

Board of Trustees Regulation

Article 1. Definitions

The following terms are applicable in these regulations:

- a. Hotelschool: the Hotelschool The Hague Foundation;
- b. Board of Directors: Board of Directors of the Hotelschool;
- c. Board of Trustees: Board of Trustees of the Hotelschool;
- d. Regulations: Regulations Board of Trustees Hotelschool The Hague;
- e. WHW (Wet op het hoger onderwijs en wetenschappelijk onderzoek): Higher Education and Research Act;
- f. The Participation Council: the body within the Hotelschool established on the basis of the participation regime as referred to in article 10.16a, third paragraph, second sentence, of the WHW.

Article 2. General provisions

1. These regulations are the Regulations of the Board of Trustees referred to in article 21, fifth paragraph, of the Hotelschool Statutes.
2. The Board of Trustees and the Board of Directors mentioned in these regulations are the bodies of the Foundation referred to in the Hotelschool Statutes.
3. These Regulations are complementary to the provisions concerning the Board of Trustees and its members, as set out in applicable laws and regulations, including the WHW and the relevant sector governance code(s) and the Hotelschool Statutes.
4. In the event of lack of clarity or difference of opinion regarding the meaning of any provision of these Regulations, the judgment of the chair of the Board of Trustees shall be decisive.
5. These Regulations are governed by the laws of the Netherlands. The Dutch court has exclusive competence to settle disputes arising out of or in connection with these Regulations.
6. If one or more provisions of these Regulations are or become invalid, this will not affect the validity of the remaining provisions. The Board of Trustees can replace the invalid provisions by valid provisions the effect of which, given the contents and the purpose of these Regulations, corresponds as much as possible with the invalid provisions.

DUTIES AND POWERS

Article 2. Board of Trustees: duties and powers

1. The Board of Trustees, without prejudice to the provisions in the WHW and the Hotelschool Statutes, has the duty to guarantee the continuity of the Hotelschool, and to maintain overall supervision of the policy of the Board of Directors and the general state of affairs within the Hotelschool, assisting the management by providing advice. In this respect the focus of the Board of Trustees is placed on the quality of education, research and knowledge valorisation.
2. The supervision includes:
 - a. the realisation of the objectives of the Hotelschool;
 - b. the quality policy;
 - c. the strategy and the risks connected with the institution's activities;
 - d. the structure and the operation of the internal risk management and control systems;
 - e. the quality of the horizontal dialogue;
 - f. the planning and control cycle;
 - g. the compliance with the laws and regulations, including the rules concerning funding.

COMPOSITION BOARD OF TRUSTEES

Article 3. Size and composition

1. The Board of Trustees consists of a minimum of five and a maximum of nine natural persons, including the chair and the vice-chair. Any vacancy shall be filled as soon as possible.
2. The Board of Trustees draws up a profile for its size and composition, taking into account the nature of the Hotelschool, its activities and the desired expertise and background of the members of the Board of Trustees. The profile will be periodically, and in any event whenever a vacancy in the Board of Trustees occurs, assessed and if necessary adjusted. The profile will be made generally available and will be posted on the Hotelschool website.
3. The Board of Trustees will, within the bounds of its powers, strive to ensure that the composition of the Board of Trustees is such that:
 - a. the Board of Trustees is composed in accordance with the profile;
 - b. the members can operate critically and independently of one another, the Board of Directors and the Hotelschool;
 - c. the Board of Trustees can perform its duties properly;
 - d. each member of the Board of Trustees is equipped to assess the main aspects of the overall policy;
 - e. at least one member of the Board of Trustees is a financial expert, which means that this person has gained relevant knowledge and experience in the financial operations of legal entities of comparable size;
 - f. a member of the Board of Trustees exercises no other function that is incompatible with the membership of the Board of Trustees, such as in any event the functions as mentioned in the sixth paragraph of this article;
 - g. the majority of the members of the Board of Trustees is independent in the sense of the fifth paragraph of this article.
4. A member of the Board of Trustees is independent if the member, his/her spouse, registered partner or other life companion, (foster) child or relative by blood or marriage up to the second degree:
 - a. was not an employee or a member of the Board of Directors (including affiliated legal entities) during the five years prior to the appointment;
 - b. does not receive any personal financial compensation from the Hotelschool or from one of its affiliated legal entities, other than the compensation received in respect of the work carried out as a member of the Board of Trustees, and in so far as this is in keeping with the normal course of business;
 - c. is not a board member of a legal entity in which a member of the Board of Directors of the Hotelschool is a member of the Supervisory Board or the Board of Trustees respectively;
 - d. is not employed by the Ministry of Education, Culture and Science, the Accreditation Organisation of the Netherlands and Flanders, or the Ministry of Economic Affairs;
 - e. does not hold a share package of at least ten per cent in a company affiliated to the Hotelschool.
5. A member of the Board of Trustees cannot also:
 - a. be a member of the Board of Directors of the Hotelschool;
 - b. be an employee of the Hotelschool The Hague Foundation;
 - c. be a member of the Board of Trustees of another college of higher education;
 - d. be a regular or external student of the Hotelschool.
6. If a member of the Board of Trustees foresees the possible occurrence of incompatibility or dependence, for example by accepting a different or an ancillary position, the party concerned shall notify the chair of the Board of Trustees. In case it concerns the chair him/herself, the chair shall notify the vice-chair of the Board of Trustees.
7. The member of the Board of Trustees who temporarily takes on the management of the company in the event of absence or inability to act of members of the Board of Directors, shall resign from the Board of Trustees in order to assume the management duty.

