

Date:	December 11th, 2019	Place:	Fælledvej 12, 2200 KBH N, Lok. Community Hall
	Draft Board Meeting Minutes		
Present	From the Board: Anders Hamming (AH), Andreas Dybkjær-Andersson (ADA), Flemming Hansen (FH) (agenda 4-12), Karen Jørgensen (KJ), Sine Jensen (SJ), Steen Folke (SF) and Stine Krøijer (SK)		
	Others: Marie Uldall Thomsen (MUT) (Parliamentary Audit) Julie Madsen (JM) (Parliamentary Audit) Kjeld Lannig (KL) (Parliamentary Audit) (Agenda 4-8)		
	From the Secretariat: Annette Them Serup (ATS) (agenda 4), Jonas Giersing (JGI), Julie Koch (JK), Kristian Høyen (agenda 5), Lars Koch (LAK), Nora Christiansen (NCH), Parvaneh Ghorbani (PGH), Pierre Vernet (PVE), Sisse Egeberg (SE) and Tim Whyte (TRW).		
Apologies	Asger Narud (AN), Khaterah Parwani (KP), Mahmoud Ismail (MI), Mary Consolata Namagambe (MCN) and 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 on October 23th, 2019**
03. **Secretary General’s Annual reflections to the Board**
04. **Budget & Plans for 2020**
05. **Status – follow up on Danida Review recommendations**
06. **TCDC – New name and identity**
07. **Midterm review of the Board**
08. **Dialogue with Parliamentary Audit**
09. **Council election 2020**
10. **Campaign briefs**
11. **Approve AADK Internal Climate Policy**

12. Compliance to AADK Values and key policies

13. AOB

01. Welcome and approval of the agenda

SK welcomed the board members to the Board Meeting. A special welcome to new International Director in AADK Julie Koch.

SK also informed that Annette Rhode has resigned from the AADK Board since she is now employed in AADK. Asger Narud was as first alternate offered to replace Annette, but AN wish to continue as an alternate in the coming period. On that background, Steen Folke is replacing Annette Rhode in the AADK Board.

The agenda was approved without comments.

02. Approval of minutes and matters arising from the Board Meeting on October 23th, 2019

The minutes from the Board Meeting on October 23th, 2019 were approved without comments.

03. Secretary General's Annual reflections to the Board

TRW presented his annual reflections on AADK's work and development to the Board.

In 2019, AADK has influenced on some important societal agendas concerning climate and inequality, among others. We have co-authored the Citizens' motion regarding a climate law that has now become a reality and we have had an impact on the Government's understanding paper.

Consolidation was one of the big priorities in 2019. We have come a long way but are not yet on target and it is going to take time to get there.

Our influence in ActionAid has been strengthened, especially in relation to the focus on young people. Where we used to be outreaching creating interest in launching global platforms, today there is great interest for starting Global Platforms around the world.

Tim presented highlights from the Clusters:

International Cluster:

We are proud of ...

- Two EU projects have built capacity in 200+ young people in 10 countries
- 13 new countries for the Global Platform Start-up Workshop
- Positive Danida review.

It was difficult to ...

- Continued challenges in relation to TCDC's economy.

We are aware of

- Great interest among young people actively joining the climate fight

- Improve the measurement and performance of learning outcomes
- Strengthen the nexus in our humanitarian and civil society work.

Operation Cluster

We are proud of...

Finance

- Revision of the 2019 budget and commenced mapping of the economy
- Budget 2020-2022 and started FairShare model
- Started rollout of new financial system

Accountability

- Coordination of Danida review and follow-up
- Determined position on Outcome Harvesting
- Development and roll-out of Contract Management System and International Aid Transparency Initiative
- Started development and roll-out of new procurement policies and procedures
- AA Internal Audit conducted in November 2019 - report on the way.

The buildings

- Loan restructuring, resulting in savings
- 10-year operation and maintenance plan for the buildings
- Released Free Seating (policy, guidelines and equipment)
- Development of internal climate policy

HR and IT

- Conducting more than 40 recruitments
- Follow-up on APV 2018 and OK 2018
- Commenced rollout of Feminist Leadership
- Introduction of new policies: recruitment, anti-corruption, EFAST, telework, SHEA

It was difficult to

- Find time to create change
- Creating an overview of our economy - is on its way
- Systems inter-dependence

We are aware of

- Not to start up to many different things at the same time
- Changes are needed - patience as well
- Leaving no one behind

National Engagement Cluster

We are proud of...

