

Europeana Foundation Policy for Addition and Removal of Supervisory Board Members

Summary of the position and rules governing addition of members

As documented in the Statutes of the Europeana Foundation, the Supervisory Board consists of seven (7) persons to be appointed and/or dismissed by the Supervisory Board itself. The members of the SB include one (1) member of the Europeana Network Association and one (1) member of the Europeana Aggregators Forum. The need to replace a member of the Supervisory Board will arise from time to time as and when a vacancy occurs, for instance due to the natural expiry of the term of office of membership. The term of membership for all members is four (4) years with a maximum extension of one (1) term of four (4) years.

Vacancies on the Board may also arise due the termination of membership under the rules as set out [in Article 9 of the Statutes](#), defined under clauses A-F and G-I (extract below)

- A. death of the relevant member;
- B. the relevant member being declared bankrupt or being granted suspension of payments;
- C. the relevant member being placed under guardianship or losing the right to dispose of their capital in any other manner;
- D. resignation in writing of the relevant member;
- E. a person no longer officially representing their organisation;
- F. the expiry of the period for which the relevant member has been appointed, or by his earlier resignation in accordance with a resignation roster.
- G. slander about Europeana Foundation;
- H. absence of three (3) consecutive meetings of the Board without pertinent reasons;

I. if a member of the Supervisory Board changes their professional area. (e.g. takes on a job outside the cultural and scientific heritage or domains relevant to Europeana and the data space for cultural heritage)

A committee of the full Supervisory Board is formed to carry out the recruitment function, referred to as 'The Committee'.

The Supervisory Board appoints new Supervisory Board members, based on an open call for public competition, and/or nominations that can be made by the Supervisory Board. The members representing the Europeana Network Association and the Europeana Aggregators Forum are selected/nominated by the respective constituencies.

The Supervisory Board is drawn based on specific required expertise and profiles and from a number of representation as set out in [Article 6.1 of the statutes](#) and should adequately represent the full breadth of the network and the environment in which it operates (cf [Article 6.4 of the Internal Rules](#)).

The Supervisory Board is also responsible for identifying gaps and creating balance in representation as set out in [Article 6.5 of the Internal Rules](#) of the Foundation.

Adding or replacing a Supervisory Board member shall always comply with the rules set out in the Statutes and Internal Rules of the Foundation.

Procedure for Adding Supervisory Board Members

Where a vacancy has been established, it will be reviewed by the Supervisory Board under the governance rules of the Foundation and will follow the procedures set out below:

- A notification will be made to the Supervisory Board by the Chair¹ of the Supervisory Board who will also inform the Board of Directors of the vacancy.
- A consultation process with the Supervisory Board will take place by the Chair of the Supervisory Board at the next available meeting or in an additional meeting as may be called. The Chair of the Supervisory Board may consult the Board of Directors.
- The Supervisory Board consultation will take into consideration whether a review of the existing composition of the Supervisory Board needs to be made, or whether a like-for-like member to meet the ongoing requirements of the composition of the Supervisory Board is required.
- Once the role requirement has been established, the full Supervisory Board will act as The Committee that will fulfil the role of recruitment of the new member. The departing member may participate in preparations for the recruitment

¹ Throughout this policy document, where "Chair" is mentioned, the Vice Chair is implied as the formal replacement in case the Chair is unavailable or the subject of replacement or other action.

process, but will not be actively involved in interviews and the decision making on the final candidate(s)². . Participation of the Board of Directors in the recruitment process is optional and will be determined by the Supervisory Board.

- The Committee will define the role description and establish a process of recruitment.
- With exception to the members representing the Europeana Network Association and Europeana Aggregators Forum, it is preferable for the process of recruitment to involve a public competition to ensure transparency, to comply with the [Dutch Corporate Governance Code](#)³ for cultural institutions and to safeguard the broadest representative candidature potential to be brought forward for interview.

Exceptions

Exceptions to a formal recruitment process in open competition may be put in place whereby:

- An exceptional candidate who meets the requirements of the role to be filled has been previously interviewed by the Supervisory Board as part of a related recruitment process and a recommendation is recorded by The Committee of the Supervisory Board as to the suitability of the candidate as a potential future member of the Supervisory Board.⁴
- Where following a recruitment competition, no suitable candidate is found, the Supervisory Board and/or the Board of Directors may put forward potential candidates for consideration to be approached by The Committee.
- In the event of a long term absence of a Supervisory Board member or other extenuating circumstances, where a temporary replacement is required in order to ensure the Supervisory Board can function effectively, a suitable candidate may be identified by the Supervisory Board with support from the Board of Directors, and a proposal as to the best course of action made and discussed within the Supervisory Board.

² The advice/ sounding of the role and its needs, from a valued prior member could be helpful to the Supervisory Board in their preparations, but of course this would only apply where the outgoing member is coming to the end of their term or are stepping down for other legitimate reasons, such as work load, retirement, change of role, etc.

³ Article 8."The supervisory board is responsible for its own composition and safeguards expertise, diversity, and independence when it comes to this."

⁴ This clause is meant to act only in exceptional situations, where for example a temporary replacement is more urgently required than a competitive process would allow.

Other Considerations

The Supervisory Board shall consider its composition every four (4) years to ensure it has the right representation and skill set necessary to carry out its functions in accordance with [Article 6.5 of the Internal Rules](#).

At any time, the Board of Directors may make recommendations to the Supervisory Board where gaps in representation have been identified for their consideration.

In such instances, where additional representation over and above the existing membership is recommended, due consideration will be given as to the size and effectiveness of an expansion of the Supervisory Board in carrying out its functions, and the need to revise the Statutes of the Europeana Foundation. Expanding the Supervisory Board as a solution to address a need will only be a measure of the last resort.

