
Minutes

Greenpeace Nordic Annual General Meeting 2022 Copenhagen, 7 May 2022

[Greenpeace Norden Årsstämmoprotokoll 2022]

For: Voting members
Date/ Version: 13 June 2022
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. 19 out of 20 votes.

[Beslutanderätt har uppnåtts genom att 19 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)
Barbara Kuepper (DE)
Duane Raymond (CA/UK/CH)
Rune Leithe-Eriksen (SE)
Joakim Bergman (SE)
Virág Kaufer (HU)
Anna Forsgren (SE)
Márta Vetier (HU)
Mats Abrahamsson (SE)
Saskia Richartz (DE)
Tina Löffelbein (DE)
Reyes Tirado (ES)
Maja Gobeli (CH)

Present by proxy/Närvarande genom fullmakt

Sofia Tsenikli (GR) proxy to Saskia Richartz
Martina Holbach (LU) proxy to Barbara Kuepper
Maik Marahrens (DE) proxy to Reyes Tirado

Apologies/Icke närvarande

Magdalena Figura (PL)

Board members present/Närvarande styrelsemedlemmar

The Board was present with the following members: Chair Agneta Rythén Martin (SE), Veikko Eranti (FI), Dan Hindsgaul (DK), Andrea Cederquist (SE) and Ingrid Skjoldvær (NO).

Board members excused/Icke närvarande styrelsemedlemmar

Per Rosander (SE)

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

The voting assembly elected voting member Virág Kaufer to chair the Annual General Meeting.

[Röstande medlem Virág Kaufer 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. Saskia Richartz and Joakim Bergman were elected to verify the minutes.

[Susannah Ling utses till sekreterare av årsstämman. Saskia Richartz and Joakim Bergman 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), Celeste Stewart (Fundraising & Deputy Executive Director), Birgitte Lesanner (Deputy Programme Director for Engagement & Actions) and Jesper Bigum (Deputy Fundraising Director) were allowed to be present during the meeting. Magali Reyes Henkel (Technology and Finance Director) was present online for items 8.0-13.0. For the presentation under item 8, parts of which was presented during the AGM dinner the preceding evening, Sini Harkki (Programme Director) and Vilhelm Lønsted (HR Director) were also present.

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 and the Senior Management Team (SMT) presented a summary and highlights of the year that passed and the work of Greenpeace Nordic in 2021, including the effects of and how Greenpeace Nordic has responded to the war in Ukraine and how Greenpeace Nordic has continued to handle the Corona pandemic. Mads and the SMT then answered comments and questions from the voting membership.

The voting membership noted and thanked Mads and the SMT for the presentation and praised Greenpeace Nordic for excellent and professional work during another exceptional year.

9.0 Presentation of the Annual Report 2021, income statement, balance sheet and auditor's report by the Board Chair

The Board Chair presented the Annual Report 2021, 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 2021 from the Board of Directors, income statement, balance sheet and the auditor's report of 2021 were unanimously accepted.

[Styrelsens verksamhetsberättelse för 2021 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 93.631 is to be brought forward into the fund balance.

[Medlemmarna beslutade enhälligt att årets överskott på 93.631 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 enhälligt styrelsen ansvarsfrihet.]

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

The voting members agreed to follow the Board's recommendation to appoint Grant Thornton Sweden AB to audit Greenpeace Nordic in the fiscal year of 2022 for the estimated fee of 300.000 SEK including VAT.

[Årsstämman beslutar att följa styrelsens rekommendation att utse Grant Thornton Sweden AB till att revidera Greenpeace Nordens verksamhet 2022 till ett uppskattat arvode av 300 000kr, inklusive moms.]

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

Proposal by VM drafting group to clarify the GPN bylaws text, also referring to document 14.0 VM Motion to the 2022 AGM Balance of VM members

Following the 2021 GPN AGM, a drafting group, consisting of Mats Abrahamsson, Matthias Schickhofer and Sofia Tsenikli, was mandated to proceed with a review of the below section of the bylaws and provide guidance in terms of the VM's obligation and any course of action necessary resulting from the change in a VM's employment status during the time of their serving as GPN VMs.

The drafting group recommended the following text amendments:

The voting members of the association shall [aim to] elect new members] ~~be elected~~ so that half of them are members of the staff of other Greenpeace offices and half of them are not employed by any Greenpeace office. Exception from this rule can be agreed with SGC. Gender balance shall be sought.

The drafting group further recommended a clarification inserted in the Rules of Procedure for the Election Committee as a last paragraph of § 4. "Procedure of work":

The EC will prepare a list of recommended candidates for the Voting Membership. The list will follow the rules set out in the bylaws of aiming for half of the voting new members being members of the staff of other Greenpeace offices and half of them not employed by any Greenpeace office. This rule does not imply that an existing member who has changed category during his/her term will need to step down. The EC will also seek for gender balance among Voting Members.

Finally, the drafting group noted that diversity is not limited to gender balance and recommended that the Board at the 2022 AGM mandates a small working group to provide, with the support of an expert on diversity & inclusion, recommendations on how to further strengthen the diversity of the voting membership, including on race, social, age, sexual orientation.

