vbm / 10 July 2025

Minutes of the board meeting of the Danish Refugee Council on 23 June 2025

Present

From the board:
Carsten Stendevad, Chairperson
Caroline Tromer Dragsdahl
Henrik Bodskov
Kim Simonsen
Nina Boel
Torben Huss
Ulla Næsby Tawiah
Vagn Berthelsen
Tarek Kelani, observer (Chairperson in DFUNK)

From the secretariat:
Charlotte Slente, Secretary General
Vibeke Bach Madsen, secretary of the board
Pia Løvengren Ravn, CFO, under item 6

Apologies
Rasmus Stuhr Jakobsen

Agenda

	Points		Content
1)	**Approval of the agenda** / Carsten Stendevad	Decision	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)	**Approval of rules of procedure** / Carsten Stendevad	Decision	Annex to the item Annex 3.0 Cover note to Rules of Procedure Annex 3.1 Draft Rules of Procedure Annex 3.2 DRC's updated statutes The Board of Directors establishes its rules of procedure.
4)	**Constitution of the Board of Directors** / Carsten Stendevad	Decision	Annex to the item Annex 4.0 Cover note for constitution The board must elect - Vice Chairperson - 2 representatives to the Audit Committee

DRC

	Points		Content
5)	**The Board's overall competence profile** / Carsten Stendevad	Decision	Annex to the item Annex 5.0 Cover note for the Board's assessment of the competence profile Annex 5.1 Competence profile for DRC's Board of Directors The Board of Directors will consider its overall competence profile and to appoint a new external member.
6)	**Financial briefing** / Pia Løvengren Ravn, CFO	Decision	Annex to the item Annex 6.0 Cover note financial briefing Annex 6.1 Budget follow-up Jan-April 2025 The Board of Directors is presented with budget follow-up Jan-April 2025.
	Break		
7)	**Evaluation of the Council meeting on 16 June 2025** / Carsten Stendevad	Discussion	The Board of Directors' assessment of the Council meeting.
8)	**Announcements by the Chair and the Secretary General**	Orientation	
9)	**AOB**		
	Recap after the meeting		The purpose is to evaluate the quality of the board meeting and for the chair to brief the board on his ongoing dialogue with the SG and Executive Management Team

Re 1) Approval of the agenda

The agenda was approved as described above.

Re 2) Declaration of conflict of interest

The chairperson asked the board to state whether they have conflicts of interest in relation to the points discussed at the meeting.

No one had any conflict of interest to declare.

Re 3) Approval of the rules of procedure of the Board of Directors

The following annexes were sent to the members of the Board of Directors: Annex 3.0 *Cover note to Rules of Procedure*
Annex 3.1 *Draft Rules of Procedure*
Annex 3.2 *DRC's updated statutes*

According to Article 14(5) of the DRC's Statutes, the Board of Directors is required to adopt rules of procedure at its constitution.

⇨ ***Decision:*** *There were no proposals for amendments to the Rules of Procedure, which were subsequently approved by the Board of Directors.*

Re 4) Constitution of the Board of Directors

The following annexes were sent to the members of the Board of Directors: Annex 4.0 *Cover note for constitution*

According to the DRC's Articles of Association, the Board of Directors must elect a Vice Chairperson and appoint two representatives to the Audit Committee at the inaugural meeting.

Carsten Stendevad proposed the election of Ulla Næsby Tawiah as Deputy Chairperson and the election of Torben Huss and Vagn Berthelsen as the Board of Directors' representative in the Audit Committee.

⇨ ***Decision:*** *The Board of Directors elected Ulla Næsby Tawiah as Deputy Chairperson and Torben Huss and Vagn Berthelsen as representatives of the Board of Directors in the Audit Committee.*

Re 5) The Board's overall competence profile

The following annexes to this agenda item were sent to the Board members:
Annex 5.0 *Cover note for the Board's assessment of the competence profile*
Annex 5.1 *Competence profile for DRC's Board of Directors*

Carsten Stendevad reviewed the Board's competence profile, including the Board's self-assessment, which was sent to the chairperson prior to the meeting.

The Board of Directors had a discussion of the criteria in the competency profile and whether the current Board members collectively cover the various points in the competency profile. It was agreed that the criteria in the competency profile remain relevant

Subsequently, the Board of Directors assessed whether there was a need to appoint a third external board member to supplement the Board with the desired competencies. Given the current extremely difficult situation DRC and the global humanitarian sector is facing, it is the Board's assessment that it would be advantageous to supplement the Board with an external member with competencies in global branding, global communication and global public affairs.

The Board discussed how, based on DRC's governance structure, to ensure a diverse Board. It is the assessment that this ambition must be worked on together with the Council and the member organizations.

