



# Global Board Meeting

## Minutes – digital meeting

23<sup>rd</sup> July 2020

### Board Participants:

Claire Tiffen (Trustee), Dr Emad Adly, Emma Hillyard (Trustee), Emmanuel Seck, Farah Kabir (Chair), Getro Mathieu, Graciela Salaberry (Vice Chair), Jose-Ramon Avila, Loreine Dela Cruz, Rod Snider, Ruiti Aretaake, Rumana Kabir (Chair of Trustees), Sarah Henly-Shepard, Tolekan Ismailova, Zenaida Willison

### Observers from Stichting GNDR:

Oenone Chadburn, Ruud van den Hurk and Izabella Toth (representing Kees Zevenberger)

### Apologies:

Kees Zevenberger (Stichting GNDR), Lewis Makurumure, Nicole Stolz, Peter Curran (Trustee), Prime Nkezumukama, Thea Hilhorst (Stichting GNDR)

### In attendance from the Secretariat:

Andy Morgan (HRBP), Bijay Kumar (ED), Domitille Francois (BLO), Lucy Pearson (HSD), Marliyn Mbugua (Africa RL), Nick Roberts (HO), Shivangi Chavda (Asia RL), Valeria Drigo (PL)

### Support:

Andrew Bidnell (Facilitator)

Florencia Pasquale (Interpreter)

Julia Taub (MEO)

Key:

Resolves in blue text

Actions in green text

**Links to documents are highlighted**

### 1. Welcome from the Chair:

The Chair Farah welcomed the Board members to the Board meeting organised through virtual means on Kudo. She advised that members of Stichting GNDR were attending as observers. She wished everyone a fruitful meeting and encouraged the facilitator Andrew to keep us on track.

### 2. Recording Apologies:

It was noted that apologies were received from Nicole, Peter and Prime. Kees and

Thea from Stichting GNDR also advised that they could not attend. Lewis contacted BLO stating that he had connectivity issues.

### 3. Agenda

The Chair presented the agenda. Graciela proposed to add Getro's situation as an item to be discussed in AOB. With the amendment the agenda was approved by the Global Board members.

#### **2020.07.23 Agenda 3 Draft Agenda of Global Board meeting July 23<sup>rd</sup> 2020**

### 4. March 26<sup>th</sup> 2020 meeting minutes

The meeting minutes were reviewed page by page and were approved by the Board - proposed by Sarah and seconded by Rumana.

**ACTION:** It was noted that Sarah's family name should be corrected.

#### **2020.07.23 Agenda 4 March 26<sup>th</sup> 2020 Global Board meeting minutes**

### 5. Summary actions from March 26<sup>th</sup> 2020 Global Board meeting minutes

ED read through the summary action points document and asked the Board to give their comments.

No comments were recorded.

#### **2020.07.23 Agenda 5 Summary actions from March 26<sup>th</sup> 2020 Global Board meeting Minutes**

### 6. Update from Secretariat

ED advised that he would not go over the Secretariat Update document that was sent to the Board earlier, but each SLT member would talk in turn about a topic related to this document.

#### a) GNDR in HLPF

PL announced that GNDR developed policy messages based on our strategic goals of localisation and risk informed development. These were used to influence discussion before and during HLPF in various ways:

1. providing written input to feed into HLPF Ministerial Declaration
2. Organising and speaking at several events
3. Participating to as many events as possible
4. Corporate messaging

The Ministerial Declaration is still in process of being adopted. The current version includes:

- strong connection between Covid-19 and disaster risk, highlighting the need for resilience and following guidance of SFDRR.
- recognition that all-of-society approach is needed to fight Covid-19 and achieve SDGs (with mention of all levels of governments and cross-society collaboration)

*Comments: Farah – Would the Global Board have the opportunity to comment on the paper presented at the HLPF. Would anyone from the Board like to see it and be involved?  
PL – Members have been involved in feeding into the draft declaration document.  
Unfortunately, the Ministerial Declaration is now almost final. However, what we can do at this stage is circulating and commenting on the final version and use it as an advocacy & policy tool through national level processes.*

**ACTION: Secretariat to share the Declaration with the Board**

#### **b) Realignment structure**

HRBP advised that of the 7 staff that were at risk of redundancy, 4 have accepted new roles and signed contracts, and 3 are unfortunately leaving at the end of their notice periods, 2 in early August and 1 in late September. All other staff have accepted adjusted JDs, which were considered as only minor changes. We have increased the number of staff in the regions and the three Regional Leads will be part of SLT (Senior Leadership Team).

