

Date:	07.05.2014	Place:	MS
<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) (agenda 05, 06 and 08 via Skype), Ellen Buch-Hansen(EBH), Gunver Bennekou(GB), Helle Munk Ravnborg (Chairwomen)(HMR), Karen Jørgensen(KJ), Nana Gerstrøm Alsted (NGA), Silas Harrebye (SH), Tea Balle Fromholt Hansen(TFH), Trine Pertou Mach(TPM) and Andreas Dybkjær-Andersson(alternate – Institutional members)(ADA).</p> <p>Others: Jens Rudkjær and Peter Skanborg(Deloitte) (agenda 03)</p> <p>From the Secretariat: Frans Mikael Jansen(FMJ), Annette Serup (AS) (agenda 03 and 04), Pierre Vernet (PV) (agenda 05), Kirsten Devantier(KD) and Birgit Møller Jensen(BMJ)</p>		
Absent	Kirsten Bruun(KB), Steen Folke(SF) and Amalie Bosdatter(first alternate)(AB)		
	Minute –Taker: Birgit Møller Jensen		
	The meeting was conducted in Danish, except agenda 05, 06 and 08.		

Agenda	
01.	Welcome and approval of the agenda
02.	Approval of Minutes and follow-up from the Board Meeting on 2nd April 2014
03.	Annual Accounts 2013
04.	Budget 2014 – format to Council
05.	Staff Policy Report 2013
06.	Information from the Secretariat
07.	Report from Parliamentary Audit
08.	Draft Board report on ‘Rolling Political Plan 2013 – 2014’
09.	AOB

01.	Welcome and approval of the agenda
	HMR welcomed board members to the board meeting. It was decided to add another agenda item (Information from the Secretary General), before the agenda was approved by the Board.
02.	Approval of Minutes and follow-up from the Board Meeting on 2nd April 2014
	The minutes were approved without further comments. HMR informed the Board that the chairmanship had just received a revised version of the land grab campaign strategy for their approval. The approved strategy will be shared with the Council. It was also agreed to add a strategic discussion on Global Platform DK to the follow-up plan.
03.	Annual Accounts 2013
	The auditors participated in this agenda. AH informed board members that the Finance and Audit Committee (FAC) has had a meeting with the auditors, where they have had the possibility to discuss the Annual Accounts 2013 in depth, before they met with the staff and the auditors. KD was pleased to be able to present the annual accounts this year in a format which enables direct comparison between, budget, annual accounts, and activities . It is the hope of the Secretariat that the annual accounts 2013 live up the

expectations from the Board. She also acknowledges that there is still room for improvements to even further facilitate comparison. The results from 2012 have been presented according to the same format as the 2013 results, while the 2013 annual end result has been fully adapted to the format of the approved 2014 budget and hence the 2014 budget and account figures will be fully comparable.

Initially the Board discussed the purpose of the Board discussion on the Annual Account 2013 taking into account the short time until the accounts would have to be forwarded to the Council (12th May).

The conclusion here was twofold:

1. Board members shall indicate areas, where it is possible to correct errors before the accounts are forwarded to the Council;
2. Board members shall indicate areas of concern, which should be part of the presentation and the subsequent discussion at the Council meeting of the Annual Account 2014.

In the following discussion these issues were mentioned:

- Many board members expressed their appreciation of the new format, which meet the demands from the Board during the last years;
- There is need for a more comprehensive explanation of the 2013 deficit with reference to the board decision to invest a total of 5.6 mio. DKK in fundraising in 2013 (partly decided at the beginning of 2013 as part of the initial 2013 budget, partly through the mid-year (August) decision to invest an additional 2.4 mio. DKK.)
- The possibility to show the distribution of funds to the different countries in the South was called for. These figures are not available yet, because the audited accounts for the 2013 frame agreement will not be ready before 15th September. This should be indicated in the Annual Account 2013.
- Areas of special interest for the coming Board shall include the continued dependence on Danida funding, the growing numbers of Global Platforms compared with smaller surplus from Global Platforms than budgeted, and a strategic discussion on financial sustainability, including Training4Change.
- Board members questioned the use of the same text in the Annual Account 2013 and the Annual Report. There is no need of presenting the same information twice to the Council. The Secretariat has concentrated on the figures this year and acknowledges that there is still room to improve the text part, which will be a task for the 2014 Annual Accounts.
- There is a need to clarify the figures about Mellemrummet and Global Contact.

Finally board members presented some proposals for correction directly to the Secretariat.

The auditors mentioned in their response to the Board that it is the responsibility of the auditors to audit the annual account. They do not audit the text, but go through it to secure that there is coherence between the text and the figures in the annual account. 2013 has been a good year, the association is now administratively on track and the auditors have had a good cooperation with the Secretariat and with the ActionAid International auditors.

The Secretariat has together with the auditors made a follow-up on last year's suggestion on the proposals from the auditors to explore the possibilities to change the administration regarding VAT administration. A request has been forwarded to 'Skat', they have asked for further information and their response is still pending.

