

## Regulations Board of Directors

*Code of Good Governance NL » Annexes Code of Governance*

The MCNV is governed by a Board of Directors, under the supervision of a Supervisory Board. This structure of governance is embedded in the Articles of the MCNV Foundation, as amended on 29 December 2014. In accordance with Article 12 of the Articles of the Foundation the Board of Directors draws up a separate set of regulations, which shall in any event specify the working method and decision-making procedures. The following Regulations are a set of regulations within the meaning of Article 12 of the Articles of the Foundation.

### Article 1. Definitions

In these regulations the following must be taken to mean:

1. MCNV: the Medical Committee Netherlands-Vietnam (*Medisch Comité Nederland-Vietnam*), established in Amsterdam;
2. Articles of the Foundation: the Articles of the Foundation of the MCNV, as amended with effect from 29 December 2014;
3. Board of Directors: the Board of Directors of the MCNV, consisting upon the adoption of these regulations of one member, hereinafter referred to as 'the Director';
4. Supervisory Board: the Supervisory Board within the meaning of Articles 7-9 of the Articles of the Foundation;
5. Regulations of the Board of Directors: these Regulations.
6. Management Team: the Director of the MCNV works with a Management Team

### Article 2. Introductory provisions

1. These Regulations were adopted by the Supervisory Board at its meeting on 26th February 2013.
2. These Regulations may – after consultation with the Director – be supplemented and amended by decision of the Supervisory Board.
3. The Supervisory Board, the Director and the Management Team are familiar with these Regulations.

### Article 3. Duties and responsibilities

1. Apart from any limitations imposed by law or under the Articles of the Foundation, the Director is responsible for the governance of the MCNV. This entails: the preparation, adoption and implementation of the substantive policy of the MCNV in accordance with its mission as laid down in the Articles of the Foundation. The Director is also responsible for the financial administration of the MCNV. In addition the law and the Articles of the Foundation provide for various other powers and responsibilities on the part of the Director. In addition the Director

shall act in accordance with the CBF Quality Seal of the Central Fundraising Bureau (*Stichting Centraal Bureau Fondsenwerving*). Policy determination includes the following:

- development of strategy and policy on the basis of the mission and vision
  - preparation & adoption of a multi-year policy plan and accompanying budget, updated annually
  - preparation & adoption of annual plans and accompanying budgets
  - decision-making in matters of a policy nature
  - submitting proposals to amend the Articles of the Foundation and Regulations of the MCNV
2. The Director is responsible for compliance with all the relevant legislation and regulations.
  3. The Director is one (natural) person. If the Board of Directors decides on expansion this will be submitted to the Supervisory Board for approval. One person will then take on the duties of chairperson of the Board of Directors and be known as the Director. Other members of the Board of Directors will then be known as deputy directors.  
The Director appoints, suspends and dismisses the members of staff of the MCNV and determines their salary and other conditions of employment within the frameworks of the regulations relating to legal status approved by the Supervisory Board.
  4. The Director shall submit decisions and/or proposals in relation to the topics referred to in Article 6 (6) of the Articles of the Foundation to the Supervisory Board for approval, as well as any decisions under which the MCNV enters into commitments that exceed the budget approved by the Supervisory Board by a sum of more than EUR 100,000 or for sums of EUR 30,000 in so far as these relate to matters that have not been included in the budget of the MCNV approved by the Supervisory Board. The Director is obliged to send the documents relating to the aforementioned topics to the Supervisory Board at least seven days in advance of the meeting at which they are on the agenda.
  5. The Director shall draw up an annual plan and budget no later than one month before the start of the financial year.
  6. Subject to the approval of the Supervisory Board, the Director shall appoint an auditor to examine the balance sheet and statement of income and expenditure of the MCNV.
  7. The Director shall ensure that the MCNV's activities are properly regulated in an administrative, legal, organizational and financial sense, that they are readily comprehensible and that they can be accounted for.

