

Supervisory Board Rules Stichting War Child Alliance

These rules were adopted by the Supervisory Board of Stichting War Child Alliance on 20 December 2023.

Introduction

Stichting War Child Alliance (**WCAF**) is an organisation set up to improve the resilience and wellbeing of children living with violence and armed conflict.

WCAF is founded in the Netherlands and operates primarily under Dutch law; WCAF works in various countries – where it abides also to the local laws.

In line with Dutch law, rules and regulations, WCAF clearly separates the executive/managerial responsibilities and duties, from the supervisory responsibilities and duties.

These rules (**Rules**) concern the main duties and responsibilities of the Supervisory Board (**SB**). A SB may also be known as Board of Trustees, Board of Non-Executive Directors, or Board of Governors. In these Rules, we use 'Supervisory Board', as it comes close to the Dutch official title "Raad van Toezicht".

Article 1. Status and contents of the Rules

1.1. The Rules are complementary to the rules and regulations applicable to the SB under WCAF's Articles of Association. They are based on WCAF's application of Dutch law, rules and regulations and on today's general principles of governance.

1.2. If one or more provisions of these Rules are or become invalid, this shall not affect the validity of the remaining provisions. The SB shall replace the invalid provisions by those which are valid and the effect of which, given the contents and purpose of these rules is, to the greatest extent possible, similar to that of the invalid provisions.

1.3. The following annexes are attached to, and form an integral part of, these Rules: Annex A (Profile of the membership and composition of the SB) and Annex B (Rules governing the SB's Audit and Risk Committee).

1.4. These Rules are published on WCAF's website (www.warchild.net).

1.5. The English version of these Rules is the official version.

Article 2. Responsibilities of the Supervisory Board

2.1. The SB shall be responsible for:

- a.** supervising WCAF's management (i.e. the Statutory Director and the members of the Management Team that he/she/they select(s) and appoint(s)) and WCAF's general affairs and the activities connected with it;
- b.** being a sounding board and advisor to WCAF's management;
- c.** being the employer to WCAF's Statutory Director.

In discharging its duties, the SB shall be guided by the interest of WCAF and its activities; it shall take into account the relevant interests of all those involved in WCAF.

The SB has no managerial responsibilities (other than being the employer to WCAF's Statutory Director).

The SB is responsible for the quality of its own performance.

2.2. In particular, the responsibilities of the SB shall include:

- a.** supervising, monitoring, and advising WCAF's management periodically on WCAF's
 - i. strategy and general performance, and the achievement of WCAF's objectives and its mission;
 - ii. risk and security policy and management;
 - iii. organizational structure;
 - iv. transparency to all those (potentially) involved in WCAF;
 - v. efficiency and effectiveness in fundraising and in spending according to the mission and objectives;
- b.** approving matters of major importance to WCAF, such as those mentioned in article 12;
- c.** upon the advice of the Audit and Risk Committee ('**ARC**') approving the disclosure of financial information by WCAF;
- d.** upon the advice of the ARC, and having taken notice of the opinion of WCAF's management, selecting, appointing and evaluating WCAF's external auditor;
- e.** determining the number of Statutory Directors; granting one or more Statutory Director(s) the title of 'managing director' or revoke such title; if the management board consists of more than one Statutory Director, drawing up the profile for the composition of management board and appoint one of the Statutory Directors as chairperson of the management board; selecting, appointing and evaluating WCAF's Statutory Director(s) and SB members, and approving and implementing the remuneration policy;
- f.** handling, and deciding on, reported conflicts of interest within the meaning of article 11;
- g.** seeing to it that appropriate channels and procedures are adopted that allow staff and third parties to confidentially share concerns regarding matters connected with internal governance and alleged misconduct ('**Speak Up! procedure**'); and
- h.** handling, and deciding on, reported alleged irregularities and integrity concerns that relate to the Statutory Director and/or appeal cases with regard to the Speak Up! procedure.

2.3. The SB shall prepare and publish a report on the functioning and activities during the preceding financial year of the SB and the ARC. The report will be included in the annual report of WCAF.

2.4. The members of the SB shall perform their tasks in a meticulous, integer, expert and fair manner, taking into account the applicable laws, regulations and overall War Child Alliance ('**WCA**') integrity framework.

