

<b>Date:</b>	<b>27th June, 2018</b>	<b>Place:</b>	<b>MS</b>
<h1>Draft Board Meeting Minutes</h1>			
<b>Present</b>	<p>From the Board:  Anders Hamming, Chairman of the Finance and Audit Committee) (AH), Flemming Hansen (FH), Helle Munk Ravnborg (chairwoman) (HMR), Kirsten Bruun (KB), Linette Lotus Danst (vice chairwoman) (LLD) Mahmoud Ismail (MI) (via Skype), Maja Louise Sørensen (MLS), Mary Consolata (MC), and Rasmus Kjær Slot (RKS)</p> <p>Others: Annette Rohde (AR) (1st Alternate) and Marie Uldall Thomsen (MUT) (PR)</p> <p>From the Secretariat: Tim Whyte (TW)</p>		
<b>Absent</b>	Camilla Holm-Jensen (CHJ), Cintia Galbiati Ramos (CGR) and Nana Gerstrøm Alsted (NGA)		
Minute –Taker: Tim Whyte The meeting was conducted in Danish			

## Agenda

01. **Welcome and approval of the agenda**
02. **Approval of minutes and matters arising from the Board Meetings on May 2<sup>nd</sup> and June 10<sup>th</sup> 2018**
03. **AADK Board 2018 – 2019**
04. **Council Meeting 2018**
05. **Board and Council Meetings in 2018 – 2019**
06. **Information**
07. **Any Other Business**

### 01. **Welcome and approval of the agenda**

HMR welcomed board members and the meeting started with a round of introductions among the Board members.

The Board approved the agenda of the meeting.

### 02. **Approval of minutes and matters arising from the Board Meetings on May 2<sup>nd</sup> and June 10<sup>th</sup> 2018**

The Board approved the minutes of Board Meetings on May 2<sup>nd</sup> and June 10<sup>th</sup> 2018

### 03. **AADK Board 2018 – 2019**

HMR started by introducing two main roles of board:

1. Ensuring oversight and accountability of regular management of AADK through the Secretary General.
2. Strategic decisions on developing the organization.

The role of individual MS board members as activists and volunteers is encouraged, but it is not part of the formal mandate of Board Members.

AR stresses that we have a professional secretariat and it is important that Board provide direction for secretariat but not get in the way of implementation of the work.

KB said that it is important that we give space to the professional secretariat, but also that all board members should be able to understand and be able to dialogue around key elements of AADK strategy and work.

AR said it was important that AADK took its responsibility seriously around the continuation of Global School Partnerships, now “Verdensklasse.”

FH said that AADK has an important role around supporting activism especially among youth. He has experience around board work and is especially interested in strategic discussions and creating synergies with other organizations in Denmark for example in the trade unions where he works.

MLS is interested in supporting a vibrant volunteer culture in AADK, where everyone is invited in to contribute and take leadership. She said it was important to find balance between board members taking leadership personally on areas of work, such as developing volunteerism, and giving space for others either among volunteers or secretariat. She suggested that the Board set aside time at the retreat to discuss the Board Members own role and finding this balance.

AH has been engaged in FAC and has worked closely with the Operations Director and Head of Finance and is still interested in this.

RKS feels that he has an asset for the Board through his engagement in many other organizations, and has interest in the Sustainable Development Goals, which he has worked within the Danish Youth Council. He also said that he probably will not be able to spearhead initiatives.

MC is especially interested in engaging people with minority backgrounds more in AADK, there are many resources and knowledge about the world that we are not tapping into enough now.

LLD said that is important that AADK doesn't break into an older AADK and a younger AADK. Many of the board members are new, important that we recognize the knowledge in the organizations networks and make use of this.

MI supports the idea of having a regular check-in with the board members role, would like to support bringing other types of organizations and people into MS. He is planning to start out listening and learning.

HMR said that AADK should be a place where people can come – either physically or digitally – and get in touch and get support to act and change things. How do we become better at this? How do we learn from stories of potential activists who have tried to become more active and didn't get the support or networks they need? HMR said that the sub-groups had been created to encourage the board members and others to contribute with the knowledge, networks and skills, especially in providing a long-term perspective on AADK work, also beyond the current implementation plans.

KB said that it is important that our language is inclusive and speaks to AADK history.

FH stressed the importance of understanding the competencies and interests in the board and council and suggested that one could map these. AH agreed this, but also said that we should realistic and not start projects if we are not going to use them or follow up actively, so as not to create false expectations among members.

Finally, the governance manual was discussed. The Board adjusted the annex X to the governance manual to ensure that draft papers e.g. prepared as discussion papers by individual board members or sub-committees established by the Board with

the participation of Board and Council members, can be discussed by the Board before being shared more widely.

#### **Decisions:**

**The Board approved the Governance Manual, with amendments. (see annex 01)**

**HMR suggested that we set aside a few hours at the retreat to reflect on and discuss the role of board members.**

#### **04. Council Meeting 2018**

HMR invited reflections on the Council Meeting to improve the meeting next year. The Council meeting evaluation confirmed that unfortunately many Council members had not noticed and therefore had not read the digital Annual Report. The Board therefore recommended that a PDF version of the report should be assembled and sent to the Council members ahead of next year's meeting. The evaluation also suggested the need for a real party in the evening for members along with the nice dinner.

There is a challenge around transferring the good discussions and questions from the group discussions into plenary. Many Council members bring questions and ideas, but it is hard to condense these after the group discussion and there is little time to reflect. This was particularly noted on the discussions of 'the year that has passed'. There may be a need for both more time and changing the balance between group discussions and plenary, allowing more time for plenary discussion next year.

It was noted that perhaps the introduction day for new Council Members had created a false expectation of the depth of discussions.

