

Mama Cash SB Rules

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Supervisory Board Rules

These Supervisory Board Rules were adopted by the Supervisory Board (hereafter "SB") of Mama Cash on 12 October 2018 and updated in April 2021.

Please note that this document may be amended from time to time, to accommodate changes in Mama Cash or in relevant legislation and regulations.

Feminist Governance Structure

In line with the mission and vision of Mama Cash, the governance structure of Mama Cash aims to be feminist. This means that feminist values define all aspects of the SB: its composition, the issues it focuses on and the decisions it makes, and how it works, including the ways of working within the SB and also with Co-Executive Directors, Managing Board, employees and other stakeholders of Mama Cash, as written in the Way We Work in Chapter 6.

Our Vision

Every woman, girl, trans and intersex person has the power and resources to participate fully and equally in creating a peaceful, just and sustainable world.

Our Mission

Courageous women's, girls', trans and intersex people's human rights organisations world-wide need funding and supportive networks in order to grow and transform their communities. Mama Cash mobilises resources from individuals and institutions, makes grants to these self-led, feminist organisations, and helps to build the partnerships and networks needed to successfully defend and advance women's, girls', trans and intersex people's human rights globally.



1. Duties of the SB

The SB supervises the policies pursued by the Managing Board, as well as the general course of affairs in Mama Cash and the activities connected with it and assists the Managing Board by providing advice.

In addition, the SB supervises, advises, challenges and supports the Managing Board in the exercise of its powers and duties, while preserving the respective statutory tasks and responsibilities in compliance with applicable law and regulations, including Dutch law, articles of association and the applicable rules of procedure.

The roles of a SB can be summarized as employer, supervisor and sounding board.

In the role of employer, the SB is concerned with:

- Select, name and dismiss the Co-Executive Director(s);
- Remuneration of Co-Executive Director(s);
- Assessing the performance of the Co-Executive Director(s).

In the role of supervisor, the SB is responsible for:

- Monitoring the continuity of the organisation: the policies of the Managing Board, the realisation of the strategic objectives of the organisation and the manner in which the Managing Board implements the organisation policies;
- Supervision of the general course of affairs within the organisation;
- Approval of decisions of the Managing Board on important subjects that must be submitted to the SB pursuant to the law and / or the articles of association.

In the role of sounding board, the role of a SB is:

- Advising the Managing Board on extensive matters including strategic and operational decisions, such as, partners of significant relevance, reorganisations, investments;
- Meeting the Works Council at least once a year, to discuss the general course of affairs within the organisation and expected short and medium-term developments;
- Giving solicited and unsolicited advice, for example in disputes or conflicting interests.

The way the SB pursuits its roles is defined in these SB Rules and the Way We Work (see chapter 6) following the feminist values, where the SB strives that decisions will be arrived at in consultation between the SB, Managing Board and employees.

The Managing Board is charged with the management of Mama Cash as reflected in the Articles of Association. The Managing Board determines the policies of Mama Cash and is ultimately accountable for the proper implementation and execution of these policies. In accordance with Article 10 of the Articles of Association, Managing Board Rules representing internal rules and regulations are written and approved by the Managing Board.

2. Specific duties

The specific duties of the SB include:

2.1: Supervising and advising the Managing Board on:



- Mama Cash's strategy and activities, the consistent implementation of the strategy, policies, culture, standards and values, and achievement of its financial and other targets connected with its activities;
- ii. Mama Cash's overall risk strategy and policy lines, including its risk culture and risk tolerance;
- iii. The assessment of whether the reserve allocation and liquidity requirement are in line with the activities and strategy;
- iv. Assessing the governance structure.
- 2.2: Discussing, monitoring and constructively challenging the organisation's strategy with the Managing Board, including focusing on the values of the organisation to contribute to a feminist and activist organisational culture. This includes, but is not limited to, appointing of Staff Co-Liaisons;
- 2.3: Countersigning the financial statements as well as approving the annual accounts of Mama Cash and approval of the organisation's annual budget and major items of capital expenditure;
- 2.4: Approving the proposals of the Audit and Risk Committee, the Governance and Nomination Committee and the Remuneration Committee and any SB Committees that will be established;
- 2.5: Stimulating openness and accountability within the SB and with the Co-Executive Directors and Managing Board;
- 2.6: Regularly evaluating and assessing the functioning of the Managing Board, the SB, the Committees and individual members of these bodies, evaluating the SB's profile and the desired composition and competence of the SB;
- 2.7: Ascertaining that the members of the SB and the Managing Board continue to satisfy the integrity requirements applicable to them.

