



part two

REPORT OF THE SUPERVISORY BOARD



The accountability and responsibilities of Simavi's supervisory board are described in the organisation's Declaration of Accountability (see www.simavi.org/declaration-of-accountability).

About the supervisory board

- Throughout 2019 the supervisory board and the management team operated entirely according to the declaration's rules and intent.
- The supervisory board is the managing director's employer and supervisor and acts as her adviser. The board itself has no managerial or operational tasks.
- The supervisory board members are recruited according to pre-agreed profiles to ensure the board's composition encompasses diverse areas of expertise. Vacancies are publicly advertised.
- The supervisory board appoints new board members. The supervisory board may involve the managing director in the assessment and selection procedure.

Composition

Simavi's supervisory board is composed as follows:

Supervisory board members	Area of expertise	Current position	Other ancillary positions
Michiel de Wilde, chair, remuneration committee, strategy committee	Strategy and organisation, international development, CSR	Member of the executive board / Director at Goldschmeding Foundation for People, Work and Economy	Chairman of the board of Vrijzinnig-Christelijk Lyceum (The Hague)
Mirjam Bakker, vice chair, audit committee	Governance, risk and compliance management	Group Risk & Compliance Director at SBM Offshore N.V.	Member of the Council of Experts of the Centre for Organizational Integrity (Stichting SIO)
Hans Valkenburg, audit committee	Planning & Control, Theory of Change, international development, poverty alleviation, journalism	Self-employed consultant on finance, strategy and planning	Member of the board of Milieudefensie; Non-executive member of the board of Tear; Non-executive member of the board of PerspActive
Willem van de Put	International health development	Senior Research fellow at the Institute of Tropical Medicine Antwerp	Senior Research fellow at Institute of International Humanitarian Affairs, Fordham University (New York); Co-founder/director of Culture4Change
Jeroen Wels, remuneration committee, strategy committee	Human resources management	Executive Vice-President Human Resources, Unilever	–
Joyce Browne	Global Health, Maternal Health, Epidemiology	Assistant Professor, UMC Utrecht	Board member Netherlands Society of Tropical Medicine and International Health (NVTG), Founder/organizer Dutch Global Health Film Festival

Rotation and election procedure

Supervisory board members are appointed for a maximum of two four-year terms. The board's rotation schedule is as follows:

Supervisory board members	Appointed as of	End of first term	End of second term
Michiel de Wilde	2014 (November)	2018	2022
Jeroen Wels	2014 (November)	2018	2022
Mirjam Bakker	2016 (September)	2020	2024
Willem van de Put	2018 (December)	2022	2026
Hans Valkenburg	2019 (September)	2023	2027
Joyce Browne	2020 (January)	2024	2028

Recent changes

Laura de Graaf stepped down in July 2019 after completing her second term of four years. She was succeeded by Hans Valkenburg, who also joined the audit committee. In January 2020, Joyce Browne was appointed as member of the Supervisory Board.

Compensation

The remuneration policy for the supervisory board remains unchanged. Members of the supervisory board do not receive any form of compensation. Actual expenses incurred can be reimbursed.

Supervisory board meetings in 2019

The board convened four times in 2019. The standard agenda items for supervisory board meetings throughout the year are as follows:

- the annual plan and budget
- the annual report
- programme implementation
- strategic partnerships and alliances
- formal audits, evaluations and risk assessments
- risk management and fraud prevention
- progress of the organisation, its capabilities and the strength of its leadership
- employee satisfaction

In addition to the standard agenda items, the board also discussed the following items this year:

- review of the governance structure
- fundraising strategies
- country strategies
- partner policies
- succession of board members

2019 in review

In 2018 Simavi initiated a process of 'reinventing itself'. This involved a thorough assessment of Simavi's strategy and position in the changing international development sector, its added value, its ability to get things done and the risks and opportunities to be expected in the future. A new Theory of Change (ToC) was developed during this process.

During 2019 this new ToC was implemented throughout the entire organisation, both in the Netherlands and internationally. Working groups were established to explore in full the five focus areas, chosen by Simavi to structure its expertise and its capacity to implement programmes and projects. These themes are menstrual health, maternal health, water and sanitation, bodily integrity and hygiene. The working groups also examined what it means as an organisation to implement programmes that combine several of these themes. Vital parts of the strategy detailed in the ToC, such as the women-centred, rights-based and impact-oriented approach, have already been integrated into new programmes and programme proposals.

Several large programmes are approaching their final year(s) of implementation. This means that 2019 has also been a prelude to consolidating what has been learned from these interventions. At the same time, Simavi has been looking forward: forming new partnerships (or reinforcing existing ones) and developing new programme formats that build upon well-defined expertise as well as lessons learned.

In short, Simavi is continually improving its capabilities as a future-proof, learning and adaptive organisation that combines professionalism, an ever-expanding global network and 95 years of experience.

Evaluation of the managing director

Each year the supervisory board – through its remuneration committee – reviews the managing director's past performance and personal development goals for the coming year. The board is satisfied with Ariette Brouwer and has expressed its continued confidence in her. The supervisory board emphasises its strong commitment to the ongoing implementation of the chosen strategic direction.

Audit committee

The audit committee convened four times in 2019. Meetings took place about two weeks before the regular supervisory board meetings. Simavi's managing director and director of finance and operations also attended. Topics included the annual budget and forecasts, the internal financial reports and annual accounts, the auditor's report and the governance structure. The external auditor also participated in the discussions of the annual accounts and the auditor's report.

Self-evaluation of the supervisory board

In line with Simavi's governance code, the supervisory board annually evaluates its performance. In 2019 the evaluation did not give any reasons for substantial adaptations of its way of working. However, it was decided to explore a number of important subjects in more detail together with leading staff members. The subjects that were chosen for this exercise were governance, fundraising, partnerships, Simavi's organisational health and impact management.

The supervisory board will continue the strategic dialogue with Simavi's management team, mindful of the rapid changes in the world and the successful improvements already made. In particular, the board will continue to reflect on how impact is measured and can be enhanced.

We pay constant attention to safeguarding the proper balance in the relationship between the board and the managing director to ensure that both can fulfil their respective roles to the best of their abilities.

Recognition

The supervisory board deeply thanks Simavi's volunteers, employees and management team for the commitment and perseverance they have demonstrated throughout the year. The supervisory board also thanks Simavi's partners in the field for their cooperation and their impactful work on the ground, and the organisation's Dutch and international stakeholders.

Looking forward to 2020 and beyond, the supervisory board has confidence that the Simavi team will continue to make strong progress in achieving their purpose: a healthy life for all.