
Minutes

Annual General Meeting 2015

Greenpeace Nordic

Copenhagen, Denmark, 25 April 2015

[Greenpeace Norden Årsstämmoprotokoll 2015]

For : Voting members
Date/ Version : 18 May 2015
Written by : Susannah Ling

1.0 Opening of the meeting / Öppnande av mötet

Board Chair Kirsten Sander welcomes everybody and opens the meeting.

[Styrelseordförande Kirsten Sander välkomnar alla och förklarar stämman öppnad.]

2.0 Establishing of a list of members present in person or members present by proxy, approval of powers of attorney / Faställande av ledamöter närvarande personligen eller genom fullmakt och godkännande av beslutsförhet

The following list of members is established, present in person or by proxy.
A quorum is reached, i.e. 18 out of 20 votes.

[Beslutanderätt har uppnåtts genom att 18 av 20 medlemmar röstar, personligen eller genom fullmakt.]

Present in person/Närvarande personligen

Matthias Schickhofer (AT)
Polina V. Malysheva (RU)
Robert K. Schmidt (DK)
Carl-Henrik Monrad-Aas (SE)
Jan Beránek (CZ)
Iris Menn (DE)
Iza Kruszevska (UK)
Barbara Kuepper (DE)
Meri Pukarinen (FI/PL)
Pernilla Svenberg (SE)
Thomas Neumann (DK)
Joakim Bergman (SE)
Duane Raymond (CA/UK/AU)
Marta Vetier (HU)

Present by proxy/Närvarande genom fullmakt

Mats Abrahamsson (SE)
Rune Leithe-Eriksen (SE)
Magdalena Figura (PL)
Maciej Muskat (PL)

Apologies/Icke närvarande

Jo Dufay (CA) and Eoin Dubsky (IR) without proxies.

Board members present/Närvarande styrelsemedlemmar

The full board was present: Kirsten Sander (DK), Simo Kyllönen (FI), Mats Knapp (SE), Agneta Rythén Martin (SE), Dag Kühle-Gotovac (NO), Kathleen McCaughey (SE/CA)

Board members excused/Icke närvarande styrelsemedlemmar

3.0 Appointment of a chair for the Annual General Meeting / Val av ordförande för mötet

Kirsten Sander is elected chair of the Annual General Meeting.

[Kirsten Sander utses till ordförande av årsstämman.]

4.0 Appointment of a secretary and two persons to verify the minutes / Val av sekreterare och två justerare

Susannah Ling is appointed secretary of the meeting.
Iris Menn and Jan Beránek are elected to verify the minutes.

[Susannah Ling utses till sekreterare av årsstämman.
Iris Menn och Jan Beránek utses till justerare av protokollet.]

5.0. Decision on presence of further persons at the AGM

It is decided that Patrik Eriksson (interim ED), Susannah Ling (EDs assistant), Martina Krüger (interim programme director) Celeste Stewart (fundraising director) and Pia Wickman (finance director) and Mona Cunningham (HR director) are allowed to be present during the meeting. Rembrandt Zegers (GPI development manager) joined by phone for item 14 on the agenda.

6.0 Decision on the question whether the AGM has been summoned in a correct way / Fråga om årsstämman utlysts på rätt sätt

It is agreed that the AGM was summoned in a correct way.

[Stämman anser enhälligt att mötet utlysts på rätt sätt.]

7.0 Adoption of the agenda for the AGM / Fastställande av dagordning

The agenda is adopted.

[Dagordningen fastställs.]

8.0 The year that passed and looking forward (ED presentation)

Interim ED Patrik made a presentation talking about the year that passed, giving a global Greenpeace outlook as well as diving a bit deeper into the financial reporting and also an update on how far GP Nordic has come with creating a risk assessment framework.

9.0 Presentation of Annual Report 2014, income statement, balance sheet and auditor's report by the Board Chair

The Board Chair presents the Annual Report 2014, income statement and balance sheet. The auditor's report was presented to and noted by the members.

