



Global Board Meeting

Minutes

3rd and 4th October 2019

Board Participants:

Dr Emad Adly, Farah Kabir (Chair), Getro Mathieu (Partially through digital connection), Graciela Salaberri (Vice-Chair), Jose-Ramon Avila (Partially through digital connection), Oenone Chadburn (Trustee), Loreine Dela Cruz, Nicole Stolz, Peter Curran (Trustee), Prime Nkezumukama, Rod Snider, Ruiti Aretaake, Rumana Kabir (Chair of the Trustees – Partially through digital connection), Tolekan Ismailova, Zenaida Willison (Partially through digital connection)

Apologies:

Emma Hillyard (Treasurer and Trustee), Kheswar Beeharry Panay, Peter Akanimoh, Sarah henly-Sheppard

In attendance from the Secretariat:

Bijay Kumar (ED), Emma Kerr (NDM), Lucy Pearson (PM), Nick Roberts (FM)

Support

Alberto Martinez Balanza (Interpreter), Andrew Bidnell (Facilitator), Florencia Pasquale (Interpreter),

Key:

Resolves in blue text

Actions in green text

Links to documents are highlighted

1. Welcome by the Secretariat:

Representing the Secretariat Rouf Mohammad Abdur, the Bangkok based Regional Development Coordinator (RDC), welcomed the Board members. Baranee, the Regional Assistant introduced the logistical arrangement during the two-day Board meeting.

2. Welcome by Chair:

The Chair welcomed the Board members. She appreciated the work of the Governance Working Group and the Secretariat in finalising and publishing the Governance Manual. She appealed all members to use and follow the Governance Manual. She shared that we in GNDR are building the ship as we sail. We need to recognise the transition with four board members scheduled to step down. And at the same time we need to actively engaged in in finalising our global strategy. She thanked all the board members for their commitment and wished them all the best for a productive Board meeting.

3. Recording Apologies:

It was noted that apologies received from Emma Hillyard, Getro, Jose Ramon, Keshwar, Peter A, Rumana, Sarah and Zen. However, ED confirmed that Getro, Jose, Rumana and Zen have expressed their interest to virtually join few of the sessions during the Board meeting. The digital connection has been made available for remote participation.

4. Agenda

The agenda was presented and approved with Nicole proposing and Dr Emad seconding.

2019.10.03 Agenda 4 Agenda for October meeting

5. July 3rd Board meeting minute review and approval:

The meeting minutes of 3rd July Board meeting was reviewed by the members and approved with Peter C proposing and Graciela seconding.

2019.10.03 Agenda 5 Meeting Minutes 3rd July 2019

6. Summary Actions from July'19 Board meeting:

The members of the Board noted the summary action points from October'18 and reviewed the achievements against the action points from July Board meeting. It was noted that most of the actions have been completed.

ED shared that Global Summit is scheduled during the third week of March (week beginning 16th March'20). The detailed agenda and the venue will be advised soon.

ED requested the members to like the Facebook page of GNDR and engage as they may deem think appropriate.

Action: It was noted that the work on developing a RASCI (Responsibility, Accountability, Support, Consult and Informed) has not been concluded. This exercise is to be developed in line with the Governance Manual defining the RASCI of Board, Trustees and Secretariat. The Secretariat will complete the process and a session on RASCI will be included during the next face to face meeting of the Board.

2019.10.03 Agenda 6 Summary Action Points from July 2019 Board meeting

7. Updates from Secretariat:

Members reviewed the Secretariat update submitted by the Secretariat. The members commented on the update noted as follows:

Comments: Farah: Before any big global event, secretariat should check with the wider membership if any of the members is attending the event. We should also check with the recently completed ones like UNGS happened in September 2019 or HLPF.

Actions: ED shared that checking with members regarding their participation in the big event is usually done. But he agreed to further streamline this process.

Comments: Tolekan: Position paper, policy paper should be translated in other languages like Kyrgyz or Russian.

Comments: Farah: HLPF 2019 President's summary needs to be looked at and Sendai related and other relevant issues need to be teased out to be shared with the membership.

Actions: ED agreed that the Secretariat need to work on responding to/reviewing the HLPF President's summary – if we are not already late.

