Regulations governing the Radboud University Foundation Supervisory Board
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Article 1 Status and contents of the regulations

1.1 The Supervisory Board regulations should be read in the context of and as a supplement to the Radboud University Foundation's Articles of Association.

1.2 The following appendices are attached, which form an integral part of these regulations:
   - Appendix A: The general profile of the Supervisory Board
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   - Appendix C: Regulations governing the Audit Committee
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Article 2. Composition of the Supervisory Board

2.1. Articles 11 to 14 of the Radboud University Foundation’s (SKU) Articles of Association contain the relevant provisions on the composition and working methods of the Supervisory Board. In addition to the provisions laid down in these articles, the Supervisory Board establishes further rules in these regulations.
   When amending the general procedure for making the proposals for the (re)appointment, suspension and dismissal of its members, the Supervisory and Executive boards shall consult the University Joint Assembly (UGV).

2.2. At least once every four years, the Supervisory Board draws up a general profile for the composition referred to in Article 11, paragraph 6 of the Articles of Association. When doing so, attention is paid to the various expertise and qualities that the Board wants to have, including the necessary knowledge of and experience with higher education and academic research. Attention is also paid to diversity, in the broadest sense, where diversity concerns more than just the balanced distribution of men and women.

2.3. The Supervisory Board is composed and organised in such a way that its members can fulfil their roles correctly and independently. This requires knowledge of and experience with the ‘primary processes’ of the University, as well as knowledge of and experience with the external factors the University has to deal with. The Supervisory Board is also composed in such a way that its members can operate independently and critically of each other, the Executive Board and other interested parties.

2.4. The members of the Supervisory Board shall be independent in the following sense:
   - they shall not receive any personal financial remuneration or any other kind of financial service from the University or any legal entity affiliated with it, other than remuneration as a member of the Supervisory Board;
   - they are not board members of a legal entity in which a member of the University’s Executive Board is a member of the Supervisory Board or Board of Governors;
   - they cannot own of more than 10 per cent of shares in a company affiliated with the University.

2.5. Each member of the Supervisory Board is able to assess the broad outlines of the University’s overall policy. Each member of the Supervisory Board has the specific expertise required for the performance of their duties within the framework of their role within the Supervisory Board.
Article 3. Appointment and suspension of members of the Supervisory Board

3.1. Without prejudice to the provisions of Article 3.6, the Supervisory Board shall appoint an appointment committee from among its members to fill any vacancy on the Supervisory Board. The appointment committee shall advise the Supervisory Board on the profile for the relevant position and shall submit it to the Supervisory Board for review. The Executive Board and the UGV shall be consulted on the profile draft. The profile shall be adopted by the Supervisory Board after any amendments have been made.

3.2 The Executive Board will be given the opportunity to name possible candidates for the vacancy on the Supervisory Board, unless the vacancy is filled based on a nomination by the UGV, as referred to in Article 11, paragraph 4 of the Articles of Association.

3.3 The appointment committee shall approach potential candidates, interview them and advise the Supervisory Board on the suitability of the candidate(s) and, if applicable, the order of preference. The Supervisory Board shall take a proposed appointment decision and provide the Executive Board with the opportunity to give its opinion on the proposed appointment decision. The Supervisory Board shall process the intended decision into a final one, taking the Executive Board’s view into account.

3.4 Remuneration of Supervisory Board members shall take place after careful consideration by the other members of the Supervisory Board. Consultations on reappointment shall take place without the presence of the Supervisory Board members concerned, and shall be conducted on the basis of a report drawn up by the chair holder of the Supervisory Board in consultation with the outgoing Supervisory Board member. In the case of the chair themselves, the vice chair shall take responsibility for this task.

This procedure is also followed if, during the term of office, there is cause to evaluate the performance of (a member of) the Supervisory Board. A member may be suspended during the evaluation period, subject to the provisions of Article 11, paragraph 8 of the Articles of Association.

3.5. The Supervisory Board shall draw up a retirement schedule. This will be published on the University website. The retirement schedule is attached to these regulations as Appendix B.

