

Copenhagen School of Energy Infrastructure (CSEI)

Rules of Procedure for Advisory Board

According to § 6 of CSEI's partner contract an Advisory Board is established. On November 1st, 2020 the management of CSEI and the Partners, which according to the contracts are represented in the Advisory Board, have set out adopted the following Rules of Procedure for the CSEI Advisory Board:

Preamble

The CSEI Advisory Board is established to enable a dialogue with partners and stakeholders to discuss current topics and trends in the sector and to receive input on relevant research topics and current discussions.

Copenhagen School of Energy Infrastructure (CSEI) is an independent European Research Center at the Danish public university Copenhagen Business School (CBS). The research strategy and agenda of CSEI is decided by the Director of CSEI and in accordance with the Danish rules for independent academic research as laid out in §2 of the Danish University Act. The researchers of CSEI are employed by Copenhagen Business School and are subject to these rules.

The funding for CSEI provided by partners is received by CSEI as donations without any demand of quid pro quo.

§ 1 Duties of the Advisory Board

The Advisory Board

- takes decisions on inviting and accepting Third Parties who wish to become a new major Partner to CSEI.
- discusses and provides advice on relevant areas in need of academic research and research subjects, which CSEI shall take into consideration when conducting research at CSEI.

The Advisory Board shall not take any decisions as to which research projects are initiated at CSEI or how research at CSEI is conducted. Such decisions shall be taken by CSEI. If a Partner wishes to participate in a specific research project between CSEI and the partner, a separate agreement

will be entered into between CBS, the Partner and other participants to the research project.

§ 2 Members of the Advisory Board

Each partner, who contributes with the minimum amount laid out in the contract to CSEI, is entitled to one seat in the Advisory Board.

Each partner appoints its own member to the Advisory Board of CSEI. Each partner can decide to replace its representative at any time without the other partners' consent. The Parties shall inform each other as soon as possible about intentions to replace a member of the Advisory Board.

The management of CSEI can appoint up to five independent scientific members of the Advisory Board.

The EU Commission, DG Energy, is represented by one member in the Advisory Board, who has the role as the vice-chairperson unless otherwise decided by the Advisory Board.

The members, except the chairperson, can be represented by another member by proxy. Each member of the Advisory Board shall have one vote. In case of a deadlock, the vote of the chairperson shall be the deciding vote.

The members of the Advisory Board can choose to include an observer from their company. If wished by any other member of the Advisory Board, the Advisory Board can choose to exclude the observers at certain agenda points.

§ 3 Board Meetings

Advisory Board meetings are called by at least a two-week notice and there are at least three meetings a year unless otherwise decided by the chairperson after consultation with the CSEI management and the members of the Advisory Board.

The meetings and the agenda are prepared and called in by the management of CSEI in the name of the chairperson of the Advisory Board. Within two weeks after each meeting, minutes of the meeting are prepared and distributed, which are considered approved by the members if there is not

received any written objections at least three weeks after the date of distributing the minutes.

All members participate in the Advisory Board Meeting. The members, except the chairperson can be represented by another member by proxy. Participation by video/phone is possible. The chairperson may be represented by the vice-chairperson. The management of CSEI should be informed of non-attendance or participation by proxy by the partners.

The Advisory Board can invite guests on single topics or agenda items.

Meetings are non-public. Discussions, decisions and the minutes are confidential.

An extraordinary Advisory Board Meeting can be called in by the majority of the Advisory Board.

§ 4 The Chairperson and vice-chairman of the Advisory Board

Out of its members the Advisory Board elects a chairperson by simple majority of vote for a duration of two years. The Advisory Board may also elect a vice-chairperson by the same majority and for the same duration. In case the Advisory Board does not elect a vice-chairperson, the representative of the EU Commission, DG Energy, has the role as the vice-chairperson according to § 2.

The Advisory Board discusses and makes proposals for the chairperson.

§ 5 Rules of Procedure for the meetings

The Board has a quorum if at least half of its members are present. The chairperson/the vice-chairperson has to be present.

All votes at the meeting are public, unless one partner demands a secret vote.

Each member of the Advisory Board shall have one vote. Board resolutions are passed with the majority of votes. In case of a deadlock, the vote of the chairperson or, if the chairperson is not present, the vice-chairperson shall be the deciding vote.

§ 6 Minutes

For each meeting of the Advisory Board confidential minutes have to be kept.

The draft of the minutes has to be presented to all members of the Advisory Board, who are given the chance to comment on the draft.

The minutes shall include:

- date, beginning and end of the meeting,
- names of attendees and chairperson,
- minutes on the agreed agenda topics
- summary of discussions
- the exact wording of decisions

CSEI's management is responsible for keeping the minutes.

Members can request that their vote or comments have to be documented in the minutes.

The minutes will be submitted to the Advisory Board for approval by e-mail after the meeting. If a member does not react within one month after receipt or the given deadline of at least two weeks, this is seen as approval.

§ 7 Administration / Expenses

CSEI will provide support to assist the chairperson in her or his administrative tasks.

The members of the Advisory Board do not receive any remuneration.

Travel and accommodation expenses can be reimbursed for Advisory Board members, who are not pointed out by the partners.

§ 8 Changes to these Rules of Procedure

Changes to these rules of procedure statutes may be placed on the agenda at any board meeting. They require approval by two-thirds of the members entitled to vote.

Frederiksberg, November 1st 2020