Comments: Jose Ramon: COP – Chile is coming up and it's a very important event. GNDR should plan ahead to join in.

Response: GNDR has registered for the Event though its participations will be minimal in terms of number (1/2 persons from the secretariat). The Regional reps are requested to mobilize regional members and attend the event to represent the network.

Comments: Dr Emad: for the international events like COP, the registration process is usually tricky and needs some time for planning to attend. So, it will be helpful if the secretariat can share the information about registration with the members with adequate period at hand to act too.

We should agree on maximum one or two advocacy ask to promote at COP, Chile and find out who among our members are coming. There are many regional and global event coming up in 2020 for which GNDR should start planning.

ED invited the PM to present the Annual Report – 2018/19 (**2019.10.03 Agenda 7 Update from Secretariat-Annual Report**). Board Members congratulated the Secretariat for the good work done as captured in the Annual Report. They in unison appreciated the presentation in the annual reports.

Comments: Oneone: How were the impact stories collected? Has any systematic approach been agreed? Was the community platform found helpful?

Response: In Jan 2019, the secretariat sent out a request to all members to submit their stories of impact. The call was shared both through the community platform and website. The midterm evaluation of the strategy was also consulted. We yet to come up with a systematic process

of collecting the impact stories. CP while great for disseminating information, for collecting cases following a particular template is a bit tricky to accommodate.

Comments: Oneone: Was the mid-term evaluation used for the evaluation report, strategy development or other things?

Response: The mid-term evaluation was used to develop the membership strategy. Drafting team for the next strategy also considered the issues that came up in the evaluation. The next strategy may also contain a section on the findings and direction came out from the mid-term evaluation.

Comments: Farah: She thanked the secretariat to develop such a wonderfully done annual report. She also mentioned that the policy level impact should be recorded on a continual basis.

Action: this was noted for actions in time to come

Comments: Oneone: Governance update should be included in the upcoming annual report. Also a management response to the mid-term evaluation report should also be included.

Action: It was agreed for incorporation of this suggestion in next annual report.

Comments: Peter: A larger map of the membership spread will be a nice inclusion to the annual report. Also, vision and mission statements of the network should be placed more clearly for better visualization.

Action: Agreed to incorporate in the next annual report

Comments: Loreine: An account/statement from the Board and Management on what have been achieved and where do we want to go (strategic direction) would be a great helpful inclusion to the report.

Response: An attempt has been made to include in the foreword signed off by the Chairs of Global Board and trustees and the ED

Comments: Graciela: The impact stories in the report looks great. But, as a secretariat we will need to have a clearer M&E framework so that the stories can be collected more effectively.

Action: This is taken note of.

Comments: Prime: Considering impact and network spread (membership number) different region stands at different level. Regions that are doing better should help the regions that may need assistance.

Action: This is taken note of.

The PM presented the VFL Dash Board [\(2019.10.03 Agenda 7 Update from Secretariat Views from the FrontLine\)](#)

Comments: Peter: Community level workshop – how will these be supported?

Farah: How the media will be engaged. A good media plan should be in place for all the levels. The Dashboard should be shared with the national government. We should try to make sure that they can access and use the data easily. We should also share the dashboard with the UN Agencies at the global level. Finally, we will need a regional compilation report to be used at the upcoming AMCDRR.

Prime: More countries need to be included. If not funding, at least we should make training and other technical assistance available to them.

Tolekan: Reiterated Farah's point about having a specific media plan for VFL data dissemination.

Nicole: Appreciated the info that 2 universities are already on board for providing technical assistance. She suggested to explore getting more regional universities from the geographical south on board. She also asked about the cleaning of the data.

Response: (1) The media strategy for the VFL is under preparation. (2) we have already started encouraging the national government and UN officials to use the VFL dashboard. (3) It has already been communicated that GNDR Secretariat is happy to provide technical assistance to other countries interested to implement VFL. But it is expected that the said member keeps a financial provision for getting the services from the secretariat.

Action: Attempts will be made to partner with the universities in global south as proposed by Nicole.