The AGM discussed the drafting group's recommendations and agreed to change the GPN bylaws and the EC Rules of Procedure as proposed. Further, the AGM decided to set up a working group to explore how to further strengthen the diversity of the voting membership, including on race, social, age, sexual orientation. Saskia Richartz, Duane Raymond and Maja Gobeli volunteered to be part of this group and the Board committed to have one member join the group as well.

The AGM thanked the drafting group for their work proposing clarifying text to the Bylaws and the EC Rules of Procedure.

[Årsstämman diskuterade arbetsgruppens rekommendationer och enades om att ändra GPNs stadgar och valberedningens arbetsordning som föreslagits. Vidare beslutade årsstämman att upprätta en arbetsgrupp för att undersöka hur man ytterligare kan stärka mångfalden i gruppen av röstande medlemmar, inklusive relaterat till ras, socialt, ålder, sexuell läggning. Saskia Richartz, Duane Raymond och Maja Gobeli anmälde sig frivilligt att vara en del av denna arbetsgrupp och styrelsen lovade att en av styrelsemedlemmarna kommer att delta i arbetsgruppen. Årsstämman tackade beredningsgruppen för deras arbete med att föreslå förtydligande text till stadgarna och valberedningens arbetsordning.]

Board suggestion for a motion to add to the GPN Bylaws a text on limiting revolving doors cases by introducing cooling off periods moving between governance and management levels

Board member Dan Hindsgaul proposed and asked on behalf of the board that the AGM take an in-principle decision to add language on revolving doors and cooling off periods in the GPN bylaws, with the following motivation:

Good governance practices include that governance roles are separated from management roles in order to ensure that governance can focus on the strategic level and on oversight of management, whereas management can focus on the operational level. We have seen examples in the past of a revolving doors practice at both NROs and at GPI, where board members go straight to leading management roles and vice versa, which can endanger the separation between management and governance. Therefore, the GP Nordic board would like to propose a change in the bylaws to ensure that there is a "cooling off" period of at least one year (two years would also be appropriate) before a) a board member can

be hired in a management role, and before b) a staff member at the management level can be elected as member of the board.

After discussion the AGM agreed on an in-principle decision to add language on 'revolving doors' and 'cooling off' periods to the GPN bylaws. The AGM mandated the Board and incoming Board Chair to prepare a digital Voting member discussion during September 2022, including drafting a text proposal for discussion and agreement by voting members.

Both of the above changes will then be inserted into the bylaws of the Association and will be formally agreed on at the 2023 AGM.

[Efter diskussion kom årsmötet överens om ett principbeslut att lägga till språk om svängdörrspolicy (revolving doors) och karenstider (cooling off periods) till GPNs stadgar. Årsmötet gav styrelsen och tillträdande styrelseordförande mandat att utarbeta ett textförslag som underlag för diskussion och beslut, samt att förbereda ett digitalt möte för röstande medlemmar under september 2022.

Båda ovanstående ändringar kommer sedan att införas i föreningens stadgar och kommer formellt att klubbas under årsmötet 2023.]

15.o Presentation of the Board of Directors' self-evaluation in 2022 + 2022 Governance objectives

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 2022, the Board conducted its annual self-evaluation, and the results together with the Board's 2022 Governance objectives were shared with the voting members prior to the AGM.

Board member Veikko high-lighted some of the results of the self-evaluation. As has been the case in previous years the Board is overall satisfied with the functioning of the Board. Veikko also noted that the Board had aimed to review and streamline the evaluation to make it lighter and easier to fill in, but due to time restraints didn't manage to do the review ahead of this year's evaluation and this will now be done before the next evaluation in 2023.

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

16.o 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 two open positions in the Board as board member and board chair Agneta Rythén Martin (SE) stepped down and as the seventh position in the Board remains unfilled. Board members Andrea Cederquist (SE/DE) and Per Rosander (SE) were up for re-election. The Election Committee presented two candidates to replace Agneta Rythén Martin.

[Styrelsemedlemmar Andrea Cederquist (SE/DE) och Per Rosander (SE) var uppe till omval och styrelseordförande Agneta Rythén Martin (SE) avgick.

Valberedningen presenterade två kandidater att ersätta Agneta Rythén Martin. Den sjunde stolen i styrelsen står fortfarande tom.]

The voting members unanimously re-elected Andrea Cederquist (SE/DE) and Per Rosander (SE) for another 3-year period and elected candidate Carl-Henrik Monrad-Aas (SE) for a period of 3 years. Current board member Dan Hindsgaul was elected as the new Board Chair.

[De röstande medlemmarna valde enhälligt om Andrea Cederquist (SE/DE) och Per Rosander (SE) för en period om 3 år och valde in kandidat Carl-Henrik Monrad-Aas (SE) för en period om 3 år. Styrelsemedlem Dan Hindsgaul valdes till ny styrelseordförande]

The candidates and the results of the election are:
[Följande styrelsemedlemmar valdes in för följande årsperioder.]

