

## Minutes of the meeting of the DRC Board of Directors on 9 December 2024

### Present

#### From the Board of Directors:

Carsten Stendevad, Chairperson  
 Caroline Tromer Dragsdahl  
 Henrik Bodskov  
 Kim Simonsen  
 Mette Fejfer  
 Nina Boel  
 Rasmus Stuhr Jakobsen  
 Torben Huss  
 Ulla Næsby Tawiah  
 Vagn Berthelsen  
 Tarek Kelani, observer (Chairperson in DFUNK)

#### From the Secretariat:

Charlotte Slente, Secretary General  
 Vibeke Bach Madsen, secretary of the board  
 Kasper Orloff, CFO, under item 3, 4 and 5

### Agenda

	Points		Content
	<b>News from the field: Colombia</b> / Carsten Stendevad & Charlotte Slente		
<b>1)</b>	<b>Approval of the agenda</b> / Carsten Stendevad	Decision	
<b>2)</b>	<b>Declaration of conflict of interest</b> / Carsten Stendevad	Decision	Members of the Board declare if they have any conflict of interest in relation to any items discussed at the meeting.
<b>3)</b>	<b>Financial briefing</b> / Kasper Orloff, CFO	Information	Annex 3.0 Cover note financial briefing Annex 3.1 Quarterly report Q3 2024 Annex 3.2 October 2024 financial presentation The Board of Directors is presented with budget follow-up Q3 2024.
<b>4)</b>	<b>Information from the Audit Committee</b> / Torben Huss, The Board member of the Audit Committee	Information	The Audit Committee held its most recent meeting on 29 November. The Board of Directors is informed of the work of the Audit Committee.

	Points		Content
5)	<b>Approval of 2025 budget, including strategic investments</b> / Kasper Orloff, CFO	Decision	Annex 5.0 Cover note for 2025 budget Annex 5.1 2025 Budget presentation Annex 5.2 Consolidated budget 2025 The Board of Directors is to discuss and adopt the 2025 budget, including strategic investments for 2025.
6)	<b>Board mission 23/2-1/3 2025</b> / Charlotte Slente	Information	Annex 6.0 Cover note re. Board mission Annex 6.1 DRAFT program Annex 6.2 Fact sheet about Ethiopia The Board is informed about the initial plans for the mission.
7)	<b>Information from the Chair and the Secretary General</b>	Information	
8)	<b>AOB</b>		
	<b>Recap after the meeting</b>		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 agenda

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 2024* and Annex 3.2 *October 2024 financial presentation* had been sent to the participants.

Kasper Orloff, CFO, reviewed the budget up to and including Q3 2024.

*Income* is below budget and forecast, whereas the bottom line remains ahead of budget mainly due to lower costs.

The *strategic investment funds* spending rate continues to rise and is expected to be applied according to budget.

*Liquidity* is high and at a favorable level.

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

*It is acknowledged that access to people of concern and accordingly program activities and spending level can be a challenge given the complex contexts DRC is operating in. Thus, forecasts are an important tool to steer the organization.*

## 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.

### Workshop 25 November

The Audit Committee had a workshop 25 November discussing the Internal Audit function and the cooperation between Internal and External Audit.

Both Internal and External Auditors participated in the workshop.

The focus was on how to optimize processes of Finance and Internal Audit making sure resources and focus areas are best used and leaving resources for Internal Audit to also an advisory role.

Furthermore, the Audit Committee would like to meet only high-risk items and cases and thus make sure that the organization internally handles minor cases.

### Audit Committee meeting 28 November

In addition to the budget review and budget 2025, the following subjects were considered:

- Approval of the internal auditors' plan for 2025.
- Information about the new treasury policy that is almost finalized.

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

## Re 5) Approval of 2025 budget, including strategic investments

Annex 5.0 Cover note for 2025 budget, Annex 5.1 2025 Budget presentation and Annex 5.2 Consolidated budget 2025 had been sent to the participants.

Kasper Orloff, CFO, presented the draft 2025 budget.

The budget 2025 shows a minor **revenue** increase compared to the 2024 budget and a modest profit. This also reflects the localization ambition: the decision to share overhead with local partners.

The budgeted **expenditure** reflects the decision to have a flat budget from 2024 to 2025 at HQ and regional level.

