraising pipeline would be reported to and monitored by the FRA Committee.
- (b) There was some concern about the absence of membership fees from the SWOT analysis.
- (c) There was a great deal of detail about legacies while these were not a priority.
- (d) It was difficult to see the proportionality of the different sources of funding.

EH was thanked for her work on the paper which provided a good overview. However, the strategy needed further development including prioritisation of the different funding strands, timelines and how Board contacts could be exploited.

ACTION: JP to discuss with EH and an updated version of the paper to be prepared.

JP/EH

5.5 CHS ALLIANCE ETHICAL CORPORATE FUNDRAISING POLICY

The draft Ethical Corporate Fundraising Policy was discussed. The policy states that its scope refers to fundraising relationships with companies and their charitable foundations. However, the fundraising strategy included individuals; clarification was needed about whether the policy would apply to all sources of funding.

ACTION: JP to discuss with EH and an updated version of the paper to be prepared for the next meeting.

JP/EH

6. IN CAMERA ITEMS

7. MANAGEMENT OF BOARD MEETINGS AND PAPERS

7.1 OPERATIONS REPORTING BY ED

It was agreed that the ED should prepare a concise, written one to two page report to be circulated with the agenda for each meeting highlighting, for example, progress with board priorities, membership numbers, and financial indicators. She would be able to supplement this with an oral report at the meeting.

JD/CC

Following discussion, it was also agreed that consideration should be given to:

- (a) A presentation from the ED at the October meeting about how she will deal with merging the two organisational cultures to create one optimal

- culture, and how the Board members can support this.
- (b) Time being set aside at each face-to-face meeting to consider the impact of the programme.
 - (c) An orientation/onboarding session for new Board members, perhaps in conjunction with a face-to-face meeting.
 - (d) An evaluation of the Interim Board being completed prior to handover to the elected Governance Board.
 - (e) The development of Board performance objectives at the October meeting.
 - (f) A team-building exercise in October.
 - (g) Board members preparing short biographies including the skills they bring to the Alliance which could be helpful in identifying skills gaps.
 - (h) At the end of each meeting, agreeing key messages to be championed externally.

ACTION: RG to discuss proposals with JG, MCM and JP.

**RG/JG/
MCM/JP**

7.2 TRANSPARENCY/IN CAMERA ITEMS

It was agreed that the minutes of Board meetings should be published on the website and that each agenda would include an In Camera item for confidential discussions which should not be reported publicly.

CC

7.3 STAFF ATTENDANCE AT BOARD MEETINGS

It was agreed that staff should be invited to attend Board meetings for specific agenda items only. The agendas should be developed to accommodate their attendance. The draft agenda for the October meeting should be discussed at the next meeting.

**NEXT
AGENDA**

7.4 MEETINGS CALENDAR

It was agreed that the meetings calendar for 2016 should be developed: two face-to-face meetings and two teleconferences were planned.

CC

8. ANY OTHER BUSINESS

There was no other business.

9. DATE OF NEXT MEETINGS

VdG and LHG were welcomed to their first Board meeting. The dates of the next meetings were confirmed as:

- 27 August 2015, 12.00-14.00 BST (teleconference)



- 12-13 October 2015 (face-to-face meeting in Geneva)

The World Humanitarian Summit was holding a consultation meeting during 14-16 October in Geneva. It was planned that the Geneva launch of the CHS Alliance would coincide with this event to attract some of the WHS audience. It was confirmed that places at the WHS meeting were limited.

ACTION: MCM to explore whether it would be possible to get places for the Alliance at the WHS meeting.

MCM

The meeting closed at 13.50 BST.