We are currently recruiting for Senior Regional Lead (either to be based in Africa or Asia), Regional Lead (Americas & Caribbean), and Coordinator (Asia). We are holding off on recruitment of Regional Lead (either Africa or Asia) and Policy Officer until funding is in place.

We are also only recruiting a MEAL Coordinator on a short-term contract for the same reason.

ED thanked Dr Emad, Peter and Tolekan as well as the Trustees for their help and support with the realignment process.

*Comments:*

*Farah – How is the Senior Regional Lead role different from the existing regional job description?*

*HRBP advised that the 3 Regional Leads will be involved in membership support, fundraising and project management regionally, while the Senior Regional Lead will manage projects globally as well.*

*Comments:*

*Emmanuel, Farah, Graciela and Nicole requested to see the organogram of the new structure in order to understand better the new roles, the reasons behind this and between the differences between Regional Leads and Coordinators.*

*ED referred to the realignment update document that was shared with the Board members in June. He advised that each of the questions raised are already answered in the update – as may be recollected by the members who went through the received updates. However, he accepted as repeatedly reminded by the Chair that the members might not always get time to*

*go through the updates shared by the Secretariat. The Realignment update as shared in June was recirculated to the Board members during the meeting and ED went through the document with the Board.*

*Graciela and Jose Ramon advised that they were not satisfied with the criteria for the regions without coordinators. They understand that it is due to a lower number of members in the region but they believed that other criteria should be evaluated.*

#### c) Covid19 & Projects

Asia RL stated that although the project implementation work has been challenged due to lockdowns and restricted mobility, we continue to be engaged with our partners digitally and telephonically, through monthly meetings and webinars. It was noted that due to Covid-19, the pace of program implementation has reduced from what it used to be.

We have received 9 months No Cost Extension for the OFDA funded project “Institutionalising Sustainable CBDRM” project. For the EU DEVCO VFL project, we developed scenario planning for the extended time required for the project and we are awaiting the final confirmation from the donor. The Christian Aid funded ECID project, which is a consortium project, has been initiated.

The impact of the no cost extension on the human cost is being addressed by staff taking multiple project responsibilities in this lean period and ensuring that the staff cost is allocated to cover the no cost extension.

#### d) Secretariat KPI 2020/21

HSD advised that the Secretariat has exceeded its targets in its mission related to KPIs for 2019/20. The Annual Report will outline these when released on 31st August 2020, and a one-page summary of all KPIs will be shared with the Board.

HSD presented the Secretariat KPIs for 2020/21 and highlighted that staff are just starting their new roles, so although the KPIs already considered the changes that are happening in the Secretariat, it might still be amended.

**ACTION:** Secretariat to share the one-page summary of all KPIs 2019/20 with the Board

**Resolution:** The Board approved the Secretariat KPIs – proposed by Emmanuel and seconded by Claire.

#### e) Proposal from Stichting GNDR

ED presented a proposal from Stichting GNDR to the Board:

“The members of the Supervisory Board and Executive Board of Stichting GNDR would recommend that the Dutch members of the Supervisory Board and the Executive Board members are continued to be invited as observers at the Global Board meetings beyond October 2020.”

**Resolution:** Members of the Supervisory Board and the Executive Board of Stichting GNDR will continue to be invited as observers at the Global Board meetings beyond October’20. proposed by Sarah and seconded by Emmanuel

**2020.07.23 Agenda 6 Updates from Secretariat**

**2020.07.23 Agenda 6.1 GNDR Financial scorecard for the Board for the quarter ended 30<sup>th</sup> June 2020**

**2020.07.23 Agenda 6.2 Secretariat Key Performance Indicators**

**2020.07.23 Agenda 6.3 Proposal from Stichting GNDR**

**2020.07.23 Agenda 6.4 I Structural Realignment Decision Paper**

**2020.07.23 Agenda 6.4 II GNDR Organogram Realigned July 2020**

**2020.07.23 Agenda 6.4 III A Message from ED**

**7. Board working Group: Diversification of resources for delivering the Global Strategy by promoting localisation**

Rod introduced the fundraising strategy document and advised that the Fundraising Coordinator will use this strategy to develop annual fundraising plans with targets. HSD added that GNDR has already hired a Fundraising Coordinator (starting October 1<sup>st</sup>) and we currently have a part time fundraising consultant that is prioritising the development of an annual fundraising plan and regional fundraising plans. The fundraising strategy will be reviewed by the Resources Working Group mid-way through the organisational strategy (September 2022).

