

Protocol for absence or inability to act of a manager of HZ University of Applied Sciences

1. General

- 1.1. This protocol sets out the procedures for dealing with the absence or inability to act of one or more members of the Executive Board ("**manager**" or "**managers**"). This protocol seeks to provide practical implementation of the regulations concerning absence or inability to act as set out in the articles of incorporation of Stichting HZ University of Applied Sciences ("**Stichting**").
- 1.2. *Absence* concerns those situations where the manager has abdicated, for example due to resignation, death, or dismissal. This constitutes a vacancy within the relevant governing body which must be filled in accordance with the applicable rules for appointment for that legal entity.
- 1.3. *Inability to act* is where the manager effectively is unable to perform their duties. In that event, there is no vacancy to be filled. There is an inability to act at least in cases where:
 - 1.3.1. a manager is suspended;
 - 1.3.2. an independent physician, with expertise in the area to which the question pertains, issues a written statement stipulating that the relevant manager is no longer able to adequately represent the interests of the Stichting and/or to communicate their wishes;
 - 1.3.3. the manager is unreachable. A manager is deemed to be unreachable if: (i) it has been impossible to establish personal and/or electronic contact with the relevant manager for a period of one week; (ii) and in such way that a dialogue could be facilitated.

2. Absence or inability to act for a maximum period of six weeks

- 2.1. In the event of inability to act or absence of *one or more managers* for a period which, at the commencement of the inability to act or absence, is expected to have a maximum duration of six weeks, the remaining manager(s) shall perform all duties of the Executive Board.
- 2.2. In the event of inability to act or absence of *the only manager or all managers* for a period which, at the commencement of the inability to act or absence, is expected to have a maximum duration of six weeks, and insofar as no appointment has been made in advance in accordance with article 5, the Supervisory Board, without delay from the moment of the inability to act or absence arising, appoints a person who shall observe all duties of the Executive Board ("**Observer**").
- 2.3. The Observer is a natural person and must enter into the service of or, based on an assignment contract, be contracted by the Stichting. The Supervisory Board may also appoint a member of the board as the Observer ("**RvT Observer**"). The remuneration of the Observer, respectively the RvT Observer, shall not exceed the applicable

remuneration standard of the Stichting, based on the Wet Normering Topinkomens (WNT, Regulation of Top Incomes Act).

- 2.4. If an RvT Observer is appointed as Observer by the Supervisory Board, the relevant RvT Observer shall lay down their supervisory duties for the duration of the observation period. After conclusion of the period of observing the governance duties, the relevant RvT Observer may return to the Supervisory Board and resume their supervisory duties, unless the return to the Supervisory Board should be deemed a breach of the provisions in the Sector Code Good Governance Universities of Applied Sciences.
- 2.5. In the event such is required to bridge a gap, the chairperson of the Supervisory Board or their substitute may take on the responsibilities of the Observer for a maximum period of one week, until an Observer or RvT Observer is appointed.
- 2.6. Observing within the framework of inability to act and absence must be distinguished from the formal appointment as Temporary Manager as within the meaning of article 3 of this protocol.
- 2.7. The observation by the Observer ends immediately when the inability to act or absence ends, or when a Temporary Manager is appointed, as within the meaning of article 3 of this protocol.

3. Absence or inability to act for a period exceeding six weeks

- 3.1. In the event of inability to act or absence of *one or more managers* for a period which, at the commencement of the inability to act or absence, is expected to have a duration of more than six weeks, the Supervisory Board shall see to the appointment of a person who, temporary or otherwise, can be tasked with the duties of the Executive Board ("**Temporary Manager**"). At the latest 2 weeks after the inability to act or absence arising, the Supervisory Board shall appoint the Temporary Manager.
- 3.2. In the event of inability to act or absence of *one or more managers* for a period which, at the commencement of the inability to act or absence, was expected to have a maximum duration of six weeks although it has since become apparent that this period shall be longer in duration, the Supervisory Board shall, within 2 weeks counted from the day on which it became apparent that the inability to act or absence would last longer than six weeks, appoint a Temporary Manager.
- 3.3. In the event of inability to act or absence in accordance with article 3 of *the only manager or all managers*, the Supervisory Board shall immediately appoint an Observer for the period between the moment of the inability to act or absence arising and the moment when a Temporary Manager is appointed by the Supervisory Board.
- 3.4. The appointment of a Temporary Manager is made in accordance with the relevant laws and regulations and the articles of incorporation.
- 3.5. The Temporary Manager is a natural person and must enter into the service of or, based on an assignment contract, be contracted by the Stichting. The remuneration of the Temporary Manager shall not exceed the applicable remuneration standard of the Stichting, based on the Wet Normering Topinkomens (Regulation of Top Incomes Act).

4. Timeframes

- 4.1. The Supervisory Board may reasonably decide to deviate from the timeframes stated in articles 2 and 3 of this protocol, for example if the urgency of the situation that has arisen in consequence of the inability to act or absence, or the desired continuity of operations of the Stichting, requires it.
- 4.2. The appointment of an Observer or Temporary Manager shall not be permitted to exceed the duration of one year and the Supervisory Board shall take the necessary measures in order to ensure that after expiry of the stated maximum duration a definitive solution shall have been implemented with regard to the arisen inability to act or absence situation.

5. Appointment in advance

- 5.1. The Supervisory Board has the authority to determine by decision that for all cases of inability to act and/or absence of one of the managers or all managers, a specific, named person or person connected to a specific function within the Stichting, shall be appointed to act as Observer or Temporary Manager.

6. Profile

- 6.1. In all cases of appointment of an Observer or Temporary Manager, there must be alignment with the at that time most recent profile for the Board, any applicable further statutory requirements, as well as any other requirements and criteria imposed by the Supervisory Board in connection with the nature of the inability to act or absence and/or the context within which the inability to act or absence has occurred.

7. Co-determination

- 7.1. The Supervisory Board ensures that the representative body within the Stichting is informed of any absence or inability to act of a director, the method for giving implementation to the protocol, as well as the measures which are or will be taken within that framework, and promotes an open and constructive contact with the relevant representative body concerning the arisen situation.

8. Decision Making

- 8.1. The Observer and the Temporary Manager must declare to be bound by all articles of incorporation and regulations, usual procedures, and decision-making agreements in force within the Stichting.
- 8.2. The managerial authority of an Observer or Temporary Manager is exercised only within the applicable codes of conduct and policy lines, and within the context of assignments already extended within the Stichting, for the purpose of safeguarding the continuity of already initiated administrative activities. If it is deemed necessary to deviate from the provision in the previous sentence, this managerial authority shall only be exercised in absolute unity with the Board Management Team and the Supervisory Board.
- 8.3. The Supervisory Board has the power to impose restrictions in the nature of the decisions that may be taken by the Observer or Temporary Manager, including but not limited to decisions that could materially affect the multi-year obligations of policy intentions of the

Stichting. The preceding applies without prejudice to the existing obligation of the board for obtaining prior approval for taking decisions as stipulated in the articles of incorporation.

8.4. The chairperson of the Supervisory Board shall be notified within 24 hours of all decisions taken within the framework of temporarily observed or transferred managerial powers.

8.5. The manager remains jointly responsible for the decisions taken during their inability to act.

9. Insurance policy

9.1. Insofar as necessary for the recruitment of an Observer, and insofar not yet implemented within the Stichting, the Stichting shall ensure that a managers' liability insurance policy is obtained, with adequate coverage in light of the nature and scope of the activities of the Stichting.

Thus prepared by the Supervisory Board by decision on 5 October 2020.