



EUROPEAN ONSHORE POWER SUPPLY ASSOCIATION



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European Onshore Power Supply Association, EOPSA is a trading name of Mandalay 360XP srl,
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Trade Association Best Practice:

EOPSA, as a recognised international association is adhering to trade associations best practices as follows:

- Absolute clarity of legal structure
- A clear and well documented board and committee structure
- A manageable board size
- Terms of office and term limits
- Systematic succession planning and well managed elections
- Board and committee members with the required skills and experience
- Thorough induction for everyone involved in governance
- Thorough performance review of the General Secretary, reported to the board
- Meetings arranged at the required frequency and for the required duration with high attendance
- Board meeting agendas carefully prepared by the Chair and General Secretary
- Committee meeting agendas carefully prepared by the Chair and General Secretary
- Top quality papers
- Sufficient time from everyone involved to ensure good decisions
- Excellent relationships between the Chair and Secretariat
- Effective use of member skills
- Careful listening
- Great team working
- Balancing praise and challenge
- Consistent strategic focus
- A high level of openness and trust.

Governance and Corporate Structure

EOPSA is a not-for-profit association operated under a comprehensive governance structure incorporating the board, committees and workgroups.

EOPSA secretariat will be initially run by Mandalay srl (*). Mandalay will ensure setup and the day-to-day business of the Association. Mandalay will report to the Board and initiate recruitment of a full-time secretariat based on membership adherence and sound financial planning.

The legal rules and working procedures of EOPSA are to be documented in the articles of associations and by-law of the not-for-profit Association. The code of practice sets out EOPSA's values and the principles of conduct.

EOPSA key Governance principles are as follows:

As a key European Association EOPSA will provide clear and professional leadership of the industry. EOPSA will plan ahead and incorporate change into its business model to assure members can thrive.

In that EOPSA will base its governance on clear procedures and conduct generally accepted and required to set the overall mission of an organisation and ensure accountability.

Overall responsibility for governance resides with the board of directors.

EOPSA is abiding by

- Persons involved in governance will be elected by the association's membership
- Members maybe from competing companies and will have to balance their collective responsibility for EOPSA with their own corporate interests
- Except for the secretariat all EOPSA responsibilities are on a volunteering basis
- EOPSA understands the balance members need to make between their own duties and their input to the organisation
- boards and committees will include a range of members. Interests as large Corporation may differ from those of smaller organisation members
- EOPSA Board recognises that the board membership is not a guaranteed commitment in view of members changing responsibilities inside of their own organisation or indeed in their industry
- In advocacy (Represent) EOPSA Will seek to represent the majority of their members view and by this will persevere in gathering a broad consensus on important topics
- EOPSA committees will have important role in gathering members consensus when building advocacy topics
- All EOPSA accounts and expenditures (P&L) will be open for consultation to members of the founding board and the main board
- EOPSA Will invest continuously in the development and renewal of their governance so that they can always provide effective industry leadership
- EOPSA will run methodical succession planning and ensure professional management of elections

- EOPSA will seek to propose for election members with recognised professional ethos, skill and experience
- EOPSA's board will thoroughly supervise the Secretary General and the secretariate
- Meetings and events will be communicated and planned professionally with members busy schedules in consideration
- Events will be targeted at all members and on occasion at non-members to ensure networking advancing the topics and advocacy towards European and/or national issues
- All publication content will be reviewed for high standards of professionalism, courtesy, exactitude, ethical and diversity considerations
- All interactions to be based on courteous manners, respect of others and of their opinion, and diversity in overall representation.
- EOPSA's governance will be regularly reviewed and improved to meet diversity, ethical and innovation standards.

EOPSA Founding Chair: Mandalay SRL.

Board of Founding Members (up to 7)

Membres Fondateurs



Elmer de Boer



Koos-Jan van Browsershaven



Christophe Gaigneux



Valerie Layan



Wouter Jan Van de Wurff



Frank Berger



Klaus Kopelman



Hugues Berthet

Board of Directors (up to 15) – see chart below

The board of directors will be formed of a maximum of 15 members of which one Chair and 4 Vice Chairs.

