

<b>Date:</b>	<b>14/6 2016</b>	<b>Place:</b>	<b>MS, U11</b>
<h1>Board Meeting Minutes</h1>			
<b>Present</b>	<p><b>From the Board:</b> Adam Moe Fejerskov (AMF) (alternate), Anders Hamming (Chairman of the Finance and Audit Committee)(AH), Birgitte Rhode (BR) (alternate), Gunver Bennekou(GB) (agenda items 5, 7, 9, 10), Helle Munk Ravnborg (Chairwomen) (HMR), Jens Elsig (JE), Lea Simonsen (LS), Nana Gerstrøm Alsted (NGA) (agenda items 1, 2, 3, 6) , Sine Jensen (SJ) (institutional member) (agenda items 1,2,3,4,6), Søren Bøllingtoft Knudsen (SBK) (institutional member), Tea Balle Fromholt Hansen(TFH) (agenda items 1,2,3,4,6) .</p> <p><b>Others:</b> Steen Folke (SF) (agenda item 6)</p> <p><b>Absent:</b> Andreas Dybkjær-Andersson(ADA) David Archer(DA), Kirsten Bruun (alternate-institutional member) (KB). Ole Anand (OA), Trine Pertou Mach(TPM)</p> <p><b>From the Secretariat:</b> Frans Mikael Jansen(FMJ), Kirsten Devantier (KID) and Hannah Brejnholt (HBR)</p>		
<b>Absent</b>			
Minute –Taker: Hannah Brejnholt The meeting was conducted in Danish			

<b>Agenda – revised</b>	
<b>01.</b>	Welcome and approval of the agenda
<b>02.</b>	Approval of minutes and matters arising from the Board Meeting 9 <sup>th</sup> and 29 <sup>th</sup> of May 2016
<b>03.</b>	Selection of <ul style="list-style-type: none"> <li>- Vice Chairperson</li> <li>- Board members of strategy group</li> <li>- FAC member (moved, formerly item 8)</li> </ul> AADK representatives in other organisations
<b>06.</b>	General Assembly AAI
<b>04.</b>	Plan for Board meetings 2016 – 2017
	Light Meal
<b>05.</b>	Council Meeting 2016 <ol style="list-style-type: none"> <li>1. Evaluation</li> </ol>

	2. Implications for next year
07.	Budget revision 2016
09.	Information
10.	AOB

01.	<p>The chairwoman opened the meeting by bidding everyone welcome. This was followed by each of the members present introducing themselves including a few words about their main interests with regards to the work in the Board.</p> <p>As a means of introducing new Board Members better to the work and role of the different democratic organs of the organization, HBR will share the Governance Manual with board members after the meeting. The Governance Manual will be discussed, adjusted if necessary and approved at the coming meeting. Moreover, a 'visit-the-secretariat' arrangement will be made for new board members as a means to introduce the board members to the organization and the work of the Board.</p>
02.	<p>Due to challenges of different members of the Board in participating a few changes were made to the agenda:</p> <p>Agenda item 8 regarding FAC was moved up under agenda 3</p> <p>Agenda item 6 regarding the ActionAid General Assembly was moved up above item 4 in order to ensure the participation of NGA.</p> <p>The agenda was approved with the mentioned changes.</p> <p>Comments regarding the minutes from the Board meeting 9/5.</p> <ul style="list-style-type: none"> <li>- The auditors left earlier than what appears in the minutes. This will be amended.</li> </ul> <p>Also an amendment was made to the minutes from the Board meeting 29/5. Both minutes were approved with the above comments.</p>
03.	<p>Selection of:</p> <p><u>Vice Chairperson</u></p> <ul style="list-style-type: none"> <li>- ADA has put his candidature forward. There were no other candidates and ADA has strong support among the Board members. ADA was unanimously appointed as the AADK Board Vice-Chair.</li> </ul> <p><u>Board members of strategy group.</u></p> <ul style="list-style-type: none"> <li>- A new strategy group will be formed to work on a) the upcoming drafts of the ActionAid strategy and b) start discussion around the upcoming AADK strategy. HMR invited Board Members who have an interest in joining the strategy working group to come forward. The following Board Members came forward: <ul style="list-style-type: none"> <li>o HMR</li> <li>o AMF</li> </ul> </li> </ul>

- SJ
- BR
- There will be an open invitation to other Board members to join the strategy working group, as well as an open invitation to Council members who are interested in joining to do so.
- VVI and JKB from the secretariat will join the group. VVI will be the project manager.

