

Date:	08.-09.2013	Place:	Kildegaard, Tisvildeleje
<h1>Board Meeting Minutes</h1>			
Present	<p>From the Board: Anders Hamming(Chairman of the Finance and Audit Committee)(AH), Dines Justesen(Vice-Chairman)(DCJ), David Archer(DA), Ellen Buch-Hansen(EBH), Helle Munk Ravnborg (Chairwomen)(HMR), Karen Jørgensen(KJ), Silas Harrebye (SH), Steen Folke(SF), Tea Balle Fromholt Hansen(TFH) and Trine Pertou Mach(TPM),</p> <p>Others: Hakon Ask Jensen (Second alternate) (HAJ) and Andreas Dybkjær-Andersson(alternate – Institutional members)(ADA).</p> <p>From the Secretariat: Frans Mikael Jansen(FMJ), Kirsten Devantier(KD), Jesper Lauridsen(JL), Peter Christiansen(PC) Vibeke Vinther (VV) and Birgit Møller Jensen(BMJ)</p>		
Absent	Gunver Bennekou(GB), Kirsten Bruun(KB), Nana Gerstrøm Alsted (NGA) and Amalie Bosdatter(first alternate)(AB)		
	Minute –Taker: Birgit Møller Jensen		

Agenda

01. **Welcome and approval of the agenda**
02. **Approval of Minutes from the Board Meeting on 2nd October, 2013**
03. **AADK and AAI in a Changeable World**
04. **Review of coherence and interplay between activities supported by AADK in Nepal and how they contribute to meeting our overall strategic objectives as defined in “Together against Poverty”**
05. **AADK in AAI**
06. **Fælledvej 12**
07. **Code of praxis on sharing of information related to the work of the AADK board**
08. **AOB**

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

HMR welcomed board members to this extended board meeting in Tisvildeleje. She suggested that the minutes from the extraordinary board meeting on 4th November should be approved under item 06 – Fælledvej 12.
The agenda was then approved.

02. **Approval of Minutes from the Board Meeting on 2nd October, 2013**

The Minutes from the board meetings on 2nd October, 2013 were approved without further amendments.

03. **AADK and AAI in a Changeable World**

The Board had decided to spend all the time Friday afternoon and evening discussing AADK and AAI in a Changeable World. The initial discussions were group work addressing some of the challenges AADK might face in the coming years followed by presentations and discussions in plenary.

The statements presented by the groups have been compiled in an independent note, which the Board will use to develop some action points for the coming year.

04. Review of coherence and interplay between activities supported by AADK in Nepal and how they contribute to meeting our overall strategic objectives as defined in “Together against Poverty”

The Board has this year decided to review the coherence and interplay between activities supported by AADK in Nepal (as a case) and how they contribute to meeting our overall strategic objectives as defined in “Together against Poverty” instead of going through the implementation plans one by one as was done during the 2012-2013 board year (and may be done during the coming board year).

The Secretariat presented the AADK supported activities in Nepal and in the following discussions, Board members e.g. touched upon:

- **Training and Global Platforms(GPs):**
 - The prospects for and challenges associated with a possible integration of GP in the national AA;
 - The need for trainers and training managers;
 - GP is business with own economy and need for customers. They serve the national AA, but also other AA partners as well as non-AA organisations;
 - Shall GPs continue to be linked to AADK and models for ‘handing over’: AADK develops a framework, including training methods, pedagogical approach, kind of courses etc., which can be taken over by other AA countries (franchise model);
 - Follow-up on participants in the different trainings lie with the national AAs. They ask AADK to develop a specific training to meet their demands and therefore they should also be the ones doing the follow-up;
 - Not all trainees are active in ActionAid afterwards, but they use their knowledge and experience, where they are.
- **Reporting and Monitoring and Evaluation (M&E):**
 - AAI has developed an M&E system, which can document results in a systematic way and AADK has to link to that system;
 - AADK has to produce different reports: to Danida, to the Council and to the people supporting our work and their demands are different. There is a lot of information. The question is how we select and present the right information to the different target groups?
 - It is difficult to report on impact; there might be a tendency to make reporting too mechanistic and quantitative. Figures in reports are fine, but it is not sufficient. We have to document the context in which AA work takes place in order to communicate more precisely what it is that needs to be changed to achieve our strategic objectives and what the role of AADK is?
- **Knowledge hubs:**
 - Knowledge hubs are still in their infant stage;
 - There is a need for virtual set-up and linkage with external actors;
 - The importance of including external resource people from outside AA was stressed.
 - It is important that the hubs are not static, but provide room for dynamic learning – perhaps ‘learning hubs’ is a better term than ‘knowledge hubs’.
- **Sharing of best practise:**
 - AADK has an important role to secure sharing of best practices within AA.
 - The pilot of the fellowship programme from Myanmar in Nepal and Jordan is a good example of sharing of best practice.

In her **summing up HMR** thanked the Secretariat for a thorough presentation, which has enabled the Board to get an overview of and a deeper insight into the implementation of “Together against Poverty” and at the same time been a learning process. She noted that she was happy to learn that it had also been a positive experience for the Secretariat putting together and seeing the complementarities between the different ‘pieces’ of work supported in Nepal.