There had been some confusion with respect to the rules for the election of new Board members. Therefore, there is a need to ensure that the meeting chairmen ensure that the formal rules around the elections are explained clearly and followed stringently. There was confusion around this and the deadline for nominations was extended. There should be more time to present and understand the candidates. More time could be set aside to discuss the Rolling Political Plan.

The balance between providing overall orientation and a strategic place giving genuine advice and direction needs careful consideration. For next year's meeting, it should be made clearer where the Council is asked for specific advice and strategic guidance. We should ensure the mentor arrangement for new Council members.

Alternative ways of sharing documents for the council meeting, such as Podio, should be considered.

It was noted that some council members see the day as their day to contribute on their key issues, but there is not enough time. Perhaps we could think of other ways of engaging members throughout the year?

However, it was noted that some of the workshops did in fact provide a space for genuine discussion and strategic input. It is important to affirm the purpose of the Council and see the day as a celebration of the democracy in the organization.

#### **Decision:**

**HMR summarized key points for planning of the Council Meeting next year:**

- **Board should take decision ahead of the meeting on thematic focus and key questions which they are seeking the Councils counsel.**
- **Ensure that council members know what to expect from the meeting ahead of time.**

- Documents should be made easily available – podio and mail. Allow more room for discussion in plenary (perhaps not ask the meeting chairmen to organize notes).
- The annual report should also be compiled in a single pdf document.
- Organize a dinner and party.

## 05. 0 Board and Council Meetings in 2018 – 2019

HMR presented to overall idea of how the board's annual meeting schedule has been assembled: key points from the Rolling Political plan have been scheduled in throughout the meetings, so that the Board engages with them over several meetings:

1. An open strategic discussion to provide overall direction.
2. Then again later for approval.

In the period in between the secretariat and/or thematic working groups will develop material following the direction given by the board.

**The board approved the meeting plan and matrix with the following adjustments.**

**Campaigning:** The Board felt that it wanted the working group to focus especially around the tools for campaigning and engagement and digitalization. It also stressed the importance of involving the working group early.

MI expressed interest in joining this group. The secretariat will reach out to MI and would consider other external members as well.

**Communication** – This topic is of special interest to the council, therefore the board recommended that an analysis and/or a draft internal communication plan is presented for discussion at the Members day in November. Important to integrate the new Organizational Secretary in this work also.

**Activism and community organizing** – The board suggested to review whether the product to be developed was a volunteer strategy or policy? Important also to consider in this, how we can encourage volunteers to become part of our global youth network.

Regarding the piece on global organizing, the board requested that International Director Jakob Kirkemann Boesen participate together with Søren Warburg.

**Partnerships:** The board suggested that this also become part of the discussion on the Members day. The board started a working group on this theme consisting of AR, FH, HMR and MUT.

**Membership:** The purpose of this group should be two-fold – first to explore the feasibility of recruiting more institutional members and then secondly, proceeding with this plan if feasible.

**Finance and Audit Committee:** The following members were decided upon: AH, FH, Dines Justesen council member and AR (alternate)

**Contact Group:** HMR will contact NGA and CGR to see if there are interested, otherwise LLD agreed to take the position as the board member in the contact group

## 06. Information

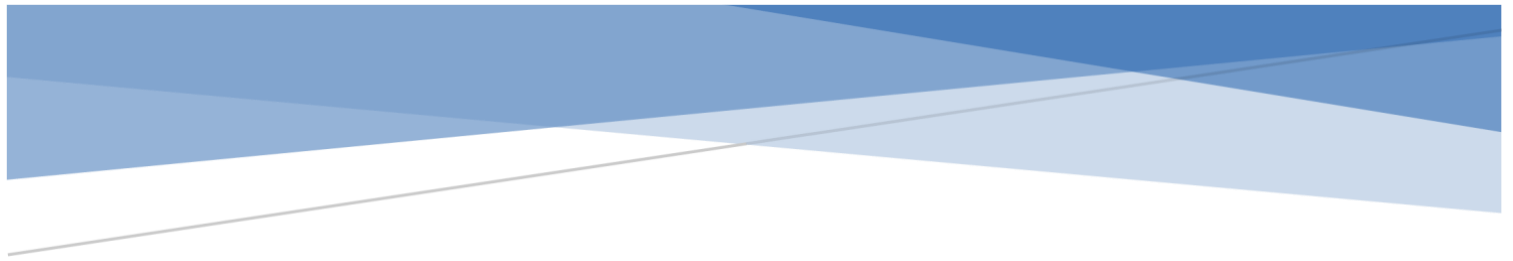
There was no other information

**07. Any other business**

There was no other business

The meeting closed at 19.00

**Annex 1: Governance Manual 2018 – 2019**



# GOVERNANCE MANUAL 2018 – 2019

APPROVED BY THE AADK BOARD ON 27TH JUNE 2018

1.	CONTENT:	
1.	<b>CONTENT:</b>	<b>7</b>
2.	<b>THE PURPOSE AND CONTENTS OF THE AADK GOVERNANCE MANUAL</b>	<b>9</b>
3.	<b>ABOUT AADK</b>	<b>9</b>
4.	<b>GOVERNANCE STRUCTURE IN AADK</b>	<b>9</b>
5.	<b>THE COUNCIL (ASSEMBLY)</b>	<b>9</b>
5.1.	Election and Composition:	9
5.2.	Accountable to:	9
5.3.	Roles and responsibilities:	9
5.4.	Expectations for the council members	10
6.	<b>THE PARLIAMENTARY AUDIT</b>	<b>10</b>
6.1.	Election:	10
6.2.	Accountable to:	10
6.3.	The Role:	10
6.4.	Responsibilities:	10
6.5.	Procedures:	11
6.6.	Reporting:	11
7.	<b>THE BOARD</b>	<b>11</b>
7.1.	Election and Composition:	11
7.2.	Accountable to:	11
7.3.	Role:	11
7.4.	Responsibility:	11
7.5.	Board year and Board meetings:	11
	Regular annual tasks:	11
	AADK annual Board Cycle:	12
	General considerations/cooperation between the Board and the Secretariat:	12
	The procedures of the Board:	12
8.	<b>THE CHAIRPERSON</b>	<b>13</b>
8.1.	Election:	13
8.2.	Accountable to:	13
8.3.	The Role:	13
8.4.	Responsibilities:	13
9.	<b>THE TRASURER</b>	<b>14</b>
9.1.	Election:	14
9.2.	Accountable to:	14
9.3.	The Role:	14
9.4.	Responsibilities:	14
10.	<b>THE SECRETARY GENERAL</b>	<b>14</b>
10.1.	Appointment:	14

