

The governance model of the University of the Arts The Hague reviewed

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1. Reason for the evaluation

The University of the Arts The Hague (HdK) is governed by its Articles of Association by a Executive Board consisting of two members. These two members are also the directors of the faculties. This governance model was introduced in 1989 when the Royal Academy of Art (KABK) and the Royal Conservatoire (KC) were forced to merge as part of the national policy of scaling up, concentration and division of tasks because the institutes did not have enough students individually to continue to qualify for state funding. At the time, the founding act of the University of the Arts included the formulation that the faculty directors would be appointed by the Supervisory Board from among the members of the Executive Board. Since then, the members of the Executive Board have had a double function.

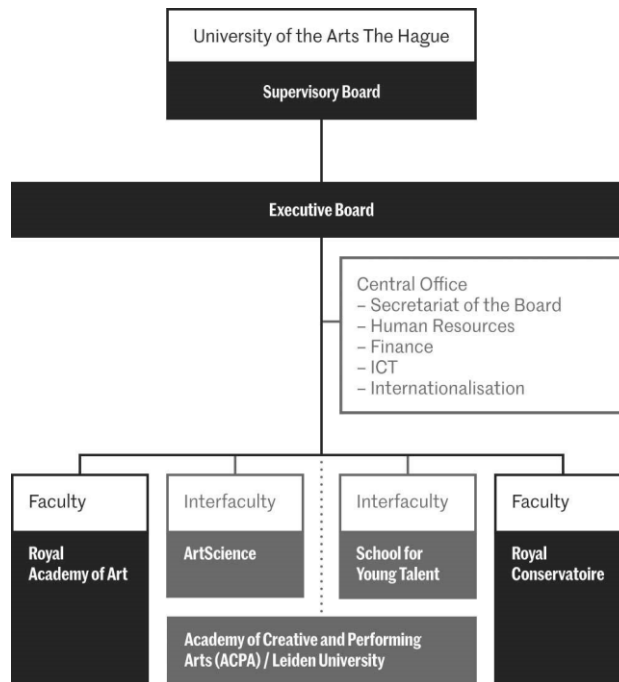
Signals from respondents to the recent KABK culture survey, the departure of the chair of the board/faculty director KABK, suggestions from the participation council and staff meetings and - finally - the Supervisory Board's own findings have prompted the Board to evaluate the University of the Arts' governance model. An important criterion in this is that the governance model optimally facilitates cooperation between the two faculties, KABK and KC, in the areas of education, research and operations.

This memorandum begins with a sketch of the current situation. After Chapter 3 with considerations about a future governance model, Chapter 4 presents the proposal that the positions of board member and faculty director should no longer be combined in the same person. The memorandum concludes with a step-by-step plan to achieve the desired situation. The appointment of a new KABK director creates a first natural moment for a phased review of the governance model. In the course of 2022 a second moment will arise because of the intended departure of the current board member/faculty director KC. Attention will also be paid to a change in the schedule of resignation of the Supervisory Board.

2. The current situation

The University of the Arts The Hague (HdK) is a monosectoral art university of relatively modest size (about 1,700 students) compared to other higher education institutions. The university of the arts is made up of two strong and internationally renowned faculties: the Royal Conservatoire and the Royal Academy of Art, as well as the interfaculty of ArtScience and the School for Young Talent. Since 2001, the University of the Arts has been working closely with Leiden University in the jointly established Academy of Creative and Performing Arts for doctoral programmes in music, visual arts and design.

The current situation can be represented in an organisation chart as follows.



This specific character of the university of the arts implies that it is managed on the basis of a shared mission and vision with a large degree of autonomy and responsibility for the two faculties. Before going into the new insights regarding governance and supervision, we will first outline our current governance model.

The Executive Board

As described earlier, the HdK is managed by an Executive Board consisting of two members who, in addition to being board members, are also the directors of the faculties. The members of the Executive Board therefore have a double role.

On the one hand, as board members, they determine the strategic policy of the HdK as a whole and, as Executive Board, they ensure that the best possible conditions are created for the faculties at the institutional level. They are jointly responsible for this.

On the other hand, as faculty directors, they are responsible for a high level of execution of education and implementation of the established common policy within their own faculty. In doing so, they have a great deal of freedom to design education, research and the organisation according to the mores and culture of the discipline concerned. Because both management levels are manned by the same officials, the management model ensures a relatively flat organisation where the 'voice of the floor', via the management, quickly penetrates into the 'room of the board'.

