

## ANNUAL MEETING OF THE COUNCIL OF THE DRC DANISH REFUGEE COUNCIL

31 MAY 2023

### MEMBERS OF THE COUNCIL

Board of Directors members (in red)

| FIRST NAME           | SURNAME                  | ORGANISATION   |
|----------------------|--------------------------|--|
| <b>Agi</b>           | <b>Csonka</b>            | <b>Chairperson (Board of Directors)</b>  |
| Jens                 | Vesterager               | ADRA   |
| Jon                  | Kristiansen              | ADRA   |
| Nina                 | Monrad Boel              | Amnesty International  |
| <b>Sophie</b>        | <b>Rytter Skjoldager</b> | <b>Amnesty International (Board of Directors)</b>                                    |
| Vibe                 | Klarup                   | Amnesty International  |
| Rasmus               | Stuhr Jakobsen           | CARE Denmark   |
| Thomas               | Andreasen                | Danish Union of Teachers ( <i>Danmarks Lærerforening</i> )                           |
| Katrine              | Fylking                  | Danish Union of Teachers   |
| Sune                 | Holm Pedersen            | Confederation of Danish Employers ( <i>Dansk Arbejdsgiverforening</i> )              |
| Anja                 | Gudbergesen              | Danish Chamber of Commerce ( <i>Dansk Erhverv</i> )                                  |
| <b>Mette</b>         | <b>Feifer</b>            | <b>Danish Chamber of Commerce (Board of Directors)</b>                               |
| Peder                | Thorning                 | Danish People's Aid ( <i>Dansk Folkehjælp</i> )                                      |
| Anne-Mette           | Wehmüller                | Council of Danish Artists ( <i>Dansk Kunstnerråd</i> )                               |
| Alan                 | Melchior                 | The Jewish Community in Denmark ( <i>Det Jødiske Samfund i Danmark</i> )             |
| Linda                | Herzberg                 | The Jewish Community in Denmark  |
| Christina            | Ravn Lund                | Danish Youth Council ( <i>Dansk Ungdoms Fællesråd</i> )                              |
| Johan                | Hedegaard Jørgensen      | Danish Youth Council   |
| Christina            | Borries                  | FH – Danish Trade Union Confederation ( <i>FH Fagbevægelsens Hovedorganisation</i> ) |
| Jørgen               | Estrup                   | Danish UN Association ( <i>FN-Forbundet</i> )  |
| Ole                  | Olsen                    | Danish UN Association  |
| Vinni                | Jakobsen                 | FOA (Trade and Labour) ( <i>trade union for public service workers</i> )             |
| <b>Kim</b>           | <b>Simonsen</b>          | <b>HK (Deputy Chairperson, Board of Directors)</b>                                   |
| <b>Juliane Marie</b> | <b>Neiendam</b>          | <b>Women's Council Denmark (<i>Kvinderådet</i>) (Board of Directors)</b>             |
| Karen-Lisbet         | Jacobsen                 | Women's Council Denmark  |
| Steen                | Folke                    | ActionAid Denmark ( <i>Mellemfolkeligt Samvirke</i> )                                |
| Mette                | Roerup                   | ActionAid Denmark  |
| Lars                 | Koch                     | Oxfam Denmark  |
| Mette                | Lybye                    | Oxfam Denmark  |
| <b>Vagn</b>          | <b>Berthelsen</b>        | <b>Oxfam Denmark (Board of Directors)</b>  |
| Birthe               | Munck-Fairwood           | Intercultural Christian Centre Denmark ( <i>Tværkulturelt Center</i> )               |
| <b>Bettina</b>       | <b>Bach</b>              | <b>Volunteer representative (Board of Directors)</b>                                 |
| Erik                 | Lyby                     | Volunteer representative   |
| Jens                 | Vinter Frederiksen       | Volunteer representative   |
| Regitze              | Videbæk                  | Volunteer representative   |

|                          |                 |   |
|--------------------------|-----------------|---|
| Sinne                    | Rørdam Jensen   | Volunteer representative                                    |
| Karen Faarbæk de Andrade | Lima            | Employee representative, retiring (Board of Directors)      |
| Mustafa                  | Rafiqyaar       | Employee representative, newly elected (Board of Directors) |
| Ulla                     | Næsby Tawiah    | External member of the Board of Directors                   |
| Signe                    | Husted Davidsen | DFUNK (observer, Board of Directors)                        |

