
Minutes

Greenpeace Nordic Annual General Meeting 2020 Video conference, 16 May 2020

[Greenpeace Norden Årsstämmoprotokoll 2020]

For: Voting members
Date/ Version: 5 June 2020
Written by: Susannah Ling

1.0 Opening of the meeting / Öppnande av mötet

Board Chair Agneta Rythén Martin welcomed everybody and opened the meeting.

[Styrelseordförande Agneta Rythén Martin välkomnar alla och förklarar stämman öppnad.]

2.0 Establishing of a list of members present in person online 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 was established, present in person online or by proxy. A quorum was reached, i.e. 20 out of 20 votes.

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

Present in person online/Närvarande personligen online

Matthias Schickhofer (AT)

Polina V. Malysheva (RU)

Robert K. Schmidt (DK)

Carl-Henrik Monrad-Aas (SE)

Barbara Kuepper (DE)

Duane Raymond (CA/UK/CH)

Rune Leithe-Eriksen (SE)

Maik Marahrens (DE)

Saskia Richartz (DE)

Joakim Bergman (SE)

Iris Menn (DE)

Magdalena Figura (PL)

Tina Löffelbein (DE)

Reyes Tirado (ES)

Virág Kaufer (HU)

Sofia Tsenikli (GR)

Martina Holbach (LU)

Anna Forsgren (SE)

Present by proxy/Närvarande genom fullmakt

Márta Vetier (HU) proxy to Reyes Tirado (ES)
Mats Abrahamsson (SE) proxy to Joakim Bergman (SE)

Apologies/lcke närvarande

No apologies.

Board members present/Närvarande styrelsemedlemmar

The Board was present with the following members: Chair Agneta Rythén Martin (SE), Simo Kyllönen (FI), Kathleen McCaughey, Dan Hindsgaul (DK) and Per Rosander (SE).

Board members excused/lcke närvarande styrelsemedlemmar

Andrea Cederquist (SE)

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

The voting assembly elected voting member Saskia Richartz to chair the Annual General Meeting.

[Röstande medlem Saskia Richartz 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 was appointed secretary of the meeting.
Iris Menn and Robert K. Schmidt were elected to verify the minutes.

[Susannah Ling utses till sekreterare av årsstämman.
Iris Menn och Robert K. Schmidt utses till justerare av protokollet.]

5.0. Decision on presence of further persons at the AGM

It was decided that Mads Flarup Christensen (Executive Director), Susannah Ling (Executive Assistant), and Magali Reyes Henkel (Technology and Finance Director) were allowed to be present during the meeting.

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

It was agreed that the AGM had been 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 voting members adopted the agenda.

[Dagordningen fastställs.]

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

Executive Director Mads summarised the power point presentation of the year that passed and the work of Greenpeace Nordic in 2019, including an overview of effects, risks and opportunities relating to, and how Greenpeace Nordic has handled the Corona pandemic, as well as a follow-up to an action point from last year's AGM regarding campaign challenges in Sweden. The presentation was prepared by the Senior Management Team (SMT) and shared with the voting members prior to the AGM. Mads then answered comments and questions from the voting membership.

The voting membership thanked Mads and the SMT for a well-prepared presentation and praised Greenpeace Nordic for great work during the year and noting the importance of the Nordic office, especially in the European context.

9.0 Presentation of the Annual Report 2019, income statement, balance sheet and auditor's report by the Board Chair

The Board Chair presented the Annual Report 2019, income statement and balance sheet. The auditor's report was presented 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 2019 from the Board of Directors, income statement, balance sheet and the auditor's report of 2019 were unanimously accepted.

[Styrelsens verksamhetsberättelse för 2019 godkändes. Resultat och balansräkning fastställdes.]

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

The voting members unanimously decided that the surplus of SEK 7.088.465 is to be brought forward into the fund balance.

[Medlemmarna beslutade enhälligt att årets överskott på 7.088.465 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 members unanimously granted the Board of Directors indemnity.

[Medlemmarna beviljar styrelsen ansvarsfrihet.]

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

The voting members agreed to follow the Board's recommendation to appoint Grant Thornton Sweden AB to audit Greenpeace in 2020 for the estimated fee of 236.000 SEK including VAT.

[Årsstämman beslutar att utse Grant Thornton Sweden AB till att revidera Greenpeace Nordens verksamhet 2020 till ett uppskattat arvode av 236 000kr, inklusive moms.]

14.0 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.

15.0 Presentation of the Board of Directors' self-evaluation in 2020

According to the Greenpeace Nordic Governance Policies (Board Evaluation Procedure, approved in September 2015), the Board self-evaluates its work annually and every fourth year, an external evaluation is conducted by the GPI Development Manager for GPN. In early 2020, the Board conducted its annual self-evaluation and GPI Development Manager Orli Toledo conducted the external evaluation of the Board. The results of both the external and the self-evaluation, as well as the Board's 2020 Governance objectives were shared with the voting members prior to the AGM.

Board member Simo high-lighted some of the results of the self-evaluation, which followed the format of previous years. As has been the case in previous years there were no areas of concern only a few areas for the Board to improve in.

The voting members' comments and questions to the Board again included praise for the Board's evaluation model and being transparent and sharing the self-evaluation with the AGM, which gives it a good overview.

The voting members noted the presentation and again commended the Board for being transparent and sharing the results.

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 were three open positions in the Board. Board member Simo Kyllönen (FI) was up for re-election and agreed to stand for a further 2-year term. Board member Kathleen McCaughey (SE) stepped down. The Election Committee presented two candidates to replace Kathleen. The seventh position in the Board remains unfilled.

