IATI Q4 Board Meeting Minutes

Date: 25 November 2025
Time: 14:00 am to 18:30 PM EAT
Location: In-Person, Four Points by Sheraton, Jomo Kenyatta International Airport, Nairobi
Chair: Thea Schepers

Attendees	**Agenda**
• Thea Schepers, Government of the Netherlands, GB Chair • Charlie Ngounou, AfroLeadership, GB vice-chair • Motai Ramokoinihi, Kingdom of Lesotho • Anand Nair, Fields Data • Siem Vaessen, Zimmerman (virtual) • Zainab Al-Azzawi, UNICEF • Mohamed Gele, Federal Republic of Somalia • Yemesrach Workie (UNDP), IATI Executive Director • Steven Flower (ODS), IATI Technical Lead • Cody Wallace (UNDP), IATI Policy and Governance Specialist • Adriel Dutra Amaral (UNOPS), IATI Financial Manager	1. Opening Remarks & Agenda Confirmation 2. Discussion on implementation updates for the full year. 3. SOP update and ToR for the SOP Working Group. 4. 2025 Members' Assembly and Community Exchange update (26-27 November) 5. Triggers for the MVSP 6. Discussion on the Update not the IATI Standard Update and proposed ToR for the Standard Oversight Committee (SOC) 7. Board-Secretariat - Work coordination-expectations, meeting frequency, challenges, admiration etc. 8. Closing Reflections

1. Opening of the Meeting and Adoption of the Agenda

The Chair opened the meeting by welcoming all Board members to Nairobi, emphasizing the value of convening in person ahead of the **IATI Members' Assembly (MA) and Community Exchange 2025.** She noted that this final Board meeting of the year aimed to confirm governance readiness for the MA, review progress on the 2025 work plan, and finalize decisions on key governance documents and operational triggers.

The agenda was adopted as circulated. The Secretariat confirmed thatQ3 2025 Governing Board minutes had been finalized and adopted. The Secretariat also provided an update on the **Risk Register**, noting the addition of two new risks related to Secretariat transition planning and

potential disruptions from upcoming platform and tool upgrades. All other risks from earlier quarters either remained stable or had been mitigated.

Action (Opening)

- **The Board accepted the previous minutes; and a further action (expressed in these documents) that the board discussed, proposed and agreed that future minutes should not mention board or secretariat members by name.**

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2. Secretariat Implementation Update: Full-Year Progress Review

The Secretariat shared the final **2025 Full-Year Implementation Update**, summarizing significant progress across all workstreams, including country engagement, data use support, Standard maintenance, tool enhancement, and governance-related tasks. During the meeting, the ED highlighted some critical progress. Board Members commended the Secretariat for maintaining strong delivery despite the pressures of a reduced resource envelope and in parallel with preparations for the MA & CE.

Board members noted that the Secretariat's consistent engagement with partners and IATI members strengthened the initiative's visibility and relevance throughout 2025. The Board also acknowledged improved reporting and communication flows over the year, which contributed to clearer oversight and better alignment across governance and technical priorities.

No revisions were requested, and the Board endorsed the implementation update as Shared online.

Action (Implementation Update)

- **None recorded.**

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3. SOP Update and Establishment of SOP Revision Working Group

The Secretariat highlighted the two documents shared to the Board for updating the **Standard Operating Procedures (SOPs)** and the draft **Terms of Reference (TOR)** for the SOP Working Group. The Board discussed the need to modernize the SOPs to reflect IATI's growth, evolving governance structure, and the upcoming Strategic Plan period. Board Members reiterated the importance of ensuring strong representation across constituencies, clarifying expectations around membership commitments and Board participation, and strengthening the guidance for Working Groups' composition and functioning. Importantly, considering the broad scope of work suggested for discussion, the Board suggested close review of the two documents.

