

Internal regulations of the Board of Governors

Approved by the Board of Governors on 5 July 2021

Bold = statutory provisions
Not bold = supplementary provisions

1. SCOPE

These internal regulations lay down the functioning of the Board of Governors of the Institute of Tropical Medicine, complementing the Statutes and legal provisions.

2. COMPOSITION

2.1 Number of members

The Board of Governors is composed of at least three and no more than twelve members.

2.2 Gender balance

No more than two-thirds of the members of the Board of Governors will be of the same gender.

2.3 The director

The director is an ex officio member of the Board of Governors but he/she cannot be a chairperson or vice-chairperson of the Board of Governors.

Where necessary and appropriate, the director shall distinguish between his responsibilities as a governor and as a director and shall inform the chairperson of any potential conflict, even if it does not concern a conflict of interest as referred to in Article 13 of the Statutes. The chairperson may, whether or not at the request of a member, bring a potential conflict to the attention of the director. The chairperson and the director shall decide together on the action to be taken in respect of the conflict. They shall inform the Board of Governors thereof, which may reject the proposal. In that case the chairperson shall formulate an adjusted proposal, until an agreement is reached. This shall also happen in case the chairperson and the director do not agree on the action to be taken.

3. APPOINTMENT AND DISMISSAL OF MEMBERS OF THE BOARD OF GOVERNORS

Without prejudice to Article 10 [of the Statutes], the General Council shall appoint, suspend and dismiss governors on the recommendation of one-third of its members or on the recommendation of the current Board of Governors.

The General Council shall adopt resolutions with a two-thirds majority of the members present or represented with regard to the appointment, suspension or dismissal of a governor.

All members of the Board of Governors, on accepting their mandate, enter into a contractual relationship with the Institute as governors, which takes effect immediately and tacitly. Participation in a first meeting shall be considered as implicit acceptance of the mandate.

4. TERM, RENEWAL AND TERMINATION OF THE MANDATE OF A GOVERNOR

The mandate of the members of the Board of Governors is four years and is renewable.

The mandate of a governor ends upon the expiry of the mandate, death, resignation or dismissal by the General Council, civil incapacity, placement under provisional administration or removal. The General Council shall arrange for a successor.

- The mandate of the governors starts on the date of their appointment by the General Council, unless the General Council specifies another starting date in its appointment decision.
- The governorship of the director ends automatically upon his resignation or retirement as director.

5. CHAIRPERSON AND VICE-CHAIRPERSON

The Board of Governors appoints a chairperson and a vice-chairperson from among its members for a term of four years. The mandate of the chairperson and vice-chairperson of the Board of Governors is renewable. If the chairperson is unable to attend, the vice-chairperson shall assume the powers of the chairperson.

- The election of the chairperson and the vice-chairperson shall take place by ballot or by acclamation. Any governor may stand as a candidate at least ten calendar days before the meeting at which the election is to be held. At the request of one or more governors, voting shall be by secret ballot and/or the candidates shall leave the meeting.
- If there is only one candidate for a position, the designation may be made by acclamation unless one or more members still request a vote. In that case, the candidate must obtain at least half of the votes present or represented.
- The mandate as chairperson or vice-chairperson is derived from and subordinate to the mandate as governor. If the governorship comes to an end, the mandate of chairperson or vice-chairperson also ends automatically. If the governorship is renewed, the mandate of chairperson or vice-chairperson automatically continues for a total period of four years. The mandates of the chairperson and of the vice-chairperson are renewable. If the mandate ends prematurely, a successor is elected who completes the mandate of the predecessor.
- In addition to the statutory powers relating to the representation of the Institute, convening the meetings, setting the agenda and taking decisions, the role of the chairperson is to lead the meetings, summarise discussions and formulate a decision or proposal. The chairperson mediates and settles disputes whenever possible and makes every effort to bring matters to a successful conclusion. Where appropriate, the chairperson shall have informal contacts and consultations outside the meetings, with due regard for collective decision-making and responsibility.
- The chairperson shall monitor and control the possible conflicts of interest and other discrepancies in the Board of Governors and the daily management, as set out elsewhere in these regulations.
- The chairperson may be assisted or replaced by the vice-chairperson in all these tasks.
- Unavailability of the chairperson should be understood to include his or her own conflict of interest.

6. MEETING

6.1 Meeting frequency

The Board of Governors shall be convened by the chairperson at least four times a year and as often as the interests of the Institute require. The Board of Governors must also be convened if three governors so request.

In the third month before the beginning of each calendar year, the Board of Governors shall determine a meeting calendar for the following year. The chairperson can, on his or her own initiative or at the request of three governors, always convene additional meetings.