3.6. In the event of a vacancy for a member who is also a member of the Supervisory Board of the Radboud University Medical Center Foundation, both Supervisory Boards shall appoint a joint appointment committee from among them. If this is the case, both Supervisory Boards shall follow their own procedures as described in this Article for involving the participational bodies in the filling of this vacancy. The joint appointment committee shall draft a profile and advise both Supervisory Boards on the profile and the candidates. Both Supervisory Boards shall appoint the jointly selected candidate according to their own procedures and working methods.

3.7. If the membership of the Supervisory Board of the Radboud University Medical Center Foundation of the member referred to in 3.6 is terminated, this shall also constitute grounds for termination of the membership of the Supervisory Board of the Radboud University Foundation.

Article 4. The responsibilities, powers and duties of the Supervisory Board

4.1 The Supervisory Board has the following duties:

a) The role of supervisor: the Supervisory Board is responsible for the internal supervision of the Executive Board and, in that regard, supervises the execution of activities and exercise of powers by the Executive Board, including the manner in which the Executive Board balances the interests of internal and external parties. In fulfilling its duties and responsibilities, the Supervisory Board’s focus is always on the University’s interests and social mission. The Board assesses the Executive Board’s performance with regard to, among other things, mission and objectives and compliance with legislation and regulations.
b) The role of advisor/sounding board: the Supervisory Board advises the Executive Board based on knowledge and expertise, and information from elsewhere.

c) The role of employer: determining the composition of the Executive Board; careful selection of suitable board members; establishing employment contracts with the members of the Executive Board and determining remuneration policies; annual evaluation and assessment of the quality and performance of the Executive Board members, both individually and collectively, with the Supervisory Board providing reports of the evaluation interviews and their suitability for the developing organisation. The Supervisory Board regularly meets with the Executive Board to discuss collaboration within the Executive Board and between the Executive and Supervisory Board.

d) Approving decisions of the Executive Board, as referred to in Article 13, paragraph 2 of the Articles of Association and other matters laid down in the charters and applicable codes.

e) The Supervisory Board, together with the Executive Board, each fulfilling its own role, encourages discussions about compliance with codes of conduct and other codes applicable to the institution, as well as how to deal with any observed malpractice. The Supervisory Board encourages the Executive Board to report on this in the Annual Report.

f) The Supervisory Board shall promote mutual accountability and shall demonstrate this in its own conduct. Together with the Executive Board, it thus contributes to an environment that is open to recognising and learning from any mistakes made and to acquiring new insights.

g) The Supervisory Board regularly discusses the realisation of a safe environment for staff and students, good working conditions and study feasibility with the Executive Board.

4.2 The Supervisory Board ensures the presence of a risk management and control system, including monitoring and reporting processes, and discusses the effectiveness of the design and operation of the internal risk management and control systems with the Executive Board at least once a year.

4.3 In fulfilling its duties, the Supervisory Board focuses on the University’s interests, taking into account the interests of agencies, institutions and individuals involved with the University and in accordance with the University’s vision on its social mission. The Supervisory Board supervises the practical implementation of the University’s values and actively promotes them in the performance of its duties.

4.4 The Supervisory Board is responsible for the quality of its own performance. Within that context, the Board monitors the quality and performance of the individual members and the Supervisory Board as a whole. A self-assessment is carried out for this purpose annually, with external support being sought at least once every three years. The Executive Board is involved in the evaluation. The Supervisory Board invests in its own development as a whole, regularly discussing whether its members have sufficient knowledge, skills and time to perform their duties and whether additional training is necessary or desirable.

4.5 The Supervisory Board accounts for its performance by means of an annual written report, which is included in the University annual report, in which the Supervisory Board states:
   a. the composition of the Board and changes therein, in particular titles, age and the roles of the members that are of interest to the institution;
   b. the departure schedule;
   c. the supervision of the Executive Board’s work;
   d. issues raised;
   e. the governance, including committee’s composition and working methods, as referred to in Article 7.1;
   f. the remuneration of the Supervisory Board;
   g. how the social mission and the implementation of the University’s strategy have been realised, from its own perspective.
4.6 The Supervisory Board is authorised to dismiss its members. Unless the circumstances dictate otherwise, this shall take place at the same time as the annual self-assessment.

