

Background Information DRI Supervisory Board

Status June 2018

Joining DRI's supervisory board presents a chance to join an exciting organisation, which works on the forefront of a number of high-profile transitions and strategic democracy issues.

1. The Role of Board Members

Board members shall actively participate in the further growth and relevance of the organisation by:

- Carrying out the governance functions as foreseen in the company (gGmbH) contract, in particular supervise the executive director (see the relevant company articles in annex)
- Supporting the executive team (executive director, director of programmes and head of finance and administration)
- Supporting the mobilisation of resources by using their networks, attending meetings and events
- Contributing to setting DRI's overall strategy.

They will do so by attending all board meetings (2-4 per year). Board meetings usually take place in Berlin once a year with the other meetings held by skype. Occasionally a second personal meeting is held in Berlin.

Board members are available to support DRI from the distance on specific occasions. For the chairperson of the board this may amount to a day of work per month, for other members to half a day per month. Some board members have also participated in events or joined DRI missions to countries with DRI projects.

2. The Conditions of Board Work

The term of board membership is four years. Board members are not remunerated. Travel and accommodation costs to attend board meetings or officially represent DRI at other occasions are covered by DRI.

3. Requirements

All board members must be/have:

- Fluent English speakers/ writers
- Resident in Europe/North-Africa/Middle East
- Significant networks that can be used for DRI's benefit
- A commitment to democracy

The board composition should reflect a degree of balance of nationalities and men and women.

4. The Current Board Members

The current board members and their profiles can be consulted here: <https://democracy-reporting.org/team/>

The board members Tim Sebastian and Amat Alsoswa will end their board terms on 15 September 2018. We seek to replace them with two new members.

ANNEX

Provisions of DRI's Company Contract dealing with the Board's Role

§ 11 Board – convocation and composition

(1) The board consists of three to seven members, as decided by shareholders. The members should have a relevant mix of professional experience. The board should have an odd number of members. The first board, including the chairperson, is elected by the shareholder meeting. Thereafter, the board is self-renewing. Reappointment for one additional term is permitted.

(2) A member of the board may resign his office upon eight weeks' notice by written notification to the shareholders.

(3) The following persons cannot be members of the board:

a) Shareholders;

b) Employees, and

c) Freelance experts working for DRI.

(4) The meeting of shareholders may dismiss members of the board for important reasons by a 2/3 majority of sharecapital.

(5) The term of a member of the board is four years. The shareholders can decide that the first terms are of different lengths.

(6) The board meets regularly, at least twice a year. The board can decide to hold extraordinary meetings.

(7) Out-of-pocket expenses of the board members are reimbursed.

§ 12 Board– function and tasks

(1) The board supervises adherence to the law and economic efficiency of the gGmbH, it appoints and supervises the executive directors. It shall in particular pay attention to compliance with the idealistic objectives as described in §§ 2 and 3 of the Articles of Association, and also to the long-term maintenance of the real value of the Company.

(2) The board resolves upon the following matters:

a) Safeguarding ethical governance across the company;

b) Supervision and support of the executive directors;

c) Exoneration of the executive directors;

d) Appointment and removal of the executive directors; the signatory right in respect to the contract of the executive director belongs to the chairperson of the board;

e) Termination of the contract of appointment of the executive director;

f) Approval or amendment of the internal procedural and organisational guidelines, i.e. internal governance such as travel regulations including rules on reimbursement or leave arrangements, particularly in the fields of administration, finance, logistics, and human resources;

g) Direct and active support in fund-raising;

h) Assures the regular review and revision of the strategic plan;

i) Approval of the capital resource development plan and budget as submitted by the executive director;

j) Adoption of the financial statements (approval of the annual report);

k) Approval of the executive director's annual business plan proposal and safeguarding its support of the long-term strategy;

l) Serving as the board of appeal for staff complaints against the executive director;

m) Selection and appointment of the auditor of the Company; it may extend the object and scope of the audit, either generally or in any individual case, beyond the statutory object and scope of the audit as regulated in § 317 Handelsgesetzbuch [*German Commercial Code*] and

n) Any other tasks determined by the shareholder meeting.

In order to become effective, decisions referred to under lit. c, d, e und j require the approval of the shareholders' meeting.

§ 13 Board – internal regulations

(1) The meeting of shareholders may issue Rules of Procedure for the board. Amendments may be made by the board in accordance with these Articles of Association. The board can appoint committees from its members and transfer tasks and duties upon them as well as decision-making powers.

(2) The board shall regularly, at least every three years, carry out a systematic review of the effectiveness of its work, taking into account the current principles of non-profit governance.

(3) Members of the board are bound to secrecy as set forth in § 93 AktG. In addition, § 52 GmbHG is excluded as far as legally permissible.

§ 14 Board – meetings

(1) The meetings of the board shall be convened by the chairperson in writing, by telefax or email with a period of notice of at least four weeks, stating the venue and the time of the meeting. In calculating the period of notice, the day on which the convocation notice is sent out and the day of the meeting itself shall not be included. In matters of urgency, the chairperson may shorten the period of notice to four days, and may also convene the meeting orally or by telephone. There shall be at least two ordinary annual meetings of the board. Extraordinary meetings are convened by the chairperson of the board, if requested by two or more members of the board.

(2) The chairperson chairs the meetings of the board.

(3) Decisions are normally passed in meetings.

(4) In matters of urgency, it is permissible to pass decisions outside meetings in writing, by telefax or email, unless at least two members of the board object to this procedure within a reasonable time-limit for the casting of votes that is to be set by the chairperson. The following para. 5 to 10 apply mutatis mutandis.

(5) The board has a quorum if at least half of the members of the board participate in the decision personally or by casting written votes.

(6) Decisions of the board shall be passed by a simple majority of the votes cast, unless these articles of association provide otherwise.

(7) Minutes of the board's meetings and decisions shall be prepared, signed by the chairperson of the meeting and copies sent to all members of the board, the shareholders and the executive directors.

(8) In case of rejection of a decision required by these Articles of Association, the board is entitled to submit a new proposal for a decision regarding the subject concerned to the shareholder meeting.

(9) To the extent to which declarations must be made or received in order to implement decisions of the board, the chairperson acts for the board. Other documents and announcements of the board shall be signed by the chairperson.

(10) The members of the board hold their office with the due diligence customary for normal business transactions and fulfil the obligations incumbent upon them under the law and these Articles of Association conscientiously. Liability for slight negligence is excluded insofar as this is legally permissible.
