

SCION Association Charter of the Advisory Board

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The SCION Association Advisory Board (**the “Advisory Board”**) is a body of the SCION Association (**the “Association”**) that provides external expertise and strategic advice to the SCION Association. This document (**the “Charter”**) describes and governs the specifics regarding the tasks, responsibilities and organisation of the Advisory Board.

Purpose and tasks of the Advisory Board. The overall purpose of the Advisory Board is to support and advise the SCION Association Board (**the “Association Board”**) and any other bodies of the Association on specific matters so that the Association can successfully execute its vision in the medium and long term. In particular, the Advisory Board’s tasks shall include, but not be limited to the following activities:

- Provide solicited and unsolicited strategic advice and technical expertise to the Association Board, concerning diverse areas such as applications, standardisation, ISP and critical infrastructure deployment, or open-source development.
- Provide guidance, evaluation, leadership and direction to the technical committees maintained by the SCION Association (**the “Technical Committees”**) to support and implement the Association’s vision and goals.
- Provide expertise and strategic advice for improving the SCION standards, the standards development process and quality. This also includes aspects of the liaison policy involved in promoting SCION standards to external entities.
- Promote the collaboration among the Technical Committees, the Association members and external stakeholders, and increase the benefits and satisfaction of the Association members.

With the permission of the Association Board, the Advisory Board may conduct activities under the name of the Association. Neither the Advisory Board nor its members can represent and bind the Association.

An annual work plan prepared by the chairperson of the Advisory Board shall be approved by the Association Board.

Establishment, inaugural composition and dissolution of the Advisory Board. In accordance with the bylaws of the Association, the Advisory Board is established with the enactment of this charter (**the “Charter”**) by the Association Board. The inaugural composition of the Advisory Board is as follows (declarations of acceptance/engagement letters have been received):

- Prof. Dr. Adrian Perrig, ETH Zurich (chairperson)
- Prof. Dr. Lothar Thiele, ETH Zürich

The dissolution of the Advisory Board shall be in accordance with the bylaws of the Association.

Election Process and Criteria. The members of the Advisory Board are identified and nominated by the chairperson of the Advisory Board and (re-)elected, appointed and dismissed by the Association Board. The membership is *ad personam*. A membership in the SCION Association is not a prerequisite. The election of candidates is carried out according

to the current needs of the SCION Association and various selection criteria. The Association Board pays attention to the heterogeneous composition of the Advisory Board.

The current Advisory Board members may make nominations, for which a written profile is to be presented to the Association Board.

Advisory Board members must not be Association Board members at the same time. For the avoidance of doubt, an Advisory Board membership may be combined with non-executive activities for the Association.

Each Advisory Board member (the “**Advisor**”) will be featured on the Association's website.

Term and Termination of Appointment. The term of appointment shall initially be for 2 years with the possibility of extension of the term or later re-election.

Any Advisor may resign his/her membership in the Advisory Board by writing to the Association Board at any time. A member of the Advisory Board may be dismissed by the Association Board for important reasons - whether or not on an indication by the Advisory Board - at any time.

Exceptional Rights of Prof. Dr. Adrian Perrig. Due to his central role in the research and development centred around the SCION inter-domain routing architecture, Prof. Dr. Adrian Perrig (“**A. Perrig**”) is appointed as a permanent member of the Advisory Board and assumes with the enactment of this Charter the role of the Advisory Board chairperson (“**the Chairperson**”) for an indefinite period of time.

A. Perrig may waive these exceptional rights by writing to the Association Board at any time. The Association Board may initiate the dismissal of A. Perrig as the Chairperson and/or as a member of the Advisory Board on the same grounds as for any other Advisor in accordance with this Charter, whereby in case of A. Perrig the support of all Association Board members for such actions is required.

Advisory Board Size. The size of this Advisory Board should be around twelve (12) people.

Organisation and division of work. The Advisory Board constitutes itself and, subject to any other prevailing provisions, appoints from among its members its chairperson and a vice Chairperson.

The Advisory Board can set up one or more work groups from among its members that is/are charged with specific tasks or that can primarily focus on specific topics and/or associated concepts for advice.

Meetings and meeting agenda. The Chairperson meets at least once a year with the Association Board. The Association Board determines the meeting date. The Association Board in consultation with the Advisory Board defines the agenda for the meeting. The chairperson or a vice-chairperson of the Association Board shall chair such meetings.

Additionally, the Advisors may consult or schedule meetings amongst themselves. The minutes of such meetings shall be taken by the Association secretary and are shared with all Advisors and the Association Board. The Chairperson or a member of the Advisory Board designated by the Chairperson shall chair such meetings.

A member of the Association management team may attend, as required, the Advisory Board meetings to provide pertinent input from the Association Board and the Advisory Board coordinates with the Association CEO and/or Secretary regarding preparation of the topics for discussion at the Association Board meetings.

Preparation of Recommendations. The formation of recommendations to the Association Board or other Association bodies takes place informally.

Liaison with the other Association Bodies. The Advisory Board is the intermediary between the Technical Committees and the Association Board. It receives requests from the Technical Committees and provides answers/advice to them on an informal basis. Any cases that cannot be answered or handled by the Advisory Board itself or require a formal decision are referred by the chairperson to the Association Board. The people involved decide on the appropriate information exchange format, if desired in writing, on a case-by-case basis.

Formalities. The Association Board governs and is responsible for the adoption of this Charter for the Advisory Board.

The Chairperson of the Advisory Board is responsible for the formal reporting and the exchange with the Association Board.

In particular, the Advisory Board has the right to make proposals and requests to the Association Board. Such proposals and requests shall require a majority decision by all members of the Advisory Board and shall be submitted and handled by the Chairperson in coordination with the Association CEO or Secretary to the Association Board on behalf of the Advisory Board.

Expenses and remuneration. Any expenses in relation with the Advisory Board position shall be reimbursed but must be pre-approved by the Association Board.

As a general rule, the Advisors work for the SCION Association on a pro bono-basis and receive no remuneration except for the aforementioned business expenses. The Association Board may, in exceptional cases and at its sole discretion and without obligation, agree on a remuneration for certain Advisors on an individual and case-by-case basis.

Evaluation. The Association Board shall meet once a year in order to evaluate the functioning of the Advisory Board and its individual members. The evaluation also involves the relationship between the Advisory Board and the Association Board. The Association Board or by representation of its chairperson may discuss the evaluation with individual Advisors, including any points of attention.

Ties and conflicts of interests. Each member of the Advisory Board shall proactively and continuously disclose his or her ties and/or conflicts of interest in connection with the SCION

technology to the Association Board. In case of a conflict of interest, the Association Board shall decide exclusively on any actions addressing such conflict of interest and/or the removal of the Advisor concerned.

Candidates proposed for election to the Advisory Board must disclose all known and/or potential ties and conflicts of interest in accordance with this Charter to the Association Board prior to their election into the Advisory Board.

Confidentiality. The engagement of Advisors may require the Association to disclose confidential information and data of any kind concerning any matters affecting or relating to the Association not generally known or available outside of the Association (**the “Confidential Information”**). Each Advisor will hold the Confidential Information received from the Association in strict confidence and will exercise a reasonable degree of care to prevent disclosure to others. An Advisor shall not reproduce the Confidential Information nor use this information commercially or for any purpose other than the performance of his/her duties for the Association.

Final provisions. In cases not provided for by law, the Association’s bylaws or this Charter, decisions are taken by the chairperson of the Association Board. In case of disputes, the competencies and the place of jurisdiction in accordance to the articles of the Association in force shall apply.