

MINUTES OF ORDINARY ANNUAL MEETING OF DIAKONIA, 27/05/2021

Venue: Online, via Microsoft Teams

Representatives of the Uniting Church in Sweden

Lasse Svensson (not §19-21–24-21), Kerstin Enlund, Gerard Willemsen and Ola Rikner

Representatives of the Swedish Alliance Mission

Kjell Larsson (not §12-21), Martin Ström, Elin Isaksson and Emma Andersson

Participants from the Board of Diakonia

Pether Nordin, Anette Drewitz and Linnea Gullholmer

Oskar Permvall, Göran Gunner and Ulrika Erkenborn Rugumayo participated in part of the annual meeting

Participants from Diakonia personnel

Lena Ingelstam, Secretary General; Ann-Sofie Lasell, Administrative Helena Lind, Director of Communication and Fundraising; Joakim Wohlfeil, Employee Representative; Khodeja 'Lopa' Sultana, Bangladesh Country Director, Cederic Choukeir, Lebanon Country Director; Ida Hennerdal, Project Leader Congregations; Unni Jonsson, Project Leader Congregations; Evelina Rosell, meeting secretary and around 10 employees from Diakonia's personnel.

Participating elected representatives

Kjell Gustafsson, meeting chairperson; Erik Albenius, authorised public accountant from PwC; Anna Kimming and Roland Oscarsson, Nominating Committee; Karin Hallin and Michael Lindholm, internal auditors.

§ 01-21 Introduction

Diakonia's Chairperson Pether Nordin welcomed all participants to the annual meeting. He thanked, in particular, Lena Ingelstam and Ida Hennerdal for the online discussion with Khodeja 'Lopa' Sultana, Diakonia's Country Director in Bangladesh, and Cederic Choukeir, Diakonia's Country Director in Lebanon, which started the annual meeting. The discussion provided an insight into Diakonia's operations and, in particular, its work on feminist principles. Pether shared a Bible reading from the Prophet Amos 5:24 and then went through the annual meeting rules, including how

voting is conducted. Evelina Rosell took a roll call. Pether Nordin then declared the annual meeting open.

§02-21 Election of chairperson for the meeting

Anna Kimming presented the Nominating Committee's proposal to the annual meeting to propose Kjell Gustafsson as chairperson of the meeting.

It was decided

that Kjell Gustafsson be elected as meeting chairperson

Kjell Gustafsson thanked the meeting for the opportunity and presented himself and his previous involvement in Diakonia. He also clarified how the voting works.

§03-21 Election of secretary

Anna Kimming presented the Nominating Committee's proposal to propose Evelina Rosell as meeting secretary.

It was decided

that Evelina Rosell be elected meeting secretary

§04-21 Election of two members to verify the minutes

Kerstin Enlund, of the Uniting Church in Sweden, and Martin Ström, of the Swedish Alliance Mission, were proposed to verify the minutes of the annual meeting.

It was decided

that, as well as the chairperson of the meeting Kjell Gustafsson and the Chairperson of Diakonia Pether Nordin, Kerstin Enlund and Martin Ström be elected to verify the minutes of the day

§05-21 Election of two vote counters

Kerstin Enlund, of the Uniting Church in Sweden, and Martin Ström, of the Swedish Alliance Mission, were proposed to count the votes.

It was decided

that Kerstin Enlund and Martin Ström be elected to count the votes

§06-21 Statutory notice to attend the annual meeting (Appendices 1 & 2)

According to the statutes, an ordinary annual meeting of Diakonia must be held before the end of June and written notice sent three months before the meeting. Documents must be sent four weeks prior to the annual meeting.

Lena Ingelstam presented Appendix 2, which shows the communication that Lena Ingelstam had with the principals regarding the possibility of deviating from the statutes and sending out the documentation 17 days before the annual meeting. This was because of the delayed process for the annual accounts, audit, final audit and Board meeting. The church leader and mission director consulted with their respective presiding committees, following which they provided written approval to deviate from the statutes in this specific case.

Lena Ingelstam explained that the notice convening the annual meeting was sent to the principals on 26 February 2021 and documentation was sent out, as per a new timetable, on 10 May 2021.