FAC members from the Council

AH presented thoughts that he and GB had had around potential candidates, this led to a discussion around the profiles of potential candidates for the FAC. In short it was agreed that the main qualification should be an interest in the work of FAC – and thus budgets and annual reports, but also that the FAC would benefit from diversity including in age. AB; GB and HMR will propose a list of potential candidates.

AADK representatives in other organisations

IMR According to TPM The Danish Institute for Human Rights has been restructured and there is therefore no longer a council seat to be held.

DFH (Danish Refugee Council): DFH is again becoming an increasingly important partner, and there is therefore probably need to be more active here. This also means that AADK should probably put forward someone who really engages in this work and who will prioritise it. In recent years, Bent Nicolajsen has held this seat. At the Board meeting, several Board Members expressed interest in representing AADK, namely TPM, ADA and SBK.

It was agreed that the secretariat (FMJ/VVI) will contact Bent Nicolajsen with respect to his future interest in representing AADK

KULU: KB is currently holding MS' seat here, HMR will speak with KB about her interest in continuing this.

FN-forbundet/ The Danish UN Association: This is an important organization with a view to the SDGs and in the context of the way the global legal order is currently under attack. TPM and ADA are interested in taking over this seat which has now become vacant with DJ no longer being a member of the Board. HMR will speak to both in order to find a solution.

Rådet for international konfliktløsning/ Council for International Conflict Resolution (RIKO): KB represents AADK, however AM also voiced an interest in this seat. HMR will speak with KB about her interest.

Københavns åbne gymnasier (Copenhagen Open high School): JE currently holds this seat and would like to continue. There are no contestants for this seat.

	<p><u>TTIP</u>: SF currently holds this seat and would like to continue. This was endorsed by the Board and it was agreed that an effort should be made to engage volunteers and council members in the TTIP discussions and activities which are expected to grow in intensity as negotiations are approaching their conclusion.</p> <p><u>Økologisk landsforening</u>: GB currently holds this seat, HMR will check with her if she would like to continue this work. There are no contestants for this seat.</p> <p>There were suggestions of looking into becoming members of other organisations such as Amnesty, UNICEF, Askov fonden, etc. and there may be reason to revisit list of organisations where AADK is represented, based on an assessment of how aligned the objectives of a given organization is to those of AADK. Such a re-visit should also include the list of organizations where AADK is represented by the secretariat. This list of organisations should be discussed as part of the strategy discussions in relationship to our strategic alliances.</p>
	<p>An additional comment was made by HMR, which was that the chairmanship would meet over the course of the Summer and talk about how Board meetings could be run – possibly in a slightly different way. This comment was based on the experience during the Council meeting where several different people chaired, kept the time etc. The suggestion of trying out different ways of running the board meeting was welcomed.</p>
<b>06.</b>	General Assembly AAI
	<p>6.3 Motion proposed by AAIT on Treasury Management and Investment Portfolio</p> <p>SF joined the Board meeting in order to give the Board a presentation on the motion from AAltaly:</p> <p>The background is that AAIT is one of the big financial affiliates and is paving the way for new organizations to join ActionAid, eg. an Indonesian organisation, with support from AAIT. However, AAIT is not completely satisfied with AAIS (the international secretariat) – with respect to the financial management, which they consider to have caused liquidity problems, investments that are too risky or potentially in conflict with AA Corporate Engagement Framework. The issue on challenges related to liquidity is a shared with many Southern partners.</p> <p><u>The conclusion</u> is that AADK supports the substance of the motion but finds it may be excessive with respect to its practical implementation in terms of wanting an external team of consultant to do a review. Thus, NGA has the mandate to make the final decision with respect to the practical implications of the motion in response to the arguments put forward during the AAI general assembly.</p>
	<p>6.6 Motion proposed by AAUS on Building a pathway to increasingly align AA with a feminist agenda.</p> <p>HMR led the Board through the main ideas behind the Motion, which includes many different aspects, many of which AADK would agree with. The Motion is useful in so far as feminist thinking is an especially useful lens through which to analyse structural inequalities and</p>

