

Framework for the Supervisory Board

Tasks and methods

The Supervisory Board supervises the Executive Board. The Supervisory Board also serves as a sounding board and advisor to the Executive Board. The Supervisory Board 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 Supervisory Board may or must approve respectively.

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

The Supervisory Board has an audit committee, a committee for remuneration of the members of the Executive Board and the role of employer and a committee for education and research. 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 Supervisory Board. This applies to the areas: new construction work & major maintenance, the Vereniging van Toezichthouders van Hogescholen (VTH) and participation. The member of the Supervisory Board 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 (via cvb@hdkdenhaag.nl). The structuring in specific areas of attention results in the Supervisory Board' decision-making being as adequate as possible and doesn't take anything away from the collective responsibility of the Supervisory Board.

The Supervisory Board 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 Supervisory Board 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 Supervisory Board also responds to events and circumstances that arise and require the Board's attention. The oversight and the involvement of the Supervisory Board will be accordingly less or more intensive.

The Supervisory Board 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 Supervisory Board has more frequent contact with the chairman and the vice-chairman of the Executive Board.

Secretariat

The Supervisory Board 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 Supervisory Board 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 Supervisory Board 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 Supervisory Board. 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 Supervisory Board in the presence of the head of finance.

The Supervisory Board 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 Supervisory Board attends meetings of the central participation council at fairly regular intervals. Besides the collective Supervisory Board 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 Supervisory Board 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 Supervisory Board is the Association of Supervisors of Universities of Applied Science of which the board is a member.

Accountability

The Supervisory Board 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 Supervisory Board receive an annual fee of € 7.500 (in 2022). Any travelling expenses are refunded.

To close

Within this framework the Supervisory Board 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 Supervisory Board
dated 12 October 2021

<i>Appendix 1</i>	<i>Powers of the Supervisory Board</i>
<i>Appendix 2</i>	<i>Meeting schedule</i>
<i>Appendix 3</i>	<i>Remuneration Committee rules</i>
	<i>Audit Committee rules</i>
	<i>Education and Research Committee rules</i>

Appendix 1

Powers of the Supervisory Board

The powers of the Supervisory Board 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 under the heading 'Governance and supervision'.

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

The Supervisory Board 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. Supervisory Board shall have the following powers and duties:

- a. to determine the number of members of the Executive Board;
- b. to determine the number of members of the Supervisory Board;
- c. to appoint, suspend and dismiss members of the Executive Board;
- d. to appoint and dismiss members of the Supervisory Board;
- e. to decide that a member of the Executive Board will not be appointed for an indefinite period of time;
- f. to determine the terms of employment of every member of the Executive Board;
- g. to prepare a retirement schedule for the Supervisory Board;
- h. to appoint a chairperson of the Executive Board;
- i. to elect a chairperson and one or more vice-chairpersons from among its members;
- j. to grant or withhold its approval of any of the acts referred to Article 6(3);
- k. to grant or withhold its approval of the appointment, suspension or dismissal by the Executive Board of the faculty principals of the Royal Academy of Art (KABK) and the Royal Conservatoire (KC), and to grant or withhold its approval of the appointment, suspension or dismissal by the Executive Board of the secretary of the University of the Arts The Hague (HdK) and the controller;
- l. to set up and dissolve the advisory committees referred to in Article 12 and to describe their duties and regulate their powers;
- m. to grant or withhold its approval of the byelaws referred to in Article 13 and any amendments therein;
- n. to perform any further duties and to exercise any further powers set out in the byelaws referred to in Article 13;
- o. to grant or withhold approval for the budget referred to in Article 15(2) and any variations therein;
- p. to appoint a chartered accountant ("*registeraccountant*");
- q. to adopt the annual report and Annual Accounts and to ensure that these Articles of Association are sent to the Minister referred to in Article 15(3);
- r. to amend the Articles of Association;
- s. to dissolve the Foundation;

- t. to liquidate the Foundation after its dissolution or to appoint liquidators;
- u. to pass the resolutions referred to in Article 19;
- v. to grant or withhold approval for the University's long-term institutional working plan prepared by the Executive Board;
- w. to give instructions and issue guidelines to the Executive Board regarding staff policies and staff management;
- x. to grant or withhold approval for Executive Board proposals relating to terms of employment and for a multi-annual staff plan prepared 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 Supervisory Board 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 Supervisory Board; 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;
- acquiring participating interests;
- entering into joint ventures.

Appendix 2

Meeting schedule

To ensure that the main subjects are systematically placed on the agenda the Supervisory Board 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 Supervisory Board.

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 Supervisory Board and the Executive Board reflect on strategic issues on the basis of an open agenda.