Article 3. Composition, expertise and independence of the Supervisory Board

3.1. The SB consists of such number of members as fixed in accordance with the Articles of Association of WCAF. The SB shall prepare a profile of its scope and composition, taking into account the nature of WCAF's activities and the desired expertise, experience and independence of its members. The SB shall be composed as a 'diverse' group of qualified and independent members.

3.2. The composition of the SB shall be such that the combined experience, expertise and independence of its members meet the profile attached as Annex A. All of its members, with the exception of no more than one person, must be independent within the meaning of article 3.3.

3.3. A member of the SB will not be considered independent (and will accordingly be considered independent if none of the below apply to him/her/them) if he/she/they or his/her/their wife/husband, registered partner or other life companion, foster child or relative by blood or marriage up to the third degree as defined under Dutch law:

- a.** has been an employee or Statutory Director in the year prior to his/her/their appointment;
- b.** receives personal financial compensation from WCAF other than the reimbursement of paid costs related to the performance of his/her/their duties as a SB member;
- c.** has had an important business relationship with WCAF in the year prior to his/her/their appointment (note: being a volunteer or donor, in kind or money, is not considered as having a business relationship);
- d.** is a member of the management board of an organisation in which the Statutory Director of WCAF (that he/she/they supervise(s)) is a SB member (cross-ties);
- e.** Has previous been a member of a supervisory board of a member organization of the War Child Alliance.

Article 4. Chair and Vice-chair

4.1. The SB shall appoint from among its members a Chair and a Vice-chair who shall replace the Chair in his/her/their absence. The Chair chairs the meetings of the SB and acts on behalf of the SB as main contact for the Statutory Director.

The Chair of the SB shall see to it that:

- a.** the SB members shall timely receive all information which is necessary for the proper performance of their duties;
- b.** there is sufficient time for consultation and decision-making by the SB and the co-ordination of the SB's decision-taking process;
- c.** discussions are open and critical, and dissenting views are welcomed, can be expressed and discussed within the decision-making process;
- d.** the committees of the SB function properly;
- e.** the performance of the Statutory Director and the SB is assessed at least once a year;
- f.** the SB has a proper contact with WCAF's management and the works council;
- g.** the SB receives, and decides on, reported potential conflicts of interest within the meaning of article 11;
- h.** the SB receives, and decides on, reported alleged irregularities and integrity concerns that relate to the Statutory Director and/or appeal cases with regard to the Speak Up! procedure.

4.2. The Chair of the SB shall not be a former Statutory Director of WCAF.

4.3. The Vice-chair of the SB shall replace the Chair when the occasion arises. The Vice-chair shall act as contact for individual SB members and the Statutory Director concerning the functioning of the Chair of the SB.

Article 5. Supervisory Board committees

5.1. The SB shall have one standing committee, the ARC, to be appointed by the SB (in a majority) from its own members. Other committees to be added will be considered and decided upon by the SB. The (entire) SB remains responsible for its decisions even if they were prepared by one of the Board's committees.

5.2. The SB shall draw up a set of rules for each committee. The present rules of the ARC are attached as Annex B.

5.3. The SB shall receive from each committee on a regular basis a report of its deliberations and findings.

Article 6. (Re) appointment, term and resignation

6.1. The members of the SB shall be appointed in the manner as provided in WCAF's Articles of Association and in these Rules. Members of the SB are appointed for a maximum period of four years and shall thereafter be eligible for re-appointment for another period of four years, provided that a member of the SB after expiry of the second term of office can keep the function as member of the SB in accordance with a resolution by the SB for a stay-in-office until the vacancy is filled, but no longer than two years.

On re-appointment, the manner in which the candidate fulfilled his/her duties as a member of the SB, as well as the profile for the vacant position, shall be taken into account.

6.2. The SB shall prepare a resignation rotation schedule, amongst others to prevent re-appointments occurring simultaneously. Subject to article 6.3. and/or an explicit SB decision, members of the SB shall resign in accordance with the resignation rotation schedule.

6.3. Members of the SB shall retire early in the event of inadequate performance, structural incompatibility of interests, and other instances where the SB deems retirement necessary.

6.4. Whenever a vacancy arises on the SB, an individual profile shall be drawn up for the new member of the Board.

6.5. Members of the SB who take on the management of WCAF temporarily, where the Statutory Director is absent or unable to discharge his/her/their duties, shall (temporarily) resign from the SB in order to do so.