#### GUESTS

|           |                  |                 |
|-----------|------------------|-----------------|
| Christian | Dalmose Pedersen | Deloitte        |
| Henrik    | Wellejus         | Deloitte        |
| Finn      | Schwarz          | Audit Committee |
| Michael   | Bach             | Audit Committee |
| Stig      | Glent-Madsen     | Honorary Member |

#### EMPLOYEES OF THE DRC DANISH REFUGEE COUNCIL

|           |                 |  |
|-----------|-----------------|--|
| Charlotte | Slente          | Secretary General  |
| Andrew    | Clarke          | Interim Executive Director of Finance, Supply Chain and Risk     |
| Eva       | Grambye         | Executive Director for Strategy, Programme and Learning          |
| Kenneth   | Flex            | Executive Director of DRC Integration                            |
| Mads      | Sørensen        | Executive Director of People and Organisation                    |
| Mikkel    | Trolle          | Executive Director of Operations (speaker)                       |
| Vibeke    | Bach Madsen     | Corporate Strategy Advisor                                       |
| Trine     | Korsholm Jensen | Executive Assistant to the Secretary General (keeper of minutes) |

Agi Csonka, Chairperson of the DRC Danish Refugee Council (hereinafter ‘the DRC’), welcomed the Council and expressed her gratitude for the large attendance.

Agi Csonka welcomed the auditors from Deloitte, Finn Schwarz and Michael Back of the Audit Committee, Stig Glent-Madsen, Honorary Member, and the Board of Directors. Unfortunately, Andreas Kamm, Honorary President of the DRC, was unable to attend.

Agi Csonka also welcomed Signe Husted Davidsen, who is the new Chair of DFUNK. Signe will become the observer on the Board of Directors now that Rahima Abdullah has retired.

The DRC Management was represented by Charlotte Slente, Secretary General, and the rest of the Executive Management Team.

Andrew Clarke, Interim Executive Director of Finance, Supply Chain and Risk, who has taken over for the period until 1 July 2023 when Kasper Orloff, the new Executive Director, takes up the position, attended the Annual Meeting to present the financial results and the Annual Report.

Eva Grambye, the new Executive Director of Strategy, Programme and Learning, introduced herself. Eva Grambye has an occupational background in development policy and humanitarian aspects and has most recently worked for the Danish Institute for Human Rights (*Institut for Menneskerettigheder*). Her role will be to contribute to combining strategies and operational activities to optimise impacts.

Mikkel Trolle, the new Executive Director of DRC Operations, introduced himself. Mikkel Trolle used to be the Regional Director for Asia, but has recently taken up his new position and become a member of the Executive Management Team.

Also Kenneth Flex, Executive Director of DRC Integration, and Mads Sørensen, Executive Director of People and Organisation, attended as representatives of the DRC.

## Theme: Humanitarian access to Afghanistan

### Increased global difficulties in reaching the distressed population with humanitarian aid

Mikkel Trolle, Executive Director of DRC Operations, gave an introduction to the theme of the Annual Meeting by making a presentation of the approach of the DRC in humanitarian operations (*access*).

### The approach of the DRC to access

The DRC works with access from three perspectives: (a) access by the DRC to those in need, (b) access of those in need to the DRC, and (c) access to coordinate humanitarian assistance.

Challenges and restrictions of access are considered from a legal perspective (the right to a visa, the requirement of approval before humanitarian aid can be distributed and the right to travel freely), from a security perspective (restrictions on access despite the security measures of the DRC), from a logistics perspective (poor logistics infrastructure in many of the target countries receiving assistance and the risk that access may be reduced by natural disasters), and from an internal perspective (internal procedures preventing the DRC from responding as quickly as desired).

The DRC country programme in Afghanistan is a good example of a context with many challenges and restrictions relative to access in which the DRC has succeeded to a great extent in overcoming such challenges and restrictions.

### Example from Afghanistan

The DRC has been operational in Afghanistan since 1999 and has had to deal with challenges related to access throughout this period. Up to and including August 2021, the DRC worked in the midst of an open conflict and was subject to restrictions and security restraints affecting the feasibility of movements in the country. The DRC negotiated with the Taliban, but gained only limited access. The central authorities were the main partner.

