

# **Internal Regulations**

**Board of Trustees**

**Hotelschool The Hague**



# Table of Contents

<b>1</b>	<b>The Chairperson of the Board of Trustees</b>	<b>3</b>
<b>2</b>	<b>Dealing with the Board of Directors</b>	<b>3</b>
<b>3</b>	<b>Dealing with Co-Determination Council</b>	<b>3</b>
<b>4</b>	<b>External auditor</b>	<b>4</b>
<b>5</b>	<b>Powers</b>	<b>4</b>
<b>6</b>	<b>Ancillary positions</b>	<b>5</b>
<b>7</b>	<b>Committees</b>	<b>5</b>
<b>8</b>	<b>Accountability</b>	<b>5</b>
<b>9</b>	<b>Changes</b>	<b>5</b>
<b>Appendix I 6</b>		
	<b>Article 1. Duties and powers of the Audit Committee</b>	<b>7</b>
	<b>Article 2. Composition, Appointment and Responsibility</b>	<b>7</b>
	<b>Article 3. Committee Meetings</b>	<b>8</b>
	<b>Article 4. Reporting to the Board of Trustees</b>	<b>8</b>
<b>Appendix II 9</b>		
	<b>Article 1. Duties and powers of the Education &amp; Research Committee</b>	<b>10</b>
	<b>Article 2. Composition, appointment and responsibility</b>	<b>10</b>
	<b>Article 3. Committee Meetings</b>	<b>11</b>
	<b>Article 4. Reporting to the Board of Trustees</b>	<b>11</b>
<b>Appendix III 12</b>		
	<b>Article 1. Powers and duties of the Remuneration Committee</b>	<b>13</b>
	<b>Article 2. Composition, appointment and responsibility</b>	<b>13</b>
	<b>Article 3. Meetings of the Remuneration Committee</b>	<b>13</b>
	<b>Article 4. Reporting to Board of Trustees</b>	<b>14</b>



## **1 The Chairperson of the Board of Trustees**

1.1 In particular, the Chairperson is in charge of the annual evaluation of the functioning of the Board of Trustees and ensuring the adequate functioning of the individual members. This does not affect the responsibility of the Board of Trustees as a whole for (the evaluation of) its own functioning.

## **2 Dealing with the Board of Directors**

- 2.1 The chairperson of the Board of Trustees maintains regular contact with the chairperson of the Board of Directors.
- 2.2 In principle, the chairperson prepares Board of Trustees meetings with the chairperson of the Board of Directors.
- 2.3 The Board of Trustees discusses at least once a year outside the presence of the Board of Directors:
  - a) relationship with the Board of Directors;
  - b) the composition of the Board of Directors, including matters of succession;
  - c) the assessment of members of the Board of Directors, including matters relating to remuneration.
- 2.4 When discussing the remuneration of Board of Directors members of the Hotelschool, the Board of Trustees considers the remuneration policy adopted by the Board of Trustees.

## **3 Dealing with Co-Determination Council**

- 3.1 (A delegation of) the Board of Trustees consults with the Co-Determination Council at least twice a year. In doing so, they discuss at least:
  - a) the general running of the Hotelschool;
  - b) the annual report of the Co-Determination Council (once a year).
- 3.2 The consultation may be (partly) attended by the Board of Directors with the agreement of both bodies.

## 4 External auditor

4.1 The Board of Trustees consults with the external auditor at least once a year on:

- a) the report on the audit of the financial statements;
- b) the multi-year forecast;
- c) the auditor's report.

4.2 In principle, the consultation takes place on the basis of the management letter prepared by the auditor.

4.3 The Board of Trustees discusses the performance of the external auditor at least once every four years. The Board of Directors and the Audit Committee prepare an assessment for this purpose. The Board of Directors attends these consultations.

## 5 Powers

5.1 Members of the Board of Trustees have access to the offices and documents of the foundation of Hotelschool The Hague.

5.2 The Board of Trustees is authorised to hire expertise. The costs thereof are borne by the foundation.

5.3 Members of the Board of Trustees represent the foundation only in cases provided for in the articles of the statutes.

5.4 Members of the Board of Trustees shall refrain from direct functional contact with the following individuals, except after consultation with the chairperson of the Board of Directors or the Board of Trustees, or if such contact is necessary to exercise a rule or right under the law, branch code, statutes, or regulations:

- a) managers;
- b) other persons working at HTH;
- c) participants in consultations where the Hotelschool The Hague is represented.

This guideline acknowledges the non-executive role of the trustees, ensuring appropriate channels of communication and decision-making within the governance structure



## **6 Ancillary positions**

- 6.1 A member of the Board of Trustees shall immediately report to the Board of Trustees any change in his or her main position and any new ancillary position, insofar as it is relevant to the performance of the Board of Trustees membership.
- 6.2 The Board of Trustees assesses the compatibility of the changed or new position with Board of Trustees membership and determines any consequences for the person's performance on the Board of Trustees.
- 6.3 The assessment of the compatibility of the modified or new job takes place outside the presence of the person concerned.

