

Governing Board Meeting Minutes

14 October 2017

Present: Calixto; Daniel; Einav; Emmanuel; Gaby; Gustavo; Luis; Maggs; Margie; Vinh; and Denise.

Minutes: Lisa

Approval of agenda and minutes of our previous meeting – Margie

Margie asked us to approve the agenda of this virtual meeting and the minutes of our previous meeting.

The Board discussed amendments to the minutes.

Decision: We approved the agenda for this meeting and the minutes from the previous meeting (with agreed amendments)

Board Personnel Changes

We acknowledged and confirmed the actions taken since our last meeting. The Board received and accepted Anne-Caroline's resignation for personal reasons. We recognise Anne-Caroline's many years of dedicated service to CISV; in her Chapter, her NA, and for the last two years on the International Board. We know Anne-Caroline's decision to resign as a Trustee was a very difficult one for her and we sincerely thank her and wish her well.

Anne-Caroline's resignation left us with a vacancy; a situation that is provided for in our governing documents (section 5.10 of our Memorandum and Articles of Association). 'In order to fill a vacancy in their number, the Governing Board may at any time select an individual who is eligible as a Trustee but that Trustee holds office only until the next election or for one year, whichever period is less.'

In line with this guidance, we moved quickly to fill the vacancy, mindful of the heavy year we have ahead of us. The vacant term is one of 11 months. We were pleased that Luis Akle, recent CISV International Trustee, agreed to re-join us to complete the vacant term, effective immediately. As a member of the Governing Board for the last five years, Luis will "hit the ground running". We communicated this information to our Members on 29 September 2017.

Luis will be the Chair of the Election Committee.

Strategic Plan Dashboard – Margie and Gaby

Margie and Gaby presented the quarterly Strategic Plan summary and invited discussion. They noted there are no serious concerns to raise at this point. Gaby advised that the plan will be reviewed carefully in line with the efforts need to undertake the Programme Review. The Governance Team have documented lessons learned from the implementation of the current strategic plan; these will be taken into account when we develop the next strategic plan.

Senior Management Team Quarterly Reports – Gaby

Gaby presented the Senior Management Team quarterly reports and invited questions; we expressed our thanks to the managers for their detailed reports.

Denise advised that our appeal to Erasmus+ regarding our annual report was unsuccessful and as a result we will not receive the final year funding of our current 3 year agreement. She also confirmed that we have been invited to apply for the next round of 3 year funding, which will start in 2019.

Educational Programmes Committee – Einav

At our last meeting, we considered the recommendations from the Educational Programmes Committee to clarify the policy regarding responsibilities when a programme is terminated early. We approved it in principle and asked for some clarifications. Einav presented the amended policy, which now makes clear that within CISV International only the following persons have the authority terminate a programme and that the decision requires that at least two of them agree that termination is required: a Governing Board Trustee; the Secretary General; the International Risk Manager, or the Educational Programmes Manager. Einav confirmed that the Resources and Infrastructure Committee had been consulted and on their recommendation cost responsibilities outlined in the policy remain the same.

Decision: We accepted the amends to the policy.

Action: Gaby will inform the Educational Programmes Manager, so that the changes can be incorporated in Programme Guides.

Governance Team – Margie

We confirmed the decision made by email that we have asked Arne-Christian Haukeland to advise the Governance Team as needed on current projects. Arne-Christian is the current Chair of the CISV International Insurance Company and held a number of elected positions in the past, including President of CISV International, and member of the CISV International Executive. His background in international banking, structural analysis, and strategic planning will be of great help to the Governance Team, which had previously identified the need for assistance.

Resources and Infrastructure Committee– Calixto

Calixto updated the Board regarding the recruitment process recently concluded for the Committee. He requested that we approve the appointment of Francisco Pavao of CISV Portugal and Thom Kunz of CISV Austria. Francisco's appointment is to be effective immediately and Thom will join the Committee later this year when he has completed the contract he is currently delivering to migrate our email systems to Office 365.

Decision: We approved the appointments.

Conference and Events – Emmanuel

Emmanuel advised that registration for the Global Conference is set to open 1 November and the registration form is currently being tested. A new dedicated website for the conference will launch a week before registration opens. As some of our NAs have requested information on the Global Conference sessions, advance information is going to be sent to them to help them with their planning. Within the Conference and Events Committee tasks have been agreed: Mach will co-ordinate logistics; Lynn will coordinate presenters and anything related to content; and Cynthia will coordinate registration. They will each have a small team working with them.

Action: On behalf of the committee Denise will send out communications on the Global Conference sessions, cost-sharing, and important dates.

Programme Review– Einav, Gustavo and Gaby

The Programme Review Team (Einav, Gustavo and Gaby) reported to the Board that they received five proposals and narrowed it down to a shortlist of two. They then interviewed the two teams of consultants, and were joined in this process by other Board members, managers and, Arne-Christian as advisor. After due consideration, the team recommended that the Board approve the appointment of PwC:

The team felt it was clear that PwC understood the direction we wish to take and our needs. In particular, they appreciated how they can use the evaluation we already do and the expertise we already have, and where we need the help of an external consultant. The proposed PwC project team specialises in working with NGOs and comprises members with people (HR), education, and change management expertise, including a former teacher and someone who ran educational programmes. Further, the team noted the advantage of working with a firm of consultants that know us and is familiar with our structure and programmes. As requested, PwC offered different options with varying degrees of involvement and cost. The Programme Review Team recommended their preferred option, which they advised they wish to ‘tailor’ further in negotiation with PwC.

(Einav left the meeting at 4.30pm UK time)

Decision: The Board approved the recommendation and asked the Programme Review Team to enter into contract discussions with PwC. The team is authorised to negotiate work up to a value of £50,000. There will be no further expenditure without Board approval.

Communications - Denise and Vinh

Denise highlighted the importance of good communications through official channels and platforms to ensure that all of our Members, and other interested parties, can be kept informed and given the opportunity to engage in discussions openly. Vinh explained that a Facebook group for NA Representatives/IJR is being developed as a way to remind them of important deadlines and when official communications have been sent out. As not everyone uses Facebook and to make sure discussion is open to anyone who is interested, this group cannot be a platform for discussion.

Date of Next Meeting

18 November 2017 (virtual meeting) 3pm UK time.