Board regulations for ZON, NWO-MW and ZonMw

Having regard to Section 7 of the Netherlands Organisation for Health Research and Development Act of 14 February 1998 (Bulletin of Acts and Decrees 1998, 124), Section 15 of the Netherlands Organisation for Scientific Research Act (Bulletin of Acts and Decrees 1987, 369), Article 3.4 (2) of the NWO regulations, as referred to in Section 15 of the NWO Act, and Article 4.5 of the collaboration agreement between ZON and NWO.

Have decided:

to adopt the board regulations for ZON, NWO-MW and ZonMw containing rules regarding the procedure of the board, rules regarding the formation, composition and activities of programme committees, sub-committees and work groups, as well as rules regarding the tasks and powers of the director.

1 Definition of terms

Article 1
For the purposes of these regulations:

a. the board is taken to mean the active board of the ZonMw collaboration agreement, also board of ZON and of MW-NWO, pursuant to Article 3.6 of the ZON-NWO collaboration agreement;
b. office is taken to mean the office of the ZonMw partnership, as referred to in Article 5.1 of the ZON-NWO collaboration agreement;
c. committee is taken to mean a programme committee of the ZonMw partnership formed for the development, execution and implementation of a programme referred to under j;
d. sub-programme is taken to mean part of a programme referred to under j;
e. director is taken to mean the director of the ZonMw partnership, pursuant to Article 5.4 also secretary to the board of the ZonMw partnership, secretary of the Netherlands Organisation for Health Research and Development as referred to in Section 6 of the ZON Act and secretary to the board of MW-NWO;
f. the Minister of VWS is taken to mean the Minister of Health, Welfare and Sport;
g. MW-NWO is taken to mean the field of Medical Sciences of NWO;
h. NWO is taken to mean the Netherlands Organisation for Scientific Research;
i. NWO regulations are taken to mean the NWO regulations as referred to in Section 15 of the NWO Act;
j. programme is taken to mean a coherent whole of projects, experiments, research and development, as referred to in Section 1 (b) of the ZON Act;
k. partnership is referred to mean the ZonMw partnership as referred to in Article 1.4 of the ZON-NWO collaboration agreement;
l. sub-committee is taken to mean the sub-committee of a committee referred to under c, formed for the development, execution and implementation of a sub-programme as referred to under j;
m. work group is taken to mean a work group formed to support or take over part of the tasks of a programme committee;
n. the ZON Act is taken to mean the Netherlands Organisation for Health Research and Development Act;
o. the NWO Act is taken to mean the Netherlands Organisation for Scientific Research Act;
p. ZON is taken to mean ZorgOnderzoek Nederland (the Netherlands Organisation for Health Research and Development);
q. ZonMw is taken to mean the ZonMw partnership as referred to in Article 1.4 of the ZON-NWO collaboration agreement.

Article 2
These regulations are adopted for an indefinite period. Amendments can only be made by the board after approval by the Minister of VWS and NWO’s governing board.

Article 3
A decision to amend these regulations is taken by the absolute majority of the votes cast in a board meeting in which at least two-thirds of the number of board members holding office are present or represented.

2 Activities of the board

Article 4
1. The board is charged with management of the partnership.
2. The board appoints a deputy chair from among its number.
3. The secretary is also the director.
4. The board can form a managing committee.
5. The board takes decisions by majority vote, except for the provisions in Article 3. In the event of a tied vote, the chair's vote decides.
6. Decisions can only be taken if at least half of the members participated in the vote.

**Article 5**

1. The chair and secretary of the board are, in accordance with the provisions of Section 4 (4) of the ZON Act and in the spirit of Article 3.3 of the NWO regulations, charged with executing the board's decisions.
2. The chair and secretary of the board jointly represent the ZonMw organisation. Insofar as it concerns matters that relate to NWO in general and on the basis of Section 7.1 of the NWO Establishment Act, representation takes place in accordance with the relevant mandate from the chair of the NWO governing board.

