

**Joint meeting of Alliance Board and CEO Forum
held on Tuesday, 13 November and Wednesday, 14 November 2018
in Richmond, Virginia**

Attendance

Board Members and CEOs

Michael Rose and Nigel Spence	ChildFund Australia
Lennart Wiklund and Anna Svärd	Barnfonden
Paul Newbigging and Patrick Canagasingham	CCF Canada
Nancy Hill and Anne Goddard	ChildFund International
Barbara Holzbaur and Joern Ziegler	ChildFund Deutschland
Gerald Doherty and Kevin Hyland	ChildFund Ireland
Akito Okada and Katsuda Takeda	ChildFund Japan
Seungil Shin and Je Hoon Lee	ChildFund Korea
Simon Whyte and Paul Brown	ChildFund New Zealand
Imma Barra and Josep M. ^a Faura	Educo

In attendance

Jinyi Park and Sungho Lee	ChildFund Korea
Tom Lent	Facilitator

Alliance Secretariat

Meg Gardinier	Secretary-General
---------------	-------------------

1 Apologies

Michael Rose opened the meeting and welcomed Board members and CEOs. He thanked ChildFund International for hosting the meeting.

Michael noted that Daniel Silva from ChildFund International and Jean-Pierre Barranger and Joelle Sicamois from UEPML were apologies.

2 Opening remarks

Michael Rose opened the meeting and welcomed Akito Okada and Kevin Hyland to their first Alliance meeting.

Michael provided the meeting with an overview of the issues to be considered during the day and some brief background on membership and governance developments over the last 10 years.

Meg Gardinier showed a short film outlining the Alliance's activities and objectives. Following the film, Michael invited Tom Lent to lead the remainder of the joint meeting.

3 Introductory exercise

Tom Lent introduced himself and invited attendees to participate in a group exercise addressing six overarching questions:

- What are the burning questions for the Alliance?
- What would make this meeting transformative?
- Who, where and what do we want to influence?
- What is the next big thing?
- What do we want to be / need to be?
- As a Board member, what is my legacy?

4 Environmental scan

Nigel Spence presented a report on the major trends in the sector and the overall responses of members to those changes and challenges.

Meg Gardinier reported on recent CEO Forum discussions and developments in relation to the issues identified by Nigel. Attendees then discussed these trends / challenges and responses to them. This discussion included consideration of issues such as:

- The strategic focus and priorities of the Alliance.
- The need for, and benefits of, scale for members.
- The balance between programs and advocacy.
- Alignment between the Alliance's purpose and available funding.

Attendees commented on changing priorities and focus and the need for the Alliance to respond to disruption and changes in the sector. Attendees also noted the need for greater collaboration, partnerships and adaptability in relation to funding. It was agreed that one of the aims of the Alliance should be "*optimising collaboration*".

5 Membership models

Tom Lent invited members to outline what they needed and expected from the Alliance. In discussion, members identified the following:

- A convenor of members.
- Credibility through scale, New York and Brussels operations, core values and standards.
- Working more effectively together and achieving more than individual members can achieve on their own.
- Uniform branding and brand awareness.
- Standardisation of programs.
- Standard IT platforms.
- Flexibility to operate appropriately in local markets while maintaining membership of a global entity.
- Shared expertise on critical issues such as climate change.

- Access to resources, through leadership, knowledge, tools, ideas and research.
- Global representation in global forums.
- A clear set of rules and a commitment to them.
- A simple dues structure.
- Fairness and predictability in the dues structure.
- Bilateral relationships and learnings.
- Grant income from Brussels.
- A vehicle for international expansion.

Attendees discussed these issues and then considered how these requirements might be best addressed through the membership structure.

Michael Rose referred to the materials circulated before the meeting and referred to the following possible membership structures for consideration:

- Single – tier membership (current model).
- Multi - tier membership.
- Project based membership.
- Affiliate or pure licensing model.
- Consultancy model.
- Host model.

Michael spoke briefly to each of these models and then invited members to express views in relation to them.

It was agreed that the preferred model for members was the existing core membership model in which each member has similar rights, obligations and representation. However, it was also agreed that further consideration should be given to an Associate membership model so that this model could be considered at the May 2019 meetings. It was also agreed that, in some circumstances, a “fee for service” model might be appropriate, when used in addition to the preferred core membership model.

Michael Rose suggested that, given the feedback in relation to the preferred model of membership, it would be appropriate to consider the dues model against the background of the core membership model. Attendees agreed with this approach.

6 Membership dues

Michael Rose reminded attendees of the various dues models outlined in the slides distributed before the meeting. He referred attendees to the principles for funding models outlined in those slides and in particular, to the need for fairness, predictability and certainty. He reminded attendees that the main models for consideration were:

- Pure proportionate revenue.
- Proportionate revenue with tiers (current model).
- Proportionate revenue with declining rate mechanism.
- Fixed percentage revenue.

- Fixed or flat fees.

He noted that, given the preferred membership model indicated by members, the last of these (flat or fixed fees) was probably not suitable and he invited attendees to concentrate the discussion on the first four alternatives.

Attendees discussed the proposed alternatives and sought clarification in relation to different aspects of each possible model. At the conclusion of the discussion, it was agreed that:

- It would be desirable to see some modelling done in relation to each of the four alternatives considered.
- A preponderance of attendees felt that Option 3 (proportionate revenue with declining rate mechanism) was the mechanism most worthy of further consideration.

It was agreed that further work would be undertaken on the modelling of various options and that various percentages and rate mechanisms would be considered in this modelling.

