

# Framework for the Board of Governors

## Tasks and methods

The Board of Governors supervises the Executive Board and the directors of the Royal Academy of Arts and the Royal Conservatoire in The Hague. The Board of Governors also serves as a sounding board and advisor. The Board of Governors does so impartially and solely in the interests of the University of the Arts The Hague, and all those involved. Greatest priority is attached to the quality of the education provided.

The supervisory framework is determined by the Act on higher education and scientific research, the articles of association of the University of the Arts The Hague and the Sector code of governance for universities of applied science insofar as this has been adopted by the University. Appendix 1 specifies the decisions that the Board of Governors may or must approve respectively.

The supervisory role is carried out by the Board of Governors as a whole; the role of sounding board and advisor is carried out by the Board of Governors as a whole but also by individual members.

The Board of Governors has an audit committee and a committee for remuneration of the members of the Executive Board and the role of employer. Each with its own regulation (appendix 3). Further areas of attention are identified on which individual members prepare the discussion and decision-making of the Board of Governors. This applies to the areas: education, new construction work & major maintenance, the Vereniging van Toezichthouders van Hogescholen (VTH) and participation. The member of the Board of Governors with the portfolio on participation as a specific area of attention is also the first point of contact for any complaints from the organisation relating to members of the Executive Board ([mail@charlottehuygens.nl](mailto:mail@charlottehuygens.nl)). The structuring in specific areas of attention results in the Board of Governors' decision-making being as adequate as possible and doesn't take anything away from the collective responsibility of the Board of Governors.

The Board of Governors periodically draws up a schedule of the themes that automatically crop up in a biennial cycle of meetings (appendix 2). Subjects that form the core for the Board of Governors are:

- composition and quality of the Executive Board;
- strategy formulation by the Executive Board;
- continuity in terms of quality, social relevance and financial health; and
- periodic risk analysis drawn up by the Executive Board.

It goes without saying that the Board of Governors also responds to events and circumstances that arise and require the Board's attention. The oversight and the involvement of the Board of Governors will be accordingly less or more intensive.

The Board of Governors meets in accordance with a fixed schedule at least five times a year. The members of the Executive Board in principle attend the meetings. Interim meetings and consultations take place as the subject requires. The chairman of the Board of Governors has more frequent contact with the chairman and the vice-chairman of the Executive Board.

## Secretariat

The Board of Governors is assisted in its work by its own independent secretary who at the same time is the secretary to the Executive Board.

## Sources of information

The Board of Governors makes every effort, with the help of the Executive Board, to narrow the gap in its natural backlog of knowledge in relation to the Executive Board so as to properly fulfil its role as supervisor.

The primary source of information for the Board of Governors is the Executive Board which on request and at its own initiative provides the necessary information, periodically and incidentally and in good time.

In assessing financial matters (the annual statement, legality and effectiveness of expenditure) the external accountant plays a crucial role for the Board of Governors. The budget and the interim reports on the trend in the most recent figures in relation to the budget and multi-year forecasts are discussed by the Board of Governors in the presence of the head of finance.

The Board of Governors has a periodical meeting with senior staff and representatives of middle management of both faculties, at which the Executive Board is absent if necessary.

The central participation council and the faculty councils are also a useful source of information. A representation of the Board of Governors attends meetings of the central participation council at fairly regular intervals. Besides the collective Board of Governors has an annual meeting with the Central Participation Council.

In assessing the quality of the education a major role is played by the preparations for and results of the accreditations and visitations. Success rates and final year exams are annually discussed. Members of the Board of Governors visit expositions, attend performances, doctorate ceremonies and other events at the Royal Academy of Art, the Royal Conservatoire and the Academy of Creative and Performing Arts (ACPA). Reports of the professional field committees and the results of the satisfaction surveys among staff and students are placed on the agenda. Senior teachers and senior members of staff are invited to the theme meeting (see appendix 2) to prepare talks and to participate in the exchange of ideas that arises.