6.2 Agenda

The chairperson sets out the agenda after consultation with the director. Each governor may request in writing that an item be placed on the agenda of the Board of Governors. An item that has not been placed on the agenda may only be discussed at the meeting if all governors present or represented state that they are in agreement with this.

6.3 Convening

The convening shall take place in writing, at least fifteen calendar days before the meeting. The proposals and explanatory notes shall be delivered in writing to all members at least five working days before the meeting. In exceptional cases, the chairperson may allow a reasoned exception to this period. Any member may request that voting on such a proposal be postponed.

- Convening in writing shall also be understood to mean by email. The actual convocation may also be issued by the director, the secretary or any other employee of the Institute, provided that it is made in the name of the chairperson.
- Compliance with these time limits is determined by the date of email transmission. Any deviation must, in principle, be justified. If no member objects at the start of the meeting, the deviation shall be considered approved.

6.4 Presence of third parties

The Board of Governors may invite third parties and/or allow observers at its meetings. The presence of external parties must be justified, announced by the chairperson no later than the start of the meeting and approved by the Board of Governors. The presence of such parties shall be recorded in the minutes.

- The Government Commissioner is invited to all meetings of the Board of Governors. Other observers may be invited either permanently or by session or subject.
- If any member objects to the presence of an observer or other third party, he or she may request a vote before allowing this external person to attend the meeting. If no member objects at the start of the meeting, attendance shall be considered approved.

7. DELIBERATION AND RESOLUTIONS

7.1 Quorum

Without prejudice to Article 24 [of the Statutes], the Board of Governors can only validly deliberate and adopt resolutions if at least half of the members are present or represented.

7.2 Form of deliberation

The Board of Governors can validly hold meetings in any form, either physically or by telephone, video connection or other legally valid means that enable interactive deliberations as a board.

Deliberations by letter, email, SMS or chat are not covered by the permitted forms of meeting.

7.3 Resolutions

The Board of Governors shall aim to adopt resolutions in consensus and, as necessary, by a simple majority of votes, unless the Statutes stipulate otherwise. In the event of an equality of votes, the vote of the chairperson or his/her replacement is decisive.

7.4 Written resolutions

In exceptional cases, when required by urgent need and the interests of the Institute, the Board of Governors may adopt resolutions in writing on the proposal of the chairperson.



In the exceptional written resolution procedure, both the proposal and the response can be communicated by post or email. The governors shall communicate their position to the chairperson and the director at the latest on the fifth calendar day following the sending of the proposal. In case of written resolutions, voting by proxy is not possible. The resolution is only approved by unanimity.

7.5 Liability

All members of the Board of Governors are jointly and severally responsible and liable for the resolutions adopted by the Board of Governors and the resulting consequences.

- The governors shall not be personally liable for the performance of the Institute's obligations. Their liability to the Institute and to third parties shall be limited to fulfilling the mission assigned to them according to common law, the law and the Statutes.
- The governors shall only be liable for decisions, acts or behaviour which are manifestly outside the range within which normally prudent and diligent governors, placed in the same circumstances, may reasonably differ. The governors shall only be liable for the errors personally attributable to them as governors. This liability is joint and several unless the governors have had no part in the error and have reported the alleged error to all other members of the Board of Governors. This report and the discussion to which it gives rise shall be recorded in the minutes.
- The Institute shall take out directors' liability insurance for all its governors. This takes effect from the moment of joining.

7.6 Proxy

Each governor can, by ordinary letter, fax or electronic means of communication addressed to the chairperson, instruct another governor to represent him/her at a specific meeting and to vote in his/her place. The person issuing the proxy is counted when determining the quorum. A governor can only represent one other member of the Board of Governors. The delegating board member bears the collegiate responsibility and liability for the delegated vote.

The proxies shall be kept and registered in the minutes and the register of the Board of Governors. The person issuing the proxy may not subsequently contest the vote or contribution of the proxy holder.

8. MINUTES AND SECRETARY

The Board of Governors designates a secretary who takes minutes of the meetings. These minutes must be approved by all present and represented members and signed by the chairperson. The minutes are filed in the minutes register of the Board of Governors. Copies or extracts are only enforceable against third parties if they have been signed either by the chairperson, or the director, or two members of the Board of Governors.

The general manager fulfils the role of secretary who takes the minutes of the Board meetings. In principle, the secretary attends all meetings. The Board can decide to discuss certain items in the absence of the secretary.

The secretary shall draw up minutes of each meeting of the Board of Governors which shall contain at least:

- The list of those present, those absent and proxies granted;
- The agenda items;
- A summary of the additional elements and comments made at the hearing;
- The decisions taken and, where appropriate, the outcome of votes.

