

Directive concerning the rules applicable to representatives of EPFL within the executive body of an external entity

LEX 1.11.1

1st October 2015, status as at 6th December 2021

The *Direction de l'Ecole polytechnique fédérale de Lausanne*,
based on Art. 13 of the [*Directives du Conseil des EPF sur les participations dans des entreprises au sein du domaine des EPF*](#),
hereby adopts the following:

Article 1 Definitions

The following definitions apply:

a. **entity**: any legal entity (foundation, association, cooperative, limited liability company, company limited by shares) as well as any simple partnership which meets the following cumulative requirements:

- the company's activities are not limited to teaching and research;
- the company members render the company liable to external third parties;
- at least one of the company members is not a legal entity under public law; and
- the annual revenue is equal to or more than half a million francs¹.

b. **executive body**: any board, committee or person with decision-making authority within the entity, such as a foundation board, board of directors, senior management, director; advisory boards, such as "scientific advisory boards" or "advisory committees," are not considered to be executive bodies within the context of the present Directive.

c. **representative of EPFL**: any professor or employee of EPFL, as well as any external person appointed by the Direction to represent the interests of EPFL within an executive body of an external entity.

Article 2 Appointment

The appointment of professors or employees of EPFL as well as external individuals as representatives of EPFL within an executive body of an external entity shall be approved by the Direction.

Article 3 Duration of mandate

The duration of the mandate shall correspond to the rules in force within the entity. However, when a representative of EPFL is a professor or an employee, the mandate is strictly related to this status and ends simultaneously with the termination of an employment relationship with EPFL.

¹ See Art. 3, para. 3 of the *Directives du Conseil des EPF sur les participations dans des entreprises au sein du domaine des EPF* (LEX 3.4.0.2).

* This Directive also applies to persons external to EPFL appointed by EPFL to serve as a representative of EPFL within an external entity.

Article 4 Principle of non-remuneration

No EPFL professor or employee serving on the executive body of an external entity shall receive payment in the framework of this function unless the entity bylaws provide for remuneration.

Article 5 Duty of disclosure

All representatives of EPFL within the executive body of an external entity shall transmit to the General Secretariat the documents relating to the entity without delay upon their reception. The following documents in particular are required:

- Constitution
- Bylaws
- Rules and regulations
- Agreements with EPFL or others
- Meeting agendas and reports
- Budget, balance sheet and profit and loss statement
- Auditors' report
- Activity report

Article 6 Statements and positions

¹ When issuing statements or positions on behalf of EPFL, the representative of EPFL shall express the position of EPFL. In order to do so, he/she shall submit the statement or position to the EPFL Direction in advance.

² EPFL shall defend any professor or employee who is challenged due to his/her responsibility as a member of the executive body on which he/she serves, under the conditions laid out in Art. 22 of the [Ordonnance sur le corps professoral](#) and Art. 48 of the [Ordonnance sur le personnel du domaine des EPF](#).

Article 7

The present directive entered into force on 1st October 2015 and was revised on 25th January 2021 (version 1.4) and on 6th December 2021 (version 1.5).

On behalf of the EPFL Direction:

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