



EARMA General Assembly Agenda

The General Assembly will be held online on the 30th of
May 2024 from 15:00-16:00 CEST

Zoom Details: TBC

EARMA Board

EARMA General Assembly

The General Assembly will be held on the
30/5/2024 from 15:00-16:00 CEST

Dear EARMA members,

According to the statutes article 11.1.1 the Board announces the Annual General Assembly (AGA) 2024. This announcement includes calls for;

1. The Treasurer of the Association,
2. Two ordinary Board members¹,
3. One Internal Auditor,
4. Proposals for the General Assembly.

As per the statutes, AGA documents shall be available with a minimum notice period of 14 days. This implies that all proposals should reach the Secretary of the Board no later than 6:00 pm CEST on April 30th, 2024, to be published on the website by May 14th, 2024. Additional documents may be submitted to the General Assembly until the day of the General Assembly meeting. The General Assembly may, by a simple majority vote of those present and entitled to vote, accept these additional documents for discussion, subject to completion of the activities for which the General Assembly was convened.

All communications, suggestions and applications shall be sent to the Board at Emma.Lythgoe@earma.org by the deadline date indicated above.

¹ Two ordinary members with the highest votes will be elected for a two-year period..

Proposed Agenda for the AGA 2024 according to Article 10.3 of the Statutes

1. Election (from the non-Board members present) of the chairperson of the AGA, two (2) keepers of the minutes.
2. The acceptance and approval of the agenda
3. Formal opening of the AGA
4. The acceptance and approval of the Annual Report of the Board
5. The acceptance and approval of the working Plan for the coming year
6. The acceptance and approval of the Internal Auditor's report
7. The acceptance and approval of the Accounts and auditor's reports²
8. Update from the Treasurer
9. The acceptance and approval of the Budget for the coming financial year³
10. The acceptance and approval of the membership fee for the coming year
11. The election of the Treasurer of the Association for the period 2023-2025.
12. An election for the remaining positions on the Board for the period 2023-2025.
13. The election of one Internal Auditor
14. Further Statutory Business

The following articles are statutory on the agenda. If the Board do not receive any proposals and/or input for these articles these agenda points are to be considered as accepted.

- a. The establishment of other bodies of the association, on the recommendation of the Board
- b. The admission of Honorary Members
- c. The establishment of and amendments to, the by-laws of the Association
- d. Any order for the exclusion of members
- e. Any order for the establishment of a mediation group consisting of senior members in case of conflict.
- f. Any order for the dissolution of the Association
- g. Any and all other relevant business

On behalf of the EARMA Board

Dipti Pandya, Chairperson of the Association

² As per Belgian law, external auditors are only allowed to release their report after the accounts for the relevant year have received approval by the General Assembly. Hence the auditor's report corresponds to the previous period.

³ The Budget should be framed in a multi-annual framework indicating specific provisions for the implementation of the strategic plan. Such a budget should be revised and represented at each AGA.

Election of Officers

Call for Treasurer of the Association

(Deadline for application 18:00 CEST 30th April 2024)

You are hereby invited to submit your candidature for becoming EARMA Treasurer. The EARMA Treasurer is elected for a two-year period⁴, and will take on the responsibility for delivering the Associations goals as set forth by the members on the General Assembly. The Board term operates from the first of September to the 31st of August each year. The work of the Board is defined in the Chapter III. EARMA Board of the articles of the association. The Terms of Reference detailing the role of the Board can be found below in Annex 1.

To stand for election you must provide:

- a) A short – not more than one page – description of your background, motivation and commitment to become the Treasurer of the Association.
- b) A written, signed letter of commitment from your home institution/organisation, (if you are in a position of employment).

Please e-mail your application (maximum of 2 A4 pages) to emma.lythgoe@earma.org before 18:00 CEST 30th April 2024.

As Treasurer, you should be ready to engage in the following activities:

Every four weeks a two-hour tele-meeting with the Board, 5-6 face-to-face two-day Board meetings, participation in and contribution to EARMA events, participation in and contribution to the Annual Conference. If and when required, take the responsibility for Board activities. Finally, you are expected to take responsibility in the Board, together with other Board members, for one or more EARMA standing committees.

