

BOARD RULES
of the
University of the Arts The Hague
with registered office in The Hague
(Article 13, Articles of Association)

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Preamble

The Executive Board and the Supervisory Board are responsible for the structure and application of the University's system of corporate governance and for compliance with the Code of Good Governance of the Netherlands Association of Universities of Applied Sciences (the sector code).

The main principles of the University's corporate governance structure, based in part on the principles laid down in the sector code, are explained in a separate chapter of the annual report. If no major changes have been made in the governance structure compared with the previous reporting year, only the changes are reported. The complete up-to-date governance structure is posted on the University's website.

The explanation of the governance structure explicitly describes the extent to which the provisions of the sector code have been followed and what solutions the University has chosen in those instances where they have not been followed.

Every material change in the University's corporate governance structure and in its compliance with the sector code is submitted for approval by the Supervisory Board as a specific agenda item.

The following definitions apply in these Board Rules:

- Academy Council:
the participation council of the Royal Academy of Art, with the right to advise on the appointment of a director of the Royal Academy of Art;
- Annual Accounts:
the Foundation's balance sheet and statement of income and expenses for a financial year;
- Articles of Association:
the Foundation's Articles of Association, as they read from time to time;
- Board Rules:
rules as referred to in Article 13 of the Articles of Association;
- Conservatoire Council:
the participation council of the Royal Conservatoire, with the right to advise on the appointment of a director of the Royal Conservatoire;
- Executive Board:
the Foundation's executive board;
- Faculty Directors of the Royal Academy of Art and the Royal Conservatoire:
the directors of the University's faculties as referred to in Article 10(2) of the Articles of Association;
- F&C:
the Finance & Control department;
- Foundation:
University of the Arts The Hague, registered in The Hague, to which the Articles of Association and Board Rules apply;
- HR:
the Human Resources department
- Supervisory Board:
The Foundation's supervisory board;
- University:
the institute of higher art education known as the University of the Arts The Hague, which is maintained and operated by the Foundation;
- University Council:
the central participation council, with the right to advise on the appointment of the Executive Board.
- University Management Team:
the chairperson of the Executive Board, together with the directors of the faculties Royal Academy of Art and Royal Conservatoire and the heads of the University's central staff departments;
- written:
contained in a letter, telefax or e-mail, or in a message sent by some other regular means of communication and receivable electronically or in writing, provided the identity of the sender can be determined with sufficient certainty;

Chapter 1. The Executive Board

1.1 Appointment, duties and working methods (Articles 5 and 6, Articles of Association)

- 1.1.1 The Executive Board is appointed by the Supervisory Board and can be suspended or dismissed by the Supervisory Board at any time.
- 1.1.2 The Executive Board is charged with managing the University, which it does by implementing the relevant provisions of the Articles of Association and these Board Rules.
- 1.1.3 The duties of the Executive Board are:
 - a. to achieve the objectives of the University;
 - b. to formulate the strategy and determine the risks attached to the institution's activities;
 - c. to guarantee the structure and effectiveness of the internal risk management and control systems;
 - d. to formulate the quality policy for the entire University;
 - e. to formulate a vision for education and research in the areas of arts and culture and to communicate that vision to artists, art institutions and partners;
 - f. to design the financial reporting process;
 - g. to guarantee compliance with laws and regulations, including the rules relating to funding.
 - h. to formulate the policy on support services for staff and students;
 - i. to directly supervise the University Management Team;
 - j. to formulate the quality development and audit policy;
 - k. to encourage innovation and research;
 - l. to monitor the realisation of objectives and the effects of measures;
 - m. to organise capacity planning;
 - n. to facilitate professional development, training and education;
 - o. to shape cooperation between the University and other academic universities and universities of applied sciences.
- 1.1.4. The Executive Board will be guided in the performance of its duties by the interests of the Foundation and the University and to that end shall take into account the relevant interests of the stakeholders of the Foundation and the University.
- 1.1.5. The chairperson of the Executive Board shall be aware of his/her responsibility, position in society and exemplary role and shall therefore not perform or fail to perform any act if such action or omission could harm the Foundation's interests or reputation. The Executive Board shall also encourage the Foundation's employees to conduct themselves in accordance with this standard.
- 1.1.6. If, in the opinion of the Supervisory Board and after consultation with the Executive Board, the allocation of powers, responsibilities, functions, duties or focus areas within the University calls for amendments to contractual relationships and the terms of appointment and employment laid down therein, due to a change of circumstances or otherwise, the Supervisory Board shall, in close consultation with the Executive Board, ensure that such amendments are made.