**Comments:**

*Graciela – How are we going to obtain and manage resources in the region? What are the strategies and plans?*

*HSD advised that the fundraising consultant is currently working on regional fundraising plans with the Regional leads and Regional Coordinators. Besides, the Digital Global Summit will provide training and coaching in each region to help members make proposals and help with the branding.*

**2020.07.23 Agenda 7 Fundraising Strategy**

**8. Adoption of Generic RAG TORs to guide the new RAGs**

Africa RL presented the generic RAG ToRs, which will be the guide for any new RAG ToRs. She highlighted the changes that have been made to the document and advised that the specific new RAG ToRs will be shared with the Global Board once the NFPs have been through it and approved.

**Resolution: The Generic RAG TORs were approved by the Board – proposed by Claire and seconded by Rod.**

**2020.07.23 Agenda 8 Generic RAG ToRs\_draft**

**2020.07.23 Agenda 8.1 Generic RAG ToRs with changes highlighted**

## 9. Recommendations from Finance and Audit Working Group

The Chair of FAWG Emma presented the FAWG recommendations to the Global Board as follows:

1. The FAWG has developed a “financial scorecard”, consisting of a set of financial indicators which provide an overview of the financial health of the organisation. These will be prepared by the Secretariat on a quarterly basis, and reviewed as a standing agenda item at each FAWG. The FAWG recommends the scorecard should also be used as a means of presenting the finance update to the Global Board.
2. The FAWG recommends that the Secretariat re-tenders for its statutory audit with effect from the next annual audit (2020-21), the current auditors having served for 5 years. The Secretariat will complete the tender process and submit its recommendation to the FAWG for approval before the end of the current financial year.

Resolution:

1. Proposed Score Card format be used to present the finance update to the Global Board
2. The Secretariat will complete the tender process of the Auditors and submit its recommendation to the FAWG for approval before the end of the current financial year.

Resolution proposed by Rumana and seconded by Farah.

**2020.07.23 Agenda 9 FAWG Recommendations**

**2020.07.23 Agenda 9.1 Financial scorecard**

## 10. Recommendations from Governance Working group

The Chair of GWG Graciela presented 5 proposals that needed to be approved by the Board. The Board approved the recommendations of the GWG with the following resolutions:

- 1: The Governance Manual will continue to guide us. The Secretariat may contextualise the document to the realigned structure if needed. The manual may be reviewed in 2022.
- 2: GNDR to continue Investing in making RAGs stronger.
- 3: (i) GNDR must continue nurturing the Stichting GNDR as an independent organisation to be able to access the European Funding.  
(ii) The Supervisory Board of the Stichting GNDR must be approached to sign a MOU with the Global Board agreeing to the following: “Stichting GNDR has subscribed to pursue the GNDR’s Global Strategy ‘Local Leadership for Global Impact’.  
(iii) Recommend to the Board to nominate three Board representatives including the Europe Representative to the Board to the Supervisory Board of the Stichting GNDR.  
(iv) Recommend to the Trustees to nominate two representatives from among the Trustees to the Supervisory Board of the Stichting GNDR.

4: In line with the Governance Manual the Resource Working Group was set up to strengthen GNDR's fundraising to support its strategy implementation for 2020-2025 and beyond. Secretariat to initiate the process of mobilising the resource working group.

5: Secretariat to get ready to initiate election of three Board members namely Euro[e, Central and Southern LAC (after the October'20 Board meeting) and selection of one independent Board member (during or after October'20 Board meeting)

6: Secretariat to initiate the process of electing the New Vice Chair during Board meeting in October'20.

Rumana proposed and Emmanuel seconded the approval of the proposals.

#### **2020.07.23 Agenda 10 GWG Recommendations**

##### 11. Membership Working Group (MWG) update

ED advised that the MWG update shared is only for noting. MWG had not proposed anything for Board approval.

#### **2020.07.23 Agenda 11 MWG Recommendations**

##### 12. Trustees Update and Recommendations

The Chair of Trustees Rumana submitted the Trustees' recommendation for the appointment of Ewout as the new Trustee

Resolution: The Board approved the appointment of Ewout as the Trustees. It was proposed By Farah and seconded by Emma.