**Article 6**

1. The board convenes at least four times a year and furthermore as often as the chair, his deputy or two of the other board members request this in writing.
2. The chair determines the time and place of the meeting.
3. A meeting requested by members of the board will be convened within four weeks after the chair received the request. If the request is not followed up, the members can decide to convene the meeting themselves.
4. The secretary draws up a meeting schedule in consultation with the chair.
5. The secretary convenes the meetings by a written notification to the members. Notification of meetings is given at least seven days in advance, except in emergency situations.
6. The secretary drafts a report of the meeting, which is signed by him and the chair. The secretary sends each board member a copy of the report.
7. The board members are authorised to be represented at the meeting by another board member by means of a written proxy. A member can only represent one other member.

**Article 7**

1. The board is authorised to take decisions both in and outside the meeting. In the latter case, a written procedure must be followed.
2. The chair decides the manner of voting. Voting by acclamation is allowed if none of the board members object.
3. If a board member has a direct interest in a proposal for a decision, he will leave the meeting and will not vote.
4. If in a decision to appoint people none of the candidates obtain a majority on the first vote, a revote will take place between the two candidates who obtained the most votes in the first round. The person who obtained the most votes in the revote will be chosen.

**Article 8**

1. Board members are reimbursed for travel and accommodation expenses in accordance with the Domestic Travel Decree (Bulletin of Acts and Decrees 1993, no. 144). In addition, NWO's regulation for the reimbursement of management and advisory work is taken into account.
2. The board can come to a separate arrangement for adjusted transport of people with an impairment.

**Article 9**

1. A board member has a duty to report if there is a proposed or ongoing integrity screening into him/her of which the outcome could lead to the employer imposing a measure.
2. The board does not decide on matters relating to the NWO organisation in general. In those cases, the board takes a decision only after receiving the approval of NWO's governing board.


3 Programme committees

Article 10
Committees are set up by the board.

Article 11
1. The board provides a committee with written instructions regarding the objective, content and scope of the programme.
2. In any event, the board will refer to the policy rules adopted by NWO’s governing board and the Minister of VWS, pursuant to Section 9 (1) of the ZON Act, and will set the time frame in which things have to be done.
3. Committees are obliged to work within the policy rules set up by the board.

Article 12
On the board’s instructions and under its ultimate responsibility, a committee is charged with the following:

a. drafting a programme proposal;
b. ensuring, after adoption and opening of a programme, that the proposals appropriate within the programme and budget are assessed, prioritised and presented to the director to be granted or rejected;
c. drafting a communication and implementation plan for the programme;
d. monitoring and supervising projects within the programme;
e. self-assessment of the programme;
f. reporting to the board about the work conducted, through the director;
g. the board remains ultimately responsible for evaluating the programmes.

Article 13
The board appoints, suspends and dismisses the chair, deputy chair and the members of the board. They are appointed in a personal capacity, independently and not bound by any instructions, and cannot send a replacement in case of their absence.

A balanced committee is formed from experts in the field of a proposed programme. The appointment is for the duration of the programme for which the committee has been convened, with a maximum of five years. The members may be re-elected once for a consecutive period of no more than five years.

Membership ends in the interim in the case of death, by dismissal on personal request or dismissal by the board for compelling reasons. A dismissal for compelling reasons may be preceded by a suspension by the board.

If an interim vacancy occurs, an appointment for that vacancy is limited to the duration of the term of office. The board can add advisors or observers to a committee. They are not members of the committee and as such do not have voting rights.

The organisation’s board members and employees cannot be members of a committee.

Article 14
1. The chair and the members of a committee receive a remuneration for their work according to a regulation to be adopted by the board. In addition, they are reimbursed for travel and accommodation expenses in accordance with the Domestic Travel Decree (Bulletin of Acts and Decrees 1993, no. 144). The NWO regulation for the reimbursement of management and advisory work is taken into account.
2. The board can come to a separate arrangement for adjusted transport of people with an impairment.

