

STICHTING GREENPEACE COUNCIL RULES OF PROCEDURE AS APPROVED AT THE 2016 AGM

1. What is Stichting Greenpeace Council (SGC)?

Stichting Greenpeace Council is a Dutch *Stichting* ("Foundation" is a close, but not exact, translation) based in Amsterdam, the Netherlands. The Articles of Association of SGC (Document 1) specify its purpose and describe its political decision making process.

SGC is governed by a Board of Directors (Board) who have a non-executive role. The Board is selected by the voting participants of SGC - i.e., representatives from eligible National/Regional Organisations. While the Board is the legally responsible party, it is Council who elects the Board, with the exception of the Board Chair. As will be described later, the Board and Council are jointly responsible for some decisions and each has exclusive authority in some areas.

The Board delegates the day-to-day management of SGC to the International Executive Director, as per Article 10 of SGC's Articles of Association and Article 6 of SGC's Rules of Procedure. The term *International Executive Director*, which is used throughout this document, can refer to one or more persons holding the position.

2. Voting Rights - Participation in SGC

2.1 Categories of Organisations

There are two categories of Participants in SGC - voting and non-voting organisations. Non-voting organisations are also known as Candidate Organisations because it is expected that they will eventually meet the criteria for a vote. SGC will keep a list of Participants.

2.2 Non-Voting or Candidate Organisations

National and/or Regional Organisations-that have been established on the basis of a Board and Council decision, and that have been legally formed (where possible under national law) and that fulfil the following criteria (2.3 below) shall be invited to send a representative to Council. This shall be a candidate-organisation.

2.3 Criteria for a Candidate Organisation

In order to be eligible to become a candidate organisation the following criteria must be met:

- The organisation must be established and in good standing under its national laws. This means that an organisation must comply with all appropriate legal and financial requirements for a charity, non-profit, or similar entity. In countries without such legal structures, or where the political and/or legal climate is unstable, an appropriate legal construct must be agreed with the International Executive Director, subject to the ratification of the Board.
- The organisation must be established to pursue objectives compatible with the mission of Stichting Greenpeace Council. A charter, articles of association or similar document must exist that establishes the entity and specifies a purpose for the entity. The articles of association of the National/Regional Organisation must conform to the Articles of Association and policies of SGC.

- The organisation must have a signed license agreement with SGC in order to use the name Greenpeace. It must meet the terms of that license agreement.

2.4 Rights of a Candidate Organisation at Council

At Council a candidate organisation will have the right to participate in the Council meeting but it will not have the right to vote. Participation includes:-

- 1) the right to send a representative known as a non-voting Trustee
- 2) the right to send an alternate or deputy Trustee (attendance at each Council meeting will be determined by the Council Chair)
- 3) the right to participate in all discussions
- 4) the right to participate on Council Committees
- 5) the right to express its views on an issue during informal votes
- 6) the right to request that a voting country introduces or amends a motion
- 7) the right to suggest agenda items to the Council Chair, and
- 8) the right to apply to the International Executive Director to be considered for voting status (see section 2.9).

2.5 Responsibilities of a Candidate Organisation

A Candidate Organisation has the following responsibilities as a non-voting member of Council:

- 1) to continue to meet the criteria described for obtaining candidate status
- 2) to keep fully apprised of all Council issues and decisions
- 3) to understand how Council works
- 4) to submit all information and reports requested by SGC (through the International Executive Director) on a timely basis
- 5) to keep Council and the International Executive Director fully informed of all significant organisation developments whether positive or negative
- 6) to assist the Council Chair in organising a successful Council meeting, and
- 7) to work towards voting status.

2.6 Procedure for Obtaining Candidate Organisation Status

At the request of a potential candidate organisation, the International Executive Director will review that organisation's application for candidate status by applying the above criteria (2.3).

The potential Candidate Organisation should submit a written request from the national/regional Executive Director and national/regional Board Chair, describing how the organisation meets the above criteria, at least six months prior to the next Council meeting.

If the organisation meets the criteria, as determined by the International Executive Director, then the International Executive Director will grant candidate status, subject to the ratification of the International Board.

The International Executive Director's ratified decision will be final and cannot be appealed. However, the International Executive Director is obligated to explain the reasons for rejecting an application. If an organisation is not awarded candidate status it is eligible to reapply after six months.

Candidate organisation status will take effect at the next Council meeting after International Board ratification, not while review or ratification is still pending. The International Board will advise Council of all those organisations granted candidate status and those rejected.

2.7 Voting Organisations

Organisations that fulfil the criteria of a Candidate Organisation and the criteria listed below shall be considered voting organisations and full members of Council upon approval by the International Board.

2.8 Criteria for Voting Organisations

To qualify to obtain voting status at Council an organisation must fulfil the following criteria:

2.8.1. Board

- *Selection and Composition of the National/Regional Organisation Board.* The criteria for selection of the national/regional Board shall conform to the provisions outlined in section 2.11.1 of the National/Regional Organisations Guidelines.