Campaign and Communication

- Further development of inequality efforts
- Increased public visibility
- Strengthened voluntary efforts and cooperation with other actors
- Climate Law!

National programs and policies

- Strategic development: From efforts to 4 programs
- New partnerships and FR strategy

Global Contact

- Success with educational angle
- Closing of Sweden

Individual giving (FR)

- Increased income and engagement with supporters

Social Entrepreneurship

- Growth in mentoring program and streamlining of systems
- Development and support in DK and abroad (El Salvador, Palestine, Mejlgade, GHK)

It was difficult to

- Break down silos and find new ways to work together
- Prioritize between efforts - we want it all
- Economy and resources

We are aware of

- We are best when working together across teams - we need to improve
- Time must be created to focus, develop and go deeper
- There must continue to be a strict focus on priorities, we must choose the right initiatives: not all

During the following discussion the Board members asked among others for reflections on Action Aid, especially in relation to the youth agenda. TRW emphasized that there is much to be proud of in terms of what we achieve through our work in other countries. There have been challenges in relation to the larger, global lines within the ActionAid federation, for example in relation to joint campaigning. FLT is aware of these challenges. There is a need for setting a new direction regarding global campaigning in ActionAid which involves the new SG in AA.

An annual wheel in relation to the larger campaign efforts was requested. TRW drew attention to the current reorganization of our Campaign work in order to make us able to work with longer focus tracks and change goals. At this Board meeting 3 AADK campaign briefs are up for discussion.

In relation to consolidation TRW stressed that the consolidation exercise has been focusing on the budget and more solid three-year plans. Clearer thematic campaign focus is also part of the consolidation.

Furthermore, the Board expressed satisfaction with the fact that AADK is now active on the climate agenda. In addition, the focus on democracy and participation that were established as part of the development of our strategy has proved to be right. Today we see people all over the world in Latin America for example, walking the streets for basic democratic rights. We had seen it coming, and it is okay for us to take credit. It is important that we maintain this focus.

The Board took note of the Secretary General's Annual reflections.

04. Budget & Plans for 2020

SK kvitterede for det store arbejde, der er lavet med budgettet siden sidste bestyrelsesmøde. Bestyrelsen sætter stor pris på det fremsendte materiale og at resultatet ser bedre ud end først varslet.

JGI introduced agenda 04. The Board had prior to the meeting received a Budget note for 2020 with relevant appendices. The Leadership asks the Board to approve the submitted budget for 2020 and takes note of the preliminary budgets for 2021 and 2022. The material has also been reviewed by FAC, which had their meeting December 2nd. In relation to the budget note, we are still convinced that the restructuring will take time and cost money. An external liquidity assessment has been conducted and a raw draft of a FairShare model has been prepared.

The budget shows a minus 2.7 million DKK in 2020, and the first preliminary draft budgets for the following 2 years with a minus 1.3 million DKK in 2021 and a plus 920.000 DKK in 2022.

The draft FairShare model is enclosed as an appendix. The development plans are constructed at Cluster level and there is also a first draft for KPI's.

Anders Hamming added as chairman of FAC that the process has been tough. All expenditures have been reviewed and it was difficult. We now have a much more reliable material, which provides an overview. There are still some activities where we must accept that they cannot cover their fairshare. The conducted external liquidity assessment is valuable, and it shows that it will also be possible to make investments in the future.

In the following discussion, the Board expressed concern whether, with the prioritization made, sufficient resources have been allocated for campaign in order for us to be able to create the changes we would like to see. In relation to the link between campaign and fundraising presented in the draft budget, it was questioned whether campaign should focus so much on fundraising. Several Board members shared the view that we need to make campaigns to achieve some political goals and not just for fundraising purposes. Fundraising must not only be the goal of our campaigns.

The Board Chair recommended that the Board approve the draft budget for 2020. SK agrees with the Fair Share approach, but it must also be possible to continue efforts even that does not fulfil Fair Share.

In addition, the Board Chair drew attention to, that our goal regarding presence in 5 locations in Denmark is reduced to a focus on Aarhus and Copenhagen in the draft budget for 2020. This was endorsed.

Finally, JGI stated that the goal is to make the 2021 budget in a sprint so that it can be submitted to the Board for approval in October 2020. In addition, preliminary budgets for

the following years will continuously be added. The draft budgets presented is based on the assumption that our grants will continue at the same level.

