

# CALP NETWORK: BOARD OPERATIONAL FRAMEWORK

## 1. Interpretation

- 1.1 This Framework (hereby referred to as the "**Operational Framework**") sets out the running of the CALP Network, including (and without limitation): how decisions are made on behalf of CALP; the relationship with Host Agencies; how donor funds are managed; and the strategic direction of CALP.
- 1.2 All CALP members agree and acknowledge that the CALP Network's purpose is to maximise the potential that humanitarian CVA can bring to people in contexts of crisis, as one component of broader financial assistance<sup>1</sup>.
- 1.3 Board members have no authority to enter into contracts on behalf of the members or otherwise bind or represent the members other than to agree to accept new members on the current membership terms.
- 1.4 This Operational Framework shall be effective from 6 June 2022 and supersedes earlier versions.
- 1.5 This Operational Framework may be varied by a decision of the Board, acting in accordance with clause 11.

Address	a postal address or, for the purposes of electronic communication, an e-mail address or a telephone number for receiving text messages in each case registered with CALP;
Board	the sum of the Board members who function as the Board of the CALP Network
Board members	the members appointed to the Board at any given time;
Board member criteria	the selection criteria which Board members should meet, as set out in Appendix 1;
CALP Network / CALP	The CALP Network (formerly the Cash Learning Partnership) to which members shall be offered the opportunity to join in accordance with the Membership Terms and Operational Framework;
Director	the Director of CALP ; employed by a Host Agency to lead CALP's work and co-ordinate and administer the work of CALP and the Board;
Clear days	in relation to the period of a notice means a period excluding: (a) the day when the notice is given or deemed to be given; and (b) the day for which it is given or on which it is to take effect;
Eligible Board members	means, in relation to a matter or decision, a Board member who is or would be entitled to count in the quorum and vote on the matter or decision at a meeting of the Board members (but excluding any Board member whose vote is not to be counted in respect of the particular matter or decision);
Host Agency/ies	Oxfam GB, Action Against Hunger/ ACF International and the Norwegian Refugee Council, and/or such other organisation as the Board members may decide from time to time in accordance with this Operational Framework;

<sup>1</sup> [The CALP Network Strategy 2020 - 2025](#)

Members	any person, company, partnership or other legal entity who becomes a member of CALP from time to time by accepting the Membership Terms and paying the respective membership contribution;
Membership Terms	CALP Membership Terms, signed by all members, upon receipt of which they become a member of the CALP Network.
Technical Advisory Group	a working group of members approved by the Board on such terms of reference as approved by the Board whose remit is to discuss technical issues relating to CALP's aims and purposes.

## **2. Declaration of Board members' interests**

### **2.1 A Board member must:**

- a. declare the nature and extent of any interest, direct or indirect, which they have in a proposed arrangement with CALP or in any arrangement entered into by CALP which has not previously been declared; and
- b. absent themselves from any discussions of the Board in which it is possible that a conflict will arise between their duty to act solely in the interests of CALP and any personal interest (including but not limited to any personal financial interest).

## **3. Conflicts of Board member interests and conflicts of loyalties**

### **3.1 If a conflict of interests arises for a Board member because of duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Operational Framework, the unconflicted Board members may authorise such a conflict of interests where the following conditions apply:**

- a. the conflicted Board member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- b. the conflicted Board member does not vote on any such matter and is not to be counted when considering whether a quorum of Board members is present at the meeting; and
- c. the unconflicted Board members consider it is in the interests of CALP to authorise the conflict of interests in the circumstances applying.

## **4. Board members**

### **4.1 No one may be appointed a Board member if they would be disqualified from acting under the provisions of the Operational Framework.**

### **4.2 The composition of the Board shall comprise at any given time of:**

- a. a minimum number of seven Board members; and
- b. a maximum number of thirteen Board members,
- c. a diverse array of organisations with the aim of including at least one representative from:
  - i. a national or regional organisation;
  - ii. an international NGO;
  - iii. the Red Cross/Red Crescent Movement
  - iv. the United Nations humanitarian agencies;
  - v. the donor community;
  - vi. a private sector organisation; and
  - vii. representatives of a maximum of three Host Agencies;
- d. and should ideally take into account geographical diversity and gender balance.

