



Terms of Reference for the Selection and Appointments Committee 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

These Terms of Reference have been drawn up on the basis of Article 5.2 of the Code of Governance, setting out the principles and best practices to be followed by SIDN's Supervisory Board and on the basis of Article 29 of SIDN's Constitution.

Article 1

Remit of the Selection and Appointments Committee

- 1.1 Notwithstanding the provisions of Article 5.1 of the Code of Governance of SIDN's Supervisory Board, the Selection and Appointments Committee is to advise the Supervisory Board on matters relevant to its remit and is to make preparations for decision-making by the Supervisory Board on such matters.
- 1.2 The remit of the Selection and Appointments Committee includes:
 - a. making proposals to the Supervisory Board regarding the definition of criteria for the selection of and procedures for the appointment of Supervisory Board members and Management Board members;
 - b. periodically reviewing the size and composition of the Supervisory Board and making proposals regarding the profiles of the Supervisory Board and Management Board;
 - c. making proposals to the Supervisory Board regarding the periodic appraisal of the performance of individual members of the Supervisory Board and Management Board and associated reporting to the Supervisory Board;
 - d. proposing appointments and reappointments.
- 1.3 The Selection and Appointments Committee is to draw up and publish a report on its deliberations and findings.

Article 2

Composition, expertise and independence of the Selection and Appointments Committee

- 2.1 The Selection and Appointments Committee is to have at least two members.
- 2.2 Notwithstanding the provisions of the Code of Governance of SIDN's Supervisory Board, each member of the Selection and Appointments Committee is to be independent in the sense of Article 3.3 of the said Code.

Article 3

Chairmanship

In accordance with the provisions of Article 2 of these Terms of Reference, the Selection and Appointments Committee is to appoint a chairperson from among its own members. The chairman is to be primarily responsible for ensuring that the Selection and Appointments Committee operates correctly. He/she is to act as the Selection and Appointments Committee's spokesperson and principal contact for the Supervisory Board.



Article 4

Selection and Appointments Committee meeting (agenda's, participants and minutes)

- 4.1 The Selection and Appointments Committee is to meet at least once per year and as often as one or more of its members consider necessary. The meetings will ordinarily be held at SIDN's offices, but may be held elsewhere.
- 4.2 Unless the Selection and Appointments Committee decides otherwise, meetings of the Selection and Appointments Committee are not to be attended by one or more members of the Management Board.
- 4.3 Each Selection and Appointments Committee meeting is to be convened by the person that wishes it to take place. Insofar as is practicable, the notice of the meeting and the agenda are to be sent to committee members at least seven days before the meeting.
- 4.4 Approved minutes of Selection and Appointments Committee meetings are to be signed by the chairperson and copies sent to the other members of the Selection and Appointments Committee at the earliest opportunity.

Article 5

Applicability of the Code of Governance of SIDN's Supervisory Board

The provisions of the Code of Governance of SIDN's Supervisory Board apply equally to the Selection and Appointments Committee and to its individual members. However, in the event of any conflict between the provisions of these Terms of Reference and the provisions of the Code of Governance, the former shall prevail.

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