



THE CHANGING ROLE OF THE  
SUPERVISORY BOARD CHAIRMAN  
*in listed companies in The Netherlands*

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## Foreword by Rients Abma

*Managing director, Eumedion*



“This is not my world anymore,” reflected Aad Jacobs in an interview with *NRC Handelsblad* on 1 July 2006. In this interview, one of the country’s most powerful and influential supervisory board chairmen of the beginning of this millennium looked back at the turbulent acquisition of VNU in 2006, where Jacobs was chairman of the supervisory board. Other supervisory board members in the Netherlands will probably have had similar thoughts looking at recent acquisition processes, shareholder activism and corporate law suits.

This study by Spencer Stuart illustrates the process of change that has occurred during the past 6–7 years within supervisory boards and more specifically the changes pertaining to the role of the chairman of the supervisory board. The burden of responsibilities and importance of the supervisory board chairmen’s role have grown. These changes were underlined firstly in the *Tabaksblat Corporate Governance Code of 2003*. This code dedicates a special paragraph to the role of supervisory board chairman, ‘institutionalising’ for the first time the leading and prominent position of the supervisory board chairman. The traditional ‘principal of collegiality’ or ‘collective responsibility’ which was characteristic of Dutch supervisory boards (and executive boards) and has practically disappeared since then.

In general, it can be said that the *Tabaksblat Code* has enhanced the external level of expectation about the role, as well as the involvement and performance of the supervisory board chairman and other supervisory board members. They are expected to manage the expectations of two objectives which are often hard to reconcile. On the one hand, the outside world expects the supervisory board to be much more involved with the company and its strategy and policies. On the other hand, the supervisory board is expected to be sufficiently independent, thereby keeping adequate distance from the executive board.

Legislation and the *Tabaksblat Code* have resulted in a new reality in which supervisory board members — and more specifically supervisory board chairmen — need to operate much closer to the executive board and the company’s strategy. The supervisory board chairman is — certainly for Anglo-Saxon shareholders — the natural contact person for decisions taken by the

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plenary supervisory board. After all, the chairman has the final responsibility for the decisions that are taken, whether about a large acquisition or divestment, company strategy, the remuneration policy or the nomination of a new supervisory board or executive board member. Nevertheless, supervisory board members need to keep sufficient distance from the executive board and its day-to-day and operational decisions. This principal was underlined by recent legal verdicts. In the recent Stork case, the Amsterdam Corporate Court attributed and allocated an “extraordinary and more specifically a mediating role” to the supervisory board in the case of conflicts between shareholders and executive boards. Particularly in times of “exceptional events or circumstances”, such as with an acquisition or with major (financial) problems, the chairman and members of the supervisory board are expected to be on stand-by with their collective wisdom, advice and guidance, and to have time available to take drastic decisions.

In normal times, supervisory board members are expected to have sufficient time available to study relevant developments in the area of legislation, financial reporting standards and remuneration, and to be informed about the latest developments in technology, products and production processes within the company (and its sector) that they supervise. Also it happens frequently nowadays that shareholders and/or analysts visit the company to share their knowledge and insights with supervisory board members. In summary, the position and responsibilities associated with supervisory board membership of public companies have become considerably heavier over the past few years. There is substantial call on the experience and wisdom that supervisory board members have accumulated over the years.

Over the last few years it has become evident that supervisory board members have not always been able to comply with the expectations of society at large or that of shareholders. I predict, however, that this level of expectation will not be tempered or adjusted downwards. It is interesting to look, for instance, at the emphasis that the Frijns Committee on corporate governance is placing on the role of the supervisory board in dealing with the company’s remuneration policy. As a consequence of this, supervisory board members will have carry out even more work to meet the external expectations of the various stakeholders.

I therefore fully concur with the conclusions of this study with respect to the future of the supervisory board chairman role. More than in the past, the emphasis in the future will be on directors’ professionalism and expertise, on good communication skills with shareholders and other stakeholders, and on

the availability of time during periods of “special and exceptional events”, such as acquisitions or considerable (financial) problems. In practice, this will have a number of rather visible consequences.

First, there will be an ongoing (further) reduction in the number of non-executive board seats held by individuals.

Second, I expect less room for the nomination of supervisory board members on the basis of the network of one person only — this will certainly be the case for the nomination of supervisory board chairmen. The specific skills and expertise of the person will be the most crucial element in selecting supervisory board members. The time has probably passed when a lawyer, a consultant, a former politician or an academic was appointed as supervisory board chairman. In this context, it is interesting to observe the problems that arose at UBS, which intended to appoint Peter Kurer, a prominent Swiss lawyer and former general counsel of UBS, as its supervisory board chairman. In the *Financial Times* of the 4 April 2008, an investor commented tersely: “Lawyers are advisers and staff people, but not suitable to lead a bank.”

Third, the increased responsibilities and work load of supervisory board members will result in an increase in the remuneration level for these non-executive directors, especially for the supervisory board chairman.

Fourth, it can be expected that from the point of view of availability, there will be considerable reticence in nominating non-Dutch nationals as supervisory board chairmen. This will particularly be the case for those Dutch companies that are strongly anchored in Dutch society and that play a vital role therein, given that they are in the forefront of public attention and scrutiny.

In conclusion, the role of supervisory board members, and especially that of the chairman, will continue to change over the next few years.

*Rients Abma is managing director of Eumedion, the association of the largest Dutch institutional investors.*

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## Foreword by Rob Pieterse

*Chairman of the VEEO*

A famous Dutch author once said: “Things will never be as they were, but who cares, because they are bad enough as they are.” And that is exactly how it is! Much has changed for the better but there is still a lot that can be improved in future.



It cannot be denied that many things have drastically changed in the area of corporate governance since the introduction of the Dutch Corporate Governance Code (Tabaksblat Code). Maybe even more important were the consequences of the introduction of the Euro for Dutch public companies. Some important currency risks were eliminated and non-European investors started investing more easily in the Euro-zone. In addition to well known and familiar Dutch institutional and private investors, all sorts of Anglo-Saxon investors appeared on the stage. At the same time the percentage of foreign investors in public companies listed on the Euronext exchange is currently estimated to be 80 per cent and that is certainly the case for the AEX- and AMX (Midcap)-index companies. These foreign investors all brought along their own culture (where have we heard that before?), mainly based on the financial interests of shareholders and a one-tier governance structure. The Tabaksblat Code has given these investors additional means not only to express their wishes but also to enforce them. We have had to learn to live with this situation, but not everyone is used to it yet!

