

Remuneration Committee Regulation

Article 1. Purpose of the committee

The Remuneration Committee aims to assist the Board of Trustees in its function as supervisory body and in the role as employer, focusing on the following specific issues:

- the appointment of the members of the Board of Trustees and the Board of Directors;
- proposals on the subject of remuneration and reimbursement of costs/expenses of the members of the Board of Trustees and the Board of Directors;
- suspension and dismissal of the members of the Board of Trustees and the Board of Directors.

Article 2. Composition, appointment and responsibility

1. The Remuneration Committee consists of at least two members of the Board of Trustees. Members of the Remuneration Committee are appointed by the Board of Trustees.
2. The Board of Trustees appoints one of the members of the Remuneration Committee as chair. The chairmanship of the Remuneration Committee shall not be filled by a former member of the Board of Directors of the Hotelschool.
3. The Board of Trustees remains responsible for decisions, also when these have been prepared by the Remuneration Committee.

Article 3. Powers and duties of the Remuneration Committee

1. The Remuneration Committee can only exercise those duties and powers specifically assigned to it by the Board of Trustees, and it can never exercise powers exceeding those that the Board of Trustees as a whole can perform. The Board of Trustees can at all times amend these regulations and/or revoke the powers granted to the Remuneration Committee.
2. The Remuneration Committee has the following duties:
 - a. drawing up selection criteria and the appointment procedure regarding the members of the Board of Trustees and the members of the Board of Directors;
 - b. drawing up a profile of (members of) the Board of Trustees and taking care that – according article 10.23 of the Dutch Higher Education and Scientific Research Act- the Representative Advisory Council is asked for advice on time;
 - c. drawing up a profile for the appointment of members of the Board of Directors and taking care that –according article 10.23 of the Dutch Higher Education and Scientific Research Act- the Representative Advisory Council is asked for advice on time;
 - d. providing advice regarding the candidates for the Board of Trustees and the Board of Directors;
 - e. issuing a proposal to the Board of Trustees on the remuneration policy to be pursued;

- f. issuing a proposal on the remuneration and/or reimbursement of costs/expenses of the individual members of the Board of Directors and the reimbursement of costs/expenses of the, in its opinion, eligible members of the Board of Trustees, to be adopted by the Board of Trustees.

Article 4. Meetings of the Remuneration Committee

1. The Remuneration Committee meets as often as it considers necessary. The Remuneration Committee decides whether and when the Board of Directors is to attend the meeting.
2. The secretary of the Board of Trustees shall draw up a report of the proceedings of a meeting of the Remuneration Committee, if this is considered desirable.

Article 5. Reporting to Board of Trustees

1. The Remuneration Committee draws up a remuneration report. This report contains an account of the way in which the remuneration policy was put into practice in the previous financial year. It also contains an overview of the remuneration policy planned by the Remuneration Committee for the following financial year and subsequent years.
2. The main aspects of the remuneration report are posted on the Hotelschool website.
3. For the purpose of the annual report, the Remuneration Committee provides the Board of Trustees with a report indicating the composition of the committee, the number of meetings of the committee and the issues raised at those meetings.

Adopted by the Board of Trustees on 12 December 2013.

Modified by the Board of Trustees on 13 December 2016.