

Regulations Selection and Remuneration Committee Supervisory Board HZ

Stichting HZ

The Supervisory Board of the Stichting HZ:

With consideration of the provisions in principle III.5 of the Sector Code Good Governance Universities of Applied Sciences;

Enacts the following Regulations Selection and Remuneration Committee Supervisory Board HZ;

Regulations Selection and Remuneration Committee Supervisory Board HZ

Stichting HZ

Article 1. Definitions

The following definitions are used in this regulation:

1. **HZ**: the Stichting HZ;
2. **Supervisory Board**: The Supervisory Board of the HZ;
3. **Executive Board**: the Executive Board of the HZ;

Article 2. General

- 2.1 The Supervisory Board can appoint a Selection and Remuneration Committee.
- 2.2 The Selection and Remuneration Committee is tasked with preparing the decision-making of the Supervisory Board with regard to:
 - a. the (re)appointment of members of the Supervisory Board and the Executive Board;
 - b. the remuneration policy and the remuneration of (individual) members of the Executive Board.

Article 3. Composition

- 3.1 The Selection and Remuneration Committee consists of at least two members appointed from and by the Supervisory Board.
- 3.2 The Supervisory Board appoints one of the appointed members as the chairperson.
- 3.3 The position of chairperson cannot be fulfilled by a former member of the Executive Board of the HZ.
- 3.4 The members are appointed for a period of one year and can be repeatedly reappointed.
- 3.5 The Supervisory Board may make interim changes to the composition of the Selection and Remuneration Committee.

Article 4. Duties

- 4.1 The Selection and Remuneration Committee has the following duties:
 - a. the preparation of profiles for the Executive Board and for Executive Board vacancies;
 - b. the preparation of selection criteria and the appointment procedure for members of the Executive Board;
 - c. the preparation of profiles for the Supervisory Board and Supervisory Board vacancies;

- d. the preparation of selection criteria and the appointment procedure for members of the Supervisory Board;
 - e. the preparation of the remuneration policy for the Executive Board;
 - f. the preparation of a decision concerning the remuneration of individual members of the Executive Board;
 - g. the preparation of a remuneration report.
- 4.2 The Executive Board is required to, in a timely fashion, supply to the Selection and Remuneration Committee, both upon request and of its own accord, any information the Committee requires for the performance of its duties.

Article 5. Working Method

- 5.1 The Selection and Remuneration Committee meets at least twice per year.
- 5.2 The chairperson prepares the meetings and sends the members a copy of the agenda prior to each meeting. Within the framework of preparing the agenda, the chairperson invites the members to contribute points to the agenda.
- 5.3 The Selection and Remuneration Committee may invite other members of the Supervisory Board, members of the Executive Board, or third parties to attend its meetings.
- 5.4 The chairperson ensures that minutes are taken for the meetings. Statements of these are sent to the members of the Supervisory Board and the Executive Board.

Article 6. Annual Statement and Report

- 6.1 In the annual statement, the Supervisory Board publishes the composition of the Selection and Remuneration Committee, the number of meetings the Committee has held, as well as the most important topics that were discussed.
- 6.2 Annually, in February by the latest, the Selection and Remuneration Committee issues a written report to the Supervisory Board about the deliberations and findings concerning the preceding year.

Article 7. Final Provisions

- 7.1 These regulations enter into force on 6 March 2013.
- 7.2 These regulations will be published on the website of the HZ.
- 7.3 These regulations may be referenced as "reglement selectie- en remuneratiecommissie raad van toezicht HZ" ("Regulations Selection and Remuneration Committee Supervisory Board HZ").