The Treasurer is responsible for overseeing the financial management of the organization, including the preparation of annual audited accounts and the annual budget and financial report, which are presented to members at the GA. The Treasurer is also involved in pricing, vat, and invoicing in respect of membership, events, workshops and sponsorship. Presently, the Treasurer is also responsible for all payments made from EARMA's bank accounts. Contract negotiation and relationship management with key suppliers (e.g. the conference organizers) are also important aspects of the role. The Treasurer plays a leading role in ensuring there is good governance within the organization and that member resources are being used efficiently and effectively to deliver the best member benefits. The Treasurer is supported by the Managing Director and a full time Head of Finance.

The Treasurer is required to fulfil statutory obligations in relation to the Association as a non-profit organization under Belgian law. In the case of the Treasurer, the person holding this post should be appropriately qualified, understand the obligations and be able to manage them on behalf of the Association.

⁴ For the sake of continuity, the term of office of the Chair and the Treasurer should not coincide with each other. In alternate years the Chair and 2 members of the Board will be elected, or the Treasurer and 2 members of the Board will be elected.

Call for EARMA Ordinary Board member

(Deadline for application 18:00 CEST 30th April 2024)

You are hereby invited to submit your candidature for becoming an EARMA Board member. Board members are elected for a two-year period⁵, and shall be willing to take on the responsibility to carry out the goals of the Association as set forth by the members on the General Assembly. The Board term operates from the 1st of September to the 31st of August each year. The work of the Board is defined in the Chapter III. EARMA Board of the articles of the association.

To stand for election you have to provide;

1. A short – not more than one page – description of your background, motivation, and commitment to become a Board member
2. A written, signed letter of commitment from your home institution/organisation (where you are in a position of employment).

We are looking for experienced research managers and administrators to join the Board. The Terms of Reference detailing the role of the Board can be found below in Annex 1.

The two candidates with highest number of votes will be elected for a two-year period. All members of the Board act on a voluntary basis.

Please e-mail your application (maximum of 2, A4 pages) to emma.lythgoe@earma.org before 18:00 CEST 30th April 2024.

As a board member you should be ready to engage in the following activities:

Every four weeks a one to two-hour tele-meeting with the Board, 5-6 face-to-face two-day Board meetings (mostly in Brussels, Belgium), per annum occasionally involving part of a weekend, participation in and contribution to the Annual Conference and represent EARMA as appropriate. You are expected to take responsibility in the Board, together with other Board members, for one or more of EARMA's standing-committees.

⁵ Board members are entitled to serve for two (2) consecutive terms to a maximum consecutive period of four (4) years. Where a Board member is elected for a different position (Chair or Treasurer) before completing their term the vacated position as a Board member becomes available for the remaining term to ensure continuity.

Call for EARMA Internal Auditor

(Deadline for application 18:00 CEST 30th April 2024)

You are hereby invited to submit your candidature for becoming an EARMA Internal Auditor. The EARMA Internal Auditors are elected for a two-year period⁶ and shall be willing to take on the responsibility to carry out the internal auditing and review of the EARMA accounts & activities and present an internal audit report for and at the General Assembly. The Terms of Reference detailing the role of the Internal Auditors can be found below in Annex 2.

EARMA has an external Accounting Service and external statutory Auditors.

To stand for election you have to provide;

1. A short – not more than one page – description of your background, motivation, and commitment to become an Internal Auditor member.
2. A written, signed letter of commitment from your home institution/organisation (if you are in a position of employment).

Internal Auditors act on a voluntary basis. It is expected that the internal auditors will understand and have experience of financial management & accounts and internal systems of control and governance. Internal Auditors have a one day meeting each year with the Accountants, External Auditors, and Treasurer in Brussels.