2.8.2. National/Regional Executive Director

- *Role and Authority of the national/regional Executive Director.*
The Executive Director of the National/Regional Organisation shall be entrusted by the Board with the management and operation of the National/Regional Organisation. This will be reflected in a job description. The national/regional Executive Director shall have the full authority to run the affairs of the National/Regional Organisation. The Executive Director shall be held accountable to the Board for the organisation's performance.
- *Appointment of the national/regional Executive Director.*
The national/regional Executive Director is appointed by the National/Regional Organisation Board who will consult and collaborate with the International Executive Director. The final selection of the national/regional Executive Director shall be in agreement with the International Executive Director and the International Executive Director retains the right to disqualify any candidates who do not meet a minimum set of qualifying criteria. Responsibility for establishment of these criteria rests with the International Executive Director in consultation with the national/regional Board. These criteria must take national/regional circumstances and legal requirements into account. In addition, the International Executive Director shall provide general guidelines on suitable criteria for selection of National/Regional Organisation Executive Directors.
- *Dismissal of the national/regional Executive Director.*
The dismissal of a national/regional Executive Director is the sole responsibility of the national/regional Board. However, the national/regional Board will, unless urgent and immediate action is necessary, consult with the International Executive Director prior to any disciplinary action against the national/regional Executive Director or termination of the contract, unless the National and/or Regional Organisation is under review by the International Executive Director (see clause 3.5 of the National/Regional Organisation Guidelines) in which case the procedure described will apply.

2.8.3. Financial Systems and Reporting

- *Financial Controls.* The National/Regional Organisation will be expected to demonstrate that it has in place a financial control system, including appointing qualified staff in the post of Finance Director and/or senior accountant, that meets national regulatory requirements, the standards of Greenpeace International, and is acceptable to Greenpeace International.

- *Financial Reporting.* The National/Regional Organisation will be expected to have a financial control system in place which is capable of providing monthly reports to the national/regional Executive Director and to Greenpeace International. These monthly reports must be calendarised and cover fundraising performance, campaign expenditures and other expenditures against a calendarised budget.
- *Audit and Financial Statements.* The National/Regional Organisation will have appointed auditors that meet standards set by Greenpeace International and who comply with national law and accounting regulations conduct an audit of the organisation's annual financial statements and will provide a copy of those statements and the auditor's report to Greenpeace International. The international standard will be set by the International Executive Director based upon professional advice. In any national situations in which the appointment of auditors or the provision of audited financial statements can not meet the standard, the International Executive Director may make a specific exception to this requirement as a criterion for voting status.

2.8.4. Supporter Base

The National/Regional Organisation will demonstrate that it has the nucleus of a public supporter base or that there is a likelihood that a supporter base can be established. (The "nucleus of a supporter base" will be defined by the International Executive Director in consultation with the national/regional Executive Directors.)

- *Fundraising Strategy.* The National/Regional Organisation will demonstrate that it has a realistic and achievable strategy for attracting a supporter base at a cost that is sustainable and can be justified to existing and future donors.
- *Fundraising Standards.* The National/Regional Organisation must comply with national fund-raising laws where they exist.
- *International Approval.* The National/Regional Organisation shall have a fundraising programme that has been approved by the International Executive Director as part of the National/Regional Organisational Development Plan in the light of the protection of the valuable reputation of the Greenpeace name.

2.8.5. Campaigns

In order to uphold and protect the valuable reputation of the global organisation and its name, both based upon its success in running global campaigns, the National/Regional Organisation shall actively dedicate at least 80% of its programme resources to projects which contribute to the Global Programme. The determination of the contribution of a National/Regional Organisation to the Global Programme will be agreed by SGC with the National/Regional Organisation, and in the final instance shall rest with the NRO governing bodies.

Programme resources are to be defined as the total of the resources of the National/Regional Organisation which are used for the purposes of its campaign programme, expressed both in money in "campaigning pots" and "staff costs of programme departments".

2.8.6. Three Year Strategic Plan and Organisational Development Plan

The National/Regional Organisation will have established an **Organisational Development Plan** (ODP) that has been approved by the International

Executive Director, and a **Three Year Strategic Plan** on strategy, based on the Long term Global Framework. The development plan will include a minimum expectation of anticipated income, a budget, information on staff levels and development directions, and will cover other issues to be determined. The formats of the Three Year Strategic Plan and Organisational Development Plan, and the information it will request, shall be drawn up by the International Executive Director in consultation with the National/Regional Organisations and subject to the approval of the Stichting Greenpeace Council Board. The national/regional Executive Director shall draft these plans for submission to the International Executive Director, and they shall be agreed in co-operation between the International Executive Director and the national/regional Executive Director.

For the purpose of vote determination, the International Executive Director's agreement or disagreement to an Organisational Development Plan must be based strictly on agreement or disagreement over a minimum expectation of anticipated income, a budget, and information on staff levels.

2.8.7. Financial Strength

All voting organisations must meet minimum financial and other performance criteria in order to obtain and keep voting organisation status. The financial criteria shall differ for National/Regional Organisations depending upon the economic position, size, population, and demographics of the country (or countries) in which the organisation operates. The financial criteria will also depend on the potential negative impact of international, and national, campaigns on the potential supporter base.

Determination of which National and/or Regional Organisations meet the criteria shall be the responsibility of the International Executive Director whose decisions will be subject to ratification by the International Board.

2.8.8. SGC's Principles and Policies

National/Regional Organisations will be expected to adhere to the principles and policies as established in accordance with SGC's governance rules, and to any decisions reasonably taken by SGC, in order to protect and uphold the valuable reputation of the Greenpeace name and trademark.

2.8.9. Definitions of Terms Used to Assess Performance Criteria

Administrative Overhead. The administrative overhead per staff is calculated as the National and/or Regional Organisation's total annual rent, communications, utility, banking, and financing costs for the year (as recorded in the most recent audited financial statements) divided by the average number of staff on the payroll that year.