This Spencer Stuart study offers a good, spot-on insight into how supervisory board directors — and more specifically supervisory board chairman — cope and often struggle with these challenges. And theirs is not an easy task! The tenure of chairmen of executive boards (today usually referred to as CEOs) has reduced to well under five years; company strategies are categorically questioned and challenged in public and their execution and implementation must yield results in the short term. The position of the supervisory board chairman who needs to “supervise” in this turbulent environment — on the basis of information that is controlled by others — is not an enviable one. And all that effort for remuneration that is only a fraction of the CEO and executive board members’ pay. It is therefore not surprising that nowadays voices are heard openly advocating the reinstatement of either temporary or more permanent

anti-takeover defence measures, supported by some political parties and trade unions. Would a one-tier board cope more effectively with these new challenges?

The present governance model has its own “birth defects,” that need to be addressed before other, newer measures are taken. For a start, public companies do not know the shareholders with whom they need and want to communicate. It is worth studying whether the UK model of shareholder registration should be introduced right across Europe (but in any case for Dutch public companies). Apart from a better insight, (electronic) real-time shareholder registration offers banks and trust companies an interesting new source of business, while public companies could save on the costs of reports that indicate where shareholders might be without being very concise or reliable.

The basic concept of general shareholders meetings should also be reconsidered. Although this platform was originally designed as an important communication tool between shareholders and the company, over the years this meeting has developed into a forum for shareholders (often smaller ones) who love to hear themselves speak about subjects which are either less relevant or not on the agenda. Communications with large shareholders hardly ever take place during the general shareholders meeting, but usually on different occasions and elsewhere. Changing the general meeting of shareholders into a gathering where decisions are taken (in person, by proxy or electronically, etc.) would be a considerable improvement.

On the whole, general shareholders meetings often suffer very low attendance rates and are at times dominated by small groups and/or individuals. Activist institutional investors can easily exploit such situations, by using their majority vote, or presence, during the meeting. It goes without saying that it is questionable whether the decisions taken during such shareholder meetings actually represent the opinion of the majority of all shareholders. It might be better to consider submitting important and constitutional matters (such as firing directors, a change of the company charter, etc.) to a second round of voting with the requirement of an absolute majority of all shareholder votes.

Although it is a positive development that public companies may be given more freedom in choosing the governance model of their liking (either the one-tier or two-tier model), we should not expect miracles from that. The separation between supervision and execution is less evident in the one-tier model than in the two-tier structure and a more effective flow of information



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(resulting from more frequent board meetings) is not only confined to the one-tier model. Before entirely moving to the one-tier structure, more in-depth research in this area would seem sensible.

Finally, the subject of remuneration of supervisory board members. The current remuneration practice may have been reasonable in the days when the agenda and minutes were read in the back of the car on the way to the meeting, however those times are, fortunately, behind us now. It is not realistic anymore to pay a supervisory board chairman € 30 000–€ 70 000 p.a. to supervise a CEO who earns more than € 1m p.a. With the appointment of more non-national supervisory board members, this situation becomes even more problematic. Would it not be more in line with their actual responsibilities, if supervisory board chairmen and board members received the same proportional compensation as the chairman and members of their executive boards respectively? If, under normal circumstances, a supervisory board chairman or member spends for example 10 per cent of his or her available time on a particular supervisory board chairmanship or membership, it would not be unreasonable to also pay him or her 10 per cent of the base compensation of the executive board chairman or member respectively.

The subject of corporate governance is constantly in a state of change and that is a positive thing — not only to incorporate the requirements of various interest groups, but also to obtain input from Corporate Governance Committee(s) and the legislature, enabling the emergence of a corporate governance system that is flexible and offers tailor-made solutions as far as possible. This study certainly contributes to that process.

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## Executive summary

*The role of the chairman of the supervisory board of large exchange-listed companies in the Netherlands is changing.*

The chairmanship of the supervisory board of large listed companies in the Netherlands has undergone significant changes in the past five years and further changes to the role are likely in years to come. Some of these changes are the direct result of laws and regulations, such as the Dutch Corporate Governance Code (2003), also known as the “Tabaksblat Code”, and the changes in the Dutch Structure Reform Act (2004). Other changes to the chairman’s role result from advancing internationalisation of the capital markets, the increasing influence of shareholders, the advent of the ‘CEO model’ (also occurring in the Netherlands), the interest of broader stakeholders, and the political and media attention on good corporate governance.

This is the main conclusion from a survey recently conducted by consultants of Spencer Stuart in Amsterdam with the support of Dr Stefan Peij. Interviews were held with 22 supervisory board chairmen and eight chairmen of executive boards of the largest (AEX- and Midcap-listed) companies in the Netherlands. The results of these structured interviews provide a clear and unambiguous picture of the changes that are taking place.

The survey raised thirteen key themes which are set out with conclusions below:

**LAWS AND REGULATIONS** The increase in the number of laws and regulations (and the need to monitor compliance) is seen by supervisory board chairmen and by CEOs as the most important development in recent years. Some supervisory board chairmen consider the proliferation of regulations to be an obstruction, leading to risk-avoiding behaviour, potentially even suppressing the spirit of enterprise. Others acknowledge that all these measures have clearly had a positive effect on the development of corporate governance.

**ANTI-TAKEOVER PROTECTION MEASURES** Supervisory board chairmen still uphold the importance of protecting an enterprise against hostile takeover bids, but with fewer anti-takeover measures and for a limited time only.

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**CHANGES IN THE BOARD MODEL** Those supervisory board chairmen interviewed consider an evolution toward the one-tier board model to be one of the most important developments. In the existing two-tier model, the board member is regularly faced with the dilemma of meeting the expectations of all “stakeholders” characterised by the Dutch two-tier system on the one hand and the ever-increasing pressure from shareholders on the other. There is also the more complex management role that results from working with more board committees, where the supervisory board chairman is responsible for feeding back information, basic principles and recommendations from the various committees to the plenary supervisory board.

**MANAGEMENT AND SUPERVISORY COMMITTEES** An important development is the advent and increasing importance of the various board committees. Important challenges for the supervisory board chairman include the need to clearly dictate how the responsibilities within the supervisory board and the audit committee are shared, and to direct the communication of the various committees toward the supervisory board as a whole.

**COMMUNICATION WITH SHAREHOLDERS** Even more than the supervisory board chairmen, CEOs are convinced that shareholder meetings and in particular the role of the supervisory board chairman have fundamentally changed since 2000. Chairmen themselves also acknowledge changes in the communication between them and the shareholders.

**COLLABORATION OF THE SUPERVISORY BOARD CHAIRMAN WITH THE CEO**

The chairman collaborates more and more intensively with the CEO. In terms of duties and responsibilities the demarcation line for these duties and responsibilities is gradually shifting between the chairman and the CEO. In particular there appears to be some ambivalence when it comes to strategy. In most cases the supervisory boards are holding separate strategy sessions (with executive boards) in which the strategy of the enterprise is discussed in great detail and subscribed to by the supervisory boards. The question remains, who will be responsible for the strategy of the enterprise in the event of pressure from the outside.