It was decided

that the annual meeting was convened in accordance with the statutes and that, following confirmation by the principals, the documentation was sent out according to a new timetable

§07-21 Adoption of voting list (Appendix 3)

The following representatives had been registered by the principals:

The Uniting Church in Sweden

Lasse Svensson

Kerstin Enlund

Gerard Willemsen

Ola Rikner

Swedish Alliance Mission

Kjell Larsson

Martin Ström

Elin Isaksson

Emma Andersson

Ann-Sofie Lasell presented the proposed voting list, as per Appendix 3.

According to the statutes, the eight representatives have the right to express an opinion, make proposals and vote, while Diakonia's Board has a right to express an opinion and make proposals at the annual meeting. Ann-Sofie Lasell presented a proposal from Diakonia's management that all participants at the present annual meeting should have the right to express an opinion.

According to Diakonia's statutes, a mediator from each principal should be appointed at an annual meeting. Advice was provided by the annual meeting representatives to Diakonia's Board to clarify what the role of mediator involves.

The respective principals reported that Gerard Willemsen from the Uniting Church in Sweden and Martin Ström from the Swedish Alliance Mission have responsibility in the event of mediation.

It was decided

that the voting list be adopted

that all participants at the annual meeting have the right to express an opinion
to receive information about each principal's representative in the event of mediation

to task the Board with clarifying what the role of mediator involves by the next annual meeting

§08-21 Adoption of agenda (Appendix 4)

Kjell Gustafsson presented the preliminary agenda in Appendix 4. Kjell proposed that it be clarified that §15-21 involves the election of the chairperson, deputy chairperson and board members. Kjell also proposed that §09-21, 10-21, 11-21, 12-21 and 14-21 should be immediately verified so that the annual report can be published and distributed promptly, and that §15-21 and 16-21 should be immediately verified as there is a Board meeting in two weeks. It was also proposed that §18-21 be immediately verified so the Nominating Committee can prepare any elections prior to a planned extraordinary annual meeting.

Based on §6 Annual Meetings in Diakonia's statutes, Ola Rikner asked why the matter of *decisions regarding an orientation plan and orientation budget for the next year* is not included in the annual meeting's agenda. Lena Ingelstam replied that, during the process of revising the statutes, the secretariat proposed that this point be removed as there was only limited information about next year at the time of the annual meeting. Lena then proposed that an overarching orientation plan and orientation budget be put to a decision at the planned extraordinary annual meeting in September.

It was decided

that a decision about an orientation plan and orientation budget for next year be submitted and added to the agenda of the extraordinary annual meeting
that, given the above addition of a decision, with regard to an orientation plan and orientation budget for next year being put to the planned extraordinary annual meeting, with regard to the clarification of which elections are included in §15-21 and with regard to immediately verified decisions, the agenda be approved

§09-21 Annual report and annual accounts (Appendix 5)

Pether Nordin began this item about Diakonia's Annual Report 2020, Appendix 5. He noted in particular that Diakonia had two secretaries general during the year. Johan Romare was acting secretary general until Lena Ingelstam took up the role of secretary general on 15 June 2021.

Lena Ingelstam presented Diakonia's Annual Report for 2020. She noted in particular the impact of the Covid-19 pandemic on society and Diakonia's work. She

also highlighted the work in the organisation before and after 2020's decision to adopt a new global policy and the Board's decision from December 2020 to adopt a new global strategy.

Ann-Sofie Lasell presented Diakonia's management report and sustainability report for 2020, both in Appendix 5. Unn Rasmussen then presented Diakonia's income statements and balance sheets, with notes, for 2020, which are also presented in Appendix 5.

Kerstin Enlund requested further details of how Diakonia managed change in relation to the global strategy. Lena Ingelstam replied that the strategic work was founded on the operations that are already being undertaken in the countries and in extensive consultations with personnel and partner organisations. Consequently, there is strong support and strong ownership in the organisation, which is important for progressing and developing.

Gerard Willemsen congratulated Diakonia on its CHS certification and said that the principals should be very proud of this, as Diakonia is one of just two Swedish organisations that are certified.

Elin Isaksson asked how Diakonia plans to diversify its income, as part of efforts to reduce financial vulnerability. Lena Ingelstam and Ann-Sofie Lasell replied that Diakonia remains very dependent on funding from Sida. Diakonia's Board took two decisions in 2020 that relate to increasing Diakonia's diversification. This involves an investment and a focus on private donors and an investment in employing one overall resource mobiliser per region on a project basis.