1.2 Institutional working plans (Article 7(3)(v) of the Articles of Association)

- 1.2.1 The Executive Board is responsible for drafting, updating and implementing the institutional working plans and investment plans for each of the faculties.
- 1.2.2 The faculty investment plans will be accompanied by a budget for the necessary financing and staffing.
- 1.2.3 The institutional working plans and investment plans must always be submitted to the Supervisory Board for its approval and adoption at the earliest possible opportunity.

1.3 Provision of information (Article 7(2) of the Articles of Association)

1.3.1 The Executive Board shall, on its own initiative or at the request of the Supervisory Board, provide the Supervisory Board in a timely and structured manner - where applicable, in advance – with all information needed for the performance of its supervisory duties, including:

- information that is relevant for the approval or otherwise of decisions of the Executive Board by the Supervisory Board, including information relating to the annual report, the annual accounts, the budget, the institutional working plans and the investment plans;
- information about matters requiring special attention;
- interim financial information, which should in principle be aligned with the prevailing planning and control cycle;
- information relating to the future outlook for the University, including information about the long-term projections for:
 - the trend in enrolments and the number of registered students;
 - the development of the institution's liquidity, profitability, solvency and capital position.
- background information pertinent to the possible development of the University, such as information about market developments, national trends in the development of student numbers, developments in the labour market, etc.;
- information relating to compliance with the standards prescribed by central government and the external regulators;
- information about matters relating to the participation councils;
- information concerning the quality of the operations, in particular with regard to the system of internal quality assurance;
- the agendas and minutes of the meetings of the Executive Board and/or the faculty directors and/or proposals for decisions for which the chairperson of the Supervisory Board requires the approval of the University Council;
- changes in terms of employment, collective redundancies and/or the appointment or dismissal of senior staff members or the heads of the HR and F&C departments, the secretary of the Executive Board and directors, or proposals thereto, having regard to the provisions of the collective agreement.

1.4. Horizontal dialogue

1.4.1 The Executive Board shall have a vision for education and research in arts and culture and of the variety of functions in those fields, and particularly of the autonomous positions of artists in society. The Executive Board shall translate that vision into a mission and policy objectives. The Executive Board shall provide insight into the realisation of the policy objectives and communicate on it with artists, art institutions and partners in the Netherlands and abroad.

1.4.2 The Executive Board shall include the University's vision, mission and policy objectives in the annual report and identify the artists, art institutions and partners to whom it has communicated them.

1.4.3 In the annual report the Executive Board shall provide at least an outline of the parties it has consulted on some or all of the following subjects:

- a. the policy on the programme of courses;
- b. the quality policy;
- c. the admissions policy;
- d. the research policy;
- e. the activities that are organised directly for and in association with social organisations.
- f. social safety;
- g. current policy issues.

1.5 Approval by the Board

1.5.1 Without prejudice to the provisions of Article 6, paragraph 3 of the Articles of Association and Article 1.2, paragraphs 1.2.3 and 1.2.4 of these Rules, the Executive Board requires the prior approval of the Supervisory Board for major decisions, such as:

- the adoption and amendment of the policy relating to the selection of students for courses and the application of a *numerus fixus*;
- the assumption of obligations, including credit agreements that exceed an amount to be determined by the Supervisory Board; the relevant amount will be fixed for three years and then revised if necessary;
- changes to the main organisational structure, including reorganisations;
- a substantial change in the programme of courses;
- making a declaration of bankruptcy and an application for a suspension of payments;
- acquiring participating interests;
- entering into joint ventures.

1.6 Chairperson of the Executive Board (Article 4, Articles of Association)

1.6.1 The Executive Board shall have a chairperson.

1.6.2 The chairperson of the Executive Board is charged with the management of the University of the Arts and his/her duties are:

- to appoint, suspend and dismiss the directors of the Royal Academy of Art and Royal Conservatoire faculties;
- to appoint, suspend and dismiss the University's secretary, heads of central departments and general advisers;
- to convene meetings of the Executive Board and to draft the agendas and minutes of the meetings;
- to provide information to the Supervisory Board;
- to monitor compliance with the Articles of Association and these rules and supervise any amendments to them that may be required;
- to monitor compliance with and identify the need for amendment of decisions of the Supervisory Board, Executive Board and University Management Team;
- to implement the institutional working plans;
- to monitor the effective functioning of the University Management Team.

