

<b>Date:</b>	<b>May 8<sup>th</sup>, 2019</b>	<b>Place:</b>	<b>Fælledvej 12, 2200 KBH N, Community Hall, 1<sup>st</sup> floor, main house</b>
	<b>Draft Board Meeting Minutes</b>		
<b>Present</b>	<p><b>From the Board:</b> Anders Hamming (AH) (Chairman of the Finance and Audit Committee), Annette Rohde (AR) (agenda 1- 9), Camilla Holm-Jensen (CHJ), Flemming Hansen (FH) (agenda 6-11), Helle Munk Ravnborg (HMR) (Chairwomen), Kirsten Bruun (KB), Linette Lotus Danst (LLD) (Vice-chairwoman), Mahmoud Ismail (MI) (Vice-chairman), Maja Louise Sørensen (MLS) (agenda 1-6) and Mary Consolata (MC)</p>		
	<p><b>Others:</b> Julie Madsen (JM) (Parliamentary Audit) Marie Uldall Thomsen (MUT) (Parliamentary Audit) Sine Jensen (SJ) (Alternate) Andreas Dybkjær-Andersson (ADA) (Council member) Joakim Juul Larsen (JL) (KPMG) (agenda 1-4)</p> <p><b>From the Secretariat:</b> Annette Them Serup (ASE) (agenda 1-6), Benedikte Jeppesen (BEJ) (agenda 5), Jonas Giersing (JGI) (agenda 1-7), Pierre Vernet (PVE) (agenda 7), Sisse Egeberg (SE) and Tim Whyte (TRW).</p>		
<b>Apologies</b>	Cíntia Galbiati Ramos (CGR), Rasmus Kjær Slot (RKS)		
	Minute –Taker: Sisse Egeberg		
	The meeting was conducted in Danish		

## Agenda

01. **Welcome and approval of the agenda**
02. **Approval of minutes and matters arising from the Board Meeting April 3<sup>th</sup>, 2019**
03. **News from AADK**
04. **Annual Accounts 2018 – meeting with the Auditors**
05. **Approval of revised 2019 budget and presentation of forecasts 2020-2021**
06. **Recommendation Danida review regarding FAC**
07. **Staff status report 2018**
08. **Board evaluation**

**09. Report on council election 2019**

**10. Governance communication, information sharing and transparency in AADK**

**11. Any other business**

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

HMR welcomed the board members to the Board Meeting.

The agenda was approved without comments.

**02. Approval of minutes and matters arising from the Board Meeting on February 6<sup>th</sup>, 2019**

The minutes from the Board Meeting on April 3<sup>th</sup>, 2019 were approved without comments.

**03. News from AADK**

TRW presented an overview:

*Danida Review* – It has been amazing. The Review Team has been visiting Kenya and Gaza. They have talked to volunteers and stakeholders both in DK and internationally. The Review Team noted, that everyone they have talked which tells the same story about the changes we are working on and creating - and everyone has a high commitment. A total of 11 recommendations have been made: more resources must be allocated to finance, and we must sharpen our value added in relation to our humanitarian work. A management respons will be conducted and it will be presented to the Board.

*AADK Archive* - The National Archives is interested in receiving it. Thus, AADK history will become part of The National Archives. Anyone interested in participating in the assignment, please contact SE.

Parliamentary elections - We have chosen to prioritize: Inequality, climate and refugees. Citizens' proposal on Sjælsmark has now achieved enough signers. Reaction on Paludan has been discussed.

HMR added:

Concern regarding recent departures of Secretaries-General in the NGO environment. A letter has been written to DFH. The meeting of representatives will take place on 23 May.

We have focused on our cooperation with the trade union movement (The Bridge for the Future). Focus on green transition and inequality.

**04. Annual Accounts 2018 – meeting with the Auditors**

AH informed the board that the FAC had reviewed the material in due time. It is a good document to work with. The presented results are sound and can be recommended.

The auditor from KPMG Joakim Juul Larsen (JL) introduced himself and thanked for the good cooperation with the financial staff at the secretariat. JLL went through the Audit Report and informed that the auditors had no comments to the accounts. The results for Globalhagen Kitchen and new members are not as good as expected. The auditors commended AADK for being a well-governed organization having sound control procedures. The auditors also applauded the accounts that were approved by the board and will be presented to the Council at the council meeting in May.

