

GNDR Global Board Meeting Minutes
25-26 October 2018
Location: Istanbul

Board Participants

Emma H (Treasurer and Trustee), Farah Kabir (Chair), Graciela M. Salaberri Vacani - (Vice Chair), Jose Ramon Avila Quinonez, Kheswar Beeharry Panray, Loreine B de la Cruz, Nicole Stolz, Peter Curran (Trustee), Prime Nkezumukama, Rod Snider, Sarah Henly-Shepard, Zenaida Willison,

Apologies/Absent

Ali Ardalan, Oenone Chadburn (Chair of Trustees), Papiloa Foliaki, Peter Akanimoh (Vice Chair), Emad Adly, Rumana Kabir (Trustee),

In Attendance from the Secretariat

Bijay Kumar, Emma Kerr, Lucy Pearson, Nick Roberts

1. Introduction and Welcome

Farah welcomed all and thanked everyone for their time and continued commitment for pursuing GNDR mission. Farah invited all members to focus on (1) finalising the Governance manual while being cognisant of principles of GNDR and being relevant to the emerging context (2) 2019 election of the board – staggering to balance between historical knowledge and new memberships into the Board (3) While taking stock of the achievements during the current strategy and celebrate, initiate the new strategy development process. This is primarily building on what we are good at and at the same time strive to make ourselves relevant in time to come.

Agenda for the meeting agreed. **Attachment 1. Agenda.**

Meeting Minutes – 7th June 2018

The minutes of the previous Board meeting dated 7th June'18 was reviewed. The minutes was approved – proposed by Jose and seconded by Kheswar. **Attachment 2. Approved minutes.**

Progress against the action points and matters arising from 7th June Board meeting.

The actions taken captured by the secretariat was reviewed. **Attachment 3. Action against matters arising June mtg.**

It was noted that the Caribbean representative to the Board is yet to be elected. The Governance working groups was asked to follow it up.

2. The Secretariat Update – Attachment 4.1. Secretariat Update, 4.2. Finance Headlines, 4.3. Financials for board.

Bijay invited any questions on the update shared with the Board members earlier. Bijay was joined by other members of the SMT namely Emma, Lucy and Nick to respond to the questions raised. Following are the comments/observations of the members and actions agreed

- Policy Coherence project – built on the experience of network members of linking and engaging in the linked global policy frameworks
- Share the criteria used for the selection of Agencies as NCOs in VFL 2019 exercise with the Board members.
- Consider using the VFL methodologies for raising funds so that the VFL exercise can potentially be done beyond the identified 40 Countries.
- National Engagements are the foundation of GNDR memberships and actions. Consider investing at the Country level and strengthen the engagement with the Localisation agenda under grand bargain.
- Consider adding a narrative to the finance summary.
- Ensure that the timely disbursement is made for the partners/members implementing projects. While doing so pl conform to the context specific national regulations.
- In the MOUs with partners, consider spelling out the finance rules for accounting and reporting
- Board noted Treasurer confirming that FAWG approved the unqualified Audit report – 2017-18.
- It was agreed to share all the new policies approved in October'18 with the members of the Board.

3. CBDRM

Lucy made a presentation on the initiated CBDRM project activities. **Attachment 5. CBDRM EN, 5.1. CBDRM ES, 5.2, CBDRM FR**

The lessons learnt from the CBDRM projects were appreciated and taken on board. The publication “the Cook Book” was applauded.

The Board Members advised to explore mobilisation of resources to further expand the coverage of CBDRM project.

The members committed to share the lessons learnt from CBDRM in various national/regional/global events that they would attend and would encourage GNDR members to use the Cook Book and would also generate further evidence of the efficacy of CBDRM as an approach.

4. Governance Manual

Graciela presented the governance manual and issues raised by members **Attachment 6. Governance Manual**

Nicole raised issue about language of GNDR Charitable Objectives

1. Objective 1 Prevention of relief of poverty needs to be changed to “or” (this is a typing mistake, pl make the corrections).
2. Purpose of governance (point 3). Role of governance is to oversee – incorporate the change in the purpose. Farah indicated that there may be reputational risk for the Global Board once the registration is done in The Hague or anywhere in Europe. The necessary amendments must be brought in “the purpose of governance” in Governance manual at that point of time.

