

# General Guidelines Foundation

Adopted at Board Meeting on: 17-06-2021 | Version 2, 30-03-2021



## 1. Objectives AO, Management and Maintenance

For the proper function of processes, it is useful to lay down guidelines in an administrative organisation (AO) document.

It makes accessible to everyone and creates a basis for testing compliance. It must be possible to ascertain from the various reports what performance has been achieved against what deployment of people and resources. The Board should keep this document text up-to-date and the Treasurer should do the update.

## 2. Legal framework, Administrative Regulations and other Guidelines

The existence of our Foundation Cardiomypathy Research, the Netherlands (hereinafter referred as "Foundation") is anchored in its statutes. The Foundation is managed by the Board as a collective. We work according to the principles of the WBTR (Dutch Act on Management & Supervision of Legal Entities). The Board operates within the framework of the Board regulations set out below. The Foundation is not a company and restricts itself to activities that are exempt from VAT unless otherwise decided in the future.

The following issues remain a permanent part of the management tasks and decisions:

- An annual activity plan with associated budget and fundraising projects;
- A rolling multi-year policy plan that must lead to the realisation of the statutory objectives;
- Managing the function of the Board by evaluating the Board regulations function;

- The acceptance of ancillary positions by some Board members.

The Foundation is governed by Dutch law and regulations and will be registered in the ANBI register (Public Benefit Institution) as soon as possible.

### 2.1 Board Rules

With reference to the WBTR, the Board determines the following work methods:

1. All Board members focus on the interests of the Foundation;
2. The concept of a conflict of interest is known to all Board members and guarding against it is a collective duty of which every Board member is well aware. All are aware of the obligation to call each other to account if and to the extent that there is or could be a conflict of interest;
3. A member of the Board shall not take part in any deliberation or decision-making process if he/she has a direct or indirect personal interest that conflicts with the interests of the Foundation. Exclusion from deliberations shall be determined/recorded in a Board meeting;
4. The Board is a one-tier Board, without external supervision, but with safeguards for the quality of decision-making through collective responsibility and compliance with the WBTR. The concept of collective responsibility recurs regularly in the AO. This choice for a monistic form will be reviewed from time to time in case the Foundation grows in size;
5. An absent Board member shall authorize another Board member to represent him or her at each meeting;
6. Decisions shall be taken by a simple majority of votes;



- 7. Nominations for appointment and dismissal are a collective management matter;
- 8. All Board members are executive Board members;
- 9. Additional functions are reported and reviewed in Board meetings.

## 2.2 Delegation Arrangements

Actions that bind the Foundation externally can only be carried out by Board members within the limits of the agreements in the AO. Anyone who fails to comply with these agreements, will be called to account by the collective in a meeting. Internally, the decision-making powers are regulated in this AO. A budget holder is responsible for decisions within the set budget, limited per cost type.

## 2.3 Consultation Structure

The Board meets quarterly (or more often if necessary) and decision lists are drawn up with a short justification for the decision. Meetings are prepared by a designated member, not necessarily the Secretary, supported by the Treasurer with respect to the AO or good governance. A Dropbox folder accessible by all is used.

## 2.4 Financial / Decision-making Power

*Pre-conditions and frameworks:*

- a) The amounts allocated in the annual budget;
- b) Investments always go through the collective management and is an expenditure on a durable good > €1,000;
- c) There is no question of purchasing/leasing staff and property, travelling or receiving gifts. If there should be any question of financing labour in an existing Institute, this is a subject for the Board as a whole;
- d) The Board is unpaid. Any cash out expenses can be claimed through the Chairman. The Treasurer checks.

	Order/ quotations	Bank / Cash
Board members excl. Treasurer	€ 1,000	N/A
Treasurer and financial member	€ 0	unlimited
Board as collective unrestricted	N/A	N/A

## 3. Activities

### 3.1 Structural and Occasional Activities

#### 3.1.1 Structural Activities

##### 3.1.1.1 Website Foundation

The Foundation has a [website](#). The editing of the website is delegated to a Board member, but all Board members check the content and quality of the website of their own accord or on request and pass on changes or editorial suggestions to the member who edits the website. The contents of the website are part of the periodic Board meetings. As soon as changes or expansions of the website have financial consequences, the mandate and work method are agreed upon and recorded in a Board meeting. Monitoring the quality of the content is a collective responsibility of the Board.