**Article 5 Chair holder of the Supervisory Board**

5.1 The Supervisory Board shall appoint a chair and a vice chair from among its members. The Supervisory Board shall also appoint a secretary, who may or may not be a member of the Board.

5.2 The chair shall ensure the proper operation of the Supervisory Board and shall have primary responsibility for the procedure, agenda and frequency of Supervisory Board meetings both with and without the Executive Board.

5.3 The chair shall be responsible for the contact between the Supervisory Board and the Executive Board. They shall be in frequent contact with the chair of the Executive Board.

5.4 If individual members of the Supervisory Board in the performance of their duties liaise with the Executive Board or other third parties, the chair of the Supervisory Board shall be kept informed. The chair of the Supervisory Board shall act as spokesperson for the Supervisory Board.

5.5 The chair and the secretary and, in the absence of the chair, the vice chair and the secretary shall sign the relevant documents from the Supervisory Board. The Supervisory Board may authorise the secretary to sign outgoing correspondence on behalf of the Supervisory Board in consultation with the chair and with respect to subjects yet to be determined.

**Article 6 Procedure**

6.1 The Supervisory Board shall meet at least six times a year in Nijmegen. Twice a year, a meeting is held with the Radboud university medical center Supervisory Board in which, in accordance with the provisions of Article 8.1 of the Joint Regulations of Radboud University - Radboud university medical center, the Executive Board and the Radboud university medical center Board of Governors also (partly) participate.

6.2 The chair shall draw up the agenda in consultation with the Executive Board. At least twice a year, in spring and autumn, the general state of affairs within the University is discussed. The annual accounts and the annual University report are discussed in the spring; in autumn, the budget. The chair shall ensure that for each item on the agenda, they indicate whether the item is submitted to the Supervisory Board for inspection, discussion and advice, for approval or for decision.

6.3 The chair shall ensure that the meetings are recorded. The decisions shall be recorded in writing in a list of decisions. The report shall also state which members of the Supervisory Board were present.

6.4 The chair is in charge of meetings. The vice chair, or one of the other members if the vice chair is also absent, shall act as deputy for the chair in their absence.

6.5 Members of the Supervisory Board and the Executive Board must be in possession of the agenda and agenda items at least seven days before the agreed date of the meeting. Decisions to be approved by the Supervisory Board by virtue of the law or the Articles of Association must be placed on the agenda and included in the minutes of the meetings.

6.6 In principle, the Supervisory Board should meet in the presence of the Executive Board. The Supervisory Board may consult with the Executive Board prior to meetings. After the meeting, the chair shall, unless special interests dictate otherwise, inform the Executive Board of the conclusions and decisions made in the meetings.

6.7 The chair may invite third parties to attend the meeting of the Supervisory Board.
The Supervisory Board shall make its decisions democratically with a majority of the votes cast, unless the Articles of Association stipulate otherwise. Blank votes are deemed to not have been cast.

Article 7. Supervisory Board Committees

7.1 The Supervisory Board shall appoint an Audit Committee, a Remuneration Committee and a Committee for Education & Research Quality from among its members. These committees report their findings and make proposals for decision-making to the Supervisory Board.

7.2 In preparation of appointments of members of the Executive Board, the Supervisory Board shall set up an ad hoc appointment committee as referred to in Article 3.

7.3 The tasks of the committees mentioned in 7.1 are detailed in separate regulations. These regulations are attached as Appendices C, D and E to these regulations.

7.4 The composition of committees, the number of committee meetings and the most important meeting topics shall be included in the report to be made to the Advisory Board, as referred to in Article 4.5.

Article 8. Contacts within and beyond the University

8.1 Twice a year, a delegation from the Supervisory Board attends the council meetings between the Executive Board and the University Joint Assembly (UGV).

