

ISES Board of Directors (BoD) General Guidelines

Thank you for your dedication ISES, our vision of a renewable energy world for all, and ISES' work to help achieve this vision.

These guidelines summarize key operations of the BoD, including responsibilities, activities, operations, acknowledgments, and liabilities.

I. Responsibilities

Board members are responsible for contributing to the Society in these main areas:

Policy Formation

- Creating vision and values
- Developing corporate climate and culture
- Monitoring the external political, economic, social, technological, physical and trade environment

Strategic Planning

- Positioning in the changing markets
- Setting corporate direction
- Reviewing and deciding key resources
- Deciding implementation process

Society Operations

- Overseeing management performance
- Monitoring budgetary control
- Reviewing key business results

Accountability

- Being accountable to full ISES BoD, membership, partners, and other stakeholders
- Ensuring sound audits of finances and other key performance measures

Specific Activities

Board members contribute in these specific activities:

- Support ISES strategic plan to ensure Society's sustainable development
- Participate at BoD Meetings (three face-to-face meetings in a two-year term)
- Participate in monthly BoD conference calls
- Acquire Company and Institution Members to increase outreach and funding for ISES

- Participate in discussions and vote on electronic ballots on BoD decisions (usually no more than 12 ballots per year)
- Participate in communications on specific topics through the e-mail distribution list (board_list@listserv.ises.org)

BoD members also are encouraged to:

- Lead key strategic Society tasks and participate in working or task groups
- Chair or co-chair a Division
- Participate in ISES international initiatives or projects

II. Operations

Meetings

Each two year term will include an annual BoD Meeting in the first three months of the year in Freiburg, Germany, where the ISES Headquarters is located. The third meeting will take place in conjunction with ISES Solar World Congress (SWC). Normally, the BoD meetings take place over two days. The meeting at the SWC will be held the two days before the Congress starts. Additional BoD conference calls, lasting about approx. 1 hour each also take place on a monthly basis.

Ballots

All decisions that require the approval of the entire Board will be handled through electronic ballots, except those decisions that are addressed during the meetings with a quorum of Board members attending and voting. Ballot reply forms should always be returned to ballots@ises.org. All ballots require a quorum of more than 50%. Ballots received after the deadline will not be counted. The ballot result is usually distributed by HQ within 3 working days.

Communications

Board members have access to the BoD Drop Box and E-mail list of BoD members.

Terms

Terms of office are as proscribed in the ISES By-Laws.

Executive Committee

The current BoD elects the Executive Committee for the preceding term. All ISES Board members are eligible to be candidates for positions of President, Vice President, Secretary and Treasurer on the Executive Committee.

Travel Costs

ISES as non-profit membership organisation has a very limited travel budget. Requests for travel reimbursement will be dealt with on a case by case basis. Board members should have sufficient funding to cover their own travel expenses to attend meetings and other ISES events.

BoD Official Acknowledgement

All Board Members are presented on ISES web site with their contact information and photos. BoD efforts are regularly acknowledged in the ISES Newsletters and other communications. ISES Board members may also take advantage of a free [International Experts Network \(IEN\)](#) subscription. All Board members are encouraged to take advantage of IEN.

Liability of BOD Members

The Society (ISES) is registered as legal entity under German Federal Law as International Solar Energy Society e.V., (“eingetragener Verein (e.V)” = registered association) with its Headquarters in Freiburg. It is a non-profit, tax-exempt corporate entity that is wholly controlled by ISES, sharing in a simplified form almost the same Bylaws as the Society. As such, it is placed under control of the ISES Board of Directors and is managed by an Executive appointed by the Board.

ISES e.V. is registered at the district council Freiburg under the registration No. VR 2739. The 3 authorised representatives are the:

President	= First Representative
Vice President or Treasurer	= Second Representative
Representative approved by BoD & e.V.	= Third Representative

According to disclosure requirements the names of these 3 authorised representatives must be listed in the register of associations. The authorised representatives of ISES e.V. are held liable for liabilities of ISES e.V. in general, except in cases of culpable negligence. In such a case (civil offence §§ 823 ff BGB) all 3 authorised representatives are liable as co-debtors, however, within the ISES e.V. the relevant representative will be responsible for his/her civil offence only. This is absolute even if the representative is acting as volunteer.

Thus, the ISES Board of Directors are not held personally liable for liabilities of ISES e.V., except in such cases where work was undertaken in projects managed under German financial law and where gross negligence can be proven. It can thus be said that becoming an ISES Director does not measurably increase the personal liability of the individual.

Procedures and Other Matters

Robert’s “Rules of Order” shall be used as a general guideline for all meeting procedures not covered in the by-laws.