Article 4. Schedule of resignation

1. Following the (re)appointment of one or more members of the Board of Trustees, a new

- schedule of resignation will be established.
2. The Board of Trustees can adjust the schedule of resignation at all times.
 3. An adjustment to the schedule of resignation cannot allow for an existing member of the Board of Trustees to retain membership for a longer period than that for which the member has been appointed, or to resign against the member's will before the appointment period has expired.
 4. The schedule of resignation is posted on the Hotelschool website.

Article 5. Participation Council Nomination

1. The Participation Council has, or the Works Council and the Participation Control Body jointly have, the right of nomination in respect of the appointment of one of the members of the Board of Trustees.
2. The nomination contains at least two names.
3. If the Board of Trustees decides not to nominate either of the two candidates, the Participation Council, or the Works Council and the Participation Control Body jointly, shall be given the opportunity to submit a new nomination of two names.
4. The Board of Trustees can submit a reasoned departure from the second nomination.
5. If the member of the Board of Trustees who is appointed on the basis of this article is no longer a member of the Board of Trustees, the Participation Council, or the Works Council and the Participation Control Body jointly, shall again have the right of nomination on the basis of this article.

Article 5 A. Advice participation council and selection committee

1. The Board of Trustees ensures that an advice is requested from the participation council in a timely fashion – in conformity with the provisions set forth in article 10.23 WHW – on its proposed decision regarding:
 - a. the public profiles of the members of the Board of Directors;
 - b. the public profiles of the members of the Board of Trustees;
 - c. the appointment or dismissal of members of the Board of Directors.
2. The Board of Trustees establishes a selection committee for the appointment of a member of the Board of Directors that does in any case consist of:
 - a. a member of or on behalf of the part of the participation council that was elected from and by the staff; and
 - b. a member of or on behalf of the part of the participation council that was elected from and by the students.

Article 6. Chair and vice-chair

1. From among its members, the Board of Trustees will appoint a chair and a vice-chair to replace the chair in case of absence.
2. The duties and powers of the chair of the Board of Trustees include:
 - a. chairing the meetings of the Board of Trustees;
 - b. determining the agenda for the meetings of the Board of Trustees;
 - c. ensuring timely and adequate information provision by the Board of Directors and the auditor;
 - d. ensuring compliance with the governance code concerning the Board of Trustees;
 - e. ensuring proper agreements with the Participation Council, or the Works Council and the Participation Control Body, with regard to dealings with those three entities;
 - f. initiating the evaluation of the performance of the Board of Trustees and the performance of the Board of Directors;
 - g. representing the Board of Trustees with regard to legal and non-legal matters.

