

Solvoz Foundation governance charter

Board regulations and decision-making framework

Document status: Version 1.0 – May 2026

Applies to: Stichting Solvoz Foundation

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RSIN: 860304863

1. Purpose of this governance charter

This governance charter sets out the board regulations and decision-making framework for Stichting Solvoz Foundation. The purpose of this charter is to ensure that the Foundation is governed in a transparent, responsible and practical way, in line with its statutory objective, non-profit purpose and public-benefit mission. The charter provides guidance on:

- board composition and roles;
- responsibilities of the board;
- delegation to staff, contractors and programme leads;
- decision-making and approvals;
- financial governance;
- conflicts of interest;
- the relationship with Solvoz BV;
- protection of board members;
- transparency, reporting and record keeping.

This document is intended to be governance-practical rather than overly legal. It should be read together with the Foundation's statutes, policy plan, conflict of interest policy, related-party transaction policy, financial procedures and service agreements. In case of conflict between this charter and the Foundation's statutes or mandatory Dutch law, the statutes and applicable law prevail.

2. Foundation purpose and governance principle

The Solvoz Foundation is an independent, mission-led non-profit foundation serving the NGO, humanitarian, development and wider non-profit sector. The Foundation's role is to ensure that procurement knowledge, fair market access and digital platforms originally developed for the aid and development sector remain accessible under mission-aligned conditions. The Foundation safeguards:

- open-access procurement knowledge;
- NGO and non-profit access to professional procurement platforms;
- fair market access for local and regional suppliers, SMEs and manufacturers;
- grant-funded and donor-funded public-benefit deployments;
- localisation, transparency, effectiveness and efficiency in procurement;
- responsible use of public, donor and philanthropic funds.

The board is responsible for ensuring that the Foundation acts in line with this purpose and does not operate as a commercial sales channel. Where the Foundation works with Solvoz BV or any other service provider, this must be transparent, documented and aligned with the Foundation's public-benefit mission.

3. Board composition

The Foundation is governed by a board of three members. The board may decide to expand the number of board members in the future if this is considered necessary for governance, expertise, independence, continuity or the scale of the Foundation's activities. Any expansion must be in line with the Foundation's statutes. The board may assign the roles of: Chair, Treasurer and Secretary; or such other roles as are appropriate and permitted by the statutes. The current governance structure is a three-member board, including:

- Chair: Claire Barnhoorn (founder);
- Board member: [placeholder];
- Board member: [placeholder].

The board should collectively include relevant expertise in the sectors and functions the Foundation serves, including humanitarian aid, development cooperation, procurement, supply chain, logistics, public-benefit governance, finance, policy, digital infrastructure and related fields.

4. Appointment, term and continuity

Board members are appointed in accordance with the Foundation's statutes. Board members are appointed for a term of four years. Board members may be reappointed for additional terms where this supports continuity, mission alignment and the effective governance of the Foundation.

Given the Foundation's origin, mission and long-term development, continuity of founding vision may be important. The board may therefore reappoint founding board members, including the chair, for more than one additional term where this is considered in the interest of the Foundation and its public-benefit mission. Reappointments should be documented and should take into account:

- the Foundation's need for continuity;
- the member's contribution and availability;
- independence and conflict-of-interest considerations;
- the overall balance of the board;
- the Foundation's public-benefit responsibilities.

5. Role of the board

The board is responsible for governance, mission, strategy, financial oversight and major decisions. Day-to-day execution is delegated to staff, contractors or programme leads. The board is responsible for:

- safeguarding the Foundation's statutory objective and public-benefit mission;

- approving and monitoring the Foundation’s policy plan;
- approving annual budgets and annual accounts;
- overseeing programmes, deployments and grant-funded activities;
- ensuring proper financial management;
- approving major contracts, grants and commitments;
- supervising delegated staff, contractors and programme leads;
- maintaining transparency and reporting;
- ensuring appropriate handling of conflicts of interest;
- ensuring that relationships with Solvoz BV and other related or strategic parties are transparent and documented;
- ensuring that the Foundation acts independently and in line with its non-profit purpose.

The board should focus on direction, oversight, risk management and major decisions. Operational implementation should be carried out by the Foundation’s staff, contractors, programme leads or other appointed persons within approved mandates and budgets.

6. Role of the chair and founder/executive lead

The chair leads the board, supports effective decision-making and represents the Foundation where appropriate. Claire Barnhoorn may act as chair and, during the Foundation’s build-up phase, may also act as founder, mission lead or executive lead for the Foundation’s development and programme activities.

