

INGO Accountability Charter Company Annual General Meeting (AGM) 2012

London, 30 March 2012

Minutes

AGM 12/01: Welcome, introductions, approval of agenda

Jeremy Hobbs, the Chair of the Charter Board, welcomed the 30 participants and in particular the representatives from two new Members: CARE and Intervida. He also warmly welcomed the representatives from non member organisations including Islamic Relief and Terres des Hommes.

AGM 12/02: Approval of minutes from the 2011 AGM

The minutes of the 2011 AGM held in Berlin were approved by the Members.

AGM 12/03: Report from the Board Chair on 2011

Jeremy Hobbs gave an introduction to the Charter stressing the fact that the Charter is a company limited by guarantee which allows it to exclude Members who do not meet the reporting requirements. Together with the rigorous vetting of the prestigious Independent Review Panel this makes it a very strong INGO accountability regime. To continue meeting its high quality standards and to reach the overarching ambitions outlined in its Five Years Strategy the Charter needs to significantly increase its funds. The Board is therefore looking at significantly raising the membership fees and at conducting systematic fundraising activities

The Board Chair highlighted the increasing internal and external pressure on INGOs to establish a coherent INGO accountability architecture, within which the numerous, currently existing, accountability regimes are interlinked into a succinct system. The Charter is uniquely positioned to take the lead in such a process as it is the only multi-sectoral, global INGO accountability initiative which is signed by most of the largest global NGOs. The discussion that followed highlighted how crucial it is to promote the Charter to the outside world, including to donors and potential Members, since it is still relatively unknown.

On behalf of the Charter Board Jeremy Hobbs thanked the Berlin Civil Society Center for their hard work in 2011 as the Charter Secretariat. The Members also stressed their appreciation of the Panel's work and in particular of the document it produced gathering examples of good practice from the different accountability reports submitted.

AGM 12/04: Presentation of 2011 accounts and financial prospects 2012

The accounts for 2011 were presented to and accepted by the Members. A version of the accounts without the watermark "draft" will be distributed to the Members with the minutes of this meeting. It was agreed that future accounts should include a breakdown of the fees per Member and a breakdown of the administration fee into individual tasks. The Charter should also consider recording benefits in kind and estimating its Carbon emissions (first year measurement only).

George Macfarlane, the Charter's Treasurer, presented a revised 2012 budget. He explained that some organisations on the Charter Board decided to make additional voluntary contributions to cover the increased costs in 2012 in order to ensure a positive result. He explained that this was exceptional and in order to avoid this in the future the Board is looking into increasing the membership fees as of 2013

AGM 12/05: Strategic priorities in 2012

In 2012 the Charter will concentrate on achieving three main objectives out of its Five Years Strategy: acquiring more Members, working on greater coherence with other accountability initiatives and conducting systematic fundraising activities in order to put the Charter on a sustainable financial basis and allow future development. In order to be successful substantial support will be needed from all Member Organisations, for example through outreach to potential new Members and systematic alignment with other accountability regimes.

AGM 12/06: Election of Board Directors

The terms of office for the following three Board Directors was to run out in 2012: Jeremy Hobbs, Oxfam International (currently Chair), George Macfarlane, Amnesty International (currently Treasurer), Beris Gwynne, World Vision International (currently Board member). Furthermore, Caroline Harper from Sightsavers was co-opted by the Board in June 2011 to serve until the AGM 2012. Jeremy Hobbs explained that he had given 12 months notice of his resignation from his position at Oxfam International, but he is willing to continue being involved in the Charter after March 2013. No further persons were nominated during the meeting. The four nominees were appointed by a show of hands.

AGM 12/07: Presentation of the new membership structure

As the Charter Company adopted a strategy with the aim of developing the Charter into the civil society sector's overarching accountability framework, the membership criteria needed to be revised in order to ensure that membership was open to a larger segment of the NGO sector. Beris Gwynne presented the new membership structure adopted by the Board. In particular this opens Membership to organisations who do not have a "presence" in five or more countries, but who work predominantly on international issues. She stressed the importance for the international mother organisations to ensure full accountability of their national entities, since these cannot be monitored individually by the Charter.

Beris Gwynne also presented the additional category of formally associated organisations called *Friends of the Charter*. She stressed that this is only open to organisations which are ineligible for membership. She also asked for suggestions for another name as there were some doubts about the name *Friends of Charter*. It was also mentioned that these organisations should submit some form of accountability report to show their compliance to the Charter.

In the discussion that followed it was highlighted how important it is to have a complaints handling mechanism for internal and external complaints. This mechanism should be visible on the Members' website. It was mentioned that a template will be circulated amongst interested Members.