It was decided

that the annual report and annual accounts for 2020 be adopted

that the sustainability report be adopted

that the item be immediately verified

§10-21 Adoption of income statement and balance sheet (Appendix 5)

Unn Rasmussen presented the income statement and balance sheet on pages 40–47 of Appendix 5. It has been proposed that SEK 4 million of the financial result for the year be set aside for the Operating and Investment Fund. Taking account of this provision, the financial result for the 2020 activity year would be SEK 1,785 million.

It was decided

that the financial result for the 2020 activity year, totalling SEK 1,785,000, be adopted

that the item be immediately verified

§11-21 Decision based on the financial result for the year (Appendix 5)

Under §10-21 above, Unn Rasmussen noted that SEK 4 million is proposed to be set aside for the Operating and Investment Fund.

It was decided

to set aside SEK 4,000,000 of the financial result for 2020 for the Operating and Investment Fund

that the item be immediately verified

§12-21 Auditor's report (Appendix 5)

Authorised public accountant Erik Albenius presented the auditor's report that he submitted and that is available on pages 48–49 of the annual report. Erik Albenius told the meeting that both the financial statements and the organisation's administration had been audited. Erik Albenius' auditor's report recommends that the Board be discharged from liability. Erik Albenius also presented the auditor's statement of opinion on the statutory sustainability report, which confirms that a sustainability report has been prepared, on page 65.

It was decided

that the annual meeting adopted the auditor's report by auditor Erik Albenius and his opinion on the sustainability report

that the item be immediately verified

§13-21 Internal auditors' report and response of the Board (Appendices 6 & 7)

Karin Hallin presented the internal auditors' report in Appendix 6, which is based on the review she carried out together with the other two internal auditors, Micael Lindholm and Roland Henrysson. The internal auditors, in particular, wanted more status reporting during the year to provide more ongoing contact with Diakonia and the principals.

Anette Drewitz thanked the internal auditors for the report and their work during the year and then presented the board's response in Appendix 7. There was then a brief discussion based on the internal auditors' report and the board's response.

It was decided

to receive the reports

§14-21 **Decision to discharge the Board from liability**

Under §12-21, Erik Albenius presented his statement of opinion on the Board's administration of Diakonia for 2020, in which he proposed that the annual meeting discharge members of the Board from liability for the 2020 year of activity.

It was decided

that the members of Diakonia's Board be discharged from liability for the 2020 year of activity

that the item be immediately verified

§15-21 **Election of members of the Board (Appendix 8)**

Anna Kimming presented the Nominating Committee's proposals, as per Appendix 8.

a) Election of Chairperson

The Nominating Committee's proposal was that Pether Nordin be re-elected Chairperson of Diakonia for two years.

It was decided

that Pether Nordin be re-elected Chairperson for two years

b) Election of Deputy Chairperson

The Nominating Committee's proposal was that Anette Drewitz be re-elected Deputy Chairperson of Diakonia for two years.

It was decided

that Anette Drewitz be re-elected Deputy Chairperson for two years

c) Election of members of the Board

Oskar Permvall and Linnea Gullholmer each have one year left of their term on the Board. Göran Gunner and Ulrika Erkenborn Rugumayo each have two years left of their term on the Board.

The Nominating Committee's proposal was to re-elect Marie Lackenbauer as a Board member for three years.

It was decided

that Marie Lackenbauer be re-elected as a Board member for three years

that all decisions in §15-21 be immediately verified

§16-21 Election of auditor and deputy (Appendix 8)

Anna Kimming presented the Nominating Committee's proposal in Appendix 8, to re-elect Erik Albenius as auditor and Angelica Stööp as deputy auditor for 1 year each. Both are authorised public accountants and work at auditing firm PwC.

It was decided

that Erik Albenius be re-elected auditor, and Angelica Stööp deputy auditor for Diakonia for one year

that the item be immediately verified

§17-21 Election of internal auditors (Appendix 8)

Anna Kimming presented the Nominating Committee's proposed internal auditors for Diakonia. Karin Hallin and Micael Lindholm each have one year of their terms left. The Nominating Committee proposes the re-election of Roland Henrysson for two years.

