



## Size and Composition Profile of the Supervisory Board

### Appendix to the Code of Governance, setting out the principles and best practices to be followed by SIDN's Supervisory Board

In accordance with Article 4 of its constitution, the Foundation for Internet Domain Registration in the Netherlands (SIDN) has a Supervisory Board, whose composition must conform to this profile.

#### General characteristics of Supervisory Board members

With a view to ensuring that SIDN has adequate supervision, every member of the Supervisory Board must possess at least the following characteristics:

1. In keeping with the Supervisory Board's supervisory and consultative role in relation to the policy of SIDN's (day-to-day) executive management and in relation to the general affairs at SIDN, every member of the Supervisory Board must possess extensive professional experience in the discharge of ultimate responsibility, must be an eminent figure within the community or a particular professional field and must be blameless in his or her conduct.
2. Every member of the Supervisory Board must have affinity with SIDN's sphere of activity and object.
3. In the discharge of its duties, the Supervisory Board must act primarily in the interests of SIDN, with subordinate consideration for the interests of the local internet community. Supervisory Board members are not to act as the direct or indirect representatives or delegates of any particular party, group or school of opinion. Supervisory Board members must be capable of acting autonomously on SIDN's behalf and distancing themselves from (the particular interests of) any particular party, group or school of opinion.
4. In its totality, the composition of the Supervisory Board is to reflect the diversity and balance that exists within the local internet community.

#### Composition of the Supervisory Board

With a view to ensuring that the Supervisory Board reflects the diversity of interests that exist within the local internet community, the Supervisory Board's membership shall at least fulfil the following criteria:

- i. At least one member of the Supervisory Board must demonstrably possess an understanding of the social, commercial and consumer interests of .nl registrants and of the users of .nl domain name services that utilise the DNS (such as e-mail, FTP, websites and other such applications).
- ii. At least one member of the Supervisory Board must demonstrably possess an understanding of the commercial circumstances and interests of registrars (and possibly affiliates) and with their operational relationships and position within the DNS service chain.
- iii. At least one member of the Supervisory Board must demonstrably possess a detailed understanding of the interests of the Dutch National government in relation to the DNS in general.
- iv. At least one member of the Supervisory Board must possess an understanding of the general social and commercial interests of the Dutch manufacturing and service sectors, as well as demonstrable experience in the representation of these sectors.
- v. At least one member of the Supervisory Board must be familiar with the general interests of end users of the internet, as well as demonstrable experience in the representation of consumers.



- vi. At least one member of the Supervisory Board must possess technical knowledge derived from demonstrable experience with TCP/IP network architecture and network engineering, as well as insight into matters pertaining to the global technical interoperability, stability and continuity of the DNS.

#### **Competence profile of the Supervisory Board's members**

With a view to ensuring that SIDN has adequate supervision, the composition of the Supervisory Board must additionally ensure that the Board has adequate expertise in a number of key fields, as follows:

- The majority of Supervisory Board members must possess extensive national-level administrative knowledge and experience.
- At least two members of the Supervisory Board must demonstrably possess knowledge of financial reporting, analysis and auditing.
- At least one member of the Supervisory Board must possess technical knowledge of global DNS functionality.
- At least one member of the Supervisory Board must demonstrably possess legal knowledge, preferably in the fields of company law, telecoms and competition law.
- At least one member of the Supervisory Board must demonstrably possess knowledge of and experience with global DNS governance.

The English-language version of this appendix is a translation of an original Dutch-language text. In the event of any discrepancy between the two, the Dutch version will prevail.