##### 3.1.1.2 Mailbox Foundation

A Board member monitors the Foundation's mailbox info@ and concludes with the other Board members who must take action. Periodic reporting takes place via the Board meetings.

### 3.1.1.3 Physical Correspondence

A Board member receives the physical correspondence, working in accordance with the digital mailbox.

### 3.1.2 Occasional Projects

All occasional projects are part of the regular management consultation, for which mandate and work methods are agreed and recorded. After the decision to implement, someone is appointed as Project Leader for orderly planning, budget control, implementation and quality. Afterwards, evaluation takes place in a Board meeting.

### 3.1.3 Incidental Activities with modest Demands on Time and Resources

Occasional small activities are carried out by individual Board members and progress is reported back at meetings.

### 3.1.4 Quotations

As soon as an external party is asked to carry out something, a quotation is requested by the executive Board member. The quote is stored in the Dropbox folder with the accompanying documents. The number of quotations requested is determined per project.

### 3.1.5 Assignment, Contract and Execution (for example Events)

One or more Board members are appointed as Project Leader(s) in a Board meeting. They ensure adequate project implementation and provide periodic feedback at a Board meeting. They keep track of additional work and less work.

### 3.1.6 Quality Control

Evaluation takes place by all Board members and is discussed in the Board meetings. Points for improvement are recorded.

### 3.1.7 Partnerships, PR and Fundraising

The choice of partnerships and the limits of fundraising are a joint Board responsibility and subject to discussion in Board meetings.

## 3.2 Factors in External Financing

There can be no question of a quid pro-quo from the Foundation towards an external Financier, other than events and performances that are 100% in line with the objective of the Foundation, such as information meeting about cardiomyopathy. However, the contribution of the external party can be mentioned at an event or on our website as a sign of gratitude.

## 3.3 Hiring or Purchasing

Purchases are made within the framework of the powers available. For purchases over €1,000, at least two quotations are always requested. The Project Manager accepts responsibility for the effectiveness, legitimacy, efficiency and budget margin.

## 3.4 Handling Invoices

The Treasurer checks correctness and completeness and pays the invoice if it has been approved by the Project Manager.

## 3.5 Management Report

### 3.5.1 Occasional if required

Per project according to decision of the Board.

### 3.5.2 Quaterly

In the third week after the end of a quarter, the Board receives a Management Report on the past quarter. Substantive reporting by the Project Manager, financial reporting by the Treasurer. In any case, the Management Report should contain the main points and relevant details of:

- Ongoing projects, perspectives, qualitative progress ;
- Financial progress and time taken for projects compared to the budget;
- Evaluation of completed projects and qualitative conclusions;
- Particularities of the function of teams and individuals;
- External contacts;
- Possible legal issues and risks;
- PR, website, Social Media;
- Proposals and agreements for the coming period.

### 3.5.3 Yearly

Annual reports are a collective responsibility of the Board, with editing and process control by the Treasurer. The annual report is published on our website.

## 3.6 External Communication

All external communication is co-ordinated by the Chairman who is also the permanent spokesperson. Periodic feedback in regular Board meetings. Per subject another spokesperson can be appointed by the Board.

## 3.7 Financial Administration

The Treasurer is responsible for the correctness, completeness and timeliness of the accounting records and registration, and the monitoring of the legitimacy of all financial actions and internal control.

He/she also manages the contents of the financial part of the Dropbox folder in terms of accuracy and timeliness. A Board member is appointed to look into the bank account and to express opinions on all activities of the Treasurer. All Board members have access to the Dropbox folder. There is no cash. Incoming invoices are paid by the Treasurer after verification and check initials by the Project Manager. Outgoing invoices are made and sent by the Treasurer based on input from the relevant Board member.

Board members must fill in and submit a statement for the expenses they incur for the Foundation to the Chairman. The Treasurer pays out after checking supporting documents and fiscal aspects. The Treasurer receives all original contracts and archives them in the Dropbox folder.