Global Board Meeting

Minutes

Thursday 28 February 2019

Board Participants:
Akanimoh Peter (Vice Chair), Farah Kabir (Chair), Graciela Salaberri AdelV (Vice-chair), Jose Ramon Avila, Loreine Dela Cruz, Nicole Stolz, Oenone Chadburn (Chair of Trustees), Peter Curran (Trustee), Prime Nkezumukama, Sarah Henly Shepard, Zenaida Willison

Apologies/Absent:
Emad Adly, Emma Hillyard (Treasurer and Trustee), Kheswar Beeharry Panray, Papiloa Foliaki, Rod Snider, Rumana Kabir (Trustee),

In attendance from the Secretariat:
Bijay Kumar (ED), Emma Kerr (NDM), Lucy Pearson (PM), Nick Roberts (FM) Jesus Cordero (communications) Ghillie Blackwell (minutes)

KEY:
Resolves and actions in blue text
Links to documents are highlighted

1. Introduction

Farah thanked all the participants for attending and apologised for the time lost connecting to the call. Farah encouraged all to run the meeting with increased speed. Apologies were accepted.

Approval of Agenda

Peter A asked for the Agenda to include the following under A.O.B.
I. Approval for new RAG TOR in West Africa region
ii. Approval for the establishment of formal GNRD structures at National level

Agenda for the meeting was approved – proposed by Oenone and seconded by Loreine

(Attached Approved agenda - Reference: 2019.02.28 Global Board - Agenda 1.C. AGENDA)

Approval of 25-26 October 2018 minutes

The minutes of the previous Board meeting dated 25-26 October 2018 was reviewed.

The minutes were approved - proposed by Loreine and seconded by Peter C

(Attached the Approved minutes – Reference: *2019.02.28 Global Board - Agenda 1.D. October Meeting Minutes*)

Summary of Actions Points from 25-26 October 2018 Board meeting

Bijay outlined the progress against the action points
(Attached Summary of Action Points - Reference: *2019.02.28 Global Board - Agenda 1.E. Action points from October Board meeting*)

Following are the comments/actions:

- Oenone had not received calendar invites to 2019 meetings. The Secretariat apologised for the administration oversight.

It was agreed that the Secretariat will send the Google invite for all the Board meetings scheduled during 2019

It was agreed to find a different date in July, not to clash with National holidays. Secretariat to suggest alternate date.

1. **Updates from the Secretariat**

Bijay drew the Board's attention to the updates previously sent by the Secretariat on 21 November 2018 and 3 February 2019, in addition to the *2019.02.28 Global Board - Agenda 2. Secretariat Update* provided for this meeting. The Secretariat explained this update was more strategic.

(Attached the Approved Secretariat Update – Reference: *2019.02.28 Global Board – Agenda 2. Secretariat Update*)

Following are the comments/actions

- Clarity of presentation to assist Board members
- Correlate content with objectives and achievements
- Highlight clearly Board roles and responsibilities

The Secretariat confirmed the funding was in place for the next Global Summit in March 2020. This will require content from the Board and agreement of a date and venue for the summit. The Secretariat recommended this be discussed on-line. Members expressed the need for a venue not visited recently, with good accessibility, ease of visa and avoiding cultural holidays near the end of March.

It was agreed to get input from the Board on the design of the Global Summit and the Secretariat to put forward dates for consideration

proposed by Oenone and seconded by Farah

2. **Recommendations from Governance Working Group**

Staggered membership within the Board

Farah confirmed Dr Ali Ardalan had stepped down from the Board and thanked him for his contribution during his tenure. Graciela expressed the Governance Working Group's gratitude for Ali's work on the Group. The Secretariat reminded the Board of the need to authorise an election to be actioned by the Governance Working Group, to replace the vacancy on the Board. Farah invited comments from the Board.

Following are the comments/observations of the members

- Important to define the replacement process
- Will the replacement represent the same region as Ali?
- The Board and Secretariat should share the process of the election
- Fair and open elections
- Taking into account the request for volunteers to stand down from the Board to stagger continuity of members

The Secretariat agreed the Governance Working Group would initiate the process and the secretariat will facilitate the process, The Board must decide for this to be undertaken.

The GWG has been working on KPI suggestions, thank you to Peter C for his work on the matter.

Graciela and The Secretariat confirmed the Governance Manual is still under legal review.

It was confirmed the Secretariat did not receive any volunteers to step down to stagger the membership tenure. Farah's letter had given 24 February 2019 as a deadline for volunteers. The Board were reminded that 3 members are required to step down this year (by October 2019), Ali Ardalan is one, 2 more are required. Should no one volunteer to step down, the procedure requires a lottery as recommended by the GWG.