	<p>power, broadly speaking. However, the motion includes a long list of more specific suggestions of which a number go a little too far in pre-empting the discussions and decisions to be made over the course of 2016 with respect to the new AAI strategy, as well as prescribing what individual AA members should do, e.g. with respect to staff training. These concerns are also raised in the AAI Board response to the motion. <u>A number of points were raised in the discussion, and while the Board agreed that AA should be a main driver of the feminist agenda with a sharp focus on structural causes for poverty and inequality and that we should challenge power structures, it recommended not to support the motion in its current form.</u></p>
	<p><u>Comments or questions on other motions</u></p> <p>6.2 Motion on Challenging corporates who profit from the illegal occupation of Palestine</p> <p>This motion stems from the office in Palestine, but is raised by AAAUS, because AAPalestine is not part of the GA. Palestine not a recognized country, and thus not an independent national organization, which it must be in order to be represented at the AAI GA. Palestine is an AA country programme just like a number of others are.</p> <p>Despite the seeming geographical focus there is in fact a general political question in this motion, which is in fact the most important aspect of the motion. AA has guidelines on corporate engagement and it is in this light that this motion should be read.</p> <p><u>Conclusion:</u> The Board recommend that NGA votes in favour of the motion.</p> <p>6.4 Digital ActionAid put forward by France</p> <p>The central question in this motion is: What should be common? How should e.g. the common website be updated and maintained? While this motion is about methodology, it is also a question of resources.</p> <p>Conclusion: AADK is sympathetic toward the motion, but supports the position put forward in the response from AAI which expresses the concern that the motion, if approved, would pre-empt the up-coming strategy discussion.</p>
<b>04.</b>	Plan for Board Meetings 2016 - 2017
	<p>HMR led on this point outlining 3 main tasks for the Board for the coming year:</p> <ol style="list-style-type: none"> <li>1. Financing</li> <li>2. Strategy</li> <li>3. Geografisk bred folkelig forankring og frivillighed</li> </ol> <p>The Board agreed the plan reflected the tasks laid out in the rolling political plan. There had been one point had previously been omitted namely the council and member day, the focus of which will be a) the AAI strategy and b) the AADK strategy. This has been corrected. Moreover, dates were agreed for Board meetings to be held during the first part of 2017.</p>
<b>07.</b>	Budget revision
	This agenda item was introduced by FMJ