## **7 Committees**

- 7.1 Board of Trustees committees support the Board of Trustees in decision-making within their remit. They have no independent decision-making authority; full responsibility rests with the Board of Trustees.
- 7.2 Regulations of Board of Trustees committees are part of these by-laws.

## **8 Accountability**

- 8.1 The Board of Trustees shall account annually for the performance of its duties and the exercise of its powers in a report. In the report, the Board of Trustees shall report at least on the following topics:
  - a) The strategy of Hotelschool The Hague regarding education, research and knowledge valorisation, as referred to in the governance code;
  - b) the functioning of the Board of Directors, as referred to in these internal regulations.
- 8.2 Insofar as the discussion concerns Hotelschool The Hague, its report forms part of the annual report of the Hotelschool The Hague.

## **9 Changes**

- 9.1 These by-laws may be amended at a joint meeting of the Board of Trustees and the Board of Directors, unless the Board of Trustees decides otherwise for reasons of a special nature.
- 9.2 An amendment to these By-Laws shall take effect from the day after its adoption.



## **Appendix I**

# Audit Committee Regulations

Hotelschool The Hague

Board of Trustees

*Approved by Board of Trustees on 25 June 2024*



## Article 1. Duties and powers of the Audit Committee

- 1.1. The Audit Committee aims to assist the Board of Trustees in its function as supervisory body, with regard to the following issues:
  - a. the operation of internal risk management and control systems, including monitoring compliance with relevant laws and regulations and monitoring the operation of codes of conduct;
  - b. the Hotelschool The Hague Foundation's financial disclosure;
  - c. compliance with recommendations and follow-up on comments made by the external auditor;
  - d. the relationship with the external auditor including in particular:
    - the independence of the external auditor;
    - preparing an assessment of the external auditor's performance at least once every four years;
    - advising the Board of Trustees on the appointment of the external auditor;
  - e. preparing with the Board of Directors the Board of Trustees meetings at which the budget and annual report are discussed.
- 1.2. The Audit Committee may focus on other finance or internal control issues on its own initiative or at the request of the Board of Trustees.
- 1.3. The Board of Directors is responsible for providing timely, accurate and complete information to the Audit Committee. In performing its duties, the committee may be assisted or advised by one or more employees and/or students of the Hotelschool The Hague or by one or more appointed experts.
- 1.4. The Audit Committee reports to the Board of Trustees. It informs the Board of Trustees about its main considerations and findings, as well as circumstances and issues that are essential for decision-making by the Board of Trustees. In consultation with the Chairperson of the Board of Trustees, the Audit Committee monitors the integrality of supervision and reports on this within the framework of the periodic self-assessment.
- 1.5. The Audit Committee is entitled to:
  - a. enter into discussions with the Board of Directors, the manager Finance & Control and the external auditor;
  - b. provide advice to the Board of Directors on the work plan of the manager Finance & Control. The Audit Committee can involve the external auditor;
  - c. acquaint itself with the findings of the manager Finance & Control and the external auditor, and with the financial decisions taken by or on behalf of the Board of Directors.

## Article 2. Composition, Appointment and Responsibility

1. The Audit Committee consists of members of the Board of Trustees and has two members.
2. Members of the Audit Committee are appointed by the Board of Trustees. The Board of Trustees appoints one of the members of the Audit Committee as chair. This cannot be the chairperson of the Board of Trustees.
3. At least one of the members of the Audit Committee is a financial expert, which means that this member has gained relevant knowledge and experience in the financial management of legal entities of comparable size.
4. The Board of Trustees remains responsible for decisions, also when these have been prepared by the Audit Committee.



## **Article 3. Committee Meetings**

1. The Committee meets at least three times a year, prior to the Board of Trustees meeting. Meetings can be convened by any of the committee members.
2. The Audit Committee decides whether and when the Board of Directors, the external auditor and/or the manager Finance & Control are present at the meeting of the Committee.
3. The external auditor attends at least the meeting in which the annual accounts are discussed.
4. The Audit Committee meets with the external auditor as often as it considers necessary, but at least once a year, in the absence of the Board of Directors.
5. The Audit Committee decides whether and when the Board of Directors, the external auditor and/or the manager Finance & Control are present at the meeting of the Committee.
6. The secretary of the Board of Trustees is responsible for preparing the minutes of the meetings of the Audit Committee.

## **Article 4. Reporting to the Board of Trustees**

1. The Audit Committee reports to the Board of Trustees on its deliberations, findings and recommendations.
2. The Audit Committee reports annually, and if necessary more frequently - in any event when there is evidence of irregularities as referred to in article 3, third paragraph, under f- to the Board of Trustees on the developments in its dealings with the external auditor, and in particular on the perception of the Audit Committee of the external auditor's independence (including the desirability of rotating the responsible partners of an external audit firm responsible for audit services, and the desirability of the external auditor charged with auditing also providing non-audit services to the Hotelschool).
3. For the purpose of the annual report, the Audit 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.





