

Europeana Foundation Policy For Adding & Removing Advisory Board Members

Adding of Members to the Advisory Board

Summary of the position and rules governing addition of members

Adding of new members to the Board will arise from time to time as and when a vacancy occurs due to the natural expiry of the term of office of membership. In the case of the AB, the term of membership for all members with the exception of the EU Council rotating presidency¹ representatives is four (4) years with a maximum extension of one term of four (4) years.

The representatives of the sitting and succeeding EU presidencies are appointed for one (1) year from the date of the start of presidency by the member state concerned. Presidency representatives begin and end their duties when they are formally seated and unseated by the Foundation's General Director.

Vacancies on the Board may also rise due the termination of membership under the rules as set out [in Articles of Association \(Statutes\) 9.0](#), defined under clauses A-F and G-I (extract below)

- A. death of the relevant member;
- B. the relevant member being declared bankrupt or being granted suspension of payments;
- C. the relevant member being placed under guardianship or losing the right to dispose of their capital in any other manner;
- D. resignation in writing of the relevant member;
- E. a person no longer officially representing their organisation;
- F.) the expiry of the period for which the relevant member has been appointed, or by his earlier resignation in accordance with a resignation roster.

The membership of the members of the Supervisory Board and/or the Advisory Board may be terminated by:

- G. slander about Europeana Foundation;

1

<https://www.consilium.europa.eu/en/council-eu/presidency-council-eu/#:~:text=What%20is%20the%20Council%20presidency,EU's%20work%20in%20the%20Council.>

- H. absence of three consecutive meetings of the Boards without pertinent reasons;
- I. if a member of the Supervisory Board or of the Advisory Board changes their professional area.

The Supervisory Board appoints the Advisory Board, based on nominations that can be made by any of the Boards: Supervisory Board, Board of Directors and the Advisory Board

The Advisory Board is drawn from a broad range of representation as set out in the [Article 7.1 of Internal Rules](#) and should adequately represent the full breadth of the network and the environment in which it operates [\(7.2\)](#)

The AB is also responsible for identifying gaps and creating balance in representation as set out in [Article 7.3 of Internal Rules](#) of the Foundation.

Adding or replacing an Advisory Board member shall always comply with the rules set out in the Statutes and Internal Rules of the Foundation.

Procedure for Adding Advisory Board Members

Where a vacancy has been established by the AB or the SB or BoD it will be reviewed by the SB under the governance rules of the Foundation and follow the procedures set out below:

A notification will be made by the Chair of the AB to the SB and BoD of the vacancy

A consultation process with the AB will take place by a representative of the SB and the BoD at the next available meeting or in an additional meeting as may be called under the working rules of the AB.

The AB meeting discussion will take into consideration whether a review of the existing composition of the AB needs to be made, or whether a like-for-like representative to meet the ongoing requirements of the composition of the AB is required.

Once the role requirement has been established, the role description will be defined by the SB and a process of recruitment will be established.

In all cases it is preferable for the process of recruitment to involve a public competition to ensure transparency and the broadest representative candidature potential to be brought forward for interview.

Exceptions to a formal recruitment process in open competition may be put in place whereby:

- An exceptional candidate who meets the requirements of the role to be filled has been previously interviewed by the SB as part of a related recruitment process and a recommendation is recorded by the recruitment committee of the SB as to the suitability of the candidate as a potential future member of the AB.
- Where following a recruitment competition, no suitable candidate is found, the SB, AB or BoD may put forward potential candidates for consideration to be approached by the SB
- Where a temporary addition is required to cover a vacancy for completion of a term of membership to ensure the board can function effectively, a suitable candidate may be identified by the SB or AB or BoD, and a recommendation made.
- In all circumstances, and where a decision cannot be reached, the SB will make the final decision, in line with its governance function in the appointment of members to the AB.

Other Considerations in adding of members

The AB shall consider its composition at least every two years to ensure it has the broadest representation and skill set necessary to carry out its functions (in accordance with the Internal Rules of the Organisation [7.3](#)).

At any time, the AB may make recommendations via the Chair to the SB where gaps in representation have been identified for their consideration.

In such instances, where additional representation over and above the existing membership is recommended, due consideration will be given as to the size and effectiveness of an expansion of the Board in carrying out its functions.

In all instances the AB or SB or BOD may also recommend the addition of a new member, to be referred as an 'Associate member', for a temporary defined period of time, or as a co-option to a sub-committee to inform specific research or outputs or to fulfil a particular need or a term completion vacancy.