**COLLABORATION WITHIN THE SUPERVISORY BOARD** In recent years, collaboration within the supervisory board has become more businesslike and more intensive — as a result of more board committees, increased pressure from shareholders and the introduction of foreign supervisory board members, among other things. There appears to be more frequent contact among supervisory board members themselves, while self-evaluation and professionalisation are more in the spotlight.

#### **INFORMATION FOR, AND KNOWLEDGE LEVEL OF, SUPERVISORY BOARD MEMBERS**

Both supervisory board chairmen and CEOs confirm that there is an almost unbridgeable knowledge gap between the supervisory board and management, as well as within the supervisory board itself. It seems the widest gaps are found in the financial and technology sectors because of the specialist knowledge typical in these sectors. Such knowledge is essential if supervision is to be effective. It also appears that more and more supervisory board members consult other sources of information than just the executive board.

**COMPOSITION OF THE SUPERVISORY BOARD** The survey suggests that diversity within the supervisory board (in terms of gender, age and origin) enhances the quality of the decision-making process and the effectiveness of the supervisory board. However, diversity is not the only solution: what matters is the quality of the individual supervisory board members — irrespective of their origin and gender — and their cultural and personal fit with the team. Also their understanding of how to work within a two-tier board system (vs. a one-tier board) is seen as an important factor.

**TIME SPENT BY THE SUPERVISORY BOARD CHAIRMAN** Most supervisory board chairmen spend 30 to 60 days a year on the chairmanship. Chairmen in a one-tier model spend more time on their supervisory directorship than those in a two-tier structure.

**REMUNERATION OF THE SUPERVISORY BOARD** Most chairmen agree with the assertion that remuneration of supervisory board members should not depend on the performance of the enterprise. There is a general view that remuneration for supervisory board members has lagged far behind changes in the amount of time spent and the increased responsibilities and risks inherent in the role.

**CONSEQUENCES FOR THE ROLE OF SUPERVISORY BOARD CHAIRMAN** During the past five years, the pace of change has accelerated and the consequences are clearly visible: more business-like relationships; more transparency, accountability and communication; more representative duties; broadening the number of internal and external parties with whom frequent contacts are kept; more risks, duties and responsibilities. All these matters, as well as more transparency in the position of supervisory board chairman, have essentially changed the role.

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**THE FUTURE OF THE SUPERVISORY BOARD CHAIRMAN** These developments will continue in the future, the most important of these being: a shift toward the properties and now probably the statutory framework of the one-tier board model; continuous strengthening of the ‘CEO model’; increased responsibilities of the supervisory board chairman in terms of strategic choices; more immediate influence of shareholders; and a more explicitly visible role for the chairman — or, as one interviewee concisely put it, “the UK one-tier board chairman”. Two-thirds of the supervisory board chairmen we interviewed said that further action was needed, especially in terms of remuneration for supervisory board members.

Our conclusion from this study is that the role and responsibilities of the supervisory board chairman have changed over the past few years and will continue to change. More than ever before, the supervisory board chairman is aware of his responsibility for independent internal supervision; administering effectively the chosen board model; the complexity of collaboration with stakeholders and shareholders; delegating supervisory duties to board committees; the changing relationship with the CEO; the role of society and media; and the importance of a diverse and professional supervisory board. He or she will increasingly be faced with the dilemma of balancing shareholders’ expectations with the strong orientation towards stakeholder in the Netherlands.

The supervisory board chairman has become the pivot around which management and supervision are turning. The balance of the chairman’s role (and that of the entire supervisory board) appears to have tipped in favour of the supervisory element and the important aspect of “sparring partner & trusted advisor” is diminishing in importance.

## Introduction and context

*Developments in the boardroom and in society are forcing supervisory boards to play a different role. “We have done it like that for ages”, is an oft-heard catchphrase from supervisory board members in response to reading the Dutch Corporate Governance Code. Rules can be annoying, but supervisory board members agree that they have had a positive impact on the development of corporate governance in terms of more responsibilities, more accountability and more transparency.*

Together with the advent of ‘activist’ shareholders, the potential evolution towards the one-tier model, the increase of the number and the importance of board committees, the rise of the ‘CEO model’ and various corporate scandals, supervisory board members consider the increase in laws and regulations as one of the most important developments in corporate governance.

In 2002, the US passed the Sarbanes-Oxley Act in response to accounting and fraud scandals affecting the likes of Enron and WorldCom. Six years later these companies are still quoted as examples of wrongful acts high up in the hierarchy of enterprises. In later years, similar incidents occurred at organisations such as Ahold, Parmalat, Tyco and KPNQwest. Senior executives of some of these companies were sent to jail in the US for many years. In the Netherlands and in the rest of Europe supervisory and managing directors have also been convicted for their involvement in scandals. In the meantime, corporate governance has become less ‘mechanistic’ — Enron had great but poorly tested internal corporate governance guidelines — and the ‘softer’ elements, such as the atmosphere within the supervisory board, individual contributions by supervisory board members, individual knowledge level, a positive critical stance toward management, commitment, group dynamics, mutual trust, independence and integrity are all better recognised today.

These developments caused changes in the role of the supervisory board chairman. Little by little the two-tier board model came under pressure and the supervisory board chairman started to work closer together with the CEO. In turn, the CEO has become ‘primus inter pares’ within the management team. The advent of the ‘CEO model’ and the associated power of the CEO put extra demands to the checks and balances that are deemed necessary within the enterprise as a result.

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Internally the management aspect of the supervisory board chairman's role has become more important due to working with more board committees. At the same time, the supervisory board chairman is forced to play a more external role, for example in communicating with shareholders and through other representative duties. In the Netherlands, the emphasis is still on the so-called 'stakeholder orientation' and many supervisory boards are continuing to interpret their task in a reactive way, while shareholders have become more assertive and expect a leading, proactive role from supervisory board members. As a result, supervisory board members are clearly divided: "Capital markets expect more from the supervisory board chairman than what was usual in the two-tier system." Nevertheless, the final substance of the role of supervisory board chairman is, to a large extent, determined by the person, his board philosophy and his interpretation of the role. It should be noted that many supervisory boards are in fact almost operating as one-tier boards, albeit generally with a lower meeting frequency.

At a time when political and social interest is particularly focused on the remuneration of supervisory board members and diversity in board composition, the supervisory board chairman is supposed to navigate between the interests of the enterprise and its shareholders (with the emphasis on results and dividend) and stakeholders. At the same time he must reflect on his own role and the extent to which it is reactive or proactive and leading.