Page 11. Spell out what initials RDC stands for. It is better to replace RDC by “Secretariat Representatives” to make the text clearer)

Annexes. P31 repeats part of page 29, needs to be deleted

4g. Change to “Vice-Chairpersons” (keep phrasing consistent with previous clause)

4h. ED to work as company secretary at this point of time. However, the role distinction must be provisioned for in the Governance manual. With the organisation growth, this distinction may be considered to be operationalised by the board.

4i. Agreed that the role of all working groups are advisory to the Board.

4j. Agreed to retain the designation as Executive Director and not Secretary General.

4l. Content OK, needs “wordsmithing”

Need clarity in governance manual on respective roles of RAGs, Secretariat and Board members. Are RAGs part of global governance? Include a diagram to show their role. (Zen presented a diagram showing the relationship of the various groups consider inserting the graph in the manual).

Asia group name to be changed from “Steering” to “Advisory”.

Change the second paragraph in 5. Relationship of Global Board Members and Trustees with the Secretariat to read as follows.

“Secretariat staff, including Regional Development Coordinators, are accountable to the Executive Director alone. In principle, to avoid abuse of power and involvement in operational decisions that involve the request for the use of GNDR resources (staff time, budgetary decisions, equipment, etc.), Global Board Members must make these requests through the Executive Director. The Chairpersons can interact directly with the Executive Director and Treasurer who may interact with the Finance Manager, and vice versa. Global Board members may directly contact secretariat staff in matters such as functioning Working Groups and logistical arrangements”.

5. Staggering Board Members’ exit and election

1. Election process: Include in the governance manual:
 - Board membership - three years a term

- Maximum of two terms. Board members will have to stand for election again if they want to have a second term.
- Elections every three years
- In each election, a maximum of 50% will be new members
- Chairs and vice chairs to be 2 year positions. They can remain regular board members after that period for the remainder of their term. Or they can also stand to be chair again for a second term (maximum of two terms). But for them to serve two terms (2 x 2 years), they would need to be re-elected as chair after 2 years, and re-elected as board member after 3 years.
- Trustees will follow the same election process

Board approved the above election process and it was agreed to make it part of the Governance manual

2. It was resolved that for 2019, it will depart from the process in order to be able to start the staggering process. In 2019, 3 current board members will need to leave, by 1) volunteering, or if no one volunteers 2) by lots.

Staggering of members agreed in line with the pictorial presentation by Nicole as in the **Attachment 7. Staggered membership exit.**

With the aforesaid amendments the Governance Manual was approved.

Emma H to take finalised governance manual back for legal review to ensure compliance with UK law.

6. KPIs

a. For Secretariat

Bijay presented proposed approach and indicators. Feedback was:

Need to ensure right questions are being asked and they are being measured correctly. Consider engaging external consultant.

How do KPIs fit with log frame and impact framework?

Action for Secretariat to consider and amend as appropriate to be presented during the next board meeting for approval

b. For Global Board

Board were asked to select their preferences from the list of 10 provided. Feedback was:

Questions are closed – need more than yes and no answers.

Board to send feedback to Secretariat. Peter with the Governance Working Group to make the Board KPI compatible with the M&E narratives. Need to finalise at next board meeting.

7. Discussion on Plan and Budget for 2019/20

Lucy and Nick presented the potential priorities for 2019/20 and the finance situation
Attachment 8. Priorities for 2019/20.

Members of the Board to send in their comments (to Bijay) by the end of 2018 so that the final plans and budget 2019/20 can be submitted to the Board for approval during the next Board meeting.