Role of the Supervisory Board

In order to maintain a good overview of policy implementation within the established frameworks, the members of the Executive Board discuss each other's faculty plans and the international activities that both are undertaking. They systematically discuss important management information with the Supervisory Board, in accordance with the policy cycle of the educational year. Sometimes the information is in the form of a progress report, other times it is a long-term forecast or a comparative analysis, for example in relation to the other monosectoral art universities in the Netherlands. The Supervisory Board also looks ahead, both financially and in terms of content.

Decision-making within the Executive Board on matters concerning the university of the arts takes place "as far as possible on the basis of consensus". The Regulations of the Board provide that in the event of a lack of consensus, the Executive Board will request (binding) advice from the Supervisory Board. Such a situation has never arisen in the history of the University of the Arts.

3. Considerations

3.1 A one-person or multi-person board

The WHW stipulates that an Executive Board consists of a maximum of 3 persons. What the ideal size of an Executive Board is depends on various factors. These must be weighed up in the concrete and current context of the educational organisation. In the sector, it happens occasionally that there is a one-person Executive Board. This is particularly the case for monosectoral universities of applied sciences of limited size, such as teacher training colleges and universities of the arts. Usually, an Executive Board consists of two or three board members. In fact, this involves customisation.

When determining a governance model, it is important to map out the characteristics of an institution, so that the governance form matches the type of organisation and its history.

In our case, we are looking at a governance model for a university of the arts, so the following characteristics can be considered:

- the size of the organisation;
- the importance of a strong vision and/or ideology in relation to the arts, education and research, and society;
- the social context of the university of the arts;
- the positioning of the organisation: national or international or both;
- the structure of the organisation: centralised or decentralised;
- the degree of independence and autonomy within the organisation;
- the history of the organisation;
- the dynamics of the organisation.

Traditionally, many art universities have had their board members be musicians, artists or performers themselves, thus fulfilling a role as artistic figureheads of the institute.

3.2 Board member-faculty director versus separate functions

When considering a future governance model, it is natural to look at the advantages of the current situation with the dual position of board member / faculty director compared to separate positions.

The dual role of board member / faculty director

- a management layer is eliminated;
- the developments within the faculties in the boardroom are also discussed from the management's perspective;
- the roles of board member and faculty director can be switched quickly when necessary, provided this is done transparently;
- the institutional plan, the faculty plans and the annual plans provide a good outline of where the administrative tasks of the Executive Board begin (and end), and where the director takes over to ensure, together with the heads of the departments, a good educational performance and implementation of policy.

When the dual function of board member / faculty director is unbundled

- the accountability structure can be optimally designed;
- the 'separation of responsibilities' makes it possible for the interests of the institution on the one hand and of the faculty on the other to be formulated and promoted by different officials on the basis of their own responsibilities;
- the themes for the coming years (see section 3.3) will be managed by the Executive Board;
- staff, students, participation bodies and others will have an effective escalation mechanism from the Faculty Board to the Executive Board.

3.3 The governance themes for the period 2022-2030

The themes on which the University of the Arts should make policy in the coming years are:

- a) drawing up and implementing a plan of action based on the recommendations from the KABK cultural survey (March 2021);
- b) formulating common educational principles;

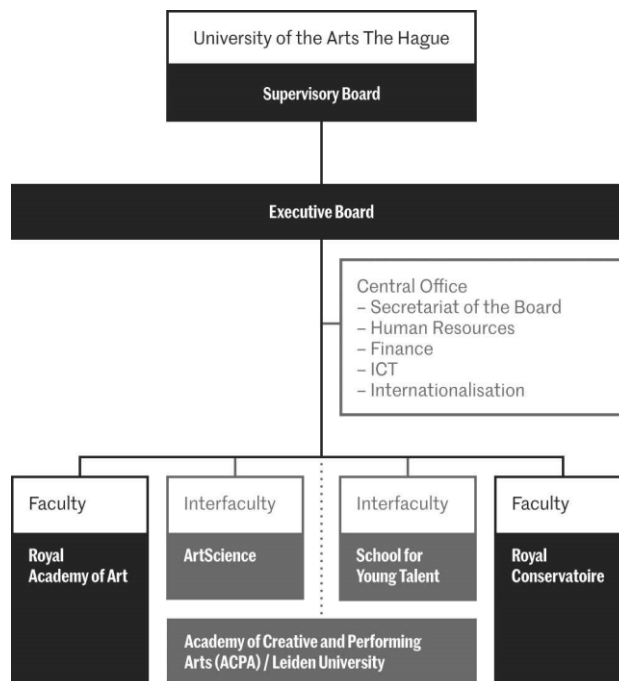
- c) setting up an unambiguous responsibility structure with corresponding frameworks;
- d) setting up a more efficient consultation structure with the corresponding decision-making procedures;
- e) strengthening the direction of the preparation, implementation and control of the policy at HdK and faculty level;
- f) organising integrated business operations around themes such as ICT (including functional management, AVG, cybersecurity, setting up portals), P&O, student administration, marketing & communication and diversity;
- g) making optimum use of the synergy between the KABK and the KC, so that the whole is greater than the sum of the parts.