When the Taliban assumed power in Afghanistan in August 2021, the DRC continued the implementation of the activities planned and gained, for a period of time, better access to areas of the country that had not previously been accessible. The situation improved in 2021 in terms of access when new administrations were set up at district, provincial and national levels. However, the DRC has experienced both legal and practical issues in connection with the establishment of cooperation with the Taliban.

Since December 2022, the possibility of NGOs to have female employees has been restricted by the Taliban. As a matter of principle, the DRC would not accept that approach, nor could the DRC continue the implementation of most activities without female employees. Initially, all activities were therefore suspended. However, activities were slowly re-started when activities already planned became allowed, activities not involving female employees could continue and the DRC succeeded at the local level in negotiating the possibility of implementing activities using female employees. Negotiations in Afghanistan have always been conducted both at the local and at the national levels. Restrictions have been decided by the *supreme leadership*, but they are to be implemented by authorities at and below the level of ministers. Views and approaches may differ at the different levels, and therefore the DRC continues to have negotiations at all levels.

The DRC currently has activities in 12 of the 32 provinces of the country and has access to four additional provinces through its mobile teams. 80 per cent of the 2023 budget has been implemented as at today. This achievement has been made possible through a constant approach of flexibility and negotiations.

After Mikkel Trolle's presentation, it was possible to ask questions. Some of the questions asked related to the working conditions of female employees and to how DRC determines when requirements made by the

Taliban of our programmes reach the stage when, in the assessment of the DRC, boundaries have been overstepped. As regards the situation of women, Mikkel Trolle answered that the role of the DRC is to make sure that women can continue to work without fearing any risks and that officials allowing female employees will not face any risks. Efforts are still being made to make it possible for women to work under conditions accepted by the Taliban. Mikkel Trolle also highlighted that the overall curve of funding for Afghanistan was seeing a downward trend, whereas that of the DRC still remained at a relatively high level. The reason is that the DRC has made successful programme integration and has successfully negotiated the right to make implementations on an ongoing basis.

The Chairperson expressed her gratitude to Mikkel Trolle for his presentation. Agi Csonka considered it particularly impressive that the DRC has managed to establish a presence in contexts like Afghanistan and that the DRC maintains focus on essential principles and ensures that such principles guide the activities of the DRC to a great extent. It is obvious that the DRC is an organisation to which principles are essential.

### Re item 1. Election of chair of the meeting

The Chairperson moved that Finn Schwarz, Attorney-at-Law and a member of the DRC Audit Committee, be elected chair of the meeting.

**Resolution: Finn Schwarz was elected chair of the meeting by acclamation.**

The chair of the meeting expressed his thanks for the election and said that it had to be determined whether the Council had been lawfully convened and formed a quorum before the meeting could proceed.

According to **article 9(2)** of the Statutes of the DRC, the Annual Meeting of the Council must be convened by the Chairperson at no less than two months’ notice. Proposed motions that Council members wish the Annual Meeting to consider must be submitted in writing to the Chairperson no later than 21 days before the Annual Meeting. No later than 14 days before the Annual Meeting, the Chairperson must circulate any proposed motions as well as the Annual Report and the agenda for the meeting setting out a number of regular items.

- Notice of the meeting was given by email on 29 March 2023. A reminder was sent on 21 April 2022.
- The agenda, the 2022 Annual Report and appendices were circulated to the Council members by email on 15 May 2023.

The chair of the meeting announced that **the meeting had been duly convened.**

**Article 8(3)** of the Statutes of the DRC reads as follows: *Each member organisation has one vote on the Council. The six representatives of the voluntary groups and advisory services for refugees that are part of and have concluded a co-operation agreement with the Danish Refugee Council and the members of the Board of Directors have one vote each. They cannot vote by proxy, but before the start of the Council meeting, the member organisations and the voluntary groups may register a substitute for a Council member who is unable to attend. Decisions shall be made by a simple majority vote unless the Statues provide otherwise.*

|  |                   |
|--|-------------------|
| The <b>full</b> Council comprises 22 x 1 persons | 22                |
| + Board of Directors                             | 9                 |
| The network of volunteers                        | 6                 |
| The Council comprises a total of                 | <b>37 members</b> |

This means that the presence of at least 19 voting members is required for the meeting to form a quorum.

A roll call confirmed the presence of 30 representatives, that is, at least half of the voting representatives were present at the meeting, and the chair of the meeting was therefore able to announce that the meeting **formed a quorum**.

