

Minutes of the meeting of the DRC Board of Directors on 8 December 2025

Present

From the Board of Directors:

Carsten Stendevad, Chairperson
 Caroline Tromer Dragsdahl
 Charlie Brown
 Henrik Bodskov
 Kim Simonsen
 Mette Fejfer
 Rasmus Stuhr Jakobsen
 Torben Huss
 Ulla Næsby Tawiah
 Vagn Berthelsen

From the Secretariat:

Charlotte Slente, Secretary General
 Vibeke Bach Madsen, secretary of the board
 Pia Løvengren Ravn, CFO, under item 3, 4 and 5
 Eva Grambye, ED for Strategy, Program & Results, under item 6

Apologies

Nina Boel
 Tarek Kelani, observer (Chairperson in DFUNK)

Agenda

	Points		Content
1)	Approval of the agenda and welcome to Charlie Brown / Carsten Stendevad	Decision	Welcome to Charlie Brown who is the new employee representative, elected by staff in DRC.
2)	Declaration of conflict of interest / Carsten Stendevad	Decision	Members of the Board declare if they have any conflict of interest in relation to any items discussed at the meeting.
3)	Financial briefing / Pia Løvengren Ravn, CFO	Information	Annex 3.0 Cover note financial briefing Annex 3.1 Quarterly report Q3 2025 Annex 3.2 October 2025 financial presentation The Board of Directors is presented with budget follow-up Q3 2025.
4)	Briefing from the Audit Committee	Information	The Audit Committee held its most recent meeting on 26 November 2025. The Board of Directors is informed of the work of the Audit Committee.

	Points		Content
	/ Torben Huss, The Board member of the Audit Committee		
	BREAK		
5)	Approval of 2026 budget / Pia Løvengren Ravn, CFO	Decision	Annex 5.0 Cover note for 2026 budget Annex 5.1 Consolidated budget 2026 The Board of Directors is to discuss and adopt the 2026 budget.
6)	Towards Strategy 2030 – trends analysis, updated impact statements and process / Eva Grambye, Executive Director for Strategy, Program & Results	Information and decision	Annex 6.0 Cover note Towards Strategy 2030 Annex 6.1 DRC Trends analysis Annex 6.2 Updated Impact Statements The Strategy 2030 process has been re-started after the halt in spring 2025 due to US cuts. The Board will be introduced to the updated analysis of trends, asked to endorse the updated impact statements and be informed about the process going forward, including restarting the engagement of the two board members.
	BREAK		
7)	Appointment of Board member with a focus on Global Branding, Communication, Public Affairs / Carsten Stendevad	Decision	Annex 7.0 Cover note Appointment of Board member Annex 7.1 Presentation of candidate The chairpersonship has led a recruitment process for a third appointed Board member. Based on their interviews they will recommend a candidate for the Board approve.
8)	Information from the Chair and the Secretary General	Decision and information	Annex 8.0 Cover note UBS Bank Switzerland Annex 8.1 Authorization re UBS Bank Switzerland The Board of Directors is requested to approve granting banking access to named DRC staff.
9)	AOB		
	Recap after the meeting		The purpose is to evaluate the quality of the board meeting and for the chair to brief the board on his ongoing dialogue with the SG and Executive Management Team

Re 1) Approval of the agenda and welcome to Charlie Brown

Carsten Stendevad, DRC Chair, welcomed Charlie Brown, elected by employees in DRC, as member of the Board of Directors, and the board of Directors had a brief round of introduction.

The agenda was approved as presented above.

Re 2) Declaration of conflict of interest

The Chairperson asked the Board of Directors to declare if they have any conflict of interest in relation to any items discussed at the meeting.

No one had any conflict of interest to declare.

Re 3) Financial briefing

Annex 3.0 *Cover note financial briefing*, Annex 3.1 *Quarterly report Q3 2025* and Annex 3.2 *October 2025 financial presentation* had been sent to the participants.

Pia Løvengren Ravn, CFO, reviewed the budget against forecast 2 and actuals end of October 2025.

Revenue is reaching 95% of its year-to-date target based on the second forecast, which is an improvement compared to the same period in 2024. The forecasting process appears to have stabilized results, aligning expectations more closely with realistic year-end outcomes.

Bottom line is close to target in October, but the prognoses for the year will become worse primarily due to exchange rate fluctuations and moving cost in HQ that is planned to be financed out of DRCs reserves.

Liquidity remains strong and at a favorable level.

⇒ **Recap:** *The Board of Directors expressed its thanks for the briefing and the overview.*

2025 has been a very difficult year, and the Board acknowledged how the Executive Management Team together with the organization has been able to steer the organization through a difficult period.

Re 4) Briefing from the Audit Committee

Torben Huss, representative of the Board of Directors on the Audit Committee, briefed the Board about the proceedings in the Audit Committee.

