Regulations governing the Radboud University Foundation Supervisory Board
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RADBOUD UNIVERSITY FOUNDATION

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
   - Appendix B: Retirement schedule for members of the Supervisory Board
   - Appendix C: Regulations governing the Audit Committee
   - Appendix D: Regulations governing the Remuneration 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.
PROFILE   SUPERVISORY BOARD

RADBOUD UNIVERSITY FOUNDATION

Determined by the Supervisory Board Appointment committee – Radboud University Nijmegen, dated 29 October 2020.
Amended by the Supervisory Board of Radboud University on 2 July 2021.
The primary aim of the Radboud University Foundation (hereinafter: ‘SRU’) is promoting the maintenance of the University. The SRU board is the Radboud University Executive Board. The Supervisory Board is responsible for the management of the University as a whole, as well as its administration, and advises the Executive Board.

**Supervisory Board**
The SRU Supervisory Board’s regulatory role mainly concerns the general course of affairs within Radboud University. The main tasks of the Supervisory Board are supervision, approving decisions taken by the Executive Board and providing advice. To this purpose, the stage of development and the fields of influence in which the institution finds itself are considered. The Supervisory Board also critically and independently assesses the diligence of the administration decision-making processes, while also considering whether the interests of all stakeholders have been properly taken into account.

**Responsibilities and duties of the Supervisory Board**
The Supervisory Board recognises the following roles and tasks:

a) the role of supervisor: assessing the performance of the Executive Board in light of its mission and objectives; compliance with legislation and regulations, and ensuring a good relationship between the Executive Board and the central participational bodies.

b) the role of advisor/sounding board: advising on the basis of knowledge, expertise and outside information.

c) the role of employer: determining the size and composition of the Executive Board, careful selection of suitable board members, laying down contracts and determining remuneration policy, conducting annual assessments of the performance and suitability of board members in developing the organisation, assessing the performance of the Executive Board as a collective unit and – if necessary – dismissal.

d) granting approval of annual accounts, the strategic plan, the structural regulations and other subjects laid down in the articles of association and in respective articles.

e) Ensuring social anchoring, fulfilment of the societal duties and positioning of the organisation, monitoring social accountability.

The Supervisory Board meets an average of six times a year in Nijmegen. A biannual meeting is held with the Supervisory Board of Radboud university medical center, in which the Executive Board, or part thereof, and the Radboud university medical center Board of Directors also participate.

**Supervisory Board Committees**
The Supervisory Board has separate committees for the most important matters, which have been set up to prepare for discussions and decision-making in the Supervisory Board meetings. These are: the Audit Committee, the Committee for Education & Research Quality and the Remuneration Committee. The committee meetings take place approximately three weeks before the board meeting.

**Audit Committee**
The Audit Committee carries out: the preparation of discussion and decision-making on, among other things, the budget, annual accounts, treasury plan, as well as the discussion of quarterly figures, financial developments and trends. Risk management, cyber security, the progress of GDPR implementation, IT-related topics and auditing matters are also recurring topics of discussion. The Audit Committee consists of two members from the Supervisory Board with expertise in the field of finance, construction and/or IT.

**Committee for Education & Research Quality**
The Supervisory Board is also responsible for the quality of education and research. It can also be held accountable for this, although the Supervisory Board can only exercise this responsibility in the context of procedures, results and outcomes. A Committee for Education & Research Quality has been established to adequately address policy relating to this. The committee is staffed by two members with sector-specific expertise.

**Remuneration Committee**
This committee consists of a chair holder and a member of the Supervisory Board. It advises the Supervisory Board on the remuneration policy for members of the Executive Board and conducts annual performance reviews with those involved.

**Composition of the Supervisory Board**
The SRU’s Supervisory Board consists of five members and should be composed in such a way that its tasks can be properly carried out. This requires knowledge of and experience with the ‘primary processes’ within the University, as well as knowledge of and experience with the external environmental factors the University has to deal with.

