**IATI Q1 2022 Governing Board Meeting,
28-29 April 2022; New York
FINAL Minutes**

Attending (In-person): Theo van de Sande (Netherlands, Governing Board Chair); Joseph Barnes (UNICEF); Winnie Kamau (Association of Freelance Journalists); Pelle Aardema (Openworks, Technical Lead); Innocent Mugabe (Government of Rwanda); Charlie Ngounou (AfroLeadership); Thea Schepers (Netherlands); Yuko Suzuki Naab (Global Programme Advisor, UNDP / IATI Secretariat); Annelise Parr (UNDP / IATI Secretariat Coordinator); Wendy Thomas (Development Initiatives / IATI Technical Lead) Anna Whitson (UNDP / IATI Secretariat, note-taker, logistical support); Robert Fitch (External consultant, Facilitator). Attending (remotely): Henry Asor (Nigeria); Leo Stolk (Oxfam Novib); Argjira Belegu-Shuku (UNOPS / IATI Secretariat).

Opening

The two-day meeting was designed to involve both outgoing and incoming Board members on the first day as an opportunity for knowledge exchange before handing over to the full 'new' Board on the second day. An external facilitator contributed expertise on the theme of Excellence in Governance and facilitated a number of discussions. Several of the sessions were informational, designed to bring incoming Board members up to speed and have the opportunity to exchange with outgoing Board members and the Secretariat on some of the details and background to previous discussions.

Participants were reminded of the roles of the Governing Board and Secretariat and different responsibilities in relation to the Members' Assembly, as set out in the Standard Operating Procedures.

The Board was reminded of action points from the previous (16 March) Board meeting and progress in implementation of the work plan for the first quarter. As standing items, participants acknowledged the existing risk register and conflict register, and requested a further session to be scheduled to review identified risks in detail during the transition period, while outgoing Board members are still engaged.

Action point:
  ● *Set up call with new and old Board on Risk Register (UNDP)*

IATI Bid Evaluation outcome and SOP

Representing the assessment panel, the outgoing Chair delivered the outcome of deliberations by the panel that had evaluated the proposal of the current Consortium against the TORs for

hosting of the initiative from 2023-27. The panel identified substantial risks of the proposed approach, and made a recommendation to the new Board not to accept the proposal, but to proceed to the second stage of process outlined by the Institutional Working Group and agreed by the December 2021 MA (Decision 3, MA Minutes). Members of the current consortium were explicitly encouraged to consider participating in the open bid process, and on this basis the Board agreed not to circulate the proposal further.

The incoming Board considered the recommendation, and the implementation steps it would entail that would require approval by members and set a target of June to prepare a comprehensive communication for members that would include items to be consulted through formal written procedure. Incoming Board members flagged that the decision of members during the 2021 MA for the "Board to initiate a search for potential hosts in parallel with negotiations with the current Consortium hosts, based on updated Terms of Reference" was not followed up. This is likely to result in a delay implementing next steps. Further information on the discussion can be found in the minute of Day 2 meetings, below.

Membership and contribution

The outgoing chair added an agenda point to discuss the causes and implications of outstanding membership payments by IATI members, especially with respect to voting rights and eligibility. It came to light that membership contributions had not yet been collected for a large number of members for 2021 and previous years, despite some making concerted attempts to transfer their contributions. The board is concerned with this situation and the fact that this was never flagged by the Secretariat. Some members in arrears are elected Board Members. This raised questions about membership rights and duties.

In a subsequent discussion, participants pointed to areas in the Standard Operating Procedures leading to interpretations of 'good standing'. The SOP also lacks a clear time frame to realise signed commitments to pay membership, nor does it define consequences if commitments to pay are not realised. Additionally, while the SOP offers the option of a waiver for partner countries, this waiver was not requested nor granted over the last 4 years. Furthermore, no such waiver is currently offered to CSOs, and should be considered. The Board recognises that changes to the SOP cannot be retroactive, but language should be clarified, and timeframes and consequences added, and that signed commitments under current SOP should be followed up urgently and honoured.

Action points:
  - *Secretariat to update and maintain an accurate list of membership status - who has paid, who is in arrears, who can vote, who can be elected etc, and make this updated list available to all members. (UNOPS)*
  - *Secretariat to remind members of any payments in arrears and enable members to pay for their contribution and/or remind partner countries to apply for a waiver.*
  - *Where membership contribution agreements have not been issued for payments due for 2021 and 2022, these should be issued within one month, to ensure that 1) all members*

are in a position to pay their fees ahead of key governance processes and decisions, and 2) to ensure that that all governing board members are in indisputable good standing by the start of Q3, having no outstanding membership fees. (UNOPS)

- *Board members in arrears should receive an invoice for the membership payment with a deadline of end of Q2 for payment to be received, at least for the years serving the Governing Board. (UNOPS)*
- *SOP updates to be drafted by the Secretariat for Board consideration ahead of the next meeting (UNDP). This can be circulated to members for approval independently of communications around hosting, so that related SOP provisions are clear and unambiguous ahead of new decision taking and voting processes.*
- *Communicate to members about the emerged situation and provide members with an update on outstanding membership payments and unpaid commitments.*

