TU/e Executive Board Regulations

Article 1 Composition and functioning of the Executive Board

1. The Executive Board shall consist of no more than three members, including the president and the rector magnificus of the university.

2. The members of the Executive Board are appointed, suspended and dismissed by the Supervisory Board. Inasmuch as it is possible, appointments shall reflect an even distribution of positions between men and women. The appointment and dismissal of a member of the Executive Board shall take place following consultation with the Executive Board and after having heard statements from the deans of the departments.

3. Members of the Executive Board shall be appointed on the basis of profiles made public in advance. The University Council shall be given the opportunity to give recommendations on these profiles.

4. A member of the Executive Board shall be appointed for a term to be determined by the Supervisory Board, which, as a rule, will be four years, after which reappointment to a new term may be made following a careful performance evaluation. At the end of the month in which a member reaches the official age limit for public service, he or she shall be honorably discharged.

5. Before proceeding with the appointment or dismissal of a member of the Executive Board, the Supervisory Board shall confidentially hear from the University Council regarding the proposed decision on appointment or dismissal. The consultation shall take place at such a time that the views of the University Council can have an actual influence on the decision-making process.

6. For the purpose of appointing a member of the Executive Board, the Supervisory Board will establish a selection committee comprising at least the following:

   a. a member or representative of the part of the University Council which is elected from and by the staff.
   b. a member or representative of the part of the University Council which is elected from and by the students or a member or representative of the body which has been established under the provisions for an advisory council, as referred to in Article 9.30, paragraph 3 of the WHW.

7. The rector magnificus shall hold the official status of a professor appointed by the university. The Executive Board shall make a profile of the new rector magnificus to be appointed available to the deans of the departments for the purposes of advisement. The deans of the departments shall then deliberate on a possible nomination and engage in consultation with the Supervisory Board (or its representatives) in regard to this matter.

8. A member of the Executive Board may be dismissed prematurely for serious cause.
9. A member of the Executive Board cannot simultaneously serve as:
   a. a member of the Supervisory Board.
   b. a dean of a department or member of a Department Board.
   c. a program director, graduate program director or dean of the TU/e Bachelor College.
   d. a member of the Supervisory Board or Executive Board of another university.

10. At least once per year, the Supervisory Board shall discuss, outside of the presence of the Executive Board, the performance of the Executive Board as a whole and of its individual members.

11. Ancillary positions of members of the Executive Board shall require Supervisory Board approval and shall be made public.

12. The members of the Executive Board shall receive a remuneration for their work which, in terms of amount and structure, is such that qualified experts can be attracted and retained. The annual report contains the main points of the Supervisory Board’s remuneration report regarding the remuneration policy for members of the Executive Board.

13. The Supervisory Board shall determine the remuneration of individual members of the Executive Board, all within the remuneration policy adopted by the Supervisory Board and the relevant legal frameworks.

14. Any form or appearance of a conflict of interest between the university, including its affiliated institutions, and members of the Executive Board shall be avoided. Decisions to enter into transactions where conflicts of interest may arise require prior approval by the Supervisory Board.

15. A member of the Executive Board shall promptly report a potential conflict of interest to the president of the Supervisory Board and to the other members of the Executive Board.

**Article 2 Duties and powers of the Executive Board**

1. The Executive Board shall be charged with the administration and management of the university in its entirety, without prejudice to the powers of the Supervisory Board according to the WHW and the TU/e administration and management regulations.

2. The Executive Board shall be charged with duties that include the following:
   a. Establishing the administration and management regulations, as referred to in Article 9.4 of the WHW.
   b. Establishing the institutional plan, as referred to in Article 2.2 of the WHW.
   c. Establishing the budget, as referred to in Article 2.8 of the WHW.
   d. Establishing the report referred to in Article 2.9 of the WHW.
e. Establishing the document referred to in Article 4.2, paragraph 2 of the WHW.

f. Establishing the University Council Regulations, as referred to in Article 9.34 of the WHW.

g. Concluding joint regulations, as referred to in Article 8.1 of the WHW.

h. Establishing the institution-specific part of the student statute, as referred to in Article 7.59 of the WHW.

3. The Executive Board and the Supervisory Board – with due consideration to their own duties and powers – are responsible for the organization and application of the Good Governance Code, hereinafter the Code, and for compliance with this.

4. The Executive Board uses a vision of the university’s societal position as a starting point or component for its policies, all in agreement with the Supervisory Board. The Executive Board translates this vision into a mission and objectives of the university. The Executive Board provides insight into the realization of the objectives and communicates this with society, the government and other stakeholders and reports on this in the annual report.

5. In the performance of its duties, the Executive Board shall address the interests of the university in accordance with the social position of the university and in balance with the interests of bodies, institutions and individuals involved with the university.

6. The Executive Board shall ensure that the university’s activities are soundly regulated, transparent and accountable in administrative, legal, organizational and financial terms.

7. The Executive Board is responsible for organizing effective and transparent participation for the staff and students of the university.

8. The Executive Board shall adopt a whistleblower policy.

9. The university may undertake activities that are not funded from public funds (the government grant). The Executive Board shall ensure that these activities fit within the mission of the university and are not at odds with activities funded from public resources. The Executive Board shall ensure that market activities are carried out in accordance with the relevant code of conduct.

10. The meetings and meeting documents of the Executive Board shall not be made public unless otherwise decided by the Executive Board in appropriate cases.

Article 3 Accountability and information

1. The Executive Board is accountable to the Supervisory Board and provides the Supervisory Board, in a timely manner, with all information that it needs to perform its duties.

2. The Executive Board shall provide the Minister of Education, Culture and Science with requested information concerning the university.
3. The outline of the university’s governance structure is publicly available and kept up to date. In describing the governance structure in the annual report, the Executive Board shall indicate the extent to which the rules set forth in the Code are followed and, if applicable, the alternative chosen and the reasons for deviating from the Code.

4. The Executive Board shall give an account of governance and management in the annual report.

**Article 4  Division of tasks and working method**

1. Without prejudice to the responsibilities of the Executive Board as a whole for the manner in which it fulfills its duties, the Executive Board may decide upon an internal division of tasks. This division of tasks shall in all cases be brought to the attention of the Supervisory Board.

2. The president of the Executive Board shall represent the university in legal proceedings and extrajudicial matters.

**Article 5**

These TU/e Executive Board Regulations shall be published on the university’s website.

Adopted in the meeting of the Executive Board on February 15, 2018.