

The Sphere Project Governance Structure

October 2007

Since the Project started in 1997, it has made substantial contributions to the humanitarian sector in the form of an already revised Sphere Handbook (*The Humanitarian Charter and Minimum Standards in Disaster Response*); production of quality training materials and numerous training events around the world; exploration of approaches to ‘institutionalising’ the use of the Sphere handbook through agency pilots; and production of videos to support learning and discussion.

Having established this strong track record, the Project embarked on a series of consultations and stock-taking exercises over the course of 2003/2004, in order to inform whether and how the Project should progress. The view overwhelmingly expressed was that a structure was still required to support the effective use of Sphere on the ground¹.

On this basis, the Sphere Management Committee decided that the Sphere Project should be maintained, with a slightly different focus and structure. The focus has shifted towards facilitating the work of people already using and promoting Sphere at national and regional levels. The structure has been modified whereby an expanded Board replaced the Management Committee from 1st April 2005.

Guiding Principles for the Sphere Project Governance Structure

1. In recognition of the NGO (non governmental organisation)/Red Cross Movement genesis of the project, and the quest to retain and protect this strong identity, the new Sphere Board will ensure the financial sustainability of the project by sharing the financial responsibility of the operating costs of a minimal, core, function. This will ensure that the project can operate at a minimal level, independently of donor contributions.
2. The Sphere Project Board is committed to diverse representation to reflect the global scope of the project.
3. Board members will represent either networks or families of non governmental humanitarian organisations (NGOs) and the Red Cross Movement² with a significant constituency, to provide the broadest possible reach into the global humanitarian sector.
4. National coordination bodies, particularly those that have Sphere in their name, are welcome. They are not precluded on the basis that they have members who are UN national bodies or government technical agencies as long as:

¹ See <http://www.sphereproject.org/content/view/99/68/lang,English/> for the report on the consultations.

² The term network is used to describe a grouping of different humanitarian organisations that join together (on a country basis or across countries or regions). The term family (or alliance or federation) describes those organisations that share a common name/identity, but have different chapter headquarters in different countries

- the government or UN members do not have undue control or influence in the network
 - the member who takes up the seat is an NGO – therefore not UN or government member
5. Board members will be represented by senior, experienced individuals who understand how Sphere is used and applied in the field.

Board Composition

1. Members will be representatives of significant and credible NGO/Red Cross Movement networks or families, that can represent a large constituency.
2. The Board will consist of up to 19 individuals
3. NGO networks can have two seats each on the Board, unless their membership is already substantially represented³, in which case they will have only one seat. Organisation families will have one seat each on the Board.
4. Those networks and families that were members of the former Sphere Management Committee⁴ had the option to be included on the Sphere Board, by virtue of their demonstrated commitment of financial and human resources to-date.
5. Additional Board members are sought according to the membership criteria and guiding principles noted in this document.

Board Responsibilities

1. **Management:** The Sphere Board is responsible for the financial sustainability, strategic direction and overall priorities of the Sphere Project. Additional responsibilities include protecting the integrity of the Project, ensuring the ongoing quality of Sphere activities, determining policy on sensitive issues related to the Sphere Project, and representation to key donors.
2. **Financial:** The Board is responsible for ensuring that the core costs of the Sphere Project are met. This commitment to a cost-sharing venture is a key strategy to ensure that the project retains its independence (see Guiding Principle 1).

Every Board member organisation represented will contribute financially to these core costs. In the case of networks which have two seats on the Board (see Board Composition, 3. above), there will be one payment for the network. At the Sphere Board meeting in June 2006, it was agreed to introduce a multi-tier system of payments, depending on the annual turnover of the organization concerned:

³ If 60% or over of a network's member organisations are otherwise already represented on the Board, then only one seat will be permissible for that network.

⁴ The following Networks (ICVA, InterAction, SCHR, and VOICE) and NGO/Red Cross Movement families (ACT, CARE, Caritas Internationalis, International Federation of Red Cross and Red Crescent Societies, LWF, Oxfam and the Save the Children Alliance) were members of the Sphere Management Committee.