There is a need for individuals who have the right experience and the necessary distance to be able to supervise and contribute to the Radboud University policy and strategy formation and who can serve as sounding boards for the Executive Board in this capacity.

The members’ profiles are chosen based on a mix of personal qualities, position, experience and network. Members of the Supervisory Board should have solid managerial experience, for example, because they lead a large or complex organisation or fulfil a role at a high administrative/political/academic level.

In any case, members should be socially active and at the centre of society. Moreover, members must possess personal qualities, such as integrity, independence and reliability, and they must be able to look at their own role and that of other members with a (positive) critical attitude.

Furthermore, the members of the Supervisory Board must respect the institution’s identity.

In its composition, the SRU’s Supervisory Board considers the necessary quality requirements and the proportionate structure, taking diversity, knowledge and experience in various sectors and networks into account. The Supervisory Board is responsible for the strength and quality of its own performance.

The atmosphere within the Supervisory Board is characterised by good debates at a high level, a professional and relaxed nature and having solid expertise.

**Identity**
Radboud University is a special university that originates from the Catholic emancipation movement at the beginning of the twentieth century. In accordance with these roots, our staff and students feel involved with each other, society and the world. Radboud University focuses on caring for each other and the world around it, and is committed to the emancipation of social and cultural minorities. Radboud University wants to be of great significance and is guided in this by academic questions and social challenges.

**Profile - General criteria**
At the moment, the following portfolios are recognised:
Chair,
Finance,
Educational activities, Research & Impact,
Legal/governance and
Innovation, Valorisation and Digitalisation

The Education, Research & Impact portfolio is a linking pin with one of the portfolios within the Radboud university medical center Foundation’s Supervisory Board.

The SRU’s Supervisory Board must include general experience and expertise in the following areas, distributed among its members and the chair holder:
• administrative (preferably at the national level),
• legal (e.g. at the level of the member of Council of State),
• financial policy,
• educational activities, research & impact,
• innovation & valorisation
• social policy,
• IT/Cybersecurity
• public policy and communication policy
• sustainability policy.

One member of the Supervisory Board has the special trust of the participational bodies.

The members of the Supervisory Board are able to supervise and contribute to the policy and strategy formation of Radboud University from a broad range of experience and with the necessary distance, and in this respect, they serve as a sounding board for the Executive Board.

The members of the SRU’s Supervisory Board have great personal qualities and are leaders in their own fields and in management.

They have the following capabilities:
• a sense of responsibility and an independent attitude;
• a balanced style between involvement and administrative distance;
• sufficient decisiveness to act, if necessary;
• a strong administrative network;
• a strong ability to connect;
• supervisory experience;
• social commitment;
• sufficient availability.
## Retirement Schedule

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*In blue: end of first term of office*

*In red, formal end of the second term of office*
Regulations governing the Audit Committee of the Supervisory Board
Article 1 Duties and powers of the Audit Committee

1.1 The Audit Committee (hereinafter ‘the Committee’) advises the Supervisory Board on how to perform its supervisory duties regarding:
   a. the operation of internal risk management and control systems, including supervision of compliance with relevant legislation and regulations, supervision of the operation of codes of conduct and the application of information and communication technology (IT); information security.
   b. the provision of financial information to the Executive Board;
   c. the relationship with the external auditor, including the external auditor's autonomy and quality, as well as the discussion of principal reports from the external auditor (including the management letter), the timely follow-up of recommendations arising from performed audits, and the discussion of the external audit plan and the external auditor's commitment;
   d. compliance.

1.2 The Committee periodically discusses the policy on corporate control, the main risk areas and methods of risk assessment and control with the Executive Board, and reports on this to the Supervisory Board.

1.3 Each member of the Committee has access to the books, data and offices of the Radboud University Foundation (hereinafter ‘the Foundation’), and the authority to conduct interviews with staff members of the Foundation, insofar as this is necessary for or may be conducive to the proper performance of their duties. This right may only be exercised after consultation with the chair of the Committee and after notification of the Executive Board.

