

Annex 3a: RULES AND REGULATIONS FOR THE BOARD OF TRUSTEES OF KNCV TUBERCULOSIS FOUNDATION

Artikel 1. Preamble

- a. Rules and Regulations for the Board of Trustees were adopted by the General Assembly to elucidate and supplement the provisions laid down in the Articles of Association. The current Rules and Regulations for the Board of Trustees were adopted by the general assembly in its meeting of 16 May 2018.
- b. These Rules and Regulations were made available to the Executive Board, the Management Team and the Works Council for perusal.
- c. These Rules and Regulations are linked to the Articles of Association, the Bylaws of KNCV Tuberculosis Foundation and to the Rules and Regulations of the Executive Director and Management Team.
- d. These Rules and Regulations may be supplemented and/or adapted by the General Assembly after consultation with the Board of Trustees and the Executive Director.
- e. These Rules and Regulations were drawn up with due care. In instances where these Rules and Regulations are at variance with the Articles of Association, the Articles of Association will naturally prevail.

Article 2. Objective and tasks of the Board of Trustees

- a. The objective of the Board of Trustees is supervisory governance, including approval and oversight on the overall strategy and direction of KNCV
- b. The Board of Trustees fulfills a – delegated – supervisory role for the General Assembly. The Board of Trustees is accountable to the General Assembly with regard to the supervision conducted.
- c. The supervision by the Board of Trustees comprises:
 - Supervision beforehand (plans submitted for approval);
 - Supervision of the performance of the organization;
 - Supervision afterwards (accountability for adoption).
- d. Furthermore, the Board of Trustees advises the Executive Director as per the Articles of Association.
- e. The Board of Trustees serves as employer for the Executive Director and conducts the annual performance review.

Article 3. Composition of the Board of Trustees

- a. The Board of Trustees of KNCV Tuberculosis Foundation consists of at least five and at most seven members.
- b. Participation in the Board of Trustees is not a principal position for its members.
- c. Any conflict of interest relating to other positions held by the member is to be avoided. This is further described in the Articles of Association.
- d. As advised by the WBTR, BoT members at the start of all BoT meetings are asked to disclose any (perceived) conflict of interest in relation to the agenda of the meeting. In cases deemed necessary, the member(s) will abstain from voting and/or recuse themselves from the deliberations. This is recorded in the minutes of the meeting.
- e. The Board of Trustees of KNCV Tuberculosis Foundation is composed based on the expertise required for effective supervisory governance of the organization and maximize its contribution to the mission.
- f. The following areas of expertise are currently required and assessed:
 - Medical (including TB Prevention and Care) and public health;
 - TB Elimination in the Netherlands;
 - Research;
 - IT and innovation;
 - Funding, allocation of spending, accountability and control;
 - International development cooperation;
 - Strategy, Organization and Management (including Governance and Legal);
 - Fundraising (public and institutional);
 - Fundraising (corporate and private);
- g. Annually (in the self-assessment) the BoT assesses the adequacy of competencies and expertise areas available within the BoT. Specific criteria within the profile adopted for any specific recruitment are set by an ad hoc Nominations Committee and approved by the BoT.
- h. BoT members are offered the opportunity to attend courses in non-profit governance as offered by a.o. Goede Doelen Nederland.

Annex 3a: RULES AND REGULATIONS FOR THE BOARD OF TRUSTEES OF KNCV TUBERCULOSIS FOUNDATION

- i. The BoT ensures diversity and inclusion within its composition, paying attention to diversity dimensions such as gender, as well as professional and geographic (including the global South) perspectives.
- j. Members of the Board of Trustees are appointed for a period of 4 years. Members are eligible for reappointment once (twice as an exception, and solely as needed to ensure continuity).
- k. Appointment, dismissal and terms of appointment are further specified in Article 11 of the Articles of Association.