HMR concluded by congratulating the Secretariat with the progress made in terms of the presentation of the Annual Accounts and by requesting that the following be reflected in the annual accounts, before they are distributed to the Council for their approval:

- The figures showing the distribution of funds to the different countries are not available yet, because the audited accounts for the 2013 frame agreement will not be ready before 15th September. This should be indicated in the Annual Account 2013;
- The different proposals for correction from the Secretariat should be included.

The 2013 Annual Accounts were then approved with these remarks.

	<p>Then the Secretariat should prepare a note to the Board including:</p> <ul style="list-style-type: none"> - A more comprehensive explanation of the 2013 deficit with reference to the board decision on investing 5.6 mio. DKK in fundraising in 2013; - Clarification of the figures related to Mellemrummet and Global Contact in the overview of the 2013 results. <p>And finally areas of concern for next year's work include:</p> <ul style="list-style-type: none"> - Looking into the text presentation to avoid duplicating information (and text) from the overall annual report; - Strategic discussions covering: <ul style="list-style-type: none"> · The dependence on Danida funding; · The growing numbers of Global Platforms compared with smaller surplus from Global Platforms than budgeted; · Financial sustainability, including Training4Change. <p>HMR finally thanked the Secretariat for their work on improving the presentation on the annual accounts to meet the expectations of the Board.</p>
04.	Budget 2014 – format to Council
	<p>The Secretariat had in cooperation with FAC prepared a proposal on how to present the 2014 budget to the Council.</p> <p>The Board had an initial discussion on whether this model meets the demand presented in the rolling political plan (2013-2014) saying 'that the Board should present models, which will give the Council an overview and influence on the consequences of political priorities on the budget and how resources are applied in the association'.</p> <p>Some board members expressed that the current presentation meets the demand presented in the rolling political plan, because it gives an overview on the board priorities in 2014. These priorities should – and can – be linked to the Annual Accounts 2013, the Annual Report 2013 and the Report on the Rolling Political Plan 2013-2014. The Council's influence is then in the discussion and the approval of the Political Rolling Plan for the coming year (2014-2015), where the Council can ask the Board to make other priorities.</p> <p>Other board members expressed that they thought that the Board should present different models with different strategic weightings to the Council for their decision.</p> <p>HMR concluded that a majority among board members found that the current proposal lives up to the demand presented in the Rolling Political Plan 2013-2014, particularly when combined with the possibility to engage the Council in the discussion of the draft budget for the coming year at the Council day to be held in November.</p> <p>It will therefore be presented to the Council taking the following into consideration:</p> <ul style="list-style-type: none"> - It is important to explain where the influence from the Council lies; - The changes from 2013 to 2014 should be emphasised and the variations should be explained; - The budgeted distribution on countries (covering partner support to partnership countries only) should be included; - The expenses (and savings) related to the purchase of Fælledvej 12 should be included and explained; - The division between restricted and unrestricted funds should be clarified. - Explain what UNV is.
05.	Staff Policy Report 2013
	<p>FMJ informed the Board that the background for the presentation of the Annual Staff Policy Report is that the Board has delegated the responsibility for all staff issues to the Secretary General. This report has in recent years been aligned to the AAI guidelines on staff reporting to enable AA-DK to forward the same report to the AAI Secretariat.</p> <p>In his opening remark he drew the attention of the Board to the following:</p> <ul style="list-style-type: none"> - It is the responsibility of the Secretary General to negotiate terms of employment

with the staff, but it might be a good idea to establish an advisory group among board members, where he can discuss and seek advice during the coming negotiations.

- There is a discussion between management and the shop stewards covering the academic staff on the issue of fixed contracts. Management and staff differ on this issue and this will be part of the coming negotiations later this year. Some viewpoints from the staff on this issue were distributed to the Board at the beginning of the meeting.
- There is an on-going discussion regarding transfer of staff management to the group of mid-level managers. The incoming mid-level manager on training will be the first mid-level manager to have staff management responsibilities.
- Moving into an organisation being more “open and focused” will also call for a more flexible structure than the current set-up. AADK is closely linked to the results from the collective bargaining for public servants. There is a need for new structure, which is more adaptable to the organisation and therefore it will be important to create a common understanding of what is the best model for the organisation between all parties involved.

PV thereafter elaborated on some of the information given in the Annual Staff Report 2013.

KJ regretted that it had not been possible for the shop steward to be present. She would therefore like to inform the Board on some of the ongoing discussions in the club for academic staff regarding the issue of fixed-term contracts. Here she questioned whether fixed contract is to the benefit of the organisation. A former member of staff has made an investigation, which indicated that the organisation loses institutional memory due to the fixed contracts and the club questions whether the fixed contracts are there, because then it is easier for the management to get rid of a staff member, because his/her contract will expire at a certain stage. Today there is focus on performance and therefore it is possible lay off staff members who do not perform. She also mentioned that comparable organisations in Denmark do not work with fixed contract, which is also the case in AAI.