	<p>2016 is a difficult year for MS. We have had to make substantive cuts in the 2016 due to abrupt reductions in the funding from the Foreign Ministry. The extra costs related to the laying off of staff, which Danida has refused to cover, and the fact that the rule of permitting a 10% over-expenditure roll-over has been nullified, puts the budget that was approved by the Board in December under severe strain. The budget thus has expenses that were not part of the budget of 2,315t DKK (cost of laying off staff, change of SG, closing down of the Nicaragua programme and support to international strategy process).</p> <p>Fortunately, some of these additional costs can be covered by additional income, mainly 1 mill. DKK from a balance from previous year (related to a project in Zambia), 400.000 DKK from an adjustment of VAT reductions. Finally, some of the income generating activities have performed better than anticipated and some expenses have been reduced. This leaves AADK with a budget that shows an expected deficit of 770.000 DKK – which must be considered to be a very positive situation – given that the extra costs related to the lay-off of staff alone is 800.000, a cost which the Board decided (in December 2015) could be taken from the reserves.</p> <p>The revised budget remains ambitious and optimistic, but also realistic. AADK has maintained the structure and the current staff – where a number of staff will continue to work reduced hours (and salary) – leaving options open for strategic decisions on the future (budget 2017-19) later this year. There are some interesting initiatives e.g. within the People for Change programme (P4C) were an online portal for volunteers to provide inspiration and advice virtually is being piloted. This may prove to become a future way of working and an interesting option to maintain and expand.</p> <p>The secretariat is keeping up its steam and producing great results – and staff remains dedicated.</p> <p>FMJ recommends that the Board approves the revised budget.</p> <p>FAC commented on the revised budget, despite having had just one day to look at it. FAC stated that the adjustments in the revised budget do not look dramatic. It is important to keep in mind that a new SG will take over in September and there is thus a need to make sure the organization is robust.</p> <p>Currently the following uncertainties are foreseen by the secretariat: The DK budget (Finanslov) 2017 – we don't know where we will stand</p> <ul style="list-style-type: none"><li>- The future of the ARI programme is unknown, and apparently Danida considers moving from 12 to 6 frame organisations (or consortia). Due to the proposed timing, there may also be a a funding gap of 3 months from the end of the current phase until a possible next phase takes its beginning. AADK is optimistic, but there is a risk. AAI will take over the progamme and AADK will become a partner.</li><li>- TCDC is in transition – it has an annual budget of 19 mio. DKK. The question is whether the African Civil Society initiative will take off, and whether AADK will be a central part of this – ensuring training activities and income to AADK.</li><li>-</li></ul> <p>The Board appreciated the written note on the budget revision. Apart from discussing these potential risks, how they should be addressed and their potential impacts, the Board asked that in future presentations an effort would be made to further detail 'programme work in DK', primarily with a view to distinguished between Danida-funded and non-Danida funded</p>
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	<p>programme work. Moreover, it was stressed that the neither the Board, nor the Chairmanship had been part of approving the appointment of the consultant for the SG recruitment process, nor had it been informed about the budget allocation reserved for this process.</p> <p><u>In conclusion:</u> The revised budget was approved and there was general appreciation of the efforts made. Also it is clear that the efforts made over the course of the last couple of years of constructing a still closer project monitoring and information system are now paying off, as the level of detail and precision in the monitoring of activities, including in budgetary and accounting terms, are now evident.</p>
<p><b>05.</b></p>	<p><b>Council meeting</b></p> <p><u>Evaluation</u></p> <p>The chair introduced by summarising the analysis of the evaluation which overall was very positive. Responses generally showed that participants were happy with papers received in advance of the council meeting, the discussions form and the contents and in general with the meeting. There were a few comments stating that participants would have liked to see more focus on work in the South and in AAI – something which should be accommodated in next year’s council meeting: For the past two years, the Council meetings have focused thematically on work in Denmark. Therefore, it seems logical that the next Council meeting should focus thematically on our work with the rest of the federation, especially in the South.</p> <p>A question was raised with respect to how to capture and move forward the many ideas were generated during the Council meeting, including regarding new financing and fundraising ideas, and particularly with respect to the Secretariat’s thinking on this?</p> <p>In this response, FMJ acknowledged the risk, also stated that some of the political agendas discussed at the council meeting are already being taken up by management. Moreover, it is also important to note that part of the take-away from a meeting like this are ‘spirit’ and the ‘endorsement’. It is extremely important for the management in the Secretariat as well as for staff to have a strong feeling of support, engagement and energy on behalf of the Council. This sort of thing is difficult to document on a flip chart.</p> <p>Q: the budget for the rest of 2016 presented at the Council meeting is not the same as what has just been presented at this meeting.</p> <p>A (by KID): it is true that unfortunately the Council meeting took place before the budget revision and thus the budget presented at the council meeting was a budget that had not yet been revised. It is difficult to do in a different way due to the timelines around budgets.</p> <p>Conclusion: This is one of the best Council Meetings AADK has had. The chair stressed that she is looking forward to meetings between secretariat and Council Members in the course of the strategy process where many of the ideas produced at the council meetings will be further developed.</p>
<p><b>09.</b></p>	<p>Information:</p>

