

# Regulations of the Supervisory Board and Executive Board

## Stichting Aidsfonds - Soa Aids Netherlands

### 1. Purpose of these regulations

- a. These regulations are based on the Articles of Association (art.11).
- b. The regulations govern the relationship between the Executive Board, the Supervisory Board, the Supervisory Board committees and the Company Secretary, insofar as they are not regulated by Law or the Articles of Association.
- c. The Act and the Articles of Association take precedence over these regulations.

### 2. Board of directors [in addition to articles 4 and 5 of the articles of association]

#### 2.1. Terms of employment

- a. The job description of the members of the Executive Board are determined by the Supervisory Board.
- b. The remuneration of the members of the Executive Board is valued according to the Regulations on the Remuneration of Directors of Charities and is thus WNT2 compliant (Wet Normering Topinkomens).

#### 2.2. Inability ("belet")

- a. In case of "inability", a member of the Executive Board is in office but temporarily unable to govern due to, for example, illness, suspension or otherwise.
- b. In case of illness, the Remuneration Committee fulfils the employer function for the absent Board member in the same way as the organisation fulfils it for other employees.
- c. Should the inability of all members of the Executive Board jeopardise continuity, the appointment of an additional member of the Executive Board is the first option. The appointment decision may stipulate that this appointment is for a fixed period of time, for example for the duration of the inability of the relevant member of the current Executive Board.
- d. If possible, the Executive Board should be given the opportunity to be heard on the appointment of an additional Board member.
- e. The appointment of an additional Board member is coordinated with the Management Team and the Works Council.

#### 2.3 Absence ("ontstentenis")

- a. In case of "absence", no member of the Executive Board remains in office, such as by resignation or death. Absence is regulated by the Articles of Association and these Rules.
- b. For both decision-making and representation purposes, the Supervisory Board is competent in case of absence.
- c. In the absence of the members of the Executive Board, the management task is assumed by the Supervisory Board or one or more persons appointed from or outside its ranks, in accordance with Article 5, paragraph 4 of the Articles of Association. In this situation, the Supervisory Board appoints a temporary director as soon as possible, but within 14 days at the latest, and starts the procedure for appointing a new permanent member of the Executive Board as soon as possible.
- d. If the Executive Board is temporarily replaced by a manager, some of the manager's powers will be transferred elsewhere to comply with the necessary separation of functions and responsibilities. This will be monitored by the Supervisory Board.
- e. The Company Secretary has independent power of signature by proxy up to an amount of EUR 5 million. Employment agreements are excluded from this and can be signed by one of the managers. If an agreement of more than €5 million is to be concluded, the Supervisory Board issues a specific power of attorney in good time.

#### 2.4. Appointment, suspension and dismissal

- a. If a vacancy arises on the Executive Board, the Remuneration Committee prepares a profile based on the job description.
- b. The Supervisory Board adopts the profile after consulting the Works Council and the Management Team. If necessary, the Supervisory Board adapts the profile. The profile is public and can be requested by anyone.

- c. The process of suspending and/or dismissing a member of the Executive Board is coordinated by the Remuneration Committee.
- d. In case of suspension or dismissal, the Supervisory Board and the suspended/dismissed member of the Executive Board shall agree on the (content of the) possible disclosure of the suspension or dismissal.

#### 2.5. Decision-making

- a. The Supervisory Board has authorised the Executive Board to enter into agreements to acquire or dispose of registered property - without prior approval of the Supervisory Board in accordance with Art. 5 paragraph 3f of the Articles of Association - insofar as this arises from the settlement of inheritances, bequests, donations and the like.

#### 2.6. Accountability

- a. The Executive Board shall provide the Supervisory Board in a timely manner with all information necessary for its adequate functioning and shall provide all information requested by the Supervisory Board that it considers necessary for the proper performance of its duties.
- b. Members of the Executive Board provide an annual list of all ancillary positions to the Company Secretary.

### **3. Supervisory Board [in addition to articles of association articles 4, 5, 6 and 7]**

- a. The Chairman of the Supervisory Board is the spokesperson when a public response from the Supervisory Board is required.
- b. The Executive Board is responsible for providing adequate support to the Supervisory Board and assigns this task to the Company Secretary.
- c. The Company Secretary ensures that Supervisory Board documents are always accessible to Supervisory Board members.

