



## **TERMS OF REFERENCE**

### **CCD Board of Directors**

#### **BACKGROUND**

Established in 2016, CCD's mission is to improve the efficiency, scale, and speed of Cash and Voucher Assistance (CVA) by amplifying the impact of Non-Government Organisations (NGO) through inter-agency collaboration, and thereby impacting the wider cash ecosystem. In 2019, the CEOs of the 14 CCD global member agencies signed a Global Collaboration Agreement (GCA) to "enable, facilitate, and drive a shared CCD vision, agenda, and operational support". The GCA forms the governing document of CCD and sets out the principles - shared capacity, interoperability, collective impact, systems change and complementarity – that it will adhere to in delivering its vision and mission. CCD's global members are ACTED, Action Against Hunger, Care, Catholic Relief Services (CRS), Concern Worldwide, DanChurchAid, Danish Refugee Council, International Rescue Committee, Mercy Corps, Norwegian Refugee Council, Oxfam, Relief International, Save the Children (StC), and World Vision (WV). CCD members account for a majority of the \$1 billion of humanitarian cash and voucher (CVA) funding entrusted to NGOs annually. In addition, CCD member agencies partner with UN to implement some of its \$3.5 billion in CVA funding. The CCD member agencies reach more than 150 million people in over 60 countries through hundreds of humanitarian responses. CCD offers a suite of collaboration services to NGO practitioners to make cash and voucher collaboration easier. Our long-term vision is for CCD tools and approaches to become the sector standards and ensure that the affected people are at the heart of humanitarian cash delivery to increase the impact of the \$6.5 billion of humanitarian cash currently distributed each year across the sector.

The leadership and the secretariat function of CCD is provided by CRS, SCUK and WV through the role of a co-lead from each of the 3 agencies. Since 2020, a governance structure has been in place through two bodies: an Interim Board which provides strategic direction on CCD's desired future state, as well as its business and governance models; and the Technical Advisory Group (TAG) that supports CCD in shaping and elevating key technical, programmatic, advocacy and policy related issues. In 2021, CCD undertook a learning exercise to produce a snapshot of what CCD had achieved in the 5 years against its vision and value proposition, and made recommendations for the future. As a result, key shifts in the business model were adopted and a new 2022-23 strategy was endorsed by the Interim Board and the TAG in early 2022.

#### **PURPOSE**

While CCD continues to evolve to achieve a sustainable business model, it is not yet ready for separate legal constitution. However, there remains a need to continue with the existing governance structures provided by the Board and Technical Advisory Group (TAG). At the Board meeting held in June 2022, It has been agreed to drop the word 'Interim' from the Board to provide continuity in senior-level engagement, leadership and decision-making required for the next stage of evolution of CCD, and to provide accountability to the CCD membership for the effective governance of CCD in line with its vision and mission, and the GCA. The terms of reference for the Board have been revised based on agreed direction of travel of CCD.



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## **ROLES AND RESPONSIBILITIES OF THE BOARD MEMBERS**

1. Oversee, advise and approve CCD's;
  - Governance structures and systems
  - Strategy and business model in line with its vision and mission
  - Membership processes for admission, termination, rights, representation, and fees
  - Appointment of executive leadership team (Co-Leads)
2. Champion for CCD within their own agencies and networks, and represent CCD and CCD's interests in strategic meetings as agreed
3. Ensure that CCD has the financial and non-financial resources to deliver on its strategy
4. Establish appropriate linkages with the TAG to ensure that strategic decisions are aligned with technical priorities
5. Provide senior level support and approval on any matters on an ad-hoc basis upon request from the co-leads
6. Publish an annual Board schedule with planned strategic priorities and report to the membership against the priorities at the AGM.

## **CHAIR & TREASURER**

The chair is responsible for the effective functioning of the Board through effective communication flow to and among the Board, and the leadership team. The chair is supported by the Treasurer who is responsible for overseeing and advising on the financial management and financial sustainability of CCD.

The Chair and the Treasurer are elected by the Board through simple majority.

