

Attendees: Henry Asor Nkang, Nigeria (Chair); Thea Schepers, Netherlands, (Vice Chair); Charlie Ngounou, AfroLeadership; Innocent Mugabe, Rwanda; Pelle Aardema, Netherlands; Winnie Kamau, AFJ; Yuko Suzuki Naab, Global Programme Advisor, UNDP / IATI Secretariat; Annelise Parr, UNDP / IATI Secretariat Coordinator; Anna Whitson, UNDP / IATI Secretariat (notetaker); Harpinder Collacott, Development Initiatives Principal; Wendy Thomas, DI / IATI Technical Lead; Argjira Belegu-Shuku, UNOPS / IATI Secretariat.

Not attending:

Joseph Barnes, UNICEF

1. Introduction

The meeting was chaired by Henry Asor (Nigeria), Chair of the IATI Governing Board. At the outset, it was noted that there were three key topics to be covered in this virtual meeting: review and possible approval of the revised 2022 IATI Secretariat work plan; forward planning for the engagement of new IATI hosting arrangements and transition planning in 2022 / 2023; and a review of the current status of membership contributions. It was noted that, if there was time, the Board would also consider the draft 2021 Monitoring Report for the Strategic Plan Results Framework and the Secretariat proposal in regards to standing / institutionalized Working Groups.

The meeting began with a review of action items from the last Governing Board meeting in April 2022. In terms of hiring a consultant to support the hosting transition, the Secretariat has reached out to Richard Manning, who has previously supported IATI governance work, but he is unavailable for the assignment. However, the scope of the Institutional Working Group (IWG) was specifically discussed under agenda item three, and subsequently the type of consultancy support required for the IWG / IATI governance work has changed. It was also noted that the sub-group on financial implications was still pending, and the sub-group is slated to be composed in July 2022. All other action items were discussed in later sessions, as outlined below.

2. Revised 2022 IATI Secretariat work plan

The Secretariat presented the revised 2022 workplan, requesting that, if possible, the revision be approved by the Board during the meeting, or shortly thereafter, as not to delay important work in 2022, including recruitment of consultants, etc. noting the following considerations which drove revisions to the work plan, requested by the Board in light of the upcoming transition of IATI hosting arrangements:

- Items in the work plan which were already in process in Q1 and Q2 have largely been concluded;
- Items which were to be started in 2022 but would continue beyond the current Secretariat's mandate have been deferred; and
- "Business as usual" activities will continue.

The original 2022 budget was 4.41 million USD with an additional 1 million as a contingency reserve (draw down on the contingency reserve is for the Board to approve, should the need arise). The budget revision brings the budget down by 6%, to 4.13 million USD. It was noted that the contingency reserve may have been deducted from the revised budget twice and the Board requested that the Secretariat check these figures. Upon double checking, the Secretariat noted that this was indeed the case, and this will be amended by the Secretariat and recirculated.

In terms of personnel, the Executive Director position, originally intended to be hired by UNDP, will not be hired due to the hosting transition. Development Initiative (DI)s' personnel budget has decreased due to staff turnover, which is offset by a consultancy increase. There has also been a removal of the UNOPS Communications Manager position (support will be provided in-kind).

- **Action point:** The Secretariat was asked to double check whether the transitional consultant was counted twice in the revised budget.
- **Action point:** The Secretariat will correct the duplication in the revised budget (RE: the contingency fund) and recirculate to the Governing Board and Secretariat.

Clarification was requested from the Board around how the Secretariat will tackle issues of institutional memory (specifically in regards to getting DI consultants up to speed), given the often intensive learning curve. The Board also emphasised the importance of getting this process right given their role in answering publishers' and data users' queries and reiterated the need for data quality improvements coming from the recent workshops in Kigali and Abuja. The Tech Team lead responded that in order to mitigate these risks, there had been some staff overlap before the departure of more senior BAs. In addition, these consultants are being offered a higher rate to incentivise highly-skilled consultants to apply.

The Board also emphasised the need for exchange between data users and publishers around issues of data quality and underlined the request for a meeting / workshop to address this need in 2022, preferably in the margins of the Members' Assembly. The Board agreed that a one-day workshop on this subject should be organised as part of the community segment of the event (further notes on this subject are included in the "Members' Assembly" section below).

