

ORGANISATION AND PERSONNEL

BOARD OF DIRECTORS (BOD)

Barbara Hayoz*, business economist, EMBA,
(Chairwoman)

is a self-employed management consultant as well as a chair and board member of various institutions. She served as full-time finance director and deputy mayor of the city of Berne.

Urs Ziswiler**, lic. iur., INDEL ETH,
(Vice Chair until 31.12.2021)

was the ambassador to Spain and to the United States, Head of the Directorate of Political Affairs of the FDFA, the diplomatic advisor of Federal Councillor Calmy-Rey and the Director of the Political Affairs Division IV (Human Rights and Humanitarian Policy) of the FDFA.

Christian Etter*, economist, Dr. rer. pol.,
was the Delegate of the Federal Council for Trade Agreements, Ambassador and member of SECO's Executive Board. He was responsible for international trade and investment issues and led FTA negotiations (with China and others) as well as the Swiss delegation to the Joint Committee of the Switzerland-EU FTA.

Caroline Gueissaz**, Dipl. Ing. ETH,
(Board member until 31.12.2021)

is an associate partner at A. Vaccani & Partners, managing director of Business Angels Switzerland and a board member of various SMEs.

Burkhard Huber*, business economist KSZ,

has worked in the banking business for four decades, including 30 years spent with UBS. He held various management positions in corporate banking for Swiss and foreign companies, including in the area of trade finance.

Peter Jenelten**, Dipl. El. Ing. ETH,

was a member of the Group Executive Board of Stadler Rail AG from 2000 to 2019, and was responsible for sales and marketing. He previously held various managerial positions at ABB and Adtranz. As part of his work for PCS Holding AG, he now holds several board mandates for SMEs in Switzerland and abroad.

Christoph Meier-Meier*, business economist HWV,

is CEO and partner at NEWTAG Communication AG. Prior to this, he worked in various positions at Bühler AG in Uzwil (SG), including ten years as Head of Financial Services.

Anne-Sophie Spérisen, lic. oec.,**
(Board member until 31.12.2021)

is President and CEO of SOLO Swiss SA. She is a member of the extra-parliamentary commission SME Forum and board member of the Chamber of Commerce of the Canton of Jura.

Reto Wyss, MSc Economics,**

is Central Secretary of the Swiss Federation of Trade Unions (SGB) and also represents it in the EFTA Consultative Committee, the Reka BoD and in the committee of Solidar Suisse.

* Insurance Committee

** Finance and Organisation Committee

CEO

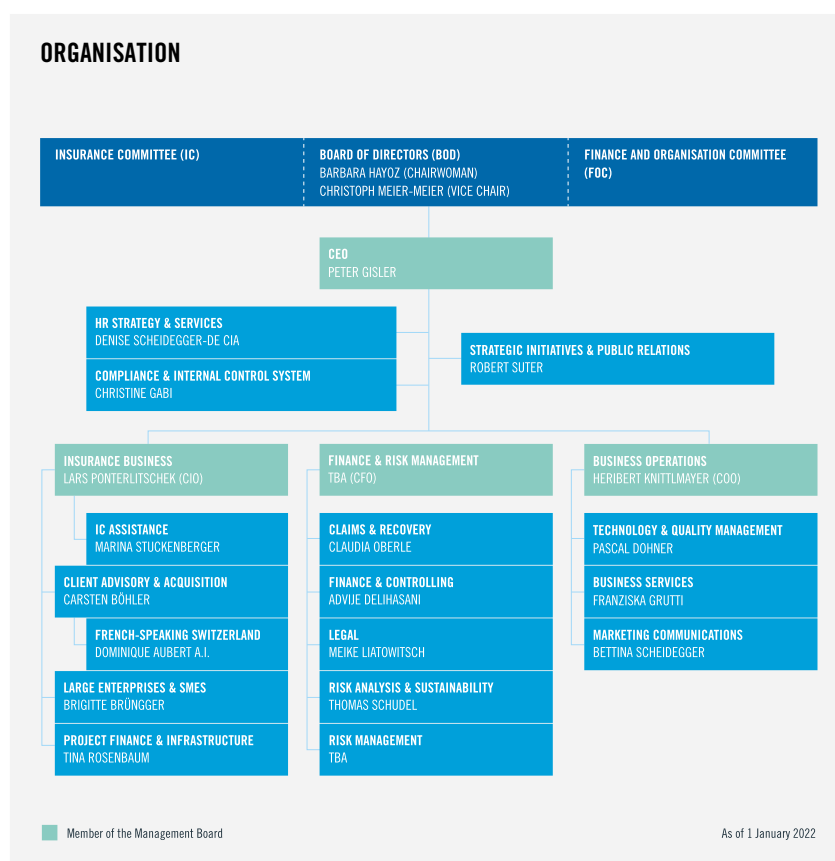
Peter Gisler, Swiss-certified banking expert,