10.2. Accountable to:	_____	14
10.3. The Role:	_____	14
10.4. Responsibilities:	_____	14
11. BOARD COMMITTEES AND ADVISORY GROUPS	_____	14
12. THE CONTACT GROUP	_____	15
12.1. Membership:	_____	15
12.2. Accountable to:	_____	15
12.3. The Role:	_____	15
12.4. Responsibilities:	_____	15
12.5. Procedures:	_____	15
13. COMMUNICATION	_____	15
13.1. From Secretariat to Board	_____	15
13.2. From Board to Council	_____	15
14. FINANCIAL SUPPORT TO GOVERNANCE ACTIVITIES	_____	16
15. CHAIRMANSHIP ACTIVITIES	_____	16
16. LOST EARNINGS	_____	16
ENCLOSURE 1: FINANCE AND AUDIT COMMITTEE – TOR	_____	17
ENCLOSURE 2: THE COUNCIL – THE BOARD AND THE SECRETARIAT DIVISION OF RESPONSIBILITIES	_____	19
ENCLOSURE 3: CODE OF PRAXIS ON SHARING OF INFORMATION	_____	20



## 2. THE PURPOSE AND CONTENTS OF THE AADK GOVERNANCE MANUAL

This Governance Manual are for all stakeholders Mellempfolkeligt Samvirke – ActionAid Denmark (abbreviated to AADK in this paper) and all persons with an interest in the organisation, with the purpose of spelling out the key governance responsibilities and relationships within AADK.

The Statutes of AADK determine the governance structure of AADK. Reference to the Statutes may be required on specific issues for more detailed information. The statutes are available on [www.ms.dk](http://www.ms.dk).

References are also made to the following documents:

- The signed membership agreements with ActionAid International (Full affiliation)
- Together for a just and sustainable world (AADK strategy 2018 – 2022)
- ActionAid International Governance Manual
- ActionAid International policies and strategies that AADK, as a member, abides to.

The statutes of AADK and the membership agreement with ActionAid International have, as legal documents, priority over this manual.

The Governance Manual shall be reviewed annually when a new Board is established and may be included in the self-assessment of the Board's performance. It is the responsibility of the Board to amend the Governance Manual and suggest changes.

## 3. ABOUT AADK

AADK is a popular democratic member organisation based in Denmark and is the Danish member of ActionAid International (full membership obtained in June 2010).

Per the statutes, the Mandate of AADK is to promote understanding and solidarity between people and, by co-operating across national and cultural boundaries, to contribute to sustainable global development and a just distribution of the earth's resources.

AADK's mission is to work with poor and excluded people to eradicate poverty and injustice. We create democratic and sustainable development alternatives in partnership with organisations and movements in other parts of the world. We offer an opportunity for action to everybody, who is ready to share the responsibility for global sustainable development.

The overall strategies to accomplish the mission in the year to come as well as the role of AADK in ActionAid International are described in 'Together for a just and sustainable world' – AADK strategy 2018 – 2022, adopted by the AADK Council in May, 2017.

## 4. GOVERNANCE STRUCTURE IN AADK

The statutes form the overall framework of all the work done by AADK. The statutes can only be adjusted by the Council, and this requires a qualified majority (statutes § 11).

AADK has a governance structure: A Representative Council, which ordinarily meets once a year, and a Board, which is charged with the responsibility of promoting the ambitions of AADK daily.

The Council is the highest governance authority of AADK and delegates powers of governance to the Board. The Board reports and is accountable to the Council.

The relations between Council – Board and the Secretariat and their respective responsibilities are shown in enclosure 2.

## 5. THE COUNCIL (ASSEMBLY)

### 5.1. Election and Composition:

The Council is elected by and representing the members. Individual and Institutional members as well as AADK employees in Denmark each elect representatives to constitute the Council.

The composition of the Council reflects the diversity in the AADK membership.

The AADK statutes provide a definition of the Council's Role, how the Council is formed, define the electoral procedures for the Council as well as determined meeting procedures for Ordinary Council meetings as well as Extraordinary Council meetings.

### 5.2. Accountable to:

The Council is accountable to the membership of AADK.

### 5.3. Roles and responsibilities:

The AADK Council has two roles:

- ✓ **The Council is the association's highest governance authority**

The role as the association's highest authority is described in the Statutes § 6, section 2<sup>1</sup>. The role as the

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<sup>1</sup> The Council is responsible for:

association's highest authority is carried out in relation to the annual Council Meeting where the entire Council among other things look back at the year that has passed and define the strategic framework for priorities in the forthcoming year. This is done within the framework of the association's strategy, which is adopted by the Council and covers a longer period.

✓ **The Council and members of the Council have an advisory role to the Board.**

The Council's advisory role in relation to the Board means that the Board involves the Council in certain specific discussions to get input and to qualify the discussion and the result. The advisory role can be performed by both the entire Council in relation to the ordinary Council Meeting and by the individual council members in various ways throughout the year.

The Council meets once every year, and all AADK-members, including non-Council members, have the right to speak unless otherwise decided in specific cases. The Council requires physical representation and the Council decides on its own procedures per the standardized agenda defined in the Statutes.

