



# EARMA General Assembly Agenda

The General Assembly will be held on the 24th of April 2023 from 16:00-18:00 CEST (Stage 1)

PRAGUE CONGRESS CENTRE, Panorama Hall

Address:

Prague Congress Centre, 5. kvetna 1640/65, 140 21 Prague 4, Czech Republic

**Stage 2** of the General Assembly will be held on the **20<sup>th</sup> of June 2023 online from 14:00 – 15:00 CEST**

<https://us06web.zoom.us/j/81983354924>

EARMA Board

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# EARMA General Assembly

The General Assembly will be held on the  
24/4/2023 from 16:00-18:00 CEST (Stage 1)  
And  
20/6/2023 from 14:00-15:00 CEST (Stage 2)

Dear EARMA members,

According to the statutes article 11.1.1 the Board announces the Annual General Assembly (AGA) 2023. This announcement includes calls for;

1. The Chair of the Association,
2. Two ordinary Board members<sup>1</sup> (and up to two substitutes),
3. One Internal Auditor,
4. Proposals for the General Assembly.

As per the statutes, AGA documents must be made available with a minimum notice period of 14 days. This implies that all proposals must reach the Secretary of the Board no later than 6:00 pm CEST on April 1st, 2023, to be published on the website by April 10th, 2023.

The upcoming General Assembly will be conducted in two stages, commencing on April 24, 2023. This is due to an unexpected delay with the audit report. In the first stage, several important issues will be voted upon, such as the Annual report, plans for the coming year, the incoming Chair, Board members, internal auditor, and articles of the association. Furthermore, the Treasurer will give a brief on the current situation. Members will have the opportunity to review the Treasurer's report and related financial documents and have any questions clarified via email throughout May 2023.

In June 2023, the second General Assembly Vote will be held electronically. Members will be requested to ratify the Treasurers' report, membership fees, and Auditors' reports. This process will enable members to participate in informed decision-making while ensuring that all issues are thoroughly addressed and agreed upon.

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

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<sup>1</sup> Two ordinary members will be elected for a two-year period. Two candidates with the next highest number of votes but not elected may become substitutes.

# Proposed Agenda for the AGA 2023 according to Article 10.3 of the Statutes

## Updated Format

### Stage 1 (16:00-18:00 CEST)

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 (Stage 1)
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 ([Please see the Annual report P77](#))
6. Presentation from the Managing Director
7. Update from the Treasurer
8. Update from the Internal Auditors
9. The election of the [Chair of the Association](#) for the period 2023-2025.
10. An election for the [remaining positions on the Board](#) for the period 2023-2025.
11. The election of one [Internal Auditor](#)
12. Further Statutory Business
  - a. Amendments to the [Articles of Association](#) (a.k.a 'The Statutes')

The Board would like to inform the General Assembly that they did not meet the required quorum at the General Assembly held in May 2022 to approve the articles of the association. A new law has altered the quorum outlined in the articles of the association for modifying the articles, now requiring a quorum of two-thirds of members to be present at the first General Assembly, with 80% of these members required to vote in favour of the change. If the required quorum is not met at the first meeting, a second General Assembly may be scheduled, where a quorum of 10% of members is necessary and an amendment shall only be adopted if it secures two-thirds of the votes cast, whereby invalid votes and abstentions are not taken into account in the numerator or the denominator.

Consequently, the Board will resubmit the amendments to the Articles of the Association to the General Assembly for a second vote of approval.

## Stage 2 (20 June 2023 14:00-15:00 CEST)

13. Welcome to stage 2 of the AGA the chairperson of the AGA
14. The acceptance and approval of the updated agenda for stage 2 of the AGA
15. Formal opening of the AGA (Stage 2)
16. The acceptance and approval of the Internal Auditor's report
17. The acceptance and approval of the Accounts and auditor's reports<sup>2</sup>
18. The acceptance and approval of the Budget for the coming financial year<sup>3</sup>
19. The acceptance and approval of the membership fee for the coming year
20. The acceptance and approval of the new External Auditor as recommended by the Board

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.

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

On behalf of the EARMA Board  
Evelina Brännvall, Chairperson of the Association

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<sup>2</sup> 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.

<sup>3</sup> 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 Chairperson of the Association

(Deadline for application 18:00 CEST 1st April 2023)

You are hereby invited to submit your candidature for becoming EARMA Chairperson. The EARMA Chairperson is elected for a two-year period<sup>4</sup>, and will take on the responsibility for delivering the Association's 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 Statutes article 14.

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 Chairperson 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 [secretary@earma.org](mailto:secretary@earma.org) before 18:00 CEST 1st April 2023.

