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Guidelines for selection and appointment of Directors of the European XFEL Company

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Preamble

According to Art. 11 para. 3 lit. e, m and Art. 13 of the Articles of Association of the European XFEL Company, the Management Board is composed of at least two Managing Directors (in terms of Sec. 35 of the German Limited Liabilities Companies Act) and, if appropriate, additional Scientific/Technical Directors. Among the Managing Directors, one shall be a scientist and at the same time the Chairperson of the Management Board; another one shall be the Administrative Director. The Scientific/Technical Directors may be Proxy Holders (in terms of Sec. 48 German Commercial Code). (Re-)Appointment as Chairperson of the Management Board / Administrative Director and Managing Director, (re-)appointment as Scientific/Technical Director and, if applicable, as Proxy Holder, as well as (amended) employment shall be subject to the approval by qualified majority of the Council. The corresponding (amended) employment contract shall be signed by the Chairperson of the Council on behalf of the European XFEL Company.

These guidelines shall provide the framework for the selection and (re-)appointment of Directors of the European XFEL Company.

1 Purpose and scope of the guidelines

1.1 Purpose of the guidelines

The purpose of these guidelines is the selection and (re-)appointment of the best possible candidates in a timely, transparent, cost effective, and professional manner.

1.2 Scope of the guidelines

These guidelines apply for the selection and (re-)appointment of Directors of the European XFEL Company. In exceptional cases, e.g. unexpected vacancies, the Council may decide at any time to partly or completely deviate from the present guidelines.

2 Principles

2.1 Term in office

In accordance with Art. 13 para. 3 of the Articles of Association, the Directors shall be appointed or reappointed for a period not exceeding five years each time. Reappointments are possible only once, except for

- the position of the Administrative Director,
- Directors whose first term in office starts before 1 July 2021, or
- in extraordinary and well-justified cases, motivated by the needs of the Company.

2.2 Schedule

The schedule for the selection and appointment of Directors shall enable the new incumbent of the position:

- to be aware of his or her appointment at least six months before the appointment commences, and
- ideally to come to the European XFEL Company several months before the end of his or her predecessor's term of office in order to facilitate the transfer of functions.

3 Implementation of a search and selection procedure

3.1 Initiation of the search and selection procedure

Two years before the end of the term of a Director, the Management Board shall inform the Council about the need to address the upcoming vacancy. The information from the Management Board shall contain an updated job

description, a qualification profile of the position to be filled, an overview of the general succession planning, as well as an indication whether the incumbent would be available for a reappointment. In the case that the incumbent indicates his/her availability, the information provided to the Council well before its next meeting (as stipulated in Art. 7 of the Council Rules of Procedure) shall also include his/her curriculum vitae, a letter of motivation by the incumbent, the results of his/her target agreements (if any), and a recommendation letter by the Chairperson of the Management Board (except if his/her position is in question).

In preparation for the Council decision of whether a reappointment would be intended or not, the incumbent shall be interviewed about his/her last and potential upcoming term, in particular about his/her respective strategy, goals, and priorities, as well as any other topic requested by the Council, by a Council subgroup (the Interview Committee – IC), composed of the Council Chairperson (as IC Chairperson), the German Council delegate from the German Federal Ministry of Education and Research, and at least two additional members to be appointed by the Council. The Chairperson of the Management Board (except if his/her position is in question) shall attend the interview as a guest. After this interview, the IC shall agree on whether a reappointment is recommended. The Head of the Company's Human Resources Group shall organize the interview and draft an interview summary (including the corresponding IC recommendation). After its approval by the IC, the interview summary shall be distributed to and be presented by the Council Chair at the next Council meeting.

If the Council decides to refrain from a reappointment, it shall approve a job description, a qualification profile, and the intended appointment period, and shall agree on the composition of a Search and Selection Committee (SSC).

If the Council supports the reappointment, it shall approve the intended reappointment period, shall skip the search and selection procedure regulated under no. 4 and 5, and shall directly continue with the renegotiation of the corresponding employment contract, if appropriate and as mentioned under no. 6, and subsequently with the reappointment procedure regulated in no. 7.

3.2 Composition of the Search and Selection Committee

The Council appoints the SSC, composed of at least five members, including the Chairperson of the Council (as SSC Chairperson), the German Council delegate from the German Federal Ministry of Education and Research, and the Chairperson of the Management Board (or the Administrative Director, if the position in question is that of the Chairperson of the Management Board). The SSC may be composed of persons from inside, as well as from outside, the Council. The only selection criterion to become a member of the SSC is a certain level of experience in the field of international research infrastructures.