The Council Meeting is planned by the Secretariat, the Board and the Contact Group. The meeting is organised so that the council members' skills/competences and collaboration will benefit AADK the most.

#### **5.4. Expectations for the council members**

All council members are initially elected for a two-year period. The election is held prior to the ordinary Council Meeting. A general expectation for the council members is that they participate in the ordinary meetings of the Council and follow the association's work.

This implies that:

- ✓ All council members should familiarise themselves with the Council and the role of the council members. Including the relations to the Board and the Secretariat;
- ✓ All participants in the Council Meeting are prepared and have familiarised themselves with the issues to be discussed at the Council Meetings;
- ✓ All council members regularly monitor the association's work through newsletters, minutes of board meetings and postings on the association's website etc.

## **6. THE PARLIAMENTARY AUDIT**

### **6.1. Election:**

The Council elects the Parliamentary Audit. The Parliamentary Audit consists of 3 persons.

The AADK statutes provide a definition of the Parliamentary Audit's Role; define the electoral procedures for the Parliamentary Audit and the overall terms and procedures of the Parliamentary Audit.

### **6.2. Accountable to:**

The Parliamentary Audit is accountable to the Council.

### **6.3. The Role:**

It is the role of the parliamentary audit to:

- ✓ Strengthen the Council;
- ✓ Solicit a 'second opinion' on various topics dealt with by the Board;
- ✓ Provide a well-informed perspective on the performance of the Board;
- ✓ Enhance the quality of discussions and deliberations during Council meetings;

### **6.4. Responsibilities:**

The responsibilities of the Parliamentary Audit include among others:

- ✓ To discuss and supervise that politically approved goals and action plans are implemented in the given period;

- 
- a) Establishing the overall policies and strategies of AADK;
  - b) Electing the Board;
  - c) Processing and approving the Board's proposals for the rolling political plan of AADK's work and priorities in the forthcoming year;
  - d) Supervising that the finances of the association is administered in accordance with the overall strategic objectives based on the accounts, the current budget, and the report from the Parliamentary Audit;
  - e) Authorising the annual report and accounts of AADK;
  - f) Electing the Parliamentary Audit and State Authorised Auditors;
  - g) Ensuring that AADK's overall objectives and strategy are in accordance with the strategies of ActionAid International.

- ✓ To illustrate whether there is transparency in the management of the association, including following and auditing whether the financial management and accounts comply with the political goals;
- ✓ To assess if the Council's possibilities to follow the work of the association are sufficient to enable the Council to perform its function.

#### **6.5. Procedures:**

A prerequisite for the work of the Parliamentary Audit is that they continuously have the possibility to follow the performance of the association, which among others will include that the auditors shall have:

- ✓ Access to the AADK intranet to minutes from board meetings and other board documents;
- ✓ Receive (on request) quarterly financial reports, notes from the auditors etc.;
- ✓ Possibility to participate in board meetings and retreats in DK;
- ✓ Possibility to enter into dialogue with the Secretariat and the Finance and Audit Committee.

#### **6.6. Reporting:**

The reporting from the Parliamentary Audit should as a minimum include:

- ✓ **Reporting to the Council:**  
A written report and oral presentation to the ordinary council meeting.
- ✓ **Reporting to the Board:**  
Present a written note twice a year:
  - The first time in the middle of the Board Year;
  - The Second time one month prior to the ordinary council meeting, where the Parliamentary Audit present and discuss their draft report to the Board.

## **7. THE BOARD**

### **7.1. Election and Composition:**

The Council elects the Board on basis of the nominated candidates 'political thinking' and personal qualifications. The Board consists of 13 members. (nine elected among individual members, two elected among the institutional members, one elected among AADK staff in DK and one appointed by AAI)

The AADK statutes provide a definition of the Board's Role; define the electoral procedures for the Board and the overall terms and procedures of the Board and the legal representation of AADK.

The Board constitutes itself at the first ordinary meeting after being elected (elects the chairperson, vice-chairperson, the chairperson to the Finance and Audit Committee (the Treasurer) and the AADK representative to AAI General Assembly) and adopts its governing manual.

### **7.2. Accountable to:**

The Board is accountable to the Council.

### **7.3. Role:**

The Board is responsible for the implementation of the AADK general policy and the finances of the association.

### **7.4. Responsibility:**

It is the responsibility of the Board:

- ✓ To implement decisions made by the Council;
- ✓ To translate the overall and long-term policies and strategies to concrete implementation plans and budgets and to supervise the implementation of the approved plans, activities and budgets made by the Secretariat.  
The Board approves the annual budget and should be informed on all major adjustments in approved plans and budgets. The Board also approves the year-end results and the financial statement, including the auditor's report and other materials from AADK auditors, before they are presented to the Council for their final approval;
- ✓ To establish the political framework for the external communication and the AADK branding;
- ✓ To analyse political and financial changes in the outside world and act accordingly;
- ✓ To draft proposals for the consideration of the Council;
- ✓ To secure coherence between concrete AADK activities and the ActionAid International Strategy.

The Board employs a secretary general, who is responsible for the daily management in accordance with guidelines and directions given by the Board.

### **7.5. Board year and Board meetings:**

The Board year is the period between two council meetings – usually from early June to late May.

The Board's annual plan is based partly on some regular annual tasks, as well as tasks that are based on the rolling political plan for the current Board year, adopted by the Council.

