



Internal Affairs

Hand Book for the Members of the ACE Executive Board

Responsibilities and Procedure

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Introduction

This document sets out the basic responsibilities and procedures to be observed by members when they are serving on the Executive Board of the ACE. It is divided into sections under the following headings:

- 1.0 Statutory Provisions
- 2.0 ACE By-Laws
- 3.0 Number, Location and Timing of Meetings
- 4.0 Organisation of Meetings
- 5.0 Notes of Meetings
- 6.0 Communication
- 7.0 Reimbursement of Expenses Rules
- 8.0. Policy for external representations
- 9.0. Declaration of Material interests
- 10.0 ACE Services EEIG (European Economic Interest Grouping)

These headings bring together the principal matters that are of concern to the members of the Executive Board. Further details and clarifications can be found by reading the source documents, which are the ACE Statutes (**Annexe 1**) and the ACE By-Laws (**Annexe 2**).

1.0 Statutory Provisions

The ACE Statutes are the legal basis of the ACE AISBL, a non-profit international organisation subject to Belgian Law. Certain matters, that are pertinent to the Executive Board, are set out in Articles 15 to 19 of the Statutes. The main items of note are:

The **composition** of the Board and the length of the mandates:

For elected and rotating Board members the mandate is 2 years.

The **quorum** for Board meetings is two-thirds:

With a total of 11 Members on the Executive Board, this means that 8 members must be present at the start of business. Once the quorum is established at the start of the meeting then it exists through the full scheduled duration of the meeting for the items properly notified in the agenda ahead of the meeting. If a quorum is not established at the start of the meeting, then the Board may not take any decisions (see Article 18).

Voting: for any matter requiring a vote, each member of the Board has one vote:

All matters are passed by a simple majority of those present and in the case of an equal vote, the President has a casting vote. Absent members can appoint a member present at a meeting to vote by proxy on their behalf, but no member may carry more than two proxy votes.



2.0 ACE By-Laws

The By-Laws were adopted by the General Assembly in Brussels, in 2005. They established a new working structure for the ACE based on three thematic pillars and they set down internal rules for the organisation. However as they have not been notified under Belgian Law (there is no requirement to do so), they have no legal standing.

The By-Laws elaborate on several matters that affect the way the Executive Board conducts its business and they set out the function of the Executive Board in unequivocal terms.

Matters of note are:

- The **function** of the Executive Board is set out in Article 16 of the Statutes and supplemented in Section 4.1 of the By-Laws. Its primary function is to implement ACE policy as formulated by the General Assembly on all relevant matters. It shall secure, maintain and monitor the proper and efficient administration of the ACE in accordance with the provisions of the Statutes and By-Laws. It is responsible for the co-ordination of the work of the Work Groups and it has overall responsibilities for the finances of the ACE.
- In matters of **urgency**, where it is considered impractical for the Executive Board to consult the General Assembly, the President, with the approval of the Executive Board, shall take appropriate action and shall notify the Member Organisations forthwith, and shall inform the General Assembly as soon as practicable thereafter.
- The Executive Board is **bound**, in all cases, to accept any properly constituted decision of the General Assembly and to act upon the same accordingly.
- During a term of office, the President ceases to be a member of any Delegation but is a member of the General Assembly and is entitled to vote. S/he shall be wholly independent of national interests, serving only the objectives and the impartial administration of the ACE.
- It is expected that the Executive Board members shall also cease to be members of any delegation to the General Assembly and Finance Committee, and be wholly independent of national interests. Executive Board Members no longer represent their Member Organisations but work in furtherance of ACE objectives.

3.0 Number, location and timing of meetings

The Executive Board is required to meet as often as necessary for the proper performance of its functions and in 2018 will meet 6 times. The meetings of the Executive Board normally take place in the ACE offices in Brussels.

You will find in **Annexe 5** the calendar of ACE meetings adopted by the General Assembly.

4.0 Organisation of Meetings

The President must convene meetings of the Executive Board with at least 10 calendar days notice. The President, or such other member of the Executive Board that s/he may appoint, shall chair the meetings of the Executive Board. Meetings can also be convened at the request of at least five Members of the Executive Board.