#### 3.1. Profile of Supervisory Board members

- a. The profile is public and can be accessed by anyone.
- b. In addition to the Articles of Association and the WBTR (Law on Management and Supervision of Legal Entities), the Supervisory Board, when determining the profile, determines in which cases incompatibility with Supervisory Board membership exists.
- c. The Supervisory Board establishes a profile that results in the Supervisory Board being composed in such a way that:
  - There is sufficient affinity with the objectives of the Foundation;
  - There is sufficient diversity in gender, ethnicity, age and sexual orientation.
  - The members of the Supervisory Board operate independently and critically in relation to each other and the Executive Board;
  - The members of the Supervisory Board work without burden or backing;
  - The Supervisory Board provides adequate advisory and sounding board functions for the Executive Board.
  - One of the members of the Supervisory Board is in charge of the financial portfolio;
  - One member of the Supervisory Board has demonstrable support from networks or organisations of people living with HIV.
- d. As a whole, the Supervisory Board has sufficient expertise in the following areas of focus:
  - International business;
  - Dutch politics/government;
  - Human rights;
  - Public health;
  - Sexual health;
  - Communications/media;
  - Fundraising/marketing;
  - Diversity, gender and inclusion.With regard to lived experience, the Supervisory Board has at least:
  - One member living openly with HIV;
  - One member under 30 years of age at the time of appointment;
  - Two members from the Netherlands;
  - Two members from the regions where the organisation operates.
- e. The Supervisory Board may, temporarily or otherwise, establish specific portfolios where specific requirements are imposed on candidates.

- f. The Supervisory Board shall consult the Executive Board in the case mentioned in point e. If necessary, the Supervisory Board shall adjust the profile.

### 3.2. Appointment, dismissal, suspension and resignation

- a. The Remuneration Committee performs the HR function for the Supervisory Board.
- b. If a vacancy arises on the Supervisory Board, the Supervisory Board adopts the profile in accordance with these regulations and the Articles of Association. In doing so, the Supervisory Board consults the Remuneration Committee, the Works Council and the Executive Board. If necessary, the Supervisory Board adjusts the profile.
- c. The Remuneration Committee is responsible for the recruitment and selection procedure in accordance with the provisions of the Articles of Association and these Regulations.
- d. Recruitment of members for the Supervisory Board is done through an open procedure, which is announced in relevant channels.
- e. A member of the supervisory board shall report any paid or unpaid (ancillary) position to the board secretary. An overview of all main and ancillary positions held by members of the supervisory board shall be included in the annual report.
- f. A member of the Supervisory Board shall resign in the event that:
  - repeated inadequate performance of the member has been noted by the Supervisory Board;
  - there is a structural difference of opinion between the member in question and the other members of the Supervisory Board;
  - there is an incompatibility of interests between the member concerned and the interests of the Foundation, as determined by the Supervisory Board;
  - an incompatibility between the member's position(s) and membership of the Supervisory Board has been established by the Supervisory Board;
  - there is another objectifiable reason.
- g. If the Supervisory Board is of the opinion that one of the above reasons for resignation is present and the relevant member of the Supervisory Board does not resign of his or her own accord, the Supervisory Board shall take a decision to that effect. This decision must be recorded.
- h. Before the Supervisory Board takes the decision to suspend or dismiss a member of the Supervisory Board, the member concerned shall first be given the opportunity to be informed of the Supervisory Board's intention and express his/her/its views on the matter.
- i. When the suspension or dismissal is made public, a line of conduct shall be agreed in advance by the Supervisory Board and the Executive Board. Before the line of conduct is established, the member concerned is consulted.

### 3.3. Meetings/decision-making

- a. The Company Secretary takes minutes of Supervisory Board meetings. In the event of a meeting without the presence of the Company Secretary, the Chairman determines the manner in which the minutes are taken.
- b. The Supervisory Board generally meets four times a year, including at least one meeting to discuss the annual report in the presence of the Foundation's auditor and one meeting to discuss the annual plan and associated budget for the coming year.
- c. In case of a meeting without the presence of the Executive Board, the chairman of the Supervisory Board informs the executive Board in broad terms of what was discussed.
- d. Decisions of the Executive Board, which must be approved by the Supervisory Board, are recorded in writing by the Company Secretary.
- e. The Supervisory Board holds a self-evaluation once a year, during which the relationship between the Supervisory Board and the Executive Board is also discussed. The Supervisory Board may be supported by an external expert for this purpose.

### 3.4. Internal and external consultations

- a. The Supervisory Board consults with the Works Council at least twice a year.
- b. The Supervisory Board meets with the auditor at least once a year.
- c. The Supervisory Board informs the Executive Board in advance of the consultation with the Works Council and/or the auditor referred to under a. and b.
- d. Members of the Supervisory Board have no direct work-related contacts with Foundation employees. A request to do so is submitted to the chairperson of the Executive Board.

Exceptions to this rule are reports by employees to the Supervisory Board on suspicions of integrity violations by (a member of) the Executive Board.

