

Rules of Procedure

For the FWF Supervisory Board

Vienna, July 2023

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§ 1 Calling meetings

(1) The Supervisory Board of the Austrian Science Fund (FWF) meets as required, but at least on a quarterly basis (§ 9a [2] Research and Technology Funding Act [Forschungs- und Technologieförderungsgesetz, FTFG]). The Chair (or their respective Deputy Chair if the Chair is incapacitated or unavailable) can call a meeting at any time. A meeting must be convened by the Chair without delay if at least one member requests so, enclosing a written proposal for the agenda.

(2) The members must be notified in writing or by email of the date and time of a meeting no later than 14 days before the meeting, and an agenda must be enclosed. The date and time shall be coordinated with the members as far as possible. The same shall apply to the Chair of the Supervisory Board of the Austrian Research Promotion Agency (FFG) and the President of the Christian Doppler Research Association (§ 9a [1] Research and Technology Funding Act).

(3) Shorter deadlines require a unanimous resolution by the members. The 14-day deadline may also be waived if the date of the meeting, including the items on the agenda, was already set at a previous meeting.

(4) Meetings can be held either in person or virtually. A meeting is referred to in these Rules of Procedure as a virtual meeting when any or all members attend virtually.

(5) If a meeting is to be held virtually, the Chair shall announce this together with the invitation, stating the organisational and technical requirements for attendance. Under these requirements, members must be able to participate in real time and from any location by means of a two-way audio and video connection. All participants must be able to speak and take part in voting and election procedures. In exceptional cases, individual participants (not to exceed half of the members in attendance) may connect to the meeting only by audio if they do not have the technical means for a video connection or are unable or unwilling to use them.

§ 2 Confidentiality of the meetings

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

(2) Members of the FWF Executive Board, FWF staff members, and other persons providing information may be called in by resolution.

§ 3 Meeting agenda

(1) The Chair shall draw up the agenda for each meeting. To the extent necessary for the Supervisory Board to fulfil its statutory responsibilities, other FWF bodies shall help prepare meetings by providing the necessary planning and other documents as well as assisting with technical requirements.

- (2) Each agenda shall contain at least the following items:
1. Determination that a quorum has been established and the meeting duly convened
 2. Appointment of the minute taker
 3. Approval of the agenda
 4. Correction and approval of the minutes of the last meeting
 5. Chair's reports
 6. Any other business

Documents relating to the agenda items shall be provided seven days before the meeting whenever possible.

(3) Every member can request that items named by that member be put on the agenda. Requests to add additional items to the agenda must be received by the Chair no later than the fifth day prior to the meeting, stating the agenda item in detail. The Chair shall notify the other members about the additional agenda item(s) without delay.

(4) In addition, each member can request to add items to the agenda before or at the start of the meeting. If there are no objections, the items are to be added to the agenda.

(5) The FWF Supervisory Board may only adopt resolutions on an item that was on the agenda before or at the start of the meeting pursuant to § 3 (4) of these Rules of Procedure if all members of the Supervisory Board are present and no member objects to the adoption of the resolution.

(6) Resolutions may only be passed on the agenda items named in § 2 items 5 and 6 if there are no objections.

§ 4 Chairing the meeting

(1) The meetings shall be led by the Chair. The Chair is represented by the Deputy Chair if the Chair is unable to attend.

(2) The Chair opens the meeting and establishes the presence of a quorum. Attendance and identity of the meeting participants is to be established and recorded in an appropriate manner.

(3) The Chair determines the order of the agenda items and announce the resolutions.

(4) The Chair ensures that the duties incumbent upon the Supervisory Board are fulfilled in accordance with the law, the Federal Public Corporate Governance Code as amended, and these Rules of Procedure.

(5) The Chair can suspend the meeting at any time. The meeting must be suspended if requested by a member. Suspensions may not exceed a period of 30 minutes.

§ 5 Attendance, inability to attend, split voting rights

(1) If a member is unable to attend, the Chair must be notified in writing or it must be included in the minutes.

