

## **Regulations Supervisory Board**

*Approved by the Supervisory Board on 20th September 2012*

The MCNV is governed by a Board of Directors, under the supervision of a Supervisory Board. This structure of governance is embedded in the Articles of the Foundation Medical Committee Netherlands- Vietnam, executed on 29 December 2014. In accordance with Article 12 of the Articles of the Foundation, the Supervisory Board draws up a set of regulations to clarify and supplement the provisions laid down in the Articles of the Foundation.

### Article 1. Definitions

In these regulations the following must be taken to mean:

1. MCNV: the Medical Committee Netherlands-Vietnam (Medisch Comité Nederland-Vietnam), established in Amsterdam;
2. Articles of the Foundation: the Articles of the Foundation of the MCNV, as amended with effect from 29 December 2014;
3. Board of Directors: the Board of Directors of the MCNV, consisting upon the adoption of these regulations of one member, hereinafter referred to as 'the Director';
4. Supervisory Board: the Supervisory Board within the meaning of Articles 7-9 of the Articles of the Foundation;
5. Regulations of the Board of Directors: these Regulations.
6. Management team: the Director of the MCNV works with a management team.

### Article 2. Introductory provisions

1. These Regulations were adopted by the Supervisory Board at its meeting on 20th September 2012.
2. These Regulations may – after consultation with the Director – be supplemented and amended by decision of the Supervisory Board.
3. The Supervisory Board, the Director and the management team are familiar with these Regulations.

### Article 3. Composition

1. The Supervisory Board shall consist of at least five natural persons. The Supervisory Board shall draw up a profile for itself, describing the size of the Board and the required capacities of the members. On the basis of that profile the Supervisory Board shall draw up profiles for its individual members. It shall check these periodically, and in any event each time there is a vacancy, to make sure these still comply with the requirements, adjusting them as necessary. The present profile with which members of the Supervisory Board are required to comply is included in section 2.1 of the Code of Good Governance. Members of both the Supervisory Board and the Director may nominate candidates for the Supervisory Board.

2. If the number of current members falls below five, the Supervisory Board will remain a competent body but it shall be obliged to take measures in order to top up the number of Board members.
3. The Director will be advised of any vacancy that arises on the Supervisory Board.
4. The Supervisory Board shall first obtain the advice of the Director before proceeding to appoint/reappoint a member of the Board.
5. The members of the Supervisory Board are appointed by the Board itself by virtue of a decision taken by a majority of at least two thirds of the validly cast votes at a meeting of the Board.
6. Persons employed by the MCNV, members of Board of Directors and persons who were employed less than two years ago by the MCNV may not be a member of the Supervisory Board.
7. The Supervisory Board shall appoint a chairperson from its midst.
8. The Chairperson shall on behalf of the Supervisory Board sign:
  - a. contracts with the Board of Directors or its members;
  - b. correspondence by the Supervisory Board;
  - c. minutes of Supervisory Board meetings.
9. The Supervisory Board shall determine a phased rota of retirement.
10. Members of the Supervisory Board retiring in accordance with the retirement rota shall qualify for reappointment. Before proceeding to reappointment the Supervisory Board shall evaluate the performance of the member seeking reappointment. This will involve consideration of both the performance of the individual concerned and the most recent profile.
11. Members of the Supervisory Board are appointed for a period of four years, with a once-only possibility of reappointment. The maximum term of office is therefore eight years.
12. Each member shall indicate at least six months before the expiry of his/her term of office whether he/she wishes to extend that term.
13. Members of the Supervisory Board may retire before the end of the term for personal reasons, or when so required, for example in the case of inadequate performance, a fundamental difference of views or incompatibility of interests.
14. The Supervisory Board shall conduct an annual (self) evaluation of its own performance, on the basis of a format drawn up in advance.

#### Article 4. Duties and responsibilities

1. The Supervisory Board shall be entrusted with all the duties and powers assigned to it by virtue of the law and the Articles of the MCNV Foundation.

2. The Supervisory Board is charged with supervising the substance and implementation of the policy of the Director and the general course of events within the MCNV. The Supervisory Board shall intervene as necessary and provide the Director with counsel. In the performance of its duties the Supervisory Board shall be guided by the interests of the MCNV, taking into consideration the interests of those concerned with the MCNV. The Supervisory Board shall be responsible for the quality of its own performance.
3. The chairperson of the Supervisory Board shall act as communication partner for the Director.
4. Without prejudice to the provisions of the Articles of the MCNV Foundation, the powers and responsibilities of the Supervisory Board shall in any event include:
  - a. appointment/reappointment, dismissal and suspension of the members of the Director and Supervisory Board;
  - b. monitoring the composition and quality of the Director, including the involvement as required of external experts in the procedure for filling a position on the Board;
  - c. conducting an annual performance review with the Director. These reviews will be conducted by a delegation from the Supervisory Board, after which the findings of that process will be discussed with the Supervisory Board. The Supervisory Board shall draw up a report of the performance reviews and the subsequent discussions that is filed by or on its behalf;
  - d. monitoring the discharge of its duties by the Director and the general course of events within the MCNV;
  - e. assisting Director with reflection and/or advice;
  - f. determining the regulations of the Board of Directors and Supervisory Board;
  - g. amendment of the Articles of the Foundation;
  - h. representation of the MCNV in the event of a conflict of interest with or absence or inability to act on the part of the Director;
  - i. approval or rejection in accordance with the Articles of the MCNV Foundation of the decisions taken and plans drawn up by the Director;
  - j. appointment, terms of reference and dismissal of the external registered accountant appointed to audit the annual accounts;
  - k. approval of the annual accounts after discussion with the auditor of the latter's findings.

