



## **GLOBAL ALLIANCE FOR LGBT EDUCATION**

# **RULES OF PROCEDURE**

**of the**

**GALE Foundation**

Established on July 28, 2017

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## **Article 1 General provisions**

1. This document establishes the Rules of Procedure of the Supervisory Board of Stichting Global Alliance for LGBT Education (GALE), summarized in English as “the GALE Foundation” (hereinafter referred to as the Foundation). The Foundation is legally registered with number 27303077 at the Chamber of Commerce of Amsterdam, The Netherlands in 2007. The VAT number is NL8182.19.336.B01. As a foundation the Foundation is legally bound to be non-profit, which is explicitly stated in the Foundation Statutes. In addition, the Foundation got granted formal tax exempt status (donations can be subtracted from the donors tax payment) by the Dutch tax office.

2. The Supervisory Board referred to in this Rules is the supreme decision making body of the Foundation.

## **Article 2 Tasks and powers**

1. Without prejudice to the provisions of the articles of association of the Foundation, the Supervisory Board shall also be responsible for ensuring the continuity of the Foundation, and to monitor in full the policy of the Board of Directors and the general course of action of the Foundation, in which the Supervisory Board takes into account all relevant interests of stakeholders. The Supervisory Board is in charge of the Board of Directors<sup>1</sup>.

2. Supervision by the Supervisory Board of Directors of the Board of Directors shall include:

- a. The realization of the Foundation's objective;
- b. The realization of the horizontal dialogue with relevant stakeholders;
- c. The strategy and risks associated with institutional activities, including the co-monitoring of the risks of participation in tenders;
- d. The design and operation of internal risk management and control systems;
- e. The quality policy;

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<sup>1</sup> In practice, the Board of Directors consists of one Director

- f. The financial reporting process;
- g. Compliance with laws and regulations, including the rules regarding the funding.

3. The Supervisory Board shall retain the following powers which cannot be transferred to the Board of Directors:

- a. Amending the articles of association and dissolution of the foundation;
- b. Appoint, suspend and dismiss members of the Board of Directors;
- c. The determination of the terms of employment of the members of the board of directors;
- d. Periodically assessing the functioning of the members of the Board of Directors;
- e. The appointment of the accountant of the foundation and the approval of the annual accounts.

### **Article 3 Contradictory interest**

1. Decisions to enter into transactions involving contradictory interests of members of the Supervisory Board which are of material significance to the Foundation and / or to the relevant members of the Supervisory Board require the approval of the Supervisory Board. The member who has a contradictory interest in a decision of the Supervisory Board regarding a transaction does not take part in discussion and decision making.

2. A member of the Supervisory Board shall report to the Chair of the Supervisory Board the (potentially) conflicting interest which is of material significance to the Foundation and / or the relevant Supervisory Board immediately and shall provide all relevant Information, including the relevant information about the members spouse, registered partner or other life mate, foster child and related family to the second grade. If the chairman of the Supervisory Board provides such a conflict of interest, he shall inform the Deputy Chair.

3. The Supervisory Board assesses whether there is a conflict of interest. The member of the Supervisory Board that has a (potentially) conflicting interest does not take part in this deliberation.

4. A Supervisory Board member who temporarily takes the place of the Board of Directors in the event of absence of members of the Board of Directors shall be appointed by the Supervisory Board to assume this administrative task.

#### **Article 4 Composition Supervisory Board**

1. Each Supervisory Board shall consist of at least three and no more than seven members, including the Chair and the Deputy Chair.

2. The members of the Supervisory Board should have a broad social overview, relevant social contacts and relevant administrative experience. The aim is to achieve a balanced distribution of backgrounds, experiences and qualities.

3. The Supervisory Board shall establish a general profile which forms the basis for the composition of the Supervisory Board. This general profile is reviewed every 4 years and is adjusted if necessary. The Profile Supervisory Board is attached to these Rules.

4. The Supervisory Board is composed in such a manner that the members can act independently and critically in relation to each other, to the Board of Directors or in relation to any other special interests.

5. Members of the Supervisory Board cannot be:

- a. persons employed by the Foundation;
- b. persons employed by other foundations with an equal mission;
- c. persons other than the persons described in paragraph 6 of this article whose interests may otherwise be contrary to those of the Foundation.