## Re item 2. The Chairperson's oral report and its adoption

The chair of the meeting gave the floor to Agi Csonka, who presented her oral report.

'Much has happened the past year – developments that make our hair stand on end', Agi Csonka said at the opening of her presentation. She continued emphasising the impressive developments that have also taken place within the DRC.

In her oral report, Agi Csonka focused on the war in Ukraine, which has attracted much focus both in the media and in the activities of the DRC due to the high number of internally displaced persons and displaced persons in neighbouring countries and in the rest of the European countries.

Agi Csonka quoted Anna, a Ukrainian woman and mother of two, who is one of the 35,000 Ukrainians who have been granted residence in Denmark, 'I feel as if I have lost my identity and personality. I had a job, we lived in a house, and we were not poor. Here, I have had to start all over again. Now I'm just a Ukrainian. I'm nobody. And that's hard.'

The DRC Integration offers Ukrainians counselling and guidance on asylum and residence issues, psycho-social support and employment. However, they also receive good support from the 6,000 DRC volunteers in Denmark, who offer assistance, such as language classes, social activities and information on how to establish ties with the local community. In 2022, more than 10,000 Ukrainians benefitted from such assistance.

Agi Csonka said that there is no doubt that this crisis will continue to require attention for some years. She also highlighted the dilemma caused by the fact that when so much money has been donated to Ukraine, the consequence is that there is less money for other crises around the world, including long-term crises like those in Yemen, Syria, Bangladesh and the Central African Republic.

Another issue attracting focus was the drought in the Horn of Africa, especially in Somalia, Kenya and Ethiopia, which has now lasted for five years. The DRC provides emergency relief aid, while also experiencing *access* issues in those countries. Therefore, the DRC has made efforts to make digital money transfers to reach some of those who are otherwise difficult to reach. It is part of the strategy of the DRC to reach the least accessible people, also in other countries.

The DRC also aims to find long-term solutions by restoring water channels and collaborating with local communities on the development of systems that can give early warnings of heavy showers and drought. However, it is difficult to make long-term solutions with limited humanitarian funds.

The Chairperson shared her experiences from the mission of the Board of Directors to Uganda. Agi Csonka described Fatima, a 62-year-old woman from South Sudan. Fatima had lost her husband and several sons and had fled to Uganda with two of her grandchildren. On the way, she had picked up seven other orphans, and she now had to start up a new life in a new country with nine orphans.

Actually, Fatima was fortunate to be in Uganda, which is one of the countries with the most visionary refugee policy. In Uganda, refugees are integrated into a local community from day one, and Fatima had been given a small piece of farmland, which she was farming. The DRC and other organisations cooperate closely with the Ugandan authorities, giving advice on the rights of refugees and asylum-seekers. However, the inclusive refugee policy puts Uganda under great pressure, and there is a risk that the country may start tightening its policy.

Finally, the Chairperson commended the immense work undertaken around the world.

Agi Csonka mentioned that it always impresses her to meet DRC employees. Many of them face hardships,

but always encounter every single refugee in a respectful manner. That is very impressive. She also mentioned the huge efforts of all DRC leaders and employees in more than 40 countries, which was the reason why the DRC assisted a far greater number of refugees and displaced persons in 2022 than in previous years. The DRC has nearly reached the 2025 target for the number of people that we want to help. Even though our activities are difficult to measure and it is new to the DRC to measure results in this manner, it is promising that we have reached that many people. The reason for our success is our field work and our organisational efforts to become more efficient. We have worked to fine tune the organisation to be ready to respond to emergencies around the world.

Agi Csonka ended her oral report by thanking Charlotte Slente, Secretary General, and her team for taking the lead in the organisational transformation that has made the DRC even more relevant and make programmes to help and support millions of displaced persons future-proof.

After the Chairperson's oral report, it was possible to ask questions in relation to the report. The Chairperson was asked about the advocacy activities of the DRC within the field of Danish asylum policy, especially focusing on quota refugees, and about the approach applied by the DRC to address the underlying reasons for the crises causing displacements. The DRC is a mandated organisation for the protection of forcibly displaced persons, providing both humanitarian aid and more long-term assistance to people who remain displaced for a long term. This is a focus area in both operational and advocacy activities. It is a fundamental element of the work of the DRC that we intend to improve links between peace, humanitarian aid and development. Eva Singer, Director of the Asylum Department, often makes comments on behalf of the DRC, which is part of the advocacy activities of the DRC aimed at influencing the Danish policy of quota refugees. Representatives of the DRC also take part in the missions during which refugees are selected and are therefore able to ask critical questions about the criteria.

