

**MANAGEMENT AND ADMINISTRATION REGULATIONS**

**STICHTING WAGENINGEN RESEARCH**

**2021**

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## **INTRODUCTION**

These Management and Administration Regulations stem from Article 9 of the Bylaws of the foundation Stichting Wageningen Research and have been established for the regulation of the administration, management, and structure of Stichting Wageningen Research. These Management and Administration Regulations determine, inter alia, which Executive Board decisions require the approval of the Supervisory Board, or the written approval of the Minister, as determined in the Bylaws of Stichting Wageningen Research.

Stichting Wageningen Research is part of a “personal union” with the public legal entity Wageningen University (see Article 4 of the Bylaws of Stichting Wageningen Research). Stichting Wageningen Research and Wageningen University cooperate under the name Wageningen University & Research. As a result, the members of the Executive Board and the members of the Supervisory Board of Wageningen University also form the Executive Board and Supervisory Board of Stichting Wageningen Research, respectively.

## **Chapter 1                      DEFINITIONS**

### Article 1. Definitions

In these regulations, the following definitions apply.

BBR-WR	the 2021 Management and Administration Regulations of Stichting Wageningen Research, as established by the Supervisory Board;
BBR-WU	the Management and Administration Regulations of Wageningen University, as last established by the Executive Board;
Minister	Ministry of Economic Affairs and Climate;
Bylaws	The Bylaws of the Foundation;
Foundation	Stichting Wageningen Research, having its statutory seat in Wageningen;
WHW	the Higher Education and Research Act (1992), Stb. 593;
WOR	Works Councils Act (WOR), 1971, Stb. 54.

## Chapter 2

## EXECUTIVE BOARD AND SUPERVISORY BOARD

### Article 2. Objective of the Foundation

(see Article 2 Bylaws)

1. The Foundation's objective is to work toward the general good by contributing to the research domain of food and living environment, within which can be distinguished:
  - a. The core area "Food, feed and biobased production", which concerns the sustainable production and processing of food, feed and biobased products, international food chains and networks, food safety, and health aspects of nutrition;
  - b. The core area "Natural resources and living environment", which concerns nature, landscape, land use, water management, sea, natural resources, and biodiversity;
  - c. The core area "Society and well-being", which concerns human behaviour in regard to food and living environment, lifestyle and perceptions, but also institutions, governance, markets, supply chains, and social innovation.

Through the expertise in these core areas, a contribution is made to current societal problems such as climate change, the world food problem, the development of a biobased economy, and human and animal health through fundamental, strategic, and applied research and related advice, training, and other forms of knowledge transfer.

2. The Foundation seeks to achieve this objective by:
  - a. offering advice and performing research, or commissioning a third party to do so, at its own initiative or after consultation with, in agreement with, or commissioned by the national government, local government bodies, and businesses, including all relevant sectors, social groups, NGOs, and individuals, both nationally and internationally, which are connected to the preceding core areas in the broadest sense;
  - b. the founding of, participation in, granting of services to and the management of companies and businesses which are connected to the preceding core areas in the broadest sense;
  - c. transferring research and studies, as described in paragraph 1, and making it accessible through – inter alia – information, advice, and value creation, as well as guiding and supporting third parties in the application of the results;
  - d. with regard to research, as described under paragraph 1, collaborating with businesses and other research institutions, particularly with Wageningen University.
  - e. contributing to the coordination of research in the Netherlands and to international collaboration in this field; and
  - f. providing products and/or services connected with the research, as described under paragraph 1 of this article.
3. The Foundation is non-profit.

### Article 3. Foundation Board: composition, appointment, and dismissal

(see Articles 5 and 7.4 of the Bylaws)

1. The Foundation Board consists of three members. The Foundation Board and the directors of the Foundation can also be referred to as the Executive Board and the members of the Executive Board, respectively. Only natural persons can be members of the Executive Board. The membership of the Executive Board is incompatible with the membership of the Supervisory Board.

2. The members of the Executive Board are appointed, suspended and dismissed by the Supervisory Board.
3. Members of the Executive Board are appointed for a period up to four years. A member of the Executive Board can be consecutively reappointed for periods up to four years upon careful assessment of that member's performance. In making an Executive Board appointment, as much consideration as possible must be given to allocating the seats evenly amongst men and women. Appointing members of the Executive Board is done on the basis of a public nomination profile that has been made public beforehand. The Supervisory Board will hold a hearing with the WR portion of the Central Works Council (as specified in the WOR and described in further detail in Article 34 BBR-WR) of the Foundation prior to establishing a nomination profile.
4. The President of the Executive Board is selected from among its members and is appointed by the Supervisory Board.
5. The Supervisory Board establishes the employment conditions of the members of the Executive Board.
6. Prior to deciding on the appointment or dismissal of a member of the Executive Board, the Supervisory Board will hold a confidential hearing with the Central Works Council of the Foundation regarding the proposed decision for appointment or dismissal. The hearing will be held on a date that will enable it to substantially influence the decision-making.
7. Given the personal union between the Foundation and Wageningen University, the members of the Executive Board of the Foundation are also the members of the Executive Board of Wageningen University. With regard to the intention to appoint, dismiss, or suspend, the applicable articles from the Higher Education and Research Act (WHW) and the BBR-WU must be taken into consideration in addition to the provisions from the Bylaws and the BBR-WR.<sup>1</sup> The Supervisory Board will establish an appointment protocol for these purposes, which details the individual steps to be taken.
8. If the Executive Board consists of less than the required number of members, it retains its powers. In the event all members of the Executive Board are absent or unable to act, its duties will temporarily be transferred to the Supervisory Board. In the event of a conflict of interest between the Foundation and one or all members of the Executive Board, the power of representation will temporarily be vested in the Supervisory Board as a whole or one or more of the members elected from their number.

