



Europeana Foundation Governing Board Meeting

Paper 2A
Public

5 March 2018
9h30 – 16h45 CET
[Koninklijke Bibliotheek Prins
Willem-Alexanderhof
5, 2595 BE The Hague](#)
Koopman Room I5.200

Revision of Europeana Foundation bylaws

Action proposed: Board to comment, suggest anything they feel should be added, and to approve

Background

Following the amendment of the statutes of Europeana Foundation in November 2016 to fulfill May 2016 Council Conclusion and ensure more inclusive governance involving member states through the participation of three EU presidency members in the Governing Board, the bylaws are amended to reflect the established statutes and the addition of two MS representatives to the Board.

Additionally some amendments in corresponding bylaw to Article 5 have been suggested to indicate the variety of the expertise and background of the Board members.

Suggested revisions

Article 1 - DEFINITIONS

Articles of Association	the articles of association of the Foundation as notarised on 10 September 2015 <u>15 November 2016</u> ;
Ambassadors upon	nominated individual who may represent the Foundation request;
Board Member	a Board Member, as defined in the Articles of Association;

Field Code Changed





Bylaws	these bylaws;
Chair	The Chair of the Governing Board;
Europeana <u>Network Association</u>	Vereniging Europeana Network, an association (<i>vereniging</i>);
Executive Director Governing	The natural person granted a power of attorney by the Board to permanently represent the Foundation within the restrictions laid down in that power of attorney;
Foundation	the foundation to Dutch law, Stichting Europeana;
Governing Board	the Governing Board, as defined in the Articles of Association.

Article 2 - NAME AND REGISTERED SEAT

- No corresponding bylaw

Article 3 - OBJECTS

- No corresponding bylaw

Article 4 - ASSETS

- No corresponding bylaw

Article 5 - GOVERNING BOARD

1. The Governing Board is made up of 17-19 members from an array of cultural heritage institutions, representatives of Member States, European associations of content holders, the commercial sector and experts from a variety of backgrounds including: technology, business, education, semantic web, policy, future technology trends, publishing, internet of things, media, social media, finance, and law. Collaboration within this group mirrors active engagement with the culture of innovation and cooperation that Europeana embodies as the digital platform for European cultural and scientific heritage.

2. The Governing Board is obliged to strive to adequately represent the full breadth and expertise of the network and ensure that it is fit to deliver Strategy.

3. The Governing Board is responsible for identifying the gaps and creating balance in representation in terms of background and expertise, seniority/authority to foster connection and networking potential at the top of organisations, geographic spread and gender to make sure these are addressed at the next available opportunity.

4. The decision to nominate the four European Association of Content Holders (as defined in the Articles of Association) should be based on ensuring the representation in full breadth



and expertise of the members of Vereniging Europeana (the Europeana Network [Association](#).) and on any requirements for fulfilling Europeana Strategy 2020

5. The Chair or Vice Chair of the Governing Board of the Foundation cannot be the same person as the Chair or Vice Chair of the Managing Board of the Europeana [Network Association](#).

6. The Chair is responsible for,

A. chairing meetings of the Governing Board, and the meetings of the Chair, Vice-Chair and Treasurer.

B. monitoring the proper functioning of the Governing Board,

C. initiating the evaluation of the performance of the Governing Board as required.

D. ensuring Board Members receive in good time all information which is necessary for the proper performance of their duties,

7. The Governing Board can discharge the Chair from its function by a majority of the vote. If the issue of discharging the Chair is brought up, the Governing Board will appoint the vice chair to chair the meeting on this issue. The Governing Board will re-elect a new Chair during the same meeting where the Chair is discharged.

8. Each Board member shall be asked to submit to the Chair a role description, appropriate to their own expertise, which will detail their planned contribution to the Annual Business Plan, and Strategic Plans of Europeana Foundation.

9. The Board Members representing the Founding Members shall agree to perform a specific role or provide services to support the work or operation of the Foundation.

10. The Governing Board shall try to appoint at least one financial expert, in the sense that he or she has relevant knowledge and experience of financial administration and accounting.

11. A Board Member may be dismissed for inadequate performance such as frequent absence from meetings, a structural conflict of opinions with the other members of the Governing Board, incompatibility of interests. Before a Board Member can be dismissed for inadequate performance or any other reason, they will be given the opportunity to share their view, on the possible dismissal, with the other members of the Governing Board.

12. The Board Members shall treat all information and documents that are marked as confidential that they receive within the context of their membership of the Governing Board in the strictest confidence and not disclose such information and documents outside the Governing Board even after their retirement.

Article 6 - GOVERNING BOARD; THE DECISION-MAKING PROCESS

1. The Governing Board shall hold a meeting whenever the Chair considers this necessary.

2. The agenda for the meetings of the Governing Board will be determined by the Executive Director, in consultation with the Chair. It will include in addition to the matters that arise



from time to time, a number of points to be determined by the Governing Board which it wishes to have placed on the agenda of each meeting.

3. Each Board Member shall commit to attending three quarters of the Governing Board meetings per year.

4. Board Members who are frequently absent at meetings of the Governing Board shall be called to account for this by the Chair. The minutes of the Governing Board meetings shall record the attendance at each meeting, and state which Board Members have been frequently absent from meetings of the Governing Board.

5. The minutes of the meeting will record the subjects, views, considerations and decisions of the meeting in such a way that Board Members who did not attend the meeting have a clear and complete account of discussions during the meeting.

6. Board Members are eligible for reimbursement of travel and subsistence expenses incurred to attend meetings of the Governing Board, in accordance with the [Europeana Travel Rules](#).

7. Observers are not eligible for reimbursement of any costs incurred to attend the meetings of the Governing Board.

8. Notwithstanding, any person, including if they are also an Observer, may be eligible for reimbursement of travel and subsistence expenses if they have been invited to attend by the Chair, or Executive Director.

Article 7 - TASKS OF THE GOVERNING BOARD

- No corresponding bylaw

Article 8 - REPRESENTATION

- No corresponding bylaw

Article 9 - FINANCIAL YEAR AND ACCOUNTS

- No corresponding bylaw

Article 10 - AMENDMENTS TO THE STATUTES

- No corresponding bylaw

Article 11 - DISSOLUTION

- No corresponding bylaw



Article 12 - GOVERNING BOARD BYLAWS

- No corresponding bylaw

Article 13 - FINAL PROVISIONS

- No corresponding bylaw

Circulation:

Europeana Foundation Governing Board Members & Observers

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