3. SB membership

The composition of the SB (SB) will reflect the needs of Mama Cash – including representation of certain technical expertise, wide and relevant diversity, representation from communities Mama Cash serves, and other stakeholders.

The absolute minimum number of SB members is five (5) and the maximum number is fifteen (15). The SB strives to the ideal number of 10 to 12 members.

The SB uses a nominating protocol, see Appendix A, and makes a profile specifying the necessary qualities required by the Board for the coming period which will be used during recruitment, selection, and appointment of new SB members.

SB members are bound to adhere to the Way We Work as described in chapter 6.

The SB will conduct an annual assessment of its own performance, every other time facilitated by an external professional. This will be done at every first SB meeting of the year. The SB will record the out-comes of this assessment as well as any agreements arising from it.

The SB will take up training annually for development of their role as SB. The SB will decide whatever topic is necessary to advance their development, to which Committee(s) it applies and if it's facilitated internally or externally. This will be done annually during the May meeting for the upcoming year.

Reappointment is not automatic and will be based on a mutual assessment of good service in the previous term and on the commitment of a SB member to continue service and to contribute to the organisation as a SB member. A SB member who wishes to extend their service will send a letter of motivation to the Chair of the Governance and Nomination Committee one month before the next full SB meeting.

A SB member who misses two full consecutive SB meetings or three partial consecutive meetings can be asked to step down from the SB, unless the Board decides otherwise.

With consent of the SB, a SB member may temporarily step down from the SB to perform a remunerated task for Mama Cash. The SB member will be eligible to resume SB membership on conclusion of the contracted task.

If a SB member decides to step down before the end of their term, they will send a letter of resignation to the Chair of the G&N Committee. Unless the SB agrees that there are extenuating circumstances, the SB member should provide at least three months' notice to allow sufficient time for replacement and to allow a proper transition out of Mama Cash.

Existing SB members will also be required to fulfil the integrity checklist. If an existing SB member is found to not meet the integrity check, this will trigger Article 12.1 of the Articles of Association, and the SB member may be dismissed. HR is responsible for managing the integrity screening process for all SB members. The Governance & Nominations Committee is responsible for supervising this process, which shall be done annually. The Governance & Nominations Committee acts as contact for the organisation when it comes to matters of integrity. Where an SB member is found to be non-compliant, the SB shall convene and decide whether that member should be required to step down from the SB. Should any part of the integrity checklist raise any findings that are material to the carrying out of the role of the SB member, then the SB will convene and decide whether that member should be required to step down from the SB. In their deliberations, the SB will consider matters such as if the SB member was arrested for participating in a protest or criminalised in their country on the basis of their identity, activism for justice or work then the SB would not consider this criminal charge to affect the SB member's ability to carry out their role. Fraud or sexual misconduct, on the other hand would be considered material to the carrying out of the role.

Members of the SB can be dismissed by the rest of the SB for the following reasons:

- Undermining Mama Cash's goals when their personal interests interfere with the SB's objectives;
- A breach of Mama Cash's Code of Conduct;
- A breach of fiduciary duty;
- Lack of participation: Skipping 50% of SB and SB committee meetings in one calendar year without a compelling explanation;
- Unethical activities: Engaging in an unethical manner that harms Mama Cash's reputation or legal standing;
- Applying for bankruptcy, debt restructuring or placement under curatorship, or upon losing the disposition over all of their assets in any other way;
- Failing an integrity screening as conducted by Mama Cash.



The Co-Chairs will lead the process of dismissing an SB member. If one of the Co-Chairs is the member to be dismissed, then the chair of the G&N committee will work with the other Co-Chair to lead the process.

The process for dismissing the SB member is:

- The SB will first review the Articles of Association and SB Rules to fully understand Mama Cash's procedures for appointing and removing SB members;
- The SB will then clearly document the reasons for dismissing the SB member ensuring that there is clear and substantiated evidence to support this dismissal;
- The Co-Chairs (or one Co-Chair and the chair of the G&N Committee if relevant), will notify the affected SB member. This notification entails signalling Mama Cash's desire and intent to proceed with the dismissal process. This notification must include formal written communication.
- At least two weeks after the sending of the formal written communication and at most six weeks after sending of the formal written communication, the Co-Chairs must call and hold an SB meeting. This meeting can include the affected SB member, if they choose to attend the meeting. The purpose of this meeting is to discuss the topic from different perspectives and ask constructive questions without fear of retribution.
- The final step is to undertake a vote from the full SB and this voting will be undertaken in line with agreed decision-making procedures for the SB.