Article 4. Tasks and competencies of the Executive Board  
(see Articles 6, 10, 12.2, 12.5, 15.1, 16.1, 17.2-3 of the Bylaws)

1. The Executive Board is charged with managing the Foundation and has all the duties and powers which are not granted to others under or pursuant to the Bylaws. In carrying out its duties, the Executive Board will focus on the interest and objective of the Foundation and in doing so, will also take the interests of Wageningen University into account as much as it possible, given the personal union. The Executive Board supervises compliance with the Code for Good

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<sup>1</sup> The relevant articles from the WHW regarding appointment and dismissal of Executive Board members are: 9.3 paragraph 2, 9.33a paragraph 3, 9.35 under a and b.

Governance in Dutch Universities – as applied at Wageningen University & Research.

2. The Executive Board will establish a strategic plan at least once every four years after receiving prior written approval from the Supervisory Board and the Minister. The strategic plan will be formulated based on objectives to be realised over the medium and long term, and on the outlines of the policy for the Foundation to follow in order to achieve these objectives. It will describe the areas, directions, nature, and quality level of the performance expected from the Foundation as well as the financial, staff-related, material, and organisational conditions which must be satisfied to meet these objectives.
3. Each year, before the end of the current year, the Executive Board will present a budget for the subsequent calendar year to the Supervisory Board for approval.
4. The Executive Board will have the scientific quality of the research (or parts thereof) assessed by an independent commission of external (international) experts, in such a way that WR's complete research field is subjected to such assessment at least every five years.
5. The annual report, consisting of the annual financial accounts, the administrative report, and other information will be recorded by the Executive Board during a meeting to be held within five months of the end of the financial year and all Executive Board members will sign these to indicate their agreement. In the process, the Executive Board will also provide general insight into the implemented policy, the efficiency of its work methods, and the treasury activities of the previous financial year. The annual report will be sent to the Supervisory Board for approval within a month of being established, accompanied by a report and declaration from the auditor who has been charged by the Supervisory Board with the task of reviewing the annual accounts.
6. The Executive Board is authorised to enter into agreements regarding the acquisition, disposal, and encumbrance of registered property in accordance with the provision in paragraph 6 of BBR-WR.
7. The Executive Board is authorised to enter into agreements in which the Foundation binds itself as a guarantor or as a co-debtor, guarantees the performance of the obligations of another party, or provides security for the debts of a third party with due observance of the provision in paragraph 6 of the BBR-WR.
8. A decision to enter into agreements as specified in paragraph 4 and paragraph 5 is subject to *prior written approval from the Supervisory Board* if the resulting obligation exceeds an amount of EUR 5,000,000 (five million euros).

The authority to enter into contracts for the acquisition, disposal, and encumbrance of registered property is also subject to the written approval of the Minister, if and to the extent that the potential obligation exceeds 10% (ten per cent) of equity capital as recorded in the most recently established annual accounts prior to the decision.
9. The Executive Board is authorised to provide loans to Wageningen University under the existing partnership between Wageningen University and Wageningen Research. Decisions for these purposes are subject to the *prior written approval of the Supervisory Board* and, if the amount of the obligation exceeds 10% (ten per cent) of the equity capital as recorded in the most recently established annual accounts prior to the decision, it is also subject to the *written approval of the Minister*.

10. The Executive Board requires prior approval from the Supervisory Board for decisions regarding:
  - a. establishing strategic plans;
  - b. establishing the budget;
  - c. the following investments and divestments:
    1. investments that exceed an amount of EUR 5,000,000 (five million euros);
    2. divestments for which the book value or estimate sales value exceeds an amount of EUR 5,000,000 (five million euros);
    3. investments other than those made in education, research, and knowledge valorisation;
    4. investments that are not in line with the strategic plan.
  - d. concluding lease agreements that exceed an amount of EUR 5,000,000 (five million euros);
  - e. creating advisory councils and establishing regulations for them; and
  - f. declaration of bankruptcy and requesting suspension of payment from the Foundation.
11. The Executive Board will in good time provide the Supervisory Board with all information required to perform its duties and exercise its authority as well as any insights into the affairs of the Foundation that any member of the Supervisory Board requests.
12. Executive Board meetings are not public.