She further stressed:

- the Board shall resume the discussion of the Global Platforms covering issues like continuing business as now or exploring new business models, e.g. for

nationalisation, franchise models, etc. This might influence the Global Platform set-up after 2017, as AADK has bilateral MoUs (covering the current strategy period) with AAs in the countries, where we have a Global Platform.

- The Board shall discuss the Danida response to the AADK 2012 Report once we receive it, in order to explore if adjustments should be made in our 'technical' reporting to Danida and other donors.
- The Board shall discuss the different levels of reporting:
 - What kind of information is needed to the different groups:
 - i. technical reporting to e.g. Danida,
 - ii. reporting to Council and membership,
 - iii. the story of MS, e.g. to people who take an interest in AADK based on our branding videos? E.g. how do we communicate what we are doing to address the issues raised in the new branding videos (Vil du finde dig i det)?
 - How do we further improve the depth in our reporting to the Council?
- AADK should continuously invite external views and resources into our on-going strategic discussions.

It was finally agreed that the draft Resource Allocation Model (from Danida) shall be circulated to all board members.

05. AADK in AAI

The board discussion took point of departure in three presentations from SF, TPM and EBH.

SF drew the attention of the Board to the Report of Governance Learning Team from 13th September 2013, which is an AAI internal document circulated to all affiliates, associates and country programmes with an invitation to comment on the report. The purpose of the report was 'to summarise the origins and development of recent international governance problems in AAI in order to learn from what happened and make recommendations'. SF suggested that the Board mandates e.g. the Chairmanship, FMJ and himself to prepare a response to the above mentioned report.

SF mentioned that AADK continues to support strengthening democracy in the federation, e.g. supporting AAI, and challenging associates and affiliates that have no assemblies. Moreover following AADK recommendations, AAI's Governance and Board Development Committee has recently decided to recommend the introduction of parliamentary audit in the AAI assembly. After 2017 there is a good chance that there will only be one type of membership in AAI and one member will have one vote. He noted that AA members are different. Some are more donor-like and/or geared towards child sponsorship others are assuming a more political role. It is important that AADK continues to push towards equal partnerships and in favour of a political role.

SF finally informed that the Governance and Board Development Committee has recommended that a power analysis be carried out in AAI.

TPM stressed that AADK has had a positive impact on AAI. E.g. bringing the MENA region into AA, the AADK support to the on-going internationalisation and democratisation process and by promoting the AADK partnership approach.

EBH agreed that AADK with our Scandinavian background has an important role to play in the democratisation process, but she also stressed the need to engage in external issues like promoting a broader agenda in AAI, including areas like climate change/sustainability, post MDG/SDG's and global trade. She finally questioned the ActionAid name, with a close link to aid – is it a right picture of the federation today – or is Global Action a better name?

In the following discussion the Board touched on areas like:

- The role of the Board vis-à-vis the Senior Leadership Team (SLT);
- The role of the International Secretariat vis-à-vis the different countries;

In her summing up HMR stressed:

- AADK shall continue to use its different platforms to support and strengthen the on-going internationalisation and democratisation processes in AAI to create space to engage in broader agendas;
- It is important to build the capacity of the international Board to act as a board and to build the capacity of the international Senior Leadership Team (SLT) to act as a SLT and develop a common understanding among the two on who is doing what;
- AADK shall continue to promote the partnership approach in AAI;
- SF will together with the chairmanship and FMJ formulate an AADK response to the report with the aim of striking the balance between the two parties (SLT and the Board). The draft response will be circulated among AADK board members

She finally reminded board members that it is an advantage to AADK to be part of the bigger family, particularly in the context of current re-thinking of Danish support for civil society.

06. Fælledvej 12

The Board held an extraordinary board meeting on 4th November to discuss a possible purchase of the premises, which AADK today rents (Fælledvej 12 and Ravnsborggade 11)

The draft minutes from that meeting were approved by the Board.

The Board is in favour of buying the premises *provided* that a number of conditions could be met (see minutes from November 4th board meeting), as it would imply a cost reduction compared to the current rent and housing stability beyond the eight years timespan remaining in the current tenancy agreement. The Board had therefore asked the secretary general to prepare a conditional mandate to enable the chairmanship and the secretary general to enter into negotiations with 'Norden', who is the current owner of the premises.

Before making the final decision, the Board discussed whether the premises (Fælledvej 12 – Ravnsborggade 11) are the right premises for AADK during the coming years. The conclusion on this discussion was that these premises are the right premises and they will be able to accommodate both an expansion and a downscaling of activities.

Another discussion was the market value and the purchasing price of the premises. Today AADK has a tenant agreement covering the coming 8 years, which is a positive asset to 'Norden', if it chooses to sell to another buyer than AADK. It is therefore important to ask the assessors valuating the premises to provide two price valuations: one with AADK as a tenant (which is important for assessing the current market price for the premises) and one without any tenants (which is important in the financial risk assessment AADK should make to assess the feasibility of the proposition to buy the premises).