2019.10.03 Agenda 7 Update from Secretariat

8. Update on Stichting GNDR:

ED shared that we registered GNDR in the Netherlands on 16 September 2019 as a 'Stichting' (Foundation) GNDR. As it has already been shared with the Global Board, this was done in order to mitigate the impact of Brexit (particularly regarding funding). He clarified that though Stichting GNDR is registered as a separate legal entity – all attempts have been made to pursue the shared vision and mission of GNDR and have overlap of the Governance and management structure with that of GNDR.

In line with this principle, Supervisory Board of Stichting GNDR comprises of Oenone, Emma, Farah, Nicole and two Dutch members representatives: Zevenbergen, Leendert Cornelis - CEO of CORDAID (full member organisation) and Hilhorst, Dorothea Johanna Maria - Professor at ISS (Associate Member). The role of the Supervisory Board is very similar to that of the Global Board. The Constitution of Supervisory Board is aligned with the Governance Manual of the Global Board.

We are in the process of developing an MOU between the Trustees and the Supervisory Board, with the blessing of the Global Board. The Global Board will decide which of them will can have minimum 3 to maximum 7 members.

The Executive Board includes Bijay and Rudolf Van den Hurk (CEO of ActionAid Netherlands). The role of the Executive Board is quite similar to the role of the Executive Director/Management in GNDR, except that the Executive Board members remain legally liable under law of the Netherlands. In line with the legal requirement we have 50 % percent of the Executive board members (in our case one member) a Dutch national so that we can avail us tax exemption for the private donors to Stichting GNDR.

CORDAID will host us (up to three staff) in their head quarter in Hague. The first staff member will be the Network Development Coordinator, reporting to NDM, who will be responsible for communicating with all areas where there is no RDC (N Africa and W Asia, Central Asia, Europe and North America). It will also cover internal engagement and internal communications with the membership – so newsletters and the Community Platform, for example. This position will also have responsibility to raise funds from the Netherlands. ED also shared that he is already involved as an advisory member of Partnership for Resilience Consortium. A step toward increasing the visibility of Stichting GNDR leading to mobilisation of resources.

Comments: *Has this new set-up been budgeted for?*

Response: Yes, the set-up of the office and the recruitment of staff has been budgeted for a while. We will pay a small hosting fee to CORDAID, which has been budgeted as well.

Comments: *What will the architecture of the Supervisory Board meetings be? These need to be synchronised with the GB meetings.*

Response: ED proposed inviting the additional Dutch members as observers to the Global Board meeting.

Comments: *How was the Supervisory Board selected?*

Response: On receiving the approval of the Trustees, the supervisory Board was proposed to be constituted with the Chair of the Board, Vice Chair of the Global Board, Chair of the Trustees, the Board representative from Europe and two members from the Netherlands. This composition was shared with the Global Board. At the time of the registration, the necessary documentation from the Vice Chair – Global Board was not received on time. So his name was dropped. We went ahead with the registration with six members in the Supervisory Board instead of planned seven members. The Executive Board was constituted with ED and one more from the Netherlands for the reasons shared earlier. The tenure of the members in the Supervisory Board is quite in line with our current governance structure. It was shared that the bureaucracy and legality involved in setting up these people as Supervisory Board members was very complicated.

Comments: *Emad: It would be good to include someone in the Supervisory Board who covers those areas covered by the Network Development Coordinator.*

Farah: Can we synchronise Board meeting structure with the Global board meeting.

Resolution: It was resolved that three Dutch members of Stichting GNDR (two in the Supervisory Board and one in Executive Board) will be invited to the Global Board meeting as Observer. Their participation will be reviewed after the face to face Board meeting in October'20.

Action: Prepare a FAQ and response on the Stichting GNDR to be shared with all Board members.

9. Recommendations from Governance Working Group:

Graciela, Chair of GWG: shared the Governance Working Group Update. The report was noted by the Board.

2019.10.03 Agenda 9 Governance Working Group Update

10. Conducting the Lottery for the Board members to step down

Farah raised that one board member up for the lottery - Kheswar - has missed 3 consecutive board meetings. In line with the Governance Manual (Article 8, Section C), "Global Board Members or Trustees [...] will be automatically de-selected if they miss three consecutive meetings or three in a year." Kheswar should be de-selected from the Board.