1.7 Decision-making

1.7.1 Resolutions of the University Management Team on matters concerning the University shall be adopted wherever possible by consensus with the Executive Board and the faculty directors.

1.8 Schedule of meetings

1.8.1 In principle the Executive Board shall meet once a month with the directors of the Royal Academy of Art and the Royal Conservatoire, in the presence of the University's secretary, and otherwise as often as is deemed necessary.

1.8.2 At least once every three weeks the chairperson of the Executive Board shall chair a meeting of the University Management Team, which shall also be attended by directors of the faculties, the heads of the central departments and the University's secretary.

1.9 Representation in law (Article 6, Articles of Association)

1.9.1 The Executive Board shall promptly inform the Supervisory Board of any disputes and/or legal actions to which the University or either of the faculties is a party.

- 1.9.2 If the Supervisory Board so decides, the Executive Board shall delegate the handling of the matter to the Supervisory Board.

1.10 Conflicts of interest

- 1.10.1 Any form or appearance of a conflict of interest between the University and the Executive Board shall be avoided. Resolutions to enter into transactions involving conflicting interests of the Executive Board that are of material significance for the University and/or the Executive Board must be approved by the Supervisory Board.
- 1.10.2 The Executive Board shall promptly report any actual or potential conflict of interest that is of significance for the University to the chairperson of the Supervisory Board and shall provide all relevant information about it, including any information relevant to the situation concerning his/her spouse, registered partner or other life companion, foster child and relative by blood or marriage up to the second degree. The Supervisory Board shall decide whether there is a conflict of interest outside the presence of the Executive Board.
- 1.10.3 The Executive Board shall not take part in the discussion and decision making on any subject or transaction in relation to which the Executive Board has a conflict of interest.
- 1.10.4 Resolutions to enter into a transaction involving conflicts of interest of the Executive Board that are of material significance for the University and/or the Executive Board require the prior approval of the Supervisory Board. Notice of such transactions must be published in the annual report.
- 1.10.5 The acceptance by the Executive Board of a position in the Supervisory Board of another large legal entity must be approved by the Supervisory Board. Ancillary functions must be notified to the Supervisory Board with an indication of the time involved in the activities and the remuneration. Before accepting any other ancillary function, the Executive Board shall consult the chairperson of the Supervisory Board, who may withhold his/her approval.

1.11 Risk management and control system

- 1.11.1 The University has an internal risk management and control system that is tailored to its activities. The instruments of internal risk management and control employed by the University in any case include:
- a. risk analyses of the University's operational and financial objectives;
 - b. a code of integrity, which is posted on the University's website;
 - c. a quality assurance system, which is matched to the statutory requirements for accreditation and the strategic objectives of the University;
 - d. handbooks for the compilation of the financial reports and budgets, as well as the procedures to be followed in drafting them;
 - e. a monitoring and reporting system.
- 1.11.2 The Executive Board shall provide insight into the internal risk management and control systems in the annual report.

1.12 Actions in response to irregularities

- 1.12.1 The Executive Board is responsible for ensuring that employees can report alleged irregularities of a general, operational and financial nature within the University to the chairperson of the Executive Board or to an official designated by him/her without risk to their legal position. Alleged irregularities relating to the performance of the Executive Board shall be reported to the chairperson of the Supervisory Board. The whistleblower's scheme shall in any case be posted on the University's website.
- 1.12.2 The Executive Board is responsible for ensuring that students and staff members are able to report undesirable conduct to an official designated by the Executive Board without risk to their studies or legal position.

The 'Code of Conduct of the University of the Arts The Hague' and the 'Code of Integrity' shall be posted on the University's website.

1.13 Evaluation and guidance for the HR cycle (performance management)

1.13.1 The Executive Board shall discuss its own performance and the relations with the Supervisory Board (or its remuneration committee) at least once a year, and shall adjust its working methods on the basis of that discussion.

