

## Minutes of the meeting of the DRC's Board of Directors on 20 June 2023

### Present

#### From the Board of Directors:

Agi Csonka, Chair  
 Bettina Bach  
 Juliane Marie Neiiendam  
 Kim Simonsen  
 Mette Fejfer  
 Mustafa Rafiqyaar, employee representative  
 Nina Boel  
 Ulla Næsby Tawiah  
 Vagn Berthelsen  
 Signe Husted Davidsen, observer (Chair of DFUNK).

#### From the Secretariat:

Charlotte Slente, Secretary General  
 Vibeke Bach Madsen, Committee Secretary  
 Andrew Clarke, interim CFO, attended for agenda item 4

### Agenda

	Items		Contents
1)	<b>Approval of agenda</b>	Decision	Comments on the agenda
2)	<b>Approval of Rules of Procedure</b> / Agi Csonka	Decision	Annexes for the agenda item: Annex 2.0 Cover note for the Rules of Procedure Annex 2.1 Draft Rules of Procedure Annex 2.2 Updated Statutes of the DRC The Board of Directors will adopt its Rules of Procedure
3)	<b>Composition the Board of Directors</b> / Agi Csonka	Decision	Annexes for the agenda item: Annex 3.0 Cover note for the composition of the Board of Directors The Board of Directors will elect a <ul style="list-style-type: none"> <li>- Deputy Chair</li> <li>- Representative on the Audit Committee</li> </ul>
4)	<b>Financial briefing</b> / Andrew Clarke, interim CFO	Decision	Annexes for the agenda item: Annex 4.0 Cover note for Financial briefing Annex 4.1 Follow-up on the January-April 2023 budget Annex 4.2 Forecast for 2023 The follow-up on the January-April 2023 budget and the forecast for 2023 will be presented to the Board of Directors.
	<b>BREAK</b>		

	Items		Contents
5)	<b>Overall skills profile of the Board of Directors</b> / Agi Csonka	Decision	Annexes for the agenda item: Annex 5.0 Cover note for the Board of Directors' assessment of the skills profile Annex 5.1 Skills profile of the DRC Board of Directors The Board of Directors will assess its overall skills profile.
6)	<b>Evaluation of the Council meeting on 31 May 2023</b> / Agi Csonka	Discussion	The Board of Director's evaluation of the Council meeting.
7)	<b>Announcements from the Chair and the Secretary General</b>	Briefing	
8)	<b>Any other details</b>		

## Welcome to the new Board of Directors

Agi Csonka, Chair, welcomed the new members of the Board of Directors – Nina Boel, Mustafa Rafiqyaar and the new observer from DFUNK Signe Husted Davidsen.

Following a brief round of presentation, the Chair outlined the tasks and work of the Board of Directors in an organisation of the size and complexity of the DRC.

Asking relevant and challenging questions is the task of the Board of Directors.

The Board of Directors must ensure good governance and that the organisation meets the compliance requirements. And the Board of Directors must help maintain focus. This means that after approving the strategy, the task of the Board of Directors is to ensure that focus is maintained and that priorities are supported.

After focusing on finances for several years, there is now room for delving deeper into various topics of strategic importance. Time will typically be allocated to discussing a strategic theme at each meeting – especially at the seminar planned for this autumn.

## Re 1) Approval of agenda

The agenda was approved as presented above.

## Re 2) Approval of Rules of Procedure

The following annexes had been sent to the participants: Annex 2.0 Cover note for the Rules of Procedure, Annex 2.1 Draft Rules of Procedure and Annex 2.2 Statutes of the DRC (updated with the decisions made at the Council meeting on 31 May 2023).

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

The following amendments were proposed:

- 1) To implement the decision of the Council concerning language usage (Board of Directors, Chair and Deputy Chair).

- 2) To add that the Chair and Deputy Chair meet regularly with the Secretary General to the paragraph on *Supervision* (the practice which has been established in recent years and described as meetings of the Chairmanship – now the Chairpersonship).
- 3) To emphasise that the Board of Directors approves global strategies in the paragraph on *The framework for the operating activities of the DRC*.