Where the chair or any other board member also has an operational role, this must be clearly distinguished from the governance role. Operational execution may be delegated to that person, but governance decisions remain with the board. Claire Barnhoorn’s role as founder, Chair and mission lead, and her role in Solvoz BV, are treated as a standing disclosed interest. This does not automatically create a conflict for every Foundation decision. A decision-specific conflict exists where a matter directly affects Solvoz BV’s contractual position, pricing adjustments, payments, liability, IP, data responsibilities or another material benefit or obligation for Solvoz BV or Claire personally. In such cases, the conflict-of-interest rules in this charter and the Foundation’s conflict of interest policy apply.

A board member with an operational or related-party role may provide factual information, historical context and strategic or operational input where this is useful to the board. Where a decision-specific conflict exists, that board member does not vote on the relevant decision and the handling of the conflict is recorded in the minutes.

7. Delegation to staff, contractors and programme leads

The Foundation may appoint or contract staff, coordinators, consultants, experts, programme leads and service providers where necessary to implement its activities. Day-to-day execution may be delegated to such persons, including:

- programme coordination;

Commented [RS1]: @Claire Barnhoorn issue is that effectively with any conflict of interest the board consists of 2 people. Realistically there may be a lot of conflicts of interest with the CEO of Solvoz also the chair of the foundation. Maybe to get one more board member in later on would resolve this issue.

Commented [CB2R1]: Agree, Suggested refinement: I think we should distinguish between my standing disclosed interest in Solvoz BV and an actual decision-specific conflict of interest. My role as founder, Chair and mission/vision lead is intentional and important for the Foundation’s continuity, especially in this first five-year transition cycle. My role in Solvoz BV should therefore not automatically exclude me from all Foundation governance discussions or decisions. A conflict should arise where a specific decision creates or changes a material financial, contractual, liability-related or operational benefit or obligation for Solvoz BV or Claire personally. Examples would include approval of the service agreement with Solvoz BV, pricing adjustments, payments, liability allocation, IP arrangements, data responsibility, or material amendments to the Foundation–Solvoz BV relationship. For broader mission, strategy, programme direction, ANBI readiness, public-benefit positioning, Foundation-supported deployment categories or sector development decisions, Claire should be able to participate fully unless the specific decision directly affects Solvoz BV’s financial or contractual position. This keeps the governance practical and avoids mission drift, while still managing real conflicts transparently

- NGO onboarding and support;
- supplier onboarding and support;
- grant implementation;
- reporting;
- communications;
- administration;
- operational coordination with Solvoz BV or other service providers;
- other activities approved by the board.

Delegated persons may represent the Foundation externally where authorised to do so by the board or by an approved programme mandate. Programme leads or operational staff may approve small operational expenses within approved budgets and thresholds set by the board. Delegation does not remove the board's responsibility for oversight, mission alignment, financial control and proper governance.

8. Board meetings

The board meets at least quarterly and additionally whenever required. Additional meetings may be called by the chair or by any two board members where a decision or discussion cannot reasonably wait until the next scheduled meeting. Board meetings may be held in person, online or in hybrid form.

The agenda should be shared in advance where possible. Relevant documents should be provided to board members in sufficient time for review. The board should review at least once per year:

- mission and strategic priorities;
- active programmes and deployments;
- financial position and reserves;
- annual budget and accounts;
- risk and compliance;
- public-benefit reporting;
- governance effectiveness;
- conflicts of interest;
- major contracts and commitments where relevant.

9. Minutes and decision records

Minutes must be kept for every board meeting. Minutes should record:

- date, time and place of the meeting;
- persons present;
- agenda items;
- key points discussed;
- decisions taken;
- votes where relevant;
- conflicts of interest declared;
- abstentions from discussion or voting;

- action points and responsible persons.

Board decisions taken outside a meeting, including written or email decisions, must be documented and stored with the Foundation's records.

The Foundation should maintain a decision register for major decisions, including:

- adoption or amendment of the policy plan;
- approval of annual budgets and accounts;
- approval of major grants or contracts;
- appointment or resignation of board members;
- decisions involving Solvoz BV or other related parties;
- approval of Foundation-supported deployments;
- changes to governance policies;
- major risk or compliance decisions.

10. Quorum and voting

At least two out of three board members must be present or represented for the board to take valid decisions, unless the statutes or applicable law require otherwise. Each board member has one vote. Decisions are made by simple majority unless the statutes, this charter or a specific board resolution require a higher threshold. The board may take decisions in writing, including by email, provided that the decision is clearly documented and stored.