Audit Committee meeting 26 November

In addition to the budget review and budget 2026, the following subjects were considered:

- New set-up for internal audit.
Going forward the internal audit will be theme-based. This model is also aligned with the new, lower capacity and the strengthened cooperation with the external auditors.
Internal Audit will present the plan for 2026 at the next Audit Committee meeting

⇒ **Recap:** *The Board of Directors extended its thanks to the two board members working on the Audit Committee. This is important work, and the board is reassured by the Audit Committee's efforts.*

The Board appreciated the suggested new set-up of the Internal Audit function being theme-based.

Re 5) Approval of 2026 budget

Annex 5.0 *Cover note for 2026 budget* and Annex 5.1 *Consolidated budget 2026* had been sent to the participants.

Pia Løvengren Ravn, CFO, presented the draft 2026 budget that had also been presented to the Audit Committee on 26 November.

The budget 2026 shows a decrease from budget 2025 down to the level of actuals for 2024. The budget shows a modest profit and includes a buffer for unforeseen costs like losses on exchange rates.

The budgeted expenditure reflects the new organizational set-up with a two-layered organization (HQ and Country Operations) and the decision to have a flat budget from 2025 to 2026 at the central HQ level.

As agreed, 2026 will not include a budget for strategic investment and own funds. But the Executive Management Team will ask the Board to approve using some of the restricted reserves earmarked for the funding of strategic investments. This will be discussed at the Board meeting in February 2026.

⇒ **Decisions:** *The Board of Directors approved the 2026 budget.*

The Board noted their appreciation for the effort that the Executive Management Team and staff had put in to make it possible to land a solid budget with modest margins. This was found important and impressive given the present conditions in the humanitarian sector.

The Board also congratulated the Executive Management Team and the entire organization on having adjusted the organization earlier this year, so that further reductions and changes could be avoided.

Finally, the Board is looking forward to discussing strategic investments financed from the reserves at the Board meeting in February 2026.

Re 6) Towards Strategy 2030 – trends analysis, updated impact statements and process

The following annexes for this agenda item have been sent to the participants: Annex 6.0 *Cover note Towards Strategy 2030*, Annex 6.1 *DRC Trends analysis*, Annex 6. 2 *Updated Impact Statements*.

Eva Grambye, ED for Strategy, Program & Results, introduced the DRC Trends Analysis, the updated impact statements and the strategy process going forward.

After pausing strategy development earlier this year, DRC is now relaunching the strategy development process and will be involving both the Board, the Council and the wider organization.

In the meantime, efforts have been made to strengthen the foundation for the development of the strategy by updating the DRC Response Framework and developing a global Theory of Change.

DRC Trends analysis 2025

Since DRC conducted a trends analysis in 2020 and updated some key trends in 2024 presented to the Board in November 2024, geopolitical and humanitarian system-wide changes (US funding crisis) have created a need to update our collective understanding of the overall situation DRC finds itself in.

The trends analysis strengthens the evidence base, connects internal and external elements and informs the next organization-wide strategy as it develops.

The trends can be summarized in two categories shaping future humanitarian assistance:

The Brutal Paradox and Systemic Strain on Humanitarian Action	①	Complex and escalating crises, displacement and needs
	②	The Widening Chasm between needs and funding and Shifting Aid Paradigms
	③	Mounting Challenges to Humanitarian Access and Protection, including erosion of IHL
The Need for Reforming and Realigning for a People-Centred and Future-Ready Humanitarianism	④	Shifting Power to Frontlines: Imperative of Localization
	⑤	Leveraging Anticipatory Action and tech innovation
	⑥	Legitimacy crisis: Strengthen Accountability, Transparency and People-Centred Approaches
	⑦	Breaking siloes: HDP Nexus

From Breakthroughs to Impact Statement

At the Board meeting 14 November 2024, the Board approved to maintain the vision for DRC *A dignified life for all displaced* in the future strategy but asked for further reflection on the two breakthroughs as they were not fully intuitive and did not capture eg. effects of climate.

In reflecting on the two breakthroughs the Executive Management Team (EMT) agreed to pursue an alternative approach to express the organization's ambition for impact. It was recognized that the previous two breakthroughs, formulated for the purpose of Strategy 2025, had in reality been little used and had posed challenges in external communication due to their technical complexity. In addition, the EMT appreciated that results reporting had been challenged by having to effectively divide up people reached figures into two breakthrough areas, something that was not easy to do. This became even more evident when developing the Global Theory of Change.

It was therefore agreed to formulate a single impact statement to replace the breakthroughs, in simpler action-oriented language that could also be easy to understand in external communications and speaking to the outcomes of the Global Theory of Change.

DRC strategy development process

As the foundation has now been even further developed, these elements form a good basis for finding the strategic tensions – the gap between trends DRC wants to address and the ability to act on it.

In Q1 the core work of identifying strategic focus areas will be done in so-called Sprint groups, with quality assurance made by a Reference group. Recommendations will be tested involving CD's and Directors in DRC, iterating the strategic focus areas as needed. Also, external stakeholders will be invited to engage in the process as 'critical friends'.

In addition, it is suggested to also maintain having two Board members following the process a bit closer with two main roles. Firstly, being a critical friend for the sprint group facilitators. Secondly, being "ambassadors" of the strategy process into the Board.

