

Minutes of the meeting of the DRC's Board of Directors on 27 June 2024

Present

From the Board of Directors:

Carsten Stendevad, Chairperson
 Ali Al Mokdad, employee representative (apologies)
 Caroline Tromer Dragsdahl
 Henrik Bodskov (apologies)
 Kim Simonsen
 Mette Fejfer
 Nina Boel (apologies)
 Rasmus Stuhr Jakobsen
 Torben Huss
 Ulla Næsby Tawiah
 Vagn Berthelsen
 Tarek Kelani, incoming observer (Political vice chairperson in DFUNK)

From the Secretariat:

Charlotte Slente, Secretary General
 Vibeke Bach Madsen, secretary of the board
 Kasper Orloff, CFO, attended for agenda item 6

Agenda

	Points		Content
	News from the field: Operational adaptation – Ukraine / Julian Zakrzewski, CD Ukraine (video)		
1)	Approval of the agenda	Decision	Comments on the agenda
2)	Introduction of the Board of Directors / Carsten Stendevad	Orientation	The new acting board will take a round of presentations.
3)	Approval of rules of procedure / Carsten Stendevad	Decision	Annex to the item Annex 3.0 Cover note to Rules of Procedure Annex 3.1 Draft Rules of Procedure Annex 3.2 DRC's updated statutes The Board of Directors establishes its rules of procedure.
4)	Constitution of the Board of Directors / Carsten Stendevad	Decision	Annex to the item Annex 4.0 Cover note for constitution The board must elect - Vice Chairperson

	Points		Content
			- Representative to the Audit Committee
5)	The board's overall competence profile / Carsten Stendevad	Decision	Annex to the item Annex 5.0 Cover note for the Board's assessment of the competence profile Annex 5.1 Competence profile for DRC's Board of Directors The Board of Directors assesses the Board's overall competence profile.
	BREAK		
6)	Financial briefing / Kasper Orloff, CFO	Decision	Annex to the item Annex 6.0 Cover note financial briefing Annex 6.1 Budget follow-up Jan-April 2024 Annex 6.2 Forecast for 2024 The Board of Directors is presented with budget follow-up Jan-April 2024 as well as forecast for 2024.
7)	Evaluation of the Board of Representatives meeting on 29 May 2024 / Carsten Stendevad	Discussion	The Board of Directors' assessment of the Board of Representatives meeting.
8)	Announcements by the Chair and the Secretary General	Orientation	
9)	AOB		
	Recap after the meeting		The Board's 'free time' with the possibility to evaluate and recap the meeting.

Welcome to the new Board of Directors

Carsten Stendevad, Chair, welcomed the new members of the Board of Directors and the board of Directors had a brief round of introduction.

Re 1) Approval of agenda

The agenda was approved with the agreement to handle item 3 *Approval of rules of procedure* before item 2 *Introduction of the Board of Directors*. This to make it possible to include the suggested amendment to the rules of procedure regarding potential conflicts of interest in the round of presentation.

Re 3) Approval of Rules of Procedure

The following annexes had been sent to the participants: Annex 3.0 Cover note for the Rules of Procedure, Annex 3.1 Draft Rules of Procedure and Annex 3.2 Statutes of the DRC (updated with the decisions made at the Council meeting on 29 May 2024).

According to article 14(5) of the Statutes of the DRC, the Board of Directors must adopt Rules of Procedure when electing its officers.

It was suggested to insert a paragraph re. conflict of interests:

Management of actual and potential conflicts of interest

Declaration of conflict of interest is a fixed item on the agenda of the board meetings.

Here, board members have a duty to disclose on their own initiative matters that may give rise to a conflict of interest. The board member in question must not participate in the processing of the case where the relevant member may have a conflict of interest.

It is part of good governance that board members have the opportunity – as a fixed item on the agenda – to be able to express actual or potential conflict of interest.

This can be raised directly to the Chair before the meeting or at the meeting under the item on the agenda. The Board of Directors will on an annual basis discuss and reflect on conflict of interests declared and potential conflicts of interests for the coming period.

⇒ **Decision:** *The Board of Directors approved the Rules of Procedure with the proposed amendment regarding management of actual and potential conflicts of interest. This will be included in point 4: Conflict of interest.*

Re 2) Introduction of the Board of Directors

The Board of Directors made a round of presentation including the competencies they bring to the Board of Directors and potential conflicts of interest.

The Chair Carsten Stendevad thanked the Board of Directors for the interesting presentation from board members and concluded that no actual nor potential conflict of interests was expressed.

Re 4) Composition of the Board of Directors

Annex 3.0 Cover note for the composition of the Board of Directors had been sent to the participants.

According to the Statutes of the DRC, the Board of Directors must elect a Deputy Chair and a representative on the Audit Committee at its constitutive meeting.

Carsten Stendevad proposed the election of Ulla Næsby Tawiah as Deputy Chair and the election of Torben Huss as the Board of Directors' representative on the Audit Committee.

Furthermore, Vagn Berthelsen (due to his knowledge in the NGO sector) will be a sparring partner to Torben Huss in the Audit Committee and will be invited as a guest to the Audit Committee's meetings.

⇒ **Decision:** *The Board of Directors elected Ulla Næsby Tawiah as Deputy Chair and Torben Huss as representative of the Board of Directors on the Audit Committee.*

Re 5) The board's overall competence profile

The following annexes had been sent to the participants: Annex 5.0 Cover note for the Board of Directors' assessment of the skills profile and Annex 5.1 Competence profile for DRC's Board of Directors.

According to article 12(3) of the Statutes of the DRC, the Board of Directors must assess if there is a need to add skills by appointing up to three external members to the Board.