Graciela shared that the Governance Working Group had not discussed this situation. ED shared two other factors for consideration before a decision is arrived at. 1) on one of the board meetings, Kheswar said that he could not connect 2) Kheswar did not attend the regional workshop in his region during the strategy consultation process.

Resolution: In consensus it was resolved that Kheswar be de-selected from the board as a Member with immediate effect, and therefore act as one of the 4 people to leave in 2019.

Now only 3 people need to be drawn from the lottery to step down in 2019. All the seven names were put in a transparent box. The trustees – Oenone and Peter picked up three names to step down in 2019 and remaining 4 members to step down in 2020 October – after the face to face Board meeting.

Resolution: The 3 people picked from the lottery to leave the Board in 2019 are: Dr Emad, Lorraine, Peter A. And in 2020 Jose, Rod, Graciela, Nicole will step down from the Board after the October face to face meeting in 2020.

Action: The face-to-face board meeting in October 2020 will be their last board meeting for the members stepping down in 2020. Elections to replace them will be launched after that.

Actions: As already articulated in the GWG update, it was reiterated that (1) the members stepping down through lottery can opt to go for re-election as the Regional Representative to the Board if they would decide to do so; (2) the members stepping down were requested to stay in position till the new members are elected.

Comments: Dr Emad asked what was meant by a 3-year term; is a year January to January or 12 months from when they start?

Action: In response to Dr Emad, ED – shared that ideally it should be linked to the date that the member is elected. However, he said he would consult the NDM and get back to the Board.

11. Recommendations from the Finance and Audit Working Group (FAWG):

This was presented by Rod, member of FAWG with the support from FM.

FM went through the current grants and how much has been spent to date on each one (*2019.10.03 Agenda 11 Finance and Audit Working Group Update-Financial Report for Board*).

Comments: How much has this been skewed by currency exchanges and losses?

Response: Not much. The impact of foreign exchange movements is complex. Our base currency is GBP, which has fluctuated a lot recently for political reasons, and this has had an impact on the statutory accounts, but grant income and expenditure is reported in donor currency, so the impact here is limited.

Comments: What is the plan beyond 2020?

Response: The next FY starts April 2020. For that period our income is 2.5m.

Comments: Are we on track to spend the large amount that is due before June 2020?

Response: We are on track to spend our budget on all grants. Recommendation that the Secretariat have a plan on spending to ensure that grant agreements are met.

Comments: What is the role of the global board in planning?

Response: Each year we prepare an aspirational budget based on the strategic plan. This then needs to be matched with donor funding coming in and adjust the budget accordingly.

Comments: Getro: The regional members have outlined expectations at the regional workshop, so we need to ensure that there are resources for commitments at the regional level.

Response: We are a member-driven network, not an INGO, so members also play a role in fundraising. Having said this, we need to recognise that we are in the process of finalising our Global Strategy. On approval of the Global Strategy, we need to agree on as to how we will fund the strategy. There we believe that members and their geography based networks will play a critical role in raising funds.

Comments: How transparent are our accounts?

Response: Our annual accounts are posted in the website.

Comments: Emad: congratulated the secretariat for raising the funds. He also cautioned that raising for a strategy is much more difficult than for a specific project. This will require a lot of work.

Comments: Nicole: there should be financial indicators (KPIs) for the Board.

Response: The FAWG is developing a financial scorecard on a traffic light system to ensure that the Secretariat doesn't slip into financial difficulties, as it has done in the past. For example, it was confirmed by the FM that we have £100,000 in reserves, which equates to about a month based on the current budget. The ambition should be 3-6 months. The score card is not quite ready yet but will be presented to the Board shortly. This should be assessed

quarterly by the FAWG and shared with the Board every 6 months. It should be discussed annually by the Board at the face to face meeting.

Comments: What are the plans in place to rectify disallowances from donor audits?

Response: The disallowances related to 2017-18 and were from one particular grant. We have agreed to address the systems problems identified, and the donor is now satisfied. We have also addressed some of the outstanding issues with supporting documentation. Some donors seem to like to disallow something, so we need to continue to be vigilant and be compliant with systems and controls. We are confident that any disallowances in the future would be for small amounts that wouldn't hinder us from carrying out our work.

