



Nordic Development Fund

PUBLIC

Minutes from the meeting I/2025
on 4 March 2025 in Helsinki

Participants: voting members:

Anders Ørnemark, Denmark
Anna Merrifield, Finland
María Erla Marelsdóttir, Iceland
Anne Sofie Bjelland, Norway
Henrik Bergquist, Sweden

Other participants:

Anne Kristin Hermansen, Norway, alternate
Satu Santala, NDF
Leena Klossner, NDF (except for item 6.1.)
Christina Stenvall-Kekkonen, NDF (Secretary)
Jesper Andersen, NDF (except for item 6.1.)
Malena Rosman, NDF (except for item 6.1.)
Mari Rasilainen, NDF (except for item 6.1.)
All NDF staff (item 3.)
Ole Stubdrup, NDF (items 3., 4.1. and 4.2.)
Jacob Lorentzen (item 4.2.)
Michelle Voon, NDF (items 3., 4.1. and 4.2.)
Mats Slotte, NDF (items 3. and 5.1.-5.3.)
Timo Granberg, NIB, Internal Audit (item 5.2.)
Ulf Bojö, Nefco (item 7.)

1. Quorum and adoption of the agenda

An introductory round of participants was held, welcoming the new Norwegian alternate, Anne Kristin Hermansen.

The meeting was called in accordance with the Rules of Procedure for the Board of Directors. The meeting constituted a quorum. The Board adopted the agenda.

2. Approval of Board minutes

2.1 Minutes of the Board meeting IV/2024 on 3-4 December 2024

The Chair proposed a minor technical amendment to the uploaded draft minutes.

The Board approved the minutes of the Board meeting IV/2024 on 3-4 December 2024.

2.2 Recording of decisions in written procedure since 4 December 2024 – Approval of Annual Financial Report 2024

The unaudited draft Report of the Board of Directors for 2024 was sent by e-mail to the Board on 27 January 2025 for comments, with a deadline for comments on 10 February 2025.

The audited Report of the Board of Directors and Financial Statements for 2024 (containing some minor technical revisions, as requested by the external auditors) were sent to the Board via e-mail on 17 February 2025 for final decision, with a deadline for electronic signing of the Report of the Board of Directors on 20 February 2025, which constituted affirmative confirmation of support. By 20 February 2025, the Report of the Board of Directors had been duly signed electronically by all Board members (and by the Managing Director).

It was recorded that on 20 February 2025, the Board approved the Report of the Board of Directors and the Financial Statements for 2024.

3. Update on recent NDF activities

Satu Santala, complemented by Leena Klossner, Jesper Andersen and Malena Rosman presented recent NDF activities.

The presentation spurred a discussion centring around the following themes:

- The implications of political changes in the US resulting in withdrawal of financing for development projects and the need for a continued follow up and informal dialogue in the Board with respect to possible implications on NDF projects
- The ongoing external evaluation of NDF with an expected final report before the June Board meeting and feeding into to the ongoing strategy revision process, with the next workshop taking place in April in Helsinki



- Ongoing internal workstreams related to improving the workplace culture and increasing trust and collaboration
- The new office premises, which have been taken into use in February
- Planned set-up for a Nordic Climate Finance event to take place on 1 October and the Board's input on parties to invite

The Board took note of the presentation on recent activities.

4. Operational activities

4.1 Project origination update and project proposals having received Clearance in Principle

Malena Rosman and Ole Stubdrup presented the status of project origination mentioning a strong pipeline with several private sector projects being developed and the reactivation of the Booster Facility. It was also mentioned that the contractual work for the ARCAFIM project, cofinanced with IFAD and GCF, was likely to be reactivated within the near future.

1. *The Board took note of the portfolio origination status.*
2. *The Board provided initial feedback on the Transforming Landscapes for Resilience and Development II project that has passed CiP since the previous Board meeting and among other things expressed its provisional support to the planned grant financing to Zambia.*
3. *The feedback from the Board will be addressed in the following steps in the origination phase, i.e. Screening and Appraisal.*

4.2 Update on the process for a Global Climate focused Challenge Fund program

Jacob Lorentzen and Michelle Voon presented the topic including the process for developing the Challenge Fund, which among other things includes a market and needs assessment and design and co-creation with potential Nordic donors.

The Board took note of the progress update for the proposed Global Climate focused Challenge Fund program.