Article 7. Committees

1. From among its members, the Board of Trustees can establish permanent and/or ad hoc committees, and charge these with duties as defined by the Board of Trustees.
2. The composition of a committee is determined by the Board of Trustees.
3. In any event for the purpose of financial supervision, the Board of Trustees has an Audit

Committee. At least one of the members of the Audit Committee is a financial expert. The chair of the Audit Committee may not be a former member of the Board of Directors.

4. The Board of Trustees also has a Remuneration Committee.
5. Taking into account the sector code, the Board of Trustees establishes regulations for each committee, defining the committee's composition, role and responsibility, and the manner in which the committee discharges its duties.
6. The Board of Trustees receives from each of the committees a report of the deliberations and findings within the term set in the regulations of the committee concerned.
7. In the annual report, the Board of Trustees states the composition of each committee, and the main items discussed.

Article 8. Remuneration

The remuneration of the members of the Board of Trustees is determined by the Board of Trustees after obtaining the advice of the Board of Directors.

Article 9. Education

In the context of the annual evaluation of its performance, the Board of Trustees decides in respect of which themes the members of the Board of Trustees or the Board of Trustees as a whole need further training or education.

Meetings Board of Trustees

Article 10. Meetings Board of Trustees

1. The meetings of the Board of Trustees have a closed character.
2. Therefore, the reports are also non-public, unless the chair decides otherwise.
3. In principle, the meetings and the documents of the Board of Trustees are in the Dutch language, unless a foreign-language person has been invited to the meeting by the Board of Trustees, or has prepared documents for the meeting.
4. The Board of Directors attends the meetings, unless the Board of Trustees decides otherwise.
5. The auditor attends the meeting at which the adoption of the periodic external reporting is decided.
6. The Board of Trustees can invite other persons to attend the meetings as advisor or observer.
7. The Board of Trustees can impose an obligation of secrecy upon those present at the meeting.
8. The Board of Trustees and the Board of Directors meet at least once a year to discuss the general outlines of the strategy conducted and to be conducted in the future, as well as the Hotelschool's perception of how to fulfil its social responsibility.
9. At least once a year and in the absence of the Board of Directors, the Board of Trustees discusses its own performance as well as the performance of the individual members of the Board of Trustees, and the conclusions that must be drawn on the basis thereof. Also the desired profile and the composition and competences of (members of) the Board of Trustees are discussed, as well as possible trainings.
10. In addition, at least once a year and in the absence of the Board of Directors, the Board of Trustees discusses the performance of the Board of Directors as a whole as well as the performance of the individual members of the Board of Directors, and the conclusions that must be drawn on the basis thereof.
11. At least twice a year, the Board of Trustees consults with the Participation Council, or the Works Council and the Participation Control Body jointly, at which meetings in any event the general state of affairs within the Hotelschool is discussed. The Board of Trustees can appoint a representative from the Board of Trustees for these meetings.

Article 11. Decision-making inside and outside meetings

1. Provided that the Statutes do not require a larger majority, all the decisions of the Board of Trustees are taken by an absolute majority of votes.
2. Each member of the Board of Trustees is entitled to cast a vote. Blank votes are considered as not having been cast. A member of the Board of Trustees may grant a written proxy to another member of the Board of Trustees to represent him/her at the meeting.
3. Unless stated otherwise in the Statutes, the Board of Trustees can only take valid decisions at a meeting where at least 50% of the members of the Board of Trustees is present or represented. When less than 50% of the members of the Board of Trustees is present or represented at a meeting, a second meeting will be convened, to be held not earlier than two weeks and not later than four weeks after the first meeting. At the second meeting legally binding decisions can be taken, regardless of the number of members of the Board of Trustees present or represented.
4. The opinion expressed by the chair of the meeting regarding the result of a vote is decisive. However, should the correctness of the chair's opinion be contested immediately after it has been expressed, a new vote will be taken.
5. All the decisions of the Board of Trustees can also be taken other than in a meeting, provided that all the members of the Board of Trustees are given the opportunity to cast their vote, and that all of them have stated in writing that they do not oppose this decisional mode. The first paragraph shall apply accordingly.

