Minutes of CDAC Network Board Meeting

Date: 25 January 2023
Time: 12.00 – 14.00hrs
Place: Virtual, via Zoom link

Trustees & Observers present
Khandokar Hansanul Banna (KHB), Geoff Loane (Chair, Independent GL), Dr Gozibert Kamugisha (GK), Jamo Huddle (JH), Jonathan Mitchell (Vice Chair, Independent - JM), Richard Lace (RL), Rosie Parkyn (RP), Samantha Newport (SN), Palwashay Arbab (PA)

Apologies: Samia Qumri (SQ)

Absent: Safa Msehli (SM)

CDAC Secretariat in attendance Marion Casey-Maslen (Executive Director, MCM) Judith Hall (Head of Finance and Administration, JAH)

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| 1    | *Welcome and introduction (Chair)*  
The Chair, Geoff Loane, opened the meeting and wished everyone a Happy New Year. He recalled the value of meeting in person as a board in Geneva at CDAC’s Annual events in Geneva in November and thanked all Board members who joined, including JH who joined remotely, for their active engagement in the events. He noted the absence of a significant CDAC Member category on CDAC’s board - the Red Cross Movement - and shared that discussions are ongoing with the Movement to address this gap.  

a) *Standing items*  

*Conflicts of Interest:* Trustees were asked if they had any conflicts of interest relevant to the agenda items and none were declared.  

*Safeguarding:* The Board safeguarding focal person, Jamo Huddle, confirmed that no safeguarding issues had arisen in this reporting period.

b) & c) *Adoption of minutes from previous meetings*  

- The minutes from the 24 October 2022 board meeting were adopted.  
- Minutes from an extraordinary Board meeting in Geneva in relation to the Executive Director succession were noted and entered on record.  
- Minutes of the CDAC Annual General Assembly (AGA) were adopted.

The Chair invited the Executive Director to talk to the status of actions arising from the meetings. MCM noted that many of the October Board meeting actions were linked to the November AGA and had been completed while a few actions will be carried forward, including the Membership Policy Review and the Business Plan. In the discussion on actions, agreement was reached on the following:

- Move the Membership Policy Review forward with the aim of presenting options for consideration and decision at the November 2023 AGA. Convene a meeting of the Membership & Nominations Committee to determine next steps. Use the outcome of the AGA membership session as the starting point.
- Present a CDAC Business Plan at the April Board meeting.
- Develop a brief CDAC policy paper on Anti-Racism and Neo Colonialism linked to CDAC’s intentional inclusion commitment and present it at the CDAC 2023 AGA. Use the already well documented policies on this subject from members and external entities as a starting point.
Focus on the implications for CDAC and its work on communication, community engagement and accountability.

MCM presented feedback from participants at the AGA and Public Forum and noted that overall feedback was positive; the area that needed the greatest attention was communication technology and ensuring a smooth, interactive and equal participation experience for those joining remotely. In the discussion that followed, JH also urged greater consideration of time zone challenges recommending a regional aspect to the AGA design. On the Board’s Call for Action, MCM noted that a meeting of the CDAC Member Advisory Group (MAG) had been convened by CDAC’s Director of Policy & Innovation to explore how Members can move the commitments forward. RP asked if the CDAC MAG is working effectively and what that means for using it as a vehicle to move forward the Board’s Call for Action. MCM noted that work was ongoing on engaging a wider range of CDAC member expertise in the MAG. Ultimately, funding would be required to move forward many of the actions as neither the Secretariat nor the members involved has the time to address them sufficiently.

d) Endorsement of the Chair’s 2nd Term in Office

The Chair recused himself from this session. The discussion was led by CDAC’s Vice Chair Jonathan Mitchell.

Decision: The Board welcomed the Chair’s nomination for a 2nd Term in Office and unanimously endorsed the nomination.

JM warmly invited GL to stay for another 3-Year Term in Office. He noted that if the full-term commitment was not possible, the board requested a minimum of 18 months. GL accepted the offer and expressed his commitment with thanks.

2 Executive Director’s Report, Financial Report & Budget 2023

a) Executive Directors Report for Q4 2022

MCM presented an overview of the Q4 2022 report focusing on the AGA events, ongoing projects, visibility, and fundraising. RL and JM asked for clarity on the safety of CDAC’s consultant in Ukraine and their psychological wellbeing which MCM provided.

b) Financial Management Report Q4 2022 and cash flow forecast

In presenting the reports, JAH pointed to the improved year-end position in unrestricted reserves, noting this was due to securing income and also a gain on a fixed price agreement/foreign exchange rate. The outcome being unrestricted reserves on 1 Jan 2023 were the same as the opening reserves on 1 Jan 2022.

A number of Board members asked about the certainty of converting the pipeline to project income during the year. MCM responded. RL asked for this to be monitored carefully over the coming quarters.

c) Budget 2023 for approval

JAH presented the 2023 Budget.

Decisions and actions:
- The board approved the 2023 Budget.
- The ED to monitor the pipeline closely and keep the board appraised of any significant changes in the April Board meeting.

3 a) Strategic issues: Recommendations arising from Synthesis paper on unpacking CDAC’s strategy to ‘Responsibly Leverage CCEA Digital Technologies’ – for discussion

In a brief introductory note, MCM noted that the paper was shared to highlight the significance of this strategic aim, as one of CDAC’s three, externally facing strategic aims. She further pointed to its relevance to the discussion on the skills and competencies of the new leader of the CDAC Network. The Chair regretted that an in-depth board discussion was not possible due to time lost in e-connection challenges earlier. He encouraged the board to share any thoughts post meeting. RL, in
an email follow up, noted that it was a useful and detailed piece of work and helped shape CDAC’s thinking on that critical pillar of the strategy. He observed that one recommendation was about building out more specialist technology capacity within CDAC (specifically within the expert pool) and suggested that CDAC should begin by fully understanding what support CDAC members feel that they need in this space. He recalled that this discussion started at the 2022 AGA in Geneva and could be expanded. The exploration could include members’ existing expertise in these tech spaces and the potential for sharing expertise.

b) Exploring CDAC Registration in an EU country

The Chair referred to the background document which explored the establishment of a presence in an EU country and in this case, Ireland. In the discussion that followed the board acknowledged and recognised the potential added value of registration in another EU country but noted that is a medium to long term approach that needed to be adopted.

4 Internal board discussion (Board and Executive Director):

The Chair recalled that the Executive Director, MCM, had decided to step down before the end of 2023 and the CDAC Board is starting the process for recruiting a replacement. The background paper for this agenda item provided details of: a timeline of the search, recruitment and transition process; details of each step; the role of the outgoing Executive Director in the process; and, survey questions for the Secretariat Team and the Members on the type of new leader they want for the Network.

There was broad agreement with the process with the following decisions and follow up actions:

- Include the following details in the recruitment procedure: more clarify on the interview process; timeframe for search to enable strong candidates; reference and vetting process
- The ED and HR Focal Person (JAH) to do first shortlist
- RL to seek institutional support for researcher to review survey to questions to ensure more focused response
- The recruitment will be globally based recognising that any decision will require an exhaustive analysis of payroll tax, insurance and employment legislation if the place of employment is outside the UK or Ireland

Dates for 2023 Board meetings
April 26th Wednesday 12-2pm
July 26th Wednesday 12-2pm
Nov 7th Tuesday 12-2pm (plus annual events Nov 8, 9, 10 – location TBC)

Minutes Drafted by Judith Hall and Marian Casey-Maslen, CDAC Secretariat
Signed: 
Name: 
Date: 