## Laws and regulations

*Supervisory board chairmen consider the increase in laws and regulations to be the most important development in recent years. One supervisory board chairman was quoted as saying: “I find that under the influence of having to comply with the rules, more and more responsibilities are passed on to supervisors. I also note that more legal advice is sought by executive boards and supervisory boards.”*

The most important objectives behind the laws and regulations include: stimulating the quality of management and the way enterprises are run; gaining more confidence from society, shareholders and stakeholders; and protecting and strengthening the reputation of enterprises and sectors as a whole.

Fifty per cent of supervisory board chairmen consider laws and regulations as an obstacle, one that may in turn lead to risk-avoiding behaviour: “SOX is a disaster and the Tabaksblat code relies too much on the UK Combined Code.” The remaining fifty per cent consider the regulations to be a useful guideline for the improvement of corporate governance. Most CEOs agree with the latter group.

Most of supervisory board chairmen agree that corporate governance guidelines do not get in the way of real entrepreneurship.



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## Anti-takeover protection measures

*Supervisory board chairmen still uphold the importance of protecting an enterprise against hostile takeover bids. But with fewer anti-takeover measures and for a limited time only.*

Supervisory board chairmen believe that anti-takeover measures must be fostered, rather than rejected. However, these provisions must not be set too high: “It is useful to set up a anti-takeover measures for a limited time, but not for too long and only against a possible hostile takeover.” Most CEOs would rather break down the anti-takeover measures.

Traditionally, several anti-takeover measures were in place in the Netherlands, such as preference shares and limiting the voting rights through issuing depository receipts (“certificaten”), but today’s companies restrict themselves (as a result of the Dutch Corporate Governance Code, among other things) to the right of issuing preference shares in the event of an imminent hostile takeover.

In recent years, shareholders’ meetings have often seen voting taking place for the abolition of depository receipts as an anti-takeover measure. Depository receipts are still being issued, but mainly to gain sufficient representation at shareholders’ meetings.

Because of the pace at which these anti-takeover measures were abolished, Cabinet decided that the Netherlands should not take too much of a leading role and not to prohibit depository receipts as an anti-takeover measure by law. At the same time, the effect of issuing preference shares has been extended, often from 50 per cent to 100 per cent of the outstanding shares. In many cases a time limit for the effectiveness of this measure has been changed from 24 to 12 months.

## Changes in the board model

*The supervisory board chairmen we interviewed consider the shift toward the one-tier board model to be one of the most important developments. As one chairman remarked: “For many years I believed the two-tier board model would come out on top. However, if something within the company goes wrong, the two-tier system is poised to fail.” Chairmen are working with more board committees (see below), where they are responsible for feeding back information, basic principles and recommendations from the various committees to the plenary supervisory board.*

An important international corporate governance trend is the substantial convergence that has occurred in the one-tier and two-tier system since the 1990s. In the Netherlands, some boards have gradually shifted towards operating as they would under the one-tier model.

Studies have shown that the increasing influence and interference from shareholders and other stakeholders in the policy of the enterprise has led to closer collaboration between supervisory directors and executive board directors. More than half the supervisory board chairmen we interviewed commented that the Anglo-Saxon one-tier board system is in fact already the methodology used by Dutch supervisory and executive boards. CEOs do not agree with this point of view; at this point in time they see a clear ‘remote’ role for the supervisory board. Because of the traditional tendency towards reactive supervision in the two-tier system, and the influence from stakeholders, one of the CEOs commented: “The Rijnland model is rather soft.”

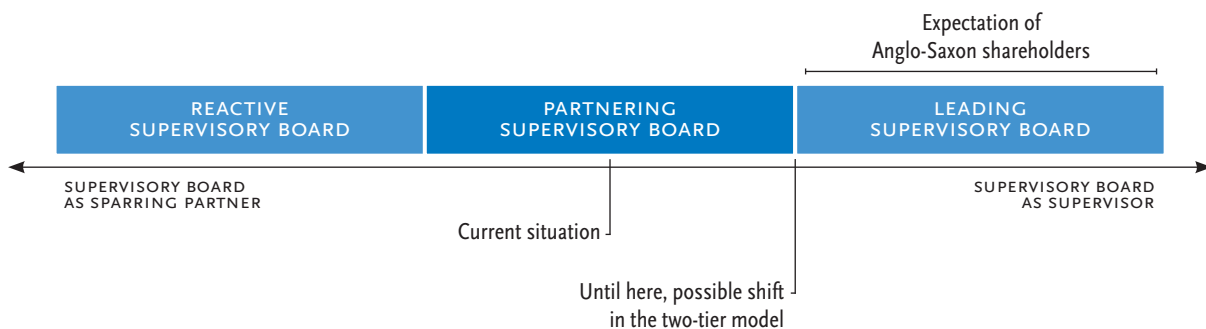
The close collaboration referred to above concerns the supervisory board chairman and the CEO in particular. In most countries where the one-tier system operates, these positions can legally be combined. In the United Kingdom in particular, combining the roles of chairman and CEO has become rare, due to the stipulations in the Combined Code. In the US, the roles are combined in most enterprises (65 per cent of the S&P 500 companies in 2007 compared with 75 per cent in 2002), as detailed in the *Spencer Stuart Board Index 2007*. Checks and balances are usually made through the appointment of a ‘lead director’ (‘senior independent director’ in the UK), who plays the role of leading, independent non-executive director.

Two-thirds of the supervisory board chairmen who were interviewed saw the need for the supervisory board to shift from a reactive role towards a more proactive, leading one.

The illustration below (figure 1) shows that Anglo-Saxon shareholders expect supervisory board members to take a more leading role in important board processes, although historically the two-tier structure provides for a more reactive, or at best, assisting role.

The role of supervisory boards in the Netherlands is moving towards more of a partnership role, and even a leading one, with supervisory boards demanding more information and placing greater emphasis on their supervisory task. “In today’s world, supervisory board members have become supervisors rather than sparring partners,” commented one chairman.

Figure 1: The role of the supervisory board.



## Management and supervisory committees

*An important recent development is the advent and increasing importance of the various board committees and the role of committee chairman.*

“The chairman of the audit committee has become considerably more powerful,” commented one supervisory board chairman. Supervisory board chairmen consider committees to be useful and believe these committees have made their work and the duties of the supervisory board easier and more efficient, especially in terms of their accountability and better preparation in the decision-making process within the supervisory board. Committees demand more time from supervisory board members who are involved. On the other hand, the committees provide more effective ‘control’ and professionalism on the part of supervisors and those responsible for the policies respectively.

Board committees focus on supporting the decision-making process in the supervisory board (supervisory committees) and/or on supporting the draft and execution of policies (operational committees). In particular, the use of supervisory committees has sharply increased, as shown in the annual *Spencer Stuart Board Index*. Almost every company quoted on the stock exchange has appointed an audit committee.