1.4 The Committee may also be assisted or advised in the performance of its duties by one or more experts appointed by it, at a fee to be agreed with the Supervisory Board and borne by the Foundation. The Supervisory Board coordinates this with the Executive Board.

1.5 The Committee may only exercise the duties and powers assigned to it by the Supervisory Board; it may never exercise powers extending beyond those which the Supervisory Board may exercise as a whole.

Article 2 Composition of the Audit Committee

2.1 The Committee consists of at least two members.

2.2 Every member of the committee has some knowledge of and experience with reading annual accounts. The Committee shall include at least one financial expert, which means that this person has relevant knowledge and experience in financial administration, risk management or accounting.

2.3 The Supervisory Board shall appoint one of the members of the Audit Committee as its chair holder. This chairmanship cannot be held by the chair of the Supervisory Board.
Article 3 Meetings of the Audit Committee

3.1. The Committee shall meet as often as is necessary to perform its tasks properly, but at least twice a year.

3.2. The Committee shall meet with the external auditor at least once a year, without the presence of the Executive Board. Committee meetings shall be fixed annually as far in advance as possible. The Committee shall also meet in the interim if the chair of the Committee deems it necessary, or at the request of the Supervisory Board.

3.3. A member of the Executive Board shall always be present at Committee meetings, unless the Committee decides otherwise. The Committee may invite internal or external experts to attend its meetings.

3.4. A report of the proceedings at a Committee meeting shall be drawn up by the Committee secretary or another person designated by the chair of the meeting to fulfil this role.

Article 4 Reporting to the Supervisory Board

4.1. The Committee shall inform the Supervisory Board in a clear and timely manner on how it has exercised its powers and of significant developments in the areas of its responsibility.

4.2. The Committee shall report annually, and in the interim if necessary, to the Supervisory Board on developments in the relationship with the external auditor, and in particular on its view of the external auditor's independence.

4.3. The Committee shall provide the Supervisory Board with a report of its deliberations, findings and recommendations. The minutes of the Committee meeting shall be circulated to all members of the Supervisory Board after the meeting.

4.4. If requested, the chair of the Committee shall provide further information about the results of the Committee’s deliberations during Supervisory Board meetings.

Article 5 Final provisions

5.1. In cases not provided for in these regulations, the Supervisory Board is responsible.

5.2. The Supervisory Board may amend these regulations at any time, after consultation with the Executive Board. Such amendments shall take effect from a date decided by the Supervisory Board.

These regulations were adopted as amended by the Supervisory Board on 2 July 2021, and enter into force on 3 July 2021.
RADBOUD UNIVERSITY FOUNDATION

Appendix D

Regulations governing the Remuneration Committee of the Supervisory Board
Article 1 Duties and Powers of the Remuneration Committee

The Remuneration Committee (hereinafter ‘the Committee’) advises the Supervisory Board and performs preparatory work in the performance of its supervisory duties, including:

a. proposed decisions to appoint, reappoint or dismiss members of the Executive Board;
b. the annual evaluation of the performance of the Executive Board as a whole and its individual members;
c. the annual evaluation of the performance of the Supervisory Board as a whole and its individual members; to this end, the Committee holds annual performance reviews with the members of the Executive Board and reports to the Supervisory Board.
d. the remuneration policy to be pursued;
e. the remuneration, other terms of employment and legal status of the Executive Board and its members, which shall, in any event, include the following:
   i. the remuneration structure;
   ii. the amount of fixed remuneration, severance pay and other payments, taking into account the Standards for Remuneration Act and the related regulations;
   iii. the arrangement and financing of pension commitments.

