

**Attendees:** Henry Asor Nkang, Nigeria (Chair); Thea Schepers, Netherlands, (Vice Chair); Charlie Ngounou, AfroLeadership; Innocent Mugabe, Rwanda; Joseph Barnes, UNICEF; Pelle Aardema, Netherlands; Winnie Kamau, Association of Freelance Journalists. UNDP/IATI: Yuko Suzuki Naab, Global Programme Advisor; Annelise Parr, Secretariat Coordinator; Rohini Simbodyal, (notetaker). Development Initiatives: Claudia Wells, Principal; Wendy Thomas, Technical Lead. UNOPS: Simona Durcova, Dan Bodunescu.

## **1. Introduction**

The meeting was chaired by Henry Asor (Nigeria), Chair of the IATI Governing Board. Board representatives agreed to reorder the discussion of items, prioritising a discussion about the date of the 2022 Members' Assembly.

## **2. 2022 Members Assembly**

The Board discussed the issue of postponing the Members' Assembly (planned for 8-10 November), in recognition that a recommendation for a new hosting arrangement could not be delivered in time for members to discuss and decide in November. The Board had consulted with the Institutional Working Group on the issue, and considered representation from members about the risks of postponing the meeting.

The Board acknowledged that meeting in-person brings benefits that cannot be replicated through virtual meetings. However, following extensive discussion on the pros and cons of postponing the meeting, the Board agreed to the postponement to ensure that the Members' Assembly could discuss the new hosting arrangements for IATI going forward in person.

The Board agreed to hold the Members' Assembly in the first quarter of 2023, providing sufficient time to complete the process of selecting new host(s) of the initiative. The Secretariat has tentatively reserved facilities at UN City, Copenhagen on 27 -30 March, and will scan public calendars to ensure this timing would not clash with any other major open data / development events. The Board committed to confirming the new date of the Members' Assembly as soon as possible.

To ensure that IATI members and community have the opportunity for discussion this year and to maintain community engagement in IATI, the Board agreed that a 4th Virtual Community Exchange (VCE4) will be held on Thursday 10 November (13:30-18:00 UTC) via Zoom and invitations to register and submit session proposals will be sent next week.

The Board also recognised the need for an increase in engagement with members and agreed to hold a virtual Board Drop-In session in the next two weeks to allow members to speak with the Board about this decision (and any other matters).

**ACTION:** Secretariat to circulate dates for options on holding a Board Drop-In session

### **3. Selection of new hosting arrangements for the initiative**

The Board met with members of the IWG this week to clarify some outstanding questions around process, timeline and finalisation of Terms of Reference for hosting of IATI for the next five years. This follows work undertaken by the IWG to separate the published Terms of Reference (ToR) for Hosting into two parts, which the Board felt would give a better chance of finding organisations offering the specific expertise required for the different functions. While remaining largely unchanged in substance, the first TOR covers Policy and Technology Secretariat Services, and the second focuses on Operations, Finance and Procurement Services.

**Action:** The Board agreed to finalise and publish both sets of Terms of Reference in early October, targeting October 7th latest.

The meeting recognised that additional capacity is needed to support the IWG through next steps of managing a timely and effective process to secure new institutional hosting arrangements.

**Action:** The Board agreed to hire a dedicated Process Manager to work independently of the current hosts to support the IWG and the Board in managing the search and selection process and to ensure timely progress of the process to select new hosts. This capacity is to be hired as quickly as possible.

With this additional capacity, the Board is confident that by the end of March 2023, it can conclude the process of identifying new hosts for IATI through the modified search and selection process agreed with members during the 2021 Members' Assembly.

The Board agreed to the following indicative timetable:

**October 2022:** Policy and Technology Secretariat Terms of Reference and Operations, Finance and Procurement services Terms of Reference published. Any interested organisation, or organisation(s) can submit a bid against one or both lots.

**End of 2022:** Deadline for proposals to be received.

#### **January - March 2023:**

- Selection process undertaken by the IWG through a combination of shortlisting and interviews with shortlisted organisations, to deliver the functions within each of the two sets of TORs.

- Based on options received from the IWG, the Board makes recommendations to members on preferred host(s) for the two areas of work.
- The Board makes a written recommendation to IATI members for preferred host(s).
- Members meet in person at a postponed MA to discuss and approve recommendations from the Board.

#### **4. 2023 Transitional Work plan and Budget**

The Board reviewed a detailed 2023 transition plan and budget from the outgoing Consortium. The plan set out proposed transitional activities and basic IATI functions to “keep the lights on” in 2023 until the new hosting arrangement is in place. The Governing Board acknowledged the critical need to approve the budget and workplan to ensure that existing consortium partners could update staff contracts, to help ensure their retention to deliver a smooth transition of responsibilities to the new hosting arrangement.