Article 7. Remuneration

7.1. No member of the SB is entitled to remuneration for his duties as a board member.

7.2. Members of the SB are entitled to reimbursement for (reasonable) paid costs incurred in connection with their duties as a board member.

Article 8. Induction programme

8.1. Once appointed, each member of the SB shall follow an induction programme, prepared by management, addressing amongst others:

- a.** general overview of the strategy;
- b.** meetings with the individual members of the Management Team together with those within WCAF who are deemed most relevant for the new board member concerned (related to his/her/their individual profile);
- c.** overview of the most important rules and regulations and governance of WCAF;
- d.** integrity framework introduction (by the Safeguarding & Integrity Team);
- e.** visit of one programme area within 2 years after appointment.

Article 9. Supervisory Board meetings (board calendar, teleconferencing, items to be considered, participants, minutes)

9.1. The SB shall meet at least 4 times a year in a joint meeting with the Statutory Director in accordance with a schedule drawn up during the previous year. Meetings can also be convened whenever one of its members has requested a meeting. The SB may invite members of the Management Team, other than the Statutory Director, to meetings of the SB from time to time. SB meetings may take place elsewhere. In addition, meetings may be held by telephone or videoconference, provided that all participants can hear each other simultaneously.

9.2. The SB shall meet without the Statutory Director on subjects as:

- a.** the evaluation of the functioning of the Statutory Director and the conclusions to be drawn from that evaluation;
- b.** the evaluation of the functioning of the SB and its individual members, and the conclusions to be drawn from that evaluation;
- c.** the potential conflicts of interests of the Statutory Director within the meaning of article 11;
- d.** reported alleged irregularities and integrity concerns that relate to the Statutory Director and/or appeal cases with regard to the Speak Up! procedure.

9.3. The agenda of the meetings shall be drawn up in joint consultation between the Chair of the SB and the Statutory Director.

9.4. The on-going items to be considered and discussed at SB meetings include:

- a.** the programmes to support children affected by violence and conflict in the various programme areas;
- b.** the activities to raise awareness about children affected by violence and conflict and advocacy for their rights and needs;
- c.** the way funds are being raised and the success of these efforts;
- d.** the budget and the financial progress during the year;
- e.** positive and negative press coverage;
- f.** risks, security and compliance issues;
- g.** safeguarding & integrity;
- h.** internal organization, amongst which Human Resources, Culture, anti-racism/diversity-equity-inclusion-belonging, IT;
- i.** any major issue that arises;
- j.** the reports from the SB's committees.

9.5. The SB shall discuss at regular intervals:

- a.** the strategy;
- b.** the main risks of the activities (including security of all staff and children involved)
- c.** the result of the assessment by WCAF's management of the design and effectiveness of the internal risk & security management and control systems, as well as any significant changes thereto;
- d.** the continuity reserve that serves to enable WCAF to (partly) continue its operations in material adverse situations;
- e.** the cooperation with other NGO's.

9.6. The external auditor of WCAF shall attend the ARC meeting at which the annual accounts are discussed.

9.7. Meetings shall be convened by the secretary. Where this is practically possible, notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched at least 6 working days before the meeting and sent to each member of the SB and the Statutory Director.

9.8. The secretary of the meeting shall prepare minutes of the meeting. They shall be adopted in the same or next meeting. The minutes of the meeting shall set out the items on the agenda and clearly state the decisions taken and actions agreed.

Article 10. Supervisory Board resolutions (quorum, votes)

10.1. The SB can only validly adopt resolutions in a meeting at which at least the majority of its members is present or represented. The SB may also adopt resolutions outside a meeting, provided that the motion in question has been submitted to all of its members and none of them has objected to this form of decision taking, and at least the majority of its members participated in the voting.

10.2. The SB can only adopt resolutions validly inside a meeting if the majority of the SB members present or represented in the meeting resp. in the voting has voted in favour of the resolutions.

10.3. The SB can only adopt resolutions validly outside a meeting, in writing or otherwise, provided that the relevant proposal has been submitted to all SB members and none of them objects to the relevant manner of decision-making. The secretary of the SB shall draw up a report of a resolution adopted outside a meeting that has not been adopted in writing, which report will be signed by the Chair and the secretary of the SB. Resolutions will be adopted in writing by means of written statements from all SB members.

10.4. Members of the SB who have a conflict of interest as referred to in article 11 shall not be taken into account when calculating the quorum as prescribed in article 10.1, nor in the voting itself.

