

THE VELUX FOUNDATIONS

VILLUM FONDEN ✕ VELUX FONDEN

Charter for working groups under the boards of trustees VILLUM FONDEN and VELUX FONDEN

1 Background

The foundations, VILLUM FONDEN and VELUX FONDEN, have set up a number of working groups mainly for the purpose of contributing to the allocation activities of the foundations taking place on a professional, sound and in other respects exemplary basis.

The object of the working groups is to assist the board of trustees with strategic development as well as with the handling and recommendations to decide on applications and projects within selected areas, presently the individual allocation areas as well as the asset management.

The below directions apply to working groups set up by VILLUM FONDEN and VELUX FONDEN unless a decision has been made to the contrary for the individual working group.

The individual working group may lay down more specific principles for its activities within the framework of these collective directions.

2 Assignments

The working group shall attend to the following assignments:

(a) Letters of interest, applications and major projects

Within the framework that may have been resolved by the board, the working group shall undertake preparatory handling of letters of interest and applications received.

The working group may decide to invite applications on the basis of letters of interest received.

Based on the trust deeds of both foundations the board's secondary motion of a case with a view to a possible grant shall take place on the basis on an expert opinion about the project. The working group may decide specifically to obtain an expert opinion in connection with the applications and projects the working group is preparing.

The working group shall advise the secretariat about choice of experts.

The working group shall ensure that applications are thoroughly reviewed, and that the best applications within the selected focus areas are recommended and prioritised to the board for grant.

The working group may recommend fewer applications than the budget limit adopted by the board in case the number of applications that correspond to the foundation's general requirements for high project quality is considered insufficient. If the number of applications received exceeds the allocated funding, such applications can be recommended with suggestions of priority and/or criteria for this.

(b) Granted applications and major projects

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The working group undertakes preparatory handling in connection with evaluation of ongoing projects, including assessment of reports received and other requests from the projects and possible enquiries about extension or applications for supplementary grant. The working group proposes to the board if a decision has to be made.

The working group advises the chairmen of the foundations in connection with resolutions that the chairman adopts based on the mandate on the part of the board of trustees within the working group's allocation area.

The working group is independently empowered to approve changes to granted projects, which are not considered essential for the project or in any way give rise to special considerations, and which do not entail any further expense for the foundations. Change of grant holder or head of research or transactions that may create a precedent for subsequent cases shall always be considered essential changes. Approval of changes shall be made at the recommendation of the secretariat.

As far as trifling or purely technical changes are concerned the secretariat is authorised to approve these without presenting them to the working group as part of the general dialogue with the grant holder, and the secretariat shall subsequently inform the working group relevantly about the matter.

(c) Initiatives

The working group considers matters on an ongoing basis, and on this basis it proposes initiatives to the board, so that the foundations may attract applications within the working group's area or inter-disciplinary applications to a desired extent and quality.

The working group may make proposals to the board about changes to the existing programmes/ initiatives or to changes in the composition of the working group and its performance.

(d) Strategy

In cooperation with and according to proposals from the secretariat the working group prepares contributions concerning the working group's areas for the board's strategic work.

At the proposal of the secretariat the working group fills out the strategic and budgetary framework that the board resolves for the working group's area.

(e) General evaluation

On an ongoing basis the working group shall arrange for an evaluation of the started initiatives and of the working group's activities.

(f) Additional assignments

The working group makes comments and spars with the board on questions and proposals from the board within the allocation area.

Proactively the working group makes proposals to the board for development and improvement of the foundations' activities within the allocation area or the foundations' procedures for the working group's activities besides.

3 Relation to the board of trustees

The working group shall prepare the material and give recommendation or proposals to the board's resolution on applications and projects as well as strategy etc. within the working group's allocation area.

As far as applications and projects are concerned, which are on the agenda for a first and secondary motion on the board, recommendations with unanimous support in the working group shall be dealt with en bloc by the board. However, applications and projects shall be dealt with separately if a conflict of interests occurs or if the board has questions or wants a debate about the individual application or the individual project. The board shall not be bound by the working group's recommendations, and any member of the board of trustees may request that one or more of the en bloc recommended applications and projects be brought up for debate.

The activities of the working group must be transparent in relation to the board. Minutes of the working group meetings as well as all other material that the working group's negotiations and recommendations are based on shall be accessible on request to all members of the board of trustees on the foundation board's electronic portal and can be obtained from the secretariat.

All members of the board of trustees shall be at liberty to attend the working group's meetings.

4 Assistance from the secretariat

The secretariat shall prepare the cases that are to be dealt with by the working group.

The secretariat staff member, who is responsible for the allocation area (or any other subject area that concerns the working group), shall be secretary to the working group and can be accompanied by an assistant staff member. Moreover, the executive board of the foundations may attend the meetings as required. The working group may decide that the secretariat does not join in the discussion of individual items.

The secretariat staff members represent letters of interest, applications and projects and make recommendations. If the secretariat staff members, who attend the working group's meeting, do not agree on the working group's decisions or besides have comments to add, this must be stated in the minutes of the meeting.