Average Salary Costs. Average salary costs are calculated as the total payroll and employer costs for the year (as recorded in the most recent audited financial statements), divided by the average of the monthly staff numbers on the payroll that year.

Net Annual Income. The net annual income is calculated as the total income from all fundraising activities - excluding restricted major donor income (as defined in the Contribution Model) - plus all income from financial investments, after deduction of all fundraising expenses (as defined in the Common Chart of Accounts).

Carrying Out a Campaign. The carrying out of a campaign shall be assessed by reference to a set of quality standards to be developed by the International Executive Director jointly with the National/Regional Organisations. These shall refer to a number of factors including the identification of clear objectives, the implementation of a coherent and sustained political strategy, the effective use of tactics such as direct action, grass roots lobbying, organising, education, media work and political and industrial lobbying.

2.9 Rights of a Voting Organisation at Council

At Council a voting organisation will have all the rights granted to a Candidate Organisation as well as the right to vote, as described in section 4.6 "Voting at Council".

2.10 Responsibilities of a Voting Organisation

A voting organisation will have all of the responsibilities of a candidate organisation as well as the following additional responsibilities:

- 1) to continue to meet the criteria for voting status and to advise the International Executive Director if it no longer meets any of the criteria,
- 2) to actively contribute to the success of the global organisation by making concrete contributions (both direct and indirect) to international campaign and organisational priorities
- 3) to assist other National/Regional Organisations with campaigns and other initiatives, and
- 4) National/Regional Organisations shall contribute a percentage of their net annual income, based on the Contribution Model as approved by Council in April 2013, in line with Article 5(b) of SGC Articles of Association and as agreed by the Board of the National/Regional Organisation. Any changes suggested by future reviews of the Contribution Model that result in increases of the percentage in the highest bracket of contribution payable on net income (versus the Contribution Model of April 2013) must be agreed with written consent by the Boards of the affected National and/or Regional Organisations.

2.11 Procedure for Obtaining Voting Organisation Status

At the request of a candidate organisation, the International Executive Director will review that organisation's application for voting organisation status by applying the above criteria.

The Candidate Organisation should submit a written request describing how it meets the above criteria, at least six months prior to the next Council meeting.

If the National and/or Regional Organisation meets the criteria, as determined by the International Executive Director, then the International Executive Director will recommend to the International Board that voting status be granted.

The International Board will advise Council of all those organisations granted voting status and those rejected. If the International Executive Director makes a negative recommendation the International Executive Director has the obligation to explain the reasons for rejecting the application to that organisation and to the International Board.

The International Executive Director's ratified decision will be final and cannot be appealed. If a National and/or Regional Organisation is not awarded voting status it is eligible to reapply after six months. Voting organisation status will take effect at the next Council meeting after Board ratification, not while review or ratification is still pending.

2.12 Withdrawal of Voting Status and Rights

The International Executive Director will regularly review the performance of voting organisations against these criteria. If a voting organisation no longer meets any of the criteria then the International Executive Director will recommend that the National and/or Regional Organisation in question be deprived of its vote. The International Executive Director's recommendation will be subject to determination by the Board. However, it is also the responsibility of the National/Regional Organisation to notify the International Executive Director if it no longer fulfils any one of the criteria. National/Regional Organisations are expected to co-operate fully with the International Executive Director's review.

3. Advisory Bodies to the International Executive Director

3.1 The Global Leadership Team

The Global Leadership Team (GLT) is a team that consists of seven National and/or Regional Organisation Executive Directors who will advise the International Executive Director on a monthly basis on strategic issues. These issues may include:

- Strategic developments of the global organisation
- Major Programme resources
- Capital Investment Strategies
- Global standards and evaluations
- Global coordination

3.2 The Executive Directors' Meeting

All the National/Regional Organisation Executive Directors will be invited by the International Executive Director, once a year, to an Executive Directors' Meeting. Any National and/or Regional Organisation can ask for an item to be placed on the agenda.

The Executive Directors' Meeting will discuss strategic and management issues that affect the global organisation, and seek agreement on them. These issues may include:

- The Role of Greenpeace in Society
- Global programme planning process
- Long Term Global Framework
- Geographical review of current and future geographic areas and new issue areas when applicable
- Three Year Strategic Plan Format
- Organisational Development Plan Format
- Global policies
- Global Resource Plan
- Selection criteria for potential Global Leadership Team members

The GLT and Executive Directors' Meeting are not voting bodies. The International Executive Director will make every effort to reach broad agreement on each issue before the Executive Directors' Meeting, and will solicit the views of all members. The International Executive Director will then either implement these agreements or make recommendations based on them to the International Board for approval as appropriate. However, the International Executive Director also retains the authority to make decisions or recommendations to the International Board which do not have the broad agreement of the GLT or Executive Directors' Meeting. When the International Executive Director makes a decision which does not have the broad agreement of the GLT or Executive Directors' Meeting, the International Executive Director will provide the members with an explanation of why the International Executive Director has done so. When making recommendations to the Executive Directors' Meeting or the International Board which differ from the recommendations of the GLT/Executive Directors' Meeting respectively, the International Executive Director will provide the Executive Directors' Meeting/International Board with an explanation of why the International Executive Director has done so, and will inform the Executive Directors' Meeting/International Board of the range of views within the GLT/Executive Directors' Meeting.

