
MINUTES OF DIGNITY BOARD SEMINAR DECEMBER 1-2, 2022

AT HOTEL BRYGGEN GULDSMEDEN, Gullfossgade 4, Copenhagen

PARTICIPANTS: Dea Seidenfaden (DS), Emil Kiørboe, Manfred Nowak (*Thursday*), Tomas Martin, Karin Hansen, Nomfundo Mogapi *on teams*, Lars Udsholt, Louise Holck, Lotte Leicht, Marie Louise Nørredam (*Thursday*)

ABSENT: Camilla Rathcke (*both days*), Marie Louise Nørredam (*Friday*), Manfred Nowak (*Friday*)

FROM MANAGEMENT: Rasmus Grue Christensen (RGC)

GUESTS: Jakob Stengel, consultant, at pt. 3, IP director Morten Olesen at pt. 6-8, Legal director Therese Rytter & Health director Jens Modvig at pt. 8.

REFERENT: Mette Grimstrup

1. Approval of agenda of board meeting December 1-2, 2022

The agenda was approved. Manfred Nowak gave his remarks to pt. 10 on Friday.

2. Orientation from the Chairperson

Presentation of the program and the agenda. The EC has almost exclusively spent the time preparing for this seminar.

3. Workshop – Board Work by Jakob Stengel

Jakob Stengel briefly went through the board's strategic, juridical, and economic responsibilities, before opening a group debate on board work. With four perspectives on board work – what Stengel named the right focus, the right people, the right mechanics, and the right behaviors – the board i.a. reached the conclusion, that so far, things are going quite well. But that it still might be worth aiming for:

- Even more substantive discussions with broader perspectives, keeping adm. at a minimum
- more diversity – IQ and EQ was mentioned as necessities, but perhaps CQ, cultural intelligence, should also be on the agenda
- a broadened risk discussion, including a stakeholder analysis and a consultant on DIGNITY's insurance policy

The board concluded that the group discussions had been fruitful and worth revisiting, e.g. on an annual basis.

4. Orientation from the CEO

CEO Rasmus Grue Christensen related from a very productive year. A few highlights from the update:

DIGNITY's new CFO started on Dec 1. Before summer both our bookkeeper and accounting manager stopped, so the finance department has been a bit strained, but we are now in safe waters and looking forward to further develop our financial management.

Since the last board meeting, the clinic has been re-structured. A contract with a new clinical director has been signed, albeit not yet official, so that we now have a director with full focus on personal management, clinical management, and financial management. The former director of the clinic has become head of research, which implies a strong potential for us with more focus on clinical research. So, we have moved relatively resolutely on the issues discussed at the last board meeting.

With regards to accountability, funding is ensured for the second phase of the Belarus platform, and in addition, further accountability projects in Belarus and Ukraine have been made possible due to funding from the US State Dept and the Danish MFA, respectively.

The current phase of the Belarus platform runs until Sep. 2023; the Ukraine platform for 3 years. After Sep. 2023 it will be very important that the accountability work is fully aligned and a good organization around this important work is in place in DIGNITY.

On the international scene, we're moving more into the interplay between torture and gender-based violence, partly due to its major importance and partly due to new expertise in the organization, providing us with legal and practical knowledge on the linkages between torture and GBV.

In 2 years, we will have to renegotiate our rent contract for DIGNITY's HQ at Bryggervangen. We are perhaps looking at a possible joint NGO-building project. However, there are still many unknowns on this issue.

The board shortly discussed the orientation and expressed strong appreciation of the competent handling of the many internal and external challenges and new opportunities in 2022.

5. Dispositions in EC

Projects above 4 mio. DKK approved by the EC:

On Sep. 20, 2022, the EC approved of a new accountability project in Ukraine for 8 million DKK from the Danish MFA in collaboration with the Kharkiv Human Rights Protection Group.

The board took note of the decision.

6. Forecast 2022 and budget 2023

CEO Rasmus Grue Christensen presented the figures.

Forecast 2022: Turnover is a little below expected, and there is a small profit - partly due to the contract with the region, where it was agreed not to regulate this year.

We have reached our equity target, but now our general turnover has also increased, so at some point it might be worth discussing whether we should aim for a higher equity again.

Budget 2023: Budget 2023 is very conservative, i.e. it does not require additional fundraising. Focus is primarily on implementation and consolidation in 2023.

The greatest risk in the budget is perhaps the Danish clinic, not due to organizational changes, but because the inflow of patients is decreasing due to Denmark's strict refugee policies. Strong focus on financial management and external communication of our treatment next year.

The board shortly debated the budget and the possibilities for increasing the patient intake in the clinic.

Budget 2023 was approved, and the board also approved of the present equity goal. A part of the equity was set aside for staff development in 2022. The board asked for a report on the spending and was promised a follow-up at a coming board meeting.

7. Localization and Africa

International Programme Director Morten Olesen presented the Africa strategy and status on implementation.

Focus in the Africa strategy is on delivering on the DED agreement. Which in itself implies growth in the region. We will start negotiating the next DED in 2024.

