

RULES OF PROCEDURE FOR THE BOARD

The following is hereby laid down pursuant to section 4(2) of Act no. 553 of 18 June 2012 on the Danish Institute for Human Rights – Denmark's National Human Rights Institution, according to which the Board of the Institution lays down its Rules of Procedure, and having regard to the Bylaw of the Institution:

Part 1

Organisation

Members of the Board

- 1.-(1)** The members of the Board are designated in their personal capacity and must be independent and have a high degree of personal and professional integrity. Moreover, members of the Board must be interested in making a difference in the human rights area and have a fundamental insight into financial and managerial aspects.
- (2)** A member of the Board or another person present must notify the Board of circumstances which may give rise to doubt as to whether a member of the Board meets the requirements for independence and integrity. The relevant member must be given the opportunity to submit information to the Board and respond to any questions from the Board, but may otherwise not participate in discussions on whether the relevant member meets the requirements.
- (3)** The Board may comment on matters regarding members' independence and integrity and may in this connection encourage a member to retire from the Board, however the Board may not exclude a member.
- (4)** Matters regarding independence or integrity must be recorded in the minutes. The Board's comments must appear in the minutes.

Chairmanship of the Board

- 2.** The Board elects a chairperson from among its members. The chairperson is normally elected for a two-year period with the possibility of re-election. The chairperson of the Board directs the work and meetings of the Board.
- 3.** The Board elects a vice chairperson from among its members, who constitutes the chairmanship together with the chairperson. The vice chairperson is normally elected for a two-year period with the possibility of re-election. The chairmanship prepares the Board meetings and, where appropriate, discusses cases to be decided by the chairperson outside the Board meetings. The chairperson briefs the Board about cases decided pursuant to this provision by no later than the next Board meeting.
- 4.-(1)** The chairmanship of the Board prepares an annual plan for the Board's work.
- (2)** The work plan must contain the expected dates of Board meetings in the coming year and a description of the tasks the Board expects to carry out during the year.

Finance committee

5.-(1) In accordance with the regulations in section 12 of the Institution's Bylaw, the Board sets up a finance committee which, in order to ensure quality in its work, prepares Board meetings with special focus on budgets, financial statements and auditing.

(2) The finance committee comprises two to three persons, of whom at least one must be an expert in finance. The chairperson of the Board is an ex-officio member and chairperson of the finance committee. Members of the finance committee are normally elected for a two-year period with the possibility of re-election.

(3) The Board establishes guidelines for work by the finance committee.

(4) Regardless of preparatory work by the finance committee, the Board has full responsibility for the Institution's finances and financial statements.

Secretarial services

6. The Institution's Director serves as a secretary to the Board, the chairmanship and the Board committees, and participates in meetings without the right to vote.

Part 2

Board meetings

Convening a meeting

7.-(1) The chairperson of the Board, or the vice chairperson on his behalf, convenes Board meetings with at least ten days' prior notice. However, this notice may be reduced if special circumstances make it necessary.

(2) The convening notice must enclose an agenda for the meeting and, as far as possible, written material for use in processing of the individual items on the agenda. Members are also briefed about the background for the items to be processed.

Agenda

8.-(1) The agenda for the Board meetings must typically include the following, as a minimum:

- 1) Approval of the agenda
- 2) Approval of minutes from the last meeting
- 3) Report by the chairperson
- 4) Report by the Director
- 5) Finances

- 6) News from the members of the Board
- 7) AOB
- 8) Evaluation of meeting
- 9) Next meeting in accordance with the annual plan

(2) The Director reports about significant conditions regarding the Institution's activities since the last Board meeting. In addition, the Director presents the necessary budgets, financial statements, strategies etc. in accordance with the Act and the Bylaw.

Organisation of meetings and working language

9.-(1) Board meetings are held at the Institution or at another place as decided by the chairperson.

(2) Board meetings may be held in writing, including via email, provided that no member of the Board objects to this, or that particular circumstances make it necessary.

(3) The working language of the Board is Danish, but cases may be processed in English and on the basis of written English material.

(4) As a general rule, members of the Board attend meetings personally, but may, with the agreement of the chairperson, attend via video conferencing or similar.

10. In addition to the Director, the management and the employees of the Institution as well as other persons may attend Board meetings or parts hereof without the right to vote, provided that this has been authorised by the Board.

Capacity

11.-(1) The Board is bound by the general administrative procedural law regarding capacity.

(2) Before processing a case, a member of the Board or another person present must notify the Board of circumstances which may give rise to doubt about the capacity of the relevant person.

(3) The Board decides on matters regarding incapacity.

(4) Matters regarding incapacity must be recorded in the minutes. The decision of the Board must be recorded in the minutes.

12. A member or another person present who has been disqualified in a case, may not take part in discussions of conditions linked to the case and must leave the meeting room when the relevant case is being processed. The relevant person must be given the opportunity to submit information to the Board and respond to any questions from the Board, but may otherwise not participate in discussions on whether the relevant person is disqualified.

Quorum

- 13.-(1)** The Board has a quorum when at least one-half of the competent members are present.
- (2)** The matters processed by the Board are decided by simple majority of votes. In the event of parity of votes, the chairperson has the casting vote.

Minutes

- 14.-(1)** The chairperson must ensure that minutes are kept of the Board meetings with details of decisions/resolutions on each item on the agenda, including any views and information that are requested to be recorded in the minutes. Furthermore, the minutes must state who is present during the meeting.
- (2)** Draft minutes are sent to all members of the Board as soon as possible after the meeting. The minutes are approved at the next Board meeting, after which they are published on the Institution's website.

Part 3

Transparency and confidentiality

- 15.-(1)** Work by the Board must be as transparent as possible.
- (2)** Transparency is restricted by the legislation applicable within the public administration, or by the nature of the case or the circumstances if necessary.
- 16.** Agendas for Board meetings are made available on the Institution's website at least four days before the meeting is held, see, however, section 15(2).
- 17.** Minutes of Board meetings are made public, unless parts of the minutes should be exempted from being published, see, however, section 15(2).

Confidentiality

- 18.-(1)** The Board is bound by the general administrative procedural principles regarding confidentiality. Thus, members of the Board are bound by confidentiality regarding information they obtain in their capacity as a member of the Board, when the information is confidential, see Part 8 on the Obligation to maintain secrecy etc. of the Public Administration Act and section 152 of the Criminal Code.
- (2)** If a member retires from the Board, the relevant member must return all confidential material held immediately to the chairperson.

Part 4

Evaluation of Board work etc.

Self-evaluation

19.-(1) Once a year, the Board is subject to self-evaluation directed by the chairperson.

(2) The chairperson prepares proposals for the self-evaluation criteria which are then presented for approval by the Board.

Part 5

Adoption, amendments and entry into force

Adoption and amendments

20. The Rules of Procedure are reviewed by the Board once a year, after which they are approved by the Board, see section 22(1). Members of the Board may, however, propose amendments to the Rules of Procedure at any point.

21.-(1) Proposals for amendments to the Rules of Procedure are submitted to all members of the Board by no less than 10 days prior to the Board meeting at which the proposals are to be addressed.

(2) Following preliminary processing by the Board, proposals for amendments to the Bylaw and Rules of Procedure are submitted for consultation with Rigsrevisionen - the Danish national audit office before they are presented to the Board for final approval or rejection.

Entry into force

22. These Rules of Procedure enter into force on 23 June 2017.

Adopted by the Board on 22 June 2017

Dorthe Elise Svinth, Chairman