

**NEUES ENTDECKEN**

**TALENTE FÖRDERN**

**IDEEN UMSETZEN**

**FWF**

Der Wissenschaftsfonds.

# **Rules of Procedure for the Supervisory Board of the Austrian Science Fund**



Wien, 06.07.2020

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## **§ 1 Convening of Meetings**

(1) The Supervisory Board convenes when required, but at least once every quarter (Art. 9a Para. 2 of the Austrian Research and Technology Funding Act (FTFG)). The Chairman (in the event that he or she is unable to attend, his/her deputy) can convene a meeting at any time. A meeting shall be called without delay by the Chairman if at least one member requests one and includes a written proposal for the agenda.

(2) The members shall be notified of the date and time of the meeting in writing or by email at least 14 days prior to the meeting. This notice shall include an agenda and shall be coordinated wherever possible with the members of the Board. The same applies for the Chairman of the Supervisory Board of Österreichische Forschungsförderungsgesellschaft mbH FFG (Austrian Research Promotion Agency FFG) and the President of Christian Doppler Forschungsgesellschaft (Christian Doppler Research Association) (Art. 9a Para. 1 FTFG).

(3) Shorter notice periods require a unanimous resolution of the members. In addition, notice periods may be waived if the date and time of the meeting as well as the agenda items have already been established in one of the previous meetings.

(4) A meeting can take place by means of either physical or virtual participation. The term “meeting” in these Rules of Procedure shall refer to a virtual meeting if one or all members participate virtually.

(5) If a meeting shall take place virtually, the Chairman must announce this with the invitation and provide information on the organisational and technical requirements for participation. These requirements must be designed in such a way that it is possible to participate from any place using an audible and visual two-way connection in real time. Each participant must be able to speak and participate in voting. In exceptional cases, if individual but at most half of the participants do not possess the technical means for such a connection or cannot or do not wish to use these means, it shall be sufficient if the participants concerned are only audibly involved in the meeting.

## **§ 2 Confidentiality of Meetings**

(1) The Supervisory Board's meetings are not open to the public.

(2) Upon decision of the Board, members of the Executive Board, employees of the FWF and other respondents may participate in meetings.

## **§ 3 Agenda**

(1) The Chairman shall draw up the agenda. As far as it is necessary to fulfil the statutory duties of the Supervisory Board, the other boards of FWF may assist in the preparation for meetings by providing any required planning documents or other supporting documents as well as technical requirements.

(2) Every agenda must contain at least the following agenda items:

1. Determination of the presence of a quorum and proper convocation of the meeting
2. Appointment of the secretary of the meeting
3. Approval of the agenda
4. Amendment and approval of the minutes of the last meeting
5. Chairman's reports
6. Any other business

(3) Every member can request that items indicated by the member be placed on the agenda. Motions for additions to the agenda must include a precise title of the agenda item and be received by the Chairman at least five days prior to the meeting. The Chairman shall immediately inform the members of any additions to the agenda.

(4) Furthermore, every member can also request prior to or at the beginning of a meeting that the items indicated by the member be placed on the agenda. They shall be placed on the agenda unless at least one member objects.

(5) No resolutions are needed for the agenda items mentioned above in Para. (2) lines 5 and 6 unless at least one member objects.

## **§ 4 Chairmanship of the Meeting**

(1) The meetings shall be directed by the Chairman. If the Chairman is unable to attend, the meeting shall be directed by his/her deputy.

(2) The Chairman shall open the meeting and determine if a quorum is present. An attendance list signed by the members present shall be added to the minutes. The presence and identity of participants must be verified and documented in an appropriate manner.

(3) The Chairman shall determine the order of the items of business according to the agenda and announce the resolutions.

(4) The Chairman must ensure that the duties of the Supervisory Board are performed in accordance with the laws, the Federal Public Corporate Governance Code, as amended, and these Rules of Procedure.

