

**RULES OF PROCEDURE FOR THE BOARD OF THE DANISH INSTITUTE
FOR HUMAN RIGHTS**

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, as amended by Act no. 656 of 12 June 2013, according to which the Institution's Board determines its rules of procedure, and with reference to the Institution's articles of association, it is hereby laid down

Chapter 1

Organisation

Members of the Board

The Board's governance

- 1.** The Board shall elect one chairperson from among its members. The chairperson is usually elected for a 1-year term with the possibility of re-election. The chairperson of the Board leads the Board's work and meetings.
- 2.** The Board elects one vice chairperson from among its members who, together with the chairperson, constitutes the chairpersonship. The vice chairperson is normally elected for a 1-year term with the possibility of re-election. The chairpersonship prepares the Board meetings and, if necessary, discusses cases for the chairperson's resolution outside the Board meetings. The chairperson informs the Board of cases resolved under this provision at the next Board meeting at the latest.
- 3.** The Board's chairpersonship prepares an annual work plan for the Board's work.

Subsection (2). The work plan must include the expected dates for Board meetings in the coming year and a description of the tasks that the Board expects to fulfil during the year.

Finance Committee

- 4.** In accordance with section 13 of the Institution's articles of association, the Board appoints a Finance Committee which, in order to

ensure quality in the work, prepares the Board's meetings with particular regard to the budget, accounts and auditing.

Subsection (2). The Finance Committee consists of two to three people, at least one of whom must have special expertise in financial matters. The Board's chairperson is automatically a member and chairperson of the Finance Committee. Members of the Finance Committee are normally elected for a 1-year term with the possibility of re-election.

Subsection (3). The Board lays down guidelines for the work of the Finance Committee.

Subsection (4). Regardless of the preparatory work of the Finance Committee, the Board has full responsibility for the Institution's finances and accounts.

Secretarial assistance

5. The Institution's Executive Director acts as secretary to the Board, the chairpersonship and the Board's committees, and participates in meetings without voting rights.

Chapter 2

Board meetings

Convening of meetings

6. The chairperson of the Board, or the vice chairperson on their behalf, shall convene Board meetings with at least 10 days' notice. However, the notice period may be reduced if special circumstances so necessitate.

Subsection (2). An annotated agenda for the meeting and, to the extent possible, written materials for the discussion of the individual items on the agenda shall be sent with the notice of the meeting or, usually, no later than seven days before the meeting is held. Members are also given a short briefing on the background to the topics under discussion.

Subsection (3). The Board chairperson convenes a meeting at least four times a year. A meeting of the Board shall be convened if requested by three members of the Board or by the Executive Director. Upon resignation of the chairperson, the Executive Director shall convene a Board meeting.

Agenda

7. The agenda for Board meetings shall normally include at least the following items:

- 1) Approval of the agenda
- 2) Approval of the minutes from the last meeting
- 3) Chairperson's report
- 4) Executive Director's report
- 5) Finances
- 6) News from the Board members
- 7) AOB
- 8) Evaluation of today's meeting
- 9) Next meeting according to the annual plan

Subsection (2). The Executive Director shall report on significant matters concerning the Institution's activities since the last Board meeting. In addition, the Executive Director shall present the necessary budgets, accounts, strategies, etc. in accordance with the law and the articles of association.

Meeting organisation and working languages

8. Board meetings are held at the Institution or at another location as determined by the chairperson.

Subsection (2). Board meetings may be held in writing, including by email, if no Board member objects or if special circumstances so necessitate.

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

Subsection (4). Board members generally attend the meetings in person, but can participate via video conference or similar by agreement with the chairperson.

9. In addition to the Executive Director, the Institution's management and employees as well as other persons may participate in meetings of the Board or parts thereof without voting rights, if the Board so permits.

Impartiality

10. In its work, the Board is bound by the general rules of administrative law on impartiality.

Subsection (2). A member of the Board or another person present must, prior to the commencement of the consideration of a case, inform the Board if there are circumstances that may give rise to doubt about the person's impartiality.

Subsection (3). The Board decides on questions of disqualification.

Subsection (4). The minutes must state if disqualification issues have been discussed. The Board's decision must be minuted.

11. A member or other person present who has been declared disqualified in a case may not participate in the discussion of matters related to the case and must leave the meeting room during its consideration. The person concerned shall be given the opportunity to provide information to the Board and answer its questions, but may not otherwise participate in any discussion on whether the person concerned is disqualified.

Quoracy

12. The Board is quorate when at least half of the non-disqualified members participate.

Subsection (2). Matters dealt with by the Board shall be decided by a simple majority of votes, with the exception of amendments to the articles of association, which require a two-thirds majority. In the event of a tie, the chairperson's vote is decisive.

Meeting minutes

13. The chairperson shall ensure that minutes are kept of the Board meetings, indicating decisions on each item on the agenda, including views and information to be recorded. The minutes must also state who is present during the meeting.

Subsection (2). Draft minutes are sent to all Board members 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.

Chapter 3

Transparency and confidentiality

Openness

14. The work of the Board should be as transparent as possible.

Subsection (2). Openness is limited by legislation applicable to public administration or, if deemed necessary, due to the nature of the case or other circumstances.

15. Agendas for the Board's meetings shall be made available on the Institution's website at least four days before the meeting is held, cf. section 14(2).

16. Minutes of the Board's meetings are published, unless parts of the minutes should be exempt from public disclosure, cf. section 14(2).

Confidentiality

17. In its work, the Board is bound by the general principles of administrative law regarding confidentiality. The members of the Board are thus subject to a duty of confidentiality with regard to information they become aware of in their capacity as members of the Board, when such information is confidential by its nature, cf. Chapter 8 of the Danish Public Administration Act on duty of confidentiality, etc. and section 152 of the Danish Criminal Code.

Subsection (2). If a member resigns from the Board, they shall immediately return to the chairperson of the Board any confidential materials in their possession.

Chapter 4

Evaluation of the Board's work, etc.

Self-evaluation

18. Once a year, the Board undergoes a self-evaluation led by the chairperson.

Subsection (2). The chairperson prepares a proposal for criteria for the self-evaluation to be presented to the Board for approval.

Chapter 5

Adoption, amendment and entry into force

19. The rules of procedure shall be reviewed by the Board once a year and approved by the Board, cf. section 22(1). However, Board members may propose changes to the rules of procedure at any time.

20. Proposed changes to the rules of procedure shall be sent to all Board members at least 10 days before the Board meeting at which they are discussed.

Subsection (2). After preliminary consideration by the Board, proposals for amendments to the articles of association and rules of procedure are submitted for consultation with the National Audit Office of Denmark before being presented to the Board for final adoption or rejection.

Entry into force

21. The rules of procedure shall enter into force on 1 November 2022 after consultation with the National Audit Office of Denmark.

Adopted by the Board on 6 October 2022

Andreas Kamm, chairperson

Approved by the Board without changes on 6 October 2023

Andreas Kamm, chairperson