- 4.3 A Board member may not appoint an alternate to act on their behalf at meetings of the Board.
- 4.4 All Board members will liaise directly with the CALP Director.
- 4.5 All Board members undertake to fulfil all obligations as set out in the Board Code of Conduct and the Membership Terms.

## **5. Powers of the Board**

- 5.1 The Board shall oversee the business of CALP and may exercise all the powers on behalf of CALP in making strategic and operational decisions. Other than as expressly set out in this Operational Framework, neither the Board nor individual Board members have authority to enter into contracts on behalf of the members and/or bind the members in any way.
- 5.2 No alteration of the Operational Framework shall have retrospective effect to invalidate any prior act of the Board.
- 5.3 Any meeting of the Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.

## **6. Appointment of Board members**

- 6.1 Recruitment of Board members will be openly and widely advertised.
- 6.2 Existing Board members will appoint new Board members in accordance with the provisions in the Operational Framework and good recruitment practices.
- 6.3 In accordance with the provisions of the Operational Framework, the Board may appoint a person who:
  - a. either is or represents a member; and
  - b. is willing to act as a Board member; and
  - c. meets the Board Membership Criteria (annexed).
- 6.4 A Board member may be appointed for a term of no longer than three years (the “Initial Term”).
- 6.5 If approved by the Board in accordance with the terms of the Operational Framework, the Initial Term may be extended for a reasonable period as agreed by the eligible Board members (the “**Subsequent Term**”).
- 6.6 At the end of the Subsequent Term, the Board member in question shall either:
  - a. retire (in accordance with paragraph 7); or
  - b. if authorised by the remaining eligible Board members, remain in office for such further period as the eligible Board members may agree.
- 6.7 The appointment of a Board member must not cause the number of Board members to exceed any number fixed as the maximum number of Board members.
- 6.8 Subject to the approval of the Chair, if a Board member changes employment they may continue as a Board member provided that:
  - a. the new employer is also a member of CALP;
  - b. no other serving Board member is currently employed by that organisation; and

c. the new employer is supportive of the member continuing on the CALP Board

6.9 Subject to the approval of the Chair, a Board member may excuse themselves for an extended period of up to three consecutive Board meetings if they need to take parental, medical or other extended leave. During that period, they may remain on the Board but will not be counted when establishing the number needed for quorum purposes (see paragraph 9.5).

## **7. Retirement of Board members**

7.1 Unless otherwise decided by the Board in accordance with the provisions in paragraph 6, each Board member must retire from their position upon the expiry of their term of appointment.

7.2 Subject to there being at least the minimum Board member requirements (as set out in paragraph 4.2), each Board member may retire voluntarily prior to the expiry of their term of appointment by:

- a. submitting their written notice to the Chair; and
- b. giving not less than three calendar months' notice.

## **8. Disqualification and removal of Board members**

8.1 A Board member shall cease to hold office if they:

- a. cease to be a member of CALP (either as an independent expert or by virtue of the organisation which they are appointed a representative of) unless they are taking a career break and are willing to continue in an independent capacity for a period of up to 6 months, thereafter they may continue as a Board subject to the conditions laid out in 6.8 or would need to step down;
- b. do not comply with their responsibilities and commitments which include (but are not limited to):
  - i. failure to adhere to the Board Code of Conduct;
  - ii. failure to attend three consecutive board meetings (except where paragraph 6.9 applies);
  - iii. non-payment of membership contributions;
  - iv. failure to support fundraising efforts after having been requested to do so;
- c. in the written opinion, given to the Board, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Board member and may remain so for more than three months; or
- d. resign as a Board member by notice to as detailed in paragraph 7.2 (but only if at least the minimum number of Board members will remain in office when the notice of resignation is to take effect, as detailed in 4.2).

## **9. Proceedings of the Board**

9.1 The Board members may regulate their proceedings as they think fit, subject to the provisions of the Operational Framework.

9.2 The Board will meet for a minimum of four meetings each year (or as otherwise agreed from time to time by the Board members). All meetings will be held online as this promotes inclusivity; avoids unnecessary carbon impacts and ensures resources are used efficiently. The time of meetings will be decided by the Chairperson.