The oral report is appended to these minutes.

***Resolution: After it had been possible to ask questions regarding and comment on the report, the chair of the meeting noted that the Council had approved the oral annual report.***

### **Re item 3. Adoption of the 2022 Annual Report of the DRC**

The chair of the meeting informed the Council that the 2022 Annual Report had been sent to the Council members together with the recommendation from the Audit Committee and the Board of Directors that it be approved.

Henrik Wellejus and Christian Dalmoose Pedersen of Deloitte, the external auditors of the DRC, as well as Finn Schwarz of the law firm of Horten and Michael Bach of ActionAid Denmark, representatives of the Audit Committee of the DRC, attended the meeting to answer any questions.

The chair of the meeting said that the Annual Report would be presented in English, but that it was also possible to ask questions and answer questions in Danish.

Andrew Clarke, Interim Executive Director Finance, Supply Chain and Risk, presented the **2022 financial results**, which include a net profit of DKK 7.2 million. Results were lower compared with those of 2021, but the positive trend started last year has continued. As opposed to recent years' exchange rate fluctuations, fluctuations contributed negatively to the 2022 results.

**Revenue** reached historic highs in 2022 (DKK 3.3 billion), an increase by 6 per cent compared with 2021. The main reason was the increase in the international activities of the DRC and a minor increase in fundraising activities. Conversely, national activities continued to be affected by the reductions in 2021 due to the winding up of LearnDanish (*Lærdansk*) and the DRC Interpreting Service (*Tolketjeneste*), which were

not recognised in the 2022 financial statements. The five most comprehensive country operations of the DRC are in Iraq, Yemen, Afghanistan, Colombia and, as a new country on the list, Ukraine.

**Investments** stood at DKK 28 million by year-end 2022, which is considerably lower than in 2021.

**Equity** stood at DKK 392 million and continued the trend of a small increase every year. It is the aim of the Board of Directors that the equity of the DRC will correspond to 6 to 10 weeks' operational activities, which was met in 2022.

Liquidity, which was a challenge in 2020, saw a major increase in 2022. The reason is improved access to funding from donors, but it can also be explained by the fact that new grants were received simultaneously. Field liquidity was reduced compared with 2021, which is a positive development due to the risks associated with carrying cash in the field.

Budgeted expenses are expected to increase by 14 per cent in 2023, the projected profit from income-generating activities being at the same level as in 2021 and the investments at the same level as in 2021 and 2022. The projected 2023 income is DKK 3.78 billion, profit before investment is expected to come in at about DKK 64 million and investments at about DKK 37 million. The projected profit for the year is about DKK 27 million. Losses included in previous budgets have been removed from the 2023 budget to increase transparency and to give a clear indication of the significance of losses to our results.

Following Andrew Clarke's presentation, the floor was opened for questions. The questions asked concerned mainly the DRC's possibilities of ensuring increased funding and of handling exchange rate fluctuations. Moreover, it was put into question whether the best standard for an organisation the size of the DRC is to have equity sufficient for covering 6 weeks' operational activities, or whether other risk measures would be more relevant. The activities of the DRC are mainly funded by donors (94%) and fundraising activities in Denmark. It is the intention to increase fundraising activities to ensure more flexible funding, also to finance internal growth. We are contemplating new initiatives, but the Danish market is very competitive. However, the DRC will soon open a representative office in Germany and is also trying to raise more funds in the USA. Exchange rate fluctuations have a major impact on the budget. Those fluctuations are difficult to handle, and they pose a high risk. To mitigate that risk, the DRC attempts to use the same currency for both income and expenses and also to match that currency with the currency of donations. Moreover, the DRC seeks to improve budgets by the increased use of forecasts to make it possible to engage donors as early as possible to request more funding or to adapt supplies. As regards equity, that takes a prolonged discussion. It is being considered whether to make more re-investments in the organisation to ensure growth or as an incentive to country offices. When reference is made to 6 weeks, that figure also reflects the responsibility of the Board of Directors to ensure that the organisation can be wound up in a decent manner in that extreme situation.