With the preparation of the competence profile for DRC's Board of Directors in 2023 and with the support of the Council at their meeting in May 2023, the Board of Directors has used the competence profile to assess the Board's overall competencies.

The competence profile is thus the starting point for the Board's assessment of the need for supplementation / changes in the appointed external members.

Carsten Stendevad had assessed the totality of competencies carried by the Board of Directors based on individual meetings with each board members and the round of presentations.

It is thus assessed that the Board of Directors – including the appointed external members – covers the agreed competence profile of a DRC Board of Directors.

⇒ **Decision:** *The Board of Directors concluded that the Board of Directors – including the appointed external members – covers the agreed and needed competence profile of a DRC Board of Directors.*

Re 6) Financial briefing

The following annexes had been sent to the participants:

Annex 6.0 Cover note for Financial briefing

Annex 6.1 Follow-up on the January-April 2024 budget

Annex 6.2 Forecast for 2024

Kasper Orloff, CFO, presented the budget follow-up for April 2024. It has been a good start of the year. Bottom line is above budget which is partly due to positive impact of exchange rate and bank interests.

As usual, *investments* have not been fully up to speed yet but are expected to take off from Q2.

Forecast for 2024

As usual, the DRC's operating units had prepared a forecast for income and overheads for 2024 in April/May. The year's figures show an expected revenue increase and an expected slight decrease in overheads.

Experience shows that the result for the year is somewhere between the initial budget and the forecast.

The 2024 budget will be updated with the forecast figures.

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

Re 7) Evaluation of the Council meeting on 29 May 2024

It was the assessment of the Board of Directors that it had been a good Council meeting with a very good, relevant and interesting presentation from Eva Grambye, Executive Director for Strategy, Programme & Learning a on DRC's work on localization, and a very good presentation on the Annual Report from Kasper Orloff, CFO.

The Board of Directors would like to find ways to engage and interact with the Council.

This has also been discussed by the previous Board of Directors, and there are some initiatives previously discussed that could be put forward to the Board of Directors for further refinement, discussion and action.

⇒ **Decision:** *The Board of Directors decided to continue the discussion of further engagement with the Council and member organizations in a coming meeting.*

Re 8) Announcements from the Chair and the Secretary General

- **Gaza – update** (part of Update sent to the Board 20/6)
Since the board decision in February 2024 to respond to the crisis in occupied Palestinian territory (oPt), including through the establishment of a new country programme, a detailed response plan for oPt has been developed following extensive consultations with Civil Society Organizations, International Non-Governmental Organization, United Nations agencies, coordination bodies, and

donors. HQ, Middle East Regional Office and oPt colleagues all contributed to the development of the plan.

Re. the renewal of DRC's registration with the Palestinian and Israeli authorities:

As of May 2024, all documents have been developed and reviewed by the Palestinian authorities and are undergoing legalization in Denmark ahead of formal submission. This process is expected to be completed by the second half of July 2024.

At the same time, DRC has been exploring avenues for the deployment of international staff to Gaza and establishing direct operational presence in Gaza and the West Bank.

Advocacy has remained a centerpiece of the oPt response since the start. As of May 2024, DRC has joined other international and local NGOs in calling for an immediate and sustained ceasefire in Gaza; advocated for the international community's continued support to UNRWA; supported the call for a halt to arms transfer to Israel and Palestinian armed groups, raised strong concerns about the catastrophic humanitarian consequences of Israel's ground invasion of Rafah and of the operational bottlenecks on the effective delivery of aid at scale.

- **Registration in Bangkok, finally**

DRC has since the approval by the board to register in Bangkok, Thailand in December 2021 worked to be registered in Bangkok. After several extra requests and postponements of meetings by authorities the final registration was received and effective from 21 May 2024.

For now the Regional Office will continue to be based in Tbilisi, Georgia.

- **Registration in the US**

DRC's applications for US legal registration at state and federal level are on track and will soon be submitted. The US legal registration should in place: Dec 2024 - Jan 2025.

The recruitment launch for Hed of Representation (Director) is expected to be ready Sept/Oct 2024 with expected start in the beginning of 2025.

- **Directors Conference 2024 10-14 June**

The overall aim of Directors Conference is our annual opportunity to gather all Directors in DRC (CD's, ODR's, HQ SMT's and EMT) to meet, interact, discuss, reflect on the past and set directions for the future. The main focus of this year was to take stock and discuss the strategic direction of DRC and the development of the organization; share and discuss our ambitions to fund our activities for the displaced people; and to share the ambition of how we spend our resources – more focused, better prioritized and to the biggest benefit for the displaced.

Localization was a topic touched upon in several sessions to further develop a common understanding of the possibilities and challenges regarding the ambition of DRC where DRC systematically supports, facilitates and strengthens local actors and systems in their lead role in crisis.

- **World Refugee Day 20 June 2024**

It was decided at the end of 2023 (as part of the budget process) to discontinue the traditional annual *National Collection Day* in Denmark.

As from 2024, priority will be given to fundraising activities that yield a higher return and ensure stronger growth.

The World Refugee Day (WRF), organized by the UN every year on 20 June, was decided to be a good starting point for mobilizing fundraising and awareness-raising campaigns by organizing fundraising events, influencer campaigns, online fundraising, collaboration with the business sector and partners, thereby underpinning the DRC's mandate and international work.

By focusing on an internationally recognized special day, it is possible to increase the commitment

in Denmark as well as in the 40 countries where the DRC has a presence.
It is still too early to evaluate the outcome and key learnings of the WRF 24 – activities will continue the rest of June.

Re 9) Any other business

No further business was transacted under this item.

Board meetings in 2024

Board/5	11 September
Board/6	Seminar from 14 November to 15 November
Board/7	9 December