11. Decisions requiring full-board approval

The following decisions require approval by the full board, subject to conflict-of-interest rules:

- adoption or amendment of the Foundation's policy plan;
- approval of annual budgets;
- approval of annual accounts;
- appointment, reappointment or dismissal of board members;
- approval of a new Foundation-supported deployment category;
- entering into or materially amending the main service agreement with Solvoz BV;
- approval of major grant applications or donor contracts above thresholds set by the board;
- approval of contracts above thresholds set by the board;
- approval of reserves policy;
- approval of loans, guarantees or financial commitments outside ordinary operations;
- amendment of this governance charter;
- any decision that materially affects the Foundation's mission, independence, public-benefit status or financial continuity.

Where a board member has a conflict of interest, the conflict-of-interest rules apply. The board should still aim to ensure that fundamental decisions are considered by the full board, with conflicted members abstaining from voting where required.

12. Signing authority and approval thresholds

The Foundation is represented in accordance with its statutes and the registration in the Dutch Chamber of Commerce. As a governance principle, the Foundation applies dual control for material commitments. Contracts, payments and commitments should not be entered into without appropriate approval.

The board will adopt an approval and signing authority matrix. Until such a matrix is adopted, the following indicative framework applies:

- operational expenses within an approved budget may be approved by an authorised programme lead or operational lead up to a threshold set by the board;
- expenses or commitments above the operational threshold require approval by at least two board members;
- material contracts, grant agreements, donor agreements, employment or contractor arrangements and commitments outside the approved budget require board approval;
- agreements with Solvoz BV require board approval in line with the conflict-of-interest and related-party transaction rules;
- bank payments should be subject to appropriate dual control where feasible.

The board may set and update specific financial thresholds by separate board resolution.

13. Financial governance

The board is responsible for the Foundation's financial oversight. An annual budget should be prepared by the coordinator, operational lead or another person appointed by the board. Where the Foundation does not yet have its own financial capacity, support may be provided in-kind by Solvoz BV or another qualified person, provided that any conflict of interest is disclosed and managed. The annual budget is approved by the board.

The board approves:

- annual budgets;
- annual accounts;
- reserves;
- major grants;
- major contracts;
- commitments above approved thresholds;
- material changes to programme budgets;
- financial policies and controls.

The treasurer is responsible for financial oversight and for advising the board on financial management. The treasurer does not have sole control over the Foundation's finances. Financial administration and payments should be subject to appropriate checks, documentation and dual-control principles.

The Foundation may build and maintain a reasonable continuity reserve to safeguard ongoing obligations, programme continuity, contractual responsibilities and operational resilience. Any surplus must be used for the Foundation's statutory objective and public-benefit mission.

14. Relationship with Solvoz BV

Solvoz BV is the original developer and owner of the underlying software technology used for many Solvoz-related procurement deployments. The technology was originally developed from within the humanitarian and development sector to address procurement challenges in aid, development and non-profit contexts.

Solvoz BV is the default technology provider for Foundation-supported Solvoz deployments, given the origin, purpose and sector-specific design of the technology. The Foundation may enter into service agreements with Solvoz BV for software access, hosting, maintenance, support, security, technical operations and continued development. Such agreements must be:

- transparent;
- documented;
- aligned with the Foundation's mission;
- approved by the board;
- subject to conflict-of-interest rules;
- reviewed when material changes occur and at least every two years.

The detailed terms of the relationship with Solvoz BV will be set out in the relevant service agreement, pricing schedule, data processing agreement and related-party transaction policy.

15. Conflict of interest principles

The Foundation will maintain a separate conflict of interest policy. This charter sets out the core principles.

A conflict of interest may arise where a board member has a personal, financial, professional or organisational interest that may influence, or reasonably appear to influence, their decision-making on a specific matter on behalf of the Foundation. A structural relationship or role, such as a role in Solvoz BV, must be disclosed as a standing interest. Such a standing interest does not automatically create a conflict for every Foundation decision. It becomes a decision-specific conflict where the matter directly affects Solvoz BV's financial, contractual, liability-related, IP, data or operational position, or creates another material benefit or obligation for Solvoz BV or the board member personally. Conflicts may include, among others:

- a shareholding, employment, management or board role in Solvoz BV where the specific decision directly affects Solvoz BV's financial, contractual, liability-related, IP, data or operational position;;
- a financial interest in a supplier, contractor, donor or partner;
- a family or close personal relationship relevant to a decision;
- personal benefit from a grant, contract or Foundation activity;
- any situation where the Foundation's interest and the board member's interest may not be fully aligned.

Board members must declare conflicts of interest annually and whenever a conflict becomes relevant to a board discussion or decision. Where a conflict is not already covered by the annual

declaration, it must be reported at the relevant meeting. Conflicts and related abstentions must be recorded in the minutes.