4. The governance model as of 2022

The desired governance model

Disentanglement of the dual function

Based on the above considerations, the Supervisory Board intends to disentangle the dual function of board member / faculty director and to retain the benefits of this governance model. To this end, the Supervisory Board will eventually appoint one Executive Board member. The organisation chart will remain unchanged.



Establishment of an HdK Management Team

A new element which needs to be added is the establishment of an HdK Management Team by the Supervisory Board, consisting of the chair of the Executive Board, the faculty directors of KABK and KC and the heads of the central staff departments.

In his or her capacity as chair of the Executive Board, the CvB member will not only act as an internal and external figurehead, but will also chair the three-person top structure together with the faculty directors of KABK and KC. They meet at least once a month or as many times as desired, in the presence of the secretary of the HdK.

In the HdK Management Team, the joint policy is determined in mutual coordination. The HdK Management Team is accountable to the Supervisory Board.

In this way, the developments within the faculties in the board room will also be illuminated from the management's perspective, the institutional plan, the faculty plans and the annual plans will clearly show where the administrative tasks of the Executive Board begin (and end), and where the director takes over, and the 'separation of responsibilities' will make it possible for the institutional interests on the one hand and

the faculty interests on the other hand to be formulated and promoted by different officials on the basis of their own responsibilities.

Portfolio allocation within the HdK Management Team

Within the HdK Management Team, a division of portfolios may take place, whereby the final responsibility for the policy and its implementation lies with the chair of the CvB. Any division of portfolios according to areas of interest will take place after careful consideration, partly on the basis of the specific competencies of the newly recruited faculty directors of KABK and KC.

Operational management of the faculties

The faculty directors have the daily operational management of their faculties and share this responsibility with regard to mutual education and research and the interfaculty ArtScience and the art part of the School for Young Talent¹. The manner in which the faculty directors are accountable to the CvB - and through the Management Team HdK to the Supervisory Board - is laid down in separate regulations.

In accordance with the statutes, the faculty directors do not have any powers. However, the Executive Board may draw up a mandate regulation whereby responsibilities and powers to be determined, while maintaining the ultimate responsibility of the Executive Board, are placed lower in the organisation. This also applies to central staff members who fall under the CvB.

5. Roadmap to the new situation

5.1 Amendment of articles of association and regulations

The new governance model requires the amendment of the Articles of Association and the governance regulations.

Of crucial importance is the amendment of article 11 on the appointment of faculty directors. The current statutes state that faculty directors are appointed by the Supervisory Board from among the members of the Executive Board and that the dismissal of a member of the Executive Board who is also appointed as a faculty director also implies dismissal from the latter position. In the new situation, this article can be limited to the provision that the Supervisory Board appoints the Executive Board and that the Executive Board may be suspended or dismissed by the Supervisory Board.

The new structure means that not only the faculty managements but also all central staff members who report directly to the Executive Board are appointed by the CvB. As the organisation chart shows, they are all accountable to the CvB.

Article 1.14.1 of the Governance Regulations stipulates that the Supervisory Board shall determine the remuneration of the Executive Board within the framework of the remuneration policy laid down in the Dutch Top Income (Standards) Act (Wet Normering Topinkomens). This implies that the newly appointed faculty directors of KABK and KC, as well as the director of the interfaculty School for Young Talent and the head of the interfaculty ArtScience, will be remunerated in accordance with the collective labour agreement (CAO) for higher education.

5.2 Approval of the University Council

To keep up the momentum in the recruitment procedures of a new KABK Director and the Chair of the Board, it is important to discuss the intention to change the management model with the University Council as soon as possible and to amend the Articles of Association and the Governance Regulations accordingly and formally submit them to the University Council for approval. In anticipation of the formal adoption of the new governance model, the profile of the new KABK Director states that he/she, together with a one-person Executive Board and the KC Faculty Director, will form a three-person top structure of the University of the Arts.

