

# Europeana Foundation

## Internal rules & regulations

April 2021  
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### Article 1, Definitions

The concepts used in these internal rules are set out according to the definitions in the [Articles of Associations](#) of Europeana Foundation:

**Advisory Board:** the advisory board of the Foundation, as appointed in accordance with article 7;

**Board of Directors:** the management board of the Foundation; as appointed in accordance with article 5;

**Internal rules:** Europeana Foundation Bylaws;

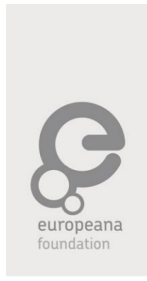
**Content:** a physical or digital object that is part of Europe's cultural and/or scientific heritage;

**Content holder:** a holder of content in Europeana;

**European association:** a European organisation whose members are institutions or professional individuals operating in or with an interest in digital cultural heritage;

**Europeana Aggregators Forum** (or EAF): a network of national, domain and thematic aggregators who support cultural institutions providing data and content to Europeana;

**Europeana Foundation bylaws:** bylaws i.e. internal rules and regulations (reglementen) of the Foundation as adopted in accordance with Article 16 paragraph 1;



**Europeana Network Association** (or: ENA): an association under the laws of the Netherlands (vereniging), having its corporate seat in The Hague, the Netherlands; a community of experts working in the field of digital cultural heritage united by a shared mission to expand and improve access to Europe's digital cultural heritage;

**Foundation:** the foundation (stichting), the internal organisation of which is governed by Statutes (statuten);

**Founders:** the European organisations who are acknowledged through legal process as founders of the Foundation, being: Biblioteca Nacional de España, Bibliothèque nationale de France, Institut National de l'Audiovisuel, France, National Library of the Netherlands and the Ministerio de Educacion, Cultura y Deporte España;

**In writing:** by letter, by telecopier, by email, or by a legible and reproducible message otherwise electronically sent, provided that the identity of the sender can be sufficiently established;

**Supervisory Board:** the supervisory board of the Foundation as appointed in accordance with article 6;

#### **Article 2, Name and registered seat**

No corresponding regulation

#### **Article 3, Objects**

No corresponding regulation

#### **Article 4, Assets**

No corresponding regulation

#### **Article 5, Board of Directors (Bestuur)**

##### ***Composition, responsibilities and powers***

1. The Board of Directors determine, develop, drive and deliver the strategy of the Europeana Foundation, with a high level of consensus from all stakeholders, political, cultural heritage institutions and the market in the context of a fast changing

environment. In the fulfilment of its task, the Board of Directors is guided by the interests of the Foundation.

2. The Board of Directors and the chairperson propose the agenda for the Supervisory Board and Advisory Board meetings in a way that it addresses and prioritises the matters at hand.
3. The Board of Directors shall provide the Supervisory Board in good time with the information necessary for it to function properly.
4. The Board of Directors is responsible for the meeting materials and their timely delivery to the Advisory Board.
5. The Board of Directors is responsible for the quality, correctness and completeness of the annual report and accounts.
6. The Board of Directors Agreement is stipulating in further detail the relations between the Supervisory Board and the Board of Directors.
7. The Board of Directors installs working groups in agreement with the Supervisory Board, to study and report on a particular matter and make recommendations based on its findings. Working groups are proposed by the Board of Directors, Supervisory Board or Advisory Board and are composed of members of the boards and/or third parties.
8. The term 'Board of Directors' may refer to any number of directors on the Board.<sup>1</sup>

## **Article 6, Supervisory Board (Raad van Toezicht)**

### ***Composition, responsibilities and powers***

1. The Supervisory Board is composed in such a way that the members can function as good supervisors independently.
2. The Supervisory Board seeks within and outside its network (with a public call) when recruiting new members.
3. The Supervisory Board members are from an array of cultural heritage institutions, associations of content holders in Europe, and experts from a variety of backgrounds. 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.
4. The Supervisory Board is obliged to strive to adequately represent the full breadth and expertise of the network and ensure that it is fit to support and oversee the strategy.
5. The Supervisory Board is responsible for identifying the gaps and creating a balance in representation in terms of background and expertise, seniority/authority to foster connection and networking potential at the top of organisations, and diversity and

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<sup>1</sup> In the current iteration of the BoD - as of October 2020 - the term refers to one director.

inclusion in all forms - making sure these are addressed at the next available opportunity.