4. Council

The representatives of the National and/or Regional Organisations assembled in a meeting constitute the Council. Council is the supervisory body for the organisation as a whole. Although the Board is the legally responsible body, the Council and the Board share political authority for SGC. Council meets annually at the Annual General Meeting (AGM). Attendance of AGM shall be in person unless it is decided by the Board Chair with a two-third majority of voting Trustees in favour that an AGM be held via means of hub based telecommunication. Council has the right to conduct business between the AGMs either by calling an Extraordinary General Meeting (EGM) or via other means of telecommunication.

4.1 Responsibilities of the Council

Council has the following rights and responsibilities:

- To establish and uphold the core principles of the global organisation.
- To elect or remove the International Board.
- To approve the Board report to Council.
- To conduct an independent financial and/or management audit of Stichting Greenpeace Council
- To approve changes to the Articles of Association, Rules of Procedure, National/Regional Organisation Guidelines, and model license agreements.
- To approve the opening of new National and/or Regional Organisations.
- To note the Global Resource Plan.
- To approve the annual GPI expenditure budget ceiling.
- To approve the Contribution Model.
- To review the performance of the International Board.
- To ensure voting memberships or other mechanisms for Board accountability are in place for all National and/or Regional Organisations, and that those mechanisms are sufficient to ensure proper oversight of national and/or regional Boards.

- To identify issues of strategic significance for the global organisation, and ensure they are addressed.
- To protect and, if possible, enhance the valuable name and trademark 'Greenpeace'.

Each year, Trustees may identify up to three strategic issues for discussion both within the organisation and at the next AGM. "Strategic Issues" are questions of organisational direction, policy, set-up, or focus with broad significance or long-term impact. If there are more than three issues identified, the Board Chair is empowered to select three issues for discussion at the next AGM.

The Board, in consultation with the International Executive Director, will identify a process for the discussion of those issues at appropriate levels of the SGC organisation during the year, ensuring sufficient time for national/regional Boards and Trustees to address them prior to the AGM.

Council may conclude these discussions with non-binding recommendations.

Council retains the right to make non-binding recommendations on other matters, in which case the Board will have the duty to report back to Council on any action arising from them.

The Board must ratify all Council decisions, except the election and removal of Board Members, or they do not come into force. If Council can not reach a decision on any issue the Board has the authority to make the decision on its own.

The Board has the authority to take decisions on any of the above issues, if circumstances warrant, between Council meetings, except changes to the Articles of Association, Rules of Procedure, National/Regional Organisation Guidelines, or model License Agreements and the election or removal of Board Members. In these circumstances the Board is required to consult with, or notify, Council as described in section 5.9 "Decisions by the Board between Council Meetings".

4.2 Council Meetings

4.2.1. The Council Meeting Agenda, Duration, and Style

The Board Chair is responsible for the effective facilitation of Council meetings and the budget for Council meetings. The Board Chair either fills the role of Council Chair personally or appoints an appropriate Council Chair and Vice Chair. However, this position should not be filled by an employee of Stichting Greenpeace Council or anyone with a direct interest in the outcome of the meeting.

The Council Vice-Chair supports the Council Chair in carrying out the responsibilities of organising and facilitating the Council meeting including the facilitation of Council sessions.

The responsibilities of the Council Chair are as follows:

- To prepare, and circulate, the AGM agenda;
- To facilitate the Council meeting;
- To regulate and monitor attendance at Council meetings;
- To approve minutes that accurately reflect the decisions in a timely fashion (within 60 days of the completion of the Council meeting at the latest).

The AGM should be structured such that it encourages participation and a full and open exchange of ideas and views. It should be of at least two days duration. The Council Chair will set the agenda for the meeting based upon the input of the International Executive Director, the International Board, and Trustees. The Council Chair should canvass trustees in advance to determine key subjects for discussion. The final agenda will be approved by the International Board Chair. In addition to the formal business, there should be presentations and discussion concerning ongoing and new campaigns and the general direction of the organisation as a whole.

The agenda must cover all items where Council explicitly, by vote, asked for a report at the last Council meeting. The agenda must also cover all areas specified in the SGC Articles of Association. The agenda will be finalised at least thirty days prior to the meeting.

The first item on the Council agenda will be the announcement of voting status at the meeting. The second item will be approval of the agenda.

4.2.2. Reports to Council

Council will receive reports from the International Executive Director, on the previous year's organisational and campaign activities, and the International Board Chair, on the previous year's Board activity. Council has the right to accept, or reject, the Board's activity report and a vote of Council must be taken. While Council has the right to hear the International Executive Director's report, and to ask questions, it does not have the right to accept, or reject, the report. This is the responsibility of the Board.

The International Executive Director and/or Board Chair are responsible to report to Council on any issues that were requested by Council the previous year.

The International Executive Director is required to report on financial performance, campaign priorities, campaign performance, and office development. The International Executive Director is also required to assess the strengths and weaknesses of the International organisation and National and/or Regional Organisations.

A National and/or Regional Organisation is expected to prepare, and submit, all reports requested by the International Executive Director, by the established deadline, so that information and analysis can be circulated prior to the Council meeting.

4.3 Quorum at Council

The quorum for ordinary business and for authorisation of expenditure shall be one-half of the voting organisations. The quorum for extraordinary business and changes to the Articles of Association shall be two-thirds of voting organisations.

4.4 Selection of the Trustee

The Trustee is appointed by the national/regional Board and reports and is accountable to the national/regional Board.

The role of Council is to supervise the work of the organisation as a whole, including the International Board. Because of this, Trustees may not be national/regional Executive Directors.

The Trustee should be a member of the national/regional Board. In all cases, the Trustee must be able to represent and bind the national/regional Board.