Chairmanship will be held for a period of three years (the term) after which candidacies can be introduced and will be presented for election by the board of directors.

The vice Chairmanship will be held by founding members for a period of three years (the term).

The Board consists of individuals, whose duty in this role is always to act in the best interests of the association.

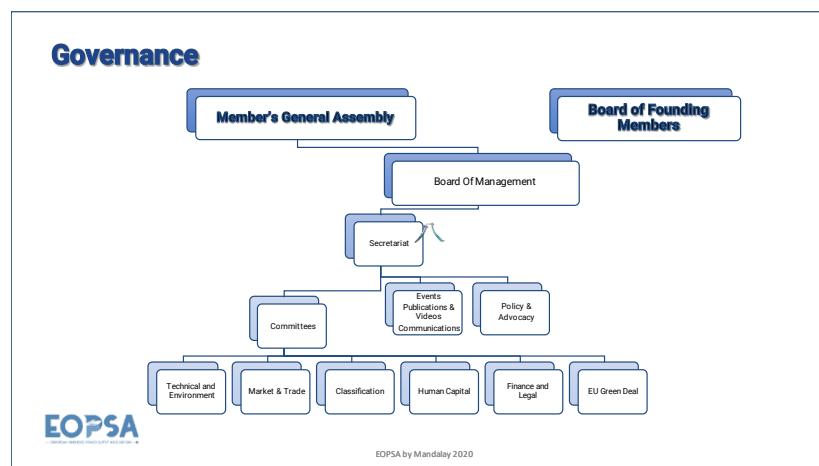
The Board agenda is determined by the Chair with the support of the General Secretary.

Board members are expected to attend all Board meetings. Individual attendance at Board meetings will be reported to the Membership annually

The Board's [Founding Board] role is to:

1. Agree the mission, values and strategy of EOPSA.
2. Monitor the legal compliance of the association.
3. Provide strategic leadership to EOPSA, anticipating changes in the business and regulatory environment and take action to ensure the success of the industry.
4. Monitor and secure the economic viability of the association including approving the annual budget and approval of the annual accounts.

5. Review and agree the business plan presented by the Secretary General.
6. Monitor the progress of EOPSA against its overall plans.
7. Agree and monitor high level policies for the association e.g. competition law policy, retention and disposal of documents, complaints and appeals by Members.
8. Appoint the Secretary General and provide him/her with appropriate guidance and support and monitor his/her performance.
9. Establish and implement Membership criteria for the association and provide appropriate accountability to the Membership.
10. Guide and support the Chair and Vice-Chair and Secretary General and other designated spokespeople as the public voice of the association within the trade and associated arenas.
11. Ensure tight integration of the high-level strategy to provide leadership to the industry through the work of the core, division, and regional committees.
12. Review and monitor the governance of the association and their own performance as the governing body.



EOPSA Secretariat

EOPSA secretariat will be initially run by Mandalay srl (*). Mandalay will ensure setup and the day-to-day business of the Association. Mandalay will report to the Board and initiate recruitment of a full-time secretariat based on membership adherence and sound financial planning.

Committees

Core committees cover topics that are generally of common interest to all Members and the Board may adapt committees in response to Members' needs.

The roles of each committee are set out in terms of reference maintained by the Secretariat.

Each committee has a form of composition that fits its role. Ideally each comprises of regularly attending individuals.

More than one individual from the same Member company is permissible. Generally, committees are entitled to co-opt additional members with specific skills or knowledge.

Committees generally select their Chairman and Vice-Chairman from amongst themselves. The terms of both posts are three years and no more than two terms are normally served.

The Secretariat provides Chairmen, Vice-Chairmen and new committee members with induction.

Each committee has a work plan and generally meets four times a year.

A technical adviser of the Secretariat works with each Chairman as project manager to deliver its work plan.

Committee members are expected to make a positive contribution to the work of their committee. Those not attending for three consecutive meetings in person or by video or telephone conference will usually be invited to resign.

In addition, committee members are expected to remain abreast of current knowledge and best practices in their topic.