The secretary shall send a draft report to the chairperson within five calendar days after each meeting, who shall make any comments known within four calendar days. The comments shall be collected in the proposal of final report which, as a rule, shall be the first item on the agenda of the next meeting. The draft report shall be discussed at the session and may or may not be adopted. The report approved at the meeting shall be signed by the governors. If further adjustments are requested at the meeting, the draft report shall be amended as requested and submitted for approval at the next meeting. The signed report shall be filed in the register of the Board of Governors, which is kept at the Institute.



9. CONFLICTS OF INTEREST AND OTHER DISCREPANCIES

Any person who is confronted with a possible conflict of interest during deliberations, adopting resolutions or transactions shall inform the chairperson and, if applicable, the statutory auditor, as referred to in Article 26 [of the Statutes]. Any person who has a personal or material interest in a particular resolution shall not take part in the deliberations or the voting on that item. In the event of other conflicts of interest, the Board of Governors shall decide, in the absence of the member, whether he/she may continue to participate in the deliberations and/or the voting. Each reported conflict of interest shall be recorded in the minutes of the meeting.

- If a governor has a direct or indirect patrimonial or personal interest that conflicts with the interests of the Institute, he must declare this to the other governors before the Board of Governors takes a decision. His declaration and explanation of the nature of this conflicting interest must be noted in the minutes of the meeting of the Board of Governors that has to take the decision. The Board of Governors may not delegate this decision. The conflicted governor shall withdraw from the meeting and abstain from the deliberation and the vote on the matter to which it relates. The other governors shall describe in the minutes the nature of the decision or transaction and its financial consequences for the Institute and shall justify the decision taken. This part of the minutes shall be reproduced in full in the annual report or in the document filed with the annual accounts. The minutes shall be communicated to the statutory auditor. In a separate section of the report, the statutory auditor shall assess the patrimonial consequences for the Institute pursuant to Article 3:74 CCA. This procedure does not apply to customary transactions which take place under the conditions and at the securities usually prevailing on the market for similar transactions.
- In addition, a member or observer may be involved or considered to be involved in other ways. If such a situation is likely to give rise to disputes regarding decision-making or deliberation, the member may himself or herself choose to abstain from attending or to be absent from the discussion of the item concerned. The member shall notify the chairperson of this choice, who shall inform the other members thereof. The member shall inform the chairperson of his or her choice and decide whether it can be communicated to the other members.
- If a member opines that such bias, or possible perception thereof, or a statutory conflict of interest, exists on the part of another member, he or she may disclose this in confidence to the chairperson. The chairperson decides on the action to be taken.

10. COMMITTEES

The Board of Governors shall form an audit committee and a nomination and remuneration committee whose powers, duties and functioning are set out in the charter of good governance. The Board of Governors may form other committees to provide assistance at a strategic, scientific or managerial level.

The powers, duties and functioning of the audit committee and the nomination and remuneration committee were set out in charters by the Board of Governors.

11. DAILY MANAGEMENT

The Board of Governors shall appoint the director to whom it delegates the execution of its decisions and the powers of day-to-day administration. In addition to implementing the resolutions adopted by the Board of Governors, day-to-day administration includes all acts and representations that are part of the daily life of the Institute or that are so urgent and less important that they do not justify intervention by the Board of Governors.

The director is accountable to the Board of Governors for all administrative acts. The Board of Governors shall draw up management regulations which set out the powers, duties and functioning of the director, including a list of acts that are regarded as acts of day-to-day administration. These management regulations are part of the charter of good governance.

The director is an ex officio member of the Board of Governors but he/she cannot be a chairperson or vice-chairperson of the Board of Governors.



In respect to day-to-day administration, he/she is assisted by a management committee, the composition, operation and powers of which are set out in the management regulations. The Board of Governors shall monitor the participation, transparency and academic values of day-to-day administration.

The director may, on his/her own responsibility, delegate acts and representations of day-to-day administration to staff members and third parties.

- The management regulations lay down the powers, responsibilities and decision-making in the matters that the Board of Governors delegates to the director as the body of daily management.
- The delegation regulations specify the decision-making powers delegated by the Board of Governors to the director.
- The proxy regulations contain delegations of the director's power of representation to staff members.

12. EVALUATION

The General Council evaluates the quality of the activities performed by the Board of Governors annually. In case of serious shortcomings, it can proceed with a reasoned resolution to suspend or dismiss one or more governors.

The annual evaluation of the Board of Governors covers both its operational functioning and the policy pursued by the Board of Governors. The operational functioning of the Board of Governors is evaluated at the level of the individual governor, advisory committees and the entire Board of Governors.