Action: Board would like to also see the pipeline and a breakdown of this chart in graphic form (e.g. pie chart) on a yearly basis. They would also like to see the shortfall and fundraising target.

Action: The Strategy needs to be costed out so that fundraising targets can be set.

Action: The financial report should end with assessment of financial risks.

Action: These details to be included in Governance SHARED folder.

Action: Secretariat to develop plan on spending commitments and 'burn rate', particularly for those grants ending 2019.

2019.10.03 Agenda 11 Finance and Audit Working Group Update

12. Membership Working Group Update:

Peter C, Chair – Membership Working Group (MWG) shared the Key things discussed in the last Membership Working Group meeting:

Action: Suggestion from Peter to have a visible button on the homepage of the website to link to the Community Platform.

Action: Board agreed with the recommendation of the MWG for the need to capture diversity of members. Secretariat was asked to initiate the process by asking five questions to the members (1) What type of organisation are you? (2) How many members of staff do you have? (3) Do you operate at the international/national/community level? (4) What thematic areas do you work? And (5) What constituencies do you mostly represent?

Comments: Onone asks whether the example of Caritas Maumere – is that setting a precedence or will you always assess similar situations on a case by case basis? NDM confirmed that any time a member could not produce legal registration documents; the case would be taken to the Membership Working Group to assess. Emad suggested that in the future maybe the regional board member could be consulted by the Membership Working Group to help them assess the organisation's legitimacy. ED confirmed that in line with the governance Manual the mandate of the membership working group is to recommend, not approve. NDM commented concern that that will slow down approval process.

Resolution: The membership working group will review and assess the organisation's situation, will make a recommendation to the board for approval/rejection via email, and give the board 3 days to disagree.

2019.10.03 Agenda 12 Membership working Group Update

13. Sharing the finds of membership survey:

- High response rate (555 responses) but regionally skewed (fewer proportionately from Latin America; higher proportionately from Africa)
- Acting to our principles: overwhelmingly positive
- Engagement: some strong engagement, some things where engagement needs to increase (e.g. logging onto the Community platform)
- Quality of GNDR communications: overwhelmingly positive
- Resources meeting needs and allowing them to do their job better: overwhelming positive, but with some useful suggestions for where it could be better
- Equal participation: 58% of members said they agreed but a relatively high proportion disagreed. Some commented that language was an issue with members adding resources the community platform in one language, some commented that they struggled to participate in workshops due to limited funds as small organisations. How to deal with this? Perhaps consider slowing down member growth in next membership strategy?
- Influence: 75% agreed that members' voices were used in advocacy messages; 84% agreed that GNDR helped stimulate innovate practices; 85% agreed that GNDR helped them influence policies
- Organisational support: 86% agreed GNDR was helping their organisational needs.
- Regional resourcing: A high proportion of people believe the regional offices have the resources to support the regional work; but an increase in the percentage of people who do not agree with this. Recruitment of National Development Coordinator may help as well as regional fundraising.

Board noted the recommendations from members:

- Improving access to the Community Platform and engagement on it. This may be answered by the recruitment of a permanent Network Development Coordinator in 2020 who can undertake campaigns on the Community Platform.
- Thematic webinars for members to share knowledge on specific DRR risks and hazards.
- Development of research papers.
- Partnerships with training providers to ensure access to subsidised certified courses.
- Ensuring that materials and communications are available in all three of GNDR's languages and are disseminated at the same time. Exploring opportunities to develop GNDR materials in languages beyond English, Spanish and French.

- Strengthening the resources available at the regional level, including focusing on regional fundraising, increasing the funds available for RAG members to support members and sharing the regional budgets.

Comments: Graciela commented on the usefulness of the survey and the need to increase participation of actors at regional advocacy events. Dr Emad commented that it would be good to feedback to some of the members that responded to clarify their misperceptions and highlight further opportunities for them to engage. Peter C raised that it is about making expectations of members realistic and that it would be good to put the survey results on the Community Platform and respond to some of the issues. Farah agreed it would be good to put the results on the Community Platform and address comments broadly rather than to specific members.