Members of the SB are eligible to claim compensation for reasonable expenses incurred in the course of conducting SB business in accordance with the Mama Cash Board Expense Policy as deter-mined by the SB.

4. Co-Chairs, Secretariat and Staff Co-Liaisons

4.1: Co-Chairs

The Co-Chairs will be elected by the full SB when required. They_will:

- Have bi-monthly and on demand meetings with the Co-Executive Directors
- Be responsible for creating the necessary conditions for the effective functioning of the SB:
- Serve as the primary point of contact for SB members;
- Build and lead a team among SB members;
- Convene, determine the agenda for, and facilitate SB meetings;
- Serve as primary liaison between the SB and Co-Executive Directors, and if necessary, between the SB and Managing Board;
- Conduct timely performance evaluation of the Co-Executive Directors;
- Oversee implementation of the Code of Conduct, including the Conflict of Interest Policy for the SB;
- Represent Mama Cash at public events/conferences or organize representation by other SB members;
- Oversee the SB Secretariat function,
- Consist of one Netherlands-based (Dutch proficient) and one international representative.



- In the case of any gap in Co-Chairs, the SB can appoint an Interim Co-Chair for no longer than one year. That person must be a current SB member. The geographical restriction is not binding in the case of the Interim Co-Chair role. At the point of appointing an Interim Co-Chair, the full SB will ensure that all the responsibilities above are collectively covered.
- Rotation-based: with a minimum of 1 term (3 years) and a maximum of 2 terms (6 years), a Co-Chair can reapply for 1 more term.

4.2: Secretariat

The SB Secretariat can be delegated to the organisation to:

- Supervise the registration and documentation of SB meetings and decisions;
- Supervise the maintenance of a complete and accurate dossier (including minutes) of all relevant SB proceedings and decisions;
- Supervise the maintenance of a dossier of all SB members, their affiliations and their terms of appointment.

4.3: Staff Co-Liaisons

One or two member(s) of the SB act(s) as Staff (Co-)Liaison(s). This role aims to serve as a bridge between staff and governance i.e. the SB. The Staff (Co-)Liaison(s) is/are available for all staff to contact at any moment when there are thoughts, questions or concerns in relation to the organisation, including anything that relates to governance and culture. The Staff (Co-Liaison(s) is/are also the SB contact person for the OR/Works Council and will meet with them at least once a year.

5. SB Committees

The SB has installed four committees from its members assisting the SB: the Audit and Risk Committee, the Fundraising Committee, the Governance and Nomination Committee, and the Remuneration Committee. The committees consist of members of the SB. They report their findings to the SB, which is ultimately responsible for all decision-making.

Where necessary the SB can decide to form additional committees for specific tasks.

All committees have a minimum of three (3) and a maximum of five (5) members.

5.1: Audit and Risk Committee

The Audit and Risk Committee is tasked with overseeing the review and audit of the organisation's books and records, financial reporting, and compliance reporting.

The Audit and Risk Committee consists exclusively of SB members. The two main requirements for an effective Audit and Risk Committee are:

- · Financial expertise; and
- Independence from management.

Preferably the Audit and Risk Committee includes a member with a broader risk perspective.

The Audit and Risk Committee meets as frequently as circumstances dictate, but not less than two times annually. The SB shall name a chairperson of the Audit and Risk Committee, who shall pre-pare and/or approve an agenda in advance of each meeting. The



Audit and Risk Committee shall maintain minutes or other records of meetings and activities of the Audit and Risk Committee.

Portions of each meeting with independent external auditors of Mama Cash shall be held without any members of management present. Meetings of the Audit and Risk Committee may be held in person or online at the discretion of the chairperson of the Audit and Risk Committee.

The Audit and Risk Committee shall, through its chairperson, report to the SB following the meetings of the Audit and Risk Committee, addressing such matters as may be related to the Audit and Risk Committee's functions and responsibilities.

The Audit and Risk Committee:

- Is responsible for recommending to the SB the retention and termination of the organisation's independent, external auditor;
- May negotiate the compensation of the independent auditor on behalf of the SB;
- Shall confer with Mama Cash's independent auditor to satisfy the Audit and Risk Committee members that the financial affairs of Mama Cash are in order;
- Shall review Mama Cash's overall risk strategy and policy lines, including its risk culture and risk tolerance:
- Shall review and determine whether to recommend to the SB to accept the audited financial statements prepared by the Managing Board and submitted by the independent auditor; and
- Shall assure that any non-audit services (including tax services or financial advice)
 provided by the independent auditing firm conform with standards for auditor
 independence required under relevant law and regulations.