Key observations and recommendations of the members include:

- While members appreciated the seemingly funding stability with 7/8 donors currently being engaged, advise was to diversify the funding source, with a clear focus on raising unrestricted fund to the extent possible.
- Focus on building up reserve
- Members reiterated that It's all of our jobs to be fundraising, including all staff and Board members. E.g. identifying regional donors to approach. The secretariat will be mapping regional funding opportunities and there is a role for regional reps in that. Board members are not seen to develop proposals, but identifying and sharing contacts and understanding which donors are prioritising, which themes in their region is important. E.g. in W Africa, Peter met a rep of OFDA and then approached RDC and Peter fed in the donor priorities to the grant proposal.
- There is also some funding available at the national level, so guidelines from the Secretariat on this need to be issued. Secretariat to release the guideline for raising funds at the national level by members in collaboration with/under the banner of GNDR.




8. Evaluation/Review of current strategy

INTRAC Review and Membership Survey

Lucy presented the findings of the INTRAC evaluation. Emma presented the findings of the membership survey. These were very well received. **Attachment 9.1. Intrac Review, 9.1.1 GNDR MTR Draft Report - INTRAC. 9.2. Membership survey**

9. Strengthening GNDR in the Regions with a global solidarity and engagement

Emma presented the paper on strengthening GNDR in the Regions **Attachment 10. Regionalisation paper.**

- It was unanimously agreed to continue with and further strengthen the regional approach
- Weighting of factors to be considered in prioritisation of the Regions for GNDR presence/active engagements. Of the 12 factors reviewed (as in the attachment 10 Regionalisation Paper) the following five have been prioritised in that order.
 -  **Exposure and vulnerability to disaster/ Regional Risk profile - Poverty 1.....**
 -  **Number of members in region**
 -  **Levels of activity of current members**



The enabling environment in the region



Strategic from advocacy and influencing perspective

10. Accountability to and from our members:

Board members deliberated and brainstormed in groups facilitated by Emma and Kheshwar.

The specific areas identified to work on include:

Accountability of Secretariat (accountability to Donors – contractual; Board – line; and Membership – support, serve their needs, represent). The accountability Secretariat can be improved by:

- More transparency with members e.g. include balance sheet on website
- Annual report to be published
- Increase Secretariat understanding of members e.g. getting to visit them and see them in action
- Would need more capacity to report to donors effectively if we get many more projects!
- KPIs – need improvement. Regular member survey need to be an integral part of the assessment of Secretariat’s KPI

Accountability of Board members (to Other board members, Donors, Secretariat, Partners, Members and Communities that our members work with)

The accountability of the Board members can be improved by

- Getting timely and efficient response to questions
- Safeguarding complaint process
- KPIs

Accountability of Membership (to communities that the members work with, their own board, GNDR’s Global Board, Donors, Secretariat and other members/peers)

The accountability of the members can be improved by

- Members sending annual report to GNDR
- Set of indicators mutually agreed
- Status given to members – active vs passive, different levels of memberships

Accountability of Regional Advisory Group (RAG) (to members, Global Board and Secretariat)

The accountability of the RAG can be improved by

- Standardisation of the RAGs and the TORs
- Establish whistleblowing process
- Community platform is an opportunity for sharing information to hold us accountable

11. Strategy Development process:

Lucy shared the proposed strategy development process **Attachment 11. Strategy Development.**

- Board members to provide comments on the proposed strategy process before February board meeting
- Board members to decide if they want to join the strategy steering group

12. **Board meeting Dates during 2019** Attachment 12. Board mtg dates for 2019.

- January board meeting moved to February 28, 2019.
- It is proposed that April online board meeting is moved to an in-person meeting in May at the Global platform for DRR. In Geneva subject to availability of funds which secretariat will confirm in February. Board to confirm which date in May suits best.

13. **AOB**

- Call from Graciela/Jose to take note of the increasing climate induced disasters in Americas and greater need to engage in the climate related initiatives **Attachment 13. America's priorities.**
- Call from Keshwar to have an RDC in his region.
- Call from Lorreine to have clear thinking on how we should engage regional networks (specifically, ADRRN)
- Call from Prime for the Secretariat to give more financial support to the region.

Board meeting Conclusion

Bijay, expressed his gratitude; thanked all Board members and SMT for actively inducting him. He reiterated that GNDR is NOT an INGO or a donor but primarily a membership driven Global Network. He committed to pursue the mission of GNDR.

The members were thanked by Farah for their active participation.