## **CRITERIA FOR BOARD MEMBERSHIP**

All Board positions are voluntary and without financial compensation. When a Board position becomes vacant, applications will be considered from individuals from CCD member agencies at Global or National level and independent experts who;

- Hold a senior leadership role (Director-level or above) within their respective organization and has the endorsement of the organization to apply for the Board position
- Is committed to and is able to secure buy-in for CCD, and socialize CCD's products and services within their respective organisation
- Is committed to the principles of CCD as identified in GCA
- Is committed to the humanitarian principles, diversity and inclusion, localization, and accountability
- Has significant experience at leadership level in any of the following areas; finance, fundraising, legal, business modelling, policy & advocacy, human resources, humanitarian technical or operational programming
- Is committed to attending Board meetings
- Has no conflict of interest in his/her role to act in the best interest of CCD

## **COMPOSITION OF THE BOARD**

To ensure diverse and inclusive representation, the Board shall consist of up to 8 members including;



- At least one member who has the appropriate background in finance and can act as the Treasurer
- At least one member who is from the Global South representing a local NGO within a CCD National Network
- At least one member who is an independent expert complementing technical thematic areas not covered by existing CCD Board Members and not employed by any of the CCD member agencies
- At least one member with experience in business development and fundraising
- All members with experience in any of the technical thematic areas identified in CCD's strategy

### **APPOINTMENT AND TERM**

The CCD Board is responsible for appointing the Board members, the Chair and the Treasurer. The Board members, the Chair and the Treasurer can have at least one two-year term that can be renewed for up to two terms, hence a maximum of six years. However, the Board can recommend the extension beyond three two-year terms. This must be proposed, with a justification, to the board for approval. The process for renewal will be led by the Chair at each two-year term.

### **RELATIONSHIP WITH CCD LEADERSHIP TEAM**

The CCD leadership team (Co-leads) is responsible for day-to-day operations of CCD: setting and delivering strategy through staff recruitment and management, financial management, fundraising and external engagement in consultation with the CCD stakeholders. The Board members are responsible for overseeing CCD in accordance with the ToR. The CCD leadership team will create a reporting framework to support CCD's governance and assurance.

### **NOTICE OF MEETINGS**

Unless otherwise agreed, notice of each Board meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, will be forwarded through email to each member of the Board and any other person required to attend, no later than 4 working days before the date of the meeting.

### **FREQUENCY OF MEETINGS**

The Board shall meet once every quarter in February, May, August, and November. The duration of the meeting will be 1 hour. The quorum at each meeting shall be 4 Board members and at least one co-lead from the leadership team. The chair may also call an ad-hoc meeting to discuss specific issues.

### **CONDUCT OF MEETINGS**

- Meetings shall take place on MTeams or in person where feasible.
- All Board members are expected to attend all meetings.
- The preference is for there to be a collective decision making by the Board. However, if this cannot be agreed then approval and recommendation (as the case may be) will be given by a simple majority of those present and entitled to vote at the meeting.



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- Any decision made by the Board outside a meeting or through a special meeting must be notified and recorded in the minutes of the next meeting.
- Any member of the Board who has a material interest in any decision to be made by the Board must declare that interest before that matter is discussed and will not be entitled to vote on that decision. The Chair makes the final decision on whether the member is entitled to vote and may ask the member to absent themselves from any discussion where there is a conflict of interest.
- The co-leads shall be required to attend all Board meetings. Other team members may, at the Chair's discretion or the co-leads' request, attend meetings as required.
- The secretariat shall provide administrative support in drafting agenda, organizing meetings, compiling pre-reads and taking meeting minutes.
- The Board, with the support of the co-leads, shall report to the wider CCD membership against agreed objectives and strategic direction, and highlight challenges and consult members for solutions as a part of accountability to CCD membership and regular engagement. This can be done in the form of AGM in person or hybrid/ remote on at least on an annual basis.

### **REVIEW OF THE TOR**

The Terms of Reference of the Board will be reviewed every 2 years or as needed, and recommended changes submitted to the Board for review.