(2) If a member is unable to attend, they can delegate their voting rights to another person in writing. If the delegation of voting rights is on condition of a specific voting behavior, this must be set in writing, like the delegation of voting rights, and must also be communicated in writing to the Chair.

(3) An individual member may not represent more than two votes. If voting rights have been delegated on condition of a specific voting behavior, the attending Supervisory Board member shall have the option of casting two different votes (split voting right).

§ 6 Communications from the Chair

At the beginning of the meeting, the Chair shall report on the most important items of business received since the last meeting and on information received and resolutions passed by circulation. This requirement can be fulfilled by enclosing reports in writing with the invitation to the meeting or with the written agenda.

§ 7 Motions

(1) Each member is entitled to propose motions as part of the agenda. Motions can be withdrawn at any time by the member who proposed them.

(2) The chair shall determine the order of priority in which votes are held on motions proposed in connection with an item on the agenda. Points of order shall always be put to the vote immediately.

(3) Points of order relate only to the proceedings and include, for example:

- Motions on the order of voting on substantive motions
- Motions to suspend the meeting (§ 4 [5] of these Rules of Procedure)
- Motions to postpone
- Motions to end debate (require a two-thirds majority vote)
- Motions to rectify
- Motions to limit speaking time or the number of requests for leave to speak regarding an item on the agenda

§ 7a Forming committees

- (1) The Supervisory Board may, by resolution, form committees from among its members for the preparation of decisions and assign these committees duties and powers, insofar as these are not reserved for the Supervisory Board as a whole by law or these Rules of Procedure. The committees may be appointed on a permanent basis or for individual assignments.

(2) Each committee must include at least three members of the Supervisory Board. Committee Chairs shall be elected from among the members of the committee by the members of the committee, unless otherwise provided by law.

(3) The provisions of these Rules of Procedure, if transferable, apply analogously to all committees.

§ 8 Debate

- (1) The Chair shall open the debate on each item of the agenda, and, as a rule, also after separate reports or independent motions.

(2) Generally, the floor shall be given according to the order in which requests for leave to speak are received.

(3) The order of speakers shall be interrupted if anyone requests the floor on a point of order.

(4) If a request to close the list of speakers is accepted, no further requests to speak are permitted; only those who have requested leave to speak before the vote may do so. The applicant or the person giving the report shall be given the opportunity to make a closing statement or reply upon request. If one of the speakers puts forward a new substantive motion, the list of speakers shall be reopened.

(5) If a motion to postpone the current topic of debate or to suspend the meeting is carried, discussion shall cease immediately. In the first case, the item to be discussed shall be placed on the agenda of the next meeting.

(6) If a motion to close the debate is carried, the motions on the table shall be put to the vote immediately.

§ 9 Requirements of resolutions

(1) The Supervisory Board shall be considered to have a quorum when at least six members, including the Chair or one of their deputies, are present. Resolutions shall be passed by a majority vote.

(2) Abstentions are not allowed.

(3) Unless otherwise specified in these Rules of Procedure, a motion shall pass if it receives more than half of the votes cast. In the event of a tied vote, the Chair has the casting vote.

§ 10 Voting

(1) Unless otherwise decided, votes are cast on an open-ballot basis.

(2) A secret ballot shall be taken if requested by a member.

(3) The Chair shall be the last to vote.

§ 10a Elections and appointments

(1) Elections shall be by secret ballot.

(2) Unless otherwise decided, votes on appointments shall be held on an open-ballot basis.

(3) The individual who receives more than half of the valid votes cast shall be elected or appointed.

(4) If no candidate or nominee receives a majority of the valid votes cast, a further election or appointment procedure shall take place, in which only votes for one of the two candidates or nominees that received the most votes in the first election or appointment procedure can be cast. An individual shall be deemed elected if they receive over half of the valid votes cast.

(5) In the event of a tie, the election or appointment procedure shall be repeated until one candidate or nominee receives half of the valid votes cast.

(6) Voting rights may not be delegated to other members for elections and appointments.

