

Regulations for the Supervisory Board of Foundation ‘Stichting Vluchteling’ according to Article 10, section 6 of the Articles of Association of the Foundation

Internal organization

1. The Board shall appoint a chair-person, called President, and a vice-chairperson, called Vice-President, from its midst. The Board may appoint a Secretary.
2. Minutes shall be taken by the Secretary or a minutes secretary, appointed by the Board.
3. The Secretary shall convene a meeting of the Board. He may instruct the Executive Board to do so.
4. The agenda shall be determined by the President and the Secretary, after consulting the Executive Board. Each member may propose to add a subject within a week after reception of the agenda. The Board decides at the start of its meeting on the final agenda.
5. The Board may determine according to Article 10, section 4 of the Articles of Association, that two or three of its members are permanently appointed as Audit Committee, which Committee shall have informative discussions with the Executive Board and other employees involved in financial policy, bookkeeping etc. The Board may establish a regulation for this Audit Committee that may also include the power of attorney to appoint an expert as meant in Article 10, section 3 of the Articles of Association.

Backgrounds and competences to be represented in the Supervisory Board

6. The profile for size and composition of the Board as meant in Article 9, section 3 of the Articles of Association shall be drawn up for the first time within six months after amendment of the Articles of Association and will be biannually scheduled for discussion in the Board.
7. On each of the elements of the backgrounds and competences as mentioned in Articles 9 the profile will elaborate on aspects relevant to the statutory objective of the Foundation.
8. Except for the seat to be filled by IRC, the Foundation shall publicly invite applicants for a vacancy, publicizing both the profile for the Board as such as well as for the vacancy to be fulfilled and the proceedings according to which appointment of a new member of the Board will take place. The timing will be such, that an adequate number of persons may apply.

9. The Board may decide to request the services of a search and selection agency at the expense of the Foundation.
10. The proceedings shall provide for each member of the Supervisory Board to speak with the designated candidate before decision making within the Board shall take place.
11. The retirement scheme as meant in Article 9, section 4 is established according to **exhibit 1**, attached to these Regulations.

Evaluation of the performance of the Board

12. The Board shall once every two year evaluate its own performance. At least once every four years it will do so under the guidance of an external coach, experienced in evaluations of supervisory boards. The self-evaluation will also address the presence and contribution of each member of the Board. The Board may decide to engage for each evaluation an external coach.
13. The performance evaluation shall focus at least on the following subjects: frequency of meetings; adequacy of the information provided for by the Executive Board, relationship with the Executive Board, the actual compliance of the present Board with the profile as meant in Article 9, section 3 of the Articles of Association as elaborated on according to Article 7 of these Regulations.
14. The self-evaluation of the Board will consist of two meetings, one without the presence of the Executive Board and one with the Executive Boards, which meetings may take place consecutively. The Executive Board is invited duly before to make observations in writing. At the second meeting the Executive Board may either make her observation on the performance of the Board or elaborate on observations in writing.
15. Minutes shall be taken. As far as the meeting with the Executive Board is concerned, the draft shall be submitted for remarks.
16. The meeting on evaluation of the performance of the Board shall not be used as a hearing of the Executive Board on a contemplated dismissal as meant in Article 5, section 7 under f of the Articles of Association

Evaluation of the performance of the Executive Board, contract.

17. The Board shall annually evaluate the performance of the Executive Board. To that purpose the Board will discuss the performance of the Executive Board in absence of the Executive Board. Either the full Board or a delegation of the Board shall discuss the performance with the Executive Board.

18. The focus of the evaluation shall be on the Annual Fundraising Program as well as the plans approved of by the Board as meant in Article 6, section 6 of the Articles of Association. Furthermore, shall be addressed the flow of information provided to the Board, the employment policy and the volunteer policy of the Executive Board as well as the relationship between the Foundation and IRC in its relevant aspects.
19. In case the Board is critical towards the Executive Board on specific points, the Executive Board shall be informed duly before the evaluation conversation with the Board will take place.
20. Minutes will be taken by a member of the Board. The draft of the minutes shall be submitted to the Executive Board for approval. Such an approval shall not include any acknowledgment of criticism expressed on the part of the Board.
21. Conversations on evaluation of performance on Board and/or Executive Board shall not be used as a hearing of the Executive Board on a contemplated dismissal of the Executive Board as meant in Article 5, clause 7 under f of the Articles of Association.
22. At least once every two years the Board and the Executive Board will discuss the provisions of the employment contract, both salary and other conditions. If both parties refrain from such a discussion, this shall be established at a meeting of the Board and also duly noted in the minutes of that meeting.

Appointment of an Executive Board

23. The appointment committee as meant in Article 5, section 3 of the Articles of Association may propose to the Board to appoint an executive search bureau to assist the appointment committee.
24. The Foundation shall publicly invite applicants for the vacancy, publicizing both the profile and the proceedings according to which appointment of a new Executive Board will take place. The timing will be such, that an adequate number of persons may apply.
25. The proceedings shall provide for each member of the Board to speak with the designated candidate before decision making within the Board will take place.

Whistle blower policy

26. The Board shall not approve of the outline of the employment policy for employees and the volunteer policy as meant in Article 8, section 1 under g of the Articles of Association if those policies do not include a whistle blower policy.

27. The Board shall appoint one of its members, preferably the President, to be addressed by any employee or volunteer in case the Executive Board may be involved.
28. No outline shall be approved if that does not provide for publication of the whistle blower policy on the website of the Foundation.

Appointment of foundation accountant

29. The Board may at its discretion determine, that prior to approval of appointment of the foundation accountant as meant in Article 8, section 1 under n of the Articles of Association specific proceedings shall be followed by the Executive Board. These proceedings may include a presentation by not more than three candidates to both the Executive Board and the Board or a delegation thereof and establishing a list of criteria according to which the approval may be given.

Publicity

30. These regulations, as well as the profiles meant in the articles 6 jo 7 and 24 shall be made available to the public by placing them on the website of the Foundation.
31. In the report of the Board, to be included in the Annual Accounts of the foundation, compliance with the obligation to self-evaluate the performance of the Board and evaluation of the performance of the Executive Board shall be mentioned. In case the self-evaluation of the Board took place under the guidance of an external councilor this will be mentioned also.
32. The retirement schedule of the Board shall be made available to the public by placing it on the website of the foundation. It will also be included in the annual accounts of the Foundation.