The aim of the performance review is to discuss the functioning of the Executive Board in relation to the functioning of the faculty directors and the University Management Team, as well as the collaboration between the Executive Board and the Supervisory Board, and to make agreements on any concrete improvements that are deemed relevant. It is also an opportunity to assess the performance of the Executive Board.

1.13.2 The meeting will be conducted by a delegation from the Supervisory Board, whose chairperson will chair the meeting and arrange for minutes to be taken. The minutes will be distributed to the other members of the Supervisory Board. The Executive Board will sign the minutes as read, whereupon the minutes will be inserted in the personnel file.

The items to be discussed will first be submitted by the Executive Board to the Supervisory Board, which may add its own items for discussion.

Subjects that could be raised include:

- the Executive Board's reflections on the preceding year concerning:
 - its own performance;
 - objectives that have or have not been realised;
- issues requiring attention or improvement, as well as aspects of its performance that are progressing well;
- the Supervisory Board's findings regarding the performance of the Executive Board;
- the quality of internal and external cooperation;
- the collaboration with the faculty directors and heads of central departments;
- mutual consultation and communication;
- the professionalism of management and supervision;
- necessary improvements: concrete agreements;
- terms of employment.

1.14 Prohibitions

1.14.1 The Executive Board shall refrain from:

- a. participating in the supervision or management of legal entities that directly or indirectly collaborate with or might in future collaborate with the University of the Arts, without the prior written consent of the Supervisory Board.
- b. accepting or continuing to perform paid or unpaid ancillary activities without the prior written consent of the Supervisory Board if those ancillary activities, whether or not in conjunction with other paid or unpaid ancillary activities, could involve more than a minimal workload or could otherwise conflict with the Foundation's interests.

1.15 Remuneration of the Executive Board

1.15.1 The explanatory notes to the Annual Accounts shall in any case include information about the amount and the structure of the remuneration of the Executive Board. The Supervisory Board shall determine the remuneration of Executive Board, based on a proposal from the remuneration committee or otherwise, in accordance with the remuneration policy laid down in the Public and Semi-Public Sector Senior Officials (Standard Remuneration) Act (*Wet Normering Topinkomens*).

- 1.15.2 The University shall not provide private loans, guarantees or similar facilities to the Executive Board.
- 1.15.3 The principal elements of the contract of the Executive Board with the University shall be published in the annual report.

Chapter 2.The Supervisory Board

2.1 Duties and working methods

2.1.1 The Supervisory Board is charged with supervising the policy pursued by the Executive Board (see Article 7 of the Articles of Association) and the general course of affairs within the University, and with providing advice to the Executive Board.

The Supervisory Board shall be guided by the interests of the University in the performance of its duties, taking into account the relevant interests of the University's stakeholders.

The Supervisory Board is responsible for the quality of its own performance.

2.1.2 The Supervisory Board has the powers and duties laid down in the Articles of Association (in particular Article 7) and in these Rules. In the event of a conflict between the provisions of the Articles of Association and these Rules, the provisions of the Articles of Association shall prevail.

2.1.3 The supervision exercised by the Supervisory Board over the Executive Board also extends to:

- a. the realisation of the University's objectives;
- b. the strategy and the risks attached to the institution's activities;
- c. the structure and effectiveness of the internal risk management and control systems;
- d. the quality policy;
- e. the vision of education and research in arts and culture, as well as the communication of that vision to artists, art institutions and partners;
- f. the financial reporting process;
- g. compliance with laws and regulations, including the rules relating to funding.

2.1.4 The Supervisory Board may allocate its duties. The Supervisory Board may establish committees and entrust the preparations for the performance of its tasks to these committees. The Board shall determine the mandate of these committees, their working methods and the manner in which they will report to the Board.

The Supervisory Board may request one or more of its members to prepare a specific task of the Board.

2.1.5 A delegated member of the Supervisory Board is a member of the Supervisory Board with a specific task. The delegation cannot extend beyond the tasks of the Supervisory Board itself and shall not encompass the management of the University. The delegated tasks involve more intensive supervision and advice and more frequent consultation with the Executive Board. The delegation is temporary. The delegation may not discharge the Supervisory Board from its powers and duties. The delegated member will remain a member of the Supervisory Board.