§ 11 Conflicts of interest

(1) A member of the Supervisory Board of the FWF shall be considered to have a conflict of interest within the meaning of § 7 of the Austrian General Administrative Procedure Act (Allgemeines Verwaltungsverfahrensgesetz, AVG) if they have a close relationship with the subject of the hearing or if there are other important reasons that could cast doubt on their complete impartiality.

(2) Members are required to indicate any possible conflict of interest. In case of doubt, the FWF Supervisory Board shall decide, upon request of a Board member.

(3) With regard to matters concerning a potential conflict of interest of a member of the FWF Supervisory Board, deliberations shall be held without the Board member in question and, upon request, voting shall be by secret ballot.

§ 12 Voting by circulation

(1) The Chair may, if necessary, and in particular in the case of matters which are not expected to require discussion or when, due to urgency, a resolution appears to be necessary before the next meeting, order a vote by circulation (by email is permissible). The Chair shall order a vote by circulation if requested by three members of the Board.

(2) The circular must contain at least a brief statement of the reasons for the motion, worded in such a way that it can be voted on with a “yes” or “no” vote. The ballot shall also provide for the option “discussion.”

(3) The circular shall be sent to all members entitled to vote, giving them at least one week’s time to cast their vote.

(4) A motion shall be passed if the majority of members required for the issue in question votes in favour within the time limit set. Voting rights cannot be delegated for votes by circulation. However, the resolution shall not be passed if at least one member requests a discussion.

(5) If a resolution by circulation does not pass, the issue shall be placed on the agenda of the next meeting.

(6) The Chair shall report the result of any vote by circulation at the next meeting.

§ 13 Meeting minutes

(1) Minutes shall be kept of each meeting. An FWF employee may be appointed to take the minutes.

(2) In principle, minutes are intended to document resolutions passed. In any case, they shall record the names of the members present and those unable to attend, the persons called in to provide information, the place, date, beginning and ending times of the meeting, the agenda, the motions put forward, and any resolutions passed. Contents of reports and debates shall be recorded only to the extent necessary to understand the resolutions adopted. Each member of the FWF Supervisory Board has the right to have their own comments or any contributions to the debate made by other members recorded in the minutes.

§ 14 Implementation of resolutions

The President shall implement resolutions passed by the Supervisory Board (§ 7 [1] no. 6 of the Research and Technology Funding Act).

§ 15 Independent official duties of the Chair

(1) The Chair shall be responsible for the day-to-day business of the Supervisory Board and shall be authorised to represent the Supervisory Board. The Supervisory Board may entrust the Chair with the handling of urgent matters.

(2) In case of doubt, the Supervisory Board shall decide which matters are included in the Chair's independent official duties.

(3) A resolution pursuant to (1) item 2 and (2) above shall only be passed if there are no objections.

§ 16 Transactions subject to approval

(1) Investments with one-time acquisition costs in excess of €100,000 or which exceed €1 million over the course of the financial year require the approval of the Supervisory Board.

(2) Taking out bonds, loans, or credit which exceed a total of €100,000 over the course of the financial year requires the approval of the Supervisory Board.

(3) Granting bonds, loans, or credit which exceed a one-time value of €7,500 requires the approval of the Supervisory Board.

(4) Commissioning members of the FWF Executive Board and natural persons or legal entities closely related to them, if the initial commission exceeds a one-time value of €5,000 or if the individuals are commissioned repeatedly during their term of office, is subject to approval by the Supervisory Board. The following applies in any case:

- The amount, frequency, and duration of commissions are determined in compliance with the the FWF Office's financial organisational guidelines
- A description of the commission and the required qualifications, both independent of any specific individual, must be provided
- Recurring commissions must be preceded by position announcements

§ 17 Effective date

Pursuant to § 9 (1) no. 2 item g of the Research and Technology Funding Act, as amended, these Rules of Procedure shall enter into force upon adoption of a resolution by the FWF Supervisory Board. Amendments to the Rules of Procedure shall also enter into force upon adoption of a resolution by the FWF Supervisory Board.

The Supervisory Board approved updates and changes in wording in accordance with the FWF's current gender equality/inclusive language policy on 4 July 2022. Amendments to the Rules of Procedure shall enter into force upon resolution.