The Board inquired also about which, if any, incentives might be in place to keep Secretariat staff on board through the remainder of the hosting period, and any necessary transition extension that might be required. The Secretariat noted that bonuses of 15% will be paid to eligible DI staff for retention through 2022; and that UNDP would like to give staff additional

clarity on their contract status, should there be a need for extension past 31 December 2022, when all UNDP contracts are set to expire. This item was picked back up during the transition discussion noted below in item four. **With these clarifications, the Board approved the revised 2022 work plan and budget.**

3. 2022 Members' Assembly

In terms of organising a 2022 Members' Assembly (MA), the Secretariat prepared a revised proposal for the Governing Board's review, given the capacity constraints and risks of staff attrition throughout the remainder of 2022. The Governing Board approved the proposal to host the 2022 in-person MA in Copenhagen, based largely on ease of organising in UN City. Based initially on UN City availability, the dates of 7-11 November 2022 were preferred by the Board (exact dates TBC) and conference rooms have been reserved.

The Board agreed to target 1-2 days for the MA (based on the needs of the agenda) and up to two days for community-focused events. The Board noted that it would like to proceed with organising a one-day workshop between data users and publishers, with Secretariat support, and one other day for self-organising Community events.

- **Action point:** The Secretariat flagged its limited capacity, especially once the transition period has begun, and will come back to the Board after internal discussion on feasibility of supporting the community segment.

4. Transition of hosting arrangements

Further to the previous Board meeting (April), the Secretariat Consortium requested the Board to consider initiating a bid process for new hosting arrangements as soon as possible to ensure a new host is in place well before the end of 2022 to enable a smooth transition. The Governing Board therefore deliberated on a set of concrete next steps in order to accelerate the process to identify new hosting arrangements and a transition plan.

There was a question amongst the Board whether written approval by members was needed to formally reject the bid submitted by the current Secretariat. It was agreed, however, that this was not required on the basis that the members have already given authority for the Board to take this process forward during the 2021 MA, as set out in the [2021 MA minutes](#).

The Board noted that the process foreseen for identifying new hosts agreed by the evaluation panel was different from that set out by the MA in 2021 (which was a limited search and selection process), which will need to be clarified before the bidding process begins. However the process generally agreed by the Board in regards to selecting a new hosting arrangement is as follows:

- Reconstitution of Institutional Working Group to support the selection process, including revisions to the hosting ToRs (ASAP);
- Changes in the ToRs to be addressed via written procedure following the same process as the original ToR (IWG > Board > members by written procedure);

- Bidding process open (timeline TBC);
- Evaluation of proposals by IWG and recommendation to Governing Board by mid-October;
- Formal selection of hosts will be made at the 2022 Members' Assembly (November 2022).

It was also noted by the Board that there are service providers offering administrative services (such as those currently proffered by UNOPS) to similar organisations as IATI. To this end, the Board discussed a possibility to engage such an organisation through a Letter of Agreement, by splitting off the financial management and operations-focused segment of the hosting ToRs from the policy and technical segments. The advantage to this would be that the Board (and policy / technical host) would spend less time / effort on operations, with a professional and specialised entity undertaking operations such as financial management and procurement more efficiently with dedicated capacity for this. Practically, this would mean that the ToRs would need to be split in terms of identifying new hosts.

In addition, the Board agreed that a legal entity does not need to be in place in order to sign an agreement with a new hosting entity. As such, this process does not need to be fast-tracked for now. However, the Board highlighted its preference to secure legal advice during this transition period to check on whether the aforementioned arrangement would increase legal (or any other) risk, including to individual Board members. There was a question on who would hire this entity (it was noted that there are funds in the revised work plan for UNDP to contract these legal services).

As such, it was agreed that the Institutional Working Group (IWG) should be reconstituted to help navigate the process of finding and securing new hosts, including the legal implications outlined above. The Board and Secretariat will work together to reissue a call for the IWG, including an invitation to former members and new call for participation. The Board noted that it would be ideal to have some crossover from the previous IWG to ensure institutional memory. The scope of the reconstituted IWG should be around confirming new hosting ToRs; the possibility of splitting the ToRs to contract an administrative service provider; and any legal implications.