***Resolution: The chair of the meeting expressed his thanks to Andrew Clarke for the presentation and announced, following the approbation by the Council in meeting, that the DRC's Annual Report for 2022 had been adopted by the Council.***

The Annual Report for 2022 is available for download at drc.ngo: [annual-report 2022 drc final-2023-06-12.pdf](https://drc.ngo/annual-report-2022-drc-final-2023-06-12.pdf)

## **Re item 4. Consideration of proposed motions**

The chair of the meeting said that no motions had been proposed.

## Re item 5. Proposed amendments to the Statutes of the DRC

The chair of the meeting opened the item by clarifying requirements for carrying the proposed amendments.

Article 18 reads as follows: *The Statutes of the Danish Refugee Council may be amended if at least two-thirds of the Council members present and entitled to vote, see article 8(3), but no less than half the total number of Council members entitled to vote, are in favour at an annual Council meeting.* As there were 30 Council members present and entitled to vote, **at least 20 votes were required for a sufficient majority.**

The chair of the meeting referred to Appendix 5.1 *Proposed linguistic amendments* and Appendix 5.2 *Proposed amendment relating to the composition of the DRC Board of Directors*. The proposed amendments had been submitted to the Council members together with the recommendation from the Board of Directors that the amendments be approved.

### Re Appendix 5.1

The following amendment to the Statutes of the DRC Danish Refugee Council had been proposed:

- The Statutes will be amended so that the Executive Committee will be referred to as 'Board of Directors', the chairman will be referred to as 'Chairperson' and the deputy chairman will be referred to as 'Deputy Chairperson'.

The proposed changes to the existing Statutes had been tracked in the appendix.

The chair of the meeting presented the proposed amendments and asked the members of the Council whether they had any comments on the proposal. No one had any comments.

***Resolution: The chair of the meeting announced that the motion to amend the Statutes of the DRC Danish Refugee Council had been passed.***

### Re Appendix 5.2

The following amendments to Article 12 of the Statutes of the DRC Danish Refugee Council on the election to the Board of Directors had been proposed:

- The skills profile is to be used actively in connection with the nomination process for the Board of Directors. Accordingly:
  - Member organisations who want to nominate a candidate for the Board of Directors are advised to nominate candidates who match the skills mentioned.
  - Candidates running for election are encouraged to outline in their written motivation how they view their contribution to the activities of the Board of Directors in respect of the skills profile.
- The election period of members of the Board of Directors is changed from two years (a total period of up to ten years) to three years (a total period of up to nine years).
- Up to three external members of the Board of Directors may be appointed (rather than up to two).
- The number of members up for election is reduced to four; accordingly, in future the Board of Directors will consist of five elected members (including the Chairperson) and up to three external members (instead of seven elected and two external members) and one elected employee representative.

The Chairperson gave an introduction to the amendments proposed by the Board of Directors. The proposed amendments had been subject to lengthy discussions by the Board of Directors, the reason being



the increasing complexity of the organisation and stricter requirements from donors that the DRC must be a professional organisation. Ever more frequently, donors ask questions concerning the composition of the Board of Directors and the rationale behind such composition. Against this background, the Board of Directors has discussed what it takes for the Board of Directors to have the relevant competencies to ask the right questions and to know where and when to exert pressure. To be able to do that, the members of the Board of Directors must have skills and competencies matching developments in the organisation. The existing practise has been that everybody could stand for election to the Board of Directors and that all member organisations could nominate candidates. The Board of Directors has proposed the amendments to increase focus on the need to make sure that members of the Board of Directors have the required capacities while maintaining active involvement of member organisations.

The underlying ideas of the proposal were presented at the information meeting in March 2023, and feedback on the proposal was received from members of the Council. The Board of Directors noted some concern raised about the democratic involvement of members. It is essential for everyone to maintain the legitimacy of having a Council and that the Council is used in a good manner and is reflected in the governance of the DRC. The Board of Directors will therefore look further into better ways of making use of the Council and the competencies of Council members and to start a closer dialogue about ways that the Council can and would like to contribute.

The proposed amendments to the Statutes include a number of proposals. The members of the Board of Directors are in full agreement on three of those proposals:

(1) a skills profile for members of the Board of Directors that candidates can use to map their own skills and competencies and reasons for their nominations, (2) an extension of the election period to three years to create continuity and (3) a proposal to appoint three external members rather than two. Moreover, there is yet another proposal: (4) a reduction in the number of elected members from six to four. This proposal has been debated by the current members of the Board of Directors, and not everyone agrees with the proposal. However, a large majority of the members recommend the adoption of this proposal.