Article 11. Conflict of interest, duties and position of individual members of the SB

11.1. A member of the SB shall not represent the interest of any particular constituency.

11.2. A member of the SB shall resign in the event of a failure to adequately exercise his/her/their duties, structural differences of opinion, conflicting interests or other important circumstances, which hamper the requirements of team spirit and/or mutual trust. If necessary the Chair shall remind the member of his/her/their responsibilities in this respect.

11.3. A SB member, the Statutory Director, as well as the external auditor (all: 'a relevant person') shall immediately report any conflict of interest or potential conflict of interest that is of material significance to WCAF and/or to his/her/them, to the Chair of the SB and shall provide all relevant information, including information concerning his/her/their spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the third degree as defined under Dutch law.

The Chair of the SB reports in this respect to the Vice-chair.

The SB member, the Statutory Director of the external auditor concerned shall not take part in the assessment by the SB of whether a conflict of interest exists.

A conflict of interest exists in any event if WCAF intends to enter into a transaction with a legal entity

- (i) in which a relevant person personally has a material financial interest,
- (ii) which has a management board member who has a relationship under family law with a relevant person, or
- (iii) in which the relevant person has a management or supervisory position.

Being a donor to WCAF, either personally or through a legal entity as described above, is considered not to give rise to a conflict of interest.

11.4. A SB member, Statutory Director and/or external auditor concerned shall not take part in a discussion and/or decision-making on a subject or transaction in relation to which his/her/they has/have a conflict of interest with WCAF.

11.5. All transactions in which there are conflicts of interest with a relevant person shall be agreed on terms that are customary in the sector concerned.

Decisions to enter into transactions in which there are conflicts of interest with a relevant person that are of material significance to WCAF and/or the relevant person require the approval of the SB. Such transactions shall be published in the annual report.

11.6. Decisions to enter into transactions in which there are conflicts of interest between WCAF on the one hand, and the Statutory Director, a SB member or the external auditor on the other hand are the responsibility of the SB.

11.7 The prime person responsible to avoid any conflict of interest is the SB member concerned. Members of the SB, as well as candidates for SB-membership, shall report all relevant other activities they (start to) perform to the Chair and the Statutory Director. All relevant other activities of each SB member shall be published in the annual report.

Article 12. Information, relationship with the Statutory Director

12.1. The SB, and its individual members, have their own responsibility for obtaining all information from the Statutory Director and the external auditor that the SB needs in order to be able to carry out its duties properly as a supervisory organ. If the SB considers it necessary, it may obtain information from officers and external advisors to WCAF. WCAF shall provide the necessary means for this purpose. The SB may require that certain officers and external advisors attend its meetings.

12.2. The Statutory Director shall timely provide the SB and its committees with information on all facts and developments concerning WCAF, which the SB may need to function as required and to properly carry out its duties, including but not limited to:

- a. quarterly reports on the development of programmes, advocacy, communication, fundraising, staff, IT and financial outcomes and projections;
- b. an Annual Plan for approval by the SB, which outlines the operational and financial objectives of WCAF and the plans designed to achieve the objectives;
- c. at least every 5 years submit for approval to the SB a (medium to long-term) strategy.

12.3. Any matter of major importance to WCAF, including but not limited to proposed mergers, acquisitions & divestures, transactions in registered property (e.g. land, real estate), major cooperation with third-parties (including War Child Canada and War Child International), change of bank relations with the house banker at a global level, and a change in WCAF's Articles of Association and governance structure, shall be submitted to the SB for approval in writing either during or between meetings.

Article 13. Relationship with the works council

13.1 The SB shall designate one of its members as primarily responsible for matters concerning WCAF specifically in relation to the works council. In consultation with the works council and the Statutory Director, it will be decided how often representatives of the SB will be present at meetings of the works council with the Statutory Director.

Article 14. Confidentiality

14.1 Members of the SB shall treat all information and documentation acquired within the framework of their membership with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the SB or Statutory Director, made public or otherwise made available to third parties, even

after resignation from the SB, unless it has been made public by WCAF or it has been established that the information is already in the public domain.

Article 15. Non-compliance, amendment

15.1. The SB may occasionally decide at its sole discretion not to comply with and adhere to these Rules pursuant to a SB resolution to that effect. Such resolutions shall be referred to in the SB's report in the annual report.

