

## **Supervisory Board Protocols**

L.S.A. Custodia

### **Purpose and Duties of the Board of Supervisors**

#### **Article 1**

1. The Supervisory Board of L.S.A. Custodia (hereafter referred to as the ‘Supervisory Board’) is established pursuant to Article 12 of the statutes, as they were most recently amended by notarial deed on the 21<sup>st</sup> of August 2023.
2. The Supervisory Board is tasked with overseeing the policies of the Board and the general course of affairs in the Association and its affiliated organisations. It provides advice to the Board, both requested as unrequested. In fulfilling its duties, the Supervisory Board aligns its actions with the interests of the Association and its affiliated organisation.
3. The Supervisory Board is entrusted with specific responsibilities contributing to both annual and long-term strategic objectives, being:
  - a. Overseeing the transition process between outgoing and incoming Boards;
  - b. Reviewing and assessing the Board policy;
  - c. Reviewing and assessing any substantial changes to policy documents;
  - d. Conducting a half yearly-evaluation of the Board;
  - e. Reviewing and assessing the end-of-year Report;
  - f. Monitoring and analysing the development and maintenance of a multi-year plan;
  - g. Monitoring and analysing the development and maintenance of long-term financial planning.
4. The Supervisory Board bears the responsibility of attending the General Assemblies, ensuring representation by at least one of its members.
5. The Supervisory Board provides advice and/or assessments, documented in a formal electronic letter. This letter will bear the signatures of all the members of the Supervisory Board, and will be archived in a digital repository. Members of the Association will have access to this repository.

### **Composition of the Board of Supervisors**

#### **Article 2**

1. The Supervisory Board consists of a minimum of one person and the maximum number of members is determined by the General Assembly. The members of the Supervisory Board are appointed by the General Assembly.
2. The Supervisory Board will engage in recruiting new members for the Supervisory Board when it deems this necessary. This may be the result of increased workload or an existing member departing their post. The Supervisory Board will present new candidates to the

General Assembly, wherein the General Assembly will decide with a majority vote if the candidate will be installed.

3. The appointment of the Supervisory Board members is for an indefinite period.
4. The Supervisory Board follows an internal recruitment procedure to select new candidates, whereby the following requirements are taken into account:
  - a. The candidate must have had a period of absence from the Association of 12 months from any Board or committee position within L.S.A. Custodia.
  - b. The candidate preferably has previous experience working as a board member, either within the association or outside of it.
  - c. The candidate must be able to commit his or her time to contributing to the functioning of the Supervisory Board. This is understood as contributing to discussions, reading and analysing documents, and engaging in strategic thinking in order to further develop the Association.
  - d. The candidate is not currently a Regular Member of L.S.A. Custodia.
5. Resignation of a particular member of the Supervisory Board is only possible after discharge has been granted by means of a majority vote casted by the General Assembly.

### **Meetings and Decision-Making**

#### **Article 3**

1. Meetings of the Supervisory Board are organised if a majority of the Supervisory Board or the Chairman of the Supervisory Board deems this necessary.
  - a. The minutes of the meeting of the Supervisory Board will be recorded by the note taker and co-signed with the Chairman. The Minutes of Meeting will be stored in the repository.
  - b. Absent members of the Supervisory Board can be represented by another member after providing a written notice to the Chairman of the meeting.
  - c. Meetings of the Supervisory Board can be held physically, through voice or video-call, or through any other communication method. However, every member of the Supervisory must be heard at the same time.
2. Any decision made in the Supervisory Board will be recorded by the note taker and co-signed with the Chairman. These decisions will be collected in the repository.
  - a. Decisions can be made by the Supervisory Board outside of organised meetings, as long as these are recorded physically. And as long as all members of the Supervisory Board are heard and agree with this form of decision making.
  - b. Decisions require a vote and a result of an absolute majority of the members of the Supervisory Board, who are present and allowed to vote.
    - i. When the vote is ceased, no decision is made.

## **Accountability and Communication**

### **Article 4**

1. Pursuant to Article 12.3 of the Statutes, the General Assembly appoints the members of the Supervisory Board and retains the authority to suspend or dismiss any member of the Supervisory Board at any time. Each suspension may be extended one or more times, but shall not exceed a total duration of three months. If no decision has been made to lift the suspension or to dismiss the member after this period, the suspension shall automatically terminate.
2. In the fulfilment of their duties, the members of the Supervisory Board shall act in the best interests of the Association and its affiliated organisation.
3. At the start of the association year, the Supervisory Board and the Board will make agreements on the method and frequency of communication and the terms for sharing and reviewing (policy) documents.

## **Financial Oversight**

### **Article 5**

1. The Supervisory Board has the authority to advise or assess the financial policy of the Board, under the condition that this does not conflict with the duties and authorities granted to the Audit Committee.

## **Integrity and Ethics**

### **Article 6**

1. The members of the Supervisory Board refrain from voting at the General Assembly, however they may give an advisory vote on their request.
2. A member of the Supervisory Board does refrain from participating in the deliberation and decision-making of the Supervisory Board, if the particular member in relation to that decision or deliberation has a direct or indirect personal interest that is conflicting with the interest of the Association and its affiliated organisations.

## **Evaluation and Self-Evaluation**

### **Article 7**

1. The Supervisory Board will conduct an annual internal self-evaluation in the form of a letter, which will be shared on the repository.

## **Collaboration with Other Bodies**

### **Article 8**

1. The Supervisory Board will work and interact with the different bodies of the Association in accordance with rules and regulations as stated in the Statutes and the Supervisory Board Protocols.