#### Article 5. Meetings and working method

1. The Supervisory Board shall meet by themselves or in the presence of the Director; the decision as to whether or not to invite the Director shall be substantiated by the Supervisory Board in terms of the MCNV's interests.

2. The Supervisory Board shall meet at least four times a year or more frequently as desirable or necessary for it to function effectively. Third parties may only attend all or part of a meeting of the Supervisory Board if invited to do so by the Supervisory Board or its chairperson.
3. The Director may propose to the Supervisory Board or its chairperson that third parties be invited to attend all or part of a meeting of the Supervisory Board. The Supervisory Board or its chairperson must approve.
4. The Supervisory Board shall meet in accordance with a schedule agreed for one calendar year, which shall include the dates and the topics to be discussed.
5. Two members of the Supervisory Board shall form part of the Audit Committee; see also the regulations of the Audit Committee.

#### Article 6. Supervisory Board decision-making

1. The members of the Supervisory Board shall seek wherever possible to take decisions on a unanimous basis.
2. Each member of the Supervisory Board shall have one vote.
3. If unanimity does not prove possible and the law and if the Articles of the MCNV Foundation or these Regulations do not prescribe any greater majority, decisions by the Supervisory Board shall be taken by a majority of the votes cast. In the event of a tied vote, the chairperson of the Supervisory Board shall have a deciding vote. The Supervisory Board may only take decisions if a majority of its current members are present or represented.
4. Decisions by the Supervisory Board shall in principle be taken in a meeting of the Board.
5. The Supervisory Board shall not take any decisions in an area for which a particular member of the Supervisory Board has special responsibility and if that member is absent.
6. Decisions by the Supervisory Board may also be taken in writing, provided the proposal in question is submitted to all the current members of the Supervisory Board and none of them has objected to this method of decision-making. Written decision-making shall take place by means of written statements submitted by all the members of the Supervisory Board. A statement by a member of the Supervisory Board that he/she wishes to abstain from voting on a decision to be taken in writing shall be taken as meaning that he/she does not object to that method of decision-making.
7. The Supervisory Board may depart from the provisions in Articles 6.3 (final sentence), 6.4, 6.5 and 6.6 if the chairperson of the Supervisory Board deems this to be necessary in view of the urgent nature or other circumstances of the matter in question, provided that all the members of the Supervisory Board are given the opportunity to take part in the decision-making. The chairperson of the Supervisory Board shall draw up a minute of the decisions taken in this manner, which shall be appended to the documents for the next meeting of the Supervisory Board.

8. Evidence of a decision taken by the Supervisory Board may be provided to other parties by means of a statement by the chairperson or the secretary of the Supervisory Board.

#### Article 7. Transparency and Accountability

1. The Supervisory Board shall periodically discuss the course of events within the MCNV with the Director. The Supervisory Board shall consult at least once a year with the Director on the strategy, the overall policy and the financial state of affairs. This shall include the budget, the annual accounts and the systems of administrative organisation and internal control adopted by the Director.
2. The Supervisory Board and the Director shall periodically discuss the desired extent of insurance by the MCNV and themselves against liability.
3. Any discussion of the course of events with external stakeholders shall be conducted primarily by the Director. If so desired a member of the Supervisory Board may be present on such occasions.
4. The Supervisory Board shall convene an open meeting with the staff and the employees and permanent volunteers of the MCNV and their representative bodies, such as the works and staff councils.
5. The Director shall ensure that employees are able without risk to their legal position to report actual or suspected irregularities of a general, operational and financial nature.
6. The Supervisory Board shall meet in accordance with an agreed timetable. In the event of the frequent absence of a member of the Supervisory Board the latter will be called to account. As a general rule the Director shall participate in meetings of the Supervisory Board. The Supervisory Board shall meet at least once a year in the absence of the Director, this will be part of the regular meetings. The performance of the Director will be evaluated at that meeting.
7. The annual report of the MCNV shall in any event include the relevant – previous – positions/ancillary positions of the members of the Supervisory Board and the Director. Insofar as members of the Supervisory Board had been appointed at the recommendation of or subject to approval by third parties, this shall also be stated.

#### Article 8. Remuneration

With the exception of expenses incurred for meetings or special visits to MCNV meetings, members of the Supervisory Board shall not receive any remuneration. Claims for expenses may be submitted to the office coordinator on proof of payment.

#### Article 9. Conflicts of interests

1. Members of the Supervisory Board shall avoid any type and appearance of a conflict of interest between the MCNV and themselves.
2. Each member of the Supervisory Board shall immediately report any actual or potential conflict of interest of material importance for the MCNV and/or for himself/herself to the

chairperson of the Supervisory Board, providing him/her with all relevant information. The Supervisory Board shall decide outside the presence of that member whether there is a conflict of interest. If Article 9 (2) relates to the chairperson of the Supervisory Board, the other members shall decide.

Article 10. Applicable law

These Regulations shall be governed by Dutch law.