



Summarised minutes of SIDN Supervisory Board meeting

Date of meeting: 27 March 2012

1. Preliminary Supervisory Board discussion

The discussion was not minuted.

2. Opening

The Chairman opened the meeting and welcomed everyone present.

3. Minutes of 23 November 2011

The minutes of the meeting of 23 November (including the summarised version) were approved. The action and resolution lists were discussed.

4. Notifications & items received

4.1 'Sundry' memo

The members of the Supervisory Board (SB) were informed about various matters, including the following:

1. ICT developments, including system availability
2. ISO27001 Audit: the audit had been successfully completed, without any negative observations; SIDN will accordingly retain its certificated status
3. New gTLDs
4. New business
5. Legal risks

4.2 Evaluation of silver jubilee activities

The members were informed about the final evaluation of all the activities undertaken to mark the silver jubilee of the .nl domain. A number of lessons learned were discussed.

4.3 New business

SIDN's new business initiatives in the field of new gTLDs and identity management were described to the meeting and discussed.

4.4 Minutes of the Security & Stability Committee

The Security & Stability Committee (made up of two SB members and SIDN's Security Officer) meets twice a year. The minutes of the meeting of 25 January 2012 were presented and their contents noted. The meeting was informed that a security policy for SB members was to be formulated.

5. Supervisory Board

5.1 Appointment of new member(s)

Having served the maximum permitted term of office, Hanneke Slager and Rob Matthijssen retired from SIDN's SB in March 2012. The meeting was informed that the Selection and Appointments Committee (made up of the Chairman and one other member of the SB) had held positive talks with Peter van



Schelven, Legal Department Manager/Legal Counsel at ICT-Office. The other members of the SB were introduced to Peter van Schelven at the March SB meeting. The members of the Supervisory Board unanimously agreed to the appointment of Peter van Schelven for a period of three years. Peter van Schelven succeeds Hanneke Slager and will become a member of the Audit Committee.

5.2 RA nominee

SIDN's constitution provides for the RA to nominate someone with experience of the registrar sector for appointment to the SB. The meeting was informed that the RA had identified a possible candidate and that the Selection and Appointments Committee had met the person in question. It had become apparent that the RA's nominee did not entirely fit the relevant profile, having no specific expertise concerning the activities of registrars. It was decided that the SB should discuss the nomination with the RA Board, but that the nominee would be appointed if that was confirmed to be the RA's wish.

5.3 Decision regarding Supervisory Board members' remuneration

The CEO had submitted a proposal regarding the adjustment (increase) of SB members' remuneration. However, the SB members considered an increase inappropriate in the current economic climate. The members of the SB unanimously agreed to a proposal that they should forego an increase in their remuneration for the year 2012.

6. Finance

6.1 Report on Q4 2011

The following topics were discussed:

- Report on Q4 2011
- Actual figures for 2011 versus autumn forecast
- Actual figures for 2011 versus budget
- Balance sheet
- Budget guidelines

No questions were raised regarding the Q4 report.

6.2 Presentation by CEO

In the absence of the Control & Support Manager the CEO made a presentation regarding the following matters:

At the strategic session on 26 March, there was a discussion of SIDN's pricing policy. In view of the results for 2011, the CEO was intending to propose reducing tariffs.

6.3 Finance for 2011: annual accounts and audit

The annual accounts for 2011 were adopted. It was agreed that the surplus should be added to the general reserve and that the CEO should be discharged of his liability for the year 2011.

6.4 Annual report 2011

The content of the annual report for 2011 was adopted, subject to a number of editorial and material revisions.

7. Corporate governance



In accordance with the corporate governance code and the accountability of the Supervisory Board and CEO, the following reports were discussed:

- Supervisory Board's report
- CEO's statement
- Security & Stability Committee report
- Selection and Appointments Committee report
- Audit Committee report

The various reports were adopted, subject to an editorial revision.

8. R&D status update

The Research Manager provided a status update, in which the following and other matters were addressed:

- SIDN Labs
- NLnet Labs
- Privacy & Identity Labs (PI Labs)

9. Other business & closure of meeting

The Chairman took the opportunity to thank Hanneke Slager and Rob Matthijssen warmly for their contributions over the preceding years.