Action: It was agreed to put the finding of the membership survey in the Community Platform and respond to some of the issues raised.

2019.10.03 Agenda 13 Membership Working Group Update - Membership Survey

14. Approval of RAG TORs:

RAG TORs of Eastern Africa, SE-East Asia, South Asia, W&C Africa and LAC were reviewed.

It was shared that new RAG will be formed through national election of members. The New RAGs will be in place by 1st April'20. As outlined in the Governance Manual Role of the RAG will be completely advisory to the Global Board. The TORs of RAG need to be in conformity with the provisions in the Governance Manual.

Comments: Emma: How to differentiate smaller countries (in terms of membership number) eligible for election. Should the minimum number be 5 or 7? She also pointed out that there is a requirement of changing one sentence in the current ToR to adequately reflect the governance manual. She also wondered, if we want to standardize the ToR across the regions.

Comments: Emad: Why there are only 5 RAGs for 5 regions?

Response: These 5 are the currently established one. From next year on, more RAG will be established. However, it is to be noted, that establishment of more RAG will require more funding.

Comments: Tolekan: How are the RAG members selected?

Response: It's the members who elect their country focal point who in turn also serves in the RAG.

Comments: Prime: Strongly pointed out that the sentence that talks about 'RAG does not have any authority...' sounds very negative and it would be better if it can be rewritten in a positive notion.

Resolution: Minimum of 5 members in a country will be taken as the base for election. Any exception to this rule, will need to involve the Board to review the justification.

Resolution: The 5 RAG ToRs presented approved in principle. The Secretariat to ensure that these TORs are quite in line with the Governance Manual and the New RAGs will be in place by 1st April'20.

2019.10.03 Agenda 14 Eastern Africa RAG TORs

2019.10.03 Agenda 14 SE and E Asia RAG TORs

2019.10.03 Agenda 14 South Asia RAG TORs

2019.10.03 Agenda 14 W&C Africa RAG TORs

2019.10.03 Agenda 14 LAC RAG TORs

15. Checking in Day 2

16. Risk Matrix:

ED presented the Risk Matrix. ED shared that Risk Matrix is reviewed by the SMT during their meeting; reviewed by FAWG during their meetings and reviewed by the Trustees once in six months.

The critical and high risk issues as outlined in Risk Matrix were reviewed by the Board members.

Comments: Nicole: In response to the critical risk - Brexit – should we not consider remaining funds of DEVCO to Stichting GNDR in order to show track record in Netherlands?

Response: Legally Stichting GNDR is a different organisation. In principle EC will not treat it as same as GNDR – UK so will not transfer the approved grant.

Comments: Tolekan: We need good systems to meet donor reporting requirements
Nicole: We shouldn't get drawn into too many projects as this sucks up resources.

Comments: Dr Emad: Does loss of staff need to be high risk if we have only lost one substantive post, as ED has indicated (Dr Emad).

Response: Currently is not a high risk but potentially it can with significant impact.

Comments: Farah: Any reputational risk is very serious. Should we have a team dedicated to reviewing members for fraud etc. We would need to resource this.

Response/Advice: We need to remember we are a network and not be too top heavy in our monitoring. Consider doing an online due diligence process, as done by other organisations – can we learn from them?

Risk matrix reviewed by the Board and taken note of. Proposed by Rod and seconded by Loraine.

2019.10.03 Agenda 16 Risk Matrix updated June 19

17. a. How to make the digital Global Board meeting effective?

Secret to success

- Investment in technology – trained on how to use and actually try before a meeting. But don't just rely on technology (bad IT connectivity)
- A strong Chair – prepared, direct and encouraging participation
- Just recapping a document instead of reading and moving the discussion further.
- Participants need to be clear and to the point, speak slowly and do not interrupt/talk at the same time
- Consider the first 30 mins for preparation and look for pre-meeting information
- Everyone knows their role and get involved
- Clear agenda in advance of meeting
- Be aware not to dominate so we need a good chair and time keeper (aware of different cultures)
- The participant needs to be in a closed quiet space with good headset
- Technology/software for meetings very important (background translation, ease of use, screen share, technical moderator, online chat at the same time)
- Rotation of moderator to ensure everyone's participation
- Well defined, concise agenda items stating timing of meeting whether it is for decision/information, advice
- Commit time beforehand
- Preparatory work: Individuals prepared – read the documents before meeting
- Identify who is speaking for those listening in different languages – announcing name before speaking

