

# Accountable Now

## Board of Trustees Meeting

05 April 2017

### Minutes

#### Attendees

Janet Dalziell, Greenpeace International – *until ACC 17/15*  
Clare Doube, Amnesty International  
Elie Gasagara, World Vision International  
Brendan Gormley, Independent (*Chair*)  
Caroline Harper, Sightsavers (*Vice-Chair*) – *after ACC 17/12*  
Miklos Marschall, Transparency International  
Janet Mawiyoo, Kenya Community Development Foundation  
Rosa Inés Ospina Robledo, Independent  
Bettie van Straaten, CIVICUS (*Treasurer*) – *until ACC 17/12*  
Perry Maddox, Restless Development

#### In Attendance from Secretariat

Karenina Schröder (Executive Director)  
Merle Rutz (Programme Manager)  
Ezgi Akarsu (Programme Manager, *minutes*)

#### **Welcome** (ACC 17/09)

- All action points from the [last Trustee meeting minutes](#) are either completed or currently being processed.
- As in the previous meeting, Trustees shared their concerns about increasing populism and shrinking civic space. They **agreed** that CSOs need to [continually work to retain legitimacy](#).
- Miklos Marschall flagged that, due to major reorganisation at the Transparency International Secretariat, he will be retiring at the end of the year. Thus, a new Trustee will have to be elected at the upcoming AGM in June 2017.

#### **Executive Director's Report** (ACC 17/10)

- The Executive Director shared her views on how digitisation and automation are changing the sector and accountability practices. She stressed that fundraising for CSO accountability is challenging. There seems to be a lack of awareness among donors that civil society accountability is a crucial prerequisite to fight for civic space. Accountable Now will work on making that link more explicit.



### **Finances and Legal Issues (ACC 17/11)**

- The Treasurer presented Accountable Now's finances and updated the Trustees on the outcome of the audit, which was successful. Trustees **accepted** the presented audited accounts for 2016 and **acknowledged** the financial overview (01 Jan – 28 March 2017).
- The auditors suggested Accountable Now establish a Finance and Risk Committee, and Trustees **decided** to create a three-person Committee comprising the Board Chair, Treasurer, and one additional Trustee. Elie Gasagara from World Vision International was nominated and agreed to take on this role. It was **decided** that the Secretariat would draft Terms of Reference for the Committee, which can be found annexed at the end of this report.
- An update on Accountable Now's application for charity status was also given. Trustees asked to see the answers the Secretariat supplied in response to the Charity Commission's questions. These will be circulated via email along with these minutes.
- Trustees discussed whether there was a role for Accountable Now in the future of the Global Standard. This will be discussed further at the India meeting of the Global Standard project partners in late April and shared with Trustees in their June meeting.

### **New Accountability Commitments and Reporting Framework (ACC 17/12)**

- The Executive Director presented the plan to replace the current Accountability Commitments with the Global Standard, once it is finalised in the India meeting in late April. The Standard frames the points from the old Accountability Charter in simpler, clearer language. Ideally, it would be adopted by Accountable Now's Members at the AGM in June as the new Accountability Commitments going forward. .
- To underpin the new Accountability Commitments with a suitable new reporting and vetting framework, Accountable Now will consult the Independent Review Panel in early April, discuss the outcome with the review committee in mid-April and send it to the Trustees for comments by early May. At the AGM, Accountable Now will present a draft outline of the new reporting and vetting framework, ask Members for further input and finalise a full framework by fall 2017 to be piloted by some volunteer Members in 2018.
- Trustees **agreed** that the new reporting framework will be aligned with the Global Standard rather than the GRI principles.

### **Improving Stakeholder Data – Pilots to generate better stakeholder data for decision making (ACC 17/13)**

- The Executive Director presented Accountable Now's new pilot project, exploring how organisations can interact more systematically with their stakeholders to capture data on stakeholder views/preferences in a timely, comparable and actionable manner for decision making. Six organisations will take part in the pilot, and a data science company will help set up communication processes and technology. Trustees **approved** the pilot project as outlined above.



