

Minutes of the meeting of the DRC's Board of Directors on 11 September 2024

Present

From the Board of Directors:

Carsten Stendevad, Chairperson
 Ali Al Mokdad, employee representative
 Caroline Tromer Dragsdahl
 Henrik Bodskov
 Kim Simonsen
 Mette Fejfer
 Nina Boel
 Rasmus Stuhr Jakobsen
 Torben Huss (apologies)
 Ulla Næsby Tawiah
 Vagn Berthelsen (apologies)
 Tarek Kelani, incoming observer (Political vice chairperson in DFUNK)

From the Secretariat:

Charlotte Slente, Secretary General
 Vibeke Bach Madsen, secretary of the board
 Kasper Orloff, CFO, attended for agenda item 6

Agenda

	Points		Content
1)	Approval of the agenda / Carsten Stendevad	Decision	Welcome to Ali al Mokdad in the Board. Comments on the agenda.
2)	Declaration of conflict of interest / Carsten Stendevad	Decision	Members of the Board declare if they have any conflict of interest in relation to any items discussed at the meeting.
3)	Financial briefing / Kasper Orloff, CFO	Information	Annex to the item Annex 3.0 Cover note financial briefing Annex 3.1 Budget follow-up Jan-July 2024 The Board of Directors is presented with budget follow-up half-year 2024.
4)	Information from the Audit Committee / Kasper Orloff, CFO	Information	The Audit Committee held its most recent meeting on 6 September. The Board of Directors is informed of the work of the Audit Committee.
	BREAK		
	News from the field: DRC's work in Gaza / oPt / Lilu Thapa, ED for Middle East region		Normally this item is in the beginning of the meeting. The change is due to Lilu Thapa's availability.

	Points		Content
5)	DRC Germany: Approval of Head of Berlin Representation / Carsten Stendevad	Decision	Annex to the item Annex 5.0 Cover note Permanent contract DRC Germany Director Annex 5.1 Recommendation note Permanent contract DRC Germany Director Annex 5.2 POA for SG specifically re. Germany German legislation requires that the Board approves both permanent contract for DRC Germany Director and a PoA for SG re Germany.
6)	Update on registration in the US / Charlotte Slente	Information	Annex to the item Annex 6.0 Cover note Update on registration in US DRC has been pursuing to register in the US. At this meeting the Board will be updated in the process and progress.
7)	Board seminar 14-15 November 2024 / Carsten Stendevad	Discussion	Annex to the item Annex 7.0 Cover note Board seminar 14-15 November 2024 The board will provide input to the program for the seminar.
8)	Information from the Chair and the Secretary General	Information	Annex to the item Annex 8.1 Board meetings in 2025 Annex 8.2 DRC Authorization Scheme
9)	AOB		
	Recap after the meeting		The purpose of this time is to evaluate the quality of the board meetings and for the chair to brief the board on his ongoing dialogue with the secretary General and Executive Management Team.

Re 1) Approval of agenda

The Chairperson welcomed Ali Al Mokdad for his first meeting in the Board of Directors as employee representative, and the Board of Directors had a round of introductions.

The agenda was approved as presented above.

Re 2) Declaration of conflict of interest

The Chairperson asked the Board of Directors to declare if they have any conflict of interest in relation to any items discussed at the meeting.

The Chairperson himself declared that he had a potential conflict of interest in item 6 *Update on registration in the US* being a member of the establishing Board of Directors of DRC USA.

Secretary General Charlotte Slente will give the update regarding the registration process.

Re 3) Financial briefing

The following annexes had been sent to the participants: Annex 3.0 *Cover note for Financial briefing* and Annex 3.1 *Budget follow-up Jan-July 2024*

Kasper Orloff, CFO, gave an update on the H1 2024 budget.

Revenue has accelerated albeit we are still slightly below budget forecast. The bottom line is still above budget, which partly reflects the high *liquidity* and the resulting interest income.

The *strategic investment funds* have also accelerated and are expected to be applied according to the budget.

Budget 2025

The Board of Directors were informed about the targets for the budget 2025.

There are no indications that DRC is in the same situation as sister organizations like NRC and IRC who have to make financial adjustments to their organizations.

⇒ **Recap:** *The Board of Directors expressed its thanks for the briefing and the good overview.*

The Board of Directors would like to have information of the budget targets as part of the annual wheel, the meeting in September.

Re 4) Briefing from the Audit Committee

Kasper Orloff, CFO, briefed the Board of Directors on the latest meeting of the Audit Committee and on the issues considered in addition to the financial update.

