

Supervision Vision of RNW Media

Purpose

The purpose of this document¹ is to capture the vision and attitude of the Supervisory Board of RNW Media regarding its supervision task, as a team and in relation to the CEO and the organization.

Self-understanding of the Supervisory Board

From the principle of good governance, the Supervisory Board of RNW Media fulfills formal roles in line with the statutory rules. It monitors the CEO, acts as employer, advises (and not instructs) the CEO, and networks in a servant way with stakeholders of the organization. This last activity, the Supervisory Board performs with restraint, in line with the organization's stakeholder management, and in consultation with the CEO. In executing its duty, the members of the Supervisory Board operate in a team-oriented manner and function in constant dialogue with each other. This results in one voice to the CEO and the organization. The Chair of the Supervisory Board directs this process. The Supervisory Board's attitude can be characterized as participatory, formal, and involved, more than as transactional and material; it performs 'professional laziness'². In its task, the Supervisory Board customs the principle of antifragility in its governance work: 'fail fast and learn'. The Supervisory Board members gather in formal meetings live or online if necessary or agreed with each other.

About the proper fulfillment of its task, the Supervisory Board should make enough effort to gather all relevant and unbiased information to make a comprehensive assessment of all interests, to reflect on unacceptable risks with respect to business continuity, and to make sure that the CEO can reach a decision in all reasonableness and fairness.

In the performance of its duties, the Supervisory Board is always

- Committed: The Supervisory Board is dedicated to its task and to the purpose of the organization.
- Constructive: The Supervisory Board intends to have a useful or beneficial purpose.

¹ *This Vision is part of an integral document also containing the Supervision Framework and the Assessment Framework. The Supervision Framework contains the formal and social frameworks, both externally and internally, for proper supervision, such as the governance principles and requirements as set out in acts and codes concerning a Dutch NGO. The Assessment Framework is the translation of the Supervision Framework and the Supervision Vision into concrete quantified and qualified performance indicators which comprise values, results, processes, and objectives. Part of this Assessment Framework is also an Information Protocol in which agreements have been made about the quality of the information from the CEO and the way it is provided.*

² *Meaning that the Supervisory Board should not be too involved in the work. The Supervisory Board should enable the organization to do so.'*

- Consistent: The Supervisory Board acts in the same way over time to be fair or accurate.
- Consequent: The Supervisory Board follows up its decisions. ‘We do what we say we will do’ / ‘a deal is a deal’.
- Competent: The Supervisory Board has the necessary ability, knowledge, or skills. When this is not the case, it admits its lack of ability, knowledge or skills and seeks for help.
- Critical: The Supervisory Board expresses careful judgment and is honest and frank when required.
- Congruent: The attitude and behavior of the Supervisory Board agree with the values of good governance and with the values and ideals of the organization.

The Supervisory Board is always accountable as a team. Commissions (remuneration, audit) are only giving advice. The Supervisory Board is aware of its professional position but always keeps learning and joy in our cooperation in mind.

The relationship between the Supervisory Board and the CEO

The CEO of RNW Media delivers management as statutory administration while being internally accountable to the Supervisory Board and externally to institutions which are statutorily and socially legitimized as such. The internal accountability implies that the CEO governs while the Supervisory Board oversees. In other words, the CEO owns and guarantees the impact, continuity, integrity, and fairness of the organization while the Supervisory Board monitors this and is also the sparring partner for the CEO. The Supervisory Board primarily promotes and supports the CEO to ensure she remains properly in control. Moreover, the Supervisory Board is the employer of the CEO and fulfills this role in a clear and involved way concerning the performance, leadership, well-being, and succession of the CEO.

‘Partnership’ qualifies this internal supervision, which demands good interplay with the CEO and good counterplay. This only works if the CEO communicates adequately with the Supervisory Board, provides the Supervisory Board with satisfactory information, is transparent in her decisions, and makes the Supervisory Board acquainted with her deliberations.

The relationship between the Supervisory Board and the organization

Members of the Supervisory Board are external but also internal ambassadors. In their behavior, attitude, and activities they are role models of RNW Media.

The Supervisory Board oversees the organization through the CEO, is conscious of this specific role, and acts accordingly in its interaction with the organization. This implies distance, listening and leaving the CEO in place. Condition for this approach is mutual transparency, both from Supervisory Board and CEO including the senior team. When needed the Supervisory Board will seek direct interaction with members of the organization but not without informing the CEO about such interactions

The Supervisory Board is accessible to management and employees and meets them on a regular (annually) base in sessions. The Supervisory Board also pays frequent attention to the leadership potential of the senior team and monitors its composition and the succession of the CEO.

The Supervisory Board has annual meetings with the representation of employees, respects their role and encourages them to function effectively.