The secretariat shall write minutes of the working group's meetings, cf. article 5.

5 Meetings

A meeting shall be held approx. three weeks prior to every board meeting or as required.

Notice convening meetings shall be forwarded by mail and material for the meetings shall be available on the board's electronic portal one week prior to the meeting at the latest.

The working group forms a quorum if a majority of the members are present. If one or several members have cancelled their attendance, as far as is possible their vote shall be obtained separately.

Resolutions to recommend to en bloc approval shall be unanimous.

Minutes of the meeting shall be written and shall be structured in accordance with the agenda in question. Requests for reproduction of specific statements shall be complied with.

Normally, the meetings shall be held at the address, Tobaksvejen 10, 2860 Søborg, Denmark, but if necessary they can be arranged as telephone meetings or virtual meetings. The working group may also deal with issues on a written basis when this is suitable considering the nature of the issue.

6 The members of the working group

The working group shall have 3-5 or in special cases up to 7 voting members of whom at least two are acting members of the board of trustees. The other members shall be recruited according to specialist or other relevant criteria that are relevant to the group's work, including the wish among the observers of the two boards and retired board members. The other members may be employed in the secretariat at the same time.

All members of the working group shall be appointed by the board.

Appointment of the working groups shall take place at the annual meeting for up to two years at a time with the option of re-election. Board members, former board members and observers cannot be members of a working group for more than a total of ten years whereas external members cannot be members for more than six years, however, for TNF for up to eight years and for IC for up to ten years. In the event that an external member becomes a board member at a later time and stays in the working group, the total functional period in the working group shall be a total of ten years.

Recommendation in connection with re-election and new election of members to the working group shall be made by the chairman of the foundation and in case of joint working groups unanimously between the chairmen of the foundations. The secretariat assists and draws up an outline of the group's existing competence profile and possible wishes for it and proposes possible candidates to the chairman. Proposals and comments from the working group shall be included in the secretariat's considerations in connection with competence profile and proposal for candidates.

Members can be removed from the board or may on their own accord resign from the working group without notice although an attempt to give suitable notice will be appreciated. Members are automatically considered to have resigned if they resign from the board.

The working group may appoint a chairman or coordinator for the period until the next re-election or new election to the working group. At the same time, the chairman or coordinator shall be a member of the board of trustees in one of the foundations.

7 Remuneration

The remuneration to the members shall be fixed by the board based on an evaluation of the work involved and the responsibility related to the work.

The remuneration shall be fixed at the beginning of the year for the preceding calendar year.

8 Secrecy

The members of the working group are under secrecy in relation to any matter they gain information about concerning the working group and the foundations' activities as well as the applications received and projects funded by the foundations.

9 Conflicts of interests

(a) Independence in relation to membership of a working group

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Members of the working group shall be sufficiently independent of the foundation, so that it can be expected that only exceptionally the person concerned shall be prevented from joining in the case handling owing to the risk of a conflict of interests.

If a member is part of the management of an organisation that functions as applicant to the foundations or is highly considered for a project applied for, and this happens repeatedly or to a great extent for the organisation, the issue shall be put before the board that will resolve whether the person concerned shall resign from the working group.

Members of the working group are not permitted to accept grants from the foundations or to head projects or receive remuneration from projects that are financed by grants from the foundations while at the same time being a member of the working group.

Applications from members of the working group, or where the person concerned is part of the project, cannot be expected to be considered on a point of substance if they are filed while the person concerned is a member or less than a year after the person concerned resigned from the working group.

The board may specifically grant exemptions from the above principles of independence and may pass resolutions about special measures in this connection.

(b) Legal capacity in relation to the working group's case handling and resolutions

Members as well as secretariat staff members are not permitted to participate in handling cases that involve a conflict of interests in relation to the person concerned. The working group can obtain an account of the case from the person who has a conflict of interests.

Conflicts of interests occur if a member or a person close to a member has a financial or business interest in an application or a close, personal relation to the applicant or another person who will be receiving support by means of a grant.

As a minimum the working group shall follow the same procedure as the board, and the working group may lay down more restrictive rules if this is appropriate for the area or a specific assignment or process.

Experts shall also be independent in relation to the project they are to evaluate, which must be confirmed by an explicit statement on the part of the expert.

At any risk of a conflict of interests, as soon as possible after becoming aware of the situation and as far as possible always prior to the handling of the application, the project or any other situation, the person concerned must inform the working group to this effect. In case of doubt the matter shall be resolved by the chairman of the foundation.

The boards may lay down further guidelines for conflicts of interests, including for example how conflicts of interests shall be documented in minutes and other material. Reference is made to such guidelines on the matter.

10 Changes and discontinuation of the working group

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The board of trustees may resolve changes or discontinuation of the working group and this charter without notice. The board shall attempt to give suitable notice.

In case of the working group being closed down, all members shall be deemed to have resigned.

Thus adopted on 26 October 2016 by the board of trustees of VILLUM FONDEN and on 1 November 2016 by the board of trustees of VELUX FONDEN.

on the board of trustees of VILLUM FONDEN

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