This proposed amendment reflects the tasks which the Board of Directors will be involved in more precisely, and the language usage promotes the understanding among donors, etc., of the documents which require the signature of the Board of Directors.

There was a wish to specify that there are global policies which require the involvement of the Board of Directors.

⇒ **Decision:** *The Board of Directors approved the Rules of Procedure with the proposed amendments; language usage, to note down the practise that the Chairpersonship meets with the Secretary General and that the Board of Directors is only involved in and required to approve relevant global policies.*

*Further, the Board of Directors asked the Secretariat to prepare a list of relevant global policies and strategies which require the Board's attention in particular.*

### Re 3) 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.

The Chair proposed the election of Kim Simonsen as Deputy Chair and the election of Vagn Berthelsen as the Board of Directors' representative on the Audit Committee.

⇒ **Decision:** *The Board of Directors elected Kim Simonsen as Deputy Chair and Vagn Berthelsen as representative of the Board of Directors on the Audit Committee.*

### Re 4) Financial briefing

The following annexes had been sent to the participants:

Annex 4.0 Cover note for Financial briefing

Annex 4.1 Follow-up on the January-April 2023 budget

Annex 4.2 Forecast for 2023

Andrew Clarke, interim CFO, went through the budget follow-up for the first four months of 2023.

At the beginning of the year, progress has been a little slow on *the revenue side* compared to the budgeted income – close to that of previous years. The bottom line is above budget which is partly due to the high liquidity and the corresponding high interest revenue.

As usual, *investments* have not been fully up to speed yet but are expected to take off from Q2. Some of the investment funds were held back and could be released if warranted by the *forecast*.

As earlier mentioned, the budget no longer includes *losses*, so any losses incurred will directly impact the bottom line. In 2022, provisions were made for potential losses. It was therefore assessed that there were no major problems in that area.

#### Forecast for 2023

As usual, the DRC's operating units had prepared a forecast for income and overheads for 2023 in April/May. The year's figures show an expected 5% revenue increase and an expected 3% increase in overheads.

As experience shows that the result for the year is somewhere between the initial budget and the forecast, it is recommended that the Board of Directors approves the release of retained investment funds.

The 2023 budget will be updated with the forecast figures.

⇒ **Decision:** *The Board of Directors expressed its thanks for the budget follow-up and the presentation of the forecast. The Board of Directors approved the release of the retained investment funds based on the figures presented and the management's assessment of the presented forecast.*

*There was a wish to receive the special reporting tailored to the Board of Directors at each meeting – rather than on a quarterly basis as had previously been the case.*

## **Re 5) Overall skills profile of the Board of Directors**

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 Skills profile of the DRC 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.

At the Council meeting on 31 May 2023, there was acceptance of using the skills profile to assess the Board's overall skills in future. The skills profile will thus serve as a starting point for the Board of Director's assessment of the need for appointing new external Board members.

Agi Csonka outlined different models for assessing the skills of the Board of Directors. The Board of Directors agreed to start a round during which the Board would make an assessment of the need for supplementing its skills based on its immediate knowledge of its own skills and the skills of its members. It would then be assessed whether the Board of Directors should prepare a description of itself against the skills profile or seek external assistance for assessing the skills of each member of the Board against the skills profile.

It was clear after the round that there was agreement that the Board of Directors wanted to seek the appointment of two new members to cover the following areas – possibly in combination:

- Business development and innovation
- Digitisation
- Sustainability and climate change adaptation

All areas must include a global outlook and preferably experiences from the humanitarian sector in so far as business development and innovation are concerned.

⇒ **Decision:** *The Board of Directors decided to examine the possibilities of finding two external members for the Board of Directors who combined could cover the areas business development/innovation; digitisation and sustainability/climate change adaptation.*

*The Board of Directors would submit proposals for specific names to the Secretariat and the Chairpersonship would subsequently propose specific candidates ahead of the decision to be made by the Board of Directors on the next meeting on 12 September 2023.*

## **Re 6) Evaluation of the Council meeting on 31 May 2023**

It was the assessment of the Board of Directors that it had been a good Council meeting with a lively and important debate which showed that the Council is dedicated to creating better conditions for refugees all over the world.