has been CEO at SERV since 1 January 2017. Prior to that, he held a senior position at Aargauische Kantonalbank, at ABB Switzerland and at ABB Group Holding.

AUDITORS

KPMG AG

Badenerstrasse 172
8036 Zurich



Legal Basis

The Federal Council appoints the SERV Board of Directors (BoD) for a term of four years; a new term of office commenced in 2020. The BoD is composed of seven to nine members, taking appropriate consideration of social partners (Art. 24 SERVG). It is the supreme management and control body of SERV. Its tasks are outlined in Art. 24 SERVG and explained in more detail in the SERV internal rules of procedure (RP).

The CEO is elected by the BoD. He manages and organises SERV and represents it externally. His tasks are defined in Art. 25 SERVG and further outlined in the SERV RP.

Board of Directors

The BoD appoints from among its members an Insurance Committee (IC; chaired by Barbara Hayoz) and a Finance and Organisation Committee (FOC; chaired by Christoph Meier-Meier from 1 January 2022). The tasks of the committees are outlined in the RP and specified in the RP's competence diagram. The BoD met seven times in 2021 and also came together for an in camera session and a training day that included self-evaluation exercises. The IC met 18 times and the FOC six times, with the BoD and the IC each meeting for one extraordinary session.

Vice Chair Urs Ziswiler and BoD members Caroline Gueissaz and Anne-Sophie Spérisen stepped down as of 31 December 2021. Claudine Amstein and Claire-Anne Dysli Wermeille joined the BoD as of 1 January 2022. The BoD appointed Christoph Meier-Meier as its new Vice Chairman.

Human Resources

Since the move to Genferstrasse, the staff have been working successfully in an open-plan working environment, although the COVID-19 pandemic has meant that not everyone could be on site at the same time.

SERV is operating in an increasingly complex environment. This has a major impact on its activities, which are becoming increasingly demanding. SERV has been successful in filling the vacancies that have arisen as a result with qualified specialists.

One of the most important innovations was the introduction of four weeks' paternity leave. All of these factors, as well as its successful continuation of management training, play their part in advancing the development of the SERV culture, which will be incorporated next year as part of a revision of the SERV employer brand.

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“Organisational flexibility is today’s standard and for that we need IT solutions tailored to SERV’s needs.”

HERIBERT KNITTMAYER
CHIEF OPERATING OFFICER

IT

The Swiss Federal Audit Office (SFAO) published its final report on the review of the project to replace the core IT system in February 2021. The SFAO recommended various measures in the report, which were largely implemented by SERV in the further course of the year. These comprise:

- expanding the project organisation and project management instruments
- safeguarding various key concepts
- raising staff awareness of the procurement process and provision of a manual.

In the course of the project, SERV determined that the provider’s standard software could not satisfactorily replicate SERV’s individual requirements. Furthermore, the date on which the basic version required for data migration was to be launched was repeatedly postponed. SERV took this as an opportunity to review its IT strategy and came to the conclusion that it could better respond to the individual requirements of the company and its clients by updating its existing solution.

