

Management agreement between the Board and the Executive Director

I Overall

Managing means to give direction to the organisation, ensuring to acquire the necessary resources and spending, and ensure the appropriate functioning of the organisation in general. In addition to the tasks, competencies and responsibilities of the Executive Director stipulated in the Statutes, this document contains additional provisions about the relationship between the Executive Director and the Association Board (from here onwards: The Board).

II Tasks, duties and responsibilities of the Executive Director

1. The Executive Director is delegated with the management of the Association.
2. The Executive Director has authority as stated in this agreement and takes decisions based on that.
3. In the absence or incapacity of the Executive Director, his tasks are delegated to a Deputy Director nominated by the Board.
4. The Executive Director is obliged to operate at a high level of professionalism and efficiency, in a way that enhances the effectiveness and reputation of the Association and do all what is required for a high-quality Executive Director;
5. The Executive Director will do his utmost to reinforce the prosperity of the Association; therefore he is obliged to raise the funds to further the aims and objectives of the Association through tradition and non-traditional means.
6. The Executive Director is obliged to Annual and Strategic planning, including budget, resources and delivery.
7. The Executive Director is obliged to ensure the organisation's compliance with donor regulations and national and European legislation.
8. The Executive Director is obliged to uphold and further the aims and objectives of the Association as are stipulated in the statutes; to act as a high level ambassador for the organisation where appropriate; to manage and monitor Association projects and activities; e.g. negotiating terms and conditions with third parties; to act as official signatory in agreements made for the benefit of the Association.
9. The Executive Director is obliged to inform and obtain prior written permission from the President and Treasurer before signing a grant agreement exceeding 100,000 euro and before making expenditures that exceed 25,000 euro;
10. The Executive Director should foster strategic relationships with partners (schools, universities, libraries, museums, archives, etc.), members (Full, Associated and Individual), governments (ministries of education, culture, foreign affairs, European affairs) and intergovernmental organisations (e.g. EU, Council of Europe, UNESCO) for purposes of creating opportunities, advocating positions and raising funds.
11. The Executive Director should identify, manage and address risks to ensure that EUROCLIO thrives in the short and the long term, amongst others by mediating conflicts when these arise.

12. The Executive Director is expected to draft policies for approval by the Board and ensure the implementation of the policies once approved; review existing policies on an annual basis and recommend changes to the Board as appropriate.
13. The Executive Director is responsible for the smooth and efficient management of the Association, Office and staff. He manages the Association staff, voluntary workers and trainees, and take responsibility for the appointment, the professional development and appraisal of staff members, and where necessary deal with any disciplinary offences.
14. The Executive Director is not authorised without permission from the Board to accept additional paid or honorary functions.
15. For the following decisions the Executive Director needs preceding authorisation of the Board:
 - The adoption and/or amendment of any yearly action plan and mid or long term policy and strategic plans;
 - The adoption of the Annual Budgets, Financial and Written Annual Reports;
 - The use of the operating reserve;
 - Substantial changes to the conditions of employment of the staff;
 - Termination of employment of staff on permanent contracts;
 - Early termination of legally binding contracts with third parties; and
 - Declare bankruptcy.
16. The Executive Director is not authorised to:
 - Amend the Statutes of the Association; and
 - Dissolve the Association;

III Information to the Board

The Executive Director provides the Board with adequate information on a regular basis on which the Board can carry out their statutory role.

Information provided by Executive Director to the Board includes:

- Prognoses, the Annual Action plan, Strategic plan and budget including the expected income, the planned use of funds and concrete programmes and activities, planned use of resources and expected results;
- Financial and written reports on development and results of concrete projects and activities.
- Explanations of any financial deficits, the audit report and management letter (from the external accountants).
- Identified risks for the Association.
- Updates on the effectiveness of the functioning of EUROCLIO.
- The professional development needs of the members of the Board, the Executive Director and Staff Members.

At least once per year a meeting takes place of the Board with the Executive Director.

Before such a meeting:

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- The Executive Director proposes a date, place and cost-overview for the meeting well in advance to the President, Secretary and Treasurer.
- The Executive Director prepares a draft agenda and documentation and sends this to the President and Secretary of the Association.
- The Executive Director can propose to the President of the Association to invite others to the meetings of the Board.
- The President of the Board provides the Executive Director with the final agenda.

During such a meeting:

- The Executive Director reports on the progress of activities and documentation as identified above

IV. The remuneration of the Executive Director.

The salary and other conditions of employment are stipulated in the letter of appointment for Steven Stegers signed by the President of the Board.

V. 18 Month Performance Review of the functioning of the Executive Director.

After 18 months, the Board reviews the performance of the Executive Director and gives a negative or positive evaluation.

VI. Amendments

The provisions of this agreement may be amended only by written agreement between the parties.

VII. Effectuation.

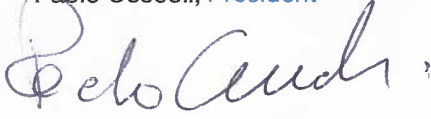
The above mentioned tasks, duties and responsibilities will be effectuated with retrospective effect as per 1 January 2019 upon signing and remain in force as long as Steven Stegers (dated - 25 May 2019) is appointed and acting as Executive Director. The Board is entitled to revoke the power of attorney given to the Executive Director at any time.

Established in the meeting of the Board Meeting in [Como, 25 May 2019](#)

EUROCLIO Board:

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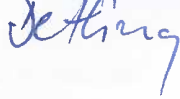
Paolo Ceccoli, President



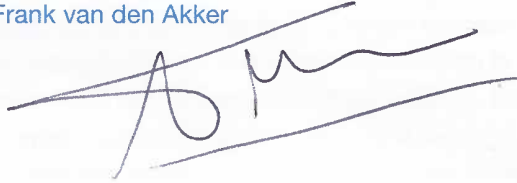
Riitta Mikkola, Vice-President and Treasurer



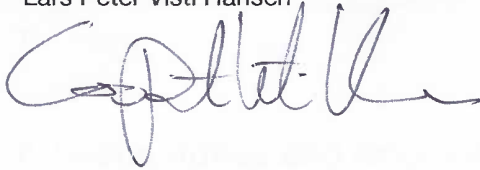
Denis Detling, Secretary



Frank van den Akker



Lars Peter Visti Hansen



EUROCLIO Executive Director



Steven Stegers

25 June 2019
The Hague