2.1.6 A member of the Supervisory Board who is temporarily charged with management duties in the absence of the Executive Board shall resign from the Supervisory Board in order to perform those duties. That person shall not return as a member of the Supervisory Board on termination of the management duties.

2.1.7 At least once a year, the Supervisory Board shall discuss its own performance and that of its individual members and the conclusions to be drawn from that performance without the presence of the Executive Board. The performance of the Supervisory Board shall be reviewed by an external expert at least once every three years. The desired profile and the composition and competence of the Supervisory Board shall also be discussed.

At least once a year, the Supervisory Board shall also discuss the performance of the Executive Board and the conclusions to be drawn from it in the absence of the Executive Board.

2.1.8 The Supervisory Board and its individual members have a personal responsibility to request from the Executive Board and the external accountant any information that the Supervisory Board requires to properly perform its duties as a supervisory body.

2.1.9 In principle, meetings of the Supervisory Board shall be attended by the Executive Board, the faculty directors and, if the agenda so requires, heads of the central departments. The faculty directors shall attend the meetings of the Supervisory Board by reason of their function, and the Supervisory Board is free at any time to hold discussions with the faculty directors without the presence of the Executive Board.

2.2 Independence

2.2.1 The composition of the Supervisory Board shall be such that the members can operate independently and critically in relation to one another, the Executive Board and any other special interest.

2.2.2 A member of the Supervisory Board shall be regarded as independent if none of the following criteria of dependence apply to him. These criteria are that the member of the Supervisory Board or his/her spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:

- a. has been an employee or a member of the Executive Board of the University (including affiliated legal entities) in the five years preceding the appointment;
- b. receives a personal financial remuneration from the University or an affiliated company, other than remuneration that is received for the work performed as a member of the Supervisory Board and insofar as it is not part of the normal course of business;
- c. is a member of the executive board of a company or a large legal entity whose supervisory board members include the chairperson of the University's Executive Board;
- d. works for the Ministry of Education, Culture and Science, the Accreditation Organisation of the Netherlands and Flanders or the Ministry of Agriculture, Nature Management and Fisheries;
- e. owns at least ten percent of the shares in a company affiliated with the University.

2.2.3 The Supervisory Board shall state in the annual report that, in its opinion, the provisions of Article 2.2.1 of these Rules are being complied with.

2.3 Expertise and composition

2.3.1 Every member of the Supervisory Board must be competent to evaluate the main points of the overall policy. Every member of the Supervisory Board shall possess the specific expertise required to perform the duties assigned to him/her in the context of the board's profile. The composition of the Supervisory Board must be such that it can perform its duties properly. A member of the Supervisory Board shall only be reappointed after careful consideration. The aforementioned profile will also be taken into account at the time of a reappointment.

2.3.2 The Supervisory Board shall draw up a profile of its size and composition, having regard to the nature of the University, its activities and the expertise and background required by the members of the Supervisory Board. The profile shall be publicly available and shall in any case be posted on the University's website.

2.3.3 At least one member of the Supervisory Board shall be a 'financial expert', meaning that this person must possess relevant knowledge and experience of financial management in legal entities of a similar size.

2.3.4 The Supervisory Board shall conduct an annual assessment of the aspects in which members of the Board require additional instruction or training during the period of their appointment. The University will facilitate this.

2.3.5 The Supervisory Board shall draw up a retirement schedule designed to prevent a large number of members of the Board standing down at the same time. The retirement schedule shall be published on the University's website.

2.4 Role of the chairperson of the Supervisory Board

- 2.4.1 The chairperson of the Supervisory Board shall:
- a. determine the agenda and chair the meetings of the Board;
 - b. ensure the proper functioning of the Board and any committees;
 - c. provide adequate information to the members of the Board;
 - d. ensure that there is sufficient time to make decisions;
 - e. provide an adequate introduction;
 - f. act as the principal contact person for the Executive Board on behalf of the Supervisory Board;
 - g. initiate the evaluation of the performance of the Supervisory Board and of the Executive Board;
 - h. ensure through observation and enquiries that communication by the Supervisory Board with the Executive Board and the University Council is effective.

The University is responsible for providing adequate support for the chairperson of the Supervisory Board (information, preparing agendas, evaluation, introduction of new members, etc.).

- 2.4.2 The chairperson of the Supervisory Board shall not be a former member of the University's Executive Board.