10.0 Decision on acceptance of the Annual report from the Board of Directors, income statement and balance sheet along with the auditor's report for the last year / Godkännande av verksamhetsberättelse samt fastställande av resultat och balansräkning .

The Annual Report 2014 from the Board of Directors, income statement and balance sheet and the auditor's report of the past year are unanimously accepted.

[Styrelsens verksamhetsberättelse för 2014 godkändes. Resultat och balansräkning fastställdes.]

11.0 Decision on disposition of surplus/deficit / Disposition av årets resultat

The voting membership decided unanimously, that the deficit of 16.975.746 SEK is brought forward into the fund balance.

[Medlemmarna beslutade enhälligt att årets underskott på 16.975.746 SEK skall balanseras i ny räkning.]

12.0 Question of indemnity for the Board of Directors and possible remuneration / Beviljande av ansvarsfrihet för styrelsen

The voting membership unanimously grants the Board of Directors indemnity.

[Medlemmarna beviljar styrelsen ansvarsfrihet.]

13.0 Appointment of auditor and determination of auditor's fee / Utvärkning av revisorer och beslut om revisorsarvoden.

The voting membership agreed to follow the board's recommendation to appoint Grant Thornton to audit Greenpeace in 2015 for the estimated fee of 235.000 SEK including VAT.

[Medlemmarna beslutar enhälligt att utse Grant Thornton till att revidera Greenpeace Nordens verksamhet 2015 till ett uppskattat arvode av 235 000kr, inklusive moms.]

14.0 Report back from the working group regarding the set up of future external board evaluations and a presentation of the 2014 external evaluation of the Board of Directors

As was suggested by the board evaluation working group at the 2014 AGM, in the late autumn of 2014, Rembrandt Zegers, development manager at Greenpeace International, conducted an evaluation of the Greenpeace Nordic Board of Directors.

A report with the results of the evaluation was sent out to voting members ahead of the AGM and Rembrandt Zegers also presented the results via phone to the voting members at the AGM. The evaluation consisted of a survey, which each board member filled in and a 1 hour interview between Rembrandt and each board member individually.

The written report of the evaluation concludes that "Overall the Board seems to be in good condition and functioning fine, fulfilling its tasks and responsibilities."

15.0 Proposals by the Board of Directors or proposals for motions for the Annual Meeting by voting members

There were no proposals for the AGM this year.

16.0 Elections of Board of Directors and elections of Voting Members / Val av styrelsemedlemmar och röstande medlemmar

The meeting is handed over to the Voting Members of the election committee to conduct a Voting Members only election session.

16.1. Board of Directors / Styrelsemedlemmar

There are two open positions in the board. Board member Agneta Rythén Martin (SE) is up for re-election and has agreed to stand for another 3 year term. The 7th position in the board is currently unfilled and is open to a non-Nordic candidate. The Election Committee presented 3 candidates for this position.

The candidates and the results based on a vote were:

[Följande styrelsemedlemmar valdes in för följande årsperioder. Styrelsemedlem Agneta Rythén Martin (SE) är uppe till omval.]

Agneta Rythén Martin (SE)	(up for re-election)	Re-elected for 3 years
Brie Rogers Lowery (UK)	(new candidate)	Elected for 2 years
Eoin Dubsky (IE)	(new candidate)	Not elected
Judit Kuzskó (HU)	(new candidate)	Not elected

Based on the AGM election results see below the full Board of Directors for 2015-2016:
[Baserat på årsmötets val, se nedan en komplett lista över styrelsens medlemmar 2015-2016]:

Kirsten Sander, Board Chair (DK), Simo Kyllönen (FI), Mats Knapp (SE), Agneta Rythén Martin (SE), Dag Kühle-Gotovac (NO), Kathleen McCaughey (SE/CA), Brie Rogers Lowery (UK)

Welcome to the new and re-elected board members.

