

## **RULES OF PROCEDURE OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD OF THE FOUNDATION 'HET RIJNLANDS LYCEUM'**

### Article 1. Definitions.

1.1. These rules of procedure use the following definitions:

- (a) the **'Executive Board'**:  
the Executive Board of the foundation, as referred to in article 6 of the Articles of Association;
- (b) a **'Director'**:  
a (deputy) director of an educational institution/school for primary education;
- (c) **'Educational institution'** or **'School'**:  
an educational institution or school that comes under the Foundation as referred to in education legislation;
- (d) the **'Supervisory Board'**:  
the Supervisory Board of the Foundation, as referred to in article 10 of the Articles of Association;
- (e) a **'Principal'**:  
a director of operations/principal of an educational institution/school for secondary education;
- (f) the **'Articles of Association'**:  
the articles of association of the Foundation;
- (g) the **'Foundation'**:  
Stichting 'Het Rijnlands Lyceum', with registered office in Wassenaar;
- (h) the **'Joint Participation Council for secondary education'**:  
the Joint Participation Council for secondary education;
- (i) the **'Joint Participation Council for primary education'**:  
the Joint Participation Council for primary education, formed from the Participation Councils of the individual primary schools (i.e. the bodies as referred to in Article 20 of the Wet Medezeggenschap op Scholen (Education Participation Act)).

1.2 References to articles refer to articles in these rules of procedure, unless stated otherwise.

### **Article 2. Duties of the Executive Board.**

Barring any limitations in the Articles of Association and the law, the Executive Board is charged with the management of the Foundation and the educational institutions, which entails, among other things, responsibility for the realisation of the Foundation's objectives, strategy and policy, and for the financial position of the Foundation.

### **Article 3. Profile of the Executive Board.**

A member of the Executive Board has to have the following qualities and characteristics: business, financial and strategic insight; leadership qualities; service-minded; communicative.

#### **Article 4. Appointment of members of the Executive Board.**

- 4.1 Members of the Executive Board are appointed, suspended and dismissed by the Supervisory Board.
- 4.2 When a vacancy arises in the Executive Board, the Supervisory Board will establish a recruitment and selection committee to prepare an appointment decision. At least two members of the Supervisory Board will sit on this committee, among whom will be the chairperson of the Supervisory Board. Barring any exceptional circumstances, one member of the Executive Board will also sit on this committee for recruitment and selection.
- 4.3 The recruitment and selection committee will advise the Supervisory Board on the appointment.
- 4.4. The Supervisory Board will, if the Executive Board is made up of more than one member, enter into consultation with the other members of the Executive Board regarding an intended appointment or dismissal of a member of the Executive Board.
- 4.5 The Supervisory Board will only proceed to actual appointment of a new member of the Executive Board after the Supervisory Board has sought advice regarding the intended appointment from the Principals, Directors and the Joint Participation Council for secondary education and Joint Participation Council for primary education.

#### **Article 5. Performance and assessment of the members of the Executive Board.**

- 5.1 Two members of the Supervisory Board will conduct performance reviews with every member of the Executive Board at least once a year.
- 5.2 The Supervisory Board can make an arrangement for the assessment of members of the Executive Board, which comprises assessment criteria and sanctions.
- 5.3 The two members of the Supervisory Board that have conducted a performance review together will issue written advice to the Supervisory Board regarding the final assessment.
- 5.4 The assessment of the members of the Executive Board is established by the Supervisory Board.

#### **Article 6. Working methods/decision-making in the case of a one-member Executive Board.**

If the Executive Board is made up of only one member, this member will be obliged to keep records of his work and the decisions he has made, and store the accompanying accounts, documents and other data carriers in such a way that possible successors can have full insight into his administrative practice at the Foundation.

