

# Rules of Procedure

## The Mediation and Complaints-Handling Institution for Responsible Business Conduct

1.	Object/Purpose of the Mediation and Complaints-Handling Institution .....	1
2.	Basis for the Mediation and Complaints-Handling Institution's activities and case handling.....	2
3.	Meetings .....	2
4.	Convening of meetings and apologies for absence .....	2
5.	Chairman of the meeting, quorum and voting .....	3
6.	Legal disqualification .....	3
7.	Indicative timeframe.....	3
8.	Preparation and approval of the annual report.....	4
9.	Relations with the OECD .....	4
10.	Communication.....	5
11.	Secretariat service .....	5
12.	Duty of secrecy and right of access to documents.....	5
13.	Changes to the Rules of Procedure.....	5
14.	Accounts.....	6
15.	Entry into force .....	6

### **1. Object/Purpose of the Mediation and Complaints-Handling Institution**

- 1.1 The object/purpose of the Mediation and Complaints-Handling Institution for Responsible Business Conduct is to consider cases concerning non-compliance with the OECD's Guidelines for Multinational Enterprises, cf. the Danish Act on the Mediation and Complaints-Handling Institution for Responsible Business Conduct (Act no. 546 of 18 June 2012).
- 1.2 In addition, the Institution works to promote knowledge of the OECD's guidelines, as set out in the remarks to the Act on the Mediation and Complaints-Handling Institution for Responsible Business Conduct.
- 1.3 Via its activities as the OECD National Contact Point, the Institution contributes to the effective implementation of the OECD's Guidelines for Multinational Enterprises.

## **2. Basis for the Mediation and Complaints-Handling Institution's activities and case handling**

- 2.1 The Act on the Mediation and Complaints-Handling Institution for Responsible Business Conduct (Act. no. 546 of 18 June 2012), the related Executive Order, these Rules of Procedure, and the Institution's recommended guidelines for the consideration of cases, constitute the Danish national basis for the Mediation and Complaints-Handling Institution for Responsible Business Conduct.
- 2.2 The OECD's Guidelines for Multinational Enterprises constitute the international basis for the Mediation and Complaints-Handling Institution for Responsible Business Conduct.
- 2.3 In its decision-making basis, the Institution can also draw on the OECD's procedural guidelines for National Contact Points, experience from other National Contact Points, and other relevant material.
- 2.4 Within its budgetary framework, the Institution can draw on external and international expertise.

## **3. Meetings**

- 3.1 As a rule, the meetings of the Mediation and Complaints-Handling Institution are held at the Danish Business Authority.
- 3.2 At least one meeting every three months is held, as well as when the consideration of concrete cases requires extra meetings to be held.
- 3.3 The Institution's meetings are not open to the general public unless the petitioner and the respondent so agree, and this is permitted by the Chairman.
- 3.4 The Chairman has a duty to inform the Institution's members of activities that are of relevance to the Institution's consideration of cases and other duties.
- 3.5 All members of the Institution are expected to attend the agreed meetings.
- 3.6 The Chairman ensures that minutes are kept of the decisions at each meeting. As far as possible, the members of the Institution must receive the minutes of decisions for approval by no later than seven days after the meeting.

## **4. Convening of meetings and apologies for absence**

- 4.1 The Chairman will convene meetings via the Secretariat. Three members jointly may request the Chairman to convene a meeting.
- 4.2 The notice convening the meeting will include an agenda. The agenda will include a brief overview of the status of cases and any other topics to be considered at the meeting. The material relating to the individual cases will be attached to the agenda.
- 4.3 Members will be requested to attend meetings of the Mediation and Complaints-Handling Institution with at least seven days' notice, unless determined otherwise by the Chairman.

- 4.4 The Chairman may determine whether, at a given stage of the consideration of a case, the case is to be subject to verbal proceedings or written consideration, cf. Section 4 of the Executive Order.
- 4.5 Apologies for absence from meetings must be given as soon as possible by contacting the Institution's Secretariat in writing, electronically or by telephone.

## **5. Chairman of the meeting, quorum and voting**

- 5.1 The meetings of the Mediation and Complaints-Handling Institution will be chaired by the Chairman.
- 5.2 The Institution will be legally competent when all members are present, cf. Section 6 of the Executive Order, but cf. also subsection 2 concerning legal disqualification.
- 5.3 The matters considered by the Institution will be decided by simple majority vote, cf. Section 6(2) of the Executive Order. In the event of a parity of votes, the Chairman will hold the casting vote. If the Chairman is legally disqualified from participating in the consideration of the case, the expert member will hold the casting vote in the event of a parity of votes.

## **6. Legal disqualification**

- 6.1 On conducting their activities on behalf of the Mediation and Complaints-Handling Institution, the members of the Institution are subject to the rules of the Danish Public Administration Act concerning legal disqualification.
- 6.2 A member is obliged to inform the Mediation and Complaints-Handling Institution of any circumstances that may entail the legal disqualification of the member concerned, just as any of the other members of the Institution who are aware of such circumstances are obliged to inform the Institution thereof.
- 6.3 A member may not take part in the consideration of an actual case if there are concrete circumstances that may be of a nature that can give rise to doubt concerning the impartiality of the person concerned.
- 6.4 The Mediation and Complaints-Handling Institution takes decisions concerning a member's legal disqualification, and thereby on whether the member in question may take part in the consideration of cases, on the basis of the concrete case. The member concerned may not take part in the consideration of and decision on the issue of the legal disqualification of that member.