Article 11. Administrative secretariat

1. The Board of Directors provides the Board of Trustees with an administrative secretariat.
2. For this purpose, the Board of Directors in principle designates the secretary of the Board of Directors, who can receive direct instructions from the Board of Trustees in respect of this part of his duties, and who reports directly to the Board of Trustees.
3. The Board of Trustees has the right of approval regarding the appointment and the dismissal of the secretary.
4. The administrative secretary is responsible for the timely transmission of the convening notice, agenda and accompanying documents for the meetings of the Board of Trustees to the members of the Board of Trustees and, if so desired, to the other participants of the meeting of the Board of Trustees.
5. The administrative secretary is responsible for preparing the reports of the meetings and the lists of resolutions specifying the decisions taken. The report also contains the names of those attending the meeting, including the proxies of members of the Board of Trustees.
6. If so desired, the Board of Directors will see to it that the decisions taken by the Board of Trustees are made public.

OTHER PROVISIONS

Article 12. Conflicts of interests

1. A member of the Board of Trustees shall immediately report to the chair of the Board of Trustees a (potentially) conflicting interest that is of material significance to the Hotelschool and/or to the member of the Board of Trustees concerned, and shall provide all the relevant information in that connection, including the relevant information with regard to his/her spouse, registered partner or other life companion, (foster) child or relative by blood or marriage up to the second degree. If the chair of the Board of Trustees has a (potentially) conflicting interest that is of material significance to the Hotelschool and/or to him/herself, he/she shall immediately report this to the vice-chair of the Board of Trustees and provide all the relevant information in that connection, including the relevant information with regard to his/her spouse, registered partner or other life companion, (foster) child or relative by blood or marriage up to the second degree.
The Board of Trustees will decide if there is a conflict of interest in the absence of the member concerned.
2. A member of the Board of Trustees does not participate in the discussion and the decision-

- making in respect of a subject or transaction whereby this member of the Board of Trustees has a conflict of interest with the Hotelschool.
3. Decisions to enter into transactions under which members of the Board of Trustees would have conflicting interests that are of material significance to the Hotelschool and/or to the members of the Board of Trustees concerned, require the approval of the Board of Trustees.
 4. With regard to dealings with (potentially) conflicting interests of members of the Board of Directors in relation to the Hotelschool, specific rules are laid down in the administrative and management regulations.
 5. The Board of Trustees ensures that the external auditor of the Hotelschool shall immediately report to the chair of the Board of Trustees a (potentially) direct or indirect conflict of interests that is significant to the Hotelschool. The Board of Trustees decides whether or not there is a conflicting interest and determines the measures to be taken. This will be recorded in the annual report.

Article 13. Accountability

The Board of Trustees is externally accountable for its actions in the annual report of the Hotelschool. The annual report shall in any event include:

- a. a report of the activities of the Board of Trustees in the relevant financial year, taking into account the governance code;
- b. regarding the individual members:
 - gender;
 - age;
 - principal position;
 - other positions (as far as relevant to the carrying out of the duties as a member of the Board of Trustees);
 - date of initial appointment;
 - current term of appointment;
 - the membership of a committee of the Board of Trustees;
- c. that the Board of Trustees is of the opinion that the requirement that a majority of the members of the Board of Trustees is independent has been met;
- d. regarding the committees of the Board of Trustees:
 - composition;
 - the number of meetings;
 - the main items discussed.

Article 14. Confidentiality

Each member of the Board of Trustees shall treat as confidential all the information and documentation that he/she receives in the context of the exercise of the supervisory function and that can reasonably be considered to be confidential, and shall not make these public outside the Board of Trustees and the Board of Directors, not even after his/her resignation.

Article 15. Granting of loans

The members of the Board of Trustees are not allowed to accept personal loans or guarantees in any form whatsoever from the Hotelschool.

Article 16. Acceptance of gifts

The members of the Board of Trustees in their capacity of members of the Board of Trustees are not allowed to accept gifts from third parties.

Article 17. Final provisions

1. These regulations, including each adjustment thereof, are adopted by the Board of Trustees.
2. These regulations shall enter into force as from 1 January 2014.

Adopted by the Board of Trustees on 12 December 2013.

Modified by the Board of Trustees on 13 December 2016.