8.2 In view of the desired unity of management, contact between the Supervisory Board and external stakeholders in close consultation with the Executive Board. The Supervisory Board also discusses collaboration with the management and participational bodies of the University with the Executive Board at least once a year. Moreover, the Board shall make agreements with the Executive Board on how it should be accessible to staff and students.

8.3 The chair of the Supervisory Board meets with the chair of the Radboud university medical center Supervisory Board in accordance with the provisions of Article 8.2 of the Joint Regulation Radboud University - Radboud university medical center.

Article 9. Remuneration

9.1 Supervisory Board members shall receive remuneration for their work, of an amount to be determined by the Supervisory Board, as well as reimbursement for any expenses incurred (including travel).

9.2 The explanatory notes to the University’s annual accounts contain legally required information on the amount and structure of the individual Supervisory Board members’ remuneration.

Article 10. Information provision

10.1 The Supervisory Board shall arrange its own information provision in consultation with the Executive Board. In this regard, the Board makes agreements with the Executive Board regarding the quality, quantity and frequency of the information to be provided by the Executive Board to the Supervisory Board that it needs to perform its duties. The Board also uses sources inside and beyond the University.

10.2 The Supervisory Board shall be informed by the Executive Board in a timely manner of important developments, emergencies or conflicts within the institution and conflicts with the participational bodies and third parties.
10.3 The Supervisory Board may, at its own discretion, conduct any investigation it deems necessary or desirable for the performance of its duties and, to this end, has unrestricted access to documents and information concerning the University. The Supervisory Board may also obtain legal advice from third parties or independent experts. The chair shall consult with the Executive Board in advance.

**Article 11. Conflicts of interest**

11.1 If a member of the Supervisory Board believes or anticipates that a conflict of interest or the appearance of such could impede the independent and unimpeded performance of their duties, they shall report this to the other members of the Supervisory Board and shall provide all relevant information.

11.2 The chair shall determine further courses of action and shall inform the Supervisory Board accordingly. If the member concerned is the chair, the vice chair shall take over their role in this regard.

**Article 12. Financial management**

12.1 The Supervisory Board supervises the quality and completeness of the financial documents drawn up by the Executive Board.

12.2 The Supervisory Board shall, in consultation with the Executive Board, assess how the external auditor is involved in the content and publication of financial reports other than the annual accounts.

12.3 The Supervisory Board shall ensure that the Executive Board adopts and maintains internal procedures that result in timely, complete and accurate internal and external financial reporting. Moreover, the Supervisory Board discusses the multi-year projections at least once a year, and assesses whether they ensure the financial continuity of the organisation.

12.4 The Supervisory Board shall appoint the external auditor referred to in Article 13 paragraph 3 of the Articles of Association. The Executive Board advises the Supervisory Board on this. The Supervisory Board regularly evaluates the performance of the external auditor, advised by the Executive Board. The auditor shall be replaced after a maximum term of seven years. Assignments outside of audit matters have to be approved by the Supervisory Board after consultation with the Executive Board. This shall be reported in the annual report.

12.5 Each year, in the presence of the Executive Board, the Supervisory Board discusses the annual report with the auditor.

**Article 13. Confidentiality**

13.1 Each member of the Supervisory Board is obliged to exercise the necessary discretion with regard to all information and documentation obtained as part of their duties and, in the case of confidential information, to observe a degree of secrecy.

13.2 Members and former members of the Supervisory Board shall not take confidential information outside the Supervisory Board, make it public or otherwise make it available to third parties.

**Article 14. Unforeseen circumstances**

In all cases in which the provisions of these Regulations do not provide for the Supervisory Board’s modus operandi, decisions shall be made by the chair of the Supervisory Board, with due observance of any other applicable regulations. The Supervisory Board shall be notified of the decisions to be taken at that point in time.

**Article 15. Amendments**

These regulations may be amended at any time by the Supervisory Board. The Executive Board shall be given timely opportunity to give its opinions on proposed decisions.
The regulations were adopted as amended by the Supervisory Board on 2 July 2021, and entered into force on 3 July 2021.