Solidarity Pool – proposed contribution for 2025

The DRC Solidarity Pool consists of contributions made by all DRC expats to a joint pool covering taxation in the countries in which the DRC has a taxable obligation for salaries.

External Audit strategy

The strategy was discussed and approved by the Audit Committee.

Internal Audit plan

This autumn the internal and external auditors will meet with representatives from the Audit Committee and the secretariat to improve cooperation and discuss and align strategies, including the DRC Risk Framework.

DRC's complaint mechanism (Code of Conduct Reporting Mechanism)

There were no matters of relevance to the Audit Committee.

⇒ **Recap:** *The Board of Directors expressed its thanks for the briefing.*

The Board member in the Audit Committee has asked for an overview of risks and related policies – and how best to utilize the Internal Audit.

The Annual Risk Management Report is shared with the Board of Directors, preferably at the meeting in May. It is expected that a future, revised framework will include Internal Audit findings and organizational risks.

Re 5) DRC Germany: Approval of Head of Berlin Representation

The following annexes had been sent to the participants:

Annex 5.0 *Cover note Permanent contract DRC Germany Director*

Annex 5.1 *Recommendation note Permanent contract DRC Germany Director*

Annex 5.2 *POA for SG specifically re. Germany*

Despite the management of DRC's representations is within the responsibility of HQ department Partnership, Advocacy & External Relations (PAER) the German authorities require approval from the DRC Board of Directors regarding

- 1) Approval of issuance of a permanent employment contract to DRC Germany Director
- 2) Approval and of issuance of Power of Attorney (PoA) to DRC's Secretary General Charlotte Slente from the DRC Board of Directors in their capacity as sole shareholder of Danish Refugee Council gGmbH (DRC Germany).

It is recommended to issue a permanent employment contract to the DRC Germany Director Marten Mylius as per 1 January 2025.

There will not be any additional costs related to decision of a permanent contract.

In case DRC wants to terminate the employment contract, the legislation in Germany is providing clear and manageable way forward to do so.

It is recommended to approve of issuance of a PoA to DRC's SG, Charlotte Slente.

The PoA for day-to-day management will take effect upon signatures of the PoA.

⇒ **Decisions:** *The Board of Directors approved to issue a permanent employment contract to DRC Germany Director and approved of issuance of a POA to DRC's SG, Charlotte Slente.*

Re 6) Update on registration in the US

The following annex had been sent to the participants: Annex 6.0 Cover note Update on registration in US.

Secretary General Charlotte Slente gave status on the process of DRC registration in the US.

The establishment of DRC USA, DRC's US representation office, has been split into two phases:

- **Phase I (2024) Legal registration & office setup**
All on track to be completed by end of 2024.
- **Phase II (2025) Staffing & strategy**
All on track to be completed by end of 2025.

The founding documents for submission have been finalized and approved by the Secretary General, Charlotte Slente, and the DRC USA was established by 29th August 2024.

The Board of Directors of the DRC USA is in this establishing phase:

- (Poul) Carsten Stendevad (DRC Chairperson)
- Kasper Orloff (DRC CFO)
- James Curtis (DRC Executive Director for East Africa & Great Lakes region)

Next steps for phase 1 are (1) Application for tax exemptions that allows the non-profit to operate without paying state or federal taxes pursuant to its charitable purpose, and (2) To develop a Memorandum of Understanding between DRC HQ and DRC USA which will further codify DRC USA as an affiliate of DRC HQ.

⇒ **Recap:** *The Board of Directors expressed its thanks for the briefing and for the progress on this important initiative. The Board of Directors expects to be informed about the composition of the DRC USA Board of Directors going into the operational phase.*

Re 7) Board seminar 14-15 November 2024

The following annex had been sent to the participants: Annex 7.0 Cover note Board seminar 14-15 November 2024.

The Board of Directors will hold its seminar in November to have sufficient time for strategic discussions and to support its development as an efficient team.

The following themes have been proposed for the seminar: DRC Strategy towards 2030, DRC Branding & Fundraising and DRC People Side.

The discussions will be focusing on ambitions and strategic goals as well as challenges and dilemmas to realizing the ambitions.

The final draft DRC Strategy 2030 is expected to be presented to the Board of Directors in August 2025. The process of the strategic discussions in the Board of Directors will be in-depth work during the mission in February, further discussions in May discussing Annual report and the Annual Risk Management Report before having a discussion at the Council meeting early June.