Article 15
1. A committee convenes a meeting in the following cases:
   a. at the request of the chair or his deputy;
   b. at the substantiated request of at least two members;
   c. at the board’s request.

2. The chair determines the time and place of the meeting. A meeting requested by committee members is held within four weeks of the chair receiving the request. If the request is not followed up, the members can decide to convene the meeting themselves.

3. The chair convenes the meeting by a written notification to the members. Notification of meetings is given at least seven days in advance, except in emergency situations.

Article 16
1. A committee decides by a simple majority of votes in a meeting at which at least half the committee members are present.
2. In the event of a tied vote, the chair has the casting vote.
3. If a committee member has, in his own opinion or that of the chair, a direct interest in a proposal for a decision, he will leave the meeting and will not vote. The chair guarantees scrupulousness.
4. A committee can take decisions outside a meeting if none of the members of the committee or subcommittee object to this form of decision-making. In that case, a written procedure must be followed.
5. The decision-making process as referred to in paragraph 4 is included in the report of the next meeting.

Article 17
1. The procedure for assessing proposals as adopted by the board is binding on a committee.
2. This procedure may only be departed from after approval by the director.

Article 18
1. A committee is assisted in its work by the office.
2. As soon as possible after each committee meeting, the designated office worker draws up a report of that meeting and sends it to the committee members.
3. The office also ensures and coordinates all other work in support of a committee.
4. On the committee’s instructions, the office maintains contact with the project leaders of funded projects.

Article 19
The board is authorised to depart from the provisions in this section in the event of forming a committee with third parties.

4 Sub-committees

Article 20
With the board’s approval and after consulting the director, a committee may form one or more sub-committees.

Article 21
On the committee’s instructions and under its ultimate responsibility, a sub-committee is charged with the following:
a. drafting a sub-programme proposal;
b. ensuring, after adoption and opening of a sub-programme, that the proposals that fit the sub-programme and budget are assessed, prioritised and presented to the director to be granted or rejected;
c. drafting a communication and implementation plan for a programme;
d. monitoring and supervising projects within the sub-programme;
e. self-assessment of the sub-programme;
f. reporting to the committee about the work conducted;
g. the committee remains ultimately responsible for evaluating the sub-programmes.

Article 22
1. The committee issues the sub-committee with written instructions, with reference to the committee’s instructions as referred to in Article 11.
2. After consulting the director, the committee decides on a sub-committee’s composition and term. The term is limited by the committee’s term.
3. The sub-committee reports to the committee.

Article 23
1. The committee appoints, suspends and dismisses the chair, deputy chair and the members of a sub-committee.
2. They are appointed in a personal capacity, independently and not bound by any instructions, and cannot send a replacement in case of their absence.
3. A sub-committee is formed from experts in the field of the proposed sub-programme.
4. The appointment is for the duration of the sub-programme with a maximum of five years. The members may be re-elected once for a consecutive period of no more than five years.
5. Membership ends in the interim in the case of death, by dismissal on personal request or dismissal by the board for compelling reasons. A dismissal for compelling reasons may be preceded by a suspension by the board.
6. If an interim vacancy arises, an appointment for that vacancy is limited to the duration of the term.
7. The committee can add advisors or observers to a sub-committee. They are not members of the sub-committee and as such do not have voting rights.
8. The organisation’s board members and employees cannot be members of a sub-committee.

Article 24
The chair and the members of a sub-committee receive a remuneration for their work in accordance with Article 14.
Article 25
1. A sub-committee convenes a meeting in the following cases:
   a. at the request of the chair or his deputy;
   b. at the substantiated request of at least two members;
   c. at the request of the committee’s chair.
2. The chair determines the time and place of the meeting. A meeting requested by sub-committee members is held within four weeks of the chair receiving the request. If the request is not followed up, the members can decide to convene the meeting themselves.
3. The chair convenes the meeting by a written notification to the members. Notification of meetings is given at least seven days in advance, except in emergency situations.

