

## **Policy replacement board**

**Status:** making a decision

Dear General Assembly,

During the General Assembly meeting on October 30, 2023, the new articles of association were approved. A discussion arose during the meeting regarding the replacement of the board in the scenario of the entire board resigning prematurely or ceasing to exist. This document outlines several scenarios and reflects the decision of the current board.

The board chooses, in the event of the entire board ceasing to exist, to leave the nomination of the new board to the General Assembly. This process will go through the Nominating Committee (SoCo). This way, there is no immediate need to amend any regulations, and the organs within the organization do not bear additional responsibility for a potential interim board.

We hope that this document provides clarity and that the General Assembly aligns with the board's perspective.

# What happens if the entire board is no longer in place?

At the General Assembly on October 30, 2023, the new statutes were approved. During the meeting, a discussion arose regarding the replacement of the board in the scenario of the premature resignation or removal of the entire board. The statutory working group chose not to designate an existing body within the association to temporarily assume the responsibilities of the board. While the General Assembly approved the current articles of association, it does require further elaboration on the aforementioned scenario.

There are two possible approaches to address this: appointing a separate body as the temporary board or leaving the nomination of a new board to the General Assembly. It is advantageous to automatically nominate a separate body as the temporary board to the General Assembly, as it provides clarity and reduces the workload for the Application Committee (SoCo). However, the drawback is that this needs to be included in the Internal Regulations (HR), requiring further discussion at the General Assembly. Leaving the nomination to the General Assembly avoids making any changes. This document can be used as a guide in that case.

By the way, it should be noted that the interim board is a transitional stage. They are there to perform basic tasks until a new motivated board is in place, ready to rebuild the association with renewed energy.

## **An appointed body**

The first body that could be considered for this role is the Advisory Council (RvA). The RvA "has the task of supporting the board in both their individual growth and the group process" (Internal Regulations (HR), Article 21, paragraph 2). Members of the RvA are volunteers who often have full-time jobs. The likelihood of the entire RvA declining to perform a board function is quite high, which is undesirable.

A second option is the Presidium, but this is also not desirable as the board must always consist of three people.<sup>1</sup> The Presidium has not always adhered to this in the past, making it an unsustainable solution. Additionally, since the Presidium consists of volunteers, there is a high chance of declining the position. Furthermore, choosing this option would require amendments to the General Assembly regulation since the board cannot currently join the Presidium.<sup>2</sup>

A final possible body is the Policy Advisory Board (beleidsadviesraad), which currently does not exist. The transitional committee (overbruggingscommissie) is yet to propose this body. It is possible to consider in the establishment of this body that they serve as the temporary replacement for the board in the scenario of everyone

---

<sup>1</sup> Statutes, article 10, paragraph 3

<sup>2</sup> GA Regulations, article 2, paragraph 3

resigning. However, the same challenges as with the RvA and the Presidium may apply, with a low willingness to actually step in.

### **Decision by the General Assembly**

The most logical way to get a new board when the entire board is no longer in place is the following process:

1. The board resigns entirely or simultaneously ceases to function.
2. The Presidium convenes a general meeting.
3. The SoCo makes a nomination for the general meeting.
4. The General Assembly approves the new board or makes its own nomination.

It is crucial that the Presidium acts promptly when the entire board is no longer in place. At that point, employees can no longer be paid, and no decisions can be made. The entire organization comes to a standstill. Normally, a General Assembly can be convened within two months of a board member's departure.<sup>3</sup> However, in this scenario, it is desirable not to let this situation persist for more than a month. If the Presidium intentionally allows this situation to continue by not convening a General Assembly, individual members can still call for a General Assembly.<sup>4</sup>

The nomination of a board can be done as usual by the application committee.<sup>5</sup> If this is not possible or if there is no approved application committee, the General Assembly can also nominate members.

### **Conclusion**

The current board opts for the last option, which means that in case of emergency, the presentation of a new board will be left to the General Assembly. This has the advantage that no regulations need to be adjusted. Of course, it is a possibility that the General Assembly chooses to nominate all individuals from a particular organ, but this will be done in consultation, thus avoiding disappointment. By agreeing to this document, the General Assembly agrees to this approach and keeping the Internal Regulations unchanged in this regard.

---

<sup>3</sup> Internal Regulations (HR), article 17, paragraph 2

<sup>4</sup> Statutes, article 12, paragraph 4

<sup>5</sup> Statutes, article 10, paragraph 4