In the case of the sitting and succeeding EU presidencies appointees, their membership termination will be announced by the Board of Directors of the EF to the members.

Expiry of Term of Office– where the first term of four years of a serving member is completed

- Good governance should necessitate a renewal of commitment and consideration by the SB and BoD of each member prior to ratification of a second term, should they wish to continue. This will also be subject to the rules of membership as set out in the Articles of Association and Internal Rules of the Foundation.

- Consideration may also be given to a process whereby the member formally presents their candidature again for a further four years to the SB.
- The SB and BoD should consider this process as part of its governance and advise the AB membership of the process in good time.
- The AB will also place the renewal of membership on its agenda for ratification following the deliberation of the SB and BoD.

1. **Removal of a Board Member** - Termination of Membership under [Article 9.0 of the Articles of Association \(Statutes\)](#).

In most cases it is expected that a member will serve their full term unless circumstances where the removal of a Board Member under Article 9 is triggered by a breach of the rules by a member. The process of removal of the member requires a stringent procedure to ensure fairness, due process and natural justice and to ensure the SB and AB and BoD complies with good governance in pursuit of the objectives of the Foundation.

The process by which a member may be removed is recommended as follows:

- Removal of a member may only be made on one or more of the grounds as set out in Article 9 of the Statutes.
- The AB requires a Raising of Concerns process and/or a Protected Disclosures Policy.
- A member who wishes to raise a concern, should do so in the first instance under the Raising of Concerns process, following general principles of a Protected Disclosures Policy by informing the Chair of the AB or in the case of a conflict of interest, the Chair of the SB of their concern.
- Where the matter of the breach is clear and unequivocal as in the case of non-attendance without pertinent reasons to 3 or more consecutive meetings, the Chair will already be aware of the matter from the attendance minutes and should inform the member that their position is not tenable & cannot continue the grounds of their non-attendance.
- Where the breach is less clear and requires further investigation, the member should be invited to meet with a sub-committee comprising the Chair and a member of the SB and AB to discuss the matter. An adjudication will then be made by the committee as to the next steps in the removal or retention of the board member with consideration of any extenuating circumstances that may apply.
- The member concerned will be informed of the decision by the Chair of the AB.
- Wherever possible resignation of the position by the member is preferable to removal. However, where the matter is considered evidentially serious or subject to legal constraints and concerns, immediate dismissal may be recommended on these grounds to the SB.
- Where necessary the Chair of the AB may request legal advice be obtained to assist in the sub-committee's deliberation.
- In all cases, the matter of the recommendation of the removal of a board member will be placed on the agenda of the AB and the SB setting out the conclusion of an investigation by the Chair and subcommittee.

- A recommendation to removal can be made by unanimous consent of the AB or the SB.
- All relevant information will be provided to the AB and the SB as may be feasible under the terms of any legal constraints, privacy and disclosure policies.
- In a case where a conflict between the statutes and the outcome of the AB decision on the matter is recorded, the decision will be referred to the SB for arbitration. A final decision will be taken by the SB if the matter cannot be resolved.
- In the case of the ENA and EAF members on the AB, it will be at the discretion of the Europeana Network Association Management Board and the Europeana Aggregators Forum Steering Committee to decide when and whether to terminate the participation of their representative to the AB, within the timeframe of the four (4) years with a maximum extension of one term of four (4) years, and to decide on their replacement. The removal of a member of ENA and EAF will be subject to the general rules of the AB as set out in the above process under any other circumstances such as in case of the breach of code of conduct.

References

- [Background and feedback document](#)
- The Articles of Association (Statutes) of Europeana Foundation (2020):
https://pro.europeana.eu/files/Europeana_Professional/Governing_Board/1.%20Statutes/Europeana-Foundation-Statutes-in-English-2020.pdf
- The Internal Rules of Europeana Foundation (2021):
https://pro.europeana.eu/files/Europeana_Professional/Governing_Board/2.%20Internal%20Rules/Europeana%20Foundation%20Internal%20rules%20&%20regulations%20-%20revision%20March%202022%20.pdf
- Europeana Foundation Policy on Raising Concerns for Supervisory Board and Advisory Board
- EU Directive on Protective Disclosure 2019:
<https://eur-lex.europa.eu/legal-content/en/TXT/?uri=CELEX%3A32019L1937>
- Sample Protected Disclosures Policy under Irish Law (Irish Gov Department of Social Protection):
<https://assets.gov.ie/42107/50d7a5e3086c457abb8af1c1100e69f6.pdf>