



--- EUROPEAN ONSHORE POWER SUPPLY ASSOCIATION ---



## EUROPEAN ONSHORE POWER SUPPLY ASSOCIATION GOVERNANCE PRINCIPLES

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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, ex-com 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
- 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
- A clear commitment to adhere to the Association' values

## **EOPSA values:**

Diversity, Sustainability, Integrity, Innovation

## **Governance and Corporate Structure**

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

EOPSA was founded on 18<sup>th</sup> August 2021 with objective to, as a non-profit organisation, drive sound business planning and membership interest. The association was incorporated in line with business practices and an initial period of “minimum viable product” and first paying members.

EOPSA secretariat has initially been run by Mandalay SRL. Mandalay has ensured setup and the day-to-day business of the Association up to formal incorporation. Additional information in Appendix 1.

The legal rules and working procedures of EOPSA are documented here:  
[\*\*BCE - Moniteur.\*\*](#)

## **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 and the Executive Committee;

## **Antitrust Compliance:**

EOPSA is committed to conducting all its activities, meetings, and other engagements in full adherence to applicable antitrust and trade regulations. All members, staff, and board members are required to follow this compliance policy and to consult EOPSA's President or Board immediately if any proposals, actions, or discussions could potentially raise antitrust concerns. Any breach of this policy is in direct conflict with EOPSA's principles and may lead to revocation of membership.

## EOPSA is abiding by

- Persons involved in governance will be elected by the association's membership
- Members may be 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
- EOPSA recognises that Members may be from competing companies and will remind, through communication, to exclude any legally punishable practices including but not limited to cartel formation, price agreements and fixing, monopolistic practices etc. EOPSA takes no responsibility for illegal practices by its members.
- 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
- EOPSA accounts and expenditures (P&L) will be open for consultation by board members

- 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
- 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 represented by Roland Teixeira de Mattos.

## 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



EOPSA

EOPSA by Mandalay 2020

## **Board of Directors (up to 15)**

The board of directors will be formed of a maximum of 15 members of which one Chair and an executive committee of maximum 4 Members.

Except for the first 5-year period, 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 Executive Committee Memberships 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 and/or secretariat.

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 and/or secretariat
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 Executive Committee 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. Uphold highest ethical standards and resolutely exclude illegal practices including but not limited to price fixing, cartels, etc.
13. Review and monitor the governance of the association and their own performance as the governing body.
14. Uphold the Associations' values.

## **EOPSA Board Executive Committee (Ex-Comm)**

For initial 5 years from date of incorporation, Mandalay SRL appointed an executive committee (Ex-Comm) to serve the setup and formations needs of the Association.

## **EOPSA Secretariat**

EOPSA secretariat will be initially run by Mandalay srl., represented by Roland Teixeira de Mattos

## **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.

## APPENDIX 1

### MANDALAY SRL , SETUP COSTS, EMOLUMENTS & IP

#### **Transparency statement:**

The European Onshore Power Supply Association was conceived, designed and founded by Mandalay SRL. As such, from initial setup, Mandalay SRL is authorised to transfer all reasonable setup & development expenses and management stipends into the Association. This in full transparency with the Board and /or the executive committee and the Association's financial soundness.

From setup, Mandalay SRL is authorised to charge a monthly stipend as founder and secretariat management emolument. Mandalay will be authorised to charge a management fee for a period of no less than 10 years from date of incorporation.

Mandalay will provide a full account of expenses, fees and dues to be taken up in the Association's accounting.

The executive committee will decide on additional emoluments as required by the day-to-day needs of the Association.

Mandalay SRL owns all IP, licences, etc. relating to The European Onshore Power Supply Association.