#### Article 5. Supervisory Board

(see Articles 11 and 13 of the Bylaws)

1. The Supervisory Board consists of at least three and no more than seven natural persons, including the Chair of the Supervisory Board. The membership of the Supervisory Board is incompatible with the membership of the Executive Board. The Supervisory Board has as balanced a composition as possible with regard to persons who are or who have been connected to the domains specified in Article 2.1 of the BBR-WR, research, education or the business community.
2. The Chair and the other members of the Supervisory Board will be appointed by the Minister at the recommendation of the Supervisory Board.
3. Appointing members of the Supervisory Board is done on the basis of a public nomination profile that has been made public beforehand. The Supervisory Board will hold a hearing with (the WR portion of) the Central Works Council (as specified in the WOR and described in further detail in Article 34 BBR-WR) prior to establishing a nomination profile.
4. When appointing members, one member must be appointed who is particularly trusted by the Central Works Council of the Foundation. This member is the same person who will fulfil the comparable position in the Supervisory Board of Wageningen University, as based on the existing personal union as specified in Article 3.7 of the BBR-WR.
5. Members are appointed for no more than four years. Members of the Supervisory Board can only be reappointed once. The Supervisory Board will select a Vice Chair from its members who will exercise the authority of the Chair in his/her absence.



6. Given the personal union between the Foundation and Wageningen University, the members of the Supervisory Board of the Foundation are also the members of the Supervisory Board of Wageningen University. With regard to the intention to appoint, suspend, or dismiss, the relevant articles from the Higher Education and Research Act (WHW) and the BBR-WU must be taken into consideration in addition to the provisions from the Bylaws and the BBR-WR.<sup>2</sup> The Supervisory Board will establish an appointment protocol for these purposes, which details the individual steps to be taken.

Article 6. Tasks and competencies of the Supervisory Board

(see Articles 5.3-5.6, 6.5, 6.7, 9, 10, 12.1, 12.4, 12.5, 18.1-3, and 19.1-2 of the Bylaws)

1. The Supervisory Board monitors the policy conducted by the Executive Board and the general course of affairs of the Foundation (including the supervision of the proper execution and quality of statutory research tasks as specified in Article 20.2 of this BBR-WR) and provides advice to the Executive Board. In carrying out these duties, the Supervisory Board will focus on the interests and objective of the Foundation and in doing so, will also take the interests of Wageningen University into account as much as possible, given the personal union.
2. The Supervisory Board has the following competencies:
  - a. appointment, suspension, and dismissal of members of the Executive Board;
  - b. appointing the President of the Executive Board from the members of the Executive Board;
  - c. establishing the employment conditions of the members of the Executive Board;
  - d. designating the auditor who will review the annual accounts of the Foundation;
  - e. establishing the Management and Administration Regulations for governing the management, administration, and structure of the Foundation;
  - f. supervision of compliance with the Code for Good Governance in Dutch Universities – as applied at Wageningen University & Research.
  - g. making decisions to change the Bylaws of the Foundation after receiving written approval from the Minister;
  - h. making decisions for mergers or demerger in the sense of Book 2 title 7 of the Dutch Civil Code after receiving written approval from the Minister;
  - i. making decisions to dissolve the Foundation after receiving written approval from the Minister.
3. Each year, the Executive Board will present general research outlines and a budget for the subsequent calendar year to the Supervisory Board for approval before the end of the current year.
4. The Supervisory Board is authorised to provide prior approval for decisions from the Executive Board regarding:
  - a. establishing strategic plans;
  - b. establishing the budget;
  - c. the following investments and divestments:
    - i. investments that exceed an amount of EUR 5,000,000 (five million euros);
    - ii. divestments for which the book value or estimate sales value exceeds an amount of EUR 5,000,000 (five million euros);
    - iii. investments other than those made in education, research, and knowledge valorisation;
    - iv. investments that are not in line with the strategic plan.

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<sup>2</sup> The relevant articles from the WHW with regard to appointing and dismissing members of the Supervisory Board are Articles 9.7, 9.33a paragraph 3 b, and 9.35 of the WHW.

- d. concluding lease agreements that exceed an amount of EUR 5,000,000 (five million euros);
  - e. creating advisory councils and establishing their regulations;
  - f. declaration of bankruptcy and requesting suspension of payment.
5. The Supervisory Board is authorised to provide *written* approval for decisions from the Executive Board regarding:
    - a. the acquisition, disposal, or encumbrance of registered property if the resulting obligation exceeds the amount of EUR 5,000,000 (five million euros);
    - b. entering into agreements in which the Foundation binds itself as a guarantor or as a co-debtor, guarantees the performance of the obligations of another party, or provides security for the debts of a third party, if the resulting obligation exceeds the amount of EUR 5,000,000 (five million euros);
    - c. regarding monetary loans to Wageningen University, which are permitted on the basis of the Bylaws.
  6. By regulation, the Supervisory Board can specify additional decisions for which the Executive Board requires its prior approval.
  7. The established annual report, consisting of the management report, the annual financial accounts, and other information requires the approval of the Supervisory Board. The annual report must be sent to the Supervisory Board for these purposes within a month of being established. The annual accounts will be accompanied by a declaration from the auditor who has been charged with the task of reviewing the annual financial accounts by the Supervisory Board. The Supervisory Board is responsible for making the annual report publicly available.
  8. The Supervisory Board is authorised to inspect and grant the right of inspection for all books, documents, and correspondence of the Foundation. Any member of the Board has access to all spaces and properties in use by the Foundation at all times. The Supervisory Board may make use of the assistance of one or more experts in performing its task at the expense of the Foundation.
  9. Even if the Supervisory Board consists of less than the full number of members, it continues to retain its authority.
  10. Supervisory Board meetings are not public.