	Calendar year A	Calendar year B
February	1. Choose from <ul style="list-style-type: none"> - internationalisation - accommodation and safety & security - communication, fund-raising, alumni policy 	1. Royal Academy of Art, Design and the master programmes
April	2. Royal Conservatoire, Performing Music Departments	1. 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"> - Quality assurance, testing and exams, excellence, selection and success rates, professional field committees, student satisfaction survey, visitations and accreditations and follow-up - Interfaculty School for Young Talent/preliminary tracks/ educational departments Keypoints of the Budget	3. Choose from <ul style="list-style-type: none"> - Research, lectorates and Academy of Creative and Performing Arts - Royal Academy of Art: Autonomous Visual Arts and interfaculty ArtScience Keypoints of the Budget
December	* Budget, strategy for continuity, Standardisation of Top Incomes Act, risk analysis, evaluation Executive Board/Supervisory Board	* Budget, strategy for continuity, Standardisation of Top Incomes Act, risk analysis, evaluation Executive Board/Supervisory Board

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 Supervisory Board set up by the Supervisory Board.
- 2 The committee makes proposals to the Supervisory Board about the form to be taken by the Supervisory Board' 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 Supervisory Board.

Article 2 Authorisations

- 1 The Supervisory Board authorises the committee within its remit, which may never extend beyond the powers that can be exercised by the Supervisory Board 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 Supervisory Board.
- 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 Supervisory Board for a period of four years or as long as the remaining duration of membership of the Supervisory Board, 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 four times a year to prepare the decision-making of the Supervisory Board and a report of these shall be submitted to the Supervisory Board.
- 2 The committee has the following tasks:
 - a. giving annual substance to the HR interview cycle (Performance Management) with the Executive Board:
 - setting objectives and priorities in the planning interview;
 - interim evaluation of the results and adjusting priorities where necessary;
 - final evaluation of the results and start of the next interview cycle;
 - in preparation for talks with members of the Supervisory Board, the committee obtains information from the entire Supervisory Board and from a number of key figures within the University of the Arts;
 - a written report is made of the HR interview cycle, of which the relevant member receives a copy with the opportunity to make comments/additions;the committee reports on the HR interview cycle to the Supervisory Board;
 - b. to make proposals annually to the Supervisory Board 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, which, including the remuneration components, pension rights, severance pay and other allowances to be awarded, never exceeds the maximum of the relevant remuneration grade;
 - c. the assessment of the size and composition of the Executive Board and if need be the making of proposals to the Supervisory Board;
 - 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 Supervisory Board 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 Supervisory Board on 13 May 2022

Audit Committee rules

Article 1 Role

- 4 The Audit committee (to be referred to further as the committee) is a committee of the Supervisory Board set up by the Supervisory Board.
- 5 The chair of the Audit committee is not the chair of the Supervisory Board.
- 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 Supervisory Board.

Article 2 Authorisations

- 1 The Supervisory Board authorises the committee within its remit, which may never extend beyond the powers that can be exercised by the Supervisory Board 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 Supervisory Board.
- 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 Supervisory Board for a period of four years or as long as the remaining duration of membership of the Supervisory Board, 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 Supervisory Board.

Article 4 Procedure

- 1 The committee meets at least twice a year to prepare the decision-making of the Supervisory Board.
- 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 Supervisory Board is sent a copy of the minutes of the meeting of the committee.

Thus agreed by the Supervisory Board on 10 December 2018

Education and Research Committee rules

Article 1 Role

1. The Education and Research Committee (hereinafter referred to as: the Committee) is a committee established by the Supervisory Board.
2. The Committee shall form an opinion on the quality of education and research and the quality assurance system.
3. The Committee's duties shall include preparing the relevant decisions of the Supervisory Board.

Article 2 Powers

1. The Supervisory Board authorises the committee, within the scope of its responsibilities which never exceed the powers of the Supervisory Board as a whole, to obtain any kind of information from any employee and/or external party.

Article 3 Composition

2. The committee shall consist of at least two members of the Supervisory Board.
3. The members of the committee shall be capable of making a valuable contribution to the meeting.
4. The chairperson and members of the committee shall be appointed by the Supervisory Board from among the current members of the Supervisory Board.
5. The secretary of the Supervisory Board shall also be the secretary of the committee.

Article 4 Working methods

1. The committee shall meet at least twice a year to prepare the decision-making process for the Supervisory Board and shall, if possible, work with a structured annual agenda.
2. The committee shall obtain an insight into the quality of education and research and the quality assurance system, including the plans with regard to quality, the (results of) visitations of study programmes and of external research evaluations, the ambitions and performance indicators of the institution regarding the quality of education and research (including study success, satisfaction surveys), and, where applicable, compliance with the wishes of external supervisory bodies (including NVAO, Education Inspectorate, the Research Quality Assurance Committee).
3. The committee gains insight into the quality of the provision of information in the field of quality and efficiency of education and the quality, relevance and impact of research.
4. The committee shall gain an insight into the way in which the Executive Board handles the quality assurance system and into the extent to which the Executive Board propagates an appropriate 'quality culture'.
5. The committee gains insight into the areas in which the greatest risks lie regarding the quality of education and research and into the way in which the Executive Board manages these risks effectively.
6. The committee may invite any person whose presence it considers necessary to attend its meetings, such as faculty directors, heads of quality assurance/quality culture, delegations of education and examination committees or support services.
7. The committee is responsible for the annual reporting of its activities in the report of the University of the Arts.

Thus agreed by the Supervisory Board on 15 June 2021.