6. Members of the Supervisory Board cannot be:
  - a. People who have worked for the Foundation within a year prior to their intended appointment as a member of the Supervisory Board.
  - b. A member of the Supervisory Board cannot replace the Board of Directors of the Foundation temporarily and if she/he does, must step down from her/his position on the Supervisory Board.
  - c. Directors of an organisation in which a director of the Foundation is a member of the supervisory body.
  - d. Persons who have been temporarily charged with the management of the Foundation within a year prior to their intended appointment as a member of the Supervisory Board, in the absence or impediment of all directors or the sole director.
  - e. Persons who work for the ministry under which art and culture falls, on the understanding that the Supervisory Board may judge that a member who is (has been) of the aforementioned capacity, is nevertheless independent and may be a member of the Supervisory Board. The Supervisory Board must motivate this assessment.
7. The chairperson is responsible for chairing meetings of the Board; monitoring the proper functioning of the Board; initiating the evaluation of the performance of the Supervisory Board as required and ensuring Board Members receive in good time all information which is necessary for the proper performance of their duties.
8. The Supervisory Board can discharge the chairperson from its function by a majority of the vote. If the issue of discharging the chairperson is brought up, the vice-chairperson of the Supervisory Board will chair the meeting on this issue. The Supervisory Board will re-elect a new chairperson as soon as possible.
9. The Supervisory 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.
10. At least 5 members of the Supervisory Board shall be Europeans.
11. Members of the Supervisory Board shall report to the Supervisory Board any circumstances that could cause a potential conflict of interest situation, or hinder their performance if and as soon as such circumstances occur.
12. Working groups are proposed by the Board of Directors, Supervisory Board or Advisory Board and are composed of members of the boards and/or third parties.

### ***Decision making process***

13. The Supervisory Board shall hold a meeting whenever the chairperson or the majority of the Supervisory Board members considers this necessary.
14. The agenda for the meetings of the Supervisory Board will be determined by the Board of Directors, in consultation with the chairperson. It will include in addition to the matters that arise from time to time, a number of points to be determined by the Supervisory Board which it wishes to have placed on the agenda of each meeting.
15. The Supervisory Board shall not take decisions in an area for which a specific member of the Supervisory Board is particularly responsible, without the involvement of the member in question, if that member is absent. The member with direct responsibility of and relevance to the matter of decision shall be consulted and her/his vote solicited.
16. Each Supervisory Board Member shall commit to attending at least three quarters of the Supervisory Board meetings per year.
17. Board Members who are frequently absent at meetings of the Supervisory Board shall be called to account for this by the chairperson. The minutes of the Supervisory Board meetings shall record the attendance at each meeting.
18. 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 account of discussions during the meeting.
19. Third parties may fully or partially attend a meeting of the Supervisory Board at the invitation of the Supervisory Board, its chairperson or the Board of Directors.
20. Any person may be eligible for reimbursement of travel and subsistence expenses if they have been invited to attend the supervisory board meeting.
21. The Supervisory Board meets according to a fixed schedule that covers the period of approximately a year.
22. A decision taken by the Supervisory Board may be made public externally by a statement from the Board of Directors or the chairperson or the vice-chairperson of the Supervisory Board.
23. The Supervisory Board can delegate additional responsibilities to the Board of Directors.

## **Article 7, Advisory Board (Raad van Advies)**

### ***Composition, responsibilities and powers***

1. Advisory Board members are from an array of cultural heritage institutions, representatives of Member States, associations of content holders in Europe, and experts from a variety of backgrounds. 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. Europeana Foundation commits to ensure that the Advisory Board adequately represents the full breath and expertise of the network and the environment it operates in.
3. The Advisory Board is responsible for identifying the gaps and creating balance in representation in terms of background and expertise, seniority and authority to foster connection and networking potential at the top of organisations, and diversity and inclusion in all forms - making sure these are addressed at the next available opportunity.
4. The Supervisory Board appoints the Advisory Board, based on nominations that can be made by any of the boards: the Supervisory Board, the Board of Directors and the Advisory Board. The Membership Working Group of the Advisory Board, in which all three boards are represented, will prepare and submit the formal nominations.
5. If the ENA or EAF Advisory Board member cannot attend a meeting, another member of ENA or EAF can attend on their behalf.
6. If desired by the Board of Directors, by the Supervisory Board and / or by at least one third of the members of the Advisory Board, the Advisory Board may convene more often.
7. The chairperson is responsible for chairing meetings of the Board; monitoring the proper functioning of the Board and ensuring Board Members receive in good time all information which is necessary for the proper performance of their duties.
8. The Advisory Board can discharge the chairperson from its function by a majority of the vote. If the issue of discharging the chairperson is brought up, the Advisory Board will ask the vice-chairperson to chair the meeting on this issue. The Advisory Board will re-elect a new chairperson as soon as possible.
9. Working groups are proposed by the Board of Directors, Supervisory Board or Advisory Board and are composed of members of the boards and/or third parties.