Article 7. Research institutes of the Foundation

Stichting Wageningen Research has the following research institutes:

- Wageningen Food & Biobased Research;
- Wageningen Livestock Research, Wageningen Bioveterinary Research, Wageningen Marine Research;
- Wageningen Environmental Research;
- Wageningen Plant Research;
- Wageningen Economic Research, Wageningen Centre for Development Innovation;
- Wageningen Food Safety Research.

Article 8. Staff of the research institutes

The staff of a research institute are persons who, by virtue of their contract of employment, assignment contract, or otherwise, have been positioned within the relevant research institute.

Article 9. Management Board

1. Each research institute is part of a sciences group. A sciences group consists of at least one WR research institute and a WU department. A sciences group is directed by a two-person board. WFSR is an exception to this. This WR institute is led by a director and is not linked to a WU department.
2. The two heads of the Management Board are the Managing Director and the Director Operations. The Managing Director is the Chair of the Management Board. In this Management Board, the Director Operations must provide the Managing Director with an account for all relevant matters.
3. The Wageningen Food Safety Research Management Board is headed by one person.
4. The members of the Management Board are appointed, suspended, and dismissed by the Executive Board.

Article 10. Tasks and competencies of the Management Board

1. The Management Board is entirely responsible, within the framework established by the Executive Board, for the administration and management of the research institute. Once every four years, the Management Board draws up an annual budget and a business plan for the institute on the basis of the Foundation's Strategic Plan.
2. The Management Board will allocate the duties amongst the business units of the research institute and will ensure that they are paired with the resources intended for those purposes.
3. The Executive Board grants the Director/Managing Director the power of attorney to take legal actions for the institute on behalf of the Executive Board in the areas of:

- personnel matters;
- financial legal actions;
- facility maintenance.

All of these must be conducted in accordance with the limitations stemming from the underlying decision to grant this power of attorney.

4. The Director/Managing Director will always comply with instructions from the Executive Board regarding the financial, social, economic, and staff policies to be followed.
5. The Managing Director grants the Director Operations secondary power of attorney to take legal actions in the areas specified in the previous paragraph in accordance with the limitations stemming from the secondary decision to grant this power of attorney. The decision to grant secondary power of attorney requires prior written permission from the Executive Board. The Director Operations will always comply with the instructions of the Executive Board to the Managing Director as specified in the previous paragraph.

## Chapter 4

## WAGENINGEN RESEARCH HOLDING B.V.

### Article 11. Objective of Wageningen Research Holding B.V.

(see Article 3 of the Bylaws of Wageningen Research Holding B.V.)

1. For the purposes of performing the objective described in Article 2 of the BBR-WR, the Foundation has founded the private limited company Wageningen Research Holding B.V. of which it is the sole shareholder.
2. The company aims to:
  - a. found, participate in, manage, supervise, and provide counsel and services to enterprises and companies that:
    - i. conduct or outsource strategic and applied research in the field of life sciences, more specifically focused on, but not limited to, the fields of health; lifestyle and living conditions; food and food production including sustainable agriculture, horticulture, fishing and fish farming; the international food chain; the health aspects of food; and the promotion of a biobased economy and living environment, which includes promoting sustainable nature, landscape, and land development, the sustainable management of water and the ocean, and retaining biodiversity;
    - ii. make such research accessible and transfer it, e.g. by means of providing information and recommendations as well as guiding and supporting third parties in the application of the research results;
    - iii. collaborate with research institutes in the abovementioned fields for the abovementioned purposes;
    - iv. contribute to the coordination of the abovementioned research, both nationally and internationally;
    - v. deliver products and/or services associated with the abovementioned research;
    - vi. contribute to the commercial usage of knowledge by utilising the facilities and knowledge of Wageningen University, Stichting Wageningen Research, and/or third parties;
    - vii. focus on conducting and/or supporting research and education at the request of third parties while using the facilities and knowledge of Wageningen University and Stichting Wageningen Research;
  - b. provide funding to enterprises and companies;
  - c. borrow, lend, and raise funds, including by issuing bonds, debentures, and other financial instruments as well as by entering into the associated agreements;
  - d. provide counsel and services to enterprises and companies with which the company is associated;
  - e. provide guarantees, make pledges, and encumber company assets for enterprises and companies with which the company is associated and on behalf of third parties;
  - f. acquire, manage, utilise, and dispose of asset values in general;
  - g. trade currency, effects, and asset values in general;
  - h. acquire, exploit, encumber, and dispose of rights to industrial and intellectual property;
  - i. perform all types of industrial, financial, and commercial activities;
  - j. and perform everything associated with the abovementioned activities or which contribute toward the performance of those activities.