#### Article 4. Management Team and employee representation

1. In the implementation of the duties and powers entrusted to him/her, the Director shall allow himself/herself to be assisted by the members of the Management Team, with whom there will be structured consultations. The Director shall act as chairperson of the Management Team.

2. The members of the Management Team are each responsible for the implementation of a specific area of policy. Final responsibility for the policy pursued resides with the Director. The Director shall determine the allocation of duties among the managers.
3. The Director shall maintain contact with the Employee Representative Body (PVT), or Works Council (WC) if the organization reaches the statutory limit, and shall respect any rules and regulations relating to the PVT or WC.

#### Article 5. Ancillary positions

The acceptance by the Director of a non-executive directorship shall require the approval of the Supervisory Board. Other important ancillary positions must be reported to the Supervisory Board.

#### Article 6. Written records

The Director shall keep lists of the decisions taken by him/her.

#### Article 7. Communication with the Supervisory Board

1. The Director shall as a rule attend the meetings of the Supervisory Board and, where applicable, the meetings of any committees set up by the Supervisory Board, unless the latter or the committee in question decides otherwise. In consultation with the chairperson of the Supervisory Board the Director shall, depending on the nature of the topics to be discussed, establish whether and which members of the Management Team should attend the meeting(s) of the Supervisory Board.
2. The Director shall regularly, in good time and at least at each meeting of the Supervisory Board render account for the day-to-day policy conducted by him/her and will provide the Supervisory Board with any information that may be necessary or desirable for the exercise of the Supervisory Board's duties. This information will as far as possible be provided in writing.
3. The Director shall lay down the realization of the formulated objectives in a planning and control cycle consisting of:
  - the development of strategy and policy on the basis of the mission and vision
  - a multi-year plan and budget
  - an annual plan and budget
  - periodic reports concerning the extent to which the formulated objective(s) have been realized
  - periodic budgetary control statements
  - the preparation of the annual accounts and the annual report

The Supervisory Board and the Director will annually discuss these topics jointly. Reference to the holding of these meeting(s) will be made in the minutes of the Supervisory Board as well as in the minutes of the Board of Directors.

4. The Director shall also ensure that risks are limited by:
  - a thorough risk-analysis of the organization
  - recorded and implemented procedures
  - adequate internal control measures
5. The Director shall provide the Supervisory Board in good time with a copy of the management letter by the external auditor, as well as the response to that letter.
6. The Director shall maintain contact with the chairperson of the Supervisory Board.
7. The Director shall periodically submit the following information to the Supervisory Board:
  - the extent to which the formulated objective(s) has/have been realized
  - the financial outcome in relation to the budget
  - the risks associated with the objectives and the mechanisms for controlling them
  - the results of the examination of the internal control systems

#### Article 8. Appraisal of the Director

A delegation from the Supervisory Board shall conduct an annual performance review with the Director. The findings from that review will be discussed by the Supervisory Board. The Supervisory Board shall draw up a report of the performance review and of the discussion, which shall be filed on behalf of the Board in a sealed envelope held in the personnel file.

#### Article 9. Absence or inability to act of the Director

In the event of the absence or inability to act of the Director, the Supervisory Board shall be authorized to entrust the administration of the MCNV temporarily to one or more individuals drawn from its midst or otherwise.

#### Article 10. Conflicts of interest

The Director shall immediately report any actual or potential conflict of interest of material importance for the MCNV and/or for himself/herself to the chairperson of the Supervisory Board, providing him/her with all relevant information. The Supervisory Board shall decide outside the presence of the Director whether there is a conflict of interest.

#### Article 11. Conflicts of interest

MCNV will render a public account of the remuneration of its Director(s). According to annex 14 of the CBF Quality seal “format voor rapportage bezoldiging directie” MCNV will also state the basis on which the remuneration is determined. The remuneration is proportional to the size of MCNV and the nature of her duties.

#### Article 12. Applicable law

These Regulations shall be governed by Dutch law.