The President, in conjunction with the Secretariat, prepares the agenda for each meeting, together with relevant documents for each item. The other members of the Executive Board, particularly the Co-ordinators of Work Groups, are also required to prepare reports for the consideration of the Executive Board at each meeting.

At the latest 10 days before each meeting, the Secretariat posts the agenda and all available documents on the ACE website, notifying each Executive Board member of their availability. After this posting, and before the meeting, additional documents are circulated by e-mail as they are finalised. It should be noted that the Secretariat **does not** prepare printouts of the documents for each meeting. It is the individual responsibility of each Executive Board member to ensure that they bring copies (either electronic or paper) of all relevant documents with them to the meetings.

As the Executive Board is charged with efficiently carrying out the management of day-to-day matters, it is usual that a number of papers are tabled during the meetings and that fresh topics arise that were not notified to members in the agenda. In these cases the fresh matters are notified to the Executive Board at the start of the meeting and printouts of the additional documents are made available in the meeting room.

In relation to the **General Coordination** of the work of the ACE, it should be noted that the By-laws invest the Executive Board with the responsibility for deciding how best this coordination is carried out. The By-laws require the Executive Board to initiate, at least once a year but more often if deemed necessary, a General Coordination meeting that is open to all delegates and is attended by the Chairmen of the various Work Groups. These General Coordination meetings are held under the joint Chairmanship of the Coordinators and are intended to consider any work that has been prepared by the Work Groups and that is, in the opinion of the Coordinators, ready to be submitted for consideration or adoption by the General Assembly.

General Coordination meetings are attended by members of the Secretariat as necessary, who are responsible for the preparation of notes of each such meeting.

5.0 Notes of meetings

The Secretariat, represented by the Secretary General, attends all Executive Board meetings and is responsible for preparing notes of the meeting. The Secretary General acts as administrator to the General Assembly and to the Executive Board.

The Secretariat is required to issue, to all Member Organisations, a document that sets out the decisions of the Board within 14 calendar days of each and every meeting. It is usual for the President and Executive Board Members to have sight of the document before it is circulated to Member Organisations and for it to have been formally approved by the President before it is issued.

The draft notes of each meeting are circulated to members of the Executive Board for comment and on approval by the President they are posted, as a draft version, on the Members section of the ACE website. Any comments made are taken into account and the revised version is formally approved at the subsequent meeting. Following this formal approval, the corrected, final version is posted on the Members section of the website.

6.0 Communication



The usual means of communication among members of the Executive Board is by e-mail. This is also the principal means of communication with the Secretariat. The Secretariat works closely with the President on the day-to-day management of the ACE and, as a consequence, has frequent contact with the President by telephone.

Members of the Board agreed to sign up to the free internet based communication service known as **Skype** and this free service has been successfully used to hold virtual meetings on a number of occasions. It is therefore recommended that all new members of the Board sign up to the service, informing the Secretariat of their Skype name. The process is simple and reliable and is effected by going to the Skype website at: www.skype.com. Moreover, telephone Conferences are organised by the ACE Secretariat via **Gotomeeting.be**. Instructions for joining conference calls via "GoToMeeting" will be given by the ACE Secretariat - you will need to click on a link and follow the instructions.

In principle, all documents and communications of importance to the ACE are circulated to all members of the Executive Board by the Secretariat. When members of the Executive Board come across matters of interest to on-going affairs, they are expected to circulate them to the Secretariat and the other Executive Board members. It is through this highly transparent flow of information that the Executive Board of the ACE remains effective in its work and co-operative in its efforts.

As far as possible the Secretariat will, when circulating documents to the Board, include a covering note that highlights the importance of the document to ongoing policy and any action that it esteems is required. This is particularly the case with emerging topics of interest. It has become common practice to codify the priority of each e-mail as follows:

- **High Priority:** written response requested within 24 hours
- **Priority A:** written response requested within 48 hours
- **Priority B:** written response requested within 5 working days
- **Priority C:** for information

7.0 Reimbursement of expenses - Annexe 4

The budget of the ACE for each year includes a **contribution** to the reimbursement of expenses incurred by the members of the Executive Board. The amount allocated to each member is calculated on the basis of an agreed formula and relates to statutory meetings only (see the amount allocated for you in Annexe 4). **Any shortfall in actual expenses incurred by an Executive Board member in the execution of his or her duties must be made up by the Board Member's own Organisation.**