#### **Article 7. Allocation of duties within an Executive Board with more than one member.**

- 7.1 The chairperson can determine which duties each member of the Executive Board will be assigned to by means of an allocation of duties. The allocation of duties cannot be in breach of the law, the Articles of Association and these rules of procedure.
- 7.2 Each member of the Executive Board that is in charge of a special duty has the authority to make decisions in the area outlined for that duty, providing that they do so within the clear boundaries that were set by the chairperson.

#### **Article 8. Decision-making in the Executive Board.**

- 8.1 All meetings of the Executive Board will have an agenda. All agenda items will, insofar possible, be drawn up in writing. Before agenda items are put to the vote the meeting will deliberate on them.
- 8.2 The Executive Board will in principle meet at least once per month. Additional meetings can be convoked at all times by the chair of the Executive Board (hereinafter referred to in this article as: the '**chairperson**') or on the request of one of the other members. The chairperson will chair the meeting. In his or her absence the meeting will appoint a chair.
- 8.3 Minutes will be drawn up of all business discussed at the meetings of the Executive Board by a minutes secretary appointed by the chairperson. The minutes are confirmed at the next meeting, and signed by the chairperson and the minutes secretary in evidence thereof.
- 8.4 The chairperson will, prior to an intended decision being put to the vote, assess whether there is a consensus on the intended decision among all the members of the Executive Board present or represented at the meeting, with the added stipulation that a majority of the members has to be present or represented, and that at least the member of the Executive Board that is responsible for the duties that the agenda item in question comes under, has to be present or represented. If there is consensus on the intended decision, the chairperson will put the intended decision to the vote. If there is no consensus on the intended decision, the chairperson will not put the intended decision to the vote. An exception is made if, in the opinion of the chairperson, the decision-making cannot be postponed.
- 8.5 Decisions shall be taken by an absolute majority of votes.
- 8.6 In case of a tied vote, the item will be put on the agenda again for the next meeting, unless the chairperson decides that the decision cannot be postponed. In that case the chairperson's vote will be decisive.
- 8.7 The Executive Board will not make any drastic decisions in the area of a special duty of one of its members, if that member cannot take part in the decision-making process. An exception is made if, in the opinion of the chairperson, the decision-making cannot be postponed.
- 8.8 The members of the Executive Board will always strive to voice the same or a uniform position on fundamental, structural or policy-related subjects, both within and outside the Foundation. All members will furthermore strive to support and/or propagate board decisions and/or positions, both internally and externally, and in general ensure that the Executive Board as a whole has an attitude and aura of good fellowship and professionalism.

#### **Article 9. Relationship between the Supervisory Board and the Executive Board.**

The Supervisory Board will integrally supervise the policy of the Executive Board and will offer both solicited and unsolicited advice to the Executive Board, as further stipulated in the Articles of Association and these rules of procedure.

#### **Article 10. Powers and responsibilities of the Supervisory Board.**

- 10.1 The Supervisory Board checks whether the Executive Board, in making policies and in performing its executive tasks, acts in accordance with the law, the Articles of Association and these rules of procedure, whether the Executive Board keeps in mind the interests of the organisation of the Foundation in relation to the social function of the Foundation, and whether the Executive Board carefully and in a well-balanced manner weighs the interests of all who are involved with the Foundation.

- 10.2 The Supervisory Board ensures that the execution of Executive Board policies matches the set and approved policy plans and policy principles. The Supervisory Board and the Executive Board will, to that effect, agree on benchmarks that are to be used by the Supervisory Board.
- 10.3 The members of the Supervisory Board are expected to (continue to) broaden their interest in the developments in the field of education in general and the purpose of the Foundation in particular and to be socially active.

#### **Article 11. Information provision**

11.1 The Executive Board will, in a timely fashion, provide the Supervisory Board with the information it requires to be able to function adequately. This will normally be in preparation for, or during, the meetings of the Supervisory Board. If there is reason to do so, the Executive Board will provide the Supervisory Board with relevant information at other times.