(5) The Chairman can adjourn the meeting at any time. The meeting shall be adjourned if requested by one of the members. An adjournment may not last longer than half an hour.

## **§ 5 Participation and Inability to Attend**

(1) If a member is unable to attend, the Chairman shall either be notified of this in writing or it shall be entered into the minutes.

(2) If a member is unable to attend, voting by written proxy is permitted.

(3) A member cannot cast more than two votes.

## **§ 6 Chairman's Reports**

At the beginning of the meeting, the Chairman shall report on the most important new items of business, information and resolutions passed by means of circulation since the last meeting. This can also take the form of written reports included with the meeting invitation or written agenda.

## **§ 7 Motions**

- (1) Every member is entitled to propose motions for the agenda. The member who proposed the motion can withdraw it at any time.
- (2) The order in which motions made on an agenda item shall be voted on shall be determined by the Chairman. Upon request of the Supervisory Board, motions can pass by simple majority. A motion regarding the rules of procedure shall always be voted on without delay.
- (3) Motions regarding the rules of procedure only pertain to the procedure and include for example:
  - Motions regarding the order of voting on motions,
  - Motions to adjourn the meeting (Art. 5 Para. 3)
  - Motions to postpone
  - Motions to end discussion (requires a two-thirds majority)
  - Motions to amend
  - Motions to limit speaking times or the number of requests to speak per agenda item

## **§ 7a Formation of Committees**

- (1) The Supervisory Board can form committees from among its members in preparation of decisions by way of resolution and define their duties and powers, as far as the performance of such is not reserved for the Supervisory Board in its entirety by law or these rules of procedure. The committees can be appointed permanently or for specific tasks.
- (2) Each committee must be composed of at least three Supervisory Board members. The chairman of the committee, provided that the law does not provide otherwise, shall be chosen from among the members of the committee by the committee members.
- (3) The provisions of these rules of procedure shall also apply, as far as they are applicable to committees.

## **§ 8 Discussion**

- (1) The Chairman shall open the discussion on each agenda item, usually after independent reports or independent motions.
- (2) In principle, the floor shall be given in the order of speaker requests.

- (3) The noted order of speakers shall be interrupted if someone requests to speak regarding the rules of procedure.
- (4) Once the motion to close the list of speakers has been adopted, no more requests to speak shall be permitted; only those who requested to speak prior to the vote shall be given the floor. The member who made the motion or the reporter shall be given the opportunity to make a final statement or reply, if they request it. If a speaker makes a new motion, the list of speakers shall be reopened.
- (5) If a motion to postpone the matter or adjourn the meeting is adopted, the discussion must stop immediately. In the first instance, the matter shall be placed on the agenda of the next meeting.
- (6) If a motion to end discussion is adopted, the present motions shall be voted on without delay.

## **§ 9 Requirements for Resolutions**

- (1) The Supervisory Board shall have a quorum if at least six members, who must include the Chairman or his/her deputy, are present. Resolutions shall be passed by majority vote.
- (2) Members may not abstain from voting.
- (3) A motion shall be carried, unless these Rules of Procedure specify otherwise, if more than half of the votes cast are in favour of the motion. In the event of a tie, the vote of the Chairman shall be decisive.

## **§ 10 Voting**

- (1) Unless decided otherwise, voting shall be held by open ballot.
- (2) A secret vote shall be taken if requested by one member.
- (3) The Chairman shall cast the last vote(s).

## **§ 11 Conflict of Interest of a Member**

- (1) A member of the Supervisory Board of the FWF shall be considered to have a conflict of interest according to Art. 7 of the General Administrative Procedures Act (AVG) if he or she has a personal connection to parties affected by the matter under discussion or if there are other important factors that could give rise to doubts about his or her complete impartiality.
- (2) Every member must indicate any potential conflict of interest. In case of doubt, the Supervisory Board of the FWF shall make the decision upon the motion of a member.
- (3) Concerning matters in which a member of the Supervisory Board of the FWF has a conflict of interest, a discussion and secret ballot shall be held in the absence of the member with a conflict of interest upon the motion of a member.