Please e-mail your application (maximum of 2, A4 pages) to emma.lythgoe@earma.org before 18:00 CEST 30th April 2024

⁶ Internal auditors are appointed for a period of two years, the term of the first Internal Auditor overlapping with that of the second Internal Auditor to ensure continuity.

Annex 1

Board Members Terms of Reference

Terms of Reference

Name	EARMA Board
Type	Since September 2019 EARMA has employed several staff members and now has a fully staffed executive office. This allows the EARMA Board to move from an operational Board to a more strategic Board.
Purpose	<p>The Board's primary purpose is to</p> <ul style="list-style-type: none"> • Supervise the Association in the interests of its membership, including cooperation with stakeholders. • Ensure the sustainability of the organization, • Ensure the relevancy of the organization's activities and services/products. • Provide effective leadership and strategic direction. • Ensure the association is managed in compliance with Belgian legal requirements, the organisation's statutes and bylaws, and international best practice. • Report on the General Assembly.
Scope	<ul style="list-style-type: none"> • Strategic Leadership Formulate the EARMA strategy for the delivery of objectives and define expected outcomes. Supervise the Executive Office, act as the driving force to achieve delivery in line with the organization's mission, vision, values, and objectives. • Budget and Implementation Plan Review and approve the organisation's budget and implementation plans developed by the Managing Director based on the organisation's strategy. • Governance Periodically evaluate the governance structure, policies and procedures and ensure they are fit for purpose and help to determine the organisations long-term success. Establish or dissolve standing committees/Task forces to assist the Board in the execution of its responsibilities. Set up/Dissolve thematic groups according to the added value for the members. Assign Board members to serve on the committees/task forces as needed. Ensure the Board, standing committees and the executive team remain within their respective remits and interact constructively. Annually review the terms of reference of the Board and Standing Committees. • Performance Monitor the organisations financial and non-financial performance to aid decision making and set targets. Support and advise the EARMA executive team and standing committees. Leading by example both responsibly and ethically to formulate positive working relationships. Constructively challenge all aspects of performance.

	<ul style="list-style-type: none"> ● Financial Stewardship Responsible for considering and approving the yearly budgets before they are presented to the General Assembly for approval. Report financial statements to the Annual General Assembly on the state of the association based on audited statements. Monitor the financial position of the association against the yearly budget on a quarterly basis. Take key actions where necessary. Approve high value expenditure proposals. Consider the recommendations of the Finance and Audit committee, internal auditors and external auditors following the yearly reviews and act accordingly. ● Risk Management Approve the framework of internal control and risk management. Ensure compliance with Belgian legal requirements and international best practice particularly with respect to employment legislation, GDPR etc. Work with the executive office to determine and continuously assess the principal risks to the organisation. Monitor the risks and ensure effective decision making based on these and the organisations risk appetite. ● EARMA as an Employer The Board should work with the Managing Director to satisfy itself that EARMA is meeting its legal and moral obligations in particular: <ul style="list-style-type: none"> ○ Ensure all policies and procedures comply with employment laws. ○ Ensures compliance with health and safety requirements. ○ Ensures against discrimination of any kind against current or potential employees. ○ Provides opportunities for ongoing training. ● Representation Board members may act as official representatives of the Association or approach an EARMA member to represent the association to attend sister association conferences or other events that fit within EARMA’s objectives. Ensure conflicts of interest are registered and members act in the interest of the association. ● Evaluation and Succession Planning Ensure the continuous effectiveness and performance of the Board by preparing the induction of new Board members. Periodic gap analysis to identify potential training or development needs or the incorporation of external consultancy for specific issues.
Accountability	The GA is the supreme governing body of the Association who elect the Board to steer the Association. Effectively, this means that the Board members are the directors of the Association. The Directors are also official representatives of the Association, which is an important role. As Directors of the association the Board is accountable not only to the GA but also to its employees, volunteers, stakeholders, service users, regulators, and external auditors.
Authority	The Board is the Association’s executive organ, and it is responsible for the implementation of the work plan approved at the General Assembly (GA), and for the long-term strategic and sustainable development of the Association. The Board has given a mandate for most of the executive tasks to be managed by the Managing Director and Executive Office.
Meetings	The Board meets every four weeks for a 2 hour teleconference meeting, as well as 4-5 face-to-face two-day Board meetings, per annum normally involving part of a weekend.

