



Minutes

Summarised minutes of SB meeting of 23 March 2018

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23 March 2018	Public	1/4	T +31 26 352 5500 support@sidn.nl www.sidn.nl
To	Author		Office
Members of the SB of SIDN, Roelof Meijer, Maarten Simon, Jeanette Horinga	Sharon van Dort		Meander 501 6825 MD Arnhem The Netherlands
Present			Postal address
Jeannine Peek, Paul Schnabel (chair), Mark Frequin, Simon Hania, Kees Neggers, Peter van Schelven, Willem van Waveren, Roelof Meijer			Postbus 5022 6802 EA Arnhem The Netherlands
Absent			
Peter van Schelven – with apologies			

1 Opening, welcome and adoption of agenda

The chair opened the meeting.

2 Minutes of the meeting of 6 December 2018

2.1 Minutes of the meeting of 6 December 2018

The minutes were adopted, subject to two amendments.

The associated action list was discussed and updated.

3 Reappointment of Mark Frequin, Peter van Schelven and Willem van Waveren

3.1 Reappointment of Mark Frequin

Mark Frequin was reappointed by acclamation for a period of three years.

3.2 Reappointment of Peter van Schelven

Peter van Schelven was reappointed by acclamation for a period of three years.

3.3 Reappointment of Willem van Waveren

Willem van Waveren was reappointed by acclamation for a period of three years, taking the recommendation of the RA Board into consideration.

4 Notices and items received

4.1 Memo regarding sundry matters

Notes on Dataprovider

MSi added that a settlement was reached at the previous week's hearing.

- SIDN is allowed to share the RSC data supplied by Dataprovider with registrars.
- However, SIDN may not share any other data, even in response to requests from individual registrars (complete or partial datasets).

- As part of the settlement, SIDN is to make a payment in respect of the additional data previously shared, even though SIDN believes that it was entitled to share the data in question.
- SIDN will in future refer registrars that want additional data to Dataprovider.

The CEO drew the SB's attention to the ICANN meeting scheduled for 20 to 26 October in Barcelona.

4.2 Memo about the progress of SIDN Labs

The memo was tabled for information purposes and duly noted.

5 Finance

5.1 SIDN annual report – editorial

The meeting noted that, while the report read well and deserved praise in that respect, its format was quite traditional. The SB also asked the CEO to include SIDN's full name in the glossary. Subject to a few editorial amendments, the text of the annual report was approved. The meeting asked the CEO to check whether the Whistle-blowers' Charter was available on the website.

5.2 SIDN's annual financial statement and audit 2017

Consolidated profit and loss account for 2017

		2017		2016	
	Ref.	€	€	€	€
Netto-omzet	15)		19.704.621		19.614.672
Kosten					
Lonen en salarissen	16)	7.243.866		6.195.136	
Pensioenlasten		858.797		722.340	
Overige sociale lasten		691.555		778.569	
Afschrijvingen op immateriële en materiële vaste activa	17)	2.000.513		1.404.688	
Overige bedrijfskosten	18)	8.929.196		7.173.153	
			19.723.927		16.273.886
Bedrijfsresultaat			(19.306)		3.340.786
Opbrengst effecten			(14.061)		0
Financiële baten			36.010		45.075
Financiële lasten			0		0
Resultaat vóór belastingen			2.643		3.385.861
Belastingen	20)		(478.772)		(841.822)
Resultaat deelnemingen	19)		(169.079)		0
Resultaat na belastingen			(645.208)		2.544.039



The meeting adopted both SIDN's annual financial statement for 2017 and that of SIDN Deelnemingen for 2017. The meeting accordingly discharged the CEO of his responsibilities.

The Audit Committee reported to the meeting on the discussion with the auditor.

Contribution to SIDN Fund

SIDN is still in talks with the tax authority regarding the contribution. SIDN has placed the highest possible value on the deferred tax credit, to make it clear that SIDN expects to receive a large proportion of the sum in question. Connectis's accounting situation has improved. If SIDN is to consolidate at the end of 2018, Connectis's accounting must be up to the same standard as SIDN's. The auditor has also indicated that such alignment is desirable. It was decided that the auditor should be invited next year.

The question of how SIDN is dealing with the GDPR was raised. The CEO explained that SIDN had voluntarily appointed a Data Protection Officer. Given that GDPR compliance also fell under the SB's supervisions, the chair asked the CEO to prepare a memo on the topic and to invite the Data Protection Officer to attend the meeting in September.

6 Corporate governance

In connection with the SB's corporate governance role, the following reports were considered and approved by the meeting,

- SB's Report
- CEO's Report
- Report of the Security and Stability Committee
- Report of the Selection and Appointments Committee
- Report of the Audit Committee

7 Approach to SB evaluation

The CEO explained that the SB evaluation has previously been an internal procedure. However, the CEO proposed that an external evaluator should be used in future.

8 Registrars and the RA

8.1 Update on registrar projects

RA recommendation to reduce registration fees for .nl domain names

Following a discussion, the meeting concluded that there was no tangible added value -- for registrars, registrants, or SIDN -- in the proposed option(s) for a general reduction in fees. The move would also favour a small number of registrars with large .nl portfolios, relative to the majority with smaller portfolios. The SB did not consider a fee reduction to be currently in the interests of either SIDN or registrars.

The SB remained positive about the proposal to support registrar projects, such as those referred to in the 'twelve-point list'. The SB believes that SIDN should act on the proposal by developing and implementing initiatives that involve significant investment by SIDN in projects that are in the interests of both SIDN and registrars.



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9 Other business and closure of meeting

No other business was raised. The Chair thanked everyone for their time and input and closed the meeting.