6. In addition, in relation to dependence relationships, persons eligible for membership, or their spouse, registered partner or other life mate, foster child or family related to the second degree are not eligible for membership of the Supervisory Board:

- a. if they have been a member of the Board of Directors during the five years preceding the nomination;
- b. if they receive a personal financial compensation from the Foundation other than the remuneration received for the activities of the Supervisory Board and insofar as it does not fit into the normal exercise of business;
- c. if they, in the year prior to the nomination, had an important business relationship with the foundation. This includes the case in which the member of the Supervisory Board, or an office of which he is a shareholder, partner, employee or advisor, has acted as adviser to the Foundation (consultant, external accountant, notary and lawyer) and the case in which the Supervisory Board member is a director or employee of a company or institution with which the Foundation maintains a lasting and significant relationship;
- d. if they are a Board or Supervisory Board member of a company or a large legal entity in which a member of the Board of Directors is a member of the Supervisory Board or a Council of Commissaries/Advisors;
- e. if they are employed by one of the Foundation's financial donors.

## **Article 5 Appointment and duration of membership**

1. When a vacancy is established in the Supervisory Board, the Supervisory Board shall always set up a profile to fulfill the vacancy. This profile is based on the overall profile of the Supervisory Board ex Article 4 paragraph 3 of these Rules. When determining the vacancy profile, account shall be taken of the correlation with the general profile and the profiles of the other members of the Supervisory Board.

2. Before appointing a member of the Supervisory Board, the Staff Representation will be heard.

3. The Chair and members of the Supervisory Board shall be appointed for a period of three years. Retiring members are (twice) re-appointable. Prior to re-appointment, the functioning of the member concerned is discussed. In addition, the re-appointment shall be reviewed by the profile drawn up for the vacancy ex Article 4 paragraph 1 of these Rules.

### **Article 6 End of membership and suspension**

This article is identical to Article 9 of the Statute of the GALE Foundation.

### **Article 7 Schedule of resignation**

In the first meeting after the (re) appointment of one or more new Supervisory Board members, the Supervisory Board shall establish a reviewed nominal timetable for resignation. The progressive nomination timetable of resignation is attached to these Rules.

### **Article 8 Chairman and Deputy Chairman**

1. The Supervisory Board shall appoint a Chair from among its members in accordance with the provisions of Article 2.

2. The Supervisory Board shall appoint a Deputy Chair from among its members who shall replace the Chair when the Chair is absent.

3. The Chair of the Supervisory Board shall have the following duties and powers:

- a. To determine, after consultation with the Chair of the Board of Directors, the annual schedule for the meetings of the Supervisory Board and the agenda and accompanying documents for those meetings, in compliance with Article 9.1 and 9.2;

- b. Decide, where appropriate, on limited dissemination of the documents of the Supervisory Board meetings;
- c. (Delegation of) Chairing of meetings of the Supervisory Board;
- d. To ensure that the Board of Directors provides the members of the Supervisory Board with timely information that is necessary for the proper exercise of their task;
- e. Impose confidentiality obligations on the attendants at a meeting of the Supervisory Board, where appropriate, in accordance with Article 9.7;
- f. In case of conflict, making a decision regarding the content of a decision taken, or the result of voting;
- g. To ensure that the Supervisory Board communication with the Board of Directors is carried out in an orderly way;
- h. To ensure that the Supervisory Board meets with the Staff Representation on the manner in which the Supervisory Board communicates with the Staff Representation; These agreements are attached to this Regulation;
- i. To represent the Supervisory Board in and out of court;
- j. Conducting consultations with the members of the Board of Directors regarding their employment rights.

## **Article 9 Meetings**

1. The Supervisory Board meets twice a year and further as often as the Chair or the Deputy Chair considers necessary, or when at least two members file a written request for this purpose to the Chair.
2. The meeting of the Supervisory Board shall be summoned in writing at least seven working days in advance, the date of the convocation and the meeting not included. In addition to an indication of place and time, the call includes the meeting agenda and the accompanying documents.
3. The Supervisory Board meetings shall be closed to non-members, subject to the provisions of the following paragraphs of this Article.



4. The members of the Board of Directors shall have access to the meetings of the Supervisory Board, unless the Chair of the Supervisory Board decides otherwise.
5. The meetings of the Supervisory Board shall be attended by the secretariat, unless the of Supervisory Board judges otherwise. In that case, the Supervisory Board shall designate an acting secretary.
6. The Supervisory Board may invite other persons to attend its meetings as adviser or listener. The Chair may impose confidentiality on the attendants of meetings.
7. The Chair may impose confidentiality on the attendants of meetings. In doing so, the chair determines which parts of the deliberation relate to secrecy, the term of confidentiality and the persons against whom confidentiality is not required.
8. The Supervisory Board may, in respect of decisions taken in a confidential meeting, set a time limit to delay publication of these decisions.