#### **Regular annual tasks:**

- ✓ Approve the annual plan (June)

- ✓ Approve the budget and the implementation plans for the coming year (September/October (preliminary discussions and priorities) and December (final approval))
- ✓ Approve the accounts and meeting with the auditor before the accounts are presented to the Council for final approval (in early May)
- ✓ Approve the annual report (status of implementation of strategy) (mid-April)
- ✓ Prepare annual report on the rolling political plan to the Council and draft for new rolling political plan for the coming year for discussion and adoption at the council meeting (mid-April)
- ✓ Dialogue with Parliamentary Audit (December and mid-April)
- ✓ Receive Staff Policy Report (May)
- ✓ Plan Member and Council day – in cooperation with the Contact Group (October)
- ✓ Plan the Council meeting – in cooperation with the Contact Group (April)
- ✓ AADK in ActionAid International (March and August)
- ✓ The Secretary General's annual report to the Board (December)

Time indication in brackets can be amended if necessary. Tasks based on the rolling political plan will vary from year to year, but this will typically involve strategic discussions.

The Board typically meets seven times during a Board year, beyond the constituent meeting. These usually consist of a shorter planning meeting of two to three hours at the start of the Board year, a weekend meeting (usually from Saturday morning to Sunday afternoon) and five ordinary meetings (of five hours).

The time indication is the usual starting point and can be modified if necessary.

#### AADK annual Board Cycle:

<b>Late May</b>	Council Meeting and constituent Board meeting
<b>June – short planning meeting</b>	Evaluation of the board meeting – Discussion of the Board’s and the individual board member’s roles – The Board’s annual plan
<b>August – ordinary meeting</b>	Strategic discussion – Report from ActionAid International’s General Assembly
<b>October – weekend meeting</b>	Preliminary budget discussions – Strategic discussions – Possible areas of focus for the Board – Planning of Member and Council day
<b>November – Saturday</b>	Member and Council day
<b>December – ordinary meeting</b>	Approve the budget – Dialogue with Parliamentary Audit – Possible areas of focus for the Board – Secretary General's Annual Report to the Board – Midterm review of the Board's work
<b>February/March – ordinary meeting</b>	Strategic discussions – Possible areas of focus for the Board – Prepare potential AADK initiatives for ActionAid International's General Assembly
<b>April – ordinary meeting</b>	Approve the annual report on the implementation of the strategy – Report on the rolling political plan – Draft for new rolling political plan – Planning of the Council Meeting – Dialogue with Parliamentary Audit
<b>Early May – ordinary meeting</b>	Approve accounts and meeting with auditors – Staff Policy Statement and evaluation of the Board year – Report on the Council Election – possible questions concerning the Council Meeting
<b>Late May</b>	Council Meeting and constituent Board meeting

#### General considerations/cooperation between the Board and the Secretariat:

Primarily, the division of roles between the Secretariat and the Board is that it is a task of the Board to determine the strategic framework and it is a task of the Secretariat to translate these into concrete operational actions.

It is the Secretary General's task to ensure that the Board has the necessary level of information to assess and develop the overall strategic and political framework for the association’s work.

This means that the Secretariat in many cases should draft proposals to the Board. In these cases, it is important that the presentations are designed to enable the Board – without discussing detailed subject-specific issues – to define the overall strategic and political framework for the association's work.

If there are board members with specific qualifications and experiences, these can advantageously be involved before the actual meeting papers are completed.

#### The procedures of the Board:

The Board Chairperson is responsible for the steering of the board meetings. He/she can delegate the steering of one board meeting at a time to another member of the Board.

The Board is competent to transact business, when seven board members are present.

Decisions are made through ordinary majority and each board member carries one vote. In case of parity of votes, the chair's vote is decisive. Decisions can only be made on issues that have been put on the agenda as a separate agenda point.

All board members participate in the board meetings. Alternates receive all board information and are invited to participate in board meetings and retreats in DK. The Secretary General participates as Secretary to the Board. Other staff members can participate as resource persons in relation to the Board's dealing with specific items on the agenda. The meetings are open to all AADK members unless there is a situation where special circumstances apply. The Board may call emergency meetings – possibly as a telephone meeting – without prior announcement or forwarded agenda if questions are raised to the chairmanship or the Secretary General for immediate decision. For the Board to be competent to transact business in this case, nine board members, including the chair need to be present and/or consulted.

The agenda is to be agreed by the Chair and Secretary General. However, if council members, board committees, individual board members or the Management of the Secretariat raise an issue at least 14 days prior to the meeting; it must appear on the agenda. The agenda including relevant material is distributed to all board members a week before the meeting.

The Secretary General prepares the minutes in consultation with the chair of the meeting and circulates these to Board members no later than 1 week after the meeting. Members have hereafter 5 days to comment on the minutes where after they will (after final approval by the Chair) be made available on the organisation's homepage.

The above-mentioned rules of proceedings can only be overruled if at least 9 members of the Board present at a meeting approve it.

All Board members must declare any financial, organizational, familial or other conflict of interests that they may have, when participating in the Board's deliberations. Each board member will, upon the constitution of each new Board fill in a register of interests.

Individual board members will partake in the responsibilities of being a board member solely in their personal capacity and not in representation of any organisation, with which they have connection.

All new board members should, within 3 months of their appointment, be introduced to the governance manual, organizational structures, including ActionAid, major development policies and programs, the annual planning cycle, and how to access further information (e.g. minutes from earlier board meetings), current budgets and plans.

The board will undertake a self-assessment of its performance, once a year.

## **8. THE CHAIRPERSON**

### **8.1. Election:**

The Board elects the Chairperson.

The AADK statutes describe that the board elects its officers.

### **8.2. Accountable to:**

The Chairperson is accountable to the Board.

### **8.3. The Role:**

The Chairperson executes the political governance in collaboration with the vice-chairperson between board meetings in close coordination with the Secretary General and in dialogue with Board members when relevant.