DA mentioned that there are different approaches to fixed terms in different countries in AA, but that all country directors are employed on fixed-term contracts. He also stressed that AA acknowledges that more good people are lost due to fixed contracts. Then he advised the Secretary General to communicate the new structure in ‘Open and Focused’ more clearly to the Federation, because many people find it difficult to find out, who to communicate with in AADK today.

FMJ responded that there is focus on staff performance and that he will make sure that ‘Open and Focused’ is communicated more clearly to the entire Federation.

The following topics were discussed thereafter:

- **The number of interns**

Here board members mentioned the importance of staff members being able to counsel the interns and the importance of the Secretariat being able to capture the knowledge built by the interns, before they are leaving the organisation.

- **Stress among staff**

It was noticed that the number of staff being ill due to stress has decreased in 2013. This of course is positive and Board members expressed that it is important to be aware of stress, when implementing ‘Open and Focused’, because the expectations here can be stressful for the staff.

- **Salary level in AADK**

PV confirmed that the salary level in AADK is within the average area compared to like-minded organisations in AADK.

- **PME (Planning, monitoring and Evaluation)**

PV confirmed that the first PME system introduced in 2013 was too comprehensive and AADK has therefore introduced a less ambitious system, which will be able to deliver the necessary information. This system is well received by the staff.

- **Gender balance at management level**

The gender balance in the Senior Leadership Team is 50/50, while there is a majority of female mid-level managers.

- **Member of staff members being ill**

	<p>The Board noticed that on one hand the number of staff members being ill has increased in 2013 and on the other hand that the number of staff having been less than one day also has increased. PV informed the Board there is a system in place, where management have sickness absence talks with staff having frequently sick days.</p> <ul style="list-style-type: none"> - Fixed-term contracts <p>The Board acknowledges that it is the responsibility of the Secretary General to negotiate terms of employment, but it was also mentioned that it is important to address this issue.</p> <p>HMR thanked the Secretariat for the report. She was pleased to learn that there is an acceptance among staff with regard to the new PME system and she asked the Secretariat to keep watching possible development of stress among staff. She finally asked the Secretary General to give the contract issue a high priority and the new Board will establish an advisory group among board members, where he can discuss and seek advice during the coming negotiations.</p>
06.	Information from the Secretariat
	<p>FM informed the Board about the following:</p> <ul style="list-style-type: none"> - The Danida Review on AADK with focus on capacity building. The review team had been in Uganda, Tanzania, Egypt and Jordan. The report is unfortunately not finalized yet due to terminal illness in the family of the team leader and it might take some time, before it is out. - The Arab Initiative FM has just visited the programme and the restructuring and rebuilding is in progress. It is his clear expectations that it will be possible to get the programme back on track. - ActionAid International The new Chief Executive Officer Adriano Campolina is now in office. It is expected that there will be changes in the international secretariat. There is a meeting in the ActionAid Risk Management committee in May, where it is expected that he will discuss possible changes, before they are announced. FM is a member of this committee.
07.	Report from Parliamentary Audit
	<p>The Board had received the draft report from the parliamentary auditors to the Council prior to this meeting.</p> <p>Board members acknowledged that it is not the responsibility of the Board to discuss the report at this time as this discussion should take place during the Council meeting.</p> <p>However, the Board praised the good work done and welcomed the observations and reflections made by the parliamentary auditors. The Board recommended that the new Board should use this report as point of departure for discussions on board procedures and the future development of the association.</p> <p>Finally some board members shared views on some of the issues mentioned in the report, e.g. direct election of chairperson, the role of the Secretariat and the relationship between the strategic objectives and the actual budget.</p> <p>In her final remarks HMR thanked the parliamentary auditors for their good work and she was looking forward to discussing the report with the Council.</p>
08.	Draft Board Report on 'Rolling Political Plan 2013 – 2014'
	<p>To facilitate the discussion during the board meeting, board members had been invited to forward their comments to the draft Report on the Rolling Political Plan 2013-2014 prior to the meeting.</p> <p>HMR reminded the Board that this report is the board's response to the Rolling Political Plan 2013-2014 adopted by the Council last year. In some cases the Secretariat and/or the Chairmanship have acted on behalf of the Board in line with the Governance manual.</p> <p>The chairmanship will now finalise the draft report based on the comments presented to the report, before it is forwarded to all council members.</p>
09.	AOB

	<p>HMR asked board members, who are up for election to indicate their plans with respect to the coming Board period. Dines Justesen, Helle Munk Ravnborg and Trine Pertou Mach indicated that they planned to stand for election. Kirsten Bruun (elected among the institutional members) has afterwards also indicated that she plans to stand for election. The last board member, who is up for election, is Steen Folke, and he has after the meeting indicated that he plans to stand for election.</p> <p>BMJ reminded board members that they will receive an invitation to a written evaluation of the board work, which will be point of departure for the oral evaluation during the board meeting on 19th May, 2014.</p>
--	--

The meeting closed at 21.30