The Board thereafter gave the mandate to the chairmanship and the secretary general to enter into a conditional purchase agreement based on the following:

1. The entire purchasing price shall not significantly exceed 60 mio. DKK and negotiations shall be based on reports from two independent real estate appraisers.
2. There shall be one thorough and detailed report from one real estate appraiser. Here the Board asked the Secretariat to approach Copenhagen municipality to learn, who the municipality uses, when purchasing property. The second valuation could be a less detailed (and therefore cheaper valuation) indicating the expected market value with and without the current AADK tenancy agreement.
3. The first loan proposal presented to the Board covered a mortgage (60% of the entire purchasing price), where minimum half of the amount was exempted for down-payment during the first 10 years, but the mortgage provider had withdrawn this proposal and had come up with a proposal, where there is no exemption for down-payment. Five board members expressed a preference for the model with exemption for down-payment during the first 10 years. The Board therefore asked the Secretariat to enter into negotiations with another mortgage provider to see, if it is possible to get a mortgage with

exemption for down-payment during part of the period.

4. That all registered easements are not incriminating.
5. That the technical review of the buildings does not disclose serious technical problems requiring significant investments during the coming 5-10 years.
6. That the approval from AAI is obtained.

07. Code of praxis on sharing of information related to the work of the AADK board

The Secretariat had prepared a draft code of praxis on sharing of information related to the work of the AADK based on discussions during the last board meeting. Here it was recognised that there might be certain issues, where the Secretariat will provide information for the Board only and inform the Council and the entire membership, when the Board has made their decisions.

The Board went through the draft code of praxis and the agreed code of praxis on sharing of information related to the work of AADK board is enclosed.

08. AOB

In a short evaluation of the board meeting Board members expressed among others:

- It is good to have time to have the more strategic discussions;
- The group work was very good – and the possibility to use different ways of facilitating discussions might be explored even further;
- The possibility of inviting external persons to challenge the Board on specific issues is something, which should be explored;
- It was stimulating to look at AADK work through the case of a country (e.g. Nepal) and see, how the different activities interact, but there was an overload of information in the presentations of the different parts of the work;
- It has been useful to get longer-term view on the further development of AADK and AAI.

The meeting closed Saturday afternoon at 15.30.

Enclosures:	
01.	Code of praxis on sharing of information related to the work of the AADK board

CODE OF PRAXIS ON SHARING OF INFORMATION RELATED TO THE WORK OF THE AADK BOARD

RECEIVERS AND WAY OF COMMUNICATION	Board <u>only</u> (via e-mail and/or Tube)	Board – shared with Council <u>only</u> (via Tube and/or e-mail)	Board, Council and the entire Membership (via www.ms.dk)
TYPE OF INFORMATION			
GENERAL BOARD DOCUMENTS			
Board agenda	NO	YES	YES
Coversheets presenting annexes to the agenda	NO	YES	NO
Approved Board minutes	NO	NO	YES
Draft Board Annual Plan	NO	YES	NO
Agreed Board Annual Plan	NO	NO	YES
Draft Annual Report	YES	YES, when finalised by the Board	NO
Annual Report – approved by the Council	NO	NO	YES
DOCUMENTS RELATED TO OVERALL STRATEGY AND IMPLEMENTATION			
Approved Overall Strategy	NO	NO	YES
Draft implementation plans	NO	YES	NO
Approved implementation plans	NO	YES	NO

DOCUMENTS RELATED TO INDIVIDUAL STRATEGIES¹			
Draft strategy	NO	YES	NO
Approved strategy and implementation plan	NO	YES	YES, information included in annual reporting
DOCUMENTS RELATED TO STRATEGIC DISCUSSIONS			
Background information and other discussion material	NO	YES	YES, information included in annual reporting
DOCUMENTS RELATED TO BUDGETS AND ACCOUNTS			
Draft budgets	YES	NO	NO
Annexes to draft budgets	YES	NO	NO
Approved budgets	NO	NO	YES in an aggregate form corresponding to strategic objectives
Budget follow-up	YES	NO	NO
Draft Annual Accounts	YES	YES, when approved by Board	NO
Annual Accounts – approved by the Council	NO	NO	YES
Other financial issues coming up during the year	YES	YES, after decisions have been made	YES, included in annual accounts and reporting
DOCUMENTS RELATED TO COOPERATION WITH AAI AND OTHER AA COUNTRIES			
Agreements – when related to Board discussions	NO	YES	YES, included in annual reporting
STAFF MATTERS			
Annual report on personnel matters	NO	YES	NO
Management issues and secretarial structure	YES	NO	Yes, included in Board minutes

¹ E.g. tax campaign in Denmark

REPORTS AND DISCUSSION PAPERS ON COLLABORATION WITH OTHER ORGANISATIONS			
With Danida and other donors	YES	NO	Yes, included in Board minutes
With AAI			
With other NGOs, networks and Companies			

9th November, 2013

Approved by the AADK-Board