The SSC defines all aspects not sufficiently covered in these guidelines concerning its responsibilities. In view of the legal framework set by the German Equal Treatment Law, and as a general support to the SSC, the Head of the Company's Human Resources Group should act as Secretary of the SSC. The Secretary shall execute all necessary tasks in order to implement the decisions of the SSC. Special attention shall be given to the record-keeping of applications, discussions, and decisions throughout the search and selection process. All records shall be kept at the headquarters of the Company and become available to the Company in case of a claim by an unsuccessful candidate.

4 Search for candidates

4.1 Standard search procedure: advertising campaign

The standard search procedure shall be an advertising campaign. The SSC shall elaborate a text for the advertisement of the open position, reflecting the job description, the qualification profile, and the intended appointment period adopted by the Council. The advertisement shall explicitly mention the limitation to only one reappointment, if applicable according to no. 2.1. The SSC Secretary shall, in consultation with the SSC, publish the advertisement through the usual channels (that is, its web page, selected distribution lists, and national newspapers and/or journals with international coverage appropriate for the specific position). Furthermore, the SSC Secretary shall send the

advertisement electronically to the Council delegations. The delegations are free to advertise the position in their respective countries by using this official advertisement. The deadline for the submission of applications shall be at least six weeks. The reception of applications shall be handled by the SSC Secretary.

4.2 Nomination of candidates by delegations

In addition, the SSC should invite the delegations to directly nominate potential candidates. The invitation letter shall contain the job description, the qualification profile, and the intended appointment period, as adopted by the Council, and shall indicate a deadline of at least six weeks for the submission of nominations. Nominations by the delegations shall be addressed to the SSC Secretary. Nominations shall be accompanied by a motivation letter and curriculum vitae of the candidate.

4.3 Personnel consulting company

In addition, the SSC, on behalf of the European XFEL Company, may mandate a personnel consulting company with the search of suitable candidates, after a duly executed public procurement procedure. The SSC provides the personnel consulting company with an elaborated requirement profile based on the approved job description, the qualification profile, and the intended appointment period, as well as the guidelines on the salary and associated allowances analogous to public service. The SSC shall accompany the search and selection process on a regular basis.

4.4 Direct search by the SCC

In addition, the SSC may search and actively approach candidates directly, based on the job description, the qualification profile, and the intended appointment period approved by the Council.

5 Selection of candidates

5.1 Shortlisting nominees and applicants

Following the search for candidates in accordance with no. 4 above, the SSC evaluates the applications and nominations, and works out a shortlist of the most suitable candidates.

5.2 Interviewing candidates

The SSC shall through its Secretary organise interviews with the shortlisted candidates. In order to allow the most efficient use of time for the SSC members, the interviews should be organised back-to-back, that is in one block with sufficient time between candidates. Before the interviews, all shortlisted candidates shall be given a clear indication of the working conditions at the European XFEL Company, as well as clear guidelines on the salary and associated allowances analogous to public service.

After completing the interviews, the SSC shall inform the Council in writing of the outcome, including an opinion on the first and second best-ranked candidate. Unless the Council decides otherwise, the first best-ranked candidate shall be interviewed by the Council at its upcoming meeting.

5.3 Selecting final candidate

Immediately after this interview round, the Council shall discuss and decide whether and, if more than one, which candidate shall be offered the position. At this stage, it may be useful to agree that the second best-ranked candidate, if interviewed, will be offered the position should the chosen candidate decline the offer.

5.4 Notifying candidates

The Chairperson of the Council shall be responsible for notifying the candidates of the outcome of the search and selection procedure, and shall invite the chosen candidate to enter into contract negotiations.

6 Preparation of employment contract

6.1 Composition of the Negotiation Committee

In order to prepare the employment contract or, if appropriate, its renegotiation, the Council shall mandate a Negotiation Committee (NC). The NC shall be composed at least of the Chairperson of the Council (as NC Chairperson) and the German Council delegate from the German Federal Ministry of Education and Research. In particular, as organizational support to the NC, the Head of the Company's Human Resources Group should – at the NC's own discretion – act as NC Secretary.

The tasks of the NC include the preparation of a target agreement if the employment contract foresees a performance-based pay component, following a procedure adopted separately by Council.