### **8.4. Responsibilities:**

It is the responsibility of the Chairperson to:

- ✓ Represent AADK in the media and towards third parties in close collaboration with the Secretary General;
- ✓ Monitor the work of the Secretary General, and act as her/his sparring on critical managerial issues;
- ✓ Conduct annual Leadership Development Talk with the Secretary General. Here the objectives – and results – of the Secretary General's work are determined and assessed. This conversation is followed up by the Secretary General's Annual Report to the Board. (at the board meeting in December).
- ✓ Chair board meetings after having developed the agenda together with the Secretary General;
- ✓ Provide guidance to the Board, and steers the Board towards achieving its objectives and carrying out its responsibilities;
- ✓ Ensure that the Board contributes as a team by encouraging the optimum participation of all Board members;
- ✓ Encourage the Board's role in strategic planning;
- ✓ Help, guide and mediate board actions, with respect to organisational priorities and Governance concerns;
- ✓ Perform other responsibilities assigned by the Board;
- ✓ Form the chairmanship, together with the vice-chairperson.

## 9. THE TRASURER

### 9.1. Election:

The Board elects the Treasurer.

The AADK statues describe that the board elects its officers.

### 9.2. Accountable to:

The Treasurer is accountable to the Board.

### 9.3. The Role:

The treasurer is the de-facto Chair of the Finance and Audit Committee, which oversees and supervises the Association's financial functions on behalf of the Board, without depriving other board members or the Secretary General of their line responsibilities.

(TOR for the Finance and Audit Committee is enclosure 1)

### 9.4. Responsibilities:

It is the responsibility of the Treasurer to:

- ✓ Interact between board members and AADK's financial functions, interpreting financial matters as required by board members or try to solve problems, which other board members may have with financial aspects of AADK;
- ✓ Guide in the process of preparing and maintaining the products of the finance department of AADK (e.g. budgets, accounts, management information, reports to ActionAid etc.) before they are presented to the Board;
- ✓ Ask for any financial information and/or consult the auditors of AADK on any issues related to the finances of AADK and to fulfil the responsibilities listed confidently.

## 10. THE SECRETARY GENERAL

### 10.1. Appointment:

The Board appoint the Secretary General.

### 10.2. Accountable to:

The Secretary General is accountable to the Board.

### 10.3. The Role:

The Secretary General is the secretary and advisor to the Board and leader and manager of the Secretariat.

The Secretary General must ensure that the Board has the necessary level of information to assess and develop the overall strategic and political framework for the association's work and to monitor the implementation of the strategy. This applies to both information and analyses on the external environment and to analyses and evaluation of the results and lessons learned from the association's actual work.

### 10.4. Responsibilities:

It is the responsibility of the Secretary General to advise the Board and the Chairperson on internal and external matters for them to play their role effectively and lead and manage the Secretariat and ensure that it effectively implements the strategy and implementation plans.

This means that the Secretary General is responsible to the Board on the following:

- ✓ All management functions and issues;
- ✓ Keeping the approved budget. He/she disposes daily the approved budget and can make budget changes if they are within the strategic goals of the association and does not excide 10% or 1 mill. DKK.
- ✓ The ethical conduct of the association;
- ✓ Relationship to external relations;
- ✓ Represent AADK in the media and towards third parties in close collaboration with the Chairperson;
- ✓ Plan and prepare Council and Board meetings so that council and board members have the necessary information to enable them to undertake their responsibilities;
- ✓ Provide induction on the work of the Association and the Federation and the role of council and board members for new council and board members.

## 11. BOARD COMMITTEES AND ADVISORY GROUPS

The Board may at any time establish sub-committees, task forces or advisory groups.

The Board has established a Finance and Audit Committee, which oversees and supervises the Association's financial functions on behalf of the Board, without depriving other board members or the Secretary General of their line responsibilities.

In 2018 the Board has decided to establish three working groups to prepare and qualify board discussions.

The three working groups are: AADK Humanitarian Engagement, Digital Communication Focusing Political Campaign Work and Crowdfunding and Development and Strengthening of Sustainable and Fair Economic Alternatives

## 12. THE CONTACT GROUP

The Contact Group is **an advisory committee between the Board and the Council**, which supports the further development of the internal governance system for AADK.

### 12.1. Membership:

The Contact Group must have at least three members. All council members can become member of the Contact Group. A council member becomes member of the Contact Group by expressing his/her interest to the Assistant to the Secretary General, Board and Council. The Board appoint one or two board members to the Contact Group. participates at primary meetings in the Contact Group.

### 12.2. Accountable to:

The Contact Group is accountable to the Council and the Board.

### 12.3. The Role:

The Contact Group shall contribute to:

- ✓ Clarify the relationship between the Council and the Board (advise and cooperation versus control);
- ✓ Develop AADK as a more open, dialogue oriented and transparent association;
- ✓ Develop the capacity of the Council – including members' knowledge about the work of the association and AAI;
- ✓ Strengthen the cooperation between the Council and the Board, between the Council and the Secretariat and among members in the Council;
- ✓ Create ownership to the Council and the Association across generations.

### 12.4. Responsibilities:

It is the responsibility of the Contact Group to:

- ✓ Develop the Council page on Podio, to enable it to provide genuine frames for information to the members of the Council;
- ✓ Improve council meetings in collaboration with the Board;
- ✓ Present a written report to the Council about the activities undertaken by the Contact Group;
- ✓ Support the establishment of interest groups among members of the Council.

### 12.5. Procedures:

The Contact Group decides on its way of meeting. The group elects a coordinator for the coming meeting who is together with the Organisational Governance Facilitator responsible for the planning of the meeting. The group also elects a minute taker at each meeting, who forward the minutes from the meeting to all members of the Contact Group.

The Contact Group can establish sub-groups or involve others in the work of the Group. The Group cannot oblige the Secretariat to do specific tasks. This should be approved by the Secretary General and/or the Chairmanship.