Article 26
1. A sub-committee decides by a simple majority of votes in a meeting at which at least half the sub-committee members are present.
2. In the event of a tied vote, the chair has the casting vote.
3. If a sub-committee member has, in his own opinion or that of the chair, a direct interest in a proposal for a decision, he will leave the meeting and will not vote. The chair guarantees scrupulousness.
4. A sub-committee can take decisions outside a meeting, provided that the opinion of the sub-committee members has been sought in writing, by fax, e-mail or other written form of communication, and that none of the sub-committee members object to this form of decision-making.
5. The decision-making process as referred to in paragraph 4 is included in the report of the next meeting.

Article 27
1. The procedure for assessing proposals as adopted by the board is binding on a sub-committee.
2. This procedure may only be departed from after consultation with the committee and approval by the director.

Article 28
1. A sub-committee is assisted in its work by the office.
2. As soon as possible after each sub-committee meeting, the designated office worker draws up a report of that meeting and sends it to the sub-committee members.
3. The office also ensures and coordinates all other work in support of a sub-committee.
4. On the sub-committee’s instructions, the office maintains contact with the project leaders of funded projects.

Article 29
After consulting the director, a committee is authorised to depart from the provisions in this section in the event of forming a sub-committee with third parties.

5 Work groups

Article 30
1. With the board’s approval and after consulting the director, a committee or sub-committee may form one or more work groups to support or take over part of its duties.
2. The committee or sub-committee issues the work group with written instructions, with reference to the (sub)committee’s instructions as referred to in Article 11.
3. After consulting the director, the committee or sub-committee decides on a work group’s composition and term. The term is limited by the committee or sub-committee’s term.
4. The work group reports to the committee or sub-committee.

Article 31
1. The committee or sub-committee appoints, suspends and dismisses the chair, deputy chair and the members of a work group.
2. They are appointed in a personal capacity, independently and not bound by any instructions, and cannot send a replacement in case of their absence.
3. A work group is formed from experts in the field of the instructions formulated for the work group.
4. The appointment is for the duration of the work group, with a maximum of five years. The members may be re-elected once for a consecutive period of no more than five years.
5. Membership ends in the interim in the case of death, by dismissal on personal request or dismissal by the committee or sub-committee for compelling reasons. A dismissal for compelling reasons may be preceded by a suspension by the board.
6. If an interim vacancy arises, an appointment for that vacancy is limited to the duration of the term.
7. The committee or sub-committee can add advisers or observers to a work group. They are not members of the work group and as such do not have voting rights.
8. The organisation's board members, committee members and employees cannot be members of a work group.

Article 32
The chair and the members of a work group receive a remuneration for their work in accordance with Article 14.

Article 33
1. A work group convenes a meeting in the following cases:
   a. at the request of the chair or his deputy;
   b. at the substantiated request of at least two members;
2. The chair determines the time and place of the meeting. A meeting at the request of the members of a work group is held within four weeks of the chair receiving their request. If the request is not followed up, the members can decide to convene the meeting themselves.
3. The chair convenes the meeting by a written notification to the members. Notification of meetings is given at least seven days in advance, except in emergency situations.

Article 34
1. A work group decides by a simple majority of votes in a meeting at which at least half the work group members are present.
2. In the event of a tied vote, the chair has the casting vote.
3. If a work group member has, in his own opinion or that of the chair, a direct interest in a proposal for a decision, he will leave the meeting and will not vote. The chair guarantees scrupulousness.
4. A work group can take decisions outside a meeting, provided that the opinion of the work group members has been sought in writing, by fax, e-mail or other written form of communication, and that none of the work group members object to this form of decision-making.
5. The decision-making process as referred to in paragraph 4 is included in the report of the next meeting.

Article 35
1. The procedure for assessing proposals as adopted by the board is binding on a work group.
2. This procedure may only be departed from after consultation with the committee or sub-committee and approval by the director.