We are well under way with all four identified cross-cutting goals of the present phase: 1) To build-up coherent and scalable programmes that contributes to all three DED-objectives, 2) to strengthen localization, 3) To enhance outreach to at-risk populations and survivors of torture and 4) To strengthen investments in fragile, conflict-affected, and low resource countries.

The board thanked for the presentation. It was followed by a short discussion in the board on security issues and continued donor focus on Africa, among other things.

8. Accountability

Health director Jens Modvig and Legal director Therese Rytter presented the IAPB and the future perspectives in DIGNITY's work on accountability:

We are seeing two parallel developments in DIGNITY: One driven by localization, more funds and responsibilities moving South, and in some cases de-specialization due to local resources. In other settings DIGNITY is moving into a new highly specialized area, i.e. documentation and accountability.

In March 2021 we launched the International Platform for Accountability in Belarus with the intention to collect, contain and analyze evidence. We had – unprecedented – state and donor support for this platform from 20 different states plus the EU. A second phase of the IAPB is now running until September 2023. DIGNITY is also engaged in accountability efforts in Ukraine, cf. above.

Experience shows us that one can only seldom pursue perpetrators at a national level. But the principle of universal jurisdiction has proven to be very promising. Over the last two decades, international mechanisms for convicting criminals have also been flourishing. And lately, the ICJ has confirmed that civil society is crucial to collecting evidence on the ground.

The board thanked for the presentation and for the highlighting of the importance of the work. And underlined that this also empowers and gives hope to victims and survivors. Giving torture victims and their families new avenues of pursuing justice cannot be underestimated. It is also an opportunity to remind countries to get their national laws in place, making it possible to expand the international jurisdiction. Overall, an impressive and overwhelming achievement for DIGNITY.

The board discussed possible perspectives and risks involved by an even stronger focus on accountability and possible ways forward. The board fully approved of the continued ambitious endeavor into bridging the gap between civil society and UN accountability bodies, hopefully strengthening both.

9. Strategic priorities – status for 2022

The board agreed that this was an ambitious list to begin with, and with the war in Ukraine and changes in management on top of it, it has become a very impressive list of achievements for 2022.

There was also applaud for the format, which the board found easy to read and very structured. It was suggested to add a joint overall reflection from the management team on the past year, as the form is quite staccato, and it would be interesting to hear the management's take on 3 or 4 cross-cutting matters that may sum up the year's challenges or achievements.

The board briefly touched upon the strategic priorities for 2023, that will be put on the agenda for next board meeting.

RGC underlined that in 2023 consolidation and implementation will be in focus, i.e. focus on implementation of activities, new grants, and organizational changes from the last few years. A slightly less aggressive fundraising approach was suggested. The board approved and suggested that 2023 could become a more reflective year, focusing on what we're learning from the implementation. The board also suggested a stronger focus on stakeholders and asked for some form of feedback on the overall and regional strategies.

RGC related that the DED runs out at the end of 2024, and so does most of our strategies. So early 2024 we will have to move into strategy mode which would also include an overall reporting back on the strategies from the last 4-5 years.

In 2023, the board will also uphold a strong focus on ensuring increased patient intake in the clinic. A visit from the new clinic director at a forthcoming board meeting would be fruitful, as well as an analysis of the declining patient intake and a report on outgoing activities to get more patients.

10. Amendments to the Rules of Procedure

It was decided that a legal consultant should look into the three governance papers – DIGNITY's Articles of Association, Rules of Procedure for the board, and Director's instructions, in order to secure alignment. The board commented on the present Rules of Procedure and the suggested amendments:

- Make sure that there are no more legal bodies than necessary. If the EC has got legal decision rights this should be established in the Articles of Association. There is no need for creating a chairmanship as yet another body.

- The practical guidelines doesn't necessarily belong in the Rules of Procedure and could be put in a separate paper.
- There's no explicit writing on how to increase diversity in the board for DIGNITY as an international organization. Regional representation could perhaps be part of the description.

A new version of the Rules of Procedure will be sent out for approval at the next board meeting. The aim is to align the governance papers without interfering with the Articles of Association.

11. Re-approval of board member

The board approves that Lotte Leicht continues in the board in her second term.

12. The board's self-evaluation

The last few years we have sent out a traditional scheme for feedback. This year we will add some more open questions. The scheme will be sent out before Christmas, and results will be presented and discussed at the next board meeting.

13. Evaluation of the seminar

Overall, the board found that the seminar was well prepared, with well-picked topics, enlightening discussions, and an open and respectful atmosphere. The workshop on the board's role was meaningful and worth returning to on an annual basis, possibly with the four perspectives on board work as a recurring starting point.

It was inspiring with other perspectives and external visitors, both from DIGNITY and external. A future consideration could be how also to get partner perspectives involved and present in the discussions.

Dates for board meetings in 2023 will be sent out. Next year the board seminar will take place in September as usual. We will pursue a year's Schengen visa for Nomfundo Mogapi so that planning can be a bit more flexible.

Election of the EC will be on the agenda for the next board meeting in February. All board members are advised to consider standing for the EC, as it will be expedient with new members. Louise Holck and Dea Seidenfaden's terms both end in May 2025.