The Terms of Reference detailing the role of the Board can be found below in Annex 1.

As Chairperson, 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. Represent EARMA as appropriate. If and when required take the responsibility for Board activities, as campaigns, Treasurer, Secretary or other. Finally, you are expected to take responsibility in the Board, together with other Board members, for one or more EARMA standing committee.

The Chairperson shall oversee the finances, legal issues, line management of the Managing Director and the overall progress of the work plan as well as the work of the programmes. The Chairperson is also responsible for managing third parties.

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<sup>4</sup> For the sake of continuity and to give effect to changes in the statutes in 2017, 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. Officers elected since 2019 serve the normal two (2) year period.

# Call for EARMA Ordinary Board member

(Deadline for application 18:00 CEST 1st April 2023)

You are hereby invited to submit your candidature for becoming an EARMA Board member.

Board members are elected for a two-year period<sup>5</sup>, 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 Statutes article 14.

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. The two candidates with the next highest number of votes but not elected may become substitutes. All members of the Board act on a voluntary basis.

Please e-mail your application (maximum of 2, A4 pages) to [secretary@earma.org](mailto:secretary@earma.org) before 18:00 CEST 1st April 2023.

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

Every three weeks a one to two-hour tele-meeting with the Board, 5-6 face-to-face two-day Board meetings (mostly in Leuven, Belgium), per annum normally 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.

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<sup>5</sup> Board members are entitled to serve for two (2) consecutive terms to a maximum consecutive period of four (4) years.

# Call for EARMA Internal Auditor

(Deadline for application 18:00 CEST 1st April 2023)

You are hereby invited to submit your candidature for becoming an EARMA Internal Auditor.

The EARMA Internal Auditors are elected for a two-year period<sup>6</sup> 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 work of the auditors is defined in the Statutes article 10, 16 and 17.

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 Leuven.

Please e-mail your application (maximum of 2, A4 pages) to [secretary@earma.org](mailto:secretary@earma.org) before 18:00 CEST 10th April 2022

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<sup>6</sup> 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

## 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"> <li>● Supervise the Association in the interests of its membership, including cooperation with stakeholders.</li> <li>● Ensure the sustainability of the organization,</li> <li>● Ensure the relevancy of the organization’s activities and services/products.</li> <li>● Provide effective leadership and strategic direction.</li> <li>● Ensure the association is managed in compliance with Belgian legal requirements, the organisation’s statutes and bylaws, and international best practice.</li> <li>● Report on the General Assembly.</li> </ul>
Scope	<ul style="list-style-type: none"> <li>● 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.</li> <li>● 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.</li> <li>● 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.</li> <li>● 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.</li> <li>● 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.</li> </ul>



	<p>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.</p> <ul style="list-style-type: none"> <li>● 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.</li> <li>● 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"> <li>○ Ensure all policies and procedures comply with employment laws.</li> <li>○ Ensures compliance with health and safety requirements.</li> <li>○ Ensures against discrimination of any kind against current or potential employees.</li> <li>○ Provides opportunities for ongoing training.</li> </ul> </li> <li>● 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.</li> <li>● 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.</li> </ul>
Accountability	<p>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.</p>
Authority	<p>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.</p>
Meetings	<p>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. 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.</p>

	Board members may be appointed for a two-year term which is renewable for a further two-year term.
Reporting	The Board reports to the General Assembly usually on an Annual Basis.
Version	Draft March 2021
Review	September 2021

## Annex 2

### Board Members and Terms

<b>Board Membership August 2022 – September 2023</b>		
<b>Role</b>	<b>Post Holder</b>	<b>Dates</b>
Chair	Evelina Brännvall*	From 1/09/2021 to 31/08/2023
Treasurer	Yoram Lev Yehudi	From 1/09/2022 to 31/08/2024
Board Members	John Donovan* <sup>7</sup>	From 01/09/2021 to 31/08/2023
	Simon Kerridge	From 01/09/2022 to 31/08/2024
	Eleonora Zuolo*	From 01/09/2021 to 31/08/2023
	Dipti Pandya	From 01/09/2022 to 31/08/2024
Substitutes <sup>8</sup>	Edwin Kanters	From 01/09/2022 to 31/08/2023
	Massimo Busuoli	From 01/09/2022 to 31/08/2023

<sup>7</sup> The post holders marked with an asterisk are coming to the end of their first term.

<sup>8</sup> In accordance with the articles of the association (12.2.5) the Substitutes are drawn from the unelected Board members according to the number of votes received in the General Assembly vote. Their term is for one year only.



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