4.5 Attendance

Attendees will be Trustees, the International Board and the International Executive Director. National/regional Executive Directors have the right to attend, and SGC staff and guests will be invited as determined by the Council Chair in consultation with the International Executive Director.

4.6 Voting at Council

This procedure describes how voting will occur at Council meetings-i.e. how voting offices exercise their voting rights.

4.6.1. Categories of Business

All resolutions or motions for discussion by the Council shall be categorised at the time they are proposed as pertaining to either **ordinary business, extraordinary business, authorisation of expenditure, or changes to the Articles of Association.**

The Council Chair is responsible for determining the "category of business". In the event of a disagreement regarding the Council Chair's determination of the "category of business" any voting organisation may on a point of order request that the Council Chair's determination be reviewed by the Board. In this case the International Board decides the matter, their decision as to the "category of business" shall be final.

CATEGORIES OF BUSINESS

- ◆ **Authorisation of Expenditure.** Authorisation of Expenditure shall mean: a) any resolutions to establish the annual budget ceiling for the coming year (or years) and b) any resolution in any other category of business the effect of which is to raise the annual budget ceiling. This may include the annual expenditure budget, any un-budgeted expenditure from reserves, and any other expenditure that has the effect of increasing the annual budget. Excluded from this category are transfers from internationally held reserves which are authorised by the International Board between Council meetings.
- ◆ **Extraordinary Business.** Extraordinary business shall mean: a) Changes to the Rules of Procedure, b) dissolution of Stichting Greenpeace Council, c) motions of non-confidence and removal of part or all of the Board, d) authorisation of an independent financial and/or management audit of Stichting Greenpeace Council, e) the SGC Contribution Model and f) Opening of new National and/or Regional Organisations.
- ◆ **Changes to the Articles of Association (Bylaws).**
- ◆ **Ordinary Business.** Ordinary business shall mean: a) approval of motions regarding strategic issues b) election of the International Board, and c) all other business.

4.6.2. Conduct of Voting

Voting will be in one round and conducted by a show of hands. Votes will be tallied by the Council Chair.

For all votes on **authorisation of expenditure, ordinary business, extraordinary business, and changes to the Articles of Association** all voting organisations shall have one equal vote.

At the beginning of each Council meeting the International Board will advise Council of those National and/or Regional Organisations with a vote. The Board's decision on these matters will be final.

For a motion to succeed, or pass, the following majorities shall be required:

- a motion in respect to **ordinary business** shall succeed, or pass, if it obtains a simple majority of the votes of the voting organisations present;
- a motion in respect to **authorisation of expenditure** shall succeed, or pass, if it obtains a two-thirds majority of the votes of the voting organisations;
- a motion in respect to **extraordinary business** shall succeed, or pass, if it obtains a two-thirds majority of the votes of the voting organisations present;
- a motion in respect to **changes to the Articles of Association** shall succeed if it obtains a four-fifths majority of votes of the voting organisations present.

In order to enter into force any and all Council motions, except the election of the Board, will require the ratification of the International Board.

4.6.3. Vote on Authorisation of Expenditure

The vote to set the annual GPI expenditure budget ceiling will take place on a date to be set by the International Board based upon the recommendation of the International Executive Director.

The vote will take place via electronic mail, written ballot or telephone conference. An in-person meeting can be requested by the Trustee of a voting organisation. That request must be seconded by another voting organisation. The request shall be made to the International Board. The Board's decision as to whether to hold an in-person meeting will be final. All Trustees will be notified of the in-person meeting date, by the International Board, at least sixty days in advance of the scheduled vote. If an in-person meeting is held attendance will be limited to one person from each voting organisation.

4.6.4. Proxies

Voting by proxy is not permitted. Trustees, or alternate Trustees, must be present at Council to vote.

4.7 Council Meeting Conduct

As much as possible consensus will be sought but it is recognised that this will not always be possible. All Trustees will have the right to speak. Voting Trustees will have the right to vote.

4.7.1. Seating

One Trustee from each National and/or Regional Organisation, the Council Chair, the Board Chair and the International Executive Director will be seated at the Council table. The International Executive Director will also have the right to seat two other SGC staff at the Council table. Other attendees will be seated behind the main Council table. All seating will be determined by the Council Chair.

4.7.2. Conducting a Vote

All votes will be recorded. The majorities required for passage will be as described in section 4.6.2. "Conduct of Voting" above. The Council Chair will alert Council of the number of votes required, for a resolution to pass, for each category of vote. If the number of voting National and/or Regional Organisations does not give a whole number when calculating the number of votes needed for a majority, the number of votes that will be needed for a motion to pass will be the next highest whole number in all cases. Votes can not be split.

There will be no abstentions during voting. A Trustee must vote yes or no.

4.7.3. Introducing a Motion

Motions can be introduced by any Trustee or by the International Board chair. To be considered a motion must have a mover and a seconder, both from a voting Participant. Any amendment not accepted by the original motion's mover and seconder must have its own mover and seconder, both from a voting Participant, and be subject to a separate vote prior to consideration of the motion itself.

4.7.4. Facilitation

The Council Chair will attempt to allow all views to be expressed before a vote is taken but is also responsible for completing the agenda and moving Trustees to a decision. The Council Chair will keep a running list of those who wish to speak but may give preference to those who have not yet expressed a view on the matter before Council.

The Council Chair may recognise the International Executive Director or International Board Chair at any time if the Council Chair thinks either can help explain an issue before Council or can help move the discussion forward.

4.7.5. Point-of-Order

At any point in the meeting any Trustee, may request a point-of-information, or point-of-order.