**05. Approval of revised 2019 budget and presentation of forecasts 2020-2021**

An internal budget review was conducted in April. JGI presented the frame and the result. The result of the budget review shows a slight expansion of the deficit. In 2020 and 2021, no deficit can be budgeted. The Board had received an annex with an overview of the original budget and the adjusted budget prior to the meeting. The Board approved the revised budget. The deviations are so small that it was decided to present the original budget note to the Council at the Council Meeting in May.

**06. Recommendation Danida review regarding FAC**

Based on the recommendations of Danida review, an update of FAC's role is recommended.

Three options:

- Recruitment of a new member to FAC, who has an oversight role.
- FAC is supplemented with a person with skills within business development
- The FAC maintains its present form.

It must be examined whether there are persons with relevant competences within the financial area and business development in the Council. If this is not the case, external competencies must be recruited.

The constitution of the FAC must take place at the board meeting in June.

**07. Staff status report 2018**

PV presented the board to the annual staff status report, which was sent to the Board prior to the meeting. Implementing a strategy is a comprehensive process. There has been a focus on more delegation. Work with meeting structure and roles has not worked as intended and the expectations to this have been downgraded. There have been a number of different initiatives and the implementation of the strategy is now settled in the Secretariat.

GDPR has been introduced, OK 18 is implemented, including working time agreement. APV was carried out in November 2018. A follow-up process and formulating of action points has been conducted. The action plan is expected to be adopted within the next weeks. Special attention regarding the results of APV: Over 98% are happy and proud to work in AADK. The challenge lies in workspace, more people than there is room for. Free seating has therefore been relaunched. There are challenges regarding the relationship between resources, time and task. Focus on prioritization and consolidation is expected to positively affect this challenge. Some cases of experienced stigma. There is zero tolerance and focus on this in AADK.

CHJ confirmed as an employee representative that the report and presentation is very honest and that it reflects the impression among the employees well.

HMR thanked for the report and concluded:

The report shows a single case of illness due to stress. One case is too much. However, given that a new strategy process has just been completed, it is good that there are not more than one. The budget review and consolidation are expected to have a positive effect. Furthermore, the Board has a special responsibility in relation to AADK being an organization that supports initiatives that occur and is coming to us from the outside world. We must be aware that this may seem stressful and we must focus on handling this issue in the future.

## **08. Board evaluation**

An evaluation of the work of the Board in 2018-2019 has been carried out and a report with an overview of the result was sent to the Board prior to the meeting.

The result shows satisfaction with the simplification of the materials for the board, which has been introduced. The meetings have become more accessible, it is easier to prepare for them and it is appreciated that time and schedule is respected. There is a wish for more political discussions on the Board. SE proposed, that the Board retreat in the coming period should be devoted to more in-depth discussions. A wish for a little bit more creative and discussion-generating facilitation of board meetings was expressed. Slight unclarity concerning the role of the board members and the function of the sub-committees. A generic print on the ToR for Sub-committees, which new workgroups can use as their starting point, was suggested.

## **09. Report on council election 2019**

A report on the Council election 2019 was sent to the Board Prior to the meeting.

The result of the 2019 Council Election is that 515 members voted for 45 new individual council members, out of the 61 candidates who ran for election. 17.420 members were invited personally to vote. The election for the institutional Council members was uncontested, since five institutional members ran for the election. The total number of institutional members in the Council is now six. Two members representing the staff of AADK were elected. It is noted, that the number of members who vote for council election is generally very low in relation to the total amount of members.

Following changes must be implemented:

- Reminder mail must be sent to all those who have not opened the voting system
- Printed materials regarding the Council election will no longer be sent out by traditional mail. Only email will be used.
- The planning of the next Council meeting must start immediately after the Council meeting.

Annexes with Council election report are not a public document.

## **10. Governance communication, information sharing and transparency in AADK**

A working group has been working on improving the internal governance communication in AADK. MI presented the working group's considerations in relation to the Board's and the Council's future use of workspaces and gave a presentation of Teams, which is part of Microsoft 365. It is recommended, to create workspaces for the Board and Council in Teams. Focus on document management and usability is important. The board supports the use of workspaces.

## **11. Any other business**

The Board must provide two members to the editorial committee at the Council meeting. MLS and LLD signed up.

The meeting closed at 18:30

Adopted during the Board Meeting May 8<sup>th</sup>, 2019.