

Charter Nomination and Remuneration Committee

Approved by the Board of Governors on 25 August 2022

1. Scope

This charter determines the composition, functioning and powers of the Nomination and Remuneration Committee of the Board of Governors of the Institute of Tropical Medicine ("ITM"). Only the Board of Governors is authorised to approve and amend this charter.

2. Assignment

The Nomination and Remuneration Committee prepares the selection of the director, the general manager, the department heads and the chief medical officer of the ITM, and advises on the appointments of the professors.

The Nomination and Remuneration Committee provides advice and formulates proposals to the Board of Governors with regard to the general remuneration policy of the ITM staff and the individual remuneration of the director, the general manager, the department heads, the chief medical officer, the professors and of the ITM governors.

The Nomination and Remuneration Committee also has the task of selecting external governor candidates and formulating proposals for the appointment of the governors.

3. Composition

3.1 Members

The Nomination and Remuneration Committee consists of at least a chairperson and one member, designated by the Board of Governors. The chairperson and at least one member shall be part of the Board of Governors. The director cannot be a member of the Nomination and Remuneration Committee.

The Board of Governors shall ensure the balanced and competent composition of the Nomination and Remuneration Committee.

The mandate of a member of the Nomination and Remuneration Committee coincides with his or her mandate as a governor. The Board of Governors can terminate the mandate of any member ad nutum at any time.

3.2 Observers

The director, the general manager, the HR manager and the company secretary shall attend the meetings as observers, unless the Nomination and Remuneration Committee decides otherwise. In case the chairperson of the Board of Governors is not a member of the Nomination and Remuneration Committee, he or she can always attend the meetings as an observer.

The company secretary shall act as secretary of the Nomination and Remuneration Committee.

3.3 Invitees

The Nomination and Remuneration Committee can always invite other people to its meetings.

4. Functioning

The Nomination and Remuneration Committee shall meet as often as necessary and at least twice a year. The Nomination and Remuneration Committee can only validly deliberate if at least half of its members are present, with a minimum of two members.

The chairperson shall convene the meeting on his or her own initiative, at the request of a member or at the request of the Board of Governors, shall preside over the meeting and shall report to the Board of Governors. If the chairperson is unable to attend, the oldest member present shall assume his or her duties. The invitation, the agenda and the accompanying documents shall be sent to the members and observers at least two days in advance, unless it is urgent. The meetings may also be held by tele or videoconference.

A report of each meeting shall be drawn up, which shall be approved by the members and shall be kept in the ITM's register.

The Nomination and Remuneration Committee may discuss confidential issues in closed session where necessary, with or without the persons concerned.