The Board **approved** the transition plan and budget and agreed to recommend approval by members to draw upon the IATI Trust Fund balance to finance the 2023 transition budget. The Board agreed to request members’ approval via written procedure stated in IATI’s Standard Operating Procedures (3.4.2.) for the three decision points, the text of which is set out below:

##### ***Decision 1: IATI transition management***

*The IATI Secretariat in close consultation with the Governing Board has prepared a transition plan and budget in which uninterrupted service is provided to IATI during a gradual handover period, while new hosts are coming on board and getting fully up to speed. The Plan will be further defined once new hosts are identified, under the guidance of a Transition Manager currently under recruitment and accountable to the Board. Until further details are known, the current Secretariat estimates that transition and closure of management activities of the current consortium will take a period of six months following the identification of new hosts. Operational closure by UNOPS would require additional time once all other activities are concluded, and based on current estimates, would be completed by 31 December 2023. Read the 2023 transition work plan and budget together with explanatory cover sheet identifying key risks and differences from earlier years.*

*Members are requested to endorse the transition work plan and budget in principle.*

##### ***Decision 2: Authorising the outgoing consortium members to continue providing IATI services during the transition period.***

*In view of the mandate expiration for IATI hosting and implementation services of the current consortium between UNDP, UNOPS and DI on 31 December 2022, and in order to ensure uninterrupted continuity of IATI services to its membership and community, it is necessary to extend and approve the revised mandates of the outgoing consortium members until 31 December 2023. The outgoing consortium members will provide their services based on the work plan and budget, approved under Decision 1.*

Members are requested to approve the mandate extension for providing IATI services beyond the current mandate period (31 December 2022).

### **Decision 3: Use of contributions**

*Contribution agreements are entered into by UNOPS, as IATI trustee, in line with the IATI hosting terms and UNOPS' role specified in the IATI SOPs, for the collection of annual membership fees and donations for IATI services in line with an approved work plan and budget. The validity is specified in the individual membership agreements. UNOPS currently holds funds for IATI 2022 - Year 9 (Y9), under a mandate expiring on 31 December 2022.*

Members are requested to approve the use of IATI funds beyond the period of the current mandate expiring on 31 December 2022, for an additional period between 1 January - 31 December 2023, with funds to be used for the specific purpose as identified and approved under Decision 1 above.

*Once the members of the outgoing consortium have implemented the agreed activities financed from Y9 contributions in 2023, the Transition Manager will conduct a review of the transition process to confirm all agreed activities have been concluded. At that point on the recommendation of the Governing Board, the Members' Assembly will be requested to approve the transfer of the unspent funds to the new host for IATI operations in line with the new hosts' agreed work plan, as soon as requested to do so.*

**Action point:** The Board also requested that the following content in the 2023 Transitional Work plan and Budget was highlighted to members (in the accompanying Explanatory Cover sheet):

- Personnel costs are higher than usual due to the need for consortium partners to hire contractors (as longer-term staff contracts could not be offered)
- The budget would include funding for activity 2F: *“New activity on direction of Board: Establishment of a strategic partnership with Publish What You Fund to support the preparation of the 2024 Aid Transparency Index.”*
- The transitional work plan does not include collection of membership fees for 2023, because without clarity on who new hosts will be, it cannot be guaranteed that UNOPS can smoothly and promptly transfer the balance of funds to new hosts while remaining in compliance with UN Financial Rules and Regulations. The cover note sets out how funds carried over from 2022 and earlier years can fully cover the transition work plan.
- The decision to draw upon the IATI Trust Fund balance to finance the 2023 transition budget would not prevent individual members from requesting a return of unspent contributions at the end of 2022. However this would result in those members no longer being considered as members in good standing, and this is particularly relevant in relation to any vote on future hosts.

- Nearly all of the spending in the Transitional Work plan and Budget is to occur in quarter 1 and quarter 2 of 2023. The only spending planned for quarter 3 and quarter 4 was intended for UNOPS to implement the financial and operational closure of the existing hosting arrangement. The Secretariat clarified that this package was developed based on the assumption that new hosts would be selected in November and in place from January onwards. With this no longer being the case, the Board acknowledges that further budget revisions will be needed.

## 5. Communications

The Board agreed on the importance of sending the Members' Update ASAP (planned for Friday 23 September) to share details on the following decisions:

- Postponement of the MA (and announcement of VCE 4 and Board Drop-in)
- Update on the process for selection of the new institutional host
- The written procedure seeking approval on the decision points required for the 2023 Transitional Work plan and Budget as stated above.

**ACTION:** The Board requested to review the text of the communications to members and committed to providing feedback swiftly so the message could be promptly translated and sent the following day.

## 6. AOB

Although not on the agenda, the Board encouraged the recruitment of IATI experts drawn from IATI's experienced community to ensure a high quality of IATI publisher support can be maintained until the new hosting arrangements are in place.

The Board agreed to meet with the IATI consortium principals to discuss and agree on the conditions for operation beyond the point at which the current mandate expires December 2022. Discussion would include:

- What does 'keeping the light on' look like to each party?
- Does 'extension' mean the same to all parties?
- What are the risks of delayed implementation of transition and handover, and how to mitigate?
- Discussion on proposed PWYF Strategic Partnership, to include practical steps to set up and manage the arrangement, both in terms of modality and substance.

**ACTION:** Find a date during the next 1-2 weeks for this meeting of Board and consortium principals.

## 6. Closing

In closing the meeting, the Board agreed that their next meeting would be held in-person on 8-9 November. UNICEF requested that an alternate attend this meeting while he is overseas on mission, and there were no objections to this request.