### **Membership (ACC 17/14)**

- Trustees discussed how to respond to a Member's outstanding Accountability Report. Trustees noted the internal issues within the organisation as an unusual circumstance which has led to the delay in the report being submitted. Trustees **decided**, however, to follow the usual procedure of the sanctions policy for not submitting a report in time. The Secretariat was thus asked to send a letter on behalf of the Trustees asking for an explanation and plan for remedial action by 10 May.
- Trustees **agreed** to welcome ChildFund Alliance's International Secretariat as an Affiliate Member. They noted the CEO's statement that they will aim for all branches of ChildFund Alliance to join Accountable Now in the next few years.
- Trustees also discussed the issue of many large organisations and networks only signing up their International Secretariats to Accountable Now. It was suggested that a different membership category could be established for these cases, with a higher membership fee to cover base costs of membership. It was **decided** that the Accountable Now Secretariat will draft a paper exploring alternative financing options for the next Trustee meeting in June.

### **Upcoming Annual General Meeting (ACC 17/15)**

- The Annual General Meeting will take place on 9 June, 09:00-16:00, at the office of the International Planned Parenthood Federation in London. The next Trustee meeting will take place on 8 June, with a joint dinner with Members in the evening. Trustees **welcomed** the suggested agenda, time and location for the AGM.
- It was noted that Janet Dalziell and Bettie van Straaten's current terms will be coming to an end at the AGM.

### **Any Other Business (ACC 17/16)**

- This will be Merle Rutz' last Trustee meeting before she leaves Accountable Now at the end of April. Trustees expressed their appreciation for all her hard work and support over the past years.
- The next Trustee meetings will take place on June 8, 2017 in London, and on October 25, 2017 (via GoToMeeting).

END



Board of Trustees  
Finance and Risk  
Committee  
Terms of Reference





*Accountable Now is a cross-sector platform of internationally operating civil society organisations (CSOs). Together, we strive to be transparent, responsive to stakeholders and focused on delivering impact.*

*Members have signed ten succinct, globally-agreed-upon Accountability Commitments. Members seek to respect human rights and take responsibility for the environment; to be independent, transparent and effective; to ensure responsible advocacy, participation; and do all of the above in an ethical and professional way.*

*Following Accountable Now's 2016 audit, our auditors highlighted the increased expenditure planned for 2017, together with the fact that Accountable Now has not yet secured additional external income for 2018. They suggested that a Finance and Risk Committee be established to better plan for Accountable Now's finances and potential risks. At the Trustee meeting on 05 April 2017, Accountable Now's Trustees agreed to establish such a committee.*



## **1. MEMBERSHIP OF THE FINANCE AND RISK COMMITTEE**

### **1.1 Composition and appointment**

- (a) The Finance and Risk Committee shall consist of three Trustees, comprising the Board Chair, Treasurer, and one additional Trustee.
- (b) The additional Trustee shall be appointed by the Board by simple majority in accordance with the Articles of Association of the Company.

### **1.2 Term of office**

- (a) Finance and Risk Committee Members shall serve for the duration of their time as a Trustee, unless otherwise agreed upon by the Board.
- (b) In the event a Finance and Risk Committee Member is appointed to replace a Member that has resigned, been removed from office or is otherwise incapable of discharging their duties, the replacement Finance and Risk Committee Member shall serve for the duration of the rest of their term of office on the Board of Trustees. The replacement Member would be elected by the Board by simple majority.

## **2. ACTIVITIES OF THE FINANCE AND RISK COMMITTEE**

### **2.1 Objectives**

- (a) Accountable Now's Finance and Risk Committee shall contribute to the maintenance of healthy finances by:
  - (i) Maintaining strategic oversight of Accountable Now's finances,
  - (ii) Reviewing and managing key risks, and
  - (iii) Contributing to the development of innovative fundraising initiatives.

### **2.2 Process**

- (a) The Finance and Risk Committee shall meet four times a year, approximately two weeks prior to each Trustee meeting. Meetings shall take place virtually.
- (b) The Committee shall discuss finance papers, Accountable Now's general financial situation, foreseeable risks and funding opportunities.
- (c) The Finance and Risk Committee will propose recommendations as necessary, to be shared with the Board of Trustees at least one week prior to each Trustee meeting.
- (d) An annual review of major financial risks facing Accountable Now shall be carried out in advance of the Trustee meeting at which the Budget for the following year is approved.