It was decided

that Roland Henrysson be re-elected as internal auditor for Diakonia for two years

§18-21 Election of Nominating Committee

Anna Kimming told the meeting that Anna Kimming and Eva-Marie Cider each have one year of their terms left. The Uniting Church in Sweden proposed the re-election of Ulrika Morazán for two years. The Swedish Alliance Mission proposed the re-election of Roland Oscarsson for two years.

It was decided

that Ulrika Morazán and Roland Oscarsson be re-elected as members of the Nominating Committee for two years

that the item be immediately verified

§19-21 Decision on the revision of Diakonia's statutes (Appendices 9 & 10)

Ann-Sofie Lasell presented the source documentation in Appendix 9 and proposed revised statute wording in Appendix 10. Ann-Sofie also presented the process by which proposals for statute wording have been out for referral with the principals and have been adjusted based on the principals' unanimous comments. Based on this, Diakonia's Board has decided to submit the present proposal to the annual meeting.

It was clarified during the annual meeting how the proposed statute wording, with the possibility of seven to eleven members on Diakonia's Board and their election,

would be conducted at an annual meeting. First, the decision is made regarding the number of members, followed by the election of the members.

It was decided

to adopt the revised proposal for Diakonia's statutes

that the decision was taken unanimously

to take the second and final decision on the change to the statutes at an extraordinary annual meeting

§20-21 Proposal on the revision of the Instructions for the Nominating Committee and the Instructions for Internal Auditors (Appendices 9, 11 & 12)

Ann-Sofie Lasell presented the source documentation in Appendix 9 and proposed revised Instructions for the Nominating Committee, Appendix 11, and proposed revised Instructions for Internal Auditors, Appendix 12.

It was clarified that the Nominating Committee should, after contact with the principals, have proposals for all elections prior to an annual meeting, including persons to verify the minutes, vote counters and mediators.

It was decided

to receive the proposal for the revision of Instructions for the Nominating Committee and Instructions for Internal Auditors

that the decision is to be taken following a decision on the revision of the statutes, at the planned extraordinary annual meeting

§21-21 General information about Diakonia's activities, including a new visual identity

Lena Ingelstam, Helena Lind and Unni Jonsson presented Diakonia's new visual identity to the meeting. The aim of the new visual identity is for Diakonia's global work and achievements to be reflected in its communication.

It was decided

to receive the information

§22-21 Next Annual Meeting – date and venue

Lena Ingelstam presented the reasons for the proposed convening of an extraordinary annual meeting. It relates both to the annual meeting's decisions in §19-21 to take a second and final decision on the revision of Diakonia's statutes, and to the annual meeting's decision in §20-21 to take a decision on the revision of Instructions for the Nominating Committee and Instructions for Internal Auditors. The annual meeting also decided in §08-21 to take a decision at an extraordinary

annual meeting on an orientation plan and orientation budget for Diakonia for 2022.

Lena Ingelstam then presented a proposed date for an extraordinary annual meeting of Wednesday 8 September 2021, between 9 a.m. and 10.30 a.m. It is proposed that this be an online meeting.

Lena Ingelstam then presented a proposed date for the ordinary annual meeting of 2022. As is customary, it is the Uniting Church in Sweden's turn to host the meeting. Lena proposed Tuesday 7 June or Wednesday 8 June 2022 between 2 p.m. and 4 p.m., to be held as a physical meeting at the Ecumenical Centre. The secretariat was tasked with coordinating dates with both principals.

It was decided

to convene an extraordinary annual meeting of Diakonia for Wednesday 8 September between 9 a.m. and 10.30 a.m., with the meeting to be held online **that** Diakonia's ordinary annual meeting of 2022 be held at Ecumenical Centre in Alvik, to be held either on Tuesday 7 June 2022 or Wednesday 8 June 2022

§23-21 Other matters

There was no other business.

§24-21 Close of the meeting

Meeting chairperson Kjell Gustafsson thanked everyone for the opportunity to chair the meeting. Pether Nordin thanked Kjell Gustafsson for chairing the meeting and then thanked everyone who had attended the annual meeting. Pether also thanked the meeting for re-electing him Chairperson of Diakonia. Pether then led the meeting in prayer, after which he declared the annual meeting closed.

Bromma, date as above,

Evelina Rosell
Secretary

Kjell Gustafsson
Chairperson of the meeting

Pether Nordin
Chairperson of Diakonia

Kerstin Enlund
Member appointed to verify the minutes

Martin Ström
Member appointed to verify the minutes