Work plan focus areas

In addition to providing a paper describing the status of implementation and budget status across different workstreams, the Secretariat presented each activity area along with anticipated results towards achieving the Strategic Plan 2020-25. Participants heard from the Technical Lead on progress with the technical infrastructure and data quality work, and from the Secretariat Coordinator on Data Use and Partner Country Support, Outreach, Communications and Community, and Institutional questions. Presentations highlighted flagship projects for 2022 and Board members provided feedback. They were appreciative of the upcoming partner country and regional workshops, urging that more of these take place to engage with different audiences and regions, based on a tailored approach and engagement plan with regard to the partner country community and regional representation, and to include non-governmental participants and broaden the focus beyond ministries of finance. Board members repeated earlier appeals to use these workshops to reach out to "IATI blind spots on the global map", like Southern Africa and Latin America and to make these meetings more interactive. The following action points were agreed:

Action points
- *Providing a one-stop-shop calendar including technical processes and products, including points at which community members can engage in matters of interest (DI + Connect team)*
- *Develop a draft paper on institutionalised working groups (UNDP + Board)*
- *Check and update the Board on status of CSO online training commissioned by the DUWG (UNDP)*

Day 2

New Board members undertook a Predictive Index exercise to better understand each of their own areas of strength and weakness and how they would work best together as a Board. Working with the external consultant, participants shared their areas of interest, motivations and the kinds of legacies they would wish to leave behind. Following these discussions, by

nomination and a show of hands, participants elected the following positions with immediate effect:

- Board Chair: Henry Asor Nkang (Nigeria)
- Board Vice Chair: Thea Schepers (Netherlands)

Next steps - hosting recommendation

The new Board considered next steps in relation to the recommendation of the Evaluation Panel on hosting, and communication with members on the matter, to ensure minimal disruption in the delivery of the 2022 work plan, and smooth transition to new arrangements. Without legal entity, the proposed way forward is as follows:

- IATI should incorporate for the purpose of issuing an open tender for new hosting arrangements. The Board will immediately begin looking into how to create a legal entity to ensure an open tender process can be conducted. This exploration is something that could potentially be taken up by the IWG, resourced with a consultant.
- In June, the Board will recommend a process to members for approval through written procedure, which could include:
  - Consideration at the 2022 Members' Assembly of the proposed legal entity / arrangements.
  - Starting the open bidding process in January 2023, with transition to take place later in 2023. The transition period will depend upon who the new provider is.
  - Extension of the current hosting arrangement until the end of 2023 if the current Consortium agrees, to ensure careful change management and handover to the new Secretariat arrangement.

In the event that an extension is not agreed, Plan B is to request a bilateral member (provider) to run the open bid process in 2022 to ensure new arrangements are in place by January 2023.

Risks for implementing the 2022 work plan should be carefully noted in the register and addressed through an update to the approved 2022 work plan.

The Secretariat communicated that in light of the recommendation, unless specifically requested to do so, it would not proceed with hiring an Executive Director as previously foreseen - given the short period available for that position. This would be reflected in the update to the work plan and budget.

Action points:
- *Communicate the Board's position on the recommendation formally to consortium Principals and seek extension period of 12 months for transition (Board Chair)*
- *Reconstitute IWG, potentially inviting new volunteers for that group; hire a consultant to support it, and explore establishing a legal entity for IATI, for the purpose of running an open bid process using the same Terms of Reference. (Board + Secretariat)*

- *As a Plan B in case no extension is agreed, approach bilateral members to identify one that could run an open bid process in 2022, to ensure that a new hosting entity is in place at the beginning of 2023 (Board); consider and mitigate risks in the event this is not achieved in time*
- *Establish a risk register for the transition period (UNDP)*
- *Prepare an updated work plan for Board review ahead of the next meeting. Include a change management consultant to support the transition period. (Secretariat)*

The Board agreed to proceed with the same ways of working already in place, and revisit the need for any adjustments during a subsequent session. The same tools for communication, record-keeping and project management would be retained for the time being. Decisions of the Board would be captured in a decisions document available to the Board. The new Board requested a further session for an in-depth review of the work plan.

Action points:
- Set up call with new Board on work plan (UNDP)
- Update decisions document (UNDP)

Focal Point Arrangements

Past arrangements have allocated Focal Points within the Board to act as a sounding board for the Secretariat and also to help interpret Board decisions; this practice will be continued. A clarification was provided that decisions should not be made by Board Focal Points alone, without input from the entire Board. The following allocations of focal point responsibility were agreed, though further discussion would take place on frequency of meetings.

Objective 1: Drive a significant improvement in the quality of data published to IATI - Thea, Innocent
Objective 2: Promote the systematic use of IATI data by development and humanitarian actors - Innocent, Charlie, Winnie
Objective 3: Strengthen the IATI Standard by consolidating the technical core and maintaining its infrastructure - Pelle, Charlie
Crosscutting: Outreach, Communications, Community - Winnie, Thea
Institutional: Budget, administration, policy - Henry, Joseph, Pelle

Action points
- *Doodle poll for next Board date mid/late June (UNDP) and Board Drop-In 1-2 weeks before*
- *Update focal point arrangements document and contact information across existing tools (UNDP)*
- *Update website with new Board photos and bios (UNDP + Board)*