### 3.5. Governance triangle

- a. The Governance Triangle is the consultation of the chairman of the Supervisory Board, the chairman of the Works Council and the chairman of the Executive Board that takes place twice a year.
- b. The meeting of the 'Governance Triangle' has three standard agenda items:
  - Progress towards achieving the goals in the strategy.
  - Status of key processes (ongoing or upcoming).
  - Update on the work of the bodies represented in the Governance Triangle.

## 4. Supervisory Board committees

### 4.1. Composition and representation

The Supervisory Board is required to have an Audit Committee and may decide to establish or dissolve a Remuneration Committee and/or an Impact Committee.

- a. The Committees must consist of at least two members of the Supervisory Board and no more than three members. The Supervisory Board determines the number of members of the Committees.
- b. The member of the Supervisory Board in charge of the financial portfolio is the chairman of the Audit Committee.
- c. The chairman of the Supervisory Board is the chairman of the Remuneration Committee.
- d. The Impact Committee elects a chairperson from among the committee members.
- e. The Executive Board attends committee meetings.
- f. The finance manager/controller attends Audit Committee meetings, the HR team leader attends Remuneration Committee meetings and the Impact officer attends Impact Committee meetings.
- g. The Company Secretary supports the Committees.
- h. The Executive Board ensures that the Committees are adequately supported.

### 4.2. Responsibilities and powers

- a. The Committees are responsible for and authorised to collect any information they need within the scope of their duties.
- b. The Committees report on their discussions and findings to the Supervisory Board.
- c. The Committees have no independent or delegated powers, except in cases expressly stipulated by the Supervisory Board.
- d. In the event of a disagreement between a Commission and the Supervisory Board, the Supervisory Board will decide on the matter.
- e. In the absence of the Remuneration Committee or Impact Committee, the duties are assumed by the Chairman of the Supervisory Board together with a member.

### 4.3. Report

- a. In the annual report, the Board Secretary will report on the composition of the Committees and the main topics on which they have given advice.
- b. The minutes of Committee meetings are sent to the Supervisory Board for information.
- c. At least one member of the committee must attend the Supervisory Board meeting at which the findings of the relevant committee are discussed.

## 5. Audit committee [in addition to articles of association article 8].

### 5.1 Monitoring compliance

The Audit Committee has at least the following tasks:

- a. Oversee the implementation of the external auditor's recommendations.
- b. Monitor developments in relevant laws, regulations, guidelines and codes and ensure timely implementation.

- c. Oversee the development and implementation of procedures for detecting fraud, for a whistle-blowing policy and to enable employees to raise concerns on a confidential basis about possible irregularities in financial reporting, financial control and other matters.
- d. Ensure that appropriate ethics and integrity assurance measures are in place.
- e. Oversee the development and implementation of effective internal risk management and control frameworks and report on these in the financial reports.

#### 5.2. Information and assessment

The Audit Committee has at least the following tasks:

- a. Assess whether annual plan and budget are adequately aligned with the objectives in the multi-year plan.
- b. Assess whether interim reports provide the desired insight.
- c. Assess whether available resources are actually and effectively spent on the intended objectives.
- d. Assess whether available resources are used efficiently to maximise (social) return.
- e. Assess whether there is an appropriate balance between spending on objectives, fundraising and support function costs.
- f. Assess whether deviations between planning and realisation are acceptable and adequately explained.

#### 5.3. Relationship with the external auditor

- a. The Audit Committee annually evaluates the performance of the external auditor in close cooperation with the Executive Board.
- b. The performance of the external auditor is thoroughly assessed every four years and forms the basis for the Supervisory Board's assignment and (re)appointment of the external auditor.
- c. At the Supervisory Board level, the Audit Committee is the first point of contact for the external auditor when it finds serious irregularities in the financial statements or in the execution of financial transactions.

## 6. Remuneration Committee

#### 6.1. Remuneration Committee

- a. The Remuneration Committee performs the employer function for the Executive Board.
- b. The Remuneration Committee performs the HR function for the Supervisory Board.
- c. The Remuneration Committee oversees the HR policy of the Executive Board.

#### 6.2. Employer function for the Executive Board

The Remuneration Committee has at least the following duties:

- a. To evaluate and assess the Executive Board annually in a performance interview based on a self-evaluation on the course of business and results of the previous period and the outcome of a 360° evaluation based on a summary questionnaire. The chairman of the Remuneration Committee reports on the outcome of the interview at the next meeting of the Supervisory Board.
- b. Advising the Supervisory Board when a vacancy arises on the Board.
- c. Draft a proposal to the Supervisory Board for the profile of the Executive Board.
- d. Draft a proposal to the Supervisory Board for selection criteria and the appointment procedure for the Executive Board.
- e. Recruit, select and nominate the members of the Executive Board.