Action: The members of the Board and Secretariat will take on board the discussions and inputs while preparing and organising more effective digital board meeting.

b. Board to discuss the strategic engagements in addition to the conventional board matters. Meetings proposed once in 8 weeks:

It was agreed that let us stick to the current Board calendar. If needed the additional meetings may be convened to discuss strategic/thematic areas.

18. Review of Board KPIs

Comments: Not all of the KPIs are relevant for Trustees members or Independent Board members.

There is a greater analysis that needs to be undertaken and the reasoning of the Board member needs to be provided. It is not simply a case of adding up the responses and dividing them by those present rather it is important to note the frequency of the score and document the reason

Action: Board members also need to provide their rationale for scoring and feedback about how we can improve the scores.

Action: Some revision needs to be undertaken, particularly the objective on strategic direction and objective 4, which needs to be broken down into two different areas e.g. governance and accountability.

Action: Assessment of results and reflection needs to occur at next Board meeting.

2019.10.03 Agenda 18 Review of Board KPI

19. Election of Global Board Chair:

ED as the Company Secretary, announced that 2 board members namely Farah and Peter A had expressed their interest for the position of Chair, Global Board. It was noted that Peter A was selected to stand down from the Board in 2019 through the lottery conducted on 3rd October. Candidature of Peter A could not be considered for the position of the Chair. Reference was drawn to the board decision based on recommendation of the GWG.

Resolution: As sole candidate Farah was declared elected as the Chair of the Global Board for a period of two years from the date of her election or till face to face meeting in 2021. It was also noted that this will be the final Board Chair tenure for Farah in line with the Governance Manual.

2019.10.03 Agenda 19 Election of Global Board Chair

20. Transition of Board leadership:

Farah as the newly elected Chair, thanked everyone, for the trust reposed on her.

Comments: Prime asked how and when the co-chairs will be chosen.

Response: It was clarified that in line with the provision in the Governance Manual confirmed that a similar process should take place as was conducted for the election for the position of Chair, Global Board.

The elected Chair confirmed that Graciela would remain as Vice-Chair until her departure in 2020. It was also clarified that Peter A, who was identified to step down in 2019 will still remain as the Vice Chair till he remains as the Board member.

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21. Agreeing on Board meetings dates:

Comments: Dr Emad suggested to have the 2020 face meeting hosted in London. That would give an opportunity for the Board members to interact with most of the Secretariat staff.

Resolution: It was resolved to have the Board meetings on the following dates:

Board meeting dates during 2020:

1. Date: 6th February'20 – Thursday
Time: 12.00 to 14.30 hours GMT
Type of the meeting: Virtual
Key Agenda: Approve the Global Strategy
2. Date: 26th March'20 – Thursday
Time: 12.00 to 14.30 hours GMT
Type of the meeting: Virtual
Key Agenda: Approve the Plan and Budget 2020
3. Date: 23rd July'20 – Thursday
Time: 12.00 to 14.30 hours GMT
Type of the meeting: Virtual
4. Date: 27th-29th October'20 – Tuesday to Thursday
Duration: three days
Type of the meeting: Face to Face

2019.10.03 Agenda 21 Calendar for Global Board meeting for Year 2020

22. Safeguarding Training:

Christine, conducted the safeguarding training. Her presentation touched upon the following:

2019.10.03 Agenda 22 Safeguarding Training

- a. Brief history of safeguarding
- b. Four key areas: legal, regulatory, organisation and public
- c. Definition: Internal and external safeguarding; Safety “triangle”/pyramid
- d. Internal: bullying, harassment/sexual harassment, abuse of authority/discrimination - Do's and don'ts of internal safeguarding
- e. External safeguarding (people outside the organisation, e.g. children or vulnerable adults)
- f. Sexual Exploitation and Abuse (SEA) and Other forms of abuse
- g. Policy – zero tolerance
- h. Creating a safe space for reporting. Where and what to report – safeguarding and whistleblowing policies. Principles behind reporting
- i. Next steps/investigation

