**Suitability Matrix for Members of the Supervisory Board**

In addition to being trustworthy, the members of the supervisory board (or non-executive board members) of market operators, central securities depository and providers of investment objects must also be suitable to adequately fulfil their positions. Market operators, central securities depository and providers of investment objects must make its own pre-selection in this regard.

The undertaking must indicate in the suitability matrix why the supervisors in question are suitable. The AFM will take this into consideration in the assessment based on the Suitability Policy Rule 2012 and the Financial Supervision Act (Wft).

The substantiation of the knowledge and experience, and the choice with regard to the composition of the collective, are very important for the AFM in order to carry out the assessment. Therefore, in addition to an assessment of a person's knowledge and experience, an explanation is requested in the matrix. Simply stating that 'the person in question has 20 years of work experience' is insufficient substantiation, as the type of work experience and the supervisor’s role are not made sufficiently clear. The substantiation must be provided with proper examples.

Furthermore, an explanation is requested as to why the collective as a whole satisfies the requirements. How do the people work together, what are their individual strengths, and how does that function within the collective, do they have a similar background and do they complement each other?

Finally, the AFM would like to obtain insight into how the responsibilities are divided within the supervisory board. How do the supervisors work together, what are their individual strengths and how do they complement each other? How does the collective function as a whole? Finally, the AFM would like to obtain insight into how the responsibilities are divided within the supervisory board. An supervisory board has a joint responsibility.

**Matrix division of focus areas for the supervisory board/ non-executive board**

*The aim of this section is to obtain insight into how the focus areas are divided within the collective. Please fill in the focus areas for each person below. A focus area implies that the person holds the final responsibility for this area within the collective. If multiple persons hold the final responsibility for a specific area, please indicate this. If it concerns a committee, please indicate the chairman with a (V) and a cross for the other members. If an activity does not take place within the organisation, you can fill in N.A.*

*Please add rows and topics if applicable.[[1]](#footnote-1)*

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Supervisory Board/non-executive board** *Please strike out what is not applicable* | **[name person 1]** | **[name person 2]** | **[name person 3]** | **[name person 4]** | **[name person 5]** |
| Chair |  |  |  |  |  |
| Strategy |  |  |  |  |  |
| Audit committee |  |  |  |  |  |
| Selection and appointment committee |  |  |  |  |  |
| Remuneration committee |  |  |  |  |  |
| Risk committee |  |  |  |  |  |
| Financial Administration |  |  |  |  |  |
| Administrative organization and internal control |  |  |  |  |  |
| Internal Audit |  |  |  |  |  |
| Compliance |  |  |  |  |  |
| Risk management |  |  |  |  |  |
| IT |  |  |  |  |  |
| Other (please give details) |  |  |  |  |  |

**Considerations regarding the composition of the collective**

*Explain here why you have opted for this composition of the collective. Describe how cooperation is effected, and the roles and characteristics the various persons have that make the composition a good collective. Have certain persons been chosen based on the belief that they will add specific value for the collective (for example, knowledge that is necessary for the specific activities or for IT)? If so, state the persons concerned and the value that they add.*

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**Matrix knowledge and experience of each supervisor**

*Please explain below whether the supervisor’s knowledge and work experience is at a low, medium or high level. It is not plausible that a ‘high’ score is obtained in all areas. A ‘high’ score is also not necessary for approval by the AFM. However, there has to be sufficient knowledge present, both individually and in the collective. Please submit pages 4 to 11 completed for each supervisor.*

*Low: Has no knowledge or experience in this area, or limited knowledge and experience.*

*Medium: has good insight into the subject area (but is not an expert in this field).*

*High: has very extensive knowledge and work experience in this field and is regarded by others as an expert.*