## § 12 Voting by means of Circulation

- (1) The Chairman can pass a resolution by means of circulation (email is permitted) if needed, especially for matters that likely require no discussion or on which a resolution needs to be passed prior to the next meeting due to urgency. The Chairman shall initiate a resolution by means of circulation if requested by three members.
- (2) The circulated document must contain at least one motion with a brief explanation. The motion shall be written in such a way that it can be voted on by “yes” or “no”. The voting form must also include the option to vote for “discussion”.
- (3) The circulated document shall be sent to all voting members and include notice of a period of at least one week within which they must cast their vote.
- (4) A motion shall be carried if the majority of members required for the agenda item has voted in favour of it within the specified period of time. Voting by proxy is not permitted. A resolution may not be passed, however, if at least one member requests a discussion.
- (5) If a resolution is not passed by means of circulation, the matter shall be placed on the agenda of the next meeting.
- (6) The Chairman shall report the result of the resolution by means of circulation at the next meeting.

## § 13 Minutes of the Meeting

- (1) The minutes shall be taken for each meeting. An employee of the FWF can be called upon to take the minutes.
- (2) In principle, the minutes are the minutes of the resolutions. They must include at least the names of the members present and those absent, the respondents consulted, the place, the date and the time when the meeting began and ended, the agenda, the motions made, and the resolutions. The content of the reports and debates shall only be recorded if it is necessary to understand the resolutions passed. Every member of the FWF Board shall have the right to have their own comments or the contributions of other members entered in the minutes.

## § 14 Implementation of Resolutions

The President shall implement the resolutions of the Supervisory Board (Art. 7 Para. 1 Point 6 FTFG).

## § 15 Independent Official Functions of the Chairman

- (1) The Chairman is responsible for the daily operations of the Supervisory Board and is authorised to represent it. The Supervisory Board can entrust the Chairman with the handling of urgent matters.

(2) In case of doubt, the Supervisory Board shall decide which matters fall under the responsibility of the Chairman.

(3) A resolution in accordance with Para. 1 Sentence 2 and Para. 2 may only be adopted if no member objects.

## **§ 16 Transactions Requiring Approval**

(1) Investments whose acquisition costs exceed €100,000 in individual cases and €1 million in the fiscal year require the approval of the Supervisory Board.

(2) The taking out of bonds, loans and credits in excess of €100,000 in the fiscal year require the approval of the Supervisory Board.

(3) The issuing of bonds, loans and credits in excess of €7,500 in individual cases requires the approval of the Supervisory Board.

(4) The awarding of contracts to members of the Executive Board and natural persons or legal entities closely related to them requires the approval of the Supervisory Board if the amount of the first contract exceeds €5,000 in individual cases or the persons are contracted repeatedly during their period of office. In all cases, the following guidelines must be met:

- The contract amount or the number and duration of contracts must be specified in accordance with the financial organisational guidelines of the FWF Office
- A job description and a job profile that are not tailored to a specific individual must exist.
- A tender process must have taken place before awarding recurring contracts.

## **§ 17 Entry into force**

These Rules of Procedure shall enter into force in accordance with Art. 9 Para. 1 Point 2 g of the Austrian Research and Technology Promotion Act (FTFG), as amended, upon the resolution of the Supervisory Board of the FWF. Amendments to these Rules of Procedure shall also enter into force upon the resolution of the Supervisory Board of the FWF.

The Rules of Procedure for the Supervisory Board of FWF shall enter into force in their present form on 12 December 2016.

The Supervisory Board approved the additions and amendments to Art. 1 Paras. 4 and 5, Art. 3, Art. 4 Paras. 2 and 4, Art. 9, Art. 10, Art. 11, and Art. 13 of the Rules of Procedure for the Supervisory Board of the FWF on 6 July 2020. The Rules of Procedure shall enter into force upon this resolution.