### ***Decision making process***

10. A decision taken by the Advisory Board may be made public externally by a statement from the Board of Directors or the chairperson of the Supervisory Board or its vice-chairperson.

11. The agenda for the meetings of the Advisory Board will be determined by the Board of Directors, in consultation with the chairperson of the Advisory Board and the chairperson of the Supervisory Board. It will include in addition to the matters that arise from time to time, a number of points to be determined by the Advisory Board which it wishes to have placed on the agenda of each meeting.
12. Advisory Board Members who are frequently absent at meetings of the Advisory Board shall be called to account for this by the chairperson. The minutes of the Advisory Board meetings shall record the attendance at each meeting.
13. 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 account of discussions during the meeting.
14. Any person may be eligible for reimbursement of travel and subsistence expenses if they have been invited to attend by the chairperson of the Advisory Board, or the Board of Directors or the chairperson of the Supervisory Board.

## **Article 8, Confidentiality and disclosure**

### **1. General confidentiality terms**

The Board of Directors, Supervisory and Advisory Boards acknowledge that they will obtain access to confidential and proprietary information of the Foundation which may include information concerning its financial condition, tenders and bids, operations, strategy, relationships, projects and information disclosed to the Foundation by third parties of confidential nature - collectively, the “confidential information”. Confidential information may be contained in various media including meeting papers and documents, meeting discussions, minutes of meetings, plans, reports, lists, internal financial data and other documents and records of the Foundation.

The Board of Directors, Supervisory Board and Advisory Board agree to retain in strict confidence all confidential information - in writing or verbal, labelled or identified as confidential - and agree not to use or disclose to others such information, except as may be authorised or agreed in writing for a specific purpose. During their term as Board of Directors, Supervisory and Advisory Board members and thereafter, they will use, publish and disclose information only in the performance of their duties and in accordance with the Foundation’s policy with respect to the protection of confidential information.

### **2. Confidentiality at the meetings**

Supervisory and Advisory Boards meetings and discussions are normally conducted 'on the record' to maximise transparency, with the 'confidential' or 'Chatham House' rules occasionally invoked in specific cases.

The rules explained:

- *On the record* - what you or someone else says can be shared publicly.
- *Chatham House rule* - you are free to use or share the information received, but neither the identity nor the affiliation of the speakers, nor that of any other participant, may be revealed.
- Confidential - what you or someone else say is not shared publicly

### 3. Recording of meeting consent

Advisory Board meetings will be recorded in the ordinary course for data processing, digesting and repurposing the information obtained at the meeting. The recording is intended for internal use only and within 30 days after the meeting it will be permanently deleted.

## **Article 9, Termination of membership**

1. Before a Supervisory and Advisory 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 respective Board.

## **Article 10, Conflict of interests**

No corresponding regulation

## **Article 11, Remuneration**

1. The amount of the travel expense and other expense allowances is published in the annual accounts of the Foundation.

## **Article 12 , Representation**

No corresponding regulation

## **Article 13, Financial year and annual accounts**

No corresponding regulation



#### **Article 14, Amendments to the statutes**

1. If one of the provisions of the statutes is not or is no longer valid, this will not affect the validity of the other provisions. In that case, the Supervisory Board will replace the invalid provisions with valid provisions.
2. The Supervisory Board undertakes that, when new members join the Supervisory Board, these new members will declare by signing these regulations that they will comply with the statutes.

#### **Article 15, Dissolution**

No corresponding regulation

#### **Article 16 , Bylaws of Europeana Foundation (Internal rules and regulations)**

1. The internal rules and regulations are amended by the Supervisory Board if approved by a simple majority.

#### **Article 17, Final provisions**

No corresponding regulation

These internal rules enter into force when approved by the Supervisory Board and agreed by the Board of Directors and the Advisory Board.

#### KEY REFERENCES

Statutes of Europeana Foundation  
Board of Directors agreement