15.2. These Rules may be amended by a resolution of the SB to that effect. Such resolutions shall be referred to in the SB's report in the annual report.

Article 16. Governing law and jurisdiction

16.1. These Rules shall be governed by and construed in accordance with the law of the Netherlands.

16.2. The courts of Amsterdam, the Netherlands, shall have exclusive jurisdiction to settle any dispute arising from or in connection with these Rules (including any dispute regarding the existence, validity or termination of these Rules).

Annex A. Profile of the membership and composition of the Supervisory Board

A1. General

The purpose of this profile is to provide guiding principles for i. the composition of the SVB as a whole; and ii. the (re-) appointment of its individual members. This profile shall be evaluated on a regular basis. The SVB shall operate as a collegial body and the specific knowledge, experience and background of its individual members shall be considered in the context of the SVB as a whole. Whenever a vacancy arises on the SB, an individual profile shall be drawn up for the new member.

A2. Profile of the Supervisory Board

A2.1. To meet the requirements, the SVB as a whole must be able to perform competently its responsibilities and tasks. The composition of the SVB shall be such that :

- i. the members individually and the collective of SB members create ongoing value to the organisation and contribute to the ultimate goal of reaching as many children and youth as possible affected by conflict;
- ii. the members are able to act critically and independently of one another, the Statutory Director and any particular interest;
- iii. the members of the SVB have no close family or business relations with one another or the Statutory Director nor any other potential conflict of interest as defined in applicable governance standards;
- iv. the collective of SVB members aims to be a diverse group in the broadest sense of the word, e.g. in terms of perspectives within and across the shared platform (in/externally), socio-economic background, age, race, religion, gender, experience and expertise so as to foster the quality of discussion and supervision;
- v. the members complement each other as much as possible;
- vi. humour, positive spirit and an out-of-the-box and can-do-mentality is well represented as well as an interest to build an equitable, inclusive and diverse atmosphere with a culture of belonging.

A2.2. Each member of the SB shall in any event, as a minimum requirement

- i. have passion and respect for social justice and the basic rights and dignity of children – and respect and promote their self-determination and autonomy;
- ii. be committed to WCA’s vision, mission, objectives and core values;
- iii. have good knowledge and understanding of reality and context WCAF operates in;
- iv. be an individual who
 - a. leads with empathy and an open mind,
 - b. promotes and practices self-care and caring for others,
 - c. dismantles bias,
 - d. empowers those he/she/they work with;
 - e. creates ways for everyone to be equally heard, respected and successful,
 - f. is responsible and transparent in use of power,
 - g. is accountable for challenging and supporting senior management,
 - h. seeks, gives and values constructive feedback as an opportunity for two-way learning,

- i. leads with passion and from trust, constantly aiming for transformative, innovative and non-traditional change and impact with a focus on supervising the implementation of global strategy, and
 - j. calls out any form of discrimination and abuse of power that he/she/they witness or experience, and safely enables and supports those around them to do the same.
- v. have sufficient time available for the proper performance of his/her/their duties;
- vi. have sufficient intrinsic interest in WCAF to be an involved SB member, who (amongst others – if the situation allows for it) visits at least one of WCAF’s project areas within 2 years after appointment;
- vii. have a strategic mindset.

All of its members shall declare to have had no involvement in misconduct of whatever nature, and must sign and adhere to WCA’s Integrity Framework at appointment. All of its members must be independent within the meaning of article 3.3. of the Rules.

A2.3 The composition of the SB aims to be in line with the mandates and necessary areas of expertise and competence in the most recent version of the approved composition matrix (attached as Annex C to the Rules). The primary areas of expertise and competence to take into account for the composition of the SB are:

- i. general management in an international context;
- ii. financial management in an international context;
- iii. operational expertise in development programmes in developing, fragile states;
- iv. expertise in psycho-social and educational programmes for children;
- v. (inter)national governmental and non-governmental organisations active in developing countries;
- vi. accountability, localization and decolonization;
- vii. communication and advocacy;
- viii. institutional fundraising.

Annex B. Rules governing the SB's Audit and Risk Committee

B1. Constitution of the Audit and Risk Committee

The Audit and Risk Committee ('**ARC**') is a special committee of the SB, whose task it is to prepare, pre-discuss, and advice on, the decisions of the SB on audit issues, risk and security policy & management and other matters as described below. The ARC prepares, within its task area, the decision-making of the SB, on the understanding that the entire Supervisory Board remains collectively responsible for the performance of its task. The ARC reports to the SB. The ARC ensures that the SB receives a report of its deliberations and findings.