Article 2 Composition of the Remuneration Committee

2.1 The Committee consists of at least two members.

2.2 The Supervisory Board shall appoint one of its members to chair the committee.

Article 3 Remuneration Committee Meetings

3.1 The Committee shall meet as often as is necessary for the proper performance of its tasks, but at least twice a year. Committee meetings shall be fixed annually as far in advance as possible. The Committee shall also meet in the interim if the chair of the Committee deems it necessary or at the request of the Supervisory Board.

3.2 The Committee may invite the Executive Board or members thereof and/or (independent) experts to attend its meetings.

3.3 A report of the proceedings at a Committee meeting shall be drawn up by the Committee secretary or another person designated by the chair of the meeting to fulfil this role.

Article 4 Reporting to the Supervisory Board

4.1 The Committee shall inform the Supervisory Board in a clear and timely manner of how it has exercised its powers and of significant developments in the areas of its responsibility.

4.2 The Committee shall provide the Supervisory Board with a report of its deliberations, findings and recommendations. The minutes of the Committee meeting shall be circulated to all members of the Supervisory Board after the meeting.

4.3 If requested, the chair of the Committee shall provide further information about the results of the Committee’s meetings during Supervisory Board meetings.
**Article 5 Final provisions**

5.1 In cases not provided for in these regulations, the Supervisory Board is responsible.

5.2 The Supervisory Board may amend these regulations at any time, after consultation with the Executive Board. Such amendments shall take effect from a date decided by the Supervisory Board.

These regulations were adopted as amended by the Supervisory Board on 2 July 2021, and enter into force on 3 July 2021.
Appendix E

Regulations governing the Supervisory Board Committee for Education & Research Quality
Article 1. Duties and Powers of the Committee for Education & Research Quality

1.1 The Committee for Education & Research Quality (hereinafter ‘the Committee) advises the Supervisory Board and carries out preparatory work for its supervisory tasks concerning academic education and research. It focuses in particular on the establishment and functioning of the systems and processes of quality assurance with regard to research and education. This includes:
   a. monitoring the developments with regard to quality that are relevant to the University, and drawing the attention of the Supervisory Board to them when necessary;
   b. reviewing policy related to education and research.

1.2. The Committee periodically discusses the current developments and themes relating to academic research with the Rector, including, in any circumstance:
   - academic integrity
   - annual training reports
   - individual studies into education and research reviews
   - educational visitation reports
   - reports of external peer review research institutes
   - awarded research applications
   - facts and figures (various monitoring systems, surveys and rankings)
   - impact

1.3 The Committee periodically discusses the state of affairs in education and research for each faculty in the presence of the relevant dean.

1.4 The Committee also serves as a sounding board and advisory body for the Executive Board. To this end, it acts as a ‘sparring partner’ for the Executive Board, if so desired.

Article 2. Composition of the Committee for Education & Research Quality

2.1 The Committee consists of at least two members of the Supervisory Board who have expertise in the field of academic education and/or research.

2.2 The Supervisory Board shall appoint one of the Committee members as its chair holder.

Article 3. Committee for Education & Research Quality Meetings

3.1 The Committee shall meet as often as is necessary for the proper performance of its tasks, but at least twice a year. Committee meetings shall be fixed annually as far in advance as possible. The Committee shall also meet in the interim if the chair of the Committee deems it necessary or at the request of the Supervisory Board.

3.2 The Committee may invite the Executive Board or members thereof and/or (independent) experts to attend its meetings.

3.3 A report of the proceedings at a Committee meeting shall be drawn up by the Committee secretary or another person designated by the chair of the meeting to fulfil this role.
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4.1 The Committee shall inform the Supervisory Board in a clear and timely manner of how it has exercised its powers and of significant developments in the areas of its responsibility.

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4.3 If requested, the chair of the Committee shall provide further information about the results of the Committee’s deliberations during Supervisory Board meetings.

Article 5 Final provisions

5.1 In cases not provided for in these regulations, the Supervisory Board is responsible.

5.2 The Supervisory Board may amend these regulations at any time, after consultation with the Executive Board. Such amendments shall take effect from a date decided by the Supervisory Board.

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