		<ul style="list-style-type: none"> <li>- Folkemøde is taking place this week. AADK has a stand and a whole array of exciting and varied events.</li> <li>- Guidelines and documents around 'innovations puljen' have been finalized and this material will be shared with the Council ASAP in order for members to start accessing the funds allowing their ideas to spark to life.</li> </ul>
<b>10.</b>		<p>AOB</p> <p>None</p>

The meeting closed at 20.04

Enclosures		Plan for Board, Council and strategy meetings 2016-2017
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Date	Board meetings – agenda items	Council meetings – agenda items	Strategy process/ meetings – agenda items	Comments <i>incl agenda items from “Board Annual Cycle”</i>
8/8			Zero draft of AAI strategy – discussion of this + prepare for meeting on 10/8	
10/8 4-7 pm		Discussion of zero draft of AAI strategy  Meeting is open to Board and Council members as well as staff		
17/8	Zero Draft of AAI strategy  Frame application to Danida (deadline 15/9)  - Discuss priorities in 2017  Communications			<i>Strategic discussions – Report from ActionAid International’s General Assembly – Governance Manual</i>
26/9		1 <sup>st</sup> draft of AAI strategy	1 <sup>st</sup> draft of AAI strategy	Board members in the Strategy group devise plan for AADK strategy process

<b>End of sept</b>	Potentially: Extraordinary Board Meeting Adriano will be visiting			
End of September/ beginning of October.  <b>TBD</b>		Member and Council day Main agenda items: - initiation of AADK's strategy - comments for the 1 <sup>st</sup> draft of the AAI strategy - decision on council member to partake in the group drafting the upcoming AADK strategy		
<b>5/10</b>	1 <sup>st</sup> Draft of AAI strategy First meeting with new SG Adopt plan for AADK strategy process Deliberation around budget 2017 – potential investments and discussion about spending equity (including devise template/frame for this).			
<b>19-20/11</b>	Future financing - Collaboration with private sector - Institutional funding - AADK members			<i>Initial budget discussions – Strategic discussions – prospective focus for the Board – Planning of the Membership and Council Day</i>

	<p>Discuss principles, weight of principles, volume etc</p> <p>2<sup>nd</sup> draft of AAI Strategy</p> <p>Popular support (folkelig forankring), volunteers, possible space for action</p> <p>Annual plan for Council</p>			
<b>14/12</b>	<p>AAI GA and AAI Strategy</p> <p>AADK strategy</p> <p>Budget 2017</p>			<i>Approve the Budget – Dialogue with the Parliamentary Audit – prospective focus for the Board – the Secretary general’s annual report to the Board – Board mid-term evaluation</i>
<b>8/2</b>	<p>Board meeting</p> <p>Strategy discussions</p>			
<b>8/3</b>	<p>Board meeting</p>			<i>Strategic discussions – prospective focus for the Board – prepare possible proposals from</i>

				AADK to the AAI general assembly.
<b>5/4</b>	<p>Board meeting</p> <ul style="list-style-type: none"> <li>- Annual report</li> <li>- Report on political rolling plan</li> <li>- Draft political rolling plan</li> <li>- Council meeting</li> <li>- Dialogue with Parliamentary Audit</li> </ul>			<p>Approve:</p> <ul style="list-style-type: none"> <li>- <i>The annual report on the implementation of the AADK Strategy</i></li> <li>- <i>The report on the political rolling plan (this year)</i></li> <li>- <i>Draft on political rolling plan (the coming year)</i></li> </ul> <p><i>Council meeting planning – Dialogue with the Parliamentary Audit</i></p>
<b>3/5</b>	<p>Board meeting</p> <p>Approve:</p> <ul style="list-style-type: none"> <li>- the annual accounts</li> <li>- staff Policy Report</li> <li>- Report on council election</li> <li>- Council meeting questions, if any – Board evaluation</li> </ul>			<p>Meeting with the Auditors and approve the annual accounts – staff Policy Report – Report on council election – Council meeting questions, if any – Board evaluation and a draft plan for board and council activities the coming year.</p>
<b>20-21/5 2017</b>		<p>Council meeting</p> <p>Adopt new AADK strategy</p>		