4.7.6. Council Working Groups

The Council Chair has the authority to establish working groups outside of the full Council session to assist Council in bringing issues to resolution. The Council Chair is responsible for selecting participants in working groups.

4.7.7. Meetings of the Board Search Committee

The Board Search Committee (BSC) will meet with Trustees outside of regular session. The Council Chair will allot time for the BSC to meet with Trustees outside of regularly scheduled sessions. The BSC meeting will be

closed to staff and Board Members and will be chaired by the Chair of the BSC.

4.8 Council Committees

The only standing committee of Council is the Board Search Committee (BSC). The purpose of the BSC is to screen and select potential International Board candidates to present to Council. The BSC is comprised of Trustees, or alternate Trustees, but it is expected to work in close co-operation with the International Board Chair. It is appointed on an annual basis. The BSC will consult the International Executive Director before it recommends International Board candidates to Council.

The chair of the Board Search Committee may be invited by the International Board Chair to attend Board meetings from time to time in order to better assess the Board's internal dynamics and needs.

While the Council may establish other committees it cannot establish a committee to do the work of the International Board or the International Executive Director. The International Board will have the right to approve, or not, all committees, except the BSC, to ensure that they only undertake business that is the responsibility of Council.

4.9 Extraordinary General Meetings

An Extraordinary General Meeting (EGM) can be called by the Board or Council, between Council meetings. An EGM may be called to address any of the following issues:

- The election or removal of the International Board or its individual members
- The opening of new National and/or Regional Organisations
- Changes to the Articles of Association
- Failure of the Board to ratify a Council decision.

However, it is not necessary to call an EGM in any of these cases in which the Board has the authority to act on its own.

For Council to call an EGM a two-thirds majority of voting National/Regional Organisations is required. The EGM must occur within eight weeks of a vote to call such a meeting. Due to cost constraints it is likely that attendance at an EGM will be limited to one person, the Trustee, per National/Regional Organisation.

The EGM will be conducted based upon the same rules and procedures as an AGM. It will be chaired by the Council Chair. The Board will allocate the budget for the EGM, based upon the recommendation of the International Executive Director, from unspent resources or by cutting an existing budget.

5. Selection and Role of the International (SGC) Board

5.1 The Role of the International Board

The Board is above all else the guarantor of the integrity of the organisation: this will come from a Board composed of individuals with established credentials and legitimacy in the larger community. The Board is also a source of expertise and contacts that can assist and support management and it is the body to which management is held accountable.

5.2 Criteria for the Selection of International Board Members

The criteria for the selection of Board Members shall include:

- *Independence.* Since the Board is the guarantor of the integrity of the organisation and must be perceived as such by supporters, the public, and staff, Board Members should be clearly independent from Greenpeace's internal affairs, having no vested interest which might be in conflict with Greenpeace's interests and objectives.
- *Expertise.* Board Members should be distinguished in their recognised fields and elected for their expertise and attainments.
- *Diverse Experience.* Collectively the Board should provide skills, input and experience representing the world at large. This requires people with different backgrounds and expertise; for example a combination of Board Members that brings together people with prestigious reputations in the fields of the environment, media, fundraising, finance, law, etc. As a rule elected Board Members should have prior experience in board/management relationships.

The following individuals are specifically excluded from serving as a Board Member:

- Any employee of any Greenpeace organisation and any member of the immediate family of an employee of any Greenpeace organisation.
- Any person accepting any remuneration under contract to perform any services to any Greenpeace organisation and any person employed by, or a director of, or owner of, any company that provides services to any Greenpeace organisation.
- Any former employees of any Greenpeace organisation who have left such employ within the last year. *[Ex-employees may be nominated for, and elected to the International Board at any time after they leave any Greenpeace organisation, and may attend Board meetings as an observer. However they cannot formally take up their position on the Board or cast any votes until the period of 12 months has elapsed since their employment with any Greenpeace organisation.]*
- Any members of national/regional Boards. Members of national/regional Boards may not serve concurrently on the International Board (i.e. an individual may not be a member of both a national/regional Board and the International Board at the same time). Members of a national/regional Board that are nominated to join the International Board will be expected to resign from the national/regional Board on appointment to the International Board and vice versa.
- Any person holding any publicly elected or politically appointed position in a political party, legislature or law making body at regional or national level.
- Any person having a material financial interest* in any industry or business or other entity that is considered a target of Greenpeace campaigns. (*A "Material financial interest" is a financial interest which is substantial enough that it would, or reasonably could, affect a Board Member's judgement with respect to decisions of the Board in relation to the entity.)

5.3 Process for Screening and Disclosure of candidates for the International Board

Prior to presentation of candidates to the SGC Council for election to the International Board, the members of the Board Search Committee will screen each candidate for conflict of interests with Greenpeace's objectives and interests.

Each candidate will be required to disclose to the members of the Board Search Committee:

- any political party affiliation and any elected or appointed position held in a political party, legislature or law-making body at the municipal, regional or national level;
- any financial ties that the candidate may have with any government or business that may be a target of Greenpeace campaigns or that may have significant contractual financial agreements with businesses that are targets of Greenpeace campaigns;

Candidates with the above conflicts should not be presented to Council for election, unless there is a specific written agreement that the candidate, if elected, will resign such position(s) and dispose of such financial ties in advance of election to the Board. Written confirmation of these actions will be provided to the Chair of the Board Search Committee.

If the Board selects a Chair from outside its own membership, the above process for screening must be undertaken by the outgoing Board Chair or a delegate.