### Article 12. Board of Wageningen Research Holding B.V.

(see Articles 12, 13, 14, 15 of the Bylaws for Wageningen Research Holding B.V.)

1. Wageningen Research Holding B.V is managed by a Management Board consisting of one or more Directors appointed by the General Meeting of shareholders. Directors can only be natural persons who are members of the Executive Board of the Foundation, unless the General Meeting of shareholders allows an exception to this quality requirement and the decision for it has been made in accordance with the rules that apply for making a decision to change the Bylaws.
2. Article 17 of the Bylaws of Wageningen Research Holding B.V. provides the General Meeting of shareholders (the Foundation) with the authority to decide whether to require the Management Board to adhere to approval requirements. This also applies to the relevant Board decisions for subsidiaries which Wageningen Research Holding B.V. manages.
3. Each year, within five months of the end of the financial year (which coincides with the calendar year), the Management Board will draft annual accounts to be established by the General Meeting of shareholders.

#### Article 13. Contribution to Wageningen Research Holding B.V.

1. The Foundation will only contribute that portion of its assets to Wageningen Research Holding B.V. that is primarily commercial in nature.
2. The contribution of assets specified in the first paragraph excludes all immovable property and the rights to immovable property owned by the Foundation.

#### Article 14. Staff

The contribution as specified in Article 13 of these regulations will occur in observance of the fact that the staff of the Foundation has stated its desire to continue the employment contract with the Foundation, so that the abovementioned contribution does not result in the Foundation staff becoming employed by Wageningen Research Holding B.V. or does not have any other effect on the legal position of the Foundation staff.

Article 15. Wageningen University & Research partnership

1. The Foundation, partly for the sake of the research institutes that are a part of it and the legal persons forming part of it, and Wageningen University collaborate under the name of Wageningen University & Research.
2. For the purposes of unifying management within Wageningen University & Research, a personal union was created between the Executive Boards and Supervisory Boards of Stichting Wageningen Research and Wageningen University.

Article 16. Wageningen University & Research Sciences Groups

1. In the context of this collaboration, five sciences groups were created by the Foundation and Wageningen University, in which domain-specific research, education, and commercial application of knowledge are combined. These sciences groups always consist of one or two Foundation research institutes and the corresponding department at Wageningen University within the research domain.

This concerns the following sciences groups and the associated research institutes or departments:

- Agrotechnology & Food Sciences Group, consisting of the research institute Wageningen Food & Biobased Research and the Agro Technology and Food Sciences department;
  - Animal Sciences Group, consisting of the research institutes Wageningen Bioveterinary Research, Wageningen Livestock Research, Wageningen Marine Research, and the Department of Animal Sciences;
  - Environmental Sciences Group, consisting of the research institute Wageningen Environmental Research and the Department of Environmental Sciences;
  - Plant Sciences Group, consisting of the research institute Wageningen Plant Research and the Department of Plant Sciences;
  - Social Sciences Group, consisting of the research institutes Wageningen Economic Research, the Wageningen Centre for Development Innovation, and the Department of Social Sciences.
2. For the purposes of unifying the management within the sciences groups, personal unions were created by the Foundation and Wageningen University between the management boards of the collaborating research institutes of Stichting Wageningen Research and the departments at Wageningen University active in the same research domain. As such, the appointment of the Management Board for the research institute(s) is inextricably bound to the appointment of Management Board of the corresponding department.
  3. In the context of the provision in this article and in addition to the provisions in Articles 9 and 10 of these regulations, the Management Boards are responsible for defining the policies of Wageningen University & Research at the level of the sciences groups and contributing to defining policies at the corporate level.

Article 17. Board of Directors

1. The Executive Board has set up the Board of Directors to provide integral policy counselling for Wageningen University & Research. The Board of Directors consists

of at least the Managing Directors of the sciences groups as specified in Article 16 of these regulations and the Director of Wageningen Food Safety Research.

2. The Board of Directors is charged with the task of advising the Executive Board about policy development and framework definition throughout Wageningen University & Research at both the strategic and operational levels. The Executive Board will afford the Board of Directors the opportunity to render advice in the aforementioned fields before passing decisions in this regard.
3. The members of the Board of Directors ensure that the decisions are implemented within the sciences group as specified in the previous paragraph.
4. The meetings of the Board of Directors will not be public unless the Board of Directors decides otherwise.