## **7. Indicative timeframe**

- 7.1 The initial assessment of the Mediation and Complaints-Handling Institution must be concluded no later than two weeks after the date of the receipt of the complaint by the Secretariat. The decision on whether a case will be considered by the Institution, or rejected, will be notified to the parties in writing.

- 7.2 When the parties have been requested to seek to resolve the case, within two months of the date of such request, the parties must inform the Institution of the status of their mutual dialogue, including whether the case has been resolved.
- 7.3 If it is assessed that the case cannot be resolved by the parties with reasonable respect for the indicative timeframe, the Institution must decide whether the case is to be accepted for mediation or investigation, or rejected. In principle, the Institution must decide whether the case is to be accepted for consideration or rejected no later than three months after the date of the receipt of the complaint.
- 7.4 As far as possible, the consideration of the case, including mediation facilitated by the Institution, must be concluded no later than six months from the date of the receipt of the complaint. The mediation process should therefore be initiated no later than three months after the date of the receipt of the complaint. The mediation period should, in principle, not exceed three months.
- 7.5 As far as possible, the Institution will conclude its investigation no later than six months from the date of the receipt of the complaint. The Institution may decide to defer the consideration of the case in order to obtain further information, for example if the investigation requires travel abroad. The Institution will inform the parties that more time is required to investigate the case. The parties will also be informed of when the final result of the investigation is expected to be available.
- 7.6 The overall consideration of the case will, as far as possible, be concluded by no later than nine months from the date of the receipt of the complaint.

## **8. Preparation and approval of the annual report**

- 8.1 The Mediation and Complaints-Handling Institution will prepare an annual report for the calendar year from 1/1 to 31/12. The first annual report will concern the period from 1/11/2012 to 31/12/2013.
- 8.2 The Chairman of the Mediation and Complaints-Handling Institution will present the annual report to the Danish Council on Corporate Social Responsibility on behalf of the other members, who may also attend the meeting.

## **9. Relations with the OECD**

- 9.1 In the event of doubt concerning the interpretation of the OECD's guidelines, the Mediation and Complaints-Handling Institution may consult the OECD's Investment Committee<sup>1</sup>.
- 9.2 After its publication, the Mediation and Complaints-Handling Institution's annual report will be sent to the OECD's Investment Committee.

---

<sup>1</sup> The OECD's Investment Committee consists of officials from the relevant governments. The Committee has the investment area as its area of responsibility, including the OECD Guidelines for Multinational Enterprises. The Investment Committee holds regular meetings on all issues concerning the guidelines and their application. The annual (and sometimes semi-annual) meetings between the National Contact Points are also organised under the auspices of the Investment Committee.

- 9.3 In principle, the Chairman of the Mediation and Complaints-Handling Institution attends meetings between the National Contact Points, assisted by other members and the Secretariat.

## **10. Communication**

- 10.1 The Mediation and Complaints-Handling Institution will prepare an annual action-plan for its external communication.
- 10.2 At their own initiative, or on request, the Chairman and the other members may take part in activities in accordance with the communication plan. This may, for example, concern conferences and presentations as representatives of the Mediation and Complaints-Handling Institution. The members shall agree with the Chairman beforehand that they represent the Institution on the occasion in question. If the Institution's members are prevented from attending conferences and similar, the participation may be delegated to the Institution's Secretariat.
- 10.3 The Chairman will comment on behalf of the Institution, unless otherwise agreed.
- 10.4 Written statements and other relevant communication will be published on the Institution's website in Danish and English.

## **11. Secretariat service**

- 11.1 The Secretariat prepares the consideration of cases and otherwise assists with tasks that support the Mediation and Complaints-Handling Institution's activities and object/purpose.
- 11.2 The Secretariat ensures that the Institution's members are kept informed at all times of relevant conditions concerning and interpretations of the OECD's Guidelines for Multinational Enterprises, and concerning the work that otherwise takes place under the auspices of the OECD guidelines, which are of relevance to the Institution's object/purpose and activities.

## **12. Duty of secrecy and right of access to documents**

- 12.1 All members of the Mediation and Complaints-Handling Institution are subject to a duty of secrecy with regard to the information they receive concerning concrete cases. The duty of secrecy is not revoked after the resignation of any member.
- 12.2 A right of access to documents is granted in accordance with the rules in the Danish Public Administration Act and the Danish Act on Access to Public Administration Files, with due consideration of exemptions from the Act on Access to Public Administration Files, cf. Section 8(2) of the Act on the Mediation and Complaints-Handling Institution for Responsible Business Conduct.

## **13. Changes to the Rules of Procedure**

- 13.1 Changes to the Rules of Procedure must be approved by a majority of the members of the Mediation and Complaints-Handling Institution, including the Chairman.

## **14. Accounts**

- 14.1 The Mediation and Complaints-Handling Institution prepares annual accounts, which are published.

## **15. Entry into force**

- 15.1 The Rules of Procedure enter into force on 1 November 2012, with effect as from the same date.