

Paper 01B - Confidential Europeana Foundation Supervisory Board Meeting

27 November 2023
09:00 - 15:00 CET
Google Meet

Precis of the minutes of 9 August 2023 Supervisory Board meeting

Action proposed: Board to review, comment and adopt

This was an ordinary meeting of the Supervisory Board held online, chaired by Martina Bagnoli under confidentiality.

Attendees in person: Martina Bagnoli, Taja Vovk van Gaal, Marco de Niet, Brid Dooley, Kerstin Herlt, Harry Verwayen, Albert Verhaar, and Shadi Ardalan. Wim Nieuwenhuijse and Anne Torreggiani didn't attend the meeting. Guest attendee, Michael Peter Edson, Chair of Europeana Foundation's Advisory Board joined session I.

As stipulated in article 6.8 of the Statutes¹, all resolutions of the Supervisory Board will be adopted by a simple majority of the votes cast in this meeting.

Summary of decisions and actionable steps from this meeting:

- Decision: The board approved the policy for adding and removing Supervisory Board members. The policy will be published in the Supervisory Board's basecamp and on Europeana Pro.
- Decision: The board approved the policy on raising concern. The policy will be published in the Supervisory Board and Advisory Board's basecamps and on Europeana Pro. The board appointed Marco de Niet and Brid Dooley as designated co-policy owners.

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https://pro.europeana.eu/files/Europeana_Professional/Governing_Board/1.%20Statutes/Europeana-Foundation-Statutes-in-English-2020.pdf - Page 4

- Decision: Given the upcoming term expiries in 2024, expression of interest to continue will be on the agenda of the Supervisory Board and Advisory Board meetings in November 2023.
- Action: Action 1: Shadi will set up a mechanism for the Raising Concerns Policy Owner(s) to keep a log as the overview² and record of the raised concerns. A log³/template will also be developed as the instrument to address each specific raised concern.

Minutes, actions and decisions from 31 May 2023 meeting

The board approved the minutes of 31 May meeting, Paper 1A with comments which have been incorporated, and the precis of the minutes of 31 May meeting Paper 1B.

Sustainability & Finances

The board discussed Mike Edson's work and the working group's visioning framing for the Europeana Foundation.

The Board also discussed the finances and sustainability of the Foundation.

Europeana Foundation Governance

Policy for adding and removing Supervisory Board members

The policy was developed based on the policy for adding and removing Advisory Board members fashioned for the Supervisory Board requirements and the way it functions. The policy is ruled by the Foundation's Statutes⁴ and Internal Rules⁵. The Europeana Network Association

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<https://docs.google.com/spreadsheets/d/1oikUD4KFinHbgCSPupGqonaDt73C7z4MGbXtWnqCX-l/edit#gid=0>

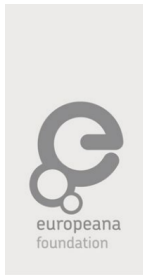
³ <https://docs.google.com/document/d/1oZztXoBZfLtNEH1fLiD1RnSN3uVDJT0MLTp4OupePns/edit>

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https://pro.europeana.eu/files/Europeana_Professional/Governing_Board/1.%20Statutes/Europeana-Foundation-Statutes-in-English-2020.pdf

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https://pro.europeana.eu/files/Europeana_Professional/Governing_Board/2.%20Internal%20Rules/Europeana%20Foundation%20Internal%20rules%20&%20regulations%20-%20revision%20March%202022%20.pdf



and the Europeana Aggregators Forum management will get involved when it concerns respective representatives. The full Supervisory Board will act as the Recruitment Committee who will define the role description and the recruitment process. This policy is a living document and can be amended as and when necessary.

Decision 3: The board approved the policy for adding and removing Supervisory Board members. The policy will be published in the Supervisory Board's basecamp and on Europeana Pro.

Policy for raising concern in Europeana Foundation boards

Concerns can happen and it's good governance practice to have a process in place. This policy addresses the policy ownership and oversight, when to raise a concern, how to raise a concern and how concerns are addressed. The Supervisory Board owns the policy and designates Supervisory Board member(s) as 'Raising of Concerns Policy Owner(s)'. The policy also deals with the right of reply and confidentiality.

Decision 4: The board approved the policy on raising concern. The policy will be published in the Supervisory Board and Advisory Board's basecamps and on Europeana Pro. The board appointed Marco de Niet and Brid Dooley as designated co-policy owners.

Action 1: Action 1: Shadi will set up a mechanism for the Raising Concerns Policy Owner(s) to keep a log as the overview⁶ and record of the raised concerns. A log⁷/template will also be developed as the instrument to address each specific raised concern.

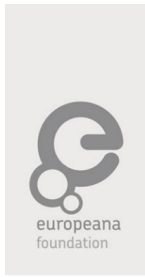
Update on the process and timeline for recruitment of an Advisory Board member, and dealing with the Advisory Board's leadership positions of Chair and Co-chair:

In 2022 Sneška Quaedvlieg-Mihailović stepped down resulting in a vacant seat. Michael Edson, the Chair of the Advisory Board will step down as chair in a phased process. He will continue as chair until the end of 2023. He will continue as co-chair until mid 2024 and as a member afterwards. The Foundation will deal with the vacancy and chair/co-chair positions separately in a step process. Brid Dooley, Michael Edson, Harry and Shadi meet on 15 August to establish the way forward. The first step would be to seek expressions of interest for the role of co-chair

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<https://docs.google.com/spreadsheets/d/1oikUD4KFinHbgCSPupGqonaDt73C7z4MGbXtWnqCX-l/edit#gid=0>

⁷ <https://docs.google.com/document/d/1oZztXoBZfLtNEH1fLiD1RnSN3uVDJT0MLTp4OupePns/edit>



within the current board. The following steps will depend on the outcome of expressions of interest.

V. Any other business, wrapping up and end - *Martina Bagnoli*

Supervisory & Advisory Boards membership

The Supervisory Board will keep in mind the upcoming term expiries for both the Supervisory Board and Advisory Board members, and will plan ahead. The boards should consider a balance of retaining knowledge and new blood.

Decision 5: Given the upcoming term expiries in 2024, expression of interest to continue will be on the agenda of the Supervisory Board and Advisory Board meetings in November 2023.

Next call will be held on 25 October. The following meeting on 27 November will be an all day meeting in The Hague.

The meeting adjourned.