To be a Board of Directors that is capable of making good decisions, we have to make the difficult decision to reduce the number of members. Such reduction in number makes it possible to create a closely knit team. The reason for reducing the number of members to exactly four members is that this would mean that, in combination with the Chairperson, the majority of the members of the Board of Directors would still be elected by the Council.

The chair of the meeting opened the floor for questions or comments on the individual proposals:

***Proposal 1: The skills profile is to be used actively in connection with the nomination process for the Board of Directors***

Most members expressed an understanding for the need to ensure the right competencies on the Board of Directors of the DRC. However, some concern was expressed as to the contents of the skills profile described, and it was suggested to focus on other or additional competencies. The distribution of essential competencies among Secretariat employees and members of the Board of Directors was also challenged. A few comments also related to a concern that the balance between commercial aspects and the values of the DRC may shift, and attention was drawn to the need to ensure that the Council would continue to play a role and be involved.

Other members of the Council pointed out that the skills profile was soft and guiding and that the members of the Council still had the right to freely elect members for the Board of Directors based on their own views. However, they maintained that an organisation of the size and complexity as that of the DRC required professionalisation, also of the Board of Directors.

The Chairperson added that the skills profile had been developed together with a company that collaborates extensively with boards of directors of NGOs. Agi Csonka admitted that it is very relevant to consider the distribution of skills and competencies between the Secretariat and the Board of Directors, but

that the skills and competencies of Board members must reflect those of the employees of the organisation in order for the Board of Directors to ask the right strategic questions. Agi Csonka concluded that it would indeed be possible to add additional relevant competencies. However, the Board of Directors had made extensive efforts to reach the wording of the current proposal. Thus, the existing proposal with no further amendments, was up for approval.

The chair of the meeting called for a vote on the proposed wording of Article 12(2). 22 voted in favour of the proposed motion.

***Resolution: The chair of the meeting announced that the motion to amend the Statutes of the DRC had been passed.***

***Proposal 2: The election period of members of the Board of Directors is changed from two years (a total period of up to ten years) to three years (a total period of up to nine years)***

No comments.

The chair of the meeting called for a vote on the proposed wording of the last sentence of Article 12(2). 30 voted in favour of the proposed motion.

***Resolution: The chair of the meeting announced that the motion to amend the Statutes of the DRC had been passed.***

***Proposal 3: Up to three external members can be appointed for the Board of Directors (rather than up to two)***

It was mentioned that the current Board of Directors only had one external member even though the current Statutes allowed for the opportunity to elect two external members. Against this background, the necessity of increasing the number of potential external members of the Board of Directors to three was questioned. The Chairperson explained that the Board of Directors had been uncertain as to the requirements to be made of external members, but that the skills profile had provided a clarification and that it had become clear that it was necessary to look for certain competencies externally to complement the competencies of the existing members.

The chair of the meeting called for a vote on the proposed wording of Article 12(3). 20 voted in favour of the proposed motion.

***Resolution: The chair of the meeting announced that the motion to amend the Statutes of the DRC had been passed.***

Before the discussion of proposal 4, the question was raised whether the same person could hold two votes. Based on article 8(3), the chair of the meeting established that a person may hold two votes. That may be the case if a person is a member of the Board of Directors and simultaneously represents a member organisation or is a volunteer representative.

***Proposal 4: The number of members up for election is reduced to four; accordingly, in future the Board of Directors will consist of five elected members (including the Chairperson) and up to three external members (instead of seven elected and two external members) and one elected employee representative.***

Some members of the Council expressed scepticism about the need for a reduction in the number of members of the Board of Directors and asked whether a smaller number of Board members would result in a Board of Directors with more relevant competencies. Concern was also expressed that the balance between elected and appointed external members of the Board of Directors may shift towards a body with less elected members and thus less influence by the Council.

Other members of the Council supported the recommendation to reduce the number of Board members and to do so by reducing the number of elected Board members. The reason was their understanding for the need to keep the number of Board members at a level which fosters an efficient working environment while ensuring a composition of the Board of Directors including members with the right competencies.