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| **A. Stakeholders, governance, organization & culture** |  |
| Has held the responsibility for the hierarchical leadership of an organisation |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has experience of supervising a management board |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has experience of compliance with and enforcement of codes and internal regulations, as established in corporate governance codes and codes of conduct, and relevant legislation and regulation |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has experience of supervising and monitoring outsourced activities and is able to critically question the management in this respect |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Knows when and how stakeholders (including external supervisors, shareholders, clients and the external auditor) have to be informed |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Other relevant knowledge and areas of experience in this area:  *Please state, if and to the extent applicable* |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |

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| **B. Products, services and markets within the institutions scope of activities** |  |
| Has general knowledge of and experience with the market in which the undertaking is active and relevant developments in this market |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with the financial aspects of products and/or services of the undertaking |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with the development of comparable products and/or services |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has insight into the internal expertise of the undertaking (within the management and internal audit) regarding the suitability of comparable products and/or services |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with relevant legislation and regulation, including  the Financial Supervision Act (Wft), the Decree on Prudential Rules for Financial Undertakings (Bpr) and the Decree on the Supervision of the Conduct of Financial Undertakings (BGfo) as well as the relevant supervision regulations and  policy rules |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with the assessment of products, services and markets in which the undertaking is active, is able to identify the long-term interests of the undertaking and act accordingly |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Other relevant knowledge and areas of experience in this area:  *Please state, if and to the extent applicable* |  |
| Explanation: Where and when was the experience gained, what did this involve? |  |

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| **C. Business operations** |  |
| Has knowledge of and experience with organising and/or assessing the administrative organisation and internal control (AO and IC) |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with administrative procedures and processes in the financial or product-related field |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with exercise of or responsibility for the compliance function |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with (responsibility for) the IAD and/or the external audit |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Is able to assess the remuneration policy and to implement it for managing directors |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with giving central priority to the customer’s interests in the provision of services |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with the identification of the undertaking's most relevant risks |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with assessing whether the treatment of clients with due care is ensured |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Other relevant knowledge and areas of experience in this area:  *Please state, if and to the extent applicable* |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |

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| **D. Balanced and consistent decision-making** |  |
| Has knowledge of and experience with (the organization of) the decision-making process |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with evaluating (internal) reports to properly fulfil his or her task and knows when missing information must be requested |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Knows how in a decision-making process the interests of all stakeholders are weighed and has experience with this. |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Has knowledge of and experience with recognizing and raising the issue of conflicts of interests in the decision-making process. |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Can assess whether decisions have been made in line with the corporate strategy |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Makes decision-making transparent and ensures careful recording |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Makes clear choices and explains his or her considerations properly |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Acts in line with the objectives and previous choices, but can deviate motivated from decisions taken under (changed) circumstances |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Acts with independence of mind by providing constructive and robust  challenge of proposals and decisions |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |
| Other relevant knowledge and specific areas of experience in this area:  To be filled in, if and to the extent present |  |
| Explanation: Where and when was the knowledge and experience gained, what did this involve? |  |

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| **E. Time commitment** |  |
| What time commitment is required for the function involved (hours per week and days per year)? |  |
| Total hours per week of time committed to all directorships outside the function for which submission is made: |  |
| Total days per year of time committed to all directorships outside the function for which submission is made: |  |

**Time commitment overview**

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **List of executive and non-executive directorships and other professional activities. Please list the directorship for which this form is being completed first and then all other directorships and other professional activities held by the appointee.** | | | | | | | | | |
| Entity  (please  mark listed  companies  with\*) | Country | Description  of the  company’s  activity | Size of entity | Function  within the  entity:  executive  director/ nonexecutive  director/other | f. Privileged  counting (Article  91(4) CRD IV or article 45(2a) MiFID II) or no counting | g. Additional  responsibilities such as  membership of  committees,  chair functions, etc. | h. Time  commitment per week  (hours) and per year  (days) (to include  Additional responsibilities) | i. Term of  mandate  (as of –  until) | k. Number of  board  meetings per  year |
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1. This list is not cumulative, nor exhaustive [↑](#footnote-ref-1)