2.5 Duties and powers of the Supervisory Board in relation to audits

- 2.5.1 Even if an audit committee has been established with the duties and powers set out in the Code of Good Governance of the Netherlands Association of Universities of Applied Sciences, the Supervisory Board shall have the following duties and powers.
- 2.5.2 The Supervisory Board shall in any case exercise supervision of the Executive Board with regard to:
- a. the effectiveness of the internal risk management and control systems, including monitoring compliance with relevant legislation and supervision of the effectiveness of codes of integrity;
 - b. the provision of financial information by the University (budgetary rules, choice of accounting policies, application and assessment of the effects of new rules, projections, work of external accountants, etc.);
 - c. compliance with recommendations and follow-up to observations made by external accountants.
- 2.5.3 The chairperson of the Supervisory Board and the chairperson of the audit committee shall act as the primary contact persons for the external accountant if the latter discovers irregularities in the content of the financial reports.
- 2.5.4 The chairperson of the Supervisory Board shall decide whether, and if so when, the chairperson of the Executive Board, as the person responsible for the University's financial affairs, the external accountant and/or the internal controller will attend a meeting of the Supervisory Board.
- 2.5.5 The Supervisory Board shall meet with the external accountant as often as it considers necessary, but at least once a year, without the presence of the Executive Board.

2.6 Duties and powers of the Supervisory Board in relation to remuneration and selection

- 2.6.1 Unless a remuneration and selection committee has been established with the duties and powers set out in the Code of Good Governance of the Netherlands Association of Universities of Applied Sciences, the Supervisory Board shall have the following duties and powers.
- 2.6.2 The Supervisory Board shall have at least the following duties:
- a. drafting selection criteria and a procedure for the appointment of members of the Supervisory Board and the Executive Board;
 - b. drafting a profile of the Supervisory Board;
 - c. adopting the remuneration policy;
 - d. determining the remuneration of the the Executive Board;
 - e. reporting on the remuneration of the Executive Board.

2.7 Conflicts of interest

- 2.7.1 Any form or appearance of a conflict of interest between the University and members of the Supervisory Board shall be avoided. Resolutions to enter into transactions involving conflicting interests of members of the Supervisory Board that are of material significance for the University and/or the relevant members of the Supervisory Board must be approved by the Supervisory Board. The Supervisory Board is responsible for deciding on how conflicts of interest involving the Executive Board, members of the Supervisory Board and the external accountant shall be dealt with.
- 2.7.2 A member of the Supervisory Board shall promptly report an actual or potential conflict of interest that is of significance for the University and/or for the relevant member of the Supervisory Board to the chairperson of the Supervisory Board and provide all relevant information about it, including any information relevant to the situation concerning his/her spouse, registered partner or other life companion, foster child and relative by blood or marriage up to the second degree. If the chairperson of the Supervisory Board has an actual or potential conflict of interest that is of material significance for the University and/or himself/herself, he/she shall promptly inform the vice-chairperson of the Supervisory Board and provide all relevant information about it, including any information relevant to the situation concerning the chairperson's spouse, registered partner or other life companion, foster child and relative by blood or marriage up to the second degree. The relevant member of the Supervisory Board shall not take part in the deliberations of the Supervisory Board on the question of whether there is a conflict of interest.
- 2.7.3 A member of the Supervisory Board shall not take part in the discussion and the decision on any subject or transaction in relation to which that member has a conflict of interest.
- 2.7.4 Resolutions to enter into a transaction which involve conflicts of interest of members of the Supervisory Board that are of material significance for the University and/or the relevant members of the Supervisory Board require the prior approval of the Supervisory Board.

2.8 Remuneration of the Supervisory Board

- 2.8.1 The members of the Supervisory Board shall receive remuneration unless the joint meeting of the Executive Board and the Supervisory Board decides otherwise. The maximum remuneration is a percentage of the maximum salary for directors as laid down in the Public and Semi-Public Sector Senior Officials (Standard Remuneration) Act, which took effect in January 2013. The remuneration of the chairperson and the members of the Supervisory Board shall not be dependent on the results of the University. The explanatory notes to the Annual Accounts shall include at least the information prescribed by law concerning the size and structure of the remuneration of the individual members of the Supervisory Board.