6.2 (Re-)Negotiation of employment contract

The NC shall (re-)negotiate with the chosen candidate an employment contract ready to be signed. The NC shall inform the Council in writing about the negotiation results. The report shall contain specific information about the key features of the prepared (amended) employment contract (in particular, the remuneration, including its performance-based components and the corresponding target agreement).

7 Appointment of candidate

7.1 (Re-)Appointment(s) and approval of the (amended) employment

Based on the NC report, the Council shall decide by qualified majority on the (re-)appointment(s) of the chosen candidate as Chairperson of the Management Board / Administrative Director and Managing Director, or as Scientific/Technical Director and, if applicable, as Proxy Holder, as well as on the approval of the corresponding (amended) employment. (Re-)appointment(s) shall be composed in English (and, in the case of an appointment of a new Managing Director, also in German) and should be based on the templates reflected under no. 10 in order to fulfil the statutory requirements of the German Limited Liabilities Companies Act.

7.2 Acceptance of (re-)appointment(s) and signature of the (amended) employment contract

Subsequently, the Chairperson of the Council shall invite the chosen candidate to accept the offered (re-)appointment(s) and to sign the already prepared (amended) employment contract. The Council Chairperson is authorized to sign the (amended) employment contract on behalf of the European XFEL Company. The Council Chairperson shall inform in writing the Council and the Management Board about the acceptance and the signature.

8 Registration in the Commercial Register

The selection and appointment procedure will be concluded with the corresponding registration, if applicable, in the German Commercial Register, to be organized by the Management Board.

9 Proposed time schedule

Recruitment project “Director”

Indicative time schedule for the project

Milestone	Subject	Responsible
Start	Information to Council	Management Board
+ 1 months	Decision on job description and on composition of SSC	Council
+ 2 months	Approval and start of advertisement campaign	SSC
+ 4 months	Application deadline	SSC
+ 5 months	Shortlisting	SSC
+ 7 months	Interview of shortlisted candidates	SSC
+ 8 months	Report and recommendation to Council	SSC
+ 9 months	Interview and decision on final candidate as well as composition of NC	Council
+ 10 months	Notification of candidates	Council Chairperson
+ 13 months	Preparation of employment contract	NC
+ 14 months	Report on negotiation results to Council	NC
+ 15 months	Appointments	Council
+ 16 months	Job offer	Council Chairperson
+ 17 months	Acceptance and signature of employment contract	Council Chairperson and appointed Director
+ 18 months	Preparation of registration in Commercial Register	Management Board
+ 18–24 months	Introduction of new Director	Management Board

10 Templates

10.1 Template for appointment of a new Managing Director (= Chairperson of the Management Board or Administrative Director)

The Council

- appointed, with effect on [date], [name], born on [date], as the new Chairperson of the Management Board / Administrative and Managing Director (in terms of the German Limited Liability Companies Act – GmbHG) for a first term of [number] years until [date] (which means in German: *“Die Gesellschafterversammlung bestellte mit Wirkung zum [Datum] [Name], geboren am [Datum], als neue/n Vorsitzende/n der Geschäftsführung/Verwaltungsdirektor/in und Geschäftsführer/in i.S.d. GmbHG für eine erste Amtszeit von [Anzahl] Jahren bis zum [Datum].”*) and
- approved his/her basic employment conditions, as outlined in the written report of its Negotiation Committee [document reference].

10.2 Template for reappointment of a Managing Director (= Chairperson of the Management Board or Administrative Director)

The Council

- reappointed, with effect on [date], [name] as the Chairperson of the Management Board / Administrative and Managing Director for a second term of [number] years until [date] and
- approved his/her renegotiated basic employment conditions, as outlined in the written report of its Negotiation Committee [document reference].

10.3 Template for appointment of a new Scientific Director and Proxy Holder

The Council

- appointed, with effect on [date], [name], born on [date], as a new Scientific Director for a first term of [number] years until [date],
- agreed to his/her appointment as a Proxy Holder during his/her above-mentioned tenure, and
- approved his/her basic employment conditions, as outlined in the written report of its Negotiation Committee [document reference].

10.4 Template for reappointment of a Scientific Director and Proxy Holder

The Council

- reappointed, with effect on [date], [name] as a Scientific Director for a second term of [number] years until [date],
- agreed to the prolongation of his/her appointment as a Proxy Holder during his/her above-mentioned prolonged tenure, and
- approved his/her renegotiated basic employment conditions, as outlined in the written report of its Negotiation Committee [document reference].