As agreed, 1% of turnover has been set aside for **strategic investments and own funds**, the latter used to support and accelerate efforts in country operations, for example in connection with funding gaps.

The main focus on strategic investments is income generating activities, the continued localization efforts and IT security.

⇒ **Decisions:** *The Board of Directors approved the 2025 budget which was considered to be balanced.*

*Given the uncertainties in the external operating environment, the board noted the importance of getting timely warnings should the actual results deviate significantly from the budget. Also, the board noted the importance of the strategic investments and the importance of protecting those as much as possible in the event of a potential downturn. Finally, the Board requested periodic updates on the investment activities including how they are advancing our strategic priorities.*

## Re 6) Board mission 23/2-1/3 2025

The following annexes for this agenda item have been sent to the participants: Annex 6.0 Cover note re. Board mission, Annex 6.1 DRAFT program and Annex 6.2 Fact sheet about Ethiopia.

Charlotte Slente, Secretary General, introduced the overall purpose and draft program for the mission.

Every third year the DRC Board of Directors visits DRC's international operation.

The overall purpose of these visits is for the Board to get an understanding of the international activities of DRC, the displacement context in which we are working and the operational context/challenges through visiting DRC activities and meeting with People of Concern.

On this mission the Board will – also as part of the development of Strategy 2030 – be introduced to how DRC Ethiopia aims to meet the diverse short- and longer-term needs of displaced populations for sustainable impact by within areas as:

- Addressing the interconnected challenges of Climate change, Conflict and Displacement
- Promoting and supporting Durable Solutions
- Advocating for and supporting Refugees' Rights and Resilience
- Mixed Migration programming supporting the needs of people on the move

⇒ **Recap:** *The Board of Directors expressed thanks for the very interesting draft program and are looking forward to the mission.*

*Before the end of the year the Board will receive more practical information regarding the mission.*

## **Re 7) Announcements from the Chairperson and the Secretary General**

- **Syria**

After ten days of intense fighting, the Syrian Government collapsed on the morning of 8 December. On 27 November Non-State Armed Groups (NSAG), including Hayat Tahrir Al-Sham (HTS) in northwest Syria, launched a major offensive against the Syrian Arab Army (SAA). The offensive resulted in the capture of key strategic locations, towns, and cities, culminating in their takeover of the capital, Damascus, early on Sunday morning.

All international staff have left Syria and will continue to support DRC's operations and programs remotely for the foreseeable future. All national staff have been accounted for and are safe.

DRC has temporarily suspended its activities across all areas of Syria but remains committed to resuming operations as soon as conditions allow. We are closely monitoring the dynamic situation and collaborating with key stakeholders, including UN leadership and donors, to adapt our operational strategies to address the challenges of this complex environment. Our dedication to delivering humanitarian assistance and supporting those most affected by the crisis remains steadfast.

With more than 6 mill. Syrian refugees and more than 6 mill. Internally Displaced Persons, the question of returning Syrian refugees to their home country remains deeply complex and sensitive. It is critical to emphasize that any return should be voluntary, safe, and informed. At present, the situation in Syria remains too uncertain to responsibly consider initiating discussions about revoking Syrian refugees' residence permits. Premature debates will only heighten anxiety among individuals already living under immense uncertainty, yielding no meaningful outcomes.

- **Georgia**

The violent clashes between protestors and police in Tbilisi continues since end of November. More peaceful protests have also taken place in other urban centres throughout Georgia. Implementation of country project activities has not yet been affected.

- **Her Majesty Queen Mary of Denmark continues as Patron of the DRC**

It is with pride and gratefulness that DRC has received the news that Her Majesty Queen Mary has chosen to continue as patron of DRC and the vital work for the world's refugees and displaced

people. Her Majesty has been a dedicated patron for 17 years as Crown Princess of Denmark, demonstrating great passion for the mission of DRC.

- **Denmark will become member of the UN Security Council 2025-2026**  
DRC has been invited to meetings to contribute with our vast expertise and knowledge on humanitarian access and International Humanitarian Law and Refugee Law.

## **Re 9) Any other business**

There was no further business.

### **Board meetings in 2025**

Board/1	Included in mission 23-28 February
Board/2	14 May
Board/3	25 June
Board/4	15 September
Board/5	8 December