	<p>There may be occasions when the Chair needs to call a special meeting for a specific purpose. The Board is also expected to participate in and contribute to the Annual Conference and represent EARMA as appropriate.</p>
Membership	<p>The GA appoints Board members following an annual call for applications to become a Board member. Board members may be appointed for a two-year term which is renewable for a further two-year term.</p>
Reporting	<p>The Board reports to the General Assembly usually on an Annual Basis.</p>
Version	<p>Draft March 2021</p>
Review	<p>September 2021</p>

Annex 2

Internal Auditors Terms of Reference

Terms of Reference

Name	EARMA Internal Auditors
Type	The internal auditors play a vital role in ensuring EARMA continues to support its mission. Since September 2019, EARMA has grown, with a fully staffed executive office enabling the Board's shift from an operational to a more strategic focus. The Board greatly values the contribution of internal auditors, who offer an independent viewpoint on our operations, aiding the Board in fulfilling its oversight duties. Their role is essential in maintaining the integrity, transparency, and effectiveness of EARMA's operations for the benefit of our members.
Purpose	The Internal Auditor's primary purpose is to provide the EARMA General Assembly with the highest level of independent assurance and recommendations related to the effectiveness of internal controls, governance and risk management processes. They provide an objective evaluation of the <ul style="list-style-type: none"> • adequacy and effectiveness of the framework of governance, • risk management and control <p>In addition, they provide proactive evaluation of operational processes proposed by management and can advise on potential control strategies and the design of such processes.</p>
Scope	Evaluate the adequacy of internal controls in place to mitigate identified risks. Provide findings and recommendations to help improve internal controls, processes and procedures. Prepare and present clear and concise reports to the General Assembly.
Accountability	The GA is the supreme governing body of the Association who elect the Internal Auditors to evaluate the state of the association and provide corrective recommendation. The Internal Auditors of the association is therefore accountable to the GA however it should also work closely with the Board and Executive Committee for the purpose to assist only with their main mission, or to receive data for doing their mission.
Authority	The Internal Auditors inform the EARMA General Assembly about the state of the association as well as provide their recommendations to the Board and the Executive Committee
Meetings	The Internal Auditors should meet regularly to review the state of the association.. The Internal Auditors are also expected to participate in and contribute to the Annual General Assembly to present their years report.
Membership	The GA appoints Internal Auditors following an annual call for applications to become an Internal Auditors. Internal Auditors may be appointed for a two-year term which is renewable for a further two-year term.
Reporting	The Internal Auditors reports to the General Assembly usually on an Annual Basis.
Version	Draft November 2023
Review	November 2024

Annex 3

Board Members and Terms

Board Membership August 2022 – September 2023		
Role	Post Holder	Dates
Chair	Dipti Pandya	From 1/09/2023 to 31/08/2025
Treasurer	Yoram Lev Yehudi* ⁷	From 1/09/2022 to 31/08/2024
Board Members	John Donovan*	From 01/09/2023 to 31/08/2024
	Simon Kerridge*	From 01/09/2022 to 31/08/2024
	Eleonora Zuolo	From 01/09/2023 to 31/08/2025
	Harald Hasler-Sheetal	From 01/09/2023 to 31/08/2025
Substitutes ⁸	Edwin Kanters	From 01/09/2023 to 31/08/2023

⁷ The post holders marked with an asterisk are coming to the end of their term.

⁸ In accordance with the articles of the association (19) the candidates with the next highest number of votes but not elected for EARMA board member positions can, with the approval of the General Assembly, be "substitutes", from which can be drawn in case board positions become vacant during the term of office of the board members with whom they have been nominated.



Rue Joseph II, 36-38
B-1000 Brussels
Belgium
earma@earma.org
www.earma.org

EARMA VAT No: BE.0831.444.012
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