Expiry of Term of Office– where the first term of four (4) years of a serving member is completed

- Good governance should necessitate a renewal of commitment and consideration by the Supervisory Board by The Committee of the serving Board of each member prior to ratification of a second term, should they wish to continue. The Committee will be led by the Chair of the Supervisory Board. The Chair may consult the Board of Directors. This will also be subject to the rules of membership as set out in the Articles of Association and Internal Rules of the Foundation.
- Expiry of Terms of office for Chair and Vice Chair will follow the same principles as for serving members. This will be done in accordance with the rules governing the appointment of Chair and Vice Chair.
- The members who wish to stand for a second term are required to formally present their candidature again for a further four (4) years, in a timely manner and at least three (3) months before the expiry of their term.
- The Supervisory Board should consider this process as part of the Foundation's governance and advise the Supervisory Board members of the process in good time.
- The Supervisory Board will also place the membership as a standing item on its agenda at every meeting of the Supervisory Board. The ratification of new or renewed members is a responsibility of the Supervisory Board.

Procedure for Removing Supervisory Board Members

In most cases it is expected that a member will serve their full term unless circumstances where the removal of a Board Member under [Article 9 of the Statutes](#) is triggered by a breach of the rules by a member. The process of removal of the member requires a stringent procedure to ensure fairness, due process and natural justice and to ensure the Supervisory Board and the Board of Directors comply with good governance in pursuit of the objectives of the Foundation.

The process by which a member may be removed is recommended as follows:

- Removal of a member may only be made on one or more of the grounds as set out in [Article 9 of the Statutes](#).
- Removal of a member may be made as a result of raising of a concern about a Supervisory Board member as set in the [Foundation's Policy on Raising Concerns for the Supervisory Board and the Advisory Board](#), or a conflict of interest situation.
A member who wishes to raise a concern, should do so in the first instance under the Raising of Concerns process, following general principles of confidentiality and disclosure in [Article 8 of the Statutes](#) and [Article 8 of the Internal Rules](#) and by informing the Raising of a Concerns Policy Owner.
- Where the matter of the breach is clear and unequivocal as in the case of non-attendance without pertinent reasons to three (3) or more consecutive meetings, the Chair of the Supervisory Board will already be aware of the matter from the attendance minutes and should inform the member that their position is not tenable and cannot continue on the grounds of their non-attendance.
- Where the breach is less clear and requires further investigation, the member should be invited to meet with the Chair of the Supervisory Board, the Member of the Supervisory Board in charge of governance to discuss the matter and one (1) other member of the board which may be the Vice Chair. Participation of the Board of Directors is determined by the Chair of the Supervisory Board on a case to case basis. An adjudication will then be made as to the next steps in the removal or retention of the board member with consideration of any extenuating circumstances that may apply.
- The member concerned will be informed of the decision by the Chair of the Supervisory Board.
- Wherever possible resignation of the position by the member is preferable to removal. However, where the matter is considered evidentially serious or subject to legal constraints and concerns, immediate dismissal may be recommended on these grounds to the Supervisory Board.
- Where necessary the Chair of the Supervisory Board may request legal advice be obtained to assist in the Supervisory Board's deliberation.
- In all cases, the matter of the recommendation of the removal of a Supervisory Board member will be placed on the agenda of the Supervisory Board stating the

conclusion of an investigation by the Chair of the Supervisory Board and the member responsible for governance.

- A recommendation to remove a member requires unanimous consent of the rest of the Supervisory Board.
- All relevant information will be provided to the Supervisory Board as may be feasible under the terms of any legal constraints, privacy and disclosure policies.
- In a case where a conflict between the statutes and the outcome of the Supervisory Board decision on the matter is recorded, a further review may be necessary under the raising of a concern process and legal advice may be sought before a decision is made.
- In the case of the Supervisory Board members representing the Europeana Network Association and the Europeana Aggregators' Forum, it will be at the discretion of the Supervisory Board in consultation with the Management Board of the ENA or the Steering Committee of the EAF respectively:
 - to decide when and whether to terminate the participation of their representative to the Supervisory Board,
 - to decide on their replacement and the need for a renewal of commitment in that context, in accordance with clauses [A-F and G-I of Article 9 of the Statutes](#).

In the event the Europeana Network Association and the Europeana Aggregators' Forum feel the appointed member representing the respective constituency is not representative or cannot carry out her/his duties, they are entitled to withdraw the respective representative and nominate a new member in view of the profile and expertise required for the composition of the Supervisory Board. The removal of a member of the Europeana Network Association and the Europeana Aggregators' Forum will be subject to the general rules of the Supervisory Board as set out in the above process under any other circumstances such as in case of the breach of code of conduct.

References

- The Articles of Association (statutes) of Europeana Foundation (2020):
https://pro.europeana.eu/files/Europeana_Professional/Governing_Board/1.%20Statutes/Europeana-Foundation-Statutes-in-English-2020.pdf
- Europeana Internal Rules of the Organisation (Revision March 2022):
https://pro.europeana.eu/files/Europeana_Professional/Governing_Board/2.%20Internal%20Rules/Europeana%20Foundation%20Internal%20rules%20&%20regulations%20-%20revision%20March%202022%20.pdf



→ Europeana Foundation Policy on Raising Concerns for Supervisory Board and Advisory Board (2023):

https://pro.europeana.eu/files/Europeana_Professional/Governing_Board/Europeana%20Foundation%20Board%20Policies/Europeana%20Foundation%20Policy%20on%20Raising%20Concerns%20for%20Supervisory%20Board,%20Advisory%20Board%20and%20Board%20of%20Directors%20-%20Adopted%20August%202023.pdf

This policy was adopted by the Supervisory Board of Europeana Foundation on 9 August 2023.

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