The 2020 budget was approved by the Board.

05. Status – follow up on Danida Review recommendations

Kristian Høyen, Senior Grant Manager at the Secretariat, presented agenda 05. The Board had prior to the meeting received and matrix providing an overview of the status on the work with the recommendations and actions points from the Danida Review. At the meeting, Kristian highlighted the key focuses. Overall, there has been a general progress in most areas. In the recommendations The Ministry of Foreign Affairs has particularly focused on humanitarian and financial monitoring matters.

In relation to the humanitarian, an extra resource has been employed and the general support for monitoring the countries where we work with the humanitarian effort has been strengthened. A CMS system has been launched that keeps track of all the program-related work, including the contracts.

In relation to the financial monitoring, two additional controllers have been hired to the Finance team and we are now ready to live up to the recommendations in these regards. There is also a new financial system in the pipeline, and a draft procurement policy is almost ready. This is also an important part of compliance in relation to our EU projects. Finally, trainings have been held in relation to safety and security, safeguarding and anti-corruption.

In relation to recommendations 2, 3 and 4, there are expected, which is communicated to The Ministry of Foreign Affairs. There deadlines concerning these recommendations have been very ambitious.

Full feedback from The Ministry of Foreign Affairs is awaited regarding status on our work with the recommendations and action points. Final management response will be forwarded when the final feedback is received.

In the following discussion, the Board emphasized the importance of Recommendation 7, which is not only about the financial issue but also concerns the need for strengthen monitoring of our efforts in the countries due to quality assurance.

In relation to our new role working within the humanitarian field, we have subsequently received an additional grant from The Ministry of Foreign Affairs. This indicates that we are perceived as a relevant partner within the humanitarian field. It has been discussed in relation to the Danida Review what is our special focus as MS in the humanitarian field. We have kept focus on that we are aligned with the overall strategic lines of ActionAid.

The Board Chair reminded the Board that the establishment of a working group on our humanitarian work was not prioritized at the beginning of the board year. In the light of the recommendation and action points from the Danida Review and the current status of our humanitarian work, it may be considered, whether there should be a strategic discussion regarding our humanitarian work in the Board during this or the next Board year.

The Board took note of the information.

06. TCDC – New name and identity

Julie Koch introduced agenda 06. TCDC is in the process of rebranding itself and becoming semi-autonomous. The partnership committee has decided for a name change and that it

should be ITIKA. ITIKA is a Swahili word that means 'respond'. ITIKA is also an abbreviation for International Training Institute for Knowledge and Arts or Action.

There are also some technical/legal challenges in relation to a name change that needs to be clarified.

TRW added that the Secretariat has considered that the name change, and the new identity should be presented to the AADK Board, as TCDC is an essential part of AADK history and legal entity.

The Secretariat recommends that the AADK Board supports the continuation of the development process at TCDC and a name change. The Secretariat also recommends that the Board encourage TCDC to develop a more detailed implementation plan and that the term "Action" is used instead of "Art" in the new name ITIKA.

The Board welcomed that the matter was presented to the Board.

A strategic and financial overview was also requested, and it was decided to pass the idea on to the partnership committee.

TRW informed that there is an ongoing recruitment of a new director to TCDC and that new Director's upcoming trip to DK may be coordinated with participation in a AADK Board meeting.

The Board supports the replacement of 'Arts' with 'Action' in relation to the new name ITIKA. However, if there are important political reasons in relation to the current situation in Tanzania that make it better to use the term 'Arts', the Board expressed full understanding and acceptance of the use of the term 'Arts'.

07. Midterm review of the Board

The Board Chair introduced agenda 07. The Board had prior to the meeting filled in a survey regarding the Board's work. As something new, a small survey was also sent to the Council prior to the midterm evaluation of the Board's work. The Board had prior to the meeting received reports with the results of both surveys with the purpose of providing a platform for the discussions at the meeting.

During the following discussion, the Board members expressed, among others, a general concern regarding the challenges of designing quorum at Board meetings. Furthermore, few board members attended the Council and Members' Day in Aarhus on November 23rd.

In relation to the subcommittees, there is the impression that we have not yet completely broken the code to success. It was further noted that the Parliamentary Audit, that there are still challenges with transparency in relation to the subcommittees. Priorities of the rolling political plan could also be more clearly communicated, for example in the Board Chair's newsletter.