Article 4. Responsibilities and powers of the Board of Trustees

- a. The Board of Trustees and the General Assembly fulfill the supervisory role for the organization. In any case, the following matters are scrutinized:
 - The achievement of vision, policy, strategies and (long-term) budgets;
 - The creation of an annual plan and the accompanying budget;
 - The allocation of resources to the objective in accordance with the established criteria and procedures;
 - The achievement of the plans for fundraising and the practice of fundraising in general;
 - The application and operation of provisions for controlling the performance of the organization and the identification and management of risks;
 - The financial performance of the organization.
- b. In addition to that which is laid down in accordance with the Articles of Association, the responsibilities of the Board of Trustees include the following:
 - The approval of the strategic long-term plan;
 - The approval of the annual plan and the accompanying budget;
 - The approval of the design of the planning function: the formation of an opinion and a decision on the allocation of resources to programs and activities for the purpose of the mission under the Articles of Association;
 - The approval of the design of the control function: the provisions for controlling the performance of the organization and the management of risks;
 - The approval for concluding contracts to acquire, alienate or encumber property subject to registration.
 - The approval for concluding contracts whereby the association commits itself as surety or joint and several debtor, warrants performance by a third party or provides security of the debt of a third party;
 - The adoption of the annual accounts and the annual report before these are submitted to the General Assembly for approval;
 - The approval of the intention to merge with another legal entity before this is submitted to the General Assembly for approval;
 - The selection of the external auditor, before the appointment by the General Assembly;
 - The approval of other decisions which are significant for the organization from a formal or material perspective and which have not already been included in an adopted annual plan and budget.
- c. Within its supervisory role for the organization, the Board of Trustees has the power to advise the organization on request and unsolicited.
- d. The Board of Trustees has the right and the obligation to request the necessary information from the Executive Director. The Executive Director is obliged to provide the Board of Trustees with the information it needs in order to fulfill its supervisory role. The provision of information from the Executive Director to the Board of Trustees is further described in Article 8 of the Executive Board Regulations.
- e. The Board of Trustees is entitled to inspect all books and documents of the organization and can be assisted by an auditor at the expense of the organization.
- f. At least once a year, a member of the Board of Trustees attends the consultative meeting with the Works Council.

Article 5. Working method of the Board of Trustees

- a. As stipulated in the Articles of Association, the Board of Trustees appoints a Chair and Vice Chair from its members with an absolute majority of votes.
- b. The Board of Trustees is supported by the Board Secretary.

Annex 3a: RULES AND REGULATIONS FOR THE BOARD OF TRUSTEES OF KNCV TUBERCULOSIS FOUNDATION

- c. The Chair and Vice Chair form the agenda committee together, fulfilling a bridging function between the Executive Director and the Board of Trustees.
- d. The agenda committee ensures that the issues for the meeting of the Board of Trustees are promptly put on the agenda. The Board of Trustees can contribute to this individually or collectively.
- e. The Board of Trustees can decide to establish permanent (standing) or temporary committees, which fulfill a defined task and make recommendations to the Board of Trustees. The mandate, composition and working method of the committees are established by the Board of Trustees.
- f. For permanent committees, the mandate, composition and working method of the committees are laid down in regulations or Terms of Reference. The audit committee, technical committee, agenda committee and the remuneration and assessment committee are permanent committees of the Board of Trustees¹.

An ad hoc (time-limited) Nominations Committee is established with 2-3 appointed members for the recruitment of BoT Members when a vacancy arises

Article 6. Meetings of the Board of Trustees

- a. Three to four regular meetings of the Board of Trustees are held each year in the presence of the Executive Director.
- b. The Executive Director and the Agenda Committee draw up the agenda;
- c. The strategic direction of the association at aggregate level is considered and tested by the Board of Trustees at least once a year.
- d. In addition, the Chair can convene additional meetings if s/he deems this necessary. The Board of Trustees can decide not to invite the Executive Board to these meetings.
- e. Decision making in the meeting takes place in accordance with the stipulations of the Articles of Association.
- f. Minutes of the meetings of the Board of Trustees are drawn up by the Board Secretary. These are adopted during the next meeting and subsequently signed by the Chair and the Board Secretary.

Article 7. Reporting and Accountability of the Board of Trustees

- a. During the annual meeting, the Board of Trustees reports to the General Assembly about its supervision.
- b. The Board of Trustees reports on the most important findings of its supervision in the annual report of the association.
- c. At least the Chair and/or the Vice-Chair are present at the General Assembly to account for Board of Trustees supervision.

Article 8. Evaluation of the performance of the Board of Trustees

- a. A self-evaluation of the performance of the Board of Trustees is carried out each year and generally takes place in the absence of the Executive Director. Input is solicited from the executive directors' perspectives.
- b. Every 3 years this self-assessment is supported by an external facilitator.
- c. Minutes are kept of the main conclusions and discussed with the Executive Director.

¹ The Good Governance Code recommends these and the Central Bureau on Fundraising (CBF) requires the existence of a remuneration and assessment committee in the case of employed directors, such as is the case within KNCV Tuberculosis Foundation.