Comments:

- Dr Emad requested to share notes of presentation
- Is internal/external distinction real?
- Can we use videos from the Global South as illustrations for other board members (instead of those shared from the global north in the presentations)?
- Discussion over when reporting child abuse causes further problems for the child. Cultural context is a reality, but shouldn't hide behind it
- How do you determine vulnerability in the workplace?
- Need to clarify what happens if the complaint relates to a senior member of staff (Christine's slide is not consistent with what is in the proposed policy)
- How do we capture confidentiality – appropriate use of social media
- Need to decide who is designated safeguarding officer will be, and who is going to do the investigating. Need not be a full-time role, but they will need training.
- What form will the reporting mechanism/investigation take?
- Most organisations outsource safeguarding reporting. Is this appropriate for GNDR? Can we use expertise from within the network?
- May be able to draw on Start's policy (another network). Not a straightforward piece of work. Need support from someone inside GNDR.
- To what extent can GNDR engage in survivor support?
- Do we need dedicated HR sub-committee of the Board for this? For now, it will need to go to whole board.

Response: Policy shared is still in a draft stage. Comments are welcome before it is finalised and submitted to trustees for approval.

Action: Comments on the safeguarding policy to be sent to ED to be taken on board while finalising the policy.

23. AOB:

- a. Final Discussion on Strategy:

The headlines of the mission strategy were agreed as attached.

(2019.10.03 Agenda 23 GNDR Strategy headlines)

- b. Organisation Strategy agreed to be developed around the following areas to deliver the mission strategy. The preparatory work around the specific areas will be initiated by 1st week of November though the final compilation is expected to be initiated after the Board approves the Strategy on 6th February'20.

Areas we need to work on to deliver the strategy:

- i. Aligning the representative Governance: It was agreed the Governance Working Group will review the Governance manual and orient it to the delivery of the new mission strategy

The GWG will report on the process by end February'20

- ii. Diversification of resources for delivering the mission strategy by promoting localisation

The process of developing the strategy will be led by the Programme Manager. The Board will be represented by Nicole, Rod and Ruiti. Additional members from the Secretariat may be appointed to this group. This working group will deliver the proposed strategy to ED by the end of February'20

- iii. Strengthening the accountability – members to the community most at risk, among the members, Secretariat to members and members to secretariat.

The process of developing the strategy will be led by the NDM. The Board will be represented by Prime and Lorain. Additional members from the Secretariat may be appointed to this group. This working group will deliver the proposed strategy to ED by the end of February'20

- iv. Orienting the skills and competency sets of the Secretariat and the organisation structure:

Developing this strategy will be led by ED with active involvement of External Consultant. Board will be represented by Peter C, Dr Emad and Tolekan. The process will be concluded with the approval by Trustees by third week of March'20.

- c. Action: All Board members agreed to sign code of conduct (circulated) and conflict of interest (to be sent) and return the scanned copy to ED by 15th November'19.
- d. ED shared that we received a complaint from UN about a member which had committed fraud. It was discovered there was a campaign against the organisation, so no case to answer.

Comments: Chair advised that this decision should have been taken by a Board Committee, rather than just ED.

Action: ED to share the documents with Board committee comprising of Dr Emad and Graciela. The committee will report back to the Chair of the global Board to conclude the case.

- e. Chair, shared the case of a complaint by one member against another. She shared that on receipt of the complaint, she constituted a Board committee comprising of Peter C and Prime. The Committee investigated the complaint by interviewing the



members involved and staff of the Secretariat. The report of the Board Committee was submitted to the Chair. ED was asked to operationalise the recommendations of the Committee. The member found at fault was asked to apologise to the complaining member, the members of the RAG and to the members of the Board. This was promptly communicated to the said member to comply within a deadline. And the apology was not received.

Action: Board in consensus, asked the ED to terminate the membership of the said (affiliate) member and give the board of the member organisation an opportunity to explain, then if they don't respond within a four-week deadline the organisations membership be terminated.