Finally, the Board discussed the process for the appointment of the external member. There is a desire for an open process, possibly in the form of an open advertisement. However, it is not considered that the current financial situation allows for the involvement of a recruitment agency, but it will be investigated whether it is possible to receive pro bono support.

⇨ ***Decisions:*** *The Board of Directors wishes to recruit an external Board member with competencies in global branding, global communication and global public affairs.*
The Board of Directors will receive a proposal for a profile and a proposal for the process for appointment.

Re 6) Financial briefing

The following annexes to this agenda item were sent to the Board members:
Annex 6.0 *Cover note financial briefing* and Annex 6.1 *Budget follow-up Jan-April 2025*

The Board of Directors welcomed Pia Løvengren Ravn as CFO of DRC.

Pia Løvengren Ravn, CFO, then reviewed the budget follow-up for January to April/May.

January-April/May – *Revenue* in both April and May below the forecast, which is partly due to accrual differences. How the turnover develops over the coming months will be followed very closely.

The *financial result* during this period is lower than budgeted, which is mainly due to negative exchange rates, primarily USD. Efforts are being made to minimize these risks.

Liquidity remains high.

As a result of the uncertainties surrounding DRC, it is being considered to bring forward the preparation of forecast no. 2, which is typically in October, just as forecast no. 1 was brought forward.

2025 will be a year of transition to the new adapted organization, and it is to be expected that it will be difficult to live up to the budgeted result for the year. This is mainly due to the US cut in aid funds and the consequent adjustment of the organization.

⇨ ***Summary:*** *The Board of Directors thanked for a clear review of the budget follow-up, the assessment of the current financial risks and the planned mitigating actions. This is reassuring, and the Board is pleased to be able to follow the work closely.*

Re 7) Evaluation of the Council meeting on 16 June 2025

It was the assessment of the Board of Directors that it had been a good meeting of the Board of Representatives with two good presentations from Secretary General Charlotte Slente on the situation in the humanitarian sector and DRC's strategic direction in light of the new US administration's decisions as well as oral report of the chairperson Carsten Stendevad.

Great support for DRC was expressed from the Council members and praise and recognition to Charlotte Slente, the management and the organization for handling the very difficult situation DRC has been in after the American sudden cancellation of aid and closure of ongoing programs.

⇨ ***Summary:*** *The Board of Directors endorsed the Council members' recognition of the Secretary General and management for the safe management of the organization through the difficult time of important strategic decisions and necessary adjustments that can ensure that the DRC can continue to provide life-saving assistance to displaced people and support dignified lives.*

There was great praise for the continuous, open and clear communication along the way to both the Board of Directors and the Council.

Re 8) Information from the Chairperson and the Secretary-General

- **The situation in the Middle East**
  The recent developments in the Middle East with attacks between Israel and Iran, most recently with US involvement and bombing of Iranian nuclear facilities, are creating great uncertainty throughout the region and concern that the situation will escalate and involve further countries.

  This situation may affect the displacement situation throughout the region.

  DRC is monitoring the situation closely and continuously assessing the safety of the operation and the employees, and precautions are being taken to ensure continued operation.

- **Updated figures on displaced people in the world**
  According to the recently published figures from the UNHRC that by the end of 2024, 123.2 million people had been forced to flee their homes due to persecution, conflict, violence, human rights violations or events that seriously disturbed public order.

Among them were nearly 42.7 million refugees. In addition, there were 73.5 million people displaced within their own countries' borders (IDPs) and 8.4 million asylum seekers.

- **World Refugee Day 2025**

  This year, the UN's theme for World Refugee Day is solidarity with refugees. Solidarity with refugees means putting refugee voices at the center, building community and working together for peace and solutions. At a time when hostility towards the forcibly displaced is on the rise, solidarity with the most vulnerable is essential.

  The DRC has engaged in World Refugee Day in different ways and in different formats.

  GLOBALLY, there has been a campaign on DRC's official social media channels: Instagram, Facebook and LinkedIn. A toolbox has been developed for World Refugee Day, which is primarily aimed at DRC's communication professionals.

  In DENMARK, there has been campaign activities focusing on information and income-generating activities aimed at DRC Community, DRC Donors and external target groups.
  Most activities are integrated into a collection flow of campaigns (SoMe, direct mails and newspaper articles). A very successful lead-generating campaign has been "This Time of the Month".

  The World Refugee Day campaign will be evaluated in August, and the experiences will guide the campaign going forward.

Re 9) AOB

Kim Simonsen informed from the DRC Kenya Board that this year they had been able to approve a fine annual account for 2024. There has been a great effort in the country operation, the regional office and from the headquarters, which has ensured that the processes around the accounts are running as they should again.

Board meetings in 2025

Board of Directors/4	15. September
Board of Directors/5	8. December