The Supervisory Board will in any case expect the Executive Board Executive Board to keep it posted on:

- developments in the area of the positioning and strategy of the Foundation;
- arising occasions for formal decisions that require the approval of the Supervisory Board;
- problems and conflicts of some significance in the organisation;
- problems and conflicts of some significance in the relationship with third parties, such as the government and collaboration partners;
- calamities, which were reported to the education inspectorate or the police;
- legal proceedings;
- matters that can be expected to end up in the press.
- the participation regulations that apply to the educational institutions, the annual report of the Joint Participation Council for secondary education and the annual report of the Joint Participation Council for primary education;
- entering into or termination of long-term collaboration agreements with other legal entities and/or institutions;
- the complaints handling regulations that apply to the educational institutions and the annual report of the commission that deals with confidential matters and the complaints commission;
- internal and external quality reports (including inspection reports) that relate to the educational institutions;
- management letters and other reports from external accountants regarding the Foundation or the educational institutions;
- financial obligations that are entered into and that exceed a value of € 100,000;
- taking out of loans;
- accepting of gifts, legacies and testamentary dispositions (such testamentary dispositions will only be accepted under the benefit of inventory);
- matters regarding the accommodation policy of the Foundation, including the use of vacated school buildings or areas in school buildings.

11.2 The Supervisory Board will see to it that the Executive Board regularly reports to the Supervisory Board on:

- the realisation of the social position, the strategy including the corresponding risks and risk-control mechanisms, the quality of the education and the handling of ethical issues;
- its evaluation of internal management systems, including management information provision, in relation to the objective of the Foundation.

The main points from these reports and the discussion thereof will be included in the annual report.

11.3 If the Foundation attracts public attention in any way, the Executive Board will, wherever possible, notify the members of the Supervisory Board of that in advance.

The Executive Board will subsequently send copies of any publications to the Supervisory Board.

## **Article 12. Composition of the Supervisory Board.**

12.1 The Supervisory Board has to be made up in such a way that the Supervisory Board:

- has sufficient affinity with education in general and the objective of the Foundation in particular;
- encompasses broad social commitment and a functional network;
- contains different social backgrounds, expertise and disciplines among its members, which should include, among other things, education, financial-economic, legal, social and business backgrounds.
- can operate critically and independently both internally and in relation to the Executive Board;
- provides adequate advice and sounding board services to the Executive Board.

12.2 The Supervisory Board will draw up a profile of a Supervisory Board member. This profile will include qualities and characteristics that a member of the Supervisory Board is expected to have. The Supervisory Board will for each seat supplement the profile with specific details regarding background, discipline and expertise levels.

12.3 The profile will be sent to the Executive Board, the Joint Participation Council for secondary education and the Joint Participation Council for primary education. The profile will also be published on the Foundation's website.

12.4. The Joint Participation Council for secondary education and the Joint Participation Council for primary education will be given the opportunity by the Supervisory Board to make a binding nomination for a member of the Supervisory Board. The binding nomination must meet the requirements contained in the profile.

12.5 The Supervisory Board will establish a schedule for standing down to prevent reappointments from taking place at the same time. The current schedule is enclosed as Appendix A.

12.6 The chair of the Supervisory Board will be chosen by the Supervisory Board (hereinafter referred to in this article as: the '**chairperson**'). The Supervisory Board will, upon nomination by the chairperson, appoint a vice-chairperson of the Supervisory Board, who will stand in for the chairperson in his or her absence.

12.7 The chairperson will chair the meetings of the Supervisory Board, and will be the first port of call for the Executive Board and any other involved parties wishing to approach the Supervisory Board.

12.8 In case a member of the Supervisory Board anticipates that incompatibility can (appear to) occur or another conflict of interests with the Foundation can arise, the Supervisory Board member in question will notify the chairperson of that. If the chairperson is of the opinion that it is a case of incidental

incompatibility, for which a temporary solution is devisable, the Supervisory Board member in question will collaborate in realising this temporary solution. If the chairperson is of the opinion that it is a situation of lasting incompatibility, the Supervisory Board member in question will make sure this incompatibility is neutralised or will stand down. The chairperson will inform the other members.