It was also noted that the SOPs and draft TOR for the SOP Revision Working Group will be discussed in greater detail during the Members' Assembly (Session 4), providing an opportunity for wider input from the IATI membership and community before finalizing the next iteration of the TOR. The Board agreed on the need to establish a new working group to address SOP updates, with a call for nominations to be circulated. It was agreed that the Working Group should be established immediately so that substantive work can begin early in 2026. Board Members also recognized the importance of grounding the SOP revisions in lessons learned from recent governance discussions and aligning them with the broader institutional strengthening agenda.

Actions (SOP Working Group)

- **Board Members to provide written feedback on the SOP scope of work and WG TOR by 31 December 2025.**
- **Secretariat to revise the TOR based on Board feedback and circulate the final version to all members in January 2026 to express their interest in nominating themselves.**

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4. Preparations for the 2025 Members' Assembly & Community Exchange

The Secretariat provided a comprehensive update on preparations for the MA and CE. Registration was strong, with over 80 participants confirmed for Day 1 and more than 100 for Day 2. The Board reviewed programme details, including the Strategic Plan launch, governance reform sessions, and membership contribution discussions.

Actions (MA Preparations)

- **None formally recorded**, as Secretariat activities were already underway and no new Board actions were requested.

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5. Discussion on MVSP (Minimum Viable Service Product) Triggers

The Secretariat presented updates to the **MVSP** trigger framework, emphasizing the need for clear, objective criteria to guide decisions about entering and exiting minimum operating mode. The Board discussed the triggers for activating the MVSP mode, which would be used in the event of financial or membership crises. Several suggestions were discussed which include: balancing quantitative indicators with qualitative indicators that capture contextual risks, and using financial thresholds (e.g., income or cash flow) rather than just membership numbers as triggers.

The Secretariat underscored both types of indicators are necessary to ensure a comprehensive risk assessment, and there were no objections from the Board to this approach. The discussion also touched on governance implications, including how and when the Board should be notified if trigger conditions are met. The Secretariat clarified that regular quarterly Board meetings should remain the primary channel for reviewing MVSP-related updates as part of the regular implementation update under the financial management section of the report. The Board agreed to quarterly meetings as a forum for discussing the MVSP and advised maintaining flexibility for convening ad hoc meetings only if circumstances deem it necessary. The Secretariat also noted that the MVSP framework would also take into account outcomes and feedback from the Members' Assembly discussions before being finalized.

Actions (MVSP Triggers)

- **Secretariat to finalize the MVSP trigger framework, incorporating Board input and the outcomes of the MA discussion.**

- **Secretariat to ensure that MVSP-related updates are brought to the Governing Board in 2026 through quarterly meetings, or via ad hoc meetings, if required.**

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6. Update on the IATI Standard and Terms of Reference for the Standard Oversight Committee (SOC)

The Secretariat provided an update on recent progress with the IATI Standard, drawing lessons from the latest set of changes implemented through the Gazette process. Secretariat further

guided Board on the file - updated **Terms of Reference for the Standard Oversight Committee (SOC)**, noting that the SOC is intended to provide structured, balanced, and informed advisory input on Standard change proposals, while the decision-making authority remains with the Board and the Members' Assembly.

Board members welcomed the direction of the revised TOR and offered several reflections on the intended composition and functioning of the SOC. The Secretariat confirmed that the feedback received would inform the finalization of the TOR. As the next step, the Secretariat noted that outreach and establishment of the SOC — including membership identification and formation — will begin in Q1 2026.

Actions (Standard Oversight Committee)

- **Secretariat to revise and finalize the SOC TOR, incorporating input and outcomes of the MA discussion as needed.**
- **Secretariat to publish and circulate the final version of the SOC TOR in January 2026.**

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7. 2026 Work Plan and Budget

The Secretariat informed the Board that the requested additional information is provided in the final **2026 Work Plan and Budget**, noting that it incorporates the follow-up requested during the Q3 Governing Board meeting — specifically, list **of planned 2026 consultancies**. Board Members confirmed receipt of this information and welcomed the opportunity to discuss the underlying rationale for the consultancy engagements in more detail.

