

Minutes

Address for callers
Meander 501
6825 MD Arnhem
PO Box 5022
6802 EA Arnhem
t. 026 352 55 00
f. 026 352 55 05
support@sidn.nl
www.sidn.nl

Summarised SB Minutes 20140317

Date	17 March 2014
To	Members of the Supervisory Board of SIDN
Present	Eddy Schuyer (ESc) – Chair, Paul Schnabel (PSc), Simon Hania (SHa), Peter van Schelven (PvS), Willem van Waveren (WvW), Erik Huizer (EHu), Christiaan van der Valk (CvdV), Roelof Meijer (RMe)
Guests	Valerie Frissen (VFr), Kees Neggers (KNe), Jeanette Horinga (JHo)
Author	Sharon van Dort
Classification	Public
Annex(es)	

1. Opening, notices and formulation of agenda

The Chair opened the meeting at 9:02.

Notices:

The Chair welcomed the future SB members Valerie Frissen and Kees Neggers to the meeting.

2. Minutes of meeting of 27 November 2013

2.1 Minutes of meeting of 27 November 2013

The minutes were adopted without amendment or comment.

Action list

The action list associated with the minutes was discussed.

2.2 Summarised minutes of meeting of 27 November 2013

The minutes were adopted without amendment.

3. Notifications & items received

3.1 Memo headed “Sundry”

The CEO started by reporting that the previous Friday (14 March 2014), it was announced that the NTIA, part of the US government, wished to relinquish the task of supervising IANA’s administration of the root zone and had asked the global internet community to propose an

alternative governance arrangement. The clear criterion was that any alternative model must be based on the multi-stakeholder model.

3.2 Memo regarding SIDN Labs

No comment was made.

3.3 Minutes of the Security & Stability Committee

No comment was made.

3.4 Minutes of the Audit Committee

No comment was made. The action list associated with the minutes was discussed. The point was made that the Treasury statutes needed to be evaluated.

4. Finance

4.1 Proposed extension of DNSSEC incentive scheme

The CEO explained that it was desirable to send the message that 'DNSSEC is here to stay' and to incentivise adoption for long enough to make investment economically attractive to registrars that were still considering it. The proposal to extend the DNSSEC incentive scheme for four years was approved. It was agreed that an interim evaluation would be made after two years.

4.2 Q4 report 2013

The report was presented and its contents noted.

4.3 Finance 2013

Annual accounts and audit

After presentation and discussion, the annual accounts were adopted without amendment. The profit was added to the general reserve. The meeting discharged SIDN's CEO in respect of the year 2013.

Annual report

The meeting adopted the annual report as presented to it, subject to the observation that next year a list of abbreviations should be included and consideration given to the report's accessibility to people with less familiar with the jargon.

5. Registrars

5.1 Extension of cooperation agreement with RA

The CEO reported that cooperation with the Board of the RA had improved and that cooperation with the RA's various committees continued to be positive and productive. Both parties had expressed their commitment to continue working to optimise cooperation.

The meeting approved the proposal to extend the cooperation agreement for three years.

5.2 Memo on 'Registrar Development Programme'

The meeting gave approval to the outline proposal regarding the Registrar Development Programme (RDP).

6. SIDN Fund

6.1 Approval constitution

The constitution had been finalised, taking account of three comments and the textual revisions. It was agreed that the CEO would continue setting up the legal entity.

Appointment rules

The CEO proposed that the Board of the SIDN Fund should have a code of conduct requiring it to be conservative in its handling of requests from the board. The requirement is to be incorporated into the appointment rules. No such code is required for members of the SIDN Fund's Advisory Board, because that Board has no decision-making authority. The appointment rules were approved, subject to revision in line with the foregoing.

6.2 Appointment of 'partial' Board

ESc temporarily left the meeting. With the support of SIDN's CEO, SIDN's SB appointed Eddy Schuyer to the chair of the Board of the SIDN Fund.

WvW temporarily left the meeting. With the support of SIDN's CEO, SIDN's SB appointed Willem van Waveren to the Board of the SIDN Fund, to represent SIDN's SB.

It was agreed that the remaining members of the Board of the SIDN Fund would be appointed after the Fund's foundation. Messrs Schuyer and Van Waveren were invited to return to the meeting.

6.3 Appointment of Permanent Advisor to the Board

The SB appointed SIDN's CEO as Permanent Advisor to the Board of the SIDN Fund.

6.4 Resolution regarding starting capital and intention to make subsequent payments

The meeting agreed to the assignment of a starting capital of five million euros to the SIDN Fund and confirmed the intention to provide the Fund with further funding if it is successful.

6.5 Resolution regarding remuneration of Board members

The meeting approved the proposal presented to it.

6.6 Any other business

There was no other business.

7. Corporate governance

As part of the corporate governance process, the following reports were discussed and approved.

- Statement by the SB
- Statement by the CEO
- Report of the Security & Stability Committee
- Report of the Appointments Committee
- Report of the Audit Committee

8. Supervisory Board

8.1 Retirement of Messrs Schuyer, Huizer and Van der Valk

Messrs Schuyer, Huizer and Van der Valk are to retire with effect from 1 April.

8.2 Appointment of new members

With effect from 1 April, Valerie Frissen (subject to deferment) and Kees Neggers were appointed to the Supervisory Board of SIDN.

8.3 Appointment of Chair

Paul Schnabel was appointed by acclamation as Chair of the Supervisory Board of SIDN with effect from 1 April 2014.

8.4 Resolution regarding remuneration of SB members in 2014

The CEO explained his recommendation and made the point that there had been no change to the remuneration of the SB since January 2010. While understanding the SB's conservative outlook, the CEO considered his proposal to increase remuneration in line with the 2013 inflation index to be very reasonable and the size of the increase to be below the market norm

for the period since 2010. The meeting agreed to the proposal to increase the remuneration in line with the inflation figure published by Statistics Netherlands for 2013

9. Other business

No other business was raised.

10. Closure of the meeting

The Chair thanked everyone for their input and declared the meeting closed.