The Audit and Risk Committee is not responsible for preparing financial statements on behalf of Mama Cash. The responsibilities of performing the organisation's audits and certifying Mama Cash's financial statements are to be carried out by Mama Cash's management and independent auditor.

These tasks should serve as a guide, on the understanding that the Audit and Risk Committee may carry out additional tasks to the functions as set out in these rules and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Audit and Risk Committee shall also carry out any other responsibilities and duties delegated to it by the SB from time to time.

5.2: Fundraising Committee

The Fundraising Committee provides guidance and advice to institutional and individual donor fundraising policies and frameworks, ensuring that Mama Cash's fundraising approach is in compliance with Dutch fundraising regulations, and in full alignment with Mama Cash's mission, goals and values.

The Fundraising Committee shall:

- Advise and update the SB on fundraising matters;
- Review individual and institutional donor fundraising principles and strategies for compliance and alignment;
- Share knowledge and insights about existing and potential donors/donor networks.



These tasks should serve as a guide, on the understanding that the Fundraising Committee may carry out additional tasks to the functions as set out in these Rules and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Fundraising Committee shall also carry out any other responsibilities and duties delegated to it by the SB from time to time.

5.3: Governance and Nomination Committee

The Governance and Nomination Committee shall:

- Recommend to the SB criteria and procedures for the selection of candidates for the Co-Executive Director positions of Mama Cash, and identify and recommend to the SB candidates eligible to serve as Co-Executive Directors SB, consistent with such criteria;
- Lead on all aspects of the recruitment of SB members, including: recommending to the SB criteria and procedures for the selection of candidates; managing all aspects of recruitment according to the SB rules (Appendix A) and recommending preferred candidates for SB approval; and updating recruitment processes as needed;
- Review the corporate governance principles and practices of the organisation;
- Establish and oversee self-assessment by the Managing Board and the SB and its committees every three meetings;
- Conduct timely succession planning for the Co-Executive Directors and the positions of the SB: and
- Review and evaluate the size, composition, function and duties of the Executive Director and the SB, consistent with their respective needs.

These tasks should serve as a guide, on the understanding that the Governance and Nomination Committee may carry out additional tasks to the functions as set out in these Rules and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Governance and Nomination Committee shall also carry out any other responsibilities and duties delegated to it by the SB from time to time.

5.4: Remuneration Committee

The Remuneration Committee shall:

- Assist the SB with respect to Mama Cash's remuneration strategy and principles for the Co-Executive Directors;
- Ensure that the structure and level of the Co-Executive Director's remuneration is appropriate in view of the required level of professionalism and the non-profit character of Mama Cash in the Netherlands; and
- Ensure that the remuneration is in accordance with the Goede Doelen Nederland
 Directive on Remuneration of the Co-Executive Directors and other legislation and
 regulations.
- Supervise any changes in salary and/or contract for Co-EDs, including those following from our Collective Labour Agreement.

These tasks should serve as a guide with the understanding that the Remuneration Committee may carry out additional tasks to the functions as set out in these rules and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Remuneration Committee shall



also carry out any other responsibilities and duties delegated to it by the SB from time to time.

5.5: Task forces and advisory councils

Task forces are work groups that consist of SB members and have a temporary character and are established to accomplish a specific objective within a specific timeframe.

Advisory councils are work groups that consist of at least one SB member and people from outside the organisation. Advisory councils are chaired by a SB member. Advisory councils have a temporary character and are established to accomplish a specific objective within a specific timeframe.

The composition and tasks of task forces and advisory councils are determined by the SB.

6. The Way We Work

6.1: Feminist principles and values

In line with the vision and mission of Mama Cash, the governance structure of Mama Cash aims to be a feminist governance structure. This means that feminist principles and values define the way of working within the SB and also with the Co-Executive Directors, Managing Board, employees and other stakeholders of Mama Cash.

