

Supervisory Board Report

General

The Van Gogh Museum (hereinafter: VGM) had a very special year in 2015, with many highlights, and there was therefore much to celebrate. It was hardly surprising that this year's theme was: inspiration. The new entrance on Museumplein was completed on time and on budget, in cooperation with the Central Government Real Estate Agency. The museum was also able to take into use the new restoration workshop. And the very successful exhibition *Munch : Van Gogh* was held. Thanks to all these efforts, visitor numbers reached unprecedented levels: the museum welcomed 1.9 million visitors. It was a record year for the Van Gogh Museum. Furthermore, *Munch : Van Gogh* was the best visited exhibition in the Netherlands in 2015.

Ambitious projects

So many highlights could only be realised thanks to the contributions of many. The Supervisory Board (hereinafter: SB) therefore thanks the Vincent van Gogh Stichting, the board and all the employees of the museum. The VGM also received a great deal of support from the city authorities and the national government. The large scale of the activities in 2015, in particular the construction and opening of the new entrance and the *Munch : Van Gogh* exhibition meant that the museum also faced major financial challenges. These ambitious projects could only be realised with the generous financial support of many external parties. The SB therefore wants to extend a big thank you to all the sponsors and donors for their contributions. We hope we can continue the warm relationship with all our supporters in the next year.

Cooperative relationships

The museum has a broader range of interested parties than ever before, and a great many new cooperative relationships have come into existence. It was a pleasure for the SB to support and advise the board in the development and maintenance of these relationships. By achieving these successes, the VGM has implicitly rendered account of these interested parties. The complexity of the tasks and responsibilities on the one hand and the diversity of interested parties on the other was the explicit subject of discussions this year within the SB. On the basis of the - now well developed - instruments made available by the board with which monitoring can take place, the SB was able to closely monitor progress in the various dossiers.

Enriching and inspiring

At the same time, it was noted that the tasks of the museum and the staff are becoming increasingly diverse. After all, the mission of the museum is: to enrich and inspire as many people as possible. This means that optimisation of the building and its use is no longer sufficient in itself. In view of the size and vulnerability of the collection, it is also not possible to meet every request to lend out works owned by the VGM. The museum has pretty much reached its limits in these areas, considered on the basis of a classical approach. However, apart from the collection, the person of Vincent van Gogh also plays a crucial role in the activities and image of the museum. His work and life story contain an exceptional emotional dimension which is constantly touching and inspiring a broad national and international audience. This aspect is one which few other museums experience in such a concentrated manner.

New paths

Looking at everything together, the time is right for the VGM to go down new paths. In this area, the SB values the creativity of the board and staff of the museum. The choice to make the large collection of prints digitally available would seem a simple and obvious one. The decision - correct in the view of the SB - to take a very high quality approach is an expensive one, however. The evolution of a Van Gogh Experience, which will be launched for the first time in Asia in 2016, has also been a good decision. In this experiential world, in the form of a multisensory three-dimensional presentation which does not contain any original works from the collection, the visitor will be offered the possibility of walking in the footsteps of Van Gogh. This travelling presentation will make it possible to introduce many people to the life and work of Van Gogh. But the SB realises that this development will make many demands on the professionalism of the employees. Cooperation will also be needed with new partners to achieve this, and very different financial risks will have to be taken. Bigger risks than the museum has been used to in the past. Together with the board, the SB has therefore decided, partly in response to its self-evaluation, to start working on a new form of risk management and control.

Pioneering

Together with the board, the SB has noted with some disappointment that the social discussion about entrepreneurship in the cultural sector has not yet resulted in greater clarity of thought regarding the availability of working capital, acceptable and unacceptable risks, and similar matters. Until the government provides more clarity regarding this subject, the various institutions will have to continue pioneering individually. The SB sees this as an important limiting precondition for new initiatives.

In the context of the developments referred to above, the SB also paid explicit attention to the set of competencies needed to be able to provide the board with good advice in all these areas. One aspect which was given consideration in this respect was whether knowledge of the Asian market should be present on the SB. The SB has decided the time being, however, that expertise can be sought ad hoc if necessary.

Finally, it should be noted that the SB has made grateful use in its working method of the nine principles of Governance Code Culture. Details are given in the annex of how this took place.

Now is a good moment to express our thanks to all the employees of the museum. Without their efforts, 2015 would never have been such a successful year for the VGM.

Supervisory Board, Van Gogh Museum
February 2016

The nine principles of Governance Code Culture

(1) The board is responsible for compliance with the Governance Code Culture.

- The Supervisory Board (hereinafter: SB) and the two-member board of the Van Gogh Museum (hereinafter: VGM) have been applying the updated Governance Code Culture (hereinafter: Code) since 2013, and also make this known in the annual report and annual accounts.
- The managing director has also provided input for this new code.
- The application of the principles in this code is in line with the objective, nature and scale of the museum.
- The SB put this code on the agenda of a board meeting in 2013, and discussed whether improvements were needed.

(2) The board consciously chooses the management model of the organisation.

- Since the museum became independent in 1995, the VGM has had an SB model, and has been consciously applying this management model.
- The articles of association of the VGM are in line with the code and no amendment to these is therefore needed.