## **Article 10 Decision making**

1. In accordance with Articles 11.4 to 11.8 of the Foundation Statutes, decisions shall be taken by an absolute majority.
2. Blank votes are deemed not to have been cast.
3. Each member has one vote.
4. The Supervisory Board can only make a decision if a majority of the members are present.
5. In the event of a tie, a new meeting will be convened within two weeks. If the votes tie again, the Chair of the Supervisory Board decides.
6. The Supervisory Board may also, with notice to the Board of Directors, decide outside the meeting, provided that the views of the voting members of the Supervisory Board are obtained in writing and none of the Supervisory Board members oppose this procedure.

## **Article 11 Board of Directors and the secretariat**

1. The Board of Directors provides a secretariat for the Supervisory Board.
2. The secretariat shall ensure timely transmission of call, agenda and accompanying documents for the meetings of the Supervisory Board to the members.
3. The secretariat carries out a written summary of what has been discussed in the meeting (minutes), as well as for the preparation and maintenance of a decision list. The minutes also contain the names of the members present.
4. The Board of Directors is responsible for the publication of all documents relating to public (parts of) meetings of the Supervisory Board. Such publications shall in any case be communicated to the Staff Representation.
5. The Board of Directors shall ensure that the documents submitted to the Board of Supervisors for decision-making are provided with draft resolutions.
6. The Board of Directors shall ensure the publication and execution of the decisions taken by the Supervisory Board in compliance with Article 9.8.

## **Article 12 Committees of advice and assistance**

1. The Supervisory Board may decide to put forward certain matters for advice, or for resolution on behalf of the Supervisory Board, to a temporary committee to be appointed for this purpose, from its own budget or another budget.
2. The composition, duties and procedures of the committees referred to in paragraph 1 shall be determined by the Supervisory Board. The committees are accountable to the Supervisory Boards regarding their procedures.

### **Article 13 Annual Report**

1. The Board of Directors is responsible for ensuring that the annual report of the Foundation is published annually over the previous financial year.
2. The annual report of the Foundation is prepared by the Board of Directors and submitted to the Supervisory Board for approval. It contains at least a description of the activities performed during the financial year, the realized objectives as defined in article 2 of the Statutes of the Foundation, and in particular a review of the established multi-annual Strategic Program and the vision of the Foundation on the fulfillment of her social role.
3. Part of the annual report is a report of the Supervisory Board, which provides information on the composition of the Supervisory Board, the Supervisory Board's members, a report of the work of its committees and insight into the Governance Code Welfare and Social Services. The GALE Foundation follows the Supervisory Model Governance Code as designed by the MOG Group Welfare & Social Services (<http://www.mogroep.nl/scrivo/asset.php?id=959277>).

### **Article 14 Evaluation**

1. At least once a year, the members of the Supervisory Board will discuss their own functioning and the functioning of the individual members of the Supervisory Board, without the presence of the Board of Directors. At least once a year the relationship with the Board of Directors and the composition and functioning of the Board of Directors and individual members of the Board of Directors are discussed.
2. The results of this evaluation will be discussed by the Supervisory Board with the Board of Directors, possibly in conjunction with the assessment of the functioning of the Board of Directors. The keeping of these discussions is mentioned in the annual report of the Foundation.

### **Article 15 Final provisions**

1. In cases where these Rules of Procedure do not provide, the Supervisory Board shall decide.
2. In urgent cases, and when the Foundation Statutes or these Rules do not contain any provisions, the Chair shall, in consultation with the Deputy Chair, provide a provisional decision which will be submitted to the Supervisory Board for approval at its next meeting.
3. These Rules of Procedure may be amended by the Supervisory Board in accordance with the provisions of Article 11 of the Statutes of the Foundation.

## **Annex 1: Agreements with the Staff Representation**

Once a year, the Supervisory Board consults with the Staff Representation. In this consultation, the Staff Representation can provide signals and advice and the Supervisory Board may gain information.

Apart from this consultation, communication of the staff with the Supervisory Board or its members takes place through the Board of Directors / the Director.