Article 18. Other research institutes of the Foundation

1. In addition to the research institutes that collaborate with a corresponding department at Wageningen University, the Foundation has its own separate institute: Wageningen Food Safety Research.
2. Wageningen Food Safety Research is primarily charged with the task of performing statutory research tasks as specified in Chapter 7 of these regulations, specifically in the field of food safety, quality of the flow of trade for agricultural and fishing products, and the admission of certain products into the market.
3. The Executive Board of the Foundation provides for the Management Board for the organisational unit as specified in this article, for the purpose of which the provision in Article 10 of these regulations regarding the Management Boards of the research institutes applies mutatis mutandis in terms of tasks, authorities, and responsibilities as much as possible.

Article 19. Statutory Research Tasks

1. The Foundation is charged with conducting statutory research tasks (“WOT”) under assignment from the Minister of Agriculture, Nature, and Food Quality (“**Minister of LNV**”). This involves tasks based on Dutch and/or European legislation and regulations and conventions, that must be conducted under the auspices of the government. By carrying out the WOT, the government is provided with the knowledge, expertise, facilities, analyses, and assessments of them, which are indispensable to the government for implementing national and international legislation and regulations as well as for carrying out government duties of national or general importance. This involves policy areas for which the Minister of LNV bears primary responsibility with regard to public health, food safety, animal health, animal welfare, the quality of the flow of trade for agricultural and fishing products, the admission of certain products into the market, and the quality of nature and the environment in the Netherlands and beyond.
2. The Minister of LNV sets high requirements regarding independence, reliability, and transparency in the execution of these tasks in addition to the common scientific standards. In this context, the Minister of LNV and the Foundation have drafted a “WOT statute” for the performance of statutory research tasks, which describes the requirements that must be satisfied when conducting the research as well as the measures that the Foundation must take. On these grounds, the execution of the WOT must:
  - be independent in nature and free of any risk of conflict of interest;
  - satisfy common scientific standards;
  - be safeguarded by using a quality assurance system and be accredited or certified in this regard by independent institutions;
  - satisfy the requirements for non-disclosure and confidentiality of (business)sensitive information, in so far as it does not conflict with legislation and regulations and must prevent unfair competition with other market parties;
  - respect arrangements made with the commissioning party regarding the provision of information and communication.

Article 20. Organisation of Statutory Research Tasks

1. The following WOT units are distinct within the Foundation:
  - Wageningen Food Safety Research (Food Safety);
  - Centre for Genetic Resources, the Netherlands (GCN)
  - Centre for Economic Information (CEI)
  - Centre for Fisheries Research (CVO);
  - WOT for Nature and Environment;
  - WOT for Transmissible Animal Diseases.
2. The Executive Board of the Foundation is ultimately responsible to the Minister of LNV for the proper performance and quality of the set of tasks by the heads of the WOT units, but has no say or involvement in the content-related aspects. The Executive Board continues to be responsible for compliance with the WOT statute and for maintaining an adequate knowledge infrastructure for the sake of executing the WOT in accordance with this statute. In the context of its supervisory task with regard to the policies of the Executive Board of the Foundation, the Supervisory Board pays specific attention to the way in which the Executive Board of the Foundation fulfils these responsibilities.

3. The Executive Board of the Foundation appoints a WOT head for every WOT unit and delegates the preparation and execution of the relevant WOT programme to them as well as the responsibility to report on the programme results to the Minister of LNV.
4. The Executive Board of the Foundation delegates the coordination of the WOT programmes and the monitoring of their proper performance and quality as well as compliance with the WOT statute to the WOT domain leader. They can provide instructions for this to WOT heads, but must refrain from content-related instructions that may directly or indirectly exert influence over the content-based aspects of the WOT units.
5. The WOT head is exclusively responsible for the quality and results of the WOT units in his/her programme. They instruct and direct the programme directors and are responsible for compliance with the WOT statute by the employees of their WOT unit.  
The WOT head reports directly to the Minister of LNV regarding the content-related results of the WOT programmes without the Executive Board of the Foundation serving as an intermediary.  
Furthermore, they provide accounts of the managerial aspects and the quality of the WOT programmes in their units to the Executive Board of the Foundation with the Managing Director of the relevant sciences group serving as an intermediary.
6. In the context of drafting the annual accounts and activity report as specified in Article 4 paragraph 3 of these regulations, special attention will be given to the quality control of the WOT.

#### Article 21. WOT units

1. The WOT units have two organisational forms:
  - the form in which the programme organisation is placed directly under the Foundation and in which the staff and other operational organisation is obtained from one of the institutes is involved (model 1);
  - the form in which the programme as well as staff and other operational organisation are placed directly under the Foundation (model 2).
 In both cases, the provision in Article 20 of these regulations applies mutatis mutandis.
2. The following WOT units have been set up in accordance with model 1:
  - CGN - staff and other operational organisation are obtained from the institute Wageningen Plant Research;
  - CEI - staff and other operational organisation are obtained primarily from the institute Wageningen Economic Research;
  - CVO - staff and other operational organisation are obtained primarily from Wageningen Marine Research;
  - WOT Nature and Environment - staff and other operational organisation are obtained primarily from the institute Wageningen Environmental Research;
  - WOT for Transmissible Animal Diseases.

