

## **Report of the CIVICUS Board of Directors Meeting, 18 – 20 June 2024, London – United Kingdom**

The CIVICUS Board of Directors held its first face-to-face meeting of 2024 in London, from 18 – 20 June 2024. [This followed the last meeting held in Nairobi, Kenya, in November 2023.](#)

The decision to hold the meeting in London was due to logistical considerations, with several participants either living in or within proximity of London. Three Board members were unable to attend in person for various reasons. However, two of them joined specific sessions remotely. This meeting was the leaving Secretary General (SG) Lysa John's last with the current Board.

It was the first full Board meeting since the conclusion of a Board led investigation into a disruptive whistle blowing complaint. The second day of the meeting was dedicated to a workshop whose genesis was the whistle blowing complaint. It was originally framed as a session for rebuilding of trust within the organisation's leadership but was re-designed to focus more broadly on strengthening the organisation, as opposed to fixing a particular crisis.

In response to the SG's update on organisational development over the last 6 months, the Board discussed the shifting funding landscape. They noted with concern CIVICUS' increasing drift towards more of restricted than unrestricted funding. Even so, the Board acknowledged the inevitability of this trend, considering the point at which CIVICUS was in its growth cycle, as explained by the Chief Operations Officer (COO). The COO suggested that the flexibility of a particular grant was perhaps a more important consideration, to ensure that core work continues to be supported. It was noted that the change in the nature of funding may require some administrative reorganisation, such as a need to recruit Project Managers with experience in donor compliance, to manage the more restrictive grants. It was suggested that CIVICUS' successful approach to fund raising, including programme quality checks and proposal design should be celebrated and documented for on-going internal and external learning.

On the state of CIVICUS' digital security, a Digital Security Officer had been recruited and there was a continuous effort to strengthen relevant internal systems.

On workload management for staff, the SG mentioned a capacity analysis exercise that highlighted a trend where high performing staff carried a disproportionately heavy workload, with another group struggling to fully commit resulting in reduced performance. Two key issues were thought to be at play: challenges related to remote working and linked to this, weak performance management, with no shared understanding of the notion of remote working. The SG, as overall human resources lead, committed to developing a lessons-learnt document.

It was noted that a significant number of middle level managers had transitioned. This was welcomed as an opportunity for re-generation, much as it had caused a level of instability. Within this disruption, there were pockets of exemplary knowledge management and transfer. The Board emphasised the need to streamline staff recruitment and onboarding.

Other matters discussed by the SG included onboarding of the Unified Code of Ethics (UCOE), relations with key networks, and the growing perception of CIVICUS as a donor in certain sections of civil society.

In a separate segment of the meeting, the Board considered submissions from Board Committees. The Board Chair thanked the Governance Committee (GovCo) for responding to the whistle blowing

complaint and generally managing the crisis. He committed to an after-action-review to assess the process followed in addressing the matter, and to reflect on what could have been done differently. As a key lesson from the matter, the Board felt that it was necessary to figure out a way of ensuring that future Boards can address emerging issues linked to processes and decisions of previous Boards.

It was noted that the Executive Committee (ExCo) largely focused on the whistle blowing complaint and preparation for the June 2024 Board meeting and workshop. At the SG's request, the ExCo sought expert opinion as to whether the complainants in the whistle blowing matter had broken any laws and/or breached internal policies – both were confirmed. However, it was also pointed out that identifying the accusers and pursuing legal action could be counter-productive given CIVICUS' commitment to freedom of expression. It was noted that the ExCo's discussion on the way forward was inconclusive, but it had not ruled out further action.

It was noted that the Youth Action Team (YAT) and the Affinity Group of National Associations (AGNA) had individually signed their Terms of Reference and Memorandum of Understanding with CIVICUS.

It was noted that the agendas of in-person Board meetings tend to be quite packed, making it difficult to fit in non-agenda items, including meetings with Network Representatives. A suggestion was made that both sets of meetings or engagements should be planned around similar times in the year, in the same locations. This may guarantee the possibility of meaningful interactions between these key CIVICUS structures, potentially yielding better return on financial and time investment.

The Board Chair noted that Board member Choo had offered to serve as an additional Focal Point to the YAT. However, the ExCo found it prudent to uphold the current arrangement to keep things simple, while also encouraging Board members to freely contribute to the work of networks and strengthen their links with the Board, working with and if necessary, through the recognised Focal Points.

The SG highlighted what she considered a fundamental problem with the current YAT structure; YAT is selected by a program making it more of a project rather than a governance team. She suggested a youth elected advisory group with governance responsibilities, noting that this could also serve to enhance the visibility of CIVICUS youth. The SG also suggested a review of youth compensation guidelines to ensure that CIVICUS Youth are compensated if their work is linked to a program. The Board requested the MemCo to provide a progress update on this at the November 2024 Board meeting.

The Board formally recognised Stellah Bosire as the new AGNA Focal point, replacing Vandita Morarka.

The OpsCo discussed the trend towards more restricted than unrestricted funding and the potential implications for the organisation. The Board noted steps being taken to move all staff to the new funding to ensure that core work remains fully supported. It was noted that the Strategic Plan would be used to plan capacity. In addition, an attempt will be made to understand shifts in key funder priorities. The Board considered compliance risks associated with restricted funding and noted the Secretariat's initiatives around donor compliance training for staff. It was felt that the current Board reserve representing 6-months of core costs was low for the size of the organisation. Finally, it was suggested that CIVICUS should capitalise on its relationship with some key funders to advocate for changes to the funding landscape for the benefit of civil society.

The OpsCo notified the Board of an operational decision to pause the search for a replacement external audit firm in South Africa to fill the more urgent position of US based Finance Manager.

The Board noted the 34% budget increase from the previous year, highlighting the significance of a dedicated resource mobilisation team. It was noted that the Board discussion of the budget will remain part of the annual cycle both to build the collective muscle of the Board around scrutinising budgets and as a best practice. Following the OpsCo's recommendation, the Board approved the 2024/25 budget with all in favour.

The Board discussed the SG transition and supported the recommended communications plan. It was noted that the SG will serve a 3-month notice period until 20<sup>th</sup> September 2024. The Board agreed that interim arrangements should be activated immediately. The initial focus will be on unpacking the decision-making framework; working through relevant internal and external processes such as removal of the SG from the directors register with the Registrar of Companies in SA and as a bank signatory; initiating coaching support for the interim leads; commencing the recruitment process and building support for middle level managers. In the interest of building trust in the SG recruitment process, Board members were asked to register their expectations and ensure that their voices are heard, especially during the early planning stages.

After a lengthy deliberation, the Board voted to invite Claire and Mandeep to co-lead the organisation for nine months. This was to ensure much needed stability during the transition and the Board expressed a commitment to offer support to the two co-leaders as required.

The Board concluded its June 2024 meeting with a self-evaluation exercise, where it considered three things: what it should stop doing, what it should start doing and finally, what it should maintain from its current ways of working.

The next Board meeting will be held in Johannesburg, South Africa in November 2024.