A substantive discussion followed on the various consultancy lines included in the 2026 Work Plan and Budget. The Board inquired whether some assignments – particularly the Infrastructure Roadmap, Country Data Use Mapping Study, and the Philanthropy Engagement consultancy – could be carried out internally by the Secretariat rather than through external contracts in light of the need to prioritize spending given budget constraints. Members debated the balance between using internal capacity, leveraging volunteers/interns, and hiring specialized external expertise.

The Secretariat explained that the consultancy for the Infrastructure Roadmap, required an independent assessment given UNDP's corporate procurement rules and the need to avoid conflicts of interest. The development of the roadmap, external expertise was needed to provide an impartial analysis of infrastructure priorities, cost and ensure alignment with the 2026–2030 Strategic Plan, and produce a five-year view of platform consolidation, user interface harmonization, and back-end architecture requirements. Similarly, with regards to the Country Data Use Mapping Study, the Secretariat stressed that this work represented a foundational

input for the next Strategic Plan period. The assignment requires dedicated, time-bound research capacity that the Secretariat does not currently have, particularly given reduced staffing levels. The mapping is essential to establish a baseline of country-level capabilities, data-use needs, and stakeholder landscapes across approximately 50 targeted countries. This analysis will inform regional support models and country engagement work throughout 2026–2030. The Secretariat clarified that this consultancy would support — not replace — Secretariat work by providing the evidence base needed to shape multi-year engagement.

In the discussion on the Philanthropy Expert consultancy, Board members asked whether IATI members with strong relationships in the philanthropic sector could support this effort. The Secretariat clarified that the assignment requires specialized knowledge, proactive outreach capacity, and a dedicated role to organize the Philanthropy Forum and develop an engagement strategy for major philanthropic foundations. The Secretariat emphasized that this is a niche skillset and an area where significant resource-mobilization potential exists; the investment could unlock important new funding streams for IATI. Support from members is welcome, but the Secretariat stressed that core stewardship and delivery cannot be delegated to member volunteers given the level of coordination and engagement required.

Board members appreciated the Secretariat's transparency and the compelling rationale provided for each consultancy line. After discussion, the Board agreed that the consultancies as proposed were appropriate, necessary, and aligned with the objectives of the 2026 Work Plan and the broader Strategic Plan.

No further modifications to the plan or budget were requested. The Board expressed satisfaction with the Secretariat's clarifications and endorsed the Work Plan as presented.

Decision (2026 Work Plan & Budget)

- **The Governing Board formally approves the 2026 Work Plan and Budget, including all consultancy engagements as proposed.**

Actions (2026 Work Plan & Budget)

- **Secretariat to ensure future budgets include clearer specifications for consultancy scopes and associated costs.**
- **The secretariat to explore all possible options to get in kind contributions to various work plan activities to reduce spending.**

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8. Board–Secretariat Coordination, Reflections, and Year-End Review / Closing of the Meeting

The Chair invited members to reflect on coordination, performance, and governance dynamics throughout 2025. Members noted improvements in Secretariat communications, cross-team coordination, and responsiveness. They highlighted the importance of maintaining strong collaboration as IATI transitions into the new Strategic Plan period and continues to manage resource constraints.

Board members emphasized the need for clarity in roles and responsibilities, predictable financial reporting, and mechanisms that encourage constructive challenge while preserving collegiality.

In closing, the Chair thanked all participants for their engagement and collaboration throughout the year and provided reflections on ways of working. While 2025 had been a year of strong delivery, it also presented challenges; including constraints on the regular attendance and participation of Board members as well as shortages of staff at the Secretariat, at times due to either competing professional obligations, and/or periods of health-related absences. The Board recognized these realities and the importance of sustained engagement. The meeting concluded with the Board expressing confidence and gratitude in the Secretariat's preparation for the next day's Members' Assembly and Community Exchange event.