## **Appendix II**

# **Education and Research Committee Regulations**

Hotelschool The Hague

Board of Trustees

*Approved by Board of Trustees on 25 June 2024*



## **Article 1. Duties and powers of the Education & Research Committee**

1.1. The Education & Research Committee is charged with supervising the quality of education, research and knowledge valorisation on behalf of the Board of Trustees, based on the institution's plan.

The Education Committee supervises:

- a. the quality of education, research and knowledge valorisation, including:
    - i. monitoring quality plans and accreditation;
    - ii. the budget;
    - iii. the annual report;
    - iv. personnel policy (as relevant);
    - v. compliance with relevant laws and regulations;
    - vi. the operation of codes of conduct;
  - b. the provision of information by the Hotelschool on the quality and efficiency of education, research and knowledge valorisation and compliance with the recommendations of the Board of Trustees;
  - c. following up on comments made by external supervisors in the areas of education, research and knowledge valorisation.
- 1.2. The Board of Directors is responsible for providing timely, accurate and complete information to the Education Committee. In performing its duties, the Committee may be assisted or advised by one or more employees and/or students of the Hotelschool The Hague..

## **Article 2. Composition, appointment and responsibility**

- 2.1. The Education Committee is formed from the Board of Trustees and consists of two members, at least one of which is either an education or research expert.
- 2.2. The Board of Trustees appoints the Committee members and appoints one of the members as the Chairperson. This cannot be the chairperson of the Board of Trustees.
- 2.3. The Board of Trustees will remain responsible for decisions, also when these have been prepared by the Education and Research Committee.



### **Article 3. Committee Meetings**

1. The Education and Research Committee shall meet at least four times a year. The secretary of the Board of Trustees will draw up minutes based on the issues discussed during the Education and Research Committee meeting.
2. Minutes of the meetings are made available as soon as possible to the Committee members, the other members of the Board of Trustees and the Board of Directors.

### **Article 4. Reporting to the Board of Trustees**

1. The Education and Research Committee reports to the Board of Trustees regarding its deliberations, findings and recommendations.
2. The Education and Research Committee provides the Board of Trustees with a report for the benefit of its Annual Report, which includes information regarding the composition of the Committee, the number of Committee meetings and the issues which have been addressed during these meetings, including any of the Committee's findings and recommendations.



## **Appendix III**

# **Remuneration Committee Regulations**

Hotelschool The Hague

Board of Trustees

*Approved by Board of Trustees on 25 June 2024*



## **Article 1. Powers and duties of the Remuneration Committee**

- 1.1. The Remuneration Committee aims to assist the Board of Trustees in its function as a supervisory body and in its role as an employer.
- 1.2. The Remuneration Committee has the following duties:
  - a. making a proposal to the Board of Trustees regarding the remuneration policy to be pursued for the members of the Board of Directors;
  - b. making a proposal regarding the remuneration of the individual members of the Board of Directors, which proposal shall in any case include the remuneration structure and other terms of employment;
  - c. making proposals on the subject of remuneration and reimbursement of expenses/expenses of the members of the Board of Trustees and the Board of Directors;
  - d. suspension and dismissal of members of the Board of Trustees and the Board of Directors;
  - e. performing preparatory work in respect of (re)appointments of members of the Board of Trustees and members of the Board of Directors, including;
  - f. drawing up selection criteria, appointment procedures and profiles;
  - g. timely hearing of the Co-Determination Council on a proposed decision to (re)appoint or dismiss a member of the Board of Directors;
  - h. annually assessing the performance of (the members of) the Board of Directors;
  - i. preparing a remuneration report on the remuneration policy pursued;
  - j. reviewing the declarations of the Board of Directors in accordance with the declaration regulations.

## **Article 2. Composition, appointment and responsibility**

- 2.1. The Selection/Remuneration Committee is composed of the Board of Trustees and consists of two members. The Board of Trustees appoints one of the members of the Remuneration Committee as chairperson.
- 2.2. The Selection/Remuneration Committee will meet at least once a year and further as often as one or more members deem necessary.
- 2.3. The Board of Trustees remains responsible for decisions, even if prepared by the Remuneration Committee.

## **Article 3. Meetings of the Remuneration Committee**

1. The Remuneration Committee meets as often as it deems necessary. The Remuneration Committee decides if and when the Board of Directors attends the meeting.
2. The secretary of the Board of Directors prepares a report of the meeting of the Remuneration Committee, if deemed appropriate.



## **Article 4. Reporting to Board of Trustees**

1. The Remuneration Committee prepares a remuneration report. This report contains an account of how the remuneration policy was put into practice during the past financial year. It also contains an overview of the remuneration policy planned by the Remuneration Committee for the next financial year and subsequent years.
2. Key aspects of the remuneration report can be found on the Hotelschool website.
3. For the purpose of the annual report, the Remuneration Committee reports to the Board of Trustees on the composition of the Committee, the number of meetings held by the Committee and the issues raised during these meetings.