9.3 Meetings may be held via any suitable electronic platform as agreed by the Board members in which each participant may communicate with all the other participants.

- 9.4 No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made. Save for where documented otherwise, "**present**" includes being present by suitable electronic means agreed by the Board members in which a participant or participants may communicate with all the other participants.
- 9.5 It is expected that all Board members shall attend all Board meetings, however the minimum quorum for a meeting shall be:
- a. two thirds of any appointed Board members at any given time with the exception of any Board Member who is on extended leave (see paragraph 6.9) or
  - b. a larger number as may be decided from time to time by the Board members and
  - c. shall include at least one Board member from a host agency.
- 9.6 A Board member shall not be counted in the quorum when any decision is made about a matter upon which that Board member is not entitled to vote.
- 9.7 If the number of Board members is less than the number fixed as the quorum, the continuing Board members or Board member may act only for the purpose of filling vacancies or of calling a Board meeting or continuing with discussions and make recommendations for consideration by the Board as a whole.
- 9.8 The Director shall be entitled to attend the meetings of the Board and participate in the discussions, except where specifically requested by the Board to be absent. The CALP Director will not be entitled to vote on any matters and will not be counted in the quorum. Other members of the CALP team may be brought into the meeting upon agreement between the CALP Chairperson and Director (to take minutes or participate in specific discussions), and such other members of the CALP team shall not be entitled to vote on any matters and will not be counted in the quorum.
- 9.9 A decision in writing or in electronic form agreed by all of the Board members entitled to receive notice of a meeting of the Board members and to vote upon the decision shall be as valid and effectual as if it had been passed at a meeting of the Board members duly convened and held.

## **10. Chairperson and other officials**

- 10.1 The Board members shall appoint a fellow Board member to chair their meetings and may at any time revoke such appointment (the "**Chairperson**").
- 10.2 The appointment of the Chairperson shall be for a term of two years starting from the date of appointment.
- 10.3 Once the term of appointment of the Chairperson has expired or the Chairperson, by virtue of the Operational Framework, is no longer a member of the Board, either:
- a. a new Chairperson must be appointed; or
  - b. the current Chairperson must remain in the position for such a period as agreed by the eligible Board members.
- 10.4 If no one has been appointed to chair meetings of the Board or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Board members present may appoint one of their number to chair that meeting.

- 10.5 The Chairperson shall have no functions or powers except those conferred by the Operational Framework or delegated to them by the Board as outlined in the Terms of Reference of the Chairperson or as recorded in the minutes of a meeting.
- 10.6 The Chairperson may call additional meetings of the Board over and above the minimum requirement set out at paragraph 9.4, when necessary, to discuss specific issues.
- 10.7 The Board members may appoint a fellow Board member as Deputy or Co-chair to support the work of the Chairperson.
- 10.8 The Board members shall appoint a fellow Board member as Treasurer to undertake the duties as outlined in the Treasurers' Terms of Reference as may be updated from time to time by the Board.

## **11. Voting**

- 11.1 All Board members shall have one vote each (save as where otherwise stated herein).
- 11.2 Where possible, any decisions should be made by consensus.
- 11.3 In the event that decisions cannot be generated by consensus decisions may be reached by simple majority vote of the Board members present. In the event of a deadlock decision, the Chairperson shall have the casting vote.

## **12. Role of the Technical Advisory Group**

- 12.1 The Technical Advisory Group exists to provide input and guidance to the CALP Network on technical matters and developments. The Technical Advisory Group shall be comprised of such members as the Board may decide in accordance with the Terms of Reference of the Technical Advisory Group in effect at any given time.
- 12.2 The Board may amend the Technical Advisory Group Terms of Reference.
- 12.3 The Board may impose conditions on the Technical Advisory Group, including the conditions that:
  - a. the Technical Advisory Group is restricted to acting within the remit communicated by the Board and must otherwise seek express authority from the Board; and
  - b. no expenditure may be incurred on behalf of the Technical Advisory Group except in accordance with a budget previously agreed by the Director; and
  - c. a member of the Technical Advisory Group will, when required, attend such part of a Board meeting as is necessary to report to the Board and/or respond to questions from the Board on technical matters.
- 12.4 The proceedings and outcomes of the Technical Advisory Group shall be reported to the CALP Director, who will report back to the Chairperson and/or the Board as may be necessary.