Governance codes make committees more or less compulsory for a supervisory board consisting of five or more persons. It is important for the supervisory board chairman to be able to properly organise and direct the coordination between the committees and the full supervisory board, both in terms of process and substance. For example, as far as the annual budget is concerned, should the audit committee only concern itself with form and process, or also content?

## Communication with shareholders

*On the issue of shareholder communication, the opinions of supervisory board chairmen and CEOs differ. In view of the tightened accountability rules, supervisory board chairmen are more ‘on the ball’, which is what shareholders and analysts expect.*

The position of shareholders of Dutch enterprises is changing particularly because values and standards imported from Anglo-Saxon countries.

Over the past decade, shareholders in the 25 largest exchange-listed Dutch companies have come from many foreign countries. In 1995 “only” 37 per cent of shares in AEX companies were in the hands of foreigners, whereas in 2005 this had increased to 75 per cent.

Looking at the geographical spread of foreign holders of Dutch shares, we find that more than half those shares are in the hands of Anglo-Saxon investors.

New controlling rights for shareholders have had some important consequences. First, shareholders are making more use of their newly created rights. Second, there has been some pressure to reduce the number of legal anti-take-over measures in Dutch exchange-listed companies. Third, as a result of the combination of the first two consequences above and the relatively low degree of participation by shareholders at the general meeting of shareholders, Dutch companies have become more vulnerable to decision-making by incidental majorities and to ‘noisy’ shareholders demanding change. Fourth, disputes are more and more frequently fought out in court. Fifth, society has developed a

Investors' backgrounds	1995	2005
Foreign institutions	37%	75%
Dutch institutions	24%	10%
Dutch non-financial institutions	19%	2%
Dutch private individuals	19%	5%
Dutch government	0%	1%
Unknown	1%	7%

Table 1: Geographical spread of shareholders in Dutch AEX-listed companies

growing awareness of corporate governance. One of the problems challenges for the supervisory board chairman is the fact that such foreign investors — especially Anglo-Saxon, but also those from Belgium, for example — have a rather different frame of reference on corporate governance. This may result in different shareholder expectations and may require careful manoeuvring in terms of investor relations.

Shareholders have gained more influence and manifest themselves more openly in the media and in the business community, so the discussion about governance has mainly focused on shareholders in recent years. The supervisory board chairman and the CEO can feel shareholders breathing down their necks and this puts them both under pressure.

So what are the consequences of all this for the role of the supervisory board chairman? The concrete changes in communication with shareholders include the fact that communication has become more businesslike and forceful, the role of the chairman at the general meeting of shareholders has become more pronounced, and shareholders are clearly more involved and more active (though not always professional).

The supervisory board chairman has broader commitments towards third parties (such as the AFM) and is more involved in external relationships. “There are more contacts between the chairman and institutional investors. I am definitely more exposed than in the past,” said one chairman.

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## Collaboration of the supervisory board chairman with the CEO

*The chairman collaborates more and more intensively with the CEO. In terms of duties and responsibilities the demarcation line for these duties and responsibilities is gradually shifting between the chairman and the CEO.*

In today's world, most supervisory board chairmen say that supervisory board members are now supervisors rather than sparring partners or trusted advisors. As a result of increased regulations, feeling personally more exposed and with shareholders breathing down his neck, the inspector aspect of the role has gained ground at the expense of being a discussion partner, confidant or sparring partner to the CEO. However, the frequency of contact between the supervisory board chairman and the CEO has clearly increased: "Today's supervisory board chairman keeps the CEO more on his toes."

"Supervisory board directors should not be afraid to step into the shoes of the CEO if a company becomes the target of a takeover," says AFM board member Koster. "The relationship is based on a delicate balance." CEOs perceive that they have less autonomy these days and there also seems to be more business-like interaction between the supervisory board chairman and the CEO than in the past.

Consequently, supervisory board members are better informed and play a more clearly advisory role, while the supervisory board chairman is more involved in the everyday operation at the top of the enterprise and also often at one level below. "There is of course a risk that matters will be dealt with between the CEO and the supervisory board chairman too much on a bi-lateral basis," one of the chairmen remarked. In such cases, some supervisory board members may be bypassed, with the exception of committee chairmen. In this context an important responsibility rests with the company secretary, a role that now exists at practically all AEX and Mid-cap enterprises and which is becoming increasingly important.

## Collaboration within the supervisory board

*In recent years, collaboration within the supervisory board has become more business-like and more intensive — as a result of more board committees, increased pressure from shareholders and more appointments of foreign supervisory board members, among other things. There appears to be more frequent contact among supervisory board members themselves, while self-evaluation and professionalisation are more in the spotlight.*

One of the reasons given for this new level of collaboration is the introduction of many more foreign supervisory board members. “Self-evaluation was a bit of a joke when I first put it on the agenda,” said one supervisory board chairman. Today, however, it has become a regular annual item on the board agenda.

Today, the supervisory board chairman plays a more directorial role than in the past. He is now more concerned with strategy, succession planning, remuneration, directing board committees, external communication and evaluation of board performance — he has therefore become more the ‘hub in the wheel’ of the board room. His dealings within the supervisory board have become more formal, business-like and professional. It also appears that committees are taking the lead in important matters and improving the transparency of certain processes.

For both the supervisory board and the management board, succession planning has become a more open and transparent process in most instances. Not long ago it was the CEO who took the lead in this process and generally had too much say in the matter.



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## Supervisory board members and information

*Both supervisory board chairmen and CEOs acknowledge that there is a 'knowledge gap' between the supervisory board and the executive board as well as an inequality in the level of know-how within the supervisory board. It seems that the widest gaps are found in the financial, healthcare and technology sectors because of the specialist knowledge required in these sectors, which is essential if supervision is to be effective. Supervisory board members often consult other sources of information than just the executive board.*

The external auditor, training and induction programmes have also become important resources, but it is still an undeniable fact that roughly 85 per cent of information comes from the executive board. This information is passed on in writing and at meetings.

Most supervisory board chairmen are having very frequent one-on-one consultations with the CEO. These range from weekly to several times a month. Only a small percentage of supervisory board chairmen operate at such a distance that mutual consultation with the CEO takes place a couple of times a year.

In many cases the supervisory board and second line managers meet formally once a year — not by their own initiative, of course, and usually in consultation with the CEO/executive board. Most supervisory boards have one meeting a year at which the second tier of management gives a presentation of their business plans to the supervisory board. Other sources of information include the annual strategy day or a visit of the supervisory board to an establishment outside the regular location where meetings are held, and the external auditor (particularly via the audit committee). The company secretary, external management consultants, conferences and external gatherings all act as further sources of information.

Most companies make use of an induction programme for supervisory board members. Many companies have no standard programme and the initiative for setting one up is left to the supervisory board chairman or the new board member. In many instances supervisory board members do get properly trained and receive technical, legal, market/sector-focused and in-company briefings.