5. Financial and other reporting for information and decision

5.1 Overview NDF's Financial sustainability

Jesper Andersen and Mats Slotte presented the agenda point. The presentation included among other things a status update on some sovereign borrowers facing debt management issues and the related dialogues regarding these sovereign borrowers.

The Board took note of the overview of NDF's Financial sustainability and administrative budget as per 31 December 2024 and the additional oral information provided in the meeting.

5.2 Internal Audit matters

Timo Granberg presented the agenda point accompanied by a Power Point presentation. The Power Point presentation will be added to the Board portal.

Christina Stenvall-Kekkonen informed that the matters mentioned in the NDF Audit Summary Report for the period 1 January – 31 August 2024 and which relate to the EEP Africa Trust Fund are already being dealt with and are on the agenda for the Trust Fund's upcoming Supervisory Board meeting.

The Board took note of the NDF Audit Summary Report for the period 1 January – 31 August 2024 and the NDF Audit Summary Report for the period 1 September – 31 December 2024.

The Board approved the "NDF Risk Assessment and Audit Plan 2025".

6. Legal matters and governance matters for information

6.1 Update on NDF's project regarding job evaluation

Satu Santala presented the agenda item in a closed Board session. The topic, which relates to implementation of the People Policy adopted by the Board at its meeting in December 2022, will be on the Board's agenda for the upcoming June 2025 meeting.

The Board took note of the update on NDF's project regarding job evaluation.

6.2 2024 Ombudsman Report

Christina Stenvall-Kekkonen presented the agenda item.

The Board took note of the Annual Ombudsman Report 2024 dated 9 January 2025.

6.3 New Chair appointed to the Control Committee

Christina Stenvall-Kekkonen presented the agenda item.

The Board took note of the appointment of Aud Lise Norheim to serve as Chair of the Control Committee for a four-year period starting 24 January 2025.

6.4 Cooperation Council Minutes

Satu Santala and Christina Stenvall-Kekkonen presented the agenda item.

The Board took note of the minutes from Cooperation Council meetings held 7.11.2024, 16.1.2025 and 6.2.2025.

7. Presentation of Nefco's activities in Ukraine

Ulf Bojö presented the agenda point accompanied by a Power Point presentation, which has been uploaded to the Board portal.

Ulf Bojö among other things mentioned that NEFCO has had operational activities in Ukraine for more than 20 years in addition to an office in Kiev and Ukrainian staff and a ratified Framework Agreement with Ukraine, recognizing NEFCO's legal status and incorporating NEFCO's procurement rules in national legislation. For the time being NEFCO is highly involved in rebuilding Ukraine greener and better. The current size of NEFCO's Ukraine portfolio is EUR 330 million. It is expected that NEFCO's strong focus on Ukraine will continue going forward.

The Board took note of the presentation.

8. Outreach and communication matters for information

8.1 Annual Outreach Report 2024

Leena Klossner presented the agenda point accompanied by a Power Point presentation. The focus for 2025 is on internal communication.



The Power Point presentation will be added to the Board portal.

The Board took note of the Annual Outreach Report 2024.

9. Update on background work related to a new possible country of operations, key questions for further discussion and next steps

Leena Klossner presented the agenda item supplemented by Satu Santala. The presentation touched upon aspects of the viability and added value of NDF's possible engagement in a new possible country of operations.

The discussion focused on strategic considerations, potential added value and complementarity between Nordic IFIs. The Board concluded that the matter should be further discussed in the context of NDF's strategy revision.

The Board took note of a presentation on assessing the viability and added value of NDF's possible engagement in climate change and development focused financing activities in a new country of operations and decided to revert to the matter as part of the overall strategy discussions.

10. Investment Mobilisation Collaboration Alliance (IMCA) support

The Board was informed of a possibility that support to IMCA initiatives be channeled through NDF. Satu Santala mentioned that NDF has joined IMCA as an observer and that NDF is exploring possibilities for further related activities.

The Board took note of the discussion and was in favour of NDF looking further into possible IMCA-related activities.

11. Next Board meeting

The Board took note of that next Board meeting will be held in Copenhagen on 10-11 June 2025.



In fidem

SATU SANTALA
Satu Santala
Managing Director

CHRISTINA STENVALL-KEKKONEN
Christina Stenvall-Kekkonen
Secretary to the Board of Directors

HENRIK BERGQUIST
Henrik Bergquist
Chair of the Board of Directors