(3) The board is responsible for the organisation. The board is clear, internally and externally, about the tasks, authorisations and working methods.

- Board regulations were drawn up in 2014, and approved by the SB.
- The board members meet at least once a week; these meetings are prepared by the board secretary.
- The board meets with the management team once a fortnight. The decisions are recorded by the board secretary in the minutes, and published on the intranet.
- The board meets with the works council at least four times a year.
- The board meets with the SB at least four times a year. The articles of association record which decisions require the approval of the SB. These decisions are recorded in the minutes by the secretary.
- Details of the organisation structure, the composition of the board and management, the composition of the SB, the ANBI (public benefit organisation) status, the strategic plan, the annual accounts and the annual reports are published on the website of the museum.

(4) The Supervisory Board carefully determines the legal position and sets the remuneration of the board, and is as open as possible about this.

- According to the guidelines of the Executives' Pay (Standards) Act, the remuneration of the two directors does not need to be notified. Both members of the board have contracts for indefinite periods.
- The remuneration policy with regard to the board is published on the museum's website.
- The level of the remuneration of the board is stated in the annual accounts.

(5) The Supervisory Board records its tasks, responsibilities and working method, and acts accordingly.

- In 2014, SB regulations were drawn up and approved by the SB.
- A report on the activities of the SB forms part of the museum's annual report and annual accounts.
- The SB holds plenary meetings at least four times per year. The financial committee and audit committee meet more frequently.

- Following the completion of the construction of a new entrance, the building committee was dissolved in 2015.
- One member of the SB attends meetings of the works council. As of 2016, one of the members of the SB has explicit responsibility for the relationship with the participation council.
- The SB evaluated itself, with external support, for the first time in 2015. The board and the chairman of the works council also provided input in this context.
- Once a year, the chairman of the SB holds a planning meeting, a mid-term meeting and an evaluation meeting with the two board members. During the evaluation meeting in 2015, use was made of a 360° feedback instrument for the first time. In addition to the SB itself, the staff and the chairman of the works council provided input.
- In addition to the plenary meetings, the board members have contact with the individual members, who provide them with advice – on request or unasked – in appropriate cases.

(6) The Supervisory Board is responsible for its composition: it guarantees expertise, diversity and independence.

Members:

- *Trude Maas Brouwer (chair)*
end of first term: 2012
end of second term: 09/2016
(competencies: link with politics, link with business services)
 - *Peter Tieleman (chair of the audit committee)*
end of first term: 2013
end of second term: 10/2017
(competencies: finances, risk management)
 - *Gary Tinterow (member of Supervisory Board)*
end of first term: 01/2018
(competencies: museum management, content expert, fundraising)
 - *Joanne Kellermann (member of Supervisory Board)*
end of first term: 2014
end of second term: 05/2018
(competencies: law, expert in public administration)
 - *Hein van Beuningen (member of the audit committee)*
end of first term: 11/2016
(competencies: finances, strategy development)
 - *Jaap Winter (member of Supervisory Board)*
end of first term: 09/2019
(competencies: management of public law organisations, link with university, governance)
- The timetable for appointment of the members is included with the documents for each Supervisory Board meeting.
 - The SB has six members, seven members are permitted under the articles of association. The term of office for the members is two periods of four years. Reappointment takes place after consideration, in which respect account is taken of the current circumstances and the Supervisory Board profile.
 - The profile of the SB is discussed in the context of each new appointment. Each member can assess the policy and risks in general terms, and has several additional specific expertises and/or networks. The point of departure is always 'what the museum needs'.
 - As of 2016, vacant positions on the SB will also be made public.
 - The profile and composition of the SB can also be found on the museum's website.

(7) The SB indicates in advance which input is expected of the members, and which reimbursement will be available for this, if appropriate.

- The members do not receive any remuneration for their work.
- The VGM will ensure the support of the SB, through the board secretary of the VGM.
- Together with the secretary of the SB, the chairman prepares the agenda, leads the meetings, ensures a correct provision of information and careful decision-making and monitors the functioning of the SB.

(8) Supervisory directors and directors must avoid every form of conflict of interests. The Supervisory Board monitors this.

- The annual report and the website of the museum list the other positions held by the board members, but not those of the SB members. In appropriate cases, members of the SB consult the chairman.
- The board members consult the chairman of the SB when commencing other positions.
- Each member makes an independent and critical contribution to the decision-making. The SB has assured itself of the independence of its members. Pursuant to the articles of association and the SB regulations, the SB is responsible for how the institution deals with conflicting interests.

(9) The board is responsible for financial policy and risk management through balanced internal procedures and external audits.

- The board and the head of quality & business control are responsible for drawing up the annual accounts, the budget and the monthly financial reports. The audit committee of the SB principally ensures that this takes place in accordance with the agreed standards.
- Following advance discussion in the audit committee, the supervisory board meeting holds plenary discussion of this and if necessary, approves it.
- In 2015, with the advice of the board, the SB appointed the external auditors Mazars.
- The annual accounts and other financial aspects are discussed with the auditors. They are set down in the management reports, and the director makes comments on the findings.