Three-quarters of the supervisory board chairmen and CEOs who we interviewed acknowledge that there is a knowledge gap between the supervisory board and management, but accept this as normal. “We should not step into the shoes of management,” is a common response. On the other hand, it is widely believed that some supervisory board directors should be recruited on to the supervisory board who know a specific sector or have functional knowledge.

## Composition of the supervisory board

*The survey suggests that diversity within the supervisory board (in terms of gender, age and origin) enhances the quality of the decision-making process and the effectiveness of the supervisory board. Or, as supervisory board chairmen put it: “Women are great for the decision-making process as they have a different take on many matters. But they are not the only solution,” and “Diversity, particularly internationalisation, works very well”. They agree that in the end what matters is the quality of the individual supervisory board members — irrespective of their origin and gender — as well as the board as a whole.*

CEOs are more outspoken on this matter, seeing diversity as valuable for the quality and effectiveness of the decision-making process; they believe that diversity contributes to the better availability of sufficiently qualified supervisory board members.

The figures on diversity say it all: in Dutch quoted companies more than 25 per cent of supervisory board members are from other countries and fewer than 7 per cent of supervisory board members are female. 88 companies (72.1 per cent) have not appointed a single woman on to their executive or supervisory board. 27 of the 48 female supervisory board members and executives (56 per cent) are not Dutch nationals; for their male counterparts the figure is 26.9 per cent. The financial sector has the highest proportion of women on their executive and/or supervisory boards (53 per cent).

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Supervisory board chairmen do not always share the same opinion on this matter. They see the usefulness and value of diversity depends mainly on the nature and the type of business, because although diversity may add quality to the board, it doesn't necessarily increase effectiveness and will not lead to better availability. Their ambivalent view and the sensitivity of the subject are forcing chairmen to look at this issue from all points of view.

The opinions of supervisory board chairmen are also divided on the possible shortage of qualified supervisory board members in the future. Approximately 50 per cent believe such a shortage is imminent or already exists to some degree, whereas the rest believe there is a sufficient supply of qualified supervisory board members. Clearly, more financial experts (particularly CFOs and former partners of large accountancy firms) are being called upon, but fewer consultants, lawyers, politicians and professors — traditionally important resources for female candidates for the supervisory board — are being recruited.

Candidates for supervisory board membership have become critical and selective and often perform a thorough 'due diligence' on the company and its management before they accept a new board position. There is, after all, a growing list of demands, risks and liabilities, with still only a relatively small compensation available in return.

The Dutch tradition of recruiting supervisory board members from among the former top management of large Dutch companies (Shell, Philips, Unilever, Akzo Nobel, DSM as well as the major banks and insurance companies, etc.) still exists. However, a new phenomenon has emerged: new supervisory board members are also sought from among the second tier of management in those companies.

One of the big challenges mentioned by many supervisory board chairmen is the recruitment of more 'active' (read younger) CEOs and executive supervisory board members. Active CEOs or CFOs from larger companies are much sought after as supervisory board directors. Often these candidates have no time for a supervisory directorship or their own supervisory board will not allow them to accept such a directorship until in the last years of their executive career. The UK phenomenon of the 'professional independent director' has not yet really come into fashion in the Netherlands.

According to the Dutch Corporate Governance Code, supervisory board members may hold no more than five 'points' (supervisory directorships of Dutch companies listed on the stock exchange), with a chairmanship counting

as two points. This measure restricts the availability of qualified supervisory board members of course, although its impact is limited. It does not take into account the acceptance of even more substantial supervisory directorships with foreign enterprises or in the private or non-profit sector. In this respect, suitable candidates have become even more critical when accepting a supervisory directorship, since points quickly fill up.

## Time spent by the supervisory board chairman

*Most supervisory board chairmen say they spend 30 to 60 days a year on their chairmanship. This is considerably more than 10 years ago, when ‘a few days a month’ was more common.*

These are mostly chairmanships of two-tier boards. “A one-tier supervisory directorship takes more time,” says one supervisory board chairman. “But then you will be present when all important decisions are made.”

Naturally, the amount of time spent also depends on the personal interpretation of the role and working methods.

Most supervisory boards (60 per cent) have meetings once or twice a year without the executive board present. 24 per cent of boards have meetings at least eight times a year without the executive board.

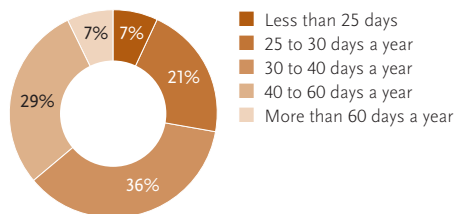


Chart 1: How much time in total do you spend as supervisory board chairman?

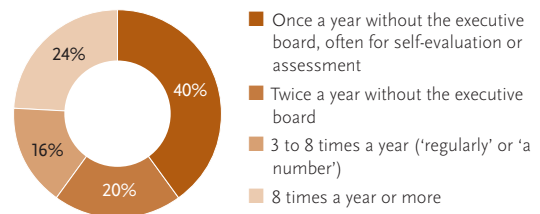


Chart 2: How many times a year does your supervisory board hold a meeting without the executive board?

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## Remuneration of supervisory board members

*Most chairmen agree with the assertion that remuneration of supervisory board members should not depend on the performance of the enterprise. There is a general view that remuneration for supervisory board members has lagged far behind changes in the amount of time spent and the increased responsibilities and risks inherent in the role.*

The Dutch Corporate Governance Code recommends that the performance of an enterprise should have no bearing on the remuneration of its supervisory board members. Options or shares potentially have a negative influence on a board member's independence. This recommendation has the support of almost two-thirds of the supervisory board chairmen we interviewed. Those who do not object in principle to performance-related remuneration demand that in such cases the remuneration should be of a long-term nature.

Interestingly, the CEOs we interviewed held a quite different opinion. A majority supports the concept of performance-related remuneration for supervisory board members. In keeping with the opinion of the supervisory board chairmen they also call for remuneration based on long-term performance. The US *Spencer Stuart Board Index* shows that 83 per cent of independent chairmen and 17 per cent of non-independent chairmen receive additional remuneration in the form of shares and/or share options.

It is generally agreed that remuneration for supervisory board members has not kept track with the changes in time spent and the increase in the number of responsibilities, duties and risks. Remuneration for the supervisory board chairman of the larger companies with a two-tier structure is shown in table 2 on page 28.

There have been recent increases of between 10–55 per cent in the remuneration of supervisory board chairmen at ABN Amro, Akzo Nobel, Corporate Express, ING Group, Randstad and ASMI.

