

**Rules of Procedure  
of the Board of Trustees of the Volkswagen Foundation  
in the version of June 17, 2022**

**§ 1 – Convening of the Board of Trustees**

- (1) The Chair shall convene the Board of Trustees as needed; it shall be convened at the request of three members.
- (2) The time of the meeting and the agenda shall be communicated by the Chair. The invitations must reach the members at least two weeks before the meeting. The agenda and consultation documents shall be enclosed.

**§ 2 – Chair and Opening**

- (1) The meetings of the Board of Trustees shall be chaired by the Chair.
- (2) At the opening of the meeting, the Chair shall ascertain whether the invitation and the agenda comply with the Statutes and the Rules of Procedure. If the deadline (§ 1 item 2) has not been observed, resolutions on items on the agenda may not be passed in the event that two of those present object. The same applies to resolutions on items not on the agenda.
- (3) Before entering into the agenda, the Chair shall establish the quorum. The Board of Trustees has a quorum if eight of its members, including the Chair or one of his or her deputies, are present (§ 5 item 5 of the Statutes).

**§ 3 – Consultation and decision-making**

- (1) Each member is entitled to put forward motions on the items on the agenda. The motions shall be dealt with in the order in which they are submitted, but a more far-reaching motion on the same subject shall be dealt with before a less far-reaching motion.
- (2) Points of order shall be dealt with before the substantive motions.
- (3) The Chair shall determine for each resolution if the required majority of votes has been reached. A majority of two thirds of the votes cast is required, in the case of amendments to the Statutes a majority of two thirds of the statutory number of members (§ 5 item 5 of the Statutes). In individual cases, if a member is unable to attend, he or she may authorize another member in writing to vote on his or her behalf. If a member has to leave the meeting early or in between for a longer period of time, a delegation of vote may be verbally stated to the minutes of the meeting. No member may have more than two votes.
- (4) The meetings of the Board of Trustees are not public. Individual items may be declared confidential. Communications about statements made by individual members and about the voting relationship are not permitted. Voting on motions shall be open and voting on elections shall be by secret ballot. The delegation of votes is also permissible for elections by secret ballots.
- (5) In addition to the members, the Secretary General and a minute-taker regularly take part in the meetings. In addition, members of the Foundation's staff and experts may be called in to discuss individual consultation items.

### **§ 3 a – Written Vote**

- (1) A resolution may also be passed by written ballot without holding a meeting. § 2 item 3 sentence 2 and § 3 item 3 sentence 2 shall apply accordingly, § 2 item 3 sentence 2 with the proviso that at least 10 members of the Board of Trustees, including the Chair or one of its deputies, participate in the vote.
- (2) If a member of the Board of Trustees requests oral proceedings, the resolution shall be placed on the agenda of the next meeting of the Board of Trustees.
- (3) A cut-off period of three weeks applies for the vote. The documents for the written vote shall be made available in an online portal in which, in principle, the vote shall also take place. The members of the Board of Trustees shall be informed of the result of the written vote as soon as possible.

### **§ 3 b – Consultation and decision-making in cases of force majeure**

- (1) The meetings of the Board of Trustees shall be held in presence. If, due to force majeure, a meeting cannot be held with all or some of the members of the Board of Trustees present in person, so that the Board of Trustees would no longer have a quorum, the meeting shall be held as a video conference. In such cases, the members participating by video shall be deemed to be present within the meaning of § 2 item 3. A transfer of votes pursuant to § 3 item 3 shall also be permissible to members of the Board of Trustees participating in the meeting by video.
- (2) A case of force majeure shall be deemed to exist in particular in the event of natural disasters, for reasons of infectious disease protection or comparable extraordinary emergency situations which make it difficult or impossible for members of the Board of Trustees to attend a meeting.
- (3) During video conferences, resolutions shall be adopted by show of hands or by an online voting tool. If a member has switched off the video during the adoption of a resolution, the member shall be deemed not to be present and does not participate in the resolution.

### **§ 3 c – Dealing with bias**

- (1) Members of the Board of Trustees shall refrain from submitting an application if a positive decision on the application would benefit the member of the Board of Trustees or his or her scientific working group.
- (2) Applications concerning a member of the Board of Trustees himself or herself or the scientific institution to which he or she belongs must be decided by the Board of Trustees. The term "scientific institution" is to be interpreted narrowly and refers, for example, to the working group or faculty to which a member of the Board of Trustees belongs. The member of the Board of Trustees concerned shall not be involved in the decision and shall not have access to the relevant decision papers.
- (3) The member of the Board of Trustees concerned must notify the office of any personal or family-related bias that is only recognized upon receipt of the decision documents. The member of the Board of Trustees shall not participate in the discussion and decision-making process.
- (4) Items 1 to 3 shall not apply in connection with the "Niedersächsisches Vorab". Items 1 and 2 may also be suspended for individual funding opportunities by a resolution of the Board of Trustees.