The Board is expected to approve the first draft of the strategy in May and to approve the final draft of the strategy in June.

Finally, it is planned to invite the Council for a thematic meeting in April to discuss the strategic areas and elements. The Council will be presented with the final draft of the strategy at the annual Council meeting in June.

⇒ **Recap and decisions:** *The Board of Directors expressed their thanks for the thorough update of the trends analysis and approved the single impact statement, replacing the breakthroughs. The Board asked for tweaks on some wordings.*

Furthermore, the Board would favor an open-ended strategy and an adaptive approach, given the many uncertainties in the sector.

The Board agreed to reappoint Ulla Næsby Tawiah and Rasmus Stuhr Jakobsen as representatives from the Board to engage in the development of the strategy.

Re 7) Appointment of Board member with a focus on Global Branding, Communication, Public Affairs

The following annexes for this agenda item have been sent to the participants: Annex 7.0 *Appointment of Board member*, Annex 7.1 *Presentation of candidate*

Carsten Stendevad, DRC Chair, presented briefly the process of the recruitment of an appointed Board member with competencies in global branding, global communication and global public affairs.

The Board had been updated via email throughout the recruitment process led by the chairpersonship – with thorough and outstanding pro bono help from a search company.

Out of a long list of credible candidates sourced from the pro bono partner, from board members, as well as a number of unsolicited highly qualified candidates who have heard about the search via their network the Chairpersonship and the secretary general had two rounds of interviews.

The Chairpersonship recommend that Nilüfer Sahin be invited to join the DRC board from January 2026.

Nilüfer Sahin is the Senior Vice President for Communications and Public Affairs in Orkla Health. She has a long and broad experience with strategic leadership of strengthening brand reputation, strategic storytelling and stakeholder engagement in a number of organizations and companies. She is strong in all three areas of branding, communications and public affairs.

⇒ **Decisions:** *The Board of Directors approved the appointment of Nilüfer Sahin as member of the Board and is looking forward to welcoming her in the Board from January 2026.*

Re 8) Announcements from the Chairperson and the Secretary General

The following annexes for this agenda item have been sent to the participants: Annex 8.0 Cover note UBS Bank Switzerland and Annex 8.1 Authorization re UBS Bank Switzerland

Decision regarding new signatories on Geneva Representation bank account with UBS Bank Switzerland

The Board of Directors has been requested to approve granting banking access to named DRC staff.

As part of the changes to the support structure in Geneva and our ongoing efforts to ensure smooth financial operations, the Board is requested to approve to grant banking access to three colleagues (full name, job title and duty station):

- Dasa Vasilova, Finance Coordinator, Geneva Representation
- Linda Nelausen Povlsen, Finance Controller, HQ Copenhagen
- Jesper Brian Hansen, Finance Controller, HQ Copenhagen
- Lone Læbel Ehlers, Head of HQ Finance and Treasury, HQ Copenhagen

This authorization will allow them to create and approve payments from DRC's UBS account held by the DRC Geneva Representation, in line with DRC's established financial procedures, dual-approval requirements and collective signing authority.

These signing authorities are necessary to maintain operational continuity and ensure timely processing of payments. Existing controls, including segregation of duties and compliance with DRC financial policies, will remain in place.

⇒ **Decisions:** *The Board of Directors approved the new signatories and will sign the authorization in a written process.*

- **Mahmoud Mohamad, Vice Chairman of DFUNK, will be the new observer from DFUNK in the Board**

Mahmoud is taking over from Tarek Kelani who has informed that he is stepping down from the Board as DFUNKs observer.

The Board is looking forward to welcoming Mahmoud, and the secretariat will make sure to plan the onboarding.

- **SG mission to Chad in 9-15 November**

The aim of this mission was to bring visibility to the humanitarian situation in Sudan and Chad as a result of the escalating conflict in Sudan and other humanitarian crises which Chad is bearing the brunt of.

The mission gave the possibility to bring information about the deteriorating humanitarian situation in Sudan and Chad and the importance of the international community supporting its hosting of refugees.

It gave an opportunity to demonstrate gratitude to the Chadian authorities and host communities and to request Chadian authorities facilitate sustainable humanitarian access into Sudan as a way to reduce pressure on Chad's border and serve as a stabilizing factor by preventing further displacement.

- **SG Meetings in Geneva 2-3 December**

The primary focus of the visit was the humanitarian reset debate. It gave the opportunity to follow up, particularly with representatives from the global North—EU, Germany, Sweden—and the Danish Permanent Mission. There was also exchange with the Permanent Mission of Kenya, providing a perspective from the global South, as well as the direct engagement with OCHA, the formal voice of the reset.

A meeting with High Commissioner Grandi offered a moment to bid farewell and an opportunity to reflect on past displacement trends while considering the outlook for the years ahead.

Re 9) Any other business

There was no further business.

Board meetings in 2026

Board of Directors/1	February 26
Board of Directors/2	Seminar May 18 to 19
Board of Directors/3	June 22
Board of Directors/4	14 September
Board of Directors/5	7 December