## **13. Validity of Board decisions**

- 13.1 All acts done by a meeting of the Board shall be valid unless any Board member was participating in any vote:
  - a. who was disqualified or removed from their position;
  - b. who had previously retired; or

- c. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

#### **14. Expenses**

- 14.1 Any reimbursement of expenses to any Board member will:
  - a. require authorisation of the Director in accordance with policy decisions made by the Board;
  - b. be made in line with the Oxfam expenses policy as relevant at the time.

#### **15. Minutes**

- 15.1 The Board must keep minutes of all:
  - a. appointments of Board members;
  - b. meetings of the Board and any related committees which should include:
    - i. the names of the Board members present at the meeting;
    - ii. the proceedings of meetings
    - iii. the decisions made at the meetings; and
    - iv. where appropriate the reasons for the decisions.

#### **16. Host Agency / Host Agencies**

- 16.1 CALP shall enter into an agreement/s with a Host Agency or Host Agencies which will govern (amongst other things) the respective rights and responsibilities related to the hosting arrangements. The hosting agreements will affirm the independence of CALP, while respecting the need to adhere to core policies of the host agency.
- 16.2 Hosting agreements will be signed by the Director.

#### **17. Accounts**

- 17.1 The Board will be provided with a financial overview of CALP at each Board meeting and at the end of each financial year, showing a true and fair view of the finances of CALP.
- 17.2 The Board shall provide members with an annual performance and financial report.

#### **18. Means of communication to be used**

- 18.1 Subject to the Operational Framework, any notice to be sent to a Board member in connection with the taking of decisions by the Board, will be supplied by the means by which that Board member has asked to be sent or supplied.
- 18.2 A Board member present at any meeting shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 18.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 18.4 Proof that an electronic form of notice was given shall be conclusive where it can be demonstrated that it was properly addressed and sent.





## **19. Rules**

- 19.1 The Board may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of CALP and shall be binding on all members of CALP.
- 19.2 No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Operational Framework
- 19.3 The by-laws may regulate the following matters but are not restricted to them:
- a. the admission and termination of members; the rights and privileges of such members; membership fees or payments to be made by members;
  - b. the conduct of members of CALP in relation to one another, and to CALP's employees and volunteers;
  - c. the procedure at Board meetings and any other meetings of the Board; and
  - d. generally, all other such matters as considered reasonable.
- 19.4 The Board members must adopt such means as they think sufficient to bring the rules and by-laws to the notice of members of CALP.

## APPENDIX I

### BOARD MEMBERSHIP CRITERIA

For the purposes of the Board selection process, applications will be considered from individuals who are either employed by a Member organisation or an Independent Expert Member and:

- a. Have senior level endorsement to apply to the Board from within the respective organisation;
- b. High-level decision-maker (Director-level or above) within the respective organisation;
- c. Commitment to adhere to the Board Code of Conduct;
- d. Able to generate buy-in among senior colleagues within their organisation;
- e. Able to ensure that decisions made by CALP are circulated within their organisation;
- f. Demonstrated commitment to and experience in supporting the identification and cultivation of potential donors/funding institutions;
- g. Extensive experience at senior level in one or more of the following areas: humanitarian operations, accounting, legal affairs, financial management, fund raising, advocacy & policy, human resources, business, etc.;
- h. Broad range of experiences, preferably in humanitarian contexts;
- i. Demonstrated commitment to humanitarian principles, transparency, coordination, accountability, quality and improving performance;
- j. Commitment to participate in at least four board meetings per year;
- k. Commitment to serve as Chairperson on a rotational basis;
- l. Commitment to contribute on an ad-hoc basis to the review of CALP work pieces related to their own area of expertise; and
- m. Commitment to serve without compensation.

Note: these criteria, and others as shall be reviewed from time to time according to the needs of the Board, will be the basis of the Role Profile for Board Members.

I hereby agree to the Operational Framework:

Signed: \_\_\_\_\_

Print Name: \_\_\_\_\_

Organisation: \_\_\_\_\_

Date: \_\_\_\_\_