AGM 12/08: Presentation of the revised Memorandum and Articles of Association

Caroline Harper presented the revised Memorandum and Articles of Association. She explained that the main reason for revising this document was to reflect the new developments of the Charter including: the changed membership criteria, the new reporting framework, the role of the Independent Review Panel, the new complaints handling mechanism and bringing the whole document in line with UK laws

Deba Das from the law firm Freshfields, who kindly helped with the revision of the document on a pro bono basis, reported the main changes. Freshfields also helped to set up a complaints handling mechanism for the Charter and the Terms of Reference for the Independent Review Panel.

The following two points were raised by the Members:

According to the revised Articles, amendments to the Charter can be approved by 2/3 of the AGM participants and the quorum for such meetings is six Members. This means that amendments to the Charter could potentially be approved by only four Members. In order to protect the Members, it was agreed that this provision should be changed and an according proposal shall be made during the next AGM. The changes to the Charter should be approved by 2/3 of the Members either present at the AGM or by written consent given prior to the meeting.

The other point discussed was the conflict of interest of the Charter Board directors, whose organisations are also owners or core supporters of the Berlin Civil Society Center which currently serves as the secretariat to the Charter. It was suggested that any decision the Board takes which involves the Berlin Civil Society Center should be approved at the following AGM. The Board should look into devising a paragraph on how it intends to deal with conflicts of interest in the future. It was also mentioned that information regarding the termination of membership of an organisation should be passed on to the Members at the AGM.

The revised Memorandum and Articles of Association were approved by the AGM. It was agreed that the Board would look into the issues mentioned above and propose amendments at the next AGM

On behalf of the Board Caroline Harper thanked Freshfields for their pro bono legal advice to the Charter.

AGM 12/09: 2012 Members' workshop

Janet Dalziel explained that the workshops organised by the Charter for its Members are a great opportunity for peers to talk about challenges and opportunities, exchange good practices and experiences, and find solutions together on certain accountability issues. The previous two workshops received very positive feedback from the participants. As the workshops are organised to fulfil the Charter Members' needs, Janet Dalziel asked the Members to suggest some topics for this year's workshop.

The possibility of having two workshops was discussed, but this depends on the interest of the Members and the finances of the Charter. The fact that the participants will be charged a workshop fee was also discussed.

After some discussion, it was decided that the topic for this year's workshop will be "Public challenges to accountability: how can the Charter help organisations respond to future challenges (e.g. from the media) – crisis simulation exercises". The following organisations agreed to help with the preparations for this workshop: World Vision, Oxfam GB, IRC (International Water and Sanitation Centre), Transparency International and CARE.

Another suggested topic was "Protecting humanitarian space in conflict situations. It was agreed however that this topic would be more appropriate for a joint positioning paper and the following organisations agreed to work on this topic: Islamic Relief, World Vision, Amnesty International, CARE and ADRA.

AGM 12/10: Positioning of the Charter within a coherent NGO accountability architecture

Jeremy Hobbs asked the Charter Members for help with steering the way forward with regards to building a coherent INGO accountability architecture. Pressure for convergence is rising, but we need a clear direction as to how we want to implement it.

Beris Gwynne presented some of the accountability regimes that World Vision deals with at various levels of their organisation. She mentioned international laws and principles such as the International Federation of Red Cross Code of conduct, the Paris and the Istanbul principles on aid effectiveness and of course the INGO accountability Charter. Several initiatives focus on the humanitarian standards such as Sphere, the Humanitarian Accountability Partnership (HAP) and People in Aid. There are also ethical standards for faith based organisations. Other accountability initiatives are focused on a national reach. Beris Gwynne mentioned a discussion paper produced by the One World Trust which compares the top 20 national self regulated initiatives against the Charter. The Charter should not compete with national systems, but offer mutual recognition. Finally she mentioned the International Aid Transparency Initiative (IATI) which is a donor driven initiative, that is currently gaining ground globally and a working group is looking into its applicability to civil society organisations.

There is a risk of duplication of accountability initiatives, and this is why some initiatives, in particular in the humanitarian field, have started to work on Joint Standards. The Charter is also in contact with this group. Charter Members advised the Board to reach mutual recognition with other accountability regimes and position the Charter as a multi-sectoral umbrella framework. Organisations should report on their core organisational accountability under the Charter and use more specific sub sector accountability regimes - with which mutual recognition has been achieved - for specific issues.

Jeremy Hobbs concluded the AGM by saying that it is worth every effort to take the Charter to its next phase of development, since it is the only global, multi-sectoral accountability initiative, signed by most of the leading global NGOs and with a robust reporting and vetting process in place. It will take substantial effort from all Members however to further develop the Charter into a central pillar of a coherent NGO accountability architecture.

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