Article 36
1. A work group is assisted in its work by the office.
2. As soon as possible after each work group meeting, the designated office worker draws up a report of that meeting and sends it to the work group members.
3. The office also ensures and coordinates all other work in support of a work group.

6 Duties and powers of the director

Article 37
Within the framework set by the board, the director has both substantive and financial responsibility for the following:
   a. policy preparation and acquisition of new assignments;
   b. turning assignments into draft programmes (programming) and submitting these to the clients for approval;
   c. specifying and implementing the policy adopted by the board in outline;
   d. innovating the substantive and operational policy and aligning it with external developments;
   e. ensuring effective, efficient and professional operation of the organisation in the short and long term;
   f. providing adequate information to the board about important developments and progress as regards work and the financial situation;
   g. good internal and external communication about policy and the organisation;
   h. ensuring proper work motivation and welfare and ensuring employees function well and creatively;
   i. good quantitative and qualitative staffing with consideration for gender, ethnic minorities, persons with an occupational disability and age;
   j. ensuring compliance with policy rules and the procedure for assessing projects;
   k. supporting committees, sub-committees and work groups;
   l. adequate division of tasks with the deputy director and arranging replacement when necessary.

Article 38
1. To implement and realise the provisions of Article 37, the director is granted the mandate, authority and authorisation to take decisions on behalf of the board to execute the tasks and powers as described in paragraph 2, to take the connected legal acts and to conduct the related acts without legal effect, with due observance of the conditions and restrictions included in paragraphs 2 to 5.
2. The tasks and powers described in paragraph 1 comprise the following:
   a. preparing in outline the substantive policy (in the area of quality, implementation and cohesion) and the business operation policy (in the area of organisation, staff, computerisation and information, finance);
   b. representing the ZonMw organisation insofar as it concerns the execution of his duty and powers as director, insofar as necessary on the basis of Section 7.1 of the NWO Establishment Act, pursuant to a relevant mandate from the chair of NWO governing board;
   c. informing the board about progress in work and the financial situation;
   d. implementing and executing the substantive and business operation policy as established in outline by the board;
   e. drawing up an annual plan including a long-term vision and budget and the annual report including financial statements;
   f. elaborating, implementing and closely monitoring the substantive (annual plan) and financial (budget) framework adopted by the board;
   g. advising the board on accepting programme or sub-programme assignments;
   h. advising the board on compliance of the draft programme with the assignment requirements;
   i. funding of projects, experiments and research in accordance with the annual plan and budget. The mandate and authorisation also include taking decisions and exercising powers on the basis of the General Administrative Law Act, with the exception of the authority to take decisions on objections;
   j. taking important changes in the execution and funding of programmes and sub-programmes, provided that the boundaries of the annual plan and budget are not exceeded;
   k. correcting inaccurate procedures and decisions;
   l. maintaining contact with the (chairs of) committees and subcommittees;
   m. taking a signalling role to the Ministry of VWS and the governing board of NWO about future focus areas;
   n. managing the team managers and heads of staff departments;
   o. taking decisions relating to legal status regarding ZonMw employees. As regards staff employed by NWO, decisions relating to legal status can only be taken if and insofar as the director is granted general mandate by NWO’s governing board. Such a mandate may only be accepted with approval of the board;
   p. conducting performance and evaluation interviews with team managers and heads of staff departments;
   q. appointing staff to committees, sub-committees and work groups;
   r. taking decisions under the terms of the Government Information (Public Access) Act and the Personal Data Protection Act, as well as the authority to object to administrative fines imposed pursuant that Act;
   s. conducting proceedings under administrative law. The director’s powers comprise initiating and conducting objection procedures or appeal proceedings and the related procedural powers such as lodging an objection, filing a notice of appeal, including to a higher court, requesting a stay and preliminary relief proceedings, acquiescing in judgments and revoking objections and appeals. The powers also apply to procedures brought against the board;
   t. taking precautionary measures and measures to prevent prescription or loss of right or property.
3. The mandate, authority and authorisation are exercised within the boundaries of the established duties, with due observance of the applicable law, the adopted or to be adopted policy and implementation rules, and the indicated restrictions and conditions. The mandated powers with possible financial consequences are exercised with due observance of the adopted rules regarding budget management.
4. The powers pursuant to mandate, authority and authorisation are not executed if the NWO regulations are incompatible according to the current text.
5. In case the director is absent or unable to be present, the powers pass to his deputy or, failing a functional deputy, to the next higher official.
6. The director informs the board of the decisions taken on mandate for which he must assume that it is important to inform the board. The board can obtain information from the director about decisions taken on mandate.
7. The director is authorised to grant sub-mandate, only insofar as it is not incompatible with the relevant power. A sub-mandate requires the board’s approval.