Following are the comments/observations of the members

- The election process must be completed by October 2019
- Hold elections in July to allow for new members at the October meeting

It was resolved that:

- The Secretariat to resend Farah's letter requesting volunteers from elected members to step down, extend the deadline by 2 weeks.
- Volunteers to step down will remain on the Board until October 2019
- New elected members will join the Board in October 2019
- Lottery to be led by Trustees
- Only elected members to be in the Lottery

Chair of Trustees stepping down and transition

Oenone confirmed she will be handing over to Rumana from this month, however, Rumana will shadow Oenone until May 2019 and then Oenone only remain as a Trustee.

Farah thanked Oenone for her hard work and managing the leadership transition in GNDR well.

Chair of Global Board tenure

Farah stated it is up to the Trustees and Board to agree the Governance Manual. Farah asked if we should stagger the change of Board Chair and Trustee Chair?

Following are the comments/observations of the members

- It was agreed that it is important to stagger.
- In the interest of organisation, the 2 Chairs don't step down in the same year, there may be exceptions.
- March 2020 is the appropriate timing for a new Chair of Global Board.
- Would the Chair of Global Board be included in the Lottery to provide 2 members to step down?
- The Governance Manual is receiving legal advice, which will be fed back to the Governance Working Group.

The Governance Working Group will decide on the procedure for the Chair of Global Board and Chair of Trustees tenure rotation.

The Chair of Trustees offered to join the next GWG meeting and ensure all agreements from Istanbul are understood by the Board of Governors and Trustees.

Board KPI

(Attached the Approved Board KPI Update – Reference: *2019.02.28 Global Board – Agenda 1.E.6.b. Board KPI*)

It was agreed that Secretariat can receive any further amendments by the members within next 7 days. The requested amendments will be incorporated and shared back. If no comments or observations received within the agreed deadline the KPI in the current form would be deemed approved.

3. **Recommendation from Finance and Audit Working Group**

Plans and Budget 2019/20

(Attached the Approved Plans and Budget 2019/20 – Reference: *2019.02.28 Global Board – Agenda 4. Consolidated Plans and Budget 2019 20*)

The Chair of Trustees confirmed The Treasurer was happy to recommend the Plans and Budget 2019/20 to The Board after scrutiny approved the Plan and Budget 2019/20.

Proposed by Emma and Seconded by Oenone

4. **Strategy Development Process**

Bijay suggests he records information and interest from The Board. The Strategy development process will be shared by the Secretariat.

6. **Global Platform Participation**

Secretariat agreed to provide a note to all GB members with the key message proposal for the Global Platform.

7. **Risk Matrix**

(Attached the Approved Risk Matrix – Reference: *2019.02.28 Global Board – Agenda 7. Risk Matrix*)

The Secretariat to present the key points:

- Regional Growth - This is being standardised to reduce risk
- External Influences – Brexit: Portfolio to include another country with a host arrangement
- Increase Institutional Grants – Grants Officer to be recruited
- HR – Lack of succession planning: plan to increase the capacity across the Secretariat
- Single Finance Source – Currently we have 5 donors, improved quality of financing report systems
- Foreign Exchange risk – Matching income to expenditure
- Risk of fraud – Monitoring partners, increased screening, training for employees within DEVCO and partners
- The accountant position to be upgraded as Co-ordinator

Board took note of the risk matrix. Farah requested the Risk Matrix had an additional column added to include the responsibility of the Board member. Secretariat was asked to share the documents at least one week before the meeting to allow time read and comment on the content. The document is to be translated into Spanish and provided to the Board.

8. A.O.B.

i. Approval for new RAG TOR in West Africa region
ii. Approval for the establishment of formal GNDR structures at National level

Following are the comments/observations of the members

- The members were referred to the Governance Manual by the Chair of Global Board and concerns that GNDR may lose the spirit of its founding principles.
- Diversity at National level is strong and we don't want to stifle this.

The Chair summarised the need to follow The Manual and that GNDR are not yet ready for the national registration of GNDR.

For the approval of RAG TOR, the Governance Manual provision needs to be adhered to and the TOR need to be submitted to The Board for their approval at the next meeting.

The Global Board discussed the plans for future meeting dates in 2019 and when it would be appropriate for the next face-to-face meeting. It was proposed:

- May meeting to be during the Global Platform in a side room to allow for members who are at the GP to be together and those not attending the GP to join digitally.
- July meeting to be digital
- October meeting to be face-to-face. Suggested the meeting is two and a half days long to include one day of Safeguarding training for all Global Board members. Location and venue to be decided based on; price, visa ease, convenience and not to repeat Asia, the previous location.

The Secretariat will suggest dates and circulate calendar invitations as soon as possible. Agreed by the Board.

The Secretariat reminded the Membership Working Group of their meeting tomorrow, 1 March 2019

The Chair of the Global Board thanked all for their participation and felt everyone's frustration with the technology, language and time taken for this meeting.

Bijay expressed his thanks to all and the challenge of a Global meeting. It was agreed to schedule an additional half hour in future meetings to allow for connection time. Florencia and Jesus were thanked for their commitment during the challenges of the call.