More political discussions at the strategic level at the Board meetings were requested. This also includes a need for discussing the direction we are moving in as an organization in relation to our strategy.

Regarding the campaign work, the Board wishes to have a strategic discussion of the larger themes MS chooses to run campaigns on over the year.

More focus on international work, including our program work abroad, was also called for.

There was a bit of irritation about some of the materials for the board being in English, but great satisfaction with the ability to keep the time schedule. One member expressed

concern that the date of the board's retreat was postponed, but there was also great satisfaction with the Board retreat itself at Samsø, in particular ActionAid's participation and the attainment of a common understanding as a new Board team.

On this background, it was decided that in the recruitment of the Board at the future Council meetings, it should clearly communicate that 7-8 Board meetings are held annually and that it is expected that Board members of AADK attend the meetings. It is also considered to experiment further with more involvement of the council members in addition to the two annual meetings, for example via short surveys encouraging council members to share their opinion on specific topics.

08. Dialogue with Parliamentary Audit

SK introduced agenda 08 and gave the word to Kjeld Lanng from Parliamentary Audit.

The Board has prior to the meeting received a draft on expected focus for the work of Parliamentary Audit and their report to be submitted prior to the forthcoming Council meeting. At the meeting KL gave a brief introduction to the preliminary considerations regarding focus and process.

Parliamentary Audit finds themselves confused regarding their role and focus as Parliamentary Audit. The description in the statutes is not clear. Therefore, with this presentation, Parliamentary Audit aim to inform the Board what Parliamentary Audit intend to focus on during the current period. The report presented to the Council in June, intends to address some important discussions for AADK as an organization. AADK is a good mix of grassroots organization and at the same time, AADK has grown and now has a size that needs to be managed in some other ways. It is important to consider how to do this in a good way. Parliamentary Audit is an independent body elected by the Council. Therefore, the proposed focus from Parliamentary Audit does not have to be approved by the Board, but the Board was asked to give its input and comments.

In the following discussion, the Board agreed that it is a very impressive and ambitious proposed focus from the Parliamentary Audit.

The Board suggested to prioritize Item 2 *From strategy to action* and Item 4 *The Council's activities* for Parliamentary Audit's current work.

It was suggested by the Board, that there is no need for Parliamentary Audit to focus on financial management procedures as the professional Auditors focuses on and quality assures the finances in AADK. It was suggested to look instead at expenditure in light of the Strategy, i.e. to make a political lecture of the accounts.

Furthermore, it was emphasized that it is important to keep in mind that Parliamentary Audit is the Council's opportunity to check whether the Board is doing as agreed with the Council during the Board year. It should not be a review of the Secretariat's work. The focus should be on the board.

Finally, SK concluded that it is up to Parliamentary Audit as members elected by the Council to decide the focus of Parliamentary Audit's work. However, the Board will give its inputs if requested by Parliamentary Audit. KL thanked the Board for the board's input on behalf of the Parliamentary Audit. Parliamentary Audit will prioritize the focus areas and possibly make

a recommendation to amend the statutes in order to clarify the focus of PR's work and function.

09. Council election 2020

Julie Madsen initiated agenda 9 on behalf of the Contact Group. Prior to the meeting, the Board had received a recommendation in which the Contact Group encourage the Board to consider the low voting percentage in AADK council elections. Furthermore, the Board was asked to decide, whether:

- a strategic Governance group working with the Council election should be established
- work on a proposal for a governance review should be started.

The board agreed that the low voting rate is a problem.

Voting must be made as easy and straightforward as possible

It was proposed that the basis presentation of candidates running for the Council should be qualified, partly by reviewing the questions in the presentation and by considering the introduction of dilemmas/value issues, which the candidates must express their view on in the presentation. This could subsequently be used to provide an easier overview of the high number of candidates running for the Council. The Secretariat drew attention to the limited amount of resources available for this task, but the board requested assistance to provide easier overview of candidates, preferably using the existing platform.

It was also discussed whether there are enough active members in the AADK to have an active organization democracy in the form described by our current statutes. A governance review could look at whether one can be active in other ways than through the council. For example, our current approx. 17,000 members could be asked to express their views on other occasions besides the Council election once a year.

The Board agreed on the establishment of a Governance group, with the participation of the following board members: Flemming Hansen, Sine Jensen and Stine Krøijer.