## 13. COMMUNICATION

### 13.1. From Secretariat to Board

It is the responsibility of the Secretary General that board members have the necessary information to enable them to fulfil their obligations as board members. This should as a minimum include that:

- ✓ The agenda and all meeting documents are distributed to all board members at least one week before the board meeting. This is done both by email.
- ✓ The agenda shall clearly indicate the role of the board regarding the different items – e.g. issues for discussion or issue for decision;
- ✓ All agenda items shall be presented in a commented agenda, which indicates:
  - Areas which need special attention of the Board,
  - The role of the Board and the way forward;
- ✓ Regular information to board members on different issues.  
This applies to significant/substantial changes in the external environment, ActionAid International or the association's work or finances. Moreover, the Board receives written information about reporting to Danida, planned campaign activities, press releases and publications from AADK.

### 13.2. From Board to Council

It is the responsibility of the Board to secure that council members can follow the work of the Board. To fulfil this the Board as a minimum should secure that:

- ✓ The Annual Board Plan is known to all council members;
- ✓ The agenda is published simultaneously on AADK's website and sent to Council members.
- ✓ Council members have access to board papers via the intranet prior to the board meetings;

- ✓ The minutes, including approved papers is available at the AADK webpage not later than two weeks after a board meeting;
- ✓ The Chairperson writes a newsletter to all council members after each board meeting.
- ✓ Board meetings are open to all members of the association, unless the Board determines that there are special considerations to the contrary. The Board can also decide to invite council members to participate in specific discussions.
- ✓ Council members, however, also have the possibility raise an issue at least 14 days prior to a board meeting and then it must appear on the agenda.

#### 14. FINANCIAL SUPPORT TO GOVERNANCE ACTIVITIES

AADK provides financial support to its governance work the following way:

- ✓ **COUNCIL MEETINGS AND OTHER COUNCIL RELATED ACTIVITIES**  
Cover travel expenses by cheapest means for participants coming from outside the capital area.  
Provide food during meetings and lodging at Globalhagen for participants coming from outside the capital area.
- ✓ **BOARD MEETINGS AND OTHER BOARD RELATED ACTIVITIES**  
Cover travel expenses by cheapest means for board members living outside the capital area.  
Provide food during meetings and lodging during retreat.
- ✓ **AADK STUDY TOURS <sup>2</sup>– IN DENMARK OR ABROAD**  
Cover travel expenses, including flight, train, bus and taxi, if necessary.  
Provide food and lodging during the study tour.  
If food is not provided, expenses will be reimbursed on presentation of receipts.
- ✓ **TRIPS AND OTHER ACTIVITIES<sup>3</sup> UNDERTAKEN BY BOARD MEMBERS ON BEHALF OF AADK – IN DENMARK OR ABROAD**  
Cover travel expenses, including flight, train, bus and taxi, if necessary.  
Provide food and lodging during the trip.  
If food is not provided, expenses will be reimbursed on presentation of receipts.

#### 15. CHAIRMANSHIP ACTIVITIES

The annual budget accommodates an amount to support the activities of the chairmanship. The money can either be paid as an honorarium or be used to refund certain expenses, like telephone.

#### 16. LOST EARNINGS

AADK compensates **documented lost earnings** to AADK members, who participate in AAI meetings during their normal working hours.

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<sup>2</sup> An AADK study tour has a clear purpose and programme, which have been approved by the AADK Board.

<sup>3</sup> The activity/trip should be approved by the chairmanship and/or the secretary general.



## Terms of reference for Finance and Audit Committee (FAC) in ActionAid Denmark (AADK)

### ROLE OF THE COMMITTEE

The role of the Committee is to help qualifying the work of the Board in all matters of finance from budgeting to reporting to strategy.

The Committee does not relieve the Board of its final budgetary or political responsibility, nor does it relieve the Secretary General of the duty to implement decisions by the Board or to advise the Board in financial matters.

### GENERAL DUTIES

The main activities of the committee are more specifically to:

- a. Approve formats for budgets and accounts material to be presented to the Board.
- b. Assist the Secretary General and the Board Chair to focus economic discussions in the Board and the Council on the strategic and political dimensions. These discussions should allow for the Board and Council to make strategic decisions and decisions of principles about the raising of funds and their prioritized spending.
- c. Appraise the reserves policy and the risk register and to bring to the attention of the Board, any issue that may impact on the sustainability and effectiveness of AADK.
- d. Be the reference point for the external audits and to monitor follow-up on plans that stem from management letters, reviews etc. from AADK auditors, AAI Internal Audit, Danida and other relevant parties and together with the SG to bring this to the attention to the Board.
- e. Be the reference point to the Internal Audit in AAI/IS and to monitor follow-up on plans that stem from findings and recommendations from Internal Audit, and together with the SG to bring this to the attention to the Board.
- f. Brief the Council meeting on the accounts and budget of AADK.
- g. Lift any other relevant tasks in relation to finance that the Board delegates to the Committee

### COMPOSITION OF THE COMMITTEE

1. The Committee consists of three to four members, four being the maximum number of members.
2. The Board appoints two board members to the committee and one member from the Council.
  - a. The Board elects a Chair of the committee.
3. The Board may appoint a fourth member freely, the only restriction being that this member may not also serve on the Board. This person may well be external to MS and have special competencies in terms of finance and financial management.
4. The Secretary General is the secretary to the Committee. The Director of Operations and the Head of Finance will normally also participate in FAC meetings.
5. The external auditors may be invited to attend meetings of the Committee when deemed fruitful.
6. The Board Chair and other relevant persons may participate in meetings as deemed relevant.

### MEETINGS

The Committee shall meet at least three times during the year as follows:

- a. **Prior to strategic budget discussion on the Board in the fall** (normally in September)  
The agenda shall as a minimum cover the following:
  - i. Briefing on the accounts of AADK.
  - ii. Discuss and assure the quality of the strategic budget materials to be presented to the Board
  - iii. Monitor follow-up on plans that stem from 'management letters' review etc., if the material demand follow-up plans
- b. **Prior to final approval of the budget** (normally in November/December);  
The agenda shall as a minimum cover the following:
  - i. Briefing on the accounts of AADK
  - ii. Discuss and assure the quality of the final budget materials to be presented to the Board
  - iii. Appraise the reserves policy and the risk register
  - iv. Assist the Secretary General and the Board Chair to focus discussion about the economy in the Board and the Council on the strategic and political dimensions, which allow the Board and Council to make principal and strategic decision about the raising of funds and their prioritized spending
  - v. Monitor follow-up on plans that stem from 'management letters' review etc., if the material demand follow-up plans
  - vi. Discuss special focus areas for the auditors during the annual audit

c. **Prior to the presentation of the annual accounts to the Board and the Council** (normally in April/May).