#### 6.3. HR Tasks for the Supervisory Board

The Remuneration Committee has at least the following duties:

- a. Organising the annual self-assessment of the Supervisory Board.
- b. Organising the individual evaluation of a Supervisory Board member before reappointment.
- c. Advising the Supervisory Board in the event of a vacancy or reappointment to the Supervisory Board.
- d. Draft a proposal to the Supervisory Board for the profile of members of the Supervisory Board.
- e. Making a proposal to the Supervisory Board for selection criteria and the appointment procedure for members for the Supervisory Board.
- f. Recruit, select and nominate members of the Supervisory Board.

- g. For the recruitment and selection of a member for the Supervisory Board, the Supervisory Board may decide to supplement the Remuneration Committee temporarily and only for this purpose with one or more members of the Supervisory Board.
- h. Participate on behalf of the Supervisory Board in the selection committee in case of a vacancy in the Executive Board.

#### 6.4. Monitoring the organisation's HR policy

The Remuneration Committee has at least the following duties:

- a. Oversee the development and implementation of strategic HR policies.
- b. Oversee the development and implementation of inclusion and diversity in the organisation.
- c. Assess whether annual HR plans are adequately aligned with the intended objectives in the multi-year plan.
- d. Assess whether the interim reports provide the desired insight.
- e. Assess whether talent development is in line with strategic HR policies.
- f. Assess whether the results of employee satisfaction surveys are in line with the goals of the strategic HR policy.
- g. Assess whether the internal integrity policy complies with the law and national and international codes.

### 7. Impact committee

The Impact Committee has at least the following tasks:

- a. Oversee the development and implementation of projects in relation to the multi-year plan.
- b. Assess whether the activities are sufficiently aligned with the objectives proposed in the multi-year plan.
- c. Assess whether the interim reports on monitoring and evaluation, accountability and learning provide the desired level of insight into our impact.
- d. Assess whether the activities actually and effectively achieve the intended objectives.
- e. Assess whether activities are used efficiently to maximise (social) return on investment.
- f. Assess whether activities are well distributed between achieving objectives, fundraising and support staff costs.
- g. Assess whether any deviations between planning activities and achieving impact are acceptable and adequately explained.

### 8. Management

#### 8.1 Composition and organisation of the management team

- a. The Executive Board determines the size and composition of the management team.
- b. The chairman of the Executive Board chairs the management team and leads the meetings.
- c. The Executive Board consults the management team on proposed decisions. If the position of the management team is not followed, the management team will be informed why the position was not followed.
- d. The Company Secretary will make a short report of the meetings of the management team, including agreements. Also, any decisions taken by the Executive Board at meetings are recorded in a decision list.

#### 8.2 The Management Team is a body that:

- a. Prepares policy development, alignment and planning;
- b. Monitors and identifies daily operations on the basis of periodic reports and with regard to quality within the total organisation;
- c. Contributes to the implementation of the organisational strategy, organisational development and the proper functioning of the organisation.

### 9. Company secretary

- a. The Company Secretary is the employee of the organisation who supports the Executive Board and the Supervisory Board and committees.

- b. The Company Secretary may have direct contact with the Supervisory Board without Executive Board's approval, but always informs the Executive Board of such contact.
- c. If the relationship between the Supervisory Board and the Executive Board so requires, the chairman of the Supervisory Board and the Executive Board make arrangements for the deployment of the Executive Secretary and communicate this in writing to the Executive Secretary.
- d. The Board Secretary has independent signing authority up to an amount of €5 million.

**10. Amendment of regulations [in addition to Statutes 4.5].**

- a. At the annual self-assessment, the Supervisory Board determines whether the Regulations are still adequate. The chairman seeks prior advice from the Executive Board.
- b. These Regulations may be amended by decision of the Supervisory Board. Advice on a proposed amendment shall be sought in advance from the Executive Board.
- c. As soon as there is a change in the Executive Board or management structure, the Regulations must be readopted by a decision of the Supervisory Board. Prior advice on this is sought from the Executive Board.

***Adopted by the Supervisory Board June 17, 2024.***

**Amendment history**

Replaces regulations dated 1 January 2019.

Replacing the rules of procedure dated 1 June 2016

The regulations of 1 January 2013,

Rules of procedure of 22 September 2008,

the Rules of Procedure of May 2004, amended with effect from 28 June 2007, and

The Rules of Procedure of the Audit Committee dated 19 June 2006.