- 12.9 The members of the Supervisory Board can receive remuneration and/or reimbursement of expenses incurred for the Foundation. The Executive Board will establish these compensations on the basis of a proposal from the Supervisory Board.

**Article 13. Internal and external consultation and actions of the Supervisory Board.**

- 13.1 Except for (coincidental) contacts at informal gatherings, the Supervisory Board and the individual members of the Supervisory Board will refrain from having direct contacts within and outside the Foundation, insofar as these relate to matters regarding the Foundation or person that are employed by the Foundation. When (a member of) the Supervisory Board is approached by external relations or persons that are employed by the Foundation regarding matters that relate to the Foundation or persons employed by the Foundation, the (member of the) Supervisory Board will refer this person to the Executive Board.
- 13.2 The stipulations from paragraph 1 are only deviated from in very exceptional cases, and only when there are important grounds to do so. There will be prior consultation on that with the Executive Board, or, if this is not possible, the Executive Board will be informed afterwards.
- 13.3 Once a year, the Supervisory Board invites the Principals and Directors to attend part of the meeting of the Supervisory Board with the Executive Board.
- 13.4 The Supervisory Board or a representation thereof will attend a joint meeting of the combined Joint Participation bodies (Joint Participation Council for secondary education and the Joint Participation Council for primary education) with the Executive Board once per year.

**Article 14. Working methods of the Supervisory Board.**

- 14.1 The Supervisory Board will preferably meet at least three times per year, of which at least one meeting is convoked to discuss the annual documents in April, and one meeting is convoked to discuss the annual plan and the accompanying budget for the coming year in October. The management letter of the accountant will be part of this deliberation.
- 14.2 The secretariat of the Supervisory Board will be provided by, or on behalf of, the Executive Board. The Executive Board will also ensure adequate filing of the documents of the Supervisory Board. The archives of the Supervisory Board can at all times be accessed by the members of the Supervisory Board.
- 14.3 The chairperson of the Supervisory Board will act as the communication partner for the Executive Board. The chairperson of the Supervisory Board can decide to have the vice-chairperson or another member of the Supervisory Board accompany him or her.
- 14.4 The Executive Board will insure its liability and that of the Supervisory Board, on the basis of their respective responsibilities and powers.
- 14.5 The members of the Supervisory Board are obliged to maintain full confidentiality regarding the matters that have come to their attention in the exercise of their duties, insofar as that obligation

becomes apparent from the nature of the matter at hand, or has been imposed expressly. This obligation will not end upon termination of the membership of the Supervisory Board.

- 14.6 The members of the Supervisory Board will not make any public statements on the policy and decisions of the Supervisory Board, other than at the request of, and after consultation with, the chairperson of the Supervisory Board. In case the Supervisory Board goes public with any information, this will normally be done through the chairperson of the Supervisory Board.
- 14.7 The members of the Supervisory Board will refrain from direct or indirect participation in contracts that concern the Foundation.
- 14.8 The Supervisory Board will evaluate its working methods once a year in the month of July.

**Article 15. Management charter.**

The Executive Board will regulate the relationship between the Executive Board, the Principals and the Directors in a management charter, which is subject to the approval of the Supervisory Board.

**Article 16. Establishment and modification of the rules of procedure.**

- 16.1 Rules of procedure (or any modifications thereof) are drafted by the Executive Board in consultation with the chairperson of the Supervisory Board, the Joint Participation Council for secondary education and the Joint Participation Council for primary education.
- 16.2 Rules of procedure (or modifications thereof) are established in a joint meeting of the Executive Board and the Supervisory Board.
- 16.3 If the Supervisory Board wishes to amend such rules of procedure, the Executive Board will not withhold its cooperation in an unreasonable manner.

Commencement date: 1 August 2011