In relation to the 2020 Council elections, it was decided to do whatever possible within the current rules and framework to maximise the voting percentage. Attention must also be given to the overall democratic system in AADK, possibly within the next board-year, to update and improve participation.

10. Campaign briefs

The Board has prior to the meeting received campaign briefs on:

- Quota refugees
- Ghetto law
- Integration benefit

Inequality (social, economic and structural) is the overall focus.

At the meeting, Nora Christiansen from the Secretariat made a brief introduction to the papers and the Board was encouraged to have a strategic discussion of highlights presented in the campaign briefs.

The Board expressed its satisfaction with the three campaign briefs being submitted for discussion and found that the three selected themes were indeed the most important areas to address at the current political juncture. Specific content comments were given to all three papers.

In the following discussion, there were several comments regarding format. It was mentioned, among other things, that it is good to have clear messages in the headlines, that the format should be sharpened and include action-related issues; *Who is it we want to do what?* Specifically, in relation to the campaign brief on Ghetto law, it should be clear that we are in favour of removing the criteria on ethnic origin. In addition, a section should be included in our campaign briefs regarding *why* AADK has an opinion on the topic in question.

It was also pointed out that in terms of content there is too much focus on negative engagement in the campaign briefs presented. Furthermore, it is a methodically important that we mean as we do, because we have been talking to people and we present and support their voice.

A comprehensive overview of the major campaigns that we plan to run in the coming year was requested. The Board Chair explained that key changes are being implemented within our campaign and mobilization work at the moment. Therefore, the Board receives the briefs little by little for now.

The Board agreed that the three policy briefs, with a transcript and a tightening of the format, could be used externally in connection with relation work and influencing and that eventually we will have policy briefs that can be used externally.

11. Approve AADK Internal Climate Policy

Jonas Giersing thanked the Board and Global Focus for the valuable inputs to the process developing an internal Climate Policy for AADK. Inputs and comments have been incorporated and a section on sustainable pensions has been added. The updated draft of AADK Internal Climate Policy was sent to the Board prior to the meeting.

At the meeting, the board discussed, among other things, the goal of CO₂ neutrality in 2030. Concern was expressed as to whether the goal can be achieved and whether - and if so how - compensation could be included in our climate policy. There was no agreement as to whether our work could be conceived of as a compensation in itself even though it alleviates and counters the negative effects of global capitalism, poverty and inequality. Yet, we should not use funds for development in the global south for compensation schemes. Some activities enhancing international understanding and outlook are important even though they will never become CO₂ neutral.

In conclusion, the Board agreed on a goal of CO₂ neutrality in 2030 regarding our work in Denmark. Among other things, a review of the buildings in relation to more climate-friendly solutions should be conducted. It is also recognized that air travel is the biggest challenge and that we will have to look at compensation in relation to this.

With these comments, the AADK Internal Climate Policy was approved.

12. Compliance to AADK Values and key policies

Pierre Vernet from the Secretariat introduced agenda 12. A compliance letter that refers to a number of key policies in AADK has been prepared and the Board had prior to the meeting received the AADK key Policies which the compliance letter refers to. All employees at AADK also sign a compliance letter in connection with their employment at AADK. In connection with the recent AA Internal Audit it was noted that the AADK Board has not signed a compliance letter.

Basically, there are three tasks:

- To live up to the behaviour described by the policies
- Communicating the desired behaviour
- Observing and reporting inappropriate behaviour and violation of policies

In the following discussion, the use of images and permissions for the use of images was mentioned as an important focus point.

The obligation to report inappropriate behaviour was also discussed. Several Board members found the reporting duty quite extensive and difficult to fulfil in practice. PVE stated that guidelines are expected primo 2020.

It was further noted by the Board that some of the provisions are also quite extensive in relation to having an impact on the lives of employees in their spare time and outside the workplace.

It was also pointed out that a procedure is needed for volunteers.

All board members must sign the Compliance letter, but the signing can wait until January if anyone wants more time to review the policies.

It was agreed that it must be clearly stated in connection with the future Board election that as a board member of AADK one must comply with a number of key policies and sign the compliance letter.

The Board decided that it is not necessary for the Council to sign a Compliance Letter.

13. AOB

Reminder – it is time for a status on anti-corruption reports.

Greetings from AA Nepal.

The meeting closed at 19:30

Adopted during the Board Meeting December 11th, 2019.