Article 39

1. The director signs decisions on behalf of the Board as follows: On behalf of the Board of ZonMw,

(signed) Director

Signing decisions on behalf of the board by someone other than the director, by reason of replacement, or sub-mandate, is as follows:

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On behalf of the Board of ZonMw,

Director
(signed)
(Position)

2. Decisions taken by the board itself are signed by the director as follows: In accordance with the decision taken by the Board of ZonMw in its meeting of dd-mm-yy,

(signed) Director

3. The director or his deputy sign decisions taken by the board, with the exception of decisions arising from objections.

7 Conclusion

Article 40
These regulations enter into force on 1 July 2013.

Article 41
These regulations may be cited as: Board regulations for ZON, NWO-MW and ZonMw Adopted by the Board of ZonMw, The Hague, 7 March 2013

Prof. P.L. Meurs  Henk J. Smid
chair  secretary

Regulations of the board of ZON, approved by the Minister of Health, Welfare and Sport, dated 23 May 2013.

Regulations of the board of NWO-MW, approved by NWO’s governing board dated 13 June 2013.
Explanatory notes to Article 4 (1)
The 'partnership' stated here is defined in Article 1 (k) with reference to the ZonMw collaboration agreement (stated on page 31 of the NWO publication of the 2002 NWO regulations).

The partnership is managed within prevalent ZON and NWO regulations, with application of the general conditions in particular as adopted by the governing board/NWO. These general conditions may only be departed from with approval of the governing board insofar as it concerns matters of which the ZonMw board should have known that these would impact NWO policy and/or the NWO organisation in general. In all other cases departure is only possible after careful consideration of the mutual involved interests.

Article 8 (1) in conjunction with Article 14, 24 and 32
Board members are reimbursed for incurred travel and accommodation expenses insofar as these expenses, depending on the applicable regulations, do not exceed the Domestic Travel Decree (Bulletin of Acts and Decrees 1993, 144) or the adopted standards according to Labour Affairs Board. In addition, board members may be granted a financial allowance in accordance with the NWO regulation for the reimbursement of management and advisory work.

Article 9 (1)
If a board member is involved in an integrity issue that could lead or has led to a measure by the employer, he/she has a duty to report this to the board. The board will weigh the matter and determine which consequence to attach to it. Whether the member can continue as part of the board of ZonMw will play an important role in the considerations. Discussions on matters such as these are drawn up in a separate report as part of the meeting’s minutes. The board members report to the chair of the board. The chair reports a possible personal involvement in a matter of integrity to the board’s deputy chair.

Article 11 (2)
Pursuant to Section 4 of the NWO Establishment Act in conjunction with Articles 2.1.5. and/or 3.3. of the NWO regulations, the NWO board can adopt policy rules.

Article 14 and 25
In accordance with Section 7 of the ZON Act, the board regulations must regulate the formation, composition and work method of the committee. Sub-committees are not mentioned in Section 7 of the ZON Act. Sub-committees can be formed by a committee and can be convened by the committee’s chair.

Articles 17 (2), 27 (2) and 35 (2)
Departure from these procedure rules is only possible if it is reported prior to the start of the procedure that there are new rules that replace the previous ones.