Another source of information for the Board of Governors is the Association of Supervisors of Universities of Applied Science of which the board is a member.

## Accountability

The Board of Governors draws up an annual written report of its activities and publishes this to account for its work for those interested.

## Remuneration

The members of the Board of Governors receive an annual fee of € 3,800. Any travelling expenses are refunded.

## To close

Within this framework the Board of Governors and its members endeavour to be of service to the directors, teachers and other members of staff at the University of the Arts The Hague, its faculties and other ranks.

Thus revised and agreed by the Board of Governors  
dated 10 December 2018

*Appendix 1 Powers of the Board of Governors*  
*Appendix 2 Meeting schedule*  
*Appendix 3 Remuneration committee rules*  
*Audit committee rules*

## Appendix 1

### Powers of the Board of Governors

The powers of the Board of Governors are laid down for one thing in the Act on Higher Education and Scientific Research, the articles of association and the board rules. Excerpts from these are included in this appendix. The full documents can be consulted at [www.hogeschoolderkunsten.nl](http://www.hogeschoolderkunsten.nl) under the heading 'Governance and supervision'.

From artikel 10.3d para. 2 the Act on Higher Education and Scientific Research

The Board of Governors is responsible inter alia for the following:

- a. appointing, suspending, dismissing and determining the remuneration of the members of the Executive Board;
- b. approving the Board and Management Rules;
- c. approving the budget, the annual accounts, the annual report, the strategic plan;
- d. if applicable, approving of the common rules referred to in Article 8.1 of the Higher Education and Scientific Research Act;
- e. monitoring compliance by the Executive Board with statutory obligations and dealing with the Sector Code;
- f. overseeing the lawful acquisition and the efficient and legitimate purpose and use of the resources of the university obtained from central government funding;
- g. appointing an auditor;
- h. overseeing the design of the system of quality assurance;
- i. accounting annually for the performance of the tasks and the exercise of the above powers in the University's annual report.

From article 7 of the Articles of Association of the University of the Arts The Hague

3. The Board of Governors is authorised or has the responsibility of:
  - a. determining the number of members of the Executive Board;
  - b. determining the number of members of the Board of Governors;
  - c. appointing, suspending and dismissing members of the Board of Government;
  - d. appointing and dismissing members of the Board of Governors;
  - e. deciding that a member of the Executive Board is not given a permanent appointment;
  - f. determining the conditions of employment of every member of the Executive Board;
  - g. drawing up a retirement schedule for Board of Governors members;
  - h. appointing a chairman and a vice-chairman of the Executive Board;
  - i. electing from its midst a chairman and vice-chairman;
  - j. granting or withholding its approval for acts referred to in article 6 paragraph 3;
  - k. appointing faculty directors from the members of the Executive Board;
  - l. setting up and disbanding advisory committees as referred to in article 12 and describing the tasks and regulating the powers of such advisory committees;
  - m. granting or withdrawing approval of regulations referred to in article 13 and the amendments to those regulations;
  - n. executing the further tasks and powers described in the regulations referred to in article 13;
  - o. granting or withholding approval of the budget referred to in article 15, paragraph 2 and deviations from this;
  - p. appointing a *register* accountant;
  - q. approving the annual report and the annual accounts and ensuring that these articles of association are despatched to the Minister referred to in article 15, paragraph 3;
  - r. amending the articles of association;
  - s. disincorporating the university;
  - t. winding up the university after the disincorporation or appointing executors;
  - u. taking the decisions referred to in article 19;
  - v. granting or withholding approval of the institutional plan drawn up by the Executive Board;
  - w. giving instructions and guidelines to the Executive Board with reference to personnel policy and management;
  - x. Granting or withholding the approval of proposals of the Executive Board relating to conditions of employment and a multi-year personnel plan drawn up by the Executive Board.