Several members of the current Board of Directors shared this perspective as one of the underlying reasons for the proposed amendment to the Statutes. They referred to the need for professionalisation of the Board of Directors and the competencies of Board members due to the complexity of the DRC as an organisation of the size of some of the largest Danish enterprises. It was highlighted that even though other comparable organisations have now become fully professionalised and have skipped any democratic involvement of members, that is not the path that the DRC wants to pursue. The Board of Directors wants to maintain the DRC as an organisation rooted in society, but to take a step towards greater professionalism and ensure the presence of the required competencies.

One member of the Board of Directors expressed opposition against the proposed amendment and found that it would not add any additional value.

Agi Csonka highlighted the dilemma between working in close concert and fostering high-quality discussions when the Board of Directors has many members. According to experience, it is essential to an organisation like the DRC that there is a good working environment and trust among Board members. For that reason, the number of Board members and their competencies are essential factors. The Chairperson referred to the fact that many attendants at the information meeting concerning the proposed motion to amend the Statutes were against the proposed reduction to three elected members because the consequence would be that the representatives elected by the Council were no longer in majority. The Board of Directors respected this concern and had adapted the proposed motion correspondingly. Agi Csonka emphasised that a reduction to four elected members would still entail that the representatives elected by the Council were in majority.

The chair of the meeting called for a vote on the proposed wording of Article 12. 14 voted in favour of the proposed motion.

***Resolution: The chair of the meeting announced that the motion to amend the Statutes of the DRC Danish Refugee Council had not been passed.***

Accordingly, it was not relevant to discuss the proposed phasing-in model.

## **Re item 6. Election of three members to the Board of Directors**

Since the proposed motion to amend the number of Board members according to the Statutes was not adopted under item 5, the Council had to elect three members to the Board of Directors.

The following members of the Board of Directors were up for election:

- Mette Feifer, Danish Chamber of Commerce
- Sophie Rytter Skjoldager, Amnesty International
- Vagn Berthelsen, Oxfam Denmark

Sophie Rytter Skjoldager was not up for re-election.

According to article 12(2) of the statutes of the DRC, candidates standing for the Board of Directors must send their written motivations and CVs to the Secretariat no later than three weeks before the annual meeting of the Council.

The chair of the meeting referred to Appendices 6.1, 6.2 and 6.3 according to which the following had announced their candidacy:

- Mette Feifer, Danish Chamber of Commerce
- Nina Monrad Boel, Amnesty International
- Vagn Berthelsen, Oxfam Denmark

Considering that there were only three candidates, those three candidates were elected.

***Resolution: The Council approved the election of Mette Feifer (Danish Chamber of Commerce), Nina Monrad Boel (Amnesty International) and Vagn Berthelsen (Oxfam Denmark) to the Board of Directors for a three-year period*** in pursuance of the amendments to the Statutes just passed under item 5.

The chair of the meeting congratulated the elected members on the election.

### **Re item 7. Membership fees for 2024**

The chair of the meeting referred to Appendix 7 and announced that the Board of Directors recommended that the membership fees for the DRC remain unchanged for 2024.

***Resolution: As there was no proposed motion to amend the recommendation, the chair of the meeting announced that the membership fees will remain unchanged for 2024.***

### **Re item 8. Scheduling of the 2024 Council meeting**

The 2024 annual meeting of the Council was scheduled for 29 May 2024 at 5.00 pm.

### **Re item 9. Any other business**

No further business to be transacted under this item.

### **Re item 10. Closing of meeting by Agi Csonka**

The floor was passed to the Chairperson, who expressed her gratitude to the Council members for a good annual meeting and fruitful discussions.

Agi Csonka confirmed that the Board of Directors will look into the value of being on the Council. Attempts have already been made to take various approaches, but this perspective needs to be elaborated over the next year.

The Chairperson expressed her gratitude to Sophie Rytter Skjoldager and Karen Faarbæk de Andrade Lima (employee representative) and welcomed the new employee representative Mustafa Rafiqyaar and the newly elected member of the Board of Directors Nina Monrad Boel.

Finally, thanks were conveyed to Finn Schwarz, who had conducted the Council meeting well.

Applause and buffet.

The meeting ended at 8.30 pm.

Copenhagen, 20 June 2023

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Finn Schwarz

Chair of the meeting

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Trine Korsholm Jensen

Keeper of the minutes

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Agi Csonka

Chairperson