The ARC shall be appointed by the SB from its ranks for this purpose. The SB shall appoint the chair of the ARC. Members of the ARC shall resign at the request of the SB.

The ARC consists of at least two members.

The ARC shall meet at least two times a year. The first shall take place in the first half of the year before the approval of the annual accounts by the SB, the second shall take place in the second half of the year shortly after the external auditor has delivered its management letter. The ARC shall decide whether the Statutory Director, the Director Finance, IT & Risk Management, Manager Finance, Head of Safeguarding & Integrity, the external auditor, and on particular issues any WCA employee or (external) advisor, should attend its meeting(s).

B2. Tasks of the Audit and Risk Committee

The ARC shall in any event focus on supervising the activities of WCA's management, in particular of the Director Finance, IT & Risk Management, Manager Finance, Head of Safeguarding & Integrity and the Statutory Director, with respect to:

- a.** provision of financial information by WCAF, including the annual accounts, the accounting policy, the application of (new) rules, the budgets and forecasts, financial and administrative control (including who is eligible to sign and release funds up to what amounts and what are the procedures in case employees do not follow the rules) and the functioning of the external auditor. Special attention will be paid to the reports of the external auditor;
- b.** the follow up given to the recommendations and observations of the external auditor;
- c.** the relation and interaction with the external auditor, its independence, remuneration and any non-audit services for WCAF;
- d.** the structure, implementation and operation of risk and security policy and management, and its consequences for the continuity reserve;
- e.** WCAF's public disclosures on the financial position and developments, as well as risk and safety policy and management;
- f.** WCAF's policy and management related to taxes, social contributions and the applications of information and communication technology (ICT);
- g.** the structure, implementation and operation of investment policy and management, and its consequences for the continuity reserve;
- h.** the functioning of the internal risk management and control systems, including the supervision of compliance with the relevant laws and regulations, and
- i.** safeguarding and integrity.

The ARC consults with the external auditor at least once a year. Furthermore, after consultation with the Statutory Director, the (Chair of the) ARC shall act as the principal contact for the external auditor if he/she/they do not agree with (the vision of) the Statutory Director on the above matters, finds or has a substantiated suspicion of fraud, and/or discover(s) irregularities in the content of the financial reports or in the establishment of financial transactions.

The Statutory Director and the ARC make a thorough assessment of the performance of the external auditor in the various entities and capacities in which the external auditor acts at least once every four years. The most important conclusions of this are communicated to the SB for the purpose of the decision-making regarding the assignment and (re)appointment of the external auditor.

B3. Minutes

The chair of the ARC shall report on the working of the ARC at the next succeeding meeting of the SB.

Minutes shall be made after each ARC meeting and will be signed off by the chair of the ARC. The minutes shall be distributed to the SB.

B4 .Information

The ARC and its members individually have their own responsibility to require the Statutory Director and the external auditor to provide all information that the ARC needs in order to be able to properly perform its task as a supervisory body. If the ARC deems it advisable , it may obtain information from officials and external advisers of the Foundation and may also engage advisers itself. The Foundation shall make the necessary resources available for this purpose. The ARC may require certain officials and external advisers to be present at its meetings.

Without prejudice to the general rule as set out above, at the end of each 4-month period, the ARC receives from the Executive Board the financial results and expectations (including an explanation of the deviations from the budget) and a report on the risks as well as the control thereof and a report on any integrity issues (incl. safeguarding and frauds); the ARC also receives a copy of all reports with the documents for its next meeting that the external auditor has issued to (officers of) the Foundation.

If there is reason to do so, the Statutory Director will provide the ARC with relevant information in the meantime.

The draft annual accounts are prepared by the Statutory Director and its Management Team and submitted to the ARC for approval together with the comments of the external auditor.

B5. Alterations

These rules can only be amended if the SB so decides. Such a change shall be recorded in writing.