5.4 Process for Guidelines on Disclosure of Conflicts of Interest by sitting International Board Members

The Board must always guarantee the integrity of the organisation and the following procedure will ensure that any conflicts or potential conflicts of interest that may arise during a Board Member's term will be revealed and will be dealt with appropriately.

1. All Board Members will submit in writing to the entire Board at the earliest opportunity any conflict or potential conflict of interest that has arisen or may arise in the course of their service on the Board. Upon disclosure, the Board will determine if there is a conflict of interest. Any conflict of interest so noted will be recorded in the minutes.
2. In the case of an actual conflict of interest, as defined under the exclusions described in 5.2 "Criteria for the Selection of Board Members" above, the Board Member will resign.
3. In the case of a potential conflict of interest as determined by the Board, the Board Member will not participate in any debate relating to the particular matter, and will leave the room for the debate and for any Board vote on the matter. The Board Member will not seek to influence any other Board Member on this matter, either during or outside the Board meetings.
4. Any Board Member who becomes aware of a conflict of interest or potential conflict of interest of another Board Member has the responsibility to raise this matter with the rest of the Board.

5.5 Board Term and Process for Selection of the International Board and International Board Chair

There will be between five and seven International Board Members as decided by Council. Each Board Member will serve a three year term. The terms will normally be staggered so that no more than two Board Members come-up for re-election each year. So for a five member Board elections will be staggered so that two members are elected in year one, one in year two, and one in year three. For a Board consisting of seven members two members are elected each year.

The Council will elect four or six International Board Members and the elected members shall themselves identify and appoint a Chair.

Nominations for the International Board shall be presented to Council by the BSC.

If a member of the International Board ceases to hold office for any reason the Council shall be notified in writing and shall have sixty days to elect a replacement. If the Council does not fill the vacancy within sixty days the Board may appoint a replacement to fill the position until such time as the Council elects a replacement.

5.6 Removal of International Board Members

The conditions for removal of Board Members are non-performance, failure to carry-out decisions ratified by both the Board and Council, conduct grossly prejudicial to the organisation and its campaigns, placing the organisation at risk financially or politically, conflict of interest, or undertaking such political activities as running for office, serving in a public capacity for a political party, accepting a position as a member of a government, or similar activities.

Board Members can be removed from office at either an AGM or an EGM. The dismissal of a Board Member requires a two-thirds majority of voting National and/ or Regional Organisations.

The International Board may dismiss the Board Chair provided the decision is taken at a plenary meeting of the Board. Such a measure requires a 3/4s majority of all Board Members (whether present at the plenary or not) excluding the Chair.

5.7 Responsibilities of the International Board

The International Board is the legally responsible body for Stichting Greenpeace Council. The Board is elected by Council and is, therefore, accountable to Council.

The International Board, as the legally responsible body, must ratify all Council decisions except the election of Board Members. If the Board does not ratify a Council decision, it shall justify its decision to Council and shall call an EGM to do so. While the Board has the legal authority to take a decision not to ratify a Council decision (except the election of Board Members), Council has the authority to remove the Board.

The International Board makes the final decisions on wide ranging strategic and campaign issues for Greenpeace, based on recommendations from the International Executive Director. The International Executive Director will develop recommendations through an organisation-wide process including by consulting the Global Leadership Team and/or the Executive Directors' Meeting, which will include guidance and formal recommendations from Council and the global programme planning process, as described in section 6.1 below.

The Board is responsible for oversight of the operations and activities of SGC and related entities. Its responsibilities are listed below:

1. International Executive Director

To hire, supervise, and fire the International Executive Director and to set the International Executive Director's remuneration and conditions of service.

To ensure that Council and Board decisions are implemented by the International Executive Director and to supervise the work of the International Executive Director to make sure that it conforms with Council and Board directives and applicable law.

To assist the International Executive Director by responding to specific requests for advice in their respective fields of expertise and to assist in fundraising.

2. Strategy and Policy

To provide a link between Greenpeace and society by providing a point of reference and external perspective and by setting Greenpeace work within the larger context of social and political change.

To ensure the organisation's adherence to legal standards and ethical norms.

To make inputs into and approve the strategic direction of the organisation.

To review and approve, based principally but not solely upon the recommendation of the International Executive Director, policies governing the operations of Greenpeace International.

To approve the Long Term Global Framework, and to approve fundamental changes to existing Long Term Global Framework. This includes approval of new campaign issues and approval of fundamental changes of existing campaign issues.

To review the organisation's mission statement and where necessary to propose changes to the Council.

3. Planning

To approve the planning processes, including the global programme planning process, based upon recommendation from International Executive Director.

4. National and Regional Organisations

To approve the opening of new National and/or Regional Organisations. and present its decision to Council for approval.

To approve the granting or denial of voting status to a National and/or Regional Organisation, after full determination by the International

Executive Director of whether the National and/or Regional Organisation meets or does not meet the criteria for voting status, and to present its decision to Council for approval.

To expel National and/or Regional Organisations and control the use of the name Greenpeace. The International Board may by four-fifths majority of the votes validly cast at a meeting where all members of the Board are present or by proxy resolve to expel a National and/or Regional Organisation. They may withdraw from it the right to use the name Greenpeace through procedures for revoking the license agreement, as outlined therein.

5. Finances

To ratify the SGC annual Budget Expenditure ceiling.

To approve the Global Resource Plan.

To approve SGC's annual budget based on the Global Resource Plan.