Article 1.5 from the Board rules of the University of the Arts The Hague

The Executive Board needs prior approval of the Board of Governors for taking far-reaching decisions such as:

- deciding on and amending policy regarding the selection of students for training programmes and the application of a numerous clauses;
- entering into commitments, including loan agreements which exceed an amount to be decided by the Board of Governors; the amount is determined once and is amended after three years if necessary;
- changing the main outlines of the organisational structure, including reorganisations;
- substantially changing the educational programmes offered;
- applying for bankruptcy and suspension of payments;
- making acquisitions;
- Entering into joint ventures.

## Appendix 2

### Meeting schedule

To ensure that the main subjects are systematically placed on the agenda the Board of Governors has drawn up a biennial meeting schedule in close consultation with the Executive Board which includes the relevant points of attention. The cycle is part of the framework for the Board of Governors.

The table below lists the content of the theme meetings. A senior teacher and member of staff at the university invited give a talk on each subject and take part in the ensuing exchange of ideas. During these theme meetings recurring items will be also put on the agenda such as announcements by the Executive Board, accommodation, interim financial reports, governance and recent matters.

The June and December meetings are entirely devoted to the annual report and budget respectively. In June the Board of Governors and the Executive Board reflect on strategic issues on the basis of an open agenda.

	Calendar year 2019	Calendar year 2020
February	1. Choose from <ul style="list-style-type: none"> <li>- internationalisation</li> <li>- accommodation and safety &amp; security</li> <li>- communication, fund-raising, alumni policy</li> </ul>	1. Royal Academy of Art, Design and the master programmes
April	2. Royal Conservatoire, Performing Music Departments	2. Royal Conservatoire, Creative departments, Dance training
June	* Annual report + accountant including P&O, staff satisfaction survey, participation, governance, accountant review  * Open agenda about strategic issues	* Annual report + accountant including P&O, staff satisfaction survey, participation, governance, accountant review  * Open agenda about strategic issues
October	3. Choose from <ul style="list-style-type: none"> <li>- Quality assurance, testing and exams, excellence, selection and success rates, professional field committees, student satisfaction survey, visitations and accreditations and follow-up</li> <li>- Interfaculty School for Young Talent/preliminary tracks/ educational departments</li> </ul> Keypoints of the Budget	3. Choose from <ul style="list-style-type: none"> <li>- Research, lectorates and Academy of Creative and Performing Arts</li> <li>- Royal Academy of Art: Autonomous Visual Arts and interfaculty ArtScience</li> </ul> Keypoints of the Budget
December	* Budget, strategy for continuity, Standardisation of Top Incomes Act, risk analysis, evaluation Executive Board/Board of Governors	* Budget, strategy for continuity, Standardisation of Top Incomes Act, risk analysis, evaluation Executive Board/Board of Governors

## Appendix 3

### Remuneration committee rules

#### **Article 1      Role**

- 1 The Remuneration committee (to be referred to further as the committee) is a committee of the Board of Governors set up by the Board of Governors.
- 2 The committee makes proposals to the Board of Governors about the form to be taken by the Board of Governors' role as employer, including the appointment, remuneration and other terms of employment of the Executive Board.
- 3 The committee's task is to prepare the decision-making of the Board of Governors.

#### **Article 2      Authorisations**

- 1 The Board of Governors authorises the committee within its remit, which may never extend beyond the powers that can be exercised by the Board of Governors as a whole, to gather any form of information from any employee and/or external parties.

#### **Article 3      Composition**

- 1 The committee comprises at least two members of the Board of Governors.
- 2 The members of the committee should be capable of making a valuable contribution to the meeting.
- 3 The chair and members of the committee are appointed by the Board of Governors for a period of four years or as long as the remaining duration of membership of the Board of Governors, also in the case of the statutorily permitted re-appointment for a period of a maximum of one year. The chair and members may be re-appointed once.