The agenda shall as a minimum cover the following:

- i. Briefing on the accounts of AADK
- ii. The audit letter, and when requested by FAC, meeting with the external auditors.
- iii. Discuss and quality guarantee the annual accounts to be presented to the Board and the Council
- iv. Monitor follow-up on plans that stem from 'management letters', review etc., if the material demand follow-up plans

The Committee may hold additional meetings as needed. The half year result shall be on the agenda before the discussion of strategic budget materials, either at the first meeting, or at a separate meeting.

The meetings are planned at the beginning of each Board year after the yearly plan for the Board has been decided on.

The committee will take notes of all decisions made and topics discussed. Relevant points from the meetings and discussions of the committee will be brought to the attention of the Board by the Chair of the Committee.

The final agenda for each meeting is decided by the Chair and the Director of Operations in cooperation and relevant materials are circulated (if possible due to internal deadlines) at least 3 days in advance of the meeting.

Outside of the formal meetings, the Chair receives monthly reporting on agreed economic indicators from the Secretariat. The Chair notifies the other committee members of any significant developments in these indicators.

***Approved by the AADK Board on 16<sup>th</sup> August 2017***

**ENCLOSURE 2: THE COUNCIL – THE BOARD AND THE SECRETARIAT  
DIVISION OF RESPONSIBILITIES**

<b>THE ASSOCIATION'S HIGHEST AUTHORITY</b>	
<b>TASKS</b>	<b>RESPONSIBLE</b>
<p><b>The Council Meeting – the year that has passed</b> All documents for the Council Meeting should have a cover sheet, which gives a brief reading instruction as well as information on the employee who can answer potential questions before the meeting.</p>	The Secretariat
<p>Council members can ask specific questions in writing to the Secretariat and the Board, if there were areas, that was not touched upon during the discussions at the meeting. These questions and answers will be compiled and sent to all Council members subsequently.</p>	The individual council members and subsequently the Secretariat
<p><b>The coming year's efforts</b> The Board presents to the Council a draft plan on what the Board shall deal with in the coming year.</p>	The Board
<p>The individual council members have the opportunity alone or in groups to propose amendments and additions to this plan. These proposals can be based on council member's special areas of interest where the focus is sought changed or clarified. The starting point can also be in the discussion of the year that has passed, where the need for new initiatives and/or areas of focus for the coming year is not included in the draft plan.</p>	The individual council members
<b>ADVISORY ROLE IN RELATION TO THE BOARD</b>	
<b>TASKS</b>	<b>RESPONSIBLE</b>
<p>The Council has an advisory role in relation to the Board, which means that the Board involves the Council in specific discussions to get input and qualifying the discussions and the result.</p>	The Board
<b>COUNCIL MEMBERS OPPORTUNITIES BETWEEN COUNCIL MEETINGS</b>	
<b>TASKS</b>	<b>RESPONSIBLE</b>
<p>Following the ordinary Council Meeting, the Board prepares an overall plan for the Board's and the Council's activities until the next ordinary Council Meeting. This plan contains the dates of Board and Council activities during the year and mentions the key points of each meeting. This plan is available to all council members on Podio.</p>	The Secretariat
<p>Council members can follow the Board's work through agendas, newsletters and minutes, which are sent to all council members about the distinct meetings.</p>	The Secretariat
<p>Board meetings are principally open meetings. This means that a council member can participate in a board meeting – or parts of a board meeting, if there are special subjects/areas where he/she wants to follow the Board's discussions and decisions.</p>	The individual council members

**ENCLOSURE 3: CODE OF PRAXIS ON SHARING OF INFORMATION**

<b>CODE OF PRAXIS ON SHARING OF INFORMATION RELATED TO THE WORK OF THE AADK BOARD</b>			
<b>RECEIVERS AND WAY OF COMMUNICATION</b>	Board <u>only</u> (via e-mail and/or Podio)	Board – shared with Council <u>only</u> (via Podio and/or e- mail)	Board, Council and the entire Membership (via <a href="http://www.ms.dk">www.ms.dk</a> )
<b>TYPE OF INFORMATION</b>			
<b>GENERAL BOARD DOCUMENTS</b>			
Board agenda	NO	YES	YES
Commented agenda presenting annexes to the agenda	NO	YES	NO
Approved Board minutes	NO	NO	YES
Draft Board Annual Plan	NO	YES	NO
Agreed Board Annual Plan	NO	NO	YES
Draft Annual Report	YES	YES, when finalised by the Board	NO
Annual Report – approved by the Council	NO	NO	YES
<b>DOCUMENTS RELATED TO OVERALL STRATEGY AND IMPLEMENTATION</b>			
Approved Overall Strategy	NO	NO	YES
Draft operational plans	YES	YES, when finalised by the Board.	NO
Approved implementation plans	NO	YES	NO
<b>DOCUMENTS RELATED TO INDIVIDUAL STRATEGIES<sup>4</sup></b>			
Draft strategy	NO	YES	NO
Approved strategy and implementation plan	NO	YES	YES, information included in annual reporting
<b>DOCUMENTS RELATED TO STRATEGIC DISCUSSIONS</b>			
Background information and other discussion material	YES	YES, when finalised by the Board.	YES, information included in annual reporting

<sup>4</sup> E.g. tax campaign in Denmark