16.2 Voting Membership / Röstande medlemmar

Four voting members are stepping down:

[Fyra röstande medlemmar avgår:]

- Eoin Dubsy (IE/GPI)
- Jo Dufay (CA/GPI)
- Iza Kruszewska (PL/GPI)
- Iris Menn (DE)

In total there were 8 candidates, including 4 current voting members up for re-election and 4 new candidates. The voting membership elects the following candidates:

[Följande personer är nominerade kandidater som röstande medlemmar och årsstämman väljer in följande:]

Employed by GP:

- Magdalena Figura	(up for re-election)	Re-elected for 3 years
- Jan Beranek	(up for re-election)	Re-elected for 3 years
- Brian Fitzgerald (US/GPI)	(new candidate)	Elected for 3 years
- Saskia Richartz (DE/GPEUU)	(new candidate)	Elected for 3 years
- Tina Loeffelbein (GPDE)	(new candidate)	Elected for 2 years
- Tracy Frauzel (CA/GPUK)	(new candidate)	Elected for 2 years

Not employed by GP:

- Pernilla Svenberg	(up for re-election)	Re-elected for 3 years
- Mats Abrahamsson	(up for re-election)	Re-elected for 3 years

The Election Committee informed the AGM that they will put Iris Menn on top of the list of non-Greenpeace employed candidates to the voting membership, as she after the 2014 AGM left Greenpeace and therefore, according to the bylaws, had to step down from her role as a GP employed voting member.

Daniel Simmons (GPI) remains on the Election Committee's list of Greenpeace employed voting member candidates to be proposed at the AGM 2016.

The Election Committee informed the AGM that it will propose to the bylaws working group to look at changing/removing the wording in the bylaws which describes the recommendation that the voting membership should consist of equal numbers of Greenpeace employees and non-Greenpeace employees. The Election Committee will send a proposal to the Board Chair.

Welcome to the new and re-elected voting members.

A list of Voting Members, the Board of Directors and their election period is attached to these minutes.

17.0 Appointment of election committee / Utänmning av valberedningen

The following persons are appointed to be in the Election committee:

[Följande medlemmar utses att sitta i valberedningen:]

Matthias Schickhofer	Voting Member	re-elected
Robert K. Schmidt	Voting Member	re-elected
Duane Raymond	Voting Member	re-elected
Barbara Kuepper	Voting Member	substitute (new member)
Mats Knapp	Board Member	re-appointed by the Board

The voting membership decided this year elect an extra member as a substitute to the Election Committee in order to ensure that they in the coming year can function in a full team throughout the year and optimize the spread in searching for candidates to the board, especially as the AGM in 2016 has to elect a new Board Chair.

NB: The board's representation in the Election Committee is decided in a constituting board meeting directly following the AGM and not voted in by the voting membership.

Request: The voting membership also requests that the budget for the Election Committee is sufficient to cover the expenses of two meetings and travel to interview candidates.

18.0 AOB

19.0 Closing of the meeting / Mötets avslutande

On behalf of the board and the voting membership the chair thanked all the members stepping down - voting members Iza Kruszevska, Iris Menn, Jo Dufay and Eoin Dubsy for their great contributions to Greenpeace Nordic's governance work.

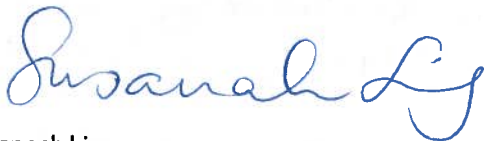
The voting members in turn especially noted and thanked Board Chair Kirsten Sander for her long term and continuous hard work and great contribution to Greenpeace governance both in her Nordic role as Board Chair and internationally as the Nordic trustee to the Greenpeace International AGM and member of the international Board Search Committee.

The chair and the voting membership also thanked Patrik, Susannah, the SMT and Greenpeace Nordic staff for excellent work during the past year.

The chair thanks all participants for a fantastic and constructive session and the voting members thank the chair for effective facilitation and direction of the meeting. The chair closes the meeting.

[Ordförande tackar alla deltagare för ett konstruktivt möte och förklarar mötet avslutat.]

Minutes by:



Susannah Ling
Executive Assistant

Verified by:



Kirsten Sander
Board Chair



Iris Menn
Voting member



Jan Beránek
Voting member

Attachments:

- List of Voting Membership and Board of Directors 2015-2018