Category	Annual contribution, USD	Based on annual revenue in USD
I	18,000	50 million and over
II	8,000	30-50 million
III	4,000	10-30 million
IV	2,000	Below 10 million

On the basis that all Board organizations represented pay a contribution, every member of the Board will have a vote

3. **Attendance:** Individuals representing Board members will be responsible for attending a minimum of three Board meetings per year. If an organisation does not send a representative for two consecutive meetings, the Board Chair will contact the Board member organisation and invite them to ensure that that person or another representative attend the next meeting. If a representative from the Board member organisation is again absent at that meeting, the organisation will be considered to have withdrawn from the Sphere Board.

Hosting duties for the meetings will rotate among Board members and cities. All members will be expected to pay for their airfare and accommodation for these meetings.

4. **Representation:** Each network or family will select its representative for the Board on the basis of individual skills, as noted in the membership criteria.

Terms of Service

Each Board member organisation will serve a three-year term. Individuals representing Board members are expected to serve the full three years in accordance with membership criteria.

At the end of each three-year term, Board members will be reviewed to ensure membership criteria are still upheld. There will then be opportunity either to renew membership, or to rotate off the Board for at least one term. Rotation will be encouraged as long as the financial viability of the project is not jeopardized, and the Board membership does not lose major networks that would undermine the integrity and identity of the project.

Decision-making Procedures

The Sphere Project will operate through consensus decision making at Board level. This has been the way the project has operated since its inception, and constitutes an important part of its ethos. Board decisions require a quorum of 60% of members.

Board member representatives, if unable to attend a Board meeting, may send an alternative representative as long as they are fully empowered to take decisions.

Situations when voting may be required: Safeguarding for financial and reputational risks

To date, neither the Management Committee nor the Board has ever needed to take a vote in order to reach a decision. In extraordinary circumstances, if consensus is not achieved, there are six situations in which a vote may be required:

- (i) New or significant changes to the project budget
- (ii) Strategic directions of the project
- (iii) Appointment of the Project Manager
- (iv) Closure of the Project
- (v) Changes to the governance structure
- (vi) Changes in Board composition

In the unlikely event of a vote, a decision will require 60% of all Board votes to carry. If a member organization does not have a representative at a meeting, they cannot vote by proxy.

Chair

The Board will be led by a Chair, elected by the full Board. The Chair will serve a two-year term, with a commitment to serve the entire term. No member agency can assume the position of Chair for consecutive terms. The Chair will offer support to the Sphere Project Manager on decision-making, on issues that may or may not need to be referred to the full Board. Between meetings, 2 additional Board members will support the chair in decision-making that cannot wait until the following meeting, as long as it does not require full Board approval (i-vi above). This reference group will be constituted at each meeting through Board volunteers, and will serve the 4-month period between meetings.

Legal Status / Hosting Agreement

The Sphere Project will remain an unincorporated project, hosted by the International Federation of the Red Cross and Red Crescent Societies in Geneva.

Board members are bound by the Sphere Project Host Agreement (including its various extensions and amendments) for its duration and as long as they remain members of the Board. New Board members accept to become party to the Sphere Project Host Agreement (and its various extensions/amendments etc.) when accepting membership of the Board.

Membership Criteria for organisations represented on the Sphere Board

Members of the Sphere Board should:

1. Be of credible standing in the humanitarian community.
2. Represent significant and credible NGO networks, or families of organisations, in the humanitarian community
3. Have a thorough commitment to, understanding of and experience in working with Sphere.

4. Be able to promote and enable application of Sphere within their constituency and beyond.
5. Be able to interact (solicit input and provide feedback) with the network and organisation family's wider constituency (national, regional, or global) on Sphere.
6. Be able to contribute financially to the core costs of the Sphere Project.
7. Be able to mobilize funds to cover air-fare and accommodation to attend Board meetings.
8. Be able to mobilize external funding for additional Sphere projects.
9. Commit to providing a representative to the Board who is in a position of responsibility and influence within the member network or family.
10. Commit that their representative will be able to serve the three-year term.

Revised, October 2007