The Foundation annually arranges the agreements with the abovementioned institutes, with the Managing Director of the relevant sciences group serving as an intermediary, in which the compensation for making the staff and other operational organisation available is established, all for purposes of carrying out the WOT. In the abovementioned agreements, there is always a provision for compliance with the requirements as specified in Article 19 paragraph 2 of these regulations.

## **Chapter 8**

## **MANAGEMENT OF THE FOUNDATION**

### Article 22. Definition of management

For the purposes of applying these regulations, "management" will be understood as comprising the entirety of the activities relating to implementing established policy within the Foundation as well as to ensuring the lawful and effective attraction, availability, deployability, and retention of Foundation staff, materials and funds.

### Article 23. Granting of authorisation

The Executive Board can grant power of attorney to management officials employed by the Foundation in order to represent the Foundation within the scope of their power or to exercise one or more of its management authorities. Granting power of attorney in this regard must be done in writing and is made public.

### Article 24. Management units

1. The Foundation has centralised and decentralised management units.
2. For the application of these regulations, the institutes listed in Chapter 3 of these regulations are regarded as decentralised management units.
3. In addition to what has been defined elsewhere in these regulations with regard to the management of decentralised management units, specifically that which is provided in Articles 10, 18, and 20, this Chapter contains provisions regarding the management of the centralised management units of the Foundation.

### Article 25. Centralised management units

1. The Foundation has the following centralised management units:
  - a. Corporate Staff, consisting of the following departments:
    - i. Corporate Communications & Marketing (CC&M)
    - ii. Corporate Finance & Control (CFC)
    - iii. Corporate Governance & Legal Services (CG&LS)
    - iv. Corporate Human Resources (CHR)
    - v. Corporate Strategy & Accounts (CSA)
    - vi. Corporate Value Creation (CVC)
    - vii. Education & Student Affairs (ESA)
  - b. Facilities and Services, which consists of the following departments:
    - i. Wageningen University & Research Library
    - ii. Information Technology (FB-IT)
    - iii. Purchasing (FB-Purchasing)
    - iv. Integrated Facility Management (FB-IFM)
    - v. Location Facilities (FB-LF)
    - vi. Operational Services (FB-OS)
    - vii. Real Estate & Housing (FB-V&H).
2. These centralised management units provide support to the Executive Board of the Foundation as well as to the decentralised management units specified in Article 24 paragraph 2 of these regulations, as well as to the participational structures of the Foundation.

3. Facilities & Services as well as the various departments within Corporate Staff are headed by a director. The directors of Facilities & Services and of the departments in the Corporate Staff are appointed, suspended and dismissed by the Executive Board.

#### Article 26. Appointment of directors

The Executive Board of the Foundation appoints directors for the centralised management units. For the purposes of unifying management within Wageningen University & Research, Wageningen University and Stichting Wageningen Research have agreed that the centralised management units of the Foundation serve the same function within Wageningen University.

#### Article 27. Policy implementation

The director of a centralised management unit is charged with the task of implementing management policies that have been adopted by the Executive Board of the Foundation. For this purpose, the Executive Board will record written instructions regarding the tasks of the director and the way in which they must be carried out.

#### Article 28. Management plan

1. The director of a centralised management unit performs their policy task as specified in the previous article on behalf of the Executive Board of the Foundation. The director must provide an account of the performance of this policy task to the Executive Board of the Foundation and acts as an advisor to the Board with regard to this policy task. The director is also responsible to the Executive Board of the Foundation for the proper organisation and coordination of the management tasks in their management unit as well as the related facilities. The director will act in accordance with the provision under or pursuant to this regulation.
2. The director of a centralised management unit will prepare a management and/or work plan for this management unit, including a budget, establishing the organisation and coordination of the management within the management unit. This plan will be submitted to the Executive Board of the Foundation for its approval.

#### Article 29. Management of resources

Without prejudice to the other provisions in these regulations, the director of a centralised management unit is charged with the task of managing the funds which have been made available to their management unit. In their spending decisions, they act in accordance with the rules, guidelines, and instructions provided by the Executive Board of the Foundation.

#### Article 30. Substitution scheme

The director of the centralised management unit ensures that their task is fulfilled in their absence. If a substitution scheme will be used, it must be approved by the Executive Board of the Foundation.

### Article 31. Deviating circumstances

1. The director of a centralised management unit immediately informs the Executive Board of the Foundation of circumstances or events by which the normal course of affairs within the management unit is severely hindered or threatens to be severely hindered.
2. Under emergency circumstances, the director – after consulting the Executive Board of the Foundation, if possible – will take suitable measures to ensure that the work in his/her management unit proceeds as efficiently as possible. The director will notify the Executive Board of the Foundation of such circumstances as soon as possible.