**ACTION:** Ewout to sign the Code of Conduct

#### **2020.07.23 Agenda 12 Trustees Update and Recommendations**

##### **2020.07.23 Agenda 12.1 Recommendations from Trustees - CV Ewout van deb Blink**

##### 13. RASCI approval

ED presented the RASCI and asked the Board for their comments.

*Comments:*

*Rumana suggested that we should add Review Performance of the Board as an agenda item for the next Board meeting.*

**ACTION:** Review Performance of the Board during the next Global Board meeting

*Comments:*

*Farah – RASCI needs to be shared with the regions for members as a learning tool. It should especially be used during NFPs induction.*

**ACTION:** ED advised RLs to add RASCI document to the NFPs induction pack.

**Resolution:** The Board approved the RASCI – it was proposed by Graciela and seconded by Emmanuel.

#### **2020.07.23 Agenda 14 RASCI approval**

#### **14. Risk Matrix**

ED advised that the Risk Matrix was approved by the Trustees and it was now shared with the Board for their noting. ED advised Board members to send their comments if any by email.

#### **2020.07.23 Agenda 14 Risk Matrix**

#### **15. AOB**

The Chair of GWG Graciela explained that members of the GWG had expressed concerns regarding Getro's involvement as a Board member representing Caribbean, when he himself is not staying in the Region. As tasked by the GWG, she along with Rumana had a meeting with Getro on July 15<sup>th</sup>. The following was shared by Graciela and Rumana.

“During the meeting, we talked about the special circumstances that have forced Getro to leave his home-country. He is no longer living in Haiti and has relocated to the US due to security issues. In particular, we asked Getro how he manages to coordinate people in his country/region and how his organisation is dealing with his departure. Graciela insisted that it is important to understand Getro's situation, as the GWG had previously rejected applications for regional Board representatives from people who were not based in the region for which they were applying”.

Getro advised that he had to leave his country due to security issues (personal and institutional issues). His office has been vandalised and he received death threats. Members of his organisation have also been affected and some have moved to Santo Domingo. He added that although he cannot go back to Haiti, he can travel anywhere else in the Caribbean region. He has reported those matters to the police and the UN has also been following up with him. He believes he has made all he could for himself and for the members of his organisation. He also stated that his organisation is a national organisation, which is not easy in Haiti due to corruption in the government. He insisted that he has continued to work with the Global Board and will be involved in the induction of NFPs. He said that he uses WhatsApp, emails, Zoom and maintains good contact with the members of his organisation.

Graciela stated that the GWG recognises his long history accompanying the network. However, considering the current circumstances, we believe this situation has to be discussed and addressed with the Global Board, in order to keep Getro as part of the Board. Unfortunately, the

GWG also acknowledges that there have been some challenges with connection (even though he is now in the US, he has been unreachable on several occasions.)

We need Getro to consider his real possibilities to continue carrying out his commitments and duties as a representative of the Caribbean region. And we also need to make it clear that this is not a precedent for future regional applications.

Gracielas acknowledges that it is a very difficult time for him indeed. But it is also a crucial time for GNDR to implement the new strategy more proactively within the remote work environment. Therefore, it is important to re-evaluate the situation collectively as a Board.

*Comments:*

*Emmanuel, Graciela and Jose Ramon requested to know if the members in the region had made any comments in regards to the status of their regional Board representative.*

**ACTION:** Members in the Caribbean to be consulted regarding Getro's situation as the Board agreed that it is important to hear the opinion of the GNDR members in the Caribbean.

The Global Board Chair Farah advised that the Board members are supportive and empathise with Getro. However, she added that the Global Board is bound by the Governance Manual and Board members cannot make exceptions as they are going to be held accountable.

She also advised Getro that this commitment was an additional pressure on his shoulder and wondered if he would rather focus on his personal situation and come back to the Board later on.

ED advised that the next step would be for each Board member to send their comments by email, and the GWG would then make a recommendation to the Board.

**ACTION:** Board members to send their comments to the GWG Chair with a copy to ED before the next Global Board meeting.

Finally, ED concluded the meeting stating that the next Global Board meeting would be a face-to-face meeting if possible. However, the Chair Farah suggested that the Secretariat should start thinking of alternative solutions and that a decision would need to be made by August.

**ACTION:** Next Global Board meeting location to be decided by end of August.