Larger mainly Dutch bi-national companies with a one-tier structure (all of a multinational character) pay their supervisory board chairman as shown in table 3.

The average remuneration of Dutch supervisory board directors in 2006 was € 42 115, an increase of 24.5 per cent compared with 2004. The average annual increase of remuneration for supervisory board members in the period from 2000 to 2006 was 9.8 per cent. Remuneration of supervisory board chairmen increased by 12.1 per cent per annum in the same period. These figures include the remuneration of supervisory directors in the one-tier board structure.

Table 2: Supervisory board chairman remuneration for large companies with two-tier boards

Company	Remuneration* (2007, €)	Company	Remuneration* (2007, €)
Randstad	90 000	KPN	65 000
ABN Amro	85 000	Aegon	60 000
Akzo Nobel	75 000	Heineken	60 000
Corporate Express	75 000	Ahold	55 000
ING Group	75 000	Wolters Kluwer	51 000
Philips**	75 000	DSM	50 000
Endemol	75 000	ASMI	50 000
Numico (2006)	70 000	Getronics (2006)	45 000

Table 3: Supervisory board chairman remuneration for large companies with one-tier boards

Company	Remuneration* (2007, €)
Royal Dutch Shell (NL/UK)	750 000
Unilever (UK/NL) (2006)	520 152
Fortis (NL/B)	400 000
Corus Plc (NL/UK/IND.) (2006)	375 837
Reed Elsevier (NL/UK)	350 000
LogicaCMG (NL/UK)	228 780

\* These figures exclude any committee fees, attendance fees, travel and other expenses that may be disbursed.

\*\* Philips is going to pay its new supervisory board chairman € 110 000 a year from 2008, the first increase in the remuneration scheme at the electronics company since 1998.

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Two-thirds of companies pay their supervisory board members extra allowances on top of a basic retainer, such as attendance fees and for participation on committees. For instance, the chairman of the Philips audit committee receives € 15 000 and the members € 10 000. The chairman of the remuneration committee receives € 12 500 and the members € 8 000.

In general it is thought that there will be a substantial increase in the remuneration for supervisory board members in the future, in order to do justice to the greater responsibilities and risks inherent in the position, to guarantee a sufficient high-quality inflow of candidates to large Dutch enterprises, and in order to recruit qualified foreign supervisory board members.

There is a case to be made that the Dutch remuneration scenario should evolve to the point where compensation for the chairman would equate to, for instance, 20 per cent of the base salary of a CEO, or the number of days spent in the position multiplied by the maximum rate of a top consultant or adviser. For the large exchange-listed companies in the Netherlands this would amount to an annual remuneration for supervisory board chairmen of at least € 150 000 to € 200 000. These figures could be further increased by a move to a one-tier model.

## Consequences for the supervisory board chairman

*During the past five years, the pace of change has accelerated and the consequences are clearly visible: more business-like relationships; more transparency, accountability and communication; more representative duties; broadening the number of internal and external parties with whom frequent contacts are kept; more risks, duties and responsibilities. All these matters, as well as more transparency in the position of supervisory board chairman, have essentially changed the role.*

The most significant consequences of the changes for supervisory board chairmen include the following:

- > Higher demands are made of the chairman than in the past — more leadership, more exposure and personal visibility, more responsibility. “The best way to throw a magnificent career away is to become chairman of a supervisory board,” remarked one chairman, wryly.
- > Membership, of the supervisory board means greater involvement and more interest in the role of the chairman; more time spent and meetings; higher requirements in terms of knowledge; more intensive collaboration with the CEO and committees; more pressure; and the role of sparring partner outside of meetings. One chairman observed: “If I could do it all over again, I would take up one large chairmanship and keep an office with the company where I am a supervisory board member.”
- > More emphasis on supervision, less on intuition, more work in board committees, more accountability.

Not a single supervisory board chairman would deny that these changes have had significant consequences for the role. The emphasis for the chairman is more on playing a leading rather than a following role. In this sense, the limitations of the two-tier model manifest themselves in an ever-recurring dilemma for the supervisory board chairman. Whereas shareholders expect the chairman to play a proactive, leading role, Dutch two-tier model merely expects the chairman to hold on to the stakeholder orientation and not go further than simply facilitating the board.



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Many qualified supervisory board members are reticent about taking on a chairmanship. Having said that, many supervisory board chairmen are enthusiastic about, and proud of, the important role and position they hold, both for the company and in a wider social context.

## The future of the supervisory board chairman

*Those we interviewed anticipate further developments in the future, with the supervisory board chairman becoming more like a UK one-tier board chairman.*

Supervisory board chairmen characterise the future as follows:

- > A shift towards the characteristics and legal framework of the one-tier board model, the strengthening of the 'CEO model' and a further increase in Anglo-Saxon influences as a result of the increasing internationalisation of capital markets, among other factors.
- > Greater responsibility for and influence over strategy from the chairman and supervisory board members and consequently more involvement in strategic choices.
- > More emphasis on (and direct influence from) the shareholder.
- > A more emphatic and more visible role for the chairman.
- > The 'checks and balances' at the top of the enterprise will have to be redefined.

Almost a third of the interviewees indicated that no actions are necessary. A third indicated that better remuneration for supervisory board members is the most important action item.

Another third made various suggestions for action items, such as: more clearly describing the role of the chairman in corporate governance guidelines; investing in knowledge and professionalism (taking courses, organising strategy days); further restricting the number of supervisory directorships (i.e. not more than one chairmanship); having meetings more frequently than six times a year; establishing clearer standards by the AFM for the evaluation of annual reports; putting more focus on risk management; more attention of the chairman on board meeting discipline; improving access to subsidiaries for more information; aiming for standardised European company legislation and/or European corporate governance guidelines (a new level playing field); and introducing the one-tier board model.

## Appendix: list of interviewees

### *Chairmen and members of supervisory boards*

<b>Willy Angenent</b>	Chairman of the supervisory boards of Vedior NV and FMO. Member of the supervisory board of the Hermans Groep BV. Former executive board chairman of Laurus NV and former CFO of VendexKBB NV.
<b>Adri Baan</b>	Chairman of the supervisory boards of AFM, Hagemeyer NV, Wolters Kluwer NV and Volker Wessels BV. Member of the supervisory board of Oce NV and member of the Board of ICI Plc. Former executive board member of Philips NV.
<b>Jan-Diederik Bax</b>	Chairman of the supervisory boards of Vopak NV and Smit Internationale NV and member of the supervisory board of SBM Offshore NV. Former chairman supervisory board of Oranjewoud BV. Former executive board chairman of IHC Caland NV.
<b>Rob van den Bergh</b>	Member of the supervisory board of Abn Amro NV, Corporate Express NV and TomTom NV. Former member of the supervisory board of Triple P NV. Former executive board chairman of VNU NV.
<b>Henk Bodt</b>	Member of the supervisory board of DSM NV and member of the Board of Neopost SA (F). Former chairman of the supervisory board of ASML NV. Former executive board member of Philips NV.
<b>Rene Dahan</b>	Chairman supervisory board — Ahold NV. Member supervisory board of Aegon NV and TNT NV. Member of the board of the Guggenheim Foundation. Former member supervisory board VNU NV. Former board member of ExxonMobil Corp.
<b>J.Fokko van Duyn</b>	Chairman of the supervisory boards of Gamma Holding NV, OPG NV and De Nederlandsche Bank and supervisory board member at Tennet NV. Former CEO, CFO and executive supervisory board member of Hoogovens NV and supervisory board member of Corus plc.