Annex C. Composition Matrix

Mandate	Profile & background
1. Chair	C-Level Corporate or Humanitarian Organisation Strategy development & supervision Strong experience with supervision of an international organisation general management in an international context
2. Treasury, audit, risk management, remuneration	Finance Audit & Consulting Risk management financial management in an international context
3. Youth / program participants <i>Note: ideally 2 to ensure gender balance as well as experience balance. Obviously the youth member(s) can also cover another mandate in the SVB.</i>	Youth change-maker & leader Real-life experience in community-based health/MHPSS, child protection, education, empowerment, social justice - having worked in their home countries or other countries in which WC is aiming to make a difference ¹ on these issues. Emphasis on youth members who have a background (who come from and have experienced) in societies that are affected by conflict. This may include former child soldiers or those children who directly experienced (or are experiencing) conflict. Interest or experience in Child Rights, MHPSS, Education, Empowerment or Child Protection Has been involved in civil society or grass roots organisations Age (ideally): <30 years (but no strict redline) Interest and/or experience in local to global initiatives
4. Accountability and localization	Advocate of the localization/ shifting the power agenda. Relevant knowledge and experience in sector commitments towards localization. Experience working in partnerships including with local and national actors. Experience in monitoring, evaluation and learning processes. Promotes a culture of Accountability and the responsible use of power as an organisational approach. Understanding of a rights based approach. Local and National Civil society real-life experience in community-based health/MHPSS, child protection, education, empowerment, social justice - having worked in their home countries or other countries in which WC is aiming to make a difference ² on these issues Understanding the intersection between human rights, social justice, and mental health Experience in local to global initiatives

¹ Does not necessarily need to be a WCA program country; could be from Lower Income Countries, Middle Income Countries, Fragile and Conflicted Affected States.

² Does not necessarily need to be a WCA program country; could be from Lower Income Countries, Middle Income Countries, Fragile and Conflicted Affected States.

	Impact maker in the social sector through innovative means in various parts of the world Well informed on movements towards decolonization within the sector and experience/ insights on this. operational expertise in hum / development programmes in emergencies and/or developing, fragile states
5. Program operations	C-level in humanitarian/development agency Civil society / grass root organisations real-life experience in community-based health/MHPSS, child protection, education, empowerment, social justice - having worked in their home countries or other countries in which WC is aiming to make a difference ³ on these issues Understanding the intersection between human rights, social justice, and mental health Experience in local to global initiatives Impact maker in the social sector through innovative means in various parts of the world
6. Research	Child rights MHPSS / Education / CP / Empowerment Academic / university Impact maker in the social sector through innovative means in various parts of the world
7. Scaling - networked organisations	Strong and proven track-record and relevant experience in scaling and networking or establishing/advancing networked organisations impact development support us in elevating the expertise and voices of who we are serving through partnerships with local/national/regional leaders and change-makers, grass-roots, civil society, non-governmental, private, and governmental organizations. Impact maker in the social sector through innovative means in various parts of the world operational expertise in hum / development programmes in emergencies and/or developing, fragile states
8. Digital solutions & technology / big data	Management level consulting in data and digital Scaling in international context via digital / data Impact maker in the social sector through innovative means in various parts of the world
9. Global advocacy / influence / donors / funding	Child rights Hum/development sector Expertise in policy change Funding / donor networks Public sector veteran Institutional and global donors / government agencies / foreign policy networks / EU / UN
10. Marketing / branding / fundraising	Young in spirit, creative, out of the box thinker and influential Creative sector

³ Does not necessarily need to be a WCH program country; could be from Lower Income Countries, Middle Income Countries, Fragile and Conflicted Affected States.

	Experience with tech/digital industry
11. Social justice	<p>Civil society / grass root organisations / social justice initiatives</p> <p>Real life experience in social justice work, decolonization, Diversity, Equity, Inclusion, Belonging Anti-racism within international context</p> <p>having worked in their home countries or other countries in which WC is aiming to make a difference⁴ on these issues</p> <p>Understanding the intersection between human / child rights, social justice, and mental health</p> <p>Experience in local to global initiatives</p> <p>Impact maker in the social sector through innovative means in various parts of the world</p> <p>Experience/insights on practical steps for decolonization and localization agenda</p> <p>operational expertise in hum / development programmes in emergencies and/or developing, fragile states</p>
12. Legal / governance / compliance / integrity	International governance, compliance, legal, safeguarding
13. Organisational Development	<p>Focus on improvement of the overall performance of the organisation at e.g. structure, people, systems and culture level</p> <p>Successful changemaker</p>

⁴ Does not necessarily need to be a WCA program country; could be from Lower Income Countries, Middle Income Countries, Fragile and Conflicted Affected States.