The University shall not provide any personal loans to or guarantees for the members of the Supervisory Board.

2.9 Reporting

Every year the Supervisory Board shall write a report of its activities during the financial year, which shall include the specific tasks and statements required by these Rules.

In the report or on the website, the Supervisory Board shall provide the following information about each of its members:

- a. gender (the choice is left to the board member);
- b. age;
- c. principal function;
- d. ancillary activities in so far as they are relevant for the performance of the individual's duties as a member of the Supervisory Board, and in any case including any other supervisory duties;
- e. the date of initial appointment;

- f. the current period for which he has been appointed;
- g. membership of key committees of the Supervisory Board as referred to in Articles 2.1.4, 2.5.1 and 2.6.1 of these Rules.

2.10 Participation

2.10.1 The Supervisory Board shall ensure that the University has proper participation arrangements in place through a participation council or a student/staff representative body and one of more study programme committees.

About the University Council

2.10.2 At least once a year a member of the Supervisory Board should be present as observer at a meeting between the Executive Board and the University Council to discuss the general state of affairs.

2.10.3 The Supervisory Board shall confer with the University Council at least twice a year.

2.10.4 The University Council shall be asked beforehand for advice regarding the appointment profile, the appointment, the suspension or dismissal of the chairperson of the Executive Board.

2.10.5 At least two members of the University Council – one student member and one staff member – shall be part of the interview committee for the appointment of a new chairperson of the Executive Board.

2.10.6 If the subject on which the University Council is being consulted is the chairperson of the Executive Board, the Supervisory Board or one of its members, the consultation shall take place outside their presence.

About the study programme committee

2.10.7 The Supervisory Board shall ensure that a study programme committee is set up for each programme or set of programmes with the remit of advising on the promotion and safeguarding of the quality of the programme.

Arrangements are stipulated in the Statutes of the study programme committees at the University of the Arts The Hague.

2.10.8 Half of the members of each study programme committee are enrolled students and half are teachers who teach the relevant programme or principal subject. There are two study programme committees, one for each faculty.

2.10.9 In September of each academic year departmental heads shall in joint consultation propose student members for the study programme committee and, in the event of one or more vacancies, an equal number of teacher members. These committee members are installed in October by the faculty director. The University Council shall be consulted annually to ascertain whether this recruitment method is satisfactory.

2.10.10 For practical reasons matters that require the consent or advice of both the University Council and the study programme committee will be dealt with at a joint meeting.

Chapter 3 The audit of the financial reports and the position of the internal control function and the external accountant.

3.1 Financial reporting

- 3.1.1 The Executive Board is responsible for the quality and completeness of the published financial reports. The Supervisory Board monitors the Executive Board's compliance with this responsibility.
- 3.1.2 The Supervisory Board shall assess how the external accountant is consulted on the content and the publication of financial reports other than the annual accounts.
- 3.1.3 The Executive Board is responsible for drafting and enforcing internal procedures designed to ensure that all important financial information is known to it, so that the timely, complete and accurate internal and external financial reporting can be guaranteed. The Supervisory Board shall monitor the drafting and enforcement of these internal procedures.

3.2 Role, appointment, remuneration and evaluation of the external accountant.

- 3.2.1 The external accountant shall be appointed by the Supervisory Board on the advice of the Executive Board. The awarding of assignments for and the remuneration for the performance of non-audit activities by the external accountant must be approved by the Supervisory Board, after consultation with the Executive Board.
- 3.2.2 The external accountant may be questioned by the Supervisory Board concerning its statement on the accuracy of the annual accounts.
- 3.2.3 The Executive Board and the audit committee shall report annually to the Supervisory Board concerning the developments in the relationship with the external accountant, with particular attention to its independence (including the desirability of rotation of the partners within a firm of external accountants responsible for performing the audit and for performing non-audit activities for the University). The Supervisory Board shall appoint an external accountant partly on the basis of these reports.
- 3.2.4 At least once every four years, the Executive Board and the audit committee shall conduct a thorough evaluation of the performance of the external accountant in the various entities and capacities in which it functions. The evaluation shall be discussed by the Supervisory Board, which will report its main findings in the University's annual report.

