

REGULATIONS OF THE SUPERVISORY BOARD EDUKANS

Draft 24 June 2021 RJR

Version 3, 19 October 2021 (comments incorporated from Supervisory Board meeting 12 October '21 RJR)

I. INFORMATION REGULATIONS

Article 1. Information

The Supervisory Board and its individual members have their own responsibility for demanding from the Executive Board and the external auditor all information that the Supervisory Board requires to properly exercise its duties as a supervisory body. If the Supervisory Board deems it necessary, it may obtain information from external advisors of the foundation. The Executive Board shall make the necessary resources available for this purpose. The Supervisory Board may require the relevant advisers from the foundation to be present at its meetings.

The Supervisory Board shall appoint one member to be responsible for supervising the organisation's integrity policy. He/she shall meet at least once a year with the acting integrity committee, which is charged with implementing this policy.

Article 2. Secretariat

The Executive Board shall provide the secretariat for the Supervisory Board.

Article 3. The Executive Board shall provide the Supervisory Board with the necessary resources.

The Executive Board shall provide the Supervisory Board in a timely manner with information (if possible, in writing) on the facts and developments concerning the foundation which the Supervisory Board may need to properly carry out its duties.

Article 4. Supervisory Board

The Executive Board shall periodically submit a report to the Supervisory Board, drawn up in a form to be agreed from time to time, providing insightful information on, inter alia, the progress of the strategic plan, staff developments and policy and the financial matters concerning income and expenditure in accordance with the budget, investments, and other key financial data such as turnover development, fundraising results, and any financial risks.

Article 5. Planning and control circle

Without prejudice to the above, the Executive Board shall provide the Supervisory Board with:

- a. Before 1 November: a strategic plan (to be updated annually) including a budget for the coming year, a multi-year budget and an investment plan.
- b. By 1 June: an annual social and financial report, approved by the auditor and provided with a management letter.
- c. A management report per Supervisory Board meeting regarding the progress of the activities, staff development and financial development (exploitation and liquidity development).
- d. An overview of the planning and control instruments (monthly, quarterly, six-monthly, and annual reports).

Article 6. Communication

Communication between the Supervisory Board and the organisation:

- a. The Executive Board represents the foundation in the Supervisory Board. The Supervisory Board communicates to the organisation through the Executive Board.
- b. The Chairperson of the Supervisory Board is a sounding board for matters that the Executive Board wishes to discuss with the Supervisory Board outside of the regular meetings.
- c. Board members shall regularly attend Supervisory Board meetings to ensure the most direct communication possible with the Supervisory Board.
- d. During the meetings with the Supervisory Board, regular agenda items are discussed in which responsible staff members give information about the progress of their policy area.

II. RULES GOVERNING THE AUDIT COMMITTEE OF THE SUPERVISORY BOARD

Article 1. Definitions

For the purposes of these regulations, the following definitions apply

- a. Executive Board: the Executive Board (CEO) of the Edukans Foundation.
- b. Supervisory Board: the Supervisory Board of the Edukans Foundation.
- c. Foundation: the Edukans Foundation.

Article 2. Purpose

The Audit Committee advises the Supervisory Board on the legitimacy and effectiveness of the foundation's financial management and policies, on request or on its own initiative.

Article 3. Duties

The Audit Committee:

- a. assesses the functioning of the internal system of planning and control, including the design and effectiveness of internal accountability within the organisation.
- b. assesses the draft (multi-year) budget
- c. advises on the appointment of the external auditor.
- d. reviews the draft financial statements.
- e. assesses whether the external auditor's recommendations have been implemented and complied with.
- f. assesses the interim and final financial statements.
- g. assesses the interim financial reports.
- h. assesses the risks and the effectiveness of the treasury policy implemented.
- i. performs other supervisory activities at the request of the Supervisory Board.