To ensure that adequate financial control is exercised over funds received by the organisation in respect to their allocation and disbursement.

To appoint external auditors and approve financial statements.

6. Board Development

To orient new Board Members and regularly assess Board performance.

These responsibilities and authorities are complementary to, not exclusive of, other authorities as defined in the Articles of Association of SGC.

5.8 Responsibilities of the International Board Chair

The responsibilities of the Board Chair are as follows:

- To preside at all Board meetings and ensure the effective facilitation of Council meetings.
- To set the agenda for, and organise, Board meetings and Council meetings based upon the advice of the International Executive Director and the Board.
- To advise the International Executive Director and monitor the work of the International Executive Director on behalf of the Board as well as be the contact between the Board and the International Executive Director.
- To ensure that Board decisions and decisions of Council are executed by the International Executive Director.
- To, at the request of the International Executive Director, act as a spokesperson for the organisation.
- To work closely with the Board Search Committee of Council.
- To execute such legal instruments as required on behalf of SGC.

These authorities are complementary to, not exclusive of, other authorities as defined in the Articles of Association of SGC.

5.9 Decisions by the International Board between Council Meetings

The International Board has the authority to take decisions between Council meetings. If the Board takes a decision on an "issue of importance" it must inform Council of its decision and/or seek Council's input. If possible, and if the Board deems the issue of significant magnitude, the Board can consult with Trustees prior to taking such a decision. However, in all cases the Board is obliged to inform Council after it takes any decision related to the following "issues of importance" or other issues that it deems important:

- The election or removal of the International Board or individual members
- The opening of new National and/or Regional Organisations
- Changes to the Articles of Association
- Failure of the Board to ratify a Council decision.

In addition to communication to Council through its minutes, or through other direct correspondence, the Board will be required to report on these decisions as part of its Board report to the next Council meeting.

5.10 International Board/Council Communication

The International Board is obliged to keep Trustees, and National and/or Regional Organisations, informed of all significant Board decisions and developments by circulating the agenda for all meetings two weeks before each meeting together with any relevant papers that the Board deems appropriate. And the Board is required to circulate meeting minutes, for all meetings, within thirty days of the end of the meeting.

It is recognised that the International Board may from time-to-time have confidential meetings and that the minutes of those meetings will not be circulated.

5.11 How the international Board Works

All decisions will be by majority unless otherwise specified in the Articles of Association. In the event of a tie the Board Chair will cast the deciding vote.

Members of the Board can be represented at a Board meeting by a written proxy given to another Board Member.

5.12 Compensation of International Board Members

Compensation may be provided to Board Members for their participation on the Board and their attendance at Board meetings. However, the compensation shall not provide any financial incentive to join the Board. Compensation for the Chair of the Board may be higher than that for Board Members if the workload justifies it. Members of the Board shall be reimbursed for reasonable costs of travel and accommodation to Board meetings and incidental expenses associated with their duties.

It is the responsibility of Trustees to approve the compensation of the SGC Board. Council delegates to the Board Search Committee the responsibility of reviewing the Board compensation every three years, observing the laws, rules and regulations under which Stichting Greenpeace Council operates, and reporting back to the Council with recommendations on any comments and/or changes.

Members of the International Board may not become employees of any Greenpeace organisation or accept any remuneration under contract to perform any service for any Greenpeace organisation. If a Board Member wishes to be a candidate for employment, or wishes to provide services to any Greenpeace organisation for remuneration, the Board Member shall first resign from the Board.

5.13 International Board Budget

The International Board budget will be recommended to Council by the Board Chair as part of the Board report. The Board Chair should not chair this session of the Council meeting. The Council is responsible for approving the Board budget. The Board Chair is also responsible for oversight of the Council budget.

6. The International Executive Director

The International Executive Director shall be entrusted by the International Board with the management of SGC. This will be reflected in a written job description.

- The International Executive Director shall have the full authority to run the affairs of SGC. The International Executive Director shall be held accountable to the International Board for SGC's performance.
- *Appointment of the International Executive Director.* The International Executive Director is appointed by the International Board.
- *Dismissal of the International Executive Director.* The dismissal of the International Executive Director is solely the responsibility of the International Board.

6.1 Responsibilities of the International Executive Director

The International Executive Director will have the following responsibilities, in addition to those set out by the International Board:

- To ensure the implementation of Board decisions;
- To develop the strategic direction of the organisation and make recommendations concerning these to the Board;
- To develop the planning processes in consultation with the National/Regional Organisations and subject to the approval of the International Board.
- To develop and deliver the Long Term Global Framework and the global programme – establishing the strategy, milestones and priority in geographical areas for the Global Programme Campaigns including the global thematic campaign baskets - in consultation and coordination with the National/Regional Organisations and subject to the approval of the International Board;
- To represent the organisation externally;
- To monitor performance in the National/Regional Organisations and, where necessary, to intervene to improve that performance for the protection of the valuable reputation of the Greenpeace name;

- To determine whether National/Regional Organisations meet the criteria for voting status and to recommend voting status be granted or denied to a National and/or Regional Organisation on that basis, to the International Board;
- To reach agreement with the national/regional Boards on the hiring of national/regional Executive Directors;
- To call a national/regional Board meeting, and to attend or delegate a representative to attend national/regional Board meetings;
- To receive such information on the affairs of the National/Regional Organisations as may be necessary to perform his or her monitoring function;
- To accept or reject the annual Organisation Development Plans and Three Year Strategic Plans in a process which ensures co-operation with each of the National/Regional Organisations.