There had been a relevant and interesting presentation from Mikkel Trolle, Executive Director for Operations, on humanitarian access to Afghanistan and the increased difficulties at the global level in

reaching distressed populations with humanitarian assistance. It would have been preferable to have had more time for debate, questions and answers.

Both the Board of Directors and the Council have expressed a wish for more interaction.

The Board of Directors discussed several different possibilities and agreed to focus on the following initiatives to start with:

- Circulating an overview of the DRC's press work to the Council (circulated about once a month). The material is already circulated to the Board of Directors and will hopefully inspire the member organisations and the Council.
- Inviting member organisations and the Council to relevant meetings and events. This is sometimes done but often depends on vacant seats rather than an actual target group.
- A thematic event for the Council. Invitation for a dialogue on topics with which the DRC is currently working and which are believed to spark interest and/or topics related to the upcoming strategy process.
- An email newsletter from the Chair and the Secretary General.

⇒ **Decision:** *The Board of Directors decided to launch the four efforts targeted at the Council/member organisations; overview of press work, invitation for relevant meetings/events, thematic events and an email newsletter from the Chair and the Secretary General.*

*Further, the more strategic discussion of the cooperation with the Council and the member organisations will be resumed. This will be considered at the seminar of the Board of Directors in November.*

## Re 7) Announcements from the Chair and the Secretary General

- **Directors' Conference on 12-16 June**  
The annual meeting of all the directors of the DRC aims to have discussions, reflect on the past and set direction for the future. The main focus this year was a discussion of the continued implementation of Strategy 2025 with particular focus on localisation and climate change, the DRC's external engagement and advocacy, the funding model and opportunities for income generation – all with the purpose of assisting more displaced people. Finally, 1,5 days were allocated to leadership training.
- **The People's Meeting on 16-18 June 2022**  
DRC participated in a long line of debates and events which saw a lot of participants and good debates. DRC contributed to debates on topics such as asylum, integration, voluntariness and different perspectives on Ukraine.
- **Afghanistan**  
Despite the Taliban's ban on female staff working for NGOs, the DRC has been able to negotiate oral agreements on workarounds at the local level with the result that 75% of our programming is currently performed by women for women.  
As 28.8 million people are currently in distress, underfinancing is actually the greatest challenge facing Afghans, as a mere 8% was financed by the Humanitarian Response Plan.  
On 9 June 2023, DRC published a report on principled humanitarian action in Afghanistan. The report is prepared by a group of independent researchers, facilitated by the DRC and funded by ECHO (the Directorate-General for European Civil Protection and Humanitarian Aid Operations). A Senior Officials' meeting on Afghanistan is scheduled to take place on 27 June 2023 in Brussels. Prior to the meeting, DRC will advocate for the Danish government, other EU member states and

the European Commission to commit to releasing EU funds allocated to 2022 and new funding for 2023.

## Re 9) Any other business

- The Board of Directors praised the feature article *Europe is not facing a refugee crisis – ‘we are probably talking about just over one million asylum seekers this year’*, published in the Danish newspaper Berlingske on 19 June 2023. In the feature article, Charlotte Slente points to five myths about refugees travelling towards Europe which have to be debunked in order to create a foundation for a serious debate.

See the link to the feature article here (in Danish): <https://www.berlingske.dk/kronikker/dansk-flygtningehjaelp-europa-staar-ikke-i-en-flygtningekrise-vi-taler?referrer=RSS> (unfortunately behind a paywall).

## Board of Director's meetings in 2023

Board of Directors/5	12 September 2023 3.00-6.30 pm
Board of Directors/6	Seminar from 9 November 2023 at 6.00 pm to 10 November 2023 at 6.00 pm.
Board of Directors/7	5 December 2023 3.00-6.30 pm