#### **§ 4 – Minutes of the meeting**

The minutes are to be signed by the Chair and the taker of the minutes (§ 5 item 6 of the Statutes) and shall be sent to the members without delay with the indication that requests for corrections must be made at the next meeting at the latest. A decision on the approval of and any motions to amend the minutes shall be taken at the beginning of the next meeting.

#### **§ 5 – Committees**

- (1) Committees may be formed from among the members of the Board of Trustees for the purpose of preparing the decisions of the Board of Trustees, in particular for the preparation of the funding program and for the preliminary review of applications. § 3 item 5 and § 3b shall apply to committees formed.
- (2) The following committees have been formed in accordance with item 1:
  - a) The Presidential Committee shall make decisions on matters which fall within the competence of the Board of Trustees and which cannot be delayed. The members of the Presiding Committee are the Chair of the Board of Trustees, the two deputies and the Chair of the Assets Advisory Board. It meets at least once a year. It may be convened on the initiative of one of its members or the Secretary General. The Board of Trustees shall be informed of the decisions of the Presidential Committee in an appropriate manner.
  - b) The Research Committee prepares resolutions of the Board of Trustees on overriding, strategic aspects of the Foundation's funding work. The members of the Committee shall be appointed by the Board of Trustees on the recommendation of the Presidential Committee. It consists of at least three and at most five members of the Board of Trustees. Simultaneous membership in several committees as defined in item 1 shall be avoided. Each time there is a change in the composition of the Board of Trustees, a new decision shall be taken on the composition of the Research Committee. The Research Committee shall meet at least once a year.

#### **§ 6 – Secretary General and Foundation Office**

- (1) The Board of Trustees shall elect a Secretary General to manage the business of the Foundation.
- (2) The Secretary General shall prepare and implement the resolutions of the Board of Trustees. He or she shall be responsible for the day-to-day administration of the Foundation on the basis of the Statutes, these Rules of Procedure and the resolutions of the Board of Trustees. The Secretary General shall inform the Board of Trustees annually about the execution and results of the funded research projects and other measures, as well as regularly about the status of asset management and all questions of fundamental importance or of particular importance in individual cases.
- (3) The Secretary General's portfolio includes in particular the following tasks:
  - a) Examining applications for the granting of Foundation funds for the promotion of scientific projects and preparing the corresponding submissions to the Board of Trustees
  - b) Issuing notices to the applicants in accordance with the resolutions of the Board of Trustees
  - c) Ongoing monitoring of the funded projects and the financial management of the grants

- d) Decisions on the approval of funding and additional funding for funded projects as well as on the Foundation's own projects and events within the limits set by the Board of Trustees
  - e) Changing the purpose of funded projects if it serves greater economic efficiency
  - f) The factual and economic audit of the use of the Foundation's funds
  - g) Management of the Foundation's Office, in particular as the supervisor of all employees
- (4) The day-to-day administration of the Foundation shall include in particular the following duties:
- a) Organizational and personnel matters
  - b) The management of the Foundation's assets in accordance with the „Principles for the Investment of Assets and for the Financial and Accounting Management“
  - c) The exchange of information and opinions with other bodies as well as public relations work
- (5) For the representation of the Foundation in legal transactions within the framework of the Statutes, the present Rules of Procedure and the resolutions of the Board of Trustees, the Secretary General shall be issued with a revocable or limited-term power of attorney signed by the Chair of the Board of Trustees and one of his or her deputies.
- (6) The Board of Trustees shall decide annually on the discharge of the Secretary General upon the adoption of the annual accounts and the annual report.

#### **§ 7 – Representative of the Chair**

If the Chair is prevented from attending, he or she shall be represented by the Deputy Chair appointed by the Federal Government and, if he or she is prevented from attending, by the Deputy Chair elected by the Board of Trustees.

#### **§ 8 – Expense allowance and travel expenses**

- (1) The members of the Board of Trustees receive a monthly expense allowance. In addition, they receive a fee for attending meetings of the Board of Trustees.
- (2) The members of the Board of Trustees shall receive daily and overnight allowances in accordance with special provisions.