Article 4. Composition and appointment

- a. The Supervisory Board shall appoint an Audit Committee consisting of at least two members.
- b. The Supervisory Board appoints the members of the audit committee from among its members, on the understanding that at least one member has relevant knowledge and experience in the financial field.
- c. The Supervisory Board shall appoint one of the members referred to in paragraph 2 of this Article as the chairman of the Audit Committee.
- d. The position of chairman of the Audit Committee is incompatible with the position of chairman of the Supervisory Board.

Article 5. Term of office

- a. The members of the Audit Committee will be appointed for a term of three years.
- b. Upon expiry of the term referred to in paragraph 1 of this article, a member shall be eligible for immediate reappointment for a maximum of one more term.

Article 6. Attendance of meetings

The audit committee may invite the managing board and the external auditor to attend a meeting if the presence of those persons at the meeting is deemed necessary by the audit committee.

Article 7. Support facilities

The executive board shall make available to the audit committee such facilities, including secretarial support, as it may reasonably require for the performance of its duties.

Article 8. Meetings

- a. The audit committee shall meet at least once a year and moreover as often as the audit committee deems necessary.
- b. A report will be made of the deliberations and findings at every meeting of the Audit Committee. A copy of the report shall be sent to the Supervisory Board.

Article 9. Reporting

- a. The Audit Committee shall regularly inform the Supervisory Board of its activities.
- b. The Audit Committee shall ensure that the annual report on its activities forms part of the Supervisory Board's annual report.

Article 10. Amendment of regulations

- a. The Supervisory Board may amend the regulations of the Audit Committee after consultation with the Audit Committee.
- b. An amendment as referred to in paragraph 1 of this Article shall take effect as of the first day following the day on which the amendment is adopted by the Supervisory Board.

III. REGULATIONS ON THE RECRUITMENT AND SELECTION OF MEMBERS OF THE SUPERVISORY BOARD

Article 1. Composition of the Supervisory Board

The composition and appointment of the Supervisory Board shall take place with due regard for the provisions of the applicable statutory provisions, articles of association, rules, or regulations.

Article 2. Vacancy Notice

No later than 6 months prior to the expiration of the term of office of the retiring members, the Supervisory Board shall announce the vacancy(s), adopt a profile and determine the manner in which recruitment and selection will take place.

Article 3. Interim vacancy

- a. Any interim vacancy shall be filled as soon as possible. These regulations shall also
- b. These regulations shall also be considered applicable in the event of an interim vacancy.

Article 4. Advisory Committee on Appointments

- a. The Supervisory Board shall appoint an appointment advisory committee (hereinafter: AAC) for the recruitment and selection process.
- b. The AAC shall consist of at least three members.
- c. The AAC shall consist of members of the Supervisory Board and the Board of Trustees.

Article 5. Tasks appointment advisory committee (AAC)

- a. The AAC shall draw up a time schedule within which it shall complete its work.
- b. The AAC shall draw up an advertisement based on the profile sketch and shall determine where and how this advertisement is to be placed.
- c. The AAC evaluates the letters received and selects candidates and invites them for an interview. Candidates nominated by co-option shall also submit a letter of application with an accompanying curriculum vitae. These letters shall be included in the selection referred to in the first paragraph of this Article.
- d. The selection process shall take place based on the profile drawn up. Candidates who are invited for an interview will receive the profile drawn up for the position and other relevant information with their invitation.
- e. The AAC will jointly prepare for the selection interview and divide the tasks during the selection interview.
- f. After completion of the selection interviews, the AAC decides unanimously on the candidate to be nominated.
- g. The chairman will inform the chosen candidate as soon as possible. The applicant will be informed of the further procedure.
- h. The AAC sends its reasoned nomination to the Supervisory Board in accordance with the provisions in

Profile of the Chair and members of the Supervisory Board

Characterisation of the organisation

Edukans is an international NGO with headquarters in the Netherlands and country offices in Malawi, Kenya, Ethiopia and Uganda. We provide marginalised children and youngsters around the world with basic education and vocational training. We focus on four key themes: quality basic education, vocational education, education in emergencies and equal opportunities for boys and girls.