The allocation made for each Executive Board member by the ACE to defray expenses is based on the following formula:

1. For each ordinary Board meeting the member attends:
 - Return airfares (the most economical available with restrictions) or first-class rail tickets from the nearest convenient city from their home address to the city in which the meeting is held
 - up to two (2) nights' accommodation
 - A maximum amount of €150 per meeting reimbursed on presentation of receipts (local travel and subsistence)



2. For each Executive Board meeting held in conjunction with a General Assembly meeting and or FICO and General Coordination meetings that is attended by the member:

- Return airfares (the most economic available with restrictions) or first-class rail tickets from the nearest convenient city from their home address to the city in which the meeting is held
- up to three (3) nights' accommodation
- A maximum amount of €150 per meeting reimbursed on presentation of receipts (local travel and subsistence)

Payment of expenses is made on presentation, to the Secretariat of the ACE, of a claim containing (original) receipts and travel documentation (tickets, boarding passes etc.). You will find attached in **annexe 3** a template for such claims. These claims should be submitted after each meeting. For accommodation in Brussels the hotel is paid directly by the ACE to the hotel with whom the ACE has an agreement. Any extras, such as telephone use, mini-bar etc are paid by the Executive Board member on check-out from the hotel. If the Board Member wants to make a reservation in another hotel, he/she will have to pay his/her accommodation and ask the reimbursement via the claim for reimbursement (the maximum amount reimbursed will be the rate negotiated with the hotel the ACE is using).

8.0. Policy for External Representations

a) General:

To the greatest possible extent (but within the limitations of time, travel and budget), external representations should be conducted by Board Members and/or the Secretary General. Board members are expected to advise on the relative importance of being present at certain events and on the most suitable person to represent ACE's interests on a given subject. These matters are ordinarily presented and discussed at the EB meeting and exceptionally, if required, approved between the President, Secretary General and the Treasurer.

b) Standing in for the President or an Executive Board member:

Travel and accommodation expenses relating to representations made when standing in for the President or a Board Member may be paid by the inviting body (or their sponsors) or by ACE, but these are considered to be routine, volunteer actions that do not attract the payment of a per diem.

Ordinarily, where appropriate and in order to keep costs to a minimum, someone from a Member Organisation in the country in which the event takes place will be asked to represent ACE.

However, given the volume of events taking place in Brussels/Belgium, it does not seem reasonable to always ask our Belgian Member Organisations to take on representational roles. While some representations may be undertaken by the Secretary General, it is recommended that a panel of potential representatives also be developed for this purpose, approved by the Executive Board and periodically reviewed and updated; the panel of representatives is typically drawn from among the ACE delegates at national level, who receive the briefing for representation from the ACE Secretariat and who are requested to report back afterwards ;



c) Work Group activity:

The cost of representations made in relation to work groups (or any other activity relating thereto) is paid by the Member Organisation[s] that put forward an individual to act either as a work group chairman or member.

Where work group representatives need to meet officials of the European Commission or make other political contacts, they are expected to arrange for the Secretary General to be in attendance, for reasons of continuity. Travel expenses associated with such meetings may be met by the ACE provided they are planned and budgeted for in advance, with prior approval by the EB;

d) Expert interventions:

The cost of providing expert interventions should be met by the inviting body – travel, accommodation and any other expert fees. ACE panels of experts should be maintained and regularly up-dated on specific subjects, as there are insufficient numbers within our work groups;

e) Timing:

The circumstances of each request/intervention should be clarified in advance, and not after the event (to avoid unwelcome surprises);

f) Reporting back:

All representatives, whether paid or not, are expected to submit a short mission report using the approved template. In line with policies in operation in many of our Member Organisations, submission of a mission report is a pre-requisite for payment of any expenses.

9.0. Declaration of Material interests

The Executive Board has agreed a policy **are asked** whereby Members of the Board, and chairmen of ACE Work groups are asked to sign a declaration of Material interests in order to allow them to declare material interests that are relevant to the business of ACE in order to prevent conflicts of interest or the perception of conflicts of interest arising.

We are asking Board member to sign this declaration – **Annexe 6**

End of document

Any clarifications required on the contents of this document should be addressed to the head of Administration: caroline.andre@ace-cae.eu.