In short - and for sure not limited to these – the feminist principles and values to be integrated in the Way We Work are:

- Respect other people's views and communicate in a respectful, responsive and patient way;
- Participatory decision-making: give others a voice and encourage active and deep listening, striving for consensus;
- · Open and accessible to staff;
- Act in the intellectual, physical, emotional and spiritual well-being of others and yourself;
- Create a safe working space for all and apply community-building intentions;
- Be inclusive, sensitive to and embrace a language of openness of different views;
- Be involved with the feminist mission, in your role and the organisation.
- Embody feminist bold activist energy;
- Promote empowerment, learning and development of others;
- Embrace questions, reflections and uncomfortable discussions that challenge ourselves;
 and
- Hold intersectionality as a core principle.

6.2: Specific expectations of SB members

General responsibilities of SB members include:

- Serving a 3-year term, that can be extended for 2 subsequent terms;
- Attending multi-day Board meetings (normally in the Netherlands where we are based) twice a year;
- Participating in Board and Board Committee work throughout the year, including periodic online meetings and special events (10-15 hours per month);
- Supervising and advising the Managing Board (i.e. the Co-Executive Directors) on Mama Cash's strategy, policies, and operational decisions;



- Reviewing and approving (multi) annual plans, budgets, and accounts;
- Supervising and advising the Managing Board on Mama Cash's overall strategy and approaches towards managing risk;
- Overseeing governance and stimulating and ensuring openness and feminist accountability;
- Selecting and supervising the performance of our Co-Executive Directors;
- Supporting fundraising and opening doors within our respective communities and region;
- Participating in Board Structures (Audit and Risk, Governance and Nominations, Remuneration, Fundraising Committees, Political Working Group, Staff Co-Liaisons, etc), so that at least one Co-Chair supports each committee;
- Knowledge and skills in the area of feminist good governance and the work of Boards;
- Commitment to Mama Cash's mission, feminist values and intersectional principles;
- Integrity and high ethical standards and the willingness and ability to bring a principled and compassionate approach to Board decision making;
- Ability to translate feminist values and intersectional principles into everyday practice and to meet people where they are to work towards solutions, not only within the SB but throughout the entire organisation;
- Proactive and prepared to contribute to effective strategic decision-making and an ability to look at the big picture and maintain focus on Mama Cash's goals;
- Willingness and ability to work collectively as a team player and contribute towards building the Mama Cash SB community;
- Patient thinking and willingness to listen openly to others aware of own biases;
- Ability to diagnose issues, think analytically and express and communicate thoughts and ideas clearly;
- Flexibility and availability to rapidly respond to time-sensitive decisions and opportunities;
- All SB members are required to speak, read and write in English.
- Be committed to the mission of Mama Cash and to actively participate in the oversight of its Strategic Plan;
- Adhere to Mama Cash's Code of Conduct including conflict of interest policy. Be alert to and promptly report any conflict of interest to the SB's Co-Chair(s);
- Attend SB meetings, those conducted face-to-face and by conference calls;
- Attend some of the organisation's functions, such as special events, in consultation with the Co-Executive Directors and/or SB Chair(s), as appropriate and needed;
- Carry out all SB member fiduciary responsibilities as required by the law and defined in the articles of association of Mama Cash;
- Take responsibility for being informed about services, policies, and programmes of the
 organisation, including reviewing the agenda and supporting materials prior to SB and
 committee meetings;
- Serve on committees or task forces and offer to take on special assignments. Take responsibility for and follow through on a given assignment;
- Spread the word about Mama Cash's work for women's, girls, trans and intersex rights and encourage prospective donors to make a financial contribution when appropriate;
- Be available for meetings with (major) donors;
- Be available for on demand meetings with the OR/works council;
- Appoint (a)Staff (Co-)Liaison(s);
- Be available for on demand meetings with the Co-Executive Directors and Managing Board members;
- Be available as a SB buddy for existing and new SB members;



- Open doors for Mama Cash in the community and in circles you are a part of, that could bene-fit the advancement of the Mama Cash agenda;
- Suggest possible nominees to the SB who can make significant contributions to the work of the SB and the organisation;
- Participate in self-evaluation;
- Serve with personal integrity and pride for being a Mama Cash SB member;
- Speak, read, and write English.

Appendix A: Nominating Protocol

The SB uses both Open and Closed Calls to recruit new members (see sections A and B below). An Offer Matrix specifying the necessary qualities required by the SB for the coming period is used during recruitment, selection, and appointment of new SB members (see Appendix B for an example). A decision about the best method for recruiting a SB member (i.e. whether Open or Closed call) will be made when the SB Member Rotation Plan is being reviewed.

On an annual basis - preferably at the first SB meeting of the year, but always at a face-to-face meeting - the Governance and Nomination Committee reviews the terms of existing SB members and proposes a SB Member Rotation Plan for the forthcoming year.