Edukans is in a phase of change. The role of funder of educational programmes is changing into that of a product developer and service provider for fellow NGOs, governments, boards of education, teacher training and continuing education. Edukans' ambition is to be able to contribute to the education system and the education chain in addition to its influence at school level (grassroots).

Edukans employs about 50 people. The organisation is financially healthy, with a budget of 8 million per year and has sufficient equity.

The management of the organisation is in the hands of the chief executive officer (CEO).

The Supervisory Board consists of (at least) 5 persons. The supervisors can contribute to the ambition of Edukans to function as a borderless organisation. For this reason, we are always looking for a diverse composition that comply with the international character.

Profile of members

The collective of Members of the Supervisory Board has the following qualities:

- Political sensitivity and a passion to serve the mission of Edukans, connected to its vision and identity.
- Internationally oriented, knowledge and experience in an international context.
- Team players with a well-developed attitude for collaboration and communication.
- Ability to constructively challenge other's views and open to being challenged on own views.
- Independent thinking.
- High integrity, not subject to conflicts of interest.
- Can critically supervise the professional management of the organisation. Members of the Board have a well-developed sense of the division of roles between supervisory and managerial responsibility and can develop an adequate review of strategy and results.
- Have a broad general managerial experience formed in various sectors of society.
- Can contribute to the identity and strategy development of Edukans. The objective of Edukans is not limited to any philosophical or religious denomination. The inspiration and background of Edukans can be placed in the broad ecumenical christian-social tradition. Edukans wants to actively translate this inspiration into the way it achieves its objectives and into the way the organisation functions. Members of the Board have a clear vision on the role of religious inspiration in the public domain.
- Have a social network relevant to Edukans in education, development cooperation, business, and communication and (multi)media.
- Have a good financial and business insight.

Chairman's Profile

The following additional requirements apply to the role of chairman. He/she:

- plays an inspiring and binding role in the Supervisory Board and for the CEO and the other members of the management.
- leads the Supervisory Board meetings competently.
- is available for consultation with (members of) the Board and with the CEO. These consultations concern in particular the Board's statements about the objectives to be realised while respecting the competence frameworks.
- conducts performance and assessment interviews with the CEO.
- can represent the board or the organisation externally when necessary.

IV. EDUKANS PROCURATION REGULATIONS

General:

The framework for the powers is formed by the Edukans statutes and the management statute based on them.

Entering obligations:

- a. The Executive Director is authorised to perform all legal acts on behalf of Edukans, insofar as these are not assigned to other bodies in the foundation in the Articles of Association. These exceptions are included in Article 7 of the Articles of Association.
- b. Entering commitments by the management is laid down in the Management Charter. Entering commitments must fit within the strategic plan, the annual plan, and the budget.
- c. Entering commitments greater than 5,000 Euros that fit within the budget must be approved by the Executive Director.
- d. Entering commitments within the framework of the foreign policy is subject to the guidelines included in the foreign procedure.
- e. Entering commitments by the management (budget holders) is limited to an amount of 10,000 Euros. Above that amount, the approval of the Executive Director is required.

Payments:

- a. The director is authorised to make payments up to an amount of 400,000 Euros. Above this amount, one of the members of the management team or the chairman of the Supervisory Board must co-sign.
- b. The management team of the head office is authorised to make payments up to 100,000 Euros. For payments above 100,000 Euros, two MT members must sign.

Investments:

- a. Investments within the fixed investment budget are subject to the same regulations as payments.
- b. Investments made outside the investment budget shall be submitted for approval to the Supervisory Board.
- c. The Board of Directors can approve investments outside the investment budget up to a maximum of 50,000 Euros. Beyond that, approval is required from the Supervisory Board.