- **Action point:** The Governing Board should further refine and communicate the hosting selection timeline to the Secretariat and membership.
- **Action point:** The Governing Board and members need to agree the process to be followed in selecting new hosts at the earliest possible date, specifically reconfirming that this will be limited competition in line with the MA decision in 2021.
- **Action point:** Communication on decisions taken to date and also reconstitution of the IWG should be sent to members ASAP (Pelle and Thea will undertake updates to the IWG ToR to be included in this message). Thea will draft a message for IATI Connect in regards to this

process, which should also go out to the Members' mailing list. Charlie will get in touch with former members to encourage them to join the new IWG.

- **Action point:** ToRs will need to be developed by the Board (supported by the Secretariat as requested) for legal advisory support to the IWG as soon as possible.

5. Transition manager / process

Activities related to the transition of hosting arrangements, including funds for a transition manager and a specific transition process, have been included in the revised 2022 work plan. Budget for the transition manager is included for six months (Q4 of 2022 and Q1 of 2023), with the possibility for the new hosts to extend this contract. The Board requested clarification on the scope for the transition manager role. The Secretariat clarified that the scope will depend largely on who the new entity coming in is, but that the transition process should start early (by 1 October) in order not to undermine what is to be delivered by the Secretariat in 2022. At the end of 2022, the current Consortium will disband, meaning that any transition and handover activities into 2023 will entail each entity carrying out its own activities. The transition manager will then provide oversight, with accountability to the Board.

The Secretariat reiterated that 1 October 2022 is the timeline for when the current Secretariat will commence transition towards handover, and it expects that by 1 January 2023, the new hosting arrangement will be in place. The Secretariat underlined that it needs to know ASAP whether there is a need to extend any Secretariat support activities into 2023 in order to carefully consider / manage extension of any staff contracts within the current Secretariat, noting that UNDP / UNOPS staff contracts are expected to end on 31 December 2022. While acknowledging the urgency of this, the Board also raised the concern on practical feasibility to complete the work of the IWG and therefore has requested a short extension in mandate for each entity (not the Consortium) into 2023 to ensure proper handover to the new entity, given that it is not expected that they will be in place until after the MA. It was also noted that the Secretariat has the responsibility to report to the Governing Board and MA on the annual financial and narrative report for 2022.

- **Action point:** the scope of activities for the transition manager are included in the draft Transition Plan presented to the Board, and Board members are requested to let the Secretariat know if anything should be added or changed. The ToRs for the transition manager will then be developed and procured by the Secretariat.
- **Action point:** risk to be recorded: Board is unable to conclude the steps required to identify new hosts by 1 October. Mitigation: The Board should identify tasks that need to be carried over by each entity, and based on this, agree at entity level any requirement for extension. The Board should submit formal requests to each entity as soon as possible to ensure proper contract management, but no later than 1 October.

6. Update on membership contributions

The Secretariat provided an update on the status of all membership contributions, as requested during the April 2022 Board meeting. UNOPS confirmed that they sent out messages to assess the membership status and contributions of all members, and the latest update was provided to Board members during this meeting.

Four Board members were in arrears in April. All board members have since then paid their fees or are in the process to do so. The other (non-Board) IATI members who were in arrears have all received communication about this, and a request to catch up on member fees. Due to many back-and-forths with organisations, not all contracts have been finalised yet. Some have replied that this is a problem.

The Board believes that proper membership management is at the heart of a member-driven initiative such as IATI and intends to deal with it fairly and transparently. To this end it will prepare a detailed message for members on the situation and the steps taken to address it.

The Board further agreed that SOPs considering a waiver for contributions of CSOs from the Global South should be proposed in time to be considered at the 2022 MA.

- **Action point:** Board to prepare a separate, focused message for members on this matter.
- **Action point:** Secretariat to propose language for updating the SOPs to allow for requesting of waivers by CSO entities from the Global South.

7. Closing

In closing the meeting, it was proposed that the Board's next session would be in-person (TBC). It was also noted that two papers (on the Strategic Plan Results Framework and institutionalised Working Groups) were not covered in this meeting and these subjects should be revisited either virtually (via Yammer) or via the next meeting of the Governing Board.

- **Action point:** Secretariat to propose next meeting dates for an in-person session of the Governing Board (via Yammer).
- **Action point:** Strategic Plan Results Framework and institutionalised Working Groups to be taken up at the next meeting of the Governing Board and / or virtually (through Yammer).