5.3 Phased implementation

The appointment of a new KABK faculty director - who is not the director - (in the spring of 2022) and the departure of the director/faculty director KC due to retirement in the course of 2022 are two natural moments to implement the new governance model.

As the Supervisory Board already announced in a general message to the KABK community at the end of March last, the Board evaluated its own schedule of resignation. In particular, possibilities were sought to

¹ The School for Young Talent Management Committee, consisting of administrative representatives from the Haagsche Schoolvereniging, the Rijnlands Lyceum Wassenaar and the Hogeschool der Kunsten Den Haag, is responsible for the Primary and Secondary Education departments.

realise a faster flow of candidates. It was decided that when appointing new members, special consideration will be given to the profile characteristics of age distribution, gender and cultural diversity. In October, a natural moment arose because the second term of appointment of one of the members expired. An external recruitment for a successor has already taken place in cooperation with the agency Colourful People. In order to give the intended acceleration a boost, the current chair has indicated his willingness to step down as of 31-12-2021. This is more than one and a half years earlier than the end of the (second) term of four years. The succession procedure has been successfully completed. In the figure below, the adjustment of the term of the current chairperson is incorporated in the schedule of resignations of the Supervisory Board.

Time schedule for appointments to Executive Board, faculty directors and members of the Supervisory Board										
	apr-21	jul-21	okt-21	jan-22	sep-22	jan-23	jul-23	jan-24	nov-24	
Exec. Board chair	M.Schoenmakers		HvdMeulen		new chair					
Exec. Board vice-chair	HvdMeulen		n.v.t.							
Dir. KABK	interim	wnd. HvdMeulen		new dir.						
Dir. KC	HvdMeulen					new dir.				
Supervisory Board										
H.Knijff chair Sup.Board				new chair						
A.Hogenstijn VTH						new				
R.Soonieus chair Auditcom.									new	
vacature participation				new						
P.Hogendoorn Higher Educ.				2nd term						

6. Starting points

The following principles are leading in the implementation of the new governance model:

- (i) the Executive Board (consisting of one natural person) will be appointed, suspended and dismissed by the Supervisory Board;
- (ii) the University Council has the right to advise on the appointment profile, appointment, suspension and dismissal of the chair of the Executive Board and, together with at least two members of the University Council, forms part of the selection committee for the appointment of the Executive Board;
- (iii) the faculty directors of KABK and KC will be appointed, suspended and dismissed by the Executive Board, with the express prior involvement and consent of the Supervisory Board;
- (iv) the Academy Council or the Conservatoire Council has the right to advise on the appointment profile, appointment, suspension and dismissal of the faculty director of the KABK or KC respectively, and forms part, with at least two members, of the selection committee for the appointment of the faculty director;
- (v) the manner in which the faculty directors are accountable to the Executive Board will be laid down in separate regulations;
- (vi) the Executive Board and the faculty directors shall meet at least once a month, or as many times as desired, in the presence of the secretary of the HdK;
- (vii) the secretary to the HdK and the heads of the central staff departments shall be appointed, suspended and dismissed by the Executive Board; the secretary to the HdK and the controller with the prior involvement and consent of the Supervisory Board;
- (viii) the Secretary HdK and the heads of the central services, including at least Finance, HR and ICT, come under the Executive Board;
- (ix) the Executive Board, together with the two faculty directors and the heads of the central services, shall form the "HdK Management Team";
- (x) at least once every three weeks, a HdK Management Team meeting shall be held, chaired by the president of the Executive Board, and attended by the faculty directors, the heads of the central services and the secretary of the HdK;
- (xi) the basic principle is that the meetings of the Supervisory Board take place in the presence of the Executive Board, the faculty directors and, where the agenda so requires, the heads of the central services. The faculty directors participate fully in the meetings and are not expected to speak with the Supervisory Board through the Executive Board, and the Supervisory Board is at all times free to speak with the faculty directors without the presence of the Executive Board;

- (xii) the annual evaluations about the functioning of the faculty directors shall take place by the Executive Board with the involvement of - and feedback to - the Supervisory Board;
- (xiii) the cooperation within and between these bodies is characterised by a strong collegiality.

Adopted by the Supervisory Board on 13 December 2021 with the approval of the University Council on 23 December 2021.