7 Governance models

Michael Rose reminded attendees of the matters outlined in the governance slides distributed to attendees before the meeting. In particular, he focused on limitations with the current governance model and various alternative approaches to governance of the Alliance. In particular, he referred to four options to be considered:

- (i) **Option 1** - Building on the current model to improve role definition, attendance, preparation and scheduling.
- (ii) **Option 2** – making the CEO Forum the Board.
- (iii) **Option 3** – a skills based Board.
- (iv) **Option 4** – a blended approach of CEOs, Board members and program country staff.

The joint meeting was adjourned at 5 pm.

Day 2 – Tuesday, 14 November 2018

8 Governance models - continued

Michael Rose opened the second day of the joint meeting by summarising the decisions made on Day 1. He then suggested three governance questions for consideration:

- (i) Which of the four options discussed on Day 1 should be adopted?
- (ii) If any changes are made to the Board structure, what consequential changes need to be made to the reporting lines for the Secretariat?
- (iii) If no change is made to the Board structure, what is the appropriate allocation of responsibility between the Board and the CEO Forum?

Attendees discussed the four options identified on Day 1 and noted a number of governance issues including:

- A desire to introduce a greater “*southern voice*” into the Board’s proceedings.
- A desire to introduce a “*youth voice*” into the Board’s proceedings.
- A need to connect with and engage local member boards.

Some attendees expressed the view that it would be best to address these issues by making changes to the Board structure. Others suggested that these issues could be adequately

addressed through the use of other mechanisms such as regular information days for Board members, sub-committees for country directors and youth advisory panels. It was agreed that further consideration should be given to these alternatives mechanisms.

Some attendees also suggested that some of the existing concerns with governance could be addressed by structuring the Board agenda away from “*internal*” issues and to focus the Board more on longer term, external and strategic issues. In particular, it was suggested that much of the Board’s time could be freed up if questions about the Alliance budget and dues could be taken off the agenda for a period of time. It was suggested that, in order to achieve this, the budget could be frozen for a period of three years. This suggestion was supported by most attendees.

It was also suggested that if the agenda could be improved, it would be possible for the Board to meet only once a year. Michael Rose spoke against this suggestion, expressing the view that the Board did not meet frequently enough to address critical issues such as risk, employment issues, strategic and competitive developments, standards, technology, partnerships and other issues relevant to the Board’s performance. He said that, in his view, the Board could not perform effectively if it met only once a year.

At the conclusion of the discussion, Michael Rose sought to summarise the consensus views around the table. He noted that:

- There was no real support for Options 2, 3 or 4 (as summarised in Section 7 above).
- The preference of attendees was to maintain the current governance model and to focus on improving the Board’s processes and agenda.
- Further work should be done to identify the best mechanism to bring a southern voice and a youth voice into the Alliance’s governance deliberations.

At the request of ChidFund International, Michael Rose also asked attendees to vote on whether or not they would prefer a single Board meeting a year as opposed to the current practice. The majority of attendees voted in favour of a single Board meeting a year, to be held in May.

Michael Rose noted that, if the Board was to meet only once a year, it would be necessary to consider how best to align the Board and CEO agendas so that the Board can make decisions with the benefit of properly worked up proposals from the CEOs.

9 Board succession

Michael Rose noted that the current terms of the Chair, Deputy Chair and Treasurer are due to expire in November 2019. He suggested that, in the absence of a Board meeting in November 2019, elections for these roles should take place at the meeting in May 2019. He asked for a volunteer to oversee the nomination and election process. Nancy Hill volunteered for this role.

10 Conclusions and next steps

At the conclusion of the meeting, Michael Rose summarised the principal decisions and proposed next steps as follows:

Membership

- It was agreed that there should be no change to the existing membership structure.
- It was agreed that the Membership Committee should consider the possible criteria for associate membership and bring a proposal to the May 2019 meetings.

- It was also agreed that members should identify possible associate members and be prepared to discuss associate membership at the May 2019 meetings.

Membership dues

- It was agreed that the Finance Committee should model each of the four dues options. This will take place in December 2018.
- It was agreed that the Finance Committee will circulate the options modelling and a dues proposal to members during January 2019.
- The objective is to convene a meeting of attendees, probably in March 2019, in order to vote on the dues question, ahead of the budget deliberations in May.

FY2020 budget

- It was agreed that, as far as possible, the budget should be frozen for the next three years (ie until 2022).
- It was agreed that the Finance Committee should consider the base line for the FY2020 budget and make any necessary recommendations concerning additional costs or additional revenue sources that might affect the budget freeze.
- It was agreed that the Finance Committee should circulate a recommendation to the attendees in March or April 2019 concerning the baseline for the FY2020 budget and the level at which the budget will be frozen.

Governance

- It was agreed that no change should be made to the current composition of Board.
- It was agreed that the Board should meet once a year, in May. It was agreed that this change should commence from the meeting in May 2019.
- It was agreed that an effort should be made to align the Board and CEO agendas, and to schedule the meetings, to maximise the effectiveness of both groups.
- It was agreed that the Secretariat will work with the Chairs of the CEO Forum and Board to settle the May 2019 agendas. The target date for settling the agendas is March 2019.

Board succession

- It was agreed that elections for Chair, Deputy Chair and Treasurer will take place in May 2019.
- It was agreed that Nancy Hill will canvass Board members in relation to nominations and will take responsibility for the election process in May 2019.

11 Other Business

There being no other business, Michael Rose closed the meeting at 11.30 am.