A board member with a standing disclosed interest may participate in general mission, strategy and governance decisions unless a decision-specific conflict exists. Where a decision-specific conflict exists, the board member may provide factual information, historical context or operational input where useful, but must not vote on the relevant decision. Where required by law, the statutes or the Foundation's conflict of interest policy, the conflicted board member will also abstain from deliberation on the conflicted decision.

16. Related-party transactions

Transactions between the Foundation and Solvoz BV, or any other related party, must be handled with particular care. The Foundation will maintain a separate related-party transaction policy. This policy should define how related-party transactions are identified, assessed, documented, approved and reviewed. As a minimum, related-party transactions should:

- serve the Foundation's statutory objective and mission;
- be necessary or appropriate for the relevant activity;
- be transparent and documented;
- have a clear scope and pricing basis;
- be approved by the board in accordance with conflict-of-interest rules;
- be reviewed when material changes occur and at least every two years;
- avoid unjustified private benefit to Solvoz BV or any other commercial party.

17. Board member protection and liability allocation

The Foundation seeks to allocate operational and technology-related responsibilities to the appropriate contracted service provider. This does not affect the statutory duties and responsibilities of board members under Dutch law.

Technology, hosting, platform operations, data security, technical support, software performance and continued development should be allocated to Solvoz BV or another contracted technology provider through formal agreements.

The Foundation board remains responsible for proper governance, contractual clarity, mission alignment, financial oversight, conflict-of-interest management and public-benefit compliance. Board members should be protected through:

- clear governance procedures;
- documented board decisions;
- conflict-of-interest rules;
- related-party transaction controls;
- appropriate delegation and approval thresholds;
- clear contracts with service providers;
- financial controls;
- proper record keeping;
- insurance where appropriate.

The Foundation will aim to obtain directors' and officers' liability insurance once active contracts, grants or programme income justify the cost and need for such coverage.

18. Data, technology and operational risk

Where the Foundation operates or contracts for digital deployments, data and technology responsibilities must be clearly documented. For each relevant deployment, the Foundation should ensure that there is clarity on:

- the contracting structure;
- data controller and processor roles;
- data processing agreements where required;
- hosting and security responsibilities;
- access management;
- technical support;
- incident management;
- reporting obligations;
- liability allocation.

The board should ensure that data and technology risks are reviewed as part of programme approval and risk management.

19. Programme and deployment approval

A deployment may be classified as Foundation-supported where it serves NGOs, humanitarian actors, development organisations, donors, funders or other non-profit/public-benefit objectives under mission-aligned conditions. Before approving a Foundation-supported deployment, the board or authorised programme lead should consider:

- whether the deployment aligns with the statutory objective;
- whether the target users are eligible NGOs, donors, funders or non-profit actors;
- whether the funding model is mission-aligned;
- whether supplier and SME registration is free;
- whether staffing and support needs are funded;
- whether contracts and data arrangements are clear;
- whether Solvoz BV or any other service provider has a documented role;
- whether conflict-of-interest and related-party requirements have been met;
- whether reporting and transparency obligations are clear.

The board may approve deployment categories or individual deployments, depending on scale and risk.

20. Staff, contractors and external representation

The Foundation may appoint staff, contractors, consultants, experts and programme leads to implement its activities. Such persons may represent the Foundation externally where authorised by the board or within the scope of an approved role, contract or programme mandate.

Staff and contractors must act in line with the Foundation's mission, policies, confidentiality requirements and public-benefit responsibilities. Where staff or contractors have authority to approve expenses, sign documents or make commitments, this authority must be documented.

21. Transparency and public reporting

The board is responsible for approving the Foundation's annual public reporting before publication. The board should ensure that the Foundation publishes required and relevant information, including:

- mission and statutory objective;
- board composition;
- remuneration policy;
- policy plan;
- annual or financial reports;
- contact details;
- Chamber of Commerce and RSIN information;
- relevant programme information.

The board should review the Foundation's public-benefit or ANBI-related publication page when material changes occur or when a review indicates that updates are required for compliance.

22. Risk and compliance review

The board reviews risk and compliance at least annually. This review should include, where relevant:

- governance risk;
- financial risk;
- grant compliance risk;
- related-party risk;
- data and technology risk;
- supplier and fraud risk;
- reputational risk;
- dependency on Solvoz BV;
- public-benefit or ANBI compliance;
- programme delivery risk.

The Foundation may maintain a risk register to support board oversight and decision-making.

23. Review of this charter

This governance charter should be reviewed at least once every two years, or earlier if there are material changes in the Foundation's activities, governance structure, legal requirements, funding model or relationship with Solvoz BV. Amendments to this charter require board approval.