## **Chapter 9                    PARTICIPATIONAL STRUCTURE**

### Article 32. Enterprises

1. Pursuant to Article 1(c), in conjunction with Article 3(3) of the Works Councils Act, the following are considered enterprises for the purposes of that Act:
  - a. Wageningen Food Safety Research;
  - b. All of the sciences groups listed in Article 16 of these regulations;
  - c. Corporate Staff; and
  - d. Facilities and Services.
2. The enterprise specified in paragraph 1 under a will be maintained by the Foundation. The enterprises specified in paragraph 1 under b, c, and d will be maintained jointly by the Foundation and Wageningen University.

### Article 33. Works councils

1. For the purposes of consultation with and representation of the persons working at the enterprise specified in Article 32 paragraph 1 under a of these regulations, the Foundation has created its own individual Works Council.
2. For the purposes of consultation with and representation of the persons working at the enterprises specified in Article 32 paragraph 1 under b, c, and d of these regulations, the Foundation and Wageningen University have created a Joint Works Council for each individual enterprise in accordance with the provision in Article 3 of the WOR.
3. Each (Joint) Works Council will prepare regulations governing the matters with which the (Joint) Works Councils are charged or delegated pursuant to the Works Councils Act.

### Article 34. Central Works Council

1. The Foundation and Wageningen University have created a Central Works Council for the enterprises that they jointly maintain as stated in Article 32 paragraph 1 under b, c, and d, as well as for the enterprise maintained solely by the Foundation as specified in Article 32 paragraph 1 under a.
2. The Central Works Council comprises members chosen by the relevant (Joint) Works Councils from amongst the members of those councils. The number of members that can be chosen from each (Joint) Works Council will be established in the regulations of the Central Works Council. The regulations will also contain provisions stipulating that the various employee groups of the relevant enterprises will be represented within the Central Works Council to the extent possible. The relevant (Joint) Works Councils will be heard on the matter of establishing the relevant provisions.

## **Chapter 10**

## **MANAGEMENT INVESTIGATION**

### Article 35. Research

The Executive Board of the Foundation can conduct occasional or periodic investigations (or have such investigations be conducted) with regard to the legitimacy, efficiency, and effectiveness of the work performed within an organisational component of the Foundation as specified in these regulations.

The Executive Board will formulate the instructions for such an investigation and will determine who will perform the investigation. The instructions will also contain orders for providing reports. The Executive Board of the Foundation will consult with the relevant Director(s) about the provisions of this Article.



**Article 36. Internal audit process; internal auditor**

(Article 9.4 Code for Good Governance in Dutch Universities – as applied at Wageningen University & Research)

1. The Executive Board is responsible for the internal audit process. The internal audit position assesses the setup and operation of the internal risk management and control systems.
2. An internal auditor, under the responsibility of the director of Corporate Finance & Control, will perform the internal audit of the internal risk management and control systems. The internal auditor has direct access to the Executive Board.
3. The Supervisory Board supervises the internal audit process and has regular contact with the internal auditor. The internal auditor has direct access to the audit committee of the Supervisory Board and the external accountant.
4. In consultation with the audit committee of the Supervisory Board and the external accountant, the internal auditor will draw up a work plan for the internal audit process. The work plan will also describe how the internal auditor will report to the Executive Board and the audit committee and inform the external accountant. The Executive Board will adopt the work plan, and will provide sufficient resources for the implementation of the work plan.
5. The internal auditor has access to all information that is required for the performance of the internal audit process.

**Article 37. Compliance officer**

1. There is a compliance officer who, under the responsibility of the director of Corporate Governance and Legal Services, will monitor the observance of the Code for Good Governance in Dutch Universities (as applied at Wageningen University & Research) and the legislation and regulations.
2. The compliance officer will have direct access to the Executive Board, and can report directly to the audit committee of the Supervisory Board, as required.
3. The compliance officer has access to all information that is required for the performance of the task mentioned in paragraph 1.

**Article 38. Data Protection Officer (FG)**

(Article 37 GDPR)

1. There is a Wageningen University & Research Data Protection Officer who monitors the application of and compliance with the General Data Protection Regulation (GDPR) within the university.
  2. The Executive Board will adopt a charter for the Data Protection Officer that includes all the preconditions for the performance of the Data Protection Officer position.
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Article 39. Complaint regarding a violation of scientific integrity

1. Everyone has the right to submit a complaint concerning an alleged violation of scientific integrity to the Executive Board.
2. The Executive Board will ensure that the complaint is processed by the Scientific Integrity Committee (CWI).
3. The complaint will be handled in accordance with the provisions in the Wageningen University & Research Scientific Integrity Complaints Procedure.

## Chapter 12

## FINAL PROVISIONS

### Article 40. Adoption and approval of regulations

These regulations were established by the Supervisory Board on 17 March 2021.

In the event of a conflict between the Dutch version of these regulations and a translation of same, the Dutch version shall prevail.

### Article 41. Official title

These regulations may be quoted as *bestuurs- en beheersreglement Stichting Wageningen Research 2021* (Management and Administration Regulations 2021) or BBR-WR 2021.