

Rules of procedure for the Nomination Committee for the Internet Infrastructure Foundation (.SE)

1. Background and objectives

The rules governing the election of Board members of the Internet Infrastructure Foundation (.SE) are stated in the statutes. The statutes (paragraph 5) state that certain specified organizations shall elect seven Board members, with a mandate period of two years. An eighth member shall be elected by the other members of the Board. The statutes do not pose any restrictions on who the organization may elect as member. It is not mandatory for the member to be connected to the appointing organization. Nor do the statutes specify the competency profile of a perspective Board member.

Aimed at promoting a well-weighted .SE Board composition, the appointing organizations decided on the following rules of procedure for the Nomination Committee.

The purpose of the rules of procedure is also to regulate the coordination that must occur in conjunction with a possible permutation or other alteration of the .SE statutes.

2. Basis for the coordination

The organizations' coordination of the decisions pertaining to Board members and preparation of other issues relating to the Foundation are voluntary. The coordination aims to promote mutual understanding of the competency requirements of the Board and other .SE matters.

The following organizations are included in the Nomination Committee: ISOC-SE, Confederation of Swedish Enterprise, Swedish Bankers' Association, the Swedish Trade Federation, Swedish Operators Forum (SOF), Sveriges Konsumenter and the Internet Infrastructure Foundation (.SE)

An organization may resign and rejoin the Nomination Committee at any time by communicating this to the Chairman of the Committee.

3. Nomination Committee's assignments and working methods

General

The task of the Nomination Committee is to assist the organizations in conjunction with their election of Board members. The objective is that the organizations' representatives

in the Nomination Committee shall be given a clear view of the competency, experience and qualities requested by the .SE Board in conjunction with election.

The Nomination Committee shall strive to provide the Board with appropriate composition, characterized by diversity and breadth, with regard to .SE's operations, development phase and general conditions. The aim is to obtain an equal gender distribution. A Board member should only be elected for more than three mandate periods if there are special circumstances.

Management

As the founder of .SE, ISOC-SE has accepted the role of convener and Chairman of the Nomination Committee.

Composition

The organizations will elect one or two representatives, at the most, to be included in the Nomination Committee.

Minutes of meetings

Minutes will be taken at the Nomination Committee meetings. The minutes shall be delivered to all the appointing organizations.

Assignments in election of Board members

In connection with the election of Board members, the Nomination Committee shall:

- Assess the current Board's work, for example, by reading evaluations or through discussions with the Board.
- Become acquainted with .SE's situation and future focus, for example, by becoming familiar with planning procedures and through discussions with the Board.
- Adopt a requirement profile for the Board that is to be elected.
- Discuss the individual organization's prerequisites to meet the adopted requirement profile.
- Discuss the requirement profile provided by each organization pertaining to the Board members to be elected. When recruiting a new Chairman of the Board, external recruitment experts should be retained.
- Report and discuss a preliminary proposal for the composition of the Board prior to the organizations' final appointment decision.

4. Schedule

The Board's two-year mandate period expires on April 1 in even years.

The appointing organizations' members in the Nomination Committee shall be elected and the Committee should hold its first meeting not later than August the year prior to the commencement of the mandate period. The report and discussion of the preliminary proposal for the Board should occur not later than January in the year in which the mandate period commences.

5. Preparation of permutation issues or other alterations to .SE's statutes

Chapter 6, paragraph 1 of the Swedish Foundation Act (1994:1220) states that certain alterations to the foundation provision require the permission of the Legal, Financial and Administrative Services Agency, also known as permutation. This applies, for example, if a new organization shall be assigned the task to elect a Board member. The .SE's statutes (paragraph 12) state that certain other alterations to the statutes also require the approval of the Legal, Financial and Administrative Services Agency. The decision on alterations to the statutes in these instances is made by the Board. A valid decision requires that all Board members approve the decision and that the alteration is approved by .SE's auditors.

The initiative for the statute alteration may be taken by the Nomination Committee or the Board of .SE. The Board of .SE is authorized to apply for permutation.

When permutation issues or alterations of statutes arise, the issues shall be handled by the Nomination Committee. The Committee shall strive to achieve a unanimous recommendation to the Board of .SE, with a proposal for resolution of the issues.

6. Validity period, publication, etc.

This rules of procedure has been approved by the organizations included in the Nomination Committee and applies until further notice. The rules of procedure may be published by anyone who wishes to do so.