The BoD therefore decided in December 2021 to discontinue the ongoing project and its collaboration with the software’s supplier. SERV will now update the technology of its existing core IT system and put out a tender to identify a supplier to further develop its current system.

Vested Interests and Conflicts of Interest

SERV’s internal rules of procedure, code of conduct and the rules on the general conditions of employment govern how vested interests and conflicts of interest of members of the BoD and employees are handled.

In particular, members of the BoD are obliged to report their vested interests when they are elected and on an annual basis thereafter, and to report any relevant changes without delay. The Finance and Organisation Committee receives these notifications and reports them to the BoD at least annually. Where appropriate, the BoD takes the necessary measures to protect SERV’s interests. The members of the BoD and employees are obliged to observe the regulations on recusal pursuant to Art. 10 of the Federal Act on Administrative Procedure (APA). In addition, the vested

interests of individual members of the BoD are published on the Swiss government's website.

Auditors

The auditors of SERV are appointed by the Federal Council at the request of the BoD. The auditors review the income statement, balance sheet, cash flow statement, income statement by segment, the balance sheet by segment, the notes on the financial statements, the proof of economic viability and the existence of an internal control system (ICS). The auditors report their audit findings to the BoD and the Federal Council. Following a tender procedure pursuant to the Ordinance on Public Procurement (OPP), the Federal Council awarded the audit mandate for 2019 to 2021 to KPMG AG, Zurich. This mandate was extended until 2024 based on an award option.

REMUNERATION

Board of Directors

In 2021, remuneration paid to the entire Board of Directors (BoD), excluding the Chairwoman, totalled KCHF 373.3. BoD Chairwoman Barbara Hayoz received remuneration amounting to KCHF 147.1. Remuneration was up slightly in 2021 as a result of the increased workload resulting from the ongoing COVID-19 pandemic and the Transformation SERV (TRS) project. In each case, the remuneration includes meeting attendance fees and compensation for special tasks.

CEO and members of the Executive Board

The remuneration of the CEO and the members of the Executive Board consists of a basic salary and a variable salary component, which is determined annually on the basis of the achievement of individual and company targets. The variable component reported pertains to the prior-year period. This amount plus the fixed salary represents the total remuneration for the year of the CEO and the other members of the Executive Board. Total remuneration amounted to KCHF 873.1 in 2021 (previous year KCHF 875.3) for three members of the Executive Board. The highest total compensation of KCHF 344.2 was paid to the CEO.

Executive Salary Reporting – Senior Management (Board of Directors)

in CHF (previous year in grey)

	Chairwoman	Board (8 members, excluding chairwoman)	
		Total	Average
Level of activity			
(percentage of time spent on function)	55 %		BoD 15%
			IC 20%
			FOC 10%
Remuneration			
Meeting attendance fee	84 000	319 500	39 938
	84 000	328 000	41 000
Cash payments for compensation of special tasks	63 100	53 800	6 725
	53 800	21 550	2 694
Other contractual terms			
Post-employment benefits	–	10 775	1 347
Severance compensation	–	–	–

Executive Salary Reporting – Executive Board (CEO and Department Heads)

in CHF (previous year in grey)

	CEO	Members of the Executive Board (2 members without CEO)	
		Total	Average
Remuneration			
Fixed part (salary)	298 758	471 400	235 700
	298 758	465 400	232 700
Cash payments for compensation of special tasks	–	–	–
	–	–	–
Cash payments (justified by function or labour market)	–	–	–
	–	–	–
Bonuses (variable salary part)	44 808	56 376	28 188
	48 814	60 509	30 255
Other expenses	600	1 200	600
	600	1 200	600
Other contractual terms			
Post-employment benefits	Management plan	Management plan	–
Severance compensation	–	–	–