[Följande styrelsemedlemmar valdes in för följande årsperioder. Styrelsemedlem Simo Kyllönen (FI) var uppe till omval och styrelsemedlem Kathleen McCaughey (SE) avgick. Valberedningen presenterade två kandidater att ersätta Kathleen. Den sjunde stolen i styrelsen är fortfarande tom.]

The voting members re-elected Simo Kyllönen (FI) for a two-year period, and unanimously elected a new member, Ingrid Skjoldvær (NO) for a period of 3 years.

[De röstande medlemmarna omvalde Simo Kyllönen (FI) för en period om 2 år och valde enhälligt Ingrid Skjoldvær (NO) för en period om 3 år vardera.]

The candidates and the results of the election are:

Simo Kyllönen (FI)	(for re-election)	Re-elected for 2 yrs
Ingrid Skjoldvær (NO)	(new candidate)	Elected for 3 yrs

See below the new full list of Board of Directors for 2020-2021, as a result of the AGM election:

[Baserat på årsmötets val, se nedan en komplett lista över styrelsens medlemmar 2020-2021]:

Board of Directors	Nationality	Governing period
Dan Hindsgaul	DK	until 2021
Agneta Rythén Martin, Chair	SE	until 2022
Simo Kyllönen	FI	until 2022
Andrea Cederquist	SE/DE	until 2022
Per Rosander	SE	until 2022
Ingrid Skjoldvær	NO	until 2023

16.2 Voting Membership / Röstande medlemmar

Voting members Polina Malysheva (RU), Márta Vetier (HU), Tina Loeffelbein (DE), Reyes Tirado (ES), Virág Kaufer (HU), Robert K. Schmidt (DK), Carl-Henrik Monrad-Aas (SE) and Joakim Bergman (SE) were up for re-election.

[Röstande medlemmar Polina Malysheva (RU), Márta Vetier (HU), Tina Loeffelbein (DE), Reyes Tirado (ES), Virág Kaufer (HU), Robert K. Schmidt (DK), Carl-Henrik Monrad-Aas (SE) och Joakim Bergman (SE) är uppe till omval.]

The voting members elected the following candidates:

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

Employed by GP:

- Polina V. Malysheva (GP RU)	(for re-election)	Re-elected for 3 yr
- Márta Vetier (HU/GP CEE)	(for re-election)	Re-elected for 3 yrs
- Tina Loeffelbein (GP DE)	(for re-election)	Re-elected for 3 yrs
- Reyes Tirado (ES/GPI)	(for re-election)	Re-elected for 3 yrs
- Virág Kaufer (HU/GPI)	(for re-election)	Re-elected for 3 yrs

Not employed by GP:

- Robert K. Schmidt (DK) yrs	(for re-election)	Re-elected for 3
- Carl-Henrik Monrad-Aas (SE) yrs	(for re-election)	Re-elected for 3
- Joakim Bergman (SE) yrs	(for re-election)	Re-elected for 3

Welcome to the new and re-elected voting members.

Based on the AGM election results, the new list of the entire voting membership for 2020-2021:

[Baserat på årsmötets val, se nedan en komplett lista över röstande medlemmar 2020-2021]:

Voting membership	Nationality	Governing period
<u><i>Employed by GP</i></u>		
Iris Menn	DE (GP CH)	until 2021
Sofia Tsenikli	GR (GPI)	until 2021
Magdalena Figura	PL (GP CEE)	until 2022
Maik Marahrens	DE (GPI)	until 2022
Martina Holbach	LU (GP LU)	until 2022
Polina V. Malysheva	RU (GP RU)	until 2023
Márta Vetier	HU (GP CEE)	until 2023
Tina Loeffelbein	DE (GP DE)	until 2023
Reyes Tirado	ES (GPI)	until 2023
Virág Kaufer	HU (GPI)	until 2023
<u><i>Not employed by GP</i></u>		
Mats Abrahamsson	SE	until 2021
Saskia Richartz	DE	until 2021
Matthias Schickhofer	AT	until 2022
Barbara Kuepper	DE	until 2022
Rune Leithe-Eriksen	SE	until 2022
Duane Raymond	CA, UK, CH	until 2022
Anna Forsgren	SE	until 2022
Robert K. Schmidt	DK	until 2023
Carl-Henrik Monrad-Aas	SE	until 2023
Joakim Bergman	SE	until 2023

The new list of Voting and Board Members and their governing periods is also 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:]

Barbara Kuepper (Chair)	Voting Member	re-elected
Matthias Schickhofer	Voting Member	re-elected
Carl-Henrik Monrad-Aas	Voting Member	re-elected

Ingrid Skjoldvær Board Member appointed by the Board*

**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.*

The voting membership agreed that the Election Committee, at the start of the process for the candidate search, will host one or two open conference calls or invite email proposals from everyone on the voting membership.

18.0 AOB

ACT: Voting member Duane invited everyone to reflect on and send Executive Assistant Susannah their feedback whether the Greenpeace Nordic AGMs should be held virtually also in the future.

19.0 Closing of the meeting / Mötets avslutande

On behalf of the Board and the voting members, the Chair thanked Board member Kathleen McCaughey, who stepped down, for her always clear and constructive communication and great contribution to Greenpeace Nordic's governance work.

The Chair also thanked all participants for their engagement and the Board and office for an efficiently planned and well-prepared meeting. The Chair closed the meeting.

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

Minutes by:

Susannah Ling
Executive Assistant

Minutes verified by:



Saskia Richartz
Chairperson of the AGM



Iris Menn
Voting member



Robert K. Schmidt
Voting member

Attachments:

- List of Voting Membership and Board of Directors 2020-2021