3.3 Internal control function

- 3.3.1 The internal accountant, or controller, who can play an important role in assessing and testing internal risk management and control systems, falls under the responsibility of the Executive Board. If a University of applied sciences has no internal accountant or controller, this principle and the rules based upon it apply mutatis mutandis to the individual responsible for the University's financial management.
- 3.3.2 The external accountant and the audit committee shall be consulted in the drafting of the work plan for the internal accountant. They will also be informed of the findings of the internal accountant or controller.

3. 4 Relationship of and communication by the external accountant with the University's bodies

- 3.4.1 The external accountant shall attend at least the meetings of the Supervisory Board at which decisions are to be made about the adoption of the periodic external reports. The external accountant shall

report the findings concerning the audit of the external reports simultaneously to the Executive Board and the Supervisory Board.

- 3.4.2 The external accountant shall attend at least the meetings of the Supervisory Board at which the reports of the external accountant concerning the audit of the annual accounts are discussed and decisions are made on the approval or adoption of the annual accounts.
- The external accountant shall receive the financial information on which the adoption of the interim financial reports and other interim financial statements is based and shall have an opportunity to give a reaction to the information.
- 3.4.3 The report of the external accountant pursuant to Article 2:393, paragraph 4 of the Dutch Civil Code shall contain the information that the external accountant wishes to bring to the attention of the Executive Board and the Supervisory Board with regard to the audit of the annual accounts and the related audits. That report shall cover at least the following subjects:
- a. findings from the audit, such as the independence of the external accountant, issues to be discussed with the Executive Board and an overview of non-adjusted corrections;
 - b. an analysis of the financial data, such as the development of the capital, liquidity and profitability and the effects of non-recurring items, estimates and the basis of the projections;
 - c. the effectiveness of the control and risk management system and possible improvements to it.
 - d. the reliability of the internal computerised data-processing systems.

3.5 Marketing activities of universities of applied sciences

- 3.5.1 The University may undertake activities that are not publicly funded. The Executive Board is responsible for ensuring that these activities fall within the scope of the University's mission and are not in conflict with the publicly financed activities.
- 3.5.2 The Executive Board shall take measures to ensure that only marketing activities that are appropriate to the mission are undertaken and report on how this is guaranteed in the annual report.
- 3.5.3 The Executive Board is responsible for the transparent allocation of the costs of marketing activities and shall report in the annual report on the principles for the allocation and the results.

Chapter 4. Directors of the Royal Academy of Art and the Royal Conservatoire

4.1 Appointment, duties and working methods

4.1.1. The directors of the Royal Academy of Art and the Royal Conservatoire faculties are appointed, suspended and dismissed by the Executive Board, following explicit consultation with and approval by the Supervisory Board.

The Academy Council and the Conservatoire Council have the right to advise on the job profile, appointment, suspension and dismissal of the directors of the Royal Academy of Art and the Royal Conservatoire faculties respectively, and shall be represented by at least two members on the selection committee for the appointment of the relevant faculty director.

4.2. Schedule of meetings

4.2.1 In principle, the Executive Board shall meet with the directors of the Royal Academy of Art and the Royal Conservatoire and in the presence of the University's secretary once a month, and otherwise as often as considered desirable.

4.3. Evaluation

4.3.1 The Executive Board shall evaluate the performance of the faculty directors every year and inform the Supervisory Board of the findings and conclusions from the evaluation.

Chapter 5. The University Management Team

5.1 Appointment, duties and working methods

- 5.1.1. The University's secretary and the heads of the central staff departments, the information officer and the diversity & inclusion officer(s) are appointed, suspended and dismissed by the Executive Board; in the case of the University's secretary and the controller/head of F&C, following explicit consultation with and approval by the faculty directors and the Supervisory Board.
- 5.1.2. The Executive Board, faculty directors and heads of central departments together form the University Management Team.

5.2. Schedule of meetings

- 5.2.1 The University Management Team shall meet at least once every three weeks. The meeting shall be chaired by the chairperson of the Executive Board and shall be attended by the directors of the Royal Academy of Art and of the Royal Conservatoire, the heads of central departments and the University's secretary.

Decide to approve these rules and to determine that these rules will take effect, after having been approved by the University Council on 3rd October 2022, on the date of their signing by the chairperson of the Supervisory Board on behalf of the Supervisory Board.

The Supervisory Board,
for which:

Dr. M.S. Menéndez
(chairperson)