⇒ **Decisions:** *The proposed subjects and themes were backed by the Board of Directors, and all members are encouraged to reach out to the Chair or vice Chair if any further suggestions. The Chairpersonship will prepare a draft seminar programme together with the Secretariat and send it to the Board members for comments.*

Prior to the seminar relevant reading material will be sent to the Board of Directors as preparation for the strategic discussions.

Re 8) Announcements from the Chair and the Secretary General

- **Sudan a priority emergency as per 30 August 2024**

Sudan is one of the worst humanitarian crises the world has faced – 25 million people affected by famine, 10 million people displaced and horrendous levels of violence for which numbers don't exist (mass killings, sieges, unlawful disappearances and detention and sexual violence).

DRC Sudan has a longstanding reputation in Sudan as a credible and effective humanitarian actor and the operation has been adapting to the changing context and since the crises DRC Sudan has secured some new funding, however DRC Sudan's response capacity has not yet been able to reach its full potential.

16 months into the conflict in Sudan has now seen a significant deterioration within the context across the country. There is no end in sight for a ceasefire or even negotiations for ending the conflict. Large parts of the country are experiencing worsening levels of violence as the conflict becomes strained and more actors join in the conflict such as armed groups and other foreign proxies. There are now very few safe areas in the country which has increased the numbers of those in need of humanitarian assistance.

The recent IPC report (Integrated Food Security Phase Classification) indicating famine-like conditions has been denied by the government, the conflict shows no signs of resolution, and the levels of violence are growing, access is thwarted by all parties to the conflict and humanitarian diplomacy is failing the Sudanese people.

- **DRC Authorization scheme**

The following annex had been sent to the participants: Annex 8. 2 *DRC Authorization Scheme*.

This gives an overview of the authorization levels in the organization.

As stated in the Statutes and Rules of Procedure the Chairperson can single-handedly make urgent decisions that are subsequently submitted to the Board of Directors for approval.

Historically this has never happened. And this will only happen in an emergency – operational, media or personnel.

The Chairperson and the Secretary General have standing meetings weekly and every 4-6 weeks the Vice Chair is participating.

- **Meetings with CEO's of DRC's Member Organizations**

All CEO's of the Member Organizations have been invited for a meeting with the Chairperson and Secretary General mid-August. These meetings showed enthusiasm and areas of common interest regarding DRC's mission and vision and activities both in Denmark and internationally.

The CEO's who were not able to join the meetings in August will be invited to a meeting in November – in conjunction with a planned thematic Council meeting.

- **Evaluation of the World Refugee Day 20 June 2024**

It was decided at the end of 2023 (as part of the budget process) to discontinue the traditional annual *National Collection Day* in Denmark.

As from 2024, priority will be given to fundraising activities that yield a higher return and ensure stronger growth.

The World Refugee Day, organized by the UN every year on 20 June, was decided to be a good starting point for mobilizing fundraising and awareness-raising campaigns by organizing fundraising events, influencer campaigns, online fundraising, collaboration with the business sector and partners, thereby underpinning the DRC's mandate and international work.

By focusing on an internationally recognized special day, it is possible to increase the commitment in Denmark as well as in the 40 countries where the DRC has a presence.

The evaluation shows ...

- Reach social media: 1,650,000
- Exposure outdoor campaigns: 5,240,000
- Realized DKK 2,021,763 (target 2,500,000)
- More than 170 partners engaged and contributed to activities in the form of events, concerts, live shopping, promotions on SoMe, in stores and outdoors.

First year campaigning indicates potential: In Denmark there was very positive feedback from involved partners who commit to continue support and engage with DRC. We have reached new segments – especially young people and refugees voices, who have engaged in the campaign and mobilized. Private donors have responded positively through activities.

Attention points: Improvement of coordination and collaboration to ensure a more strategic and aligned approach to better amplify voices and create increased level of attention.

- **Board meetings in 2025**

The following annex had been sent to the participants: Annex 8.1 *Board meetings in 2025*.

Re 9) Any other business

A question on the situation in **Venezuela** after the elections was raised.

The situation in country is very difficult. It is expected that even more people will be forced to leave the country for political and/or economic reasons.

DRC has a large operation in Colombia where most displaced go to.

Board meetings in 2024

Board/6 Seminar from 14 November to 15 November

Board/7 9 December

Board meetings in 2025

- Board/1 Included in mission in week 9
- Board/2 14 May
- Board/3 June
- Board/extra August
- Board/4 15 September
- Board/5 December