<b>Cor Herkstroter</b>	<p>Chairman of the supervisory boards of DSM NV and ING Group NV and former member of the board of BHP Billiton and former supervisory board member of HBG NV.</p> <p>Former executive board member of Royal Dutch Shell NV.</p>
<b>Paul van den Hoek</b>	<p>Chairman of the supervisory boards of ASMI NV, Buhrmann NV, Robeco NV and Wavin NV.</p> <p>Former chairman of the supervisory board of Ballast Nedam NV.</p> <p>Lawyer/Partner, Stibbe c.s.</p>
<b>Jan Hommen</b>	<p>Chairman of the supervisory boards of ING Group NV, TNT NV and Reed Elsevier NV. Member of the supervisory board of Campina.</p> <p>Former member of the supervisory board of Ahold NV.</p> <p>Former executive board vice chairman and CFO of Philips NV.</p>
<b>Jan Kalff</b>	<p>Chairman of the supervisory board of Stork NV and Schiphol Group NV and member of the supervisory boards of HAL NV, Volker Wessels BV and member of the board of AON Inc (USA).</p> <p>Former supervisory board chairman of Hagemeyer NV and former supervisory board member of ABN Amro NV and NIBC NV.</p> <p>Former executive board chairman of Abn Amro NV.</p>
<b>Wim de Kleuver</b>	<p>Supervisory board chairman of Philips NV. Former member of the supervisory boards of HBG NV and Vereenigde Glas NV.</p> <p>Former executive board member of Philips NV.</p>
<b>Gert-Jan Kramer</b>	<p>Member of the supervisory boards of ABN Amro NV, Fugro NV, EBN NV and Waterleidingmaatschappij Doorn NV.</p> <p>Former chairman of the supervisory boards of BAM Group NV and Mammoeth BV.</p> <p>Former executive board chairman of Fugro NV.</p>
<b>Cees van Lede</b>	<p>Chairman of the supervisory board of Heineken NV and Sara Lee/DE International BV, member of the supervisory boards of Akzo Nobel NV, Philips NV, Dura Vermeer BV and member of the boards of Sara Lee Corp (USA), AirFrance-KLM Groupe SA (F) and Air Liquide SA (F).</p> <p>Former member of the supervisory boards of KLM NV, Reed Elsevier NV and De Nederlandsche Bank NV.</p> <p>Former executive board chairman of Akzo Nobel NV.</p>
<b>Aarnout Loudon</b>	<p>Former chairman of the supervisory boards of Abn Amro NV and Akzo Nobel NV. Member of the supervisory boards of the Concertgebouw NV and the Vereniging Rembrandt. Member of the advisory boards of Cinven and Lehmann Bros. Former member of the supervisory boards of Royal Dutch Shell NV, HGB NV and former VVD Senator.</p> <p>Former executive board chairman of Akzo Nobel NV.</p>

<b>Floris Majers</b>	<p>Member of the board of AirFrance-KLM Groupe SA and SHV Holdings NV. Former chairman of the supervisory boards of Philips NV and VendexKBB NV and former member of the board of BP plc, Diageo plc, Guinness plc.</p> <p>Former executive chairman of Unilever NV.</p>
<b>Rinus Minderhoud</b>	<p>Chairman of the supervisory board of Getronics NV. Member of the supervisory boards of Achmea, Eureko, Nuon NV and Rabobank.</p> <p>Former supervisory board chairman of Boskalis NV. Former executive board member of ING Group NV.</p>
<b>Ton Risseuw</b>	<p>Chairman of the supervisory boards of KPN NV, Intergamma BV. Member of the supervisory boards of Heineken NV, Blokker BV, NPM Capital and TNO.</p> <p>Former chairman/member of the supervisory boards of AOT NV, Free Record Shop NV, Laurus NV and Samas NV.</p> <p>Former executive board chairman of Getronics NV.</p>
<b>Willem Stevens</b>	<p>Member of the supervisory boards of Schiphol Group NV, Aegon NV, Antea NV, TBI NV, Staatsloterij, Concertgebouw and Heerema Group.</p> <p>Former board chairman/member of Ermenegildo Zegna and NIBC. Former CDA Senator.</p> <p>Former lawyer and partner of Baker McKenzie NL/Caron &amp; Stevens.</p>
<b>Jaap Vink</b>	<p>Chairman of the supervisory board of Samas NV and member of the supervisory board of Vion NV, Nutreco NV, Aegon Nederland NV and Wageningen University &amp; Research Center.</p> <p>Former executive board chairman of CSM NV.</p>
<b>Rob Zwartendijk</b>	<p>Chairman of the supervisory boards of Numico NV, Nutreco NV and Blokker BV. member of the supervisory boards of Innoconcepts NV, Randstad NV and supervisory board member of Telepanel Systems Inc.</p> <p>Former supervisory board member of Buhrmann NV (Corporate Express NV).</p> <p>Former executive board member of Ahold NV.</p>

One non-executive director did not wish to be identified by name.

*Chairmen of executive boards and chief executive officers*

<b>Rudy de Becker</b>	Chairman of the executive board of Hagemeyer NV.
<b>Rijkman Groenink</b>	Former chairman of the executive board of Abn Amro NV. Member of the supervisory board of SHV Holding NV and Struik Foods BV. Former advisory board member of Flint BV.
<b>Guus Hoefsloot</b>	Chairman of the executive board of Heijmans NV.
<b>Rokus van Iperen</b>	Chairman of the executive board of Oce NV.
<b>Frans Koffrie</b>	Chairman of the executive board of Corporate Expresss NV (formerly Buhrmann NV). Member of the supervisory board of Wessanen NV. Former supervisory board member of Libertel NV.
<b>Zach Miles</b>	Chairman of the executive board of Vedior NV.
<b>Ad Scheepbouwer</b>	Chairman of the executive board of KPN NV. Chairman of the supervisory board of Havenbedrijf Rotterdam NV. Former CEO of TNT NV.
<b>Joop van Oosten</b>	Chairman of the executive board of BAM Groep NV.

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