The SB Member Rotation Plan includes the following components:

- Terms of service, profile and membership of different SB committees;
- List of members whose first or second term expires within the next year;
- Proposed profiles for new members, based on the needs of the SB, the Man-aging Board and the organisation as outlined in the Offer Matrix, to be approved by the SB.

A newly invited SB member receives from the Secretary to the Board all necessary materials, such as Articles of Association, SB Regulations, and decisions of previous SB meetings.

Prior to their first SB meeting, a new member will receive an orientation which includes introductions to the SB Co-Chair(s), Co-Executive Directors, all Teams, and the Management Team, and information about Mama Cash as an organisation including: finances, history, strategic direction, annual plan, key activities, organisational structure, Code of Conduct, Supervisory and Managing Board roles, Supervisory and Managing Board member responsibilities, and Supervisory and Managing Board operations.

At their request, a new SB member can be assigned a member of the SB to serve as their mentor for one year.

The SB may decide to deviate from the described nominating process should particular needs arise, or opportunities be presented.

A. Protocol for Open Call

An Open Call for candidates interested in joining the SB of Mama Cash will be posted publicly on the Mama Cash website and shared via social media by SB members and Mama Cash, at least twelve weeks prior to a face-to-face meeting. The Governance and Nomination Committee is responsible for developing the content for the Open Call advertisement for candidates based on the identified needs from the Offer Matrix, and for coordination of short-listing candidates from their CV and Letter of Interest. Candidates will be scored by the Governance and Nomination Committee against the Offer Matrix and short-listed for interview. CVs and Letters of Interest and a summary of each candidate and why they have been short-listed will be sent to the OR and full SB for any comments ahead of interviews. The Governance and Nomination Committee will invite short-listed candidates for interview taking into account any feedback from the OR and SB. The interview panel should include at least two members of the Governance and Nomination Committee and one member of the Managing Board. Following interviews, the panel shall agree on a preferred candidate and prepare a memo to the



Supervisory and Managing Boards presenting the preferred candidate, reasons for selection and why the preferred candidate would be an asset to Mama Cash.

Ahead of formalising an offer to the candidate, at least two written references will be obtained by the Governance and Nomination Committee. If the candidate is interested in accepting the role, and subject to strong references, a formal offer will be made by the Co-Executive Directors to the candidate to join the SB of Mama Cash. Candidates will be requested to respond with their decision in writing.

When the response letter has been received, the SB, Managing Board and Executive Officer will be informed that the candidate has agreed to join the SB. The newly approved candidate will then be invited to join the next face-to-face SB meeting.

B. Protocol for Semi-Closed Nomination

While Supervisory Board members are typically recruited through an open call, the following conditions permit the use of a semi-closed nomination process:

- Urgent need to fill the position
- Previous open calls were unsuccessful
- Determination by the Governance and Nomination Committee that an open call would likely yield fewer qualified applicants than a semi-closed process

Semi-Closed Nomination Process:

- 1. Draft a detailed profile for the Supervisory Board role.
- 2. Share the profile with a headhunter (for technical expertise-based roles, such as legal or finance) or distribute through relevant movement networks (e.g., former Supervisory Board members, regional advisors).
- 3. Collect expressions of interest and receive CVs from prospective applicants.
- 4. Review CVs and compile a longlist of candidates.
- 5. Request cover letters from longlisted candidates.
- 6. Review cover letters and create a shortlist.
- 7. Share interview shortlist summaries with the full Supervisory Board and the Organizational Representative (OR), setting a deadline for raising any concerns before proceeding to interviews.
- 8. Conduct interviews with a panel composed of at least two members of the Governance and Nomination Committee and one Managing Board member.
- 9. The interview panel selects the preferred candidate for Supervisory Board membership.
- 10. Governance and Nomination Committee emails preferred applicant requesting two references and follows up on referees
- 11. Governance and Nomination Committee notifies the selected candidate once suitable references have been received, advising that the offer is subject to successful Partos checks



12. Mama Cash extends a formal invitation to the candidate once Partos checks have been successfully completed

C. Role of the Works Council (OR)

As per the Collective Labour Agreement that Mama Cash is part of, the works council (OR) has the right to nominate a maximum of two candidates for each vacancy in the SB. The OR currently exercises this right by consenting to potential SB candidates prior to the candidates advancing to the interview stage of the application process for vacant SB roles.

Appendix B: Sample Offer Matrix