#### **Article 4      Procedure**

- 1 The committee meets at least twice a year to prepare the decision-making of the Board of Governors.
- 2 The committee has the following tasks:
  - a. to conduct annual performance interviews with the member of the board:
    - to prepare the performance interviews with the board members the committee gathers information from the plenary Board of Governors and from a number of key figures at the University of the Arts to be designated by the Executive Board.
    - a report is made of the interviews with the board members. Each board member receives a copy and is given the opportunity of making remarks /additional comments;
    - the committee reports about the performance interviews to the Board of Governors;
  - b. to make proposals annually to the Board of Governors regarding the policy on the remuneration of the Executive Board members, in relation to the current legislation on the normalization of top incomes [Wet Normering Topinkomens], which includes in any event:
    - I. the remuneration structure and
    - II. the amount of the fixed remuneration, the variable remuneration components to be awarded, pension entitlements, redundancy schemes and others reimbursements, and, if there is reason to do, the making of proposals to amend or add to the remuneration of individual members of the Executive Board.
  - c. the assessment of the size and composition of the Executive Board and if need be the making of proposals to the Board of Governors;
  - d. providing advice in the field of long-term planning regarding the successors of the members of the Executive Board;
  - e. in the event of vacancies on the Executive Board the making of proposals to the Board of Governors about selection criteria and the appointment procedures for recruiting and selecting board members.
3. The committee is responsible for an annual account of its activities in the University of the Arts' board report.

*Thus agreed by the Board of Governors on 10 December 2018*

## Audit committee rules

### **Article 1      Role**

- 4 The Audit committee (to be referred to further as the committee) is a committee of the Board of Governors set up by the Board of Governors.
- 5 The chair of the Audit committee is not the chair of the Board of Governors.
- 6 The committee supervises the policy of the Executive Board regarding financial matters. This includes (but not exhaustively) supervision of internal risk management and control systems, compliance with rules and regulations and codes of conduct, the acquisition and provision of information and contact with and supervision of the internal and external accountants services.
- 7 The committee's task is to prepare the decision-making of the Board of Governors.

### **Article 2      Authorisations**

- 1 The Board of Governors authorises the committee within its remit, which may never extend beyond the powers that can be exercised by the Board of Governors as a whole:
  - to gather any form of information from any employee and/or external parties;
  - to gather external legal advice and/or other professional advice;
  - to ensure, if there is a need for this, that officials of the University of the Arts are available for the purpose of gathering information.

### **Article 3      Composition**

- 2 The committee comprises at least two members of the Board of Governors.
- 3 There is at least one expert on the committee that means a person with relevant knowledge and experience in the field of financial matters and reporting.
- 4 The committee may recruit an external member to the committee for considerations of expertise.
- 4 The members of the committee should be capable of making a valuable contribution to the meeting.
- 5 The chair and members of the committee are appointed by the Board of Governors for a period of four years or as long as the remaining duration of membership of the Board of Governors, also in the case of the statutorily permitted re-appointment for a period of a maximum of one year. The chair and members may be re-appointed once.
- 6 The secretary of the committee is the official secretary of the Board of Governors.

### **Article 4      Procedure**

- 1 The committee meets at least twice a year to prepare the decision-making of the Board of Governors.
- 2 The committee decides whether the Executive Board and the controller will be present at the meeting of the committee.
- 3 The committee may invite anyone it deems necessary to be present at the meeting.
- 4 The meeting is chaired by the chairperson of the committee.
- 5 The committee meets in accordance with a schedule agreed beforehand. An example is included in these rules.
- 6 The secretary to the committee draws up the agenda of each meeting in consultation with the chairperson of the committee. The agenda is agreed at the meeting.
- 7 The secretary to the committee ensures that minutes are drawn up as soon as possible but two weeks after the meeting at the latest.
- 8 The minutes, as referred to in the preceding paragraph of this Article, are approved at the subsequent meeting of the committee.
- 9 The Board of Governors is sent a copy of the minutes of the meeting of the committee.

*Thus agreed by the Board of Governors on 10 December 2018*