Andrea Cederquist (SE/DE)	(for re-election)	Re-elected for 3 yrs
Per Rosander (SE)	(for re-election)	Re-elected for 3 yrs
Carl-Henrik Monrad-Aas (SE)	(new candidate)	Elected for 3 yrs
Anna Forsgren (SE)	(new candidate)	Not elected

See below the new full list of Board of Directors for 2022-2023, as a result of the AGM election:

[Baserat på årsmötets val, se nedan en komplett lista över styrelsens medlemmar 2022-2023]:

Board of Directors	Nationality	Governing period
Ingrid Skjoldvær	NO	until 2023
Veikko Eranti	FI	until 2024
Andrea Cederquist	SE/DE	until 2025
Per Rosander	SE	until 2025
Carl-Henrik Monrad-Aas	SE	until 2025
Dan Hindsgaul (Chair)	DK	until 2025

16.2 Voting Membership / Röstande medlemmar

Voting members Martina Holbach (LU), Maik Mararhens (DE), Matthias Schickhofer (AT), Rune Leithe-Eriksen (SE), Barbara Kuepper (DE), Duane Raymond (CH/UK/CA) and Anna Forsgren (SE) were up for re-election. Magdalena Figura (PL) stepped down.

[Röstande medlemmar Martina Holbach (LU), Maik Mararhens (DE), Matthias Schickhofer (AT), Rune Leithe-Eriksen (SE), Barbara Kuepper (DE), Duane Raymond (CH/UK/CA) och Anna Forsgren (SE) är uppe till omval. Magdalena Figura (PL) avgår.]

The voting members elected/re-elected the following candidates/current members:

[Årstämman väljer in/återväljer följande nominerade kandidater/röstande medlemmar:]

Employed by GP:

- Martina Holbach (GPLU)	(for re-election)	Re-elected for 3 yr
- Gesche Jürgens (GPDE)	(new candidate)	Elected for 3 yrs
- Valentin Sălăgeanu (GP CEE/RO)	(new candidate)	Elected for 3 yrs
- Denitza Petrova (GP CEE/BU)	(new candidate)	Elected for 3 yrs

Not employed by GP:

- Matthias Schickhofer (AT)	(for re-election)	Re-elected for 3 yrs
- Rune Leithe-Eriksen (SE)	(for re-election)	Re-elected for 3 yrs
- Barbara Kuepper (DE)	(for re-election)	Re-elected for 3 yrs
- Duane Raymond (CH/UK/CA)	(for re-election)	Re-elected for 3 yrs
- Anna Forsgren (SE)	(for re-election)	Re-elected for 3 yrs
- Maik Mararhens (DE)	(for re-election)	Not re-elected

Welcome to the new and re-elected voting members.

Based on the AGM election results, the new list of the entire voting membership for 2022-2023:

[Baserat på årsmötets val, se nedan en komplett lista över röstande medlemmar 2022-2023]:

Voting membership	Nationality	Governing period
<i><u>Employed by GP</u></i>		
Polina V. Malysheva	RU (GP RU)	until 2023
Tina Loeffelbein	DE (GP DE)	until 2023
Reyes Tirado	ES (GPI)	until 2023
Virág Kaufer	HU (GPI)	until 2023
Sofia Tsenikli	GR (GPI)	until 2024
Maja Gobeli	CH (GP CH)	until 2024
Martina Holbach	LU (GP LU)	until 2025
Gesche Jürgens	DE (GP DE)	until 2025
Valentin Sălăgeanu	RO (GP CEE)	until 2025
Denitza Petrova	BU (GP CEE)	until 2025
<i><u>Not employed by GP</u></i>		
Márta Vetier	HU (GP CEE)	until 2023
Robert K. Schmidt	DK	until 2023
Joakim Bergman	SE	until 2023
Mats Abrahamsson	SE	until 2024
Saskia Richartz	DE	until 2024
Anna Forsgren	SE	until 2025
Matthias Schickhofer	AT	until 2025
Barbara Kuepper	DE	until 2025
Rune Leithe-Eriksen	SE	until 2025
Duane Raymond	CA, UK, CH	until 2025

The new list of Voting and Board Members and their governing periods is also attached to these minutes.

17.0 Appointment of election committee / Utänämning 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
Polina Malysheva	Voting member	re-elected
Mats Abrahamsson	Voting member	elected
Ingrid Skjoldvær	Board member	re-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.*

18.0 Discussion: Future AGMs – in person or digital?

Due to time restraints towards the end of the AGM, the voting members decided to have this conversation online during the year.

19.0 AOB

Some voting members felt that the pace of voting at the AGM is sometimes fast and for new members might create uncertainty/feel intimidating. It was proposed that a working group is formed to look at either more anonymous voting or more guidance ahead of voting on an item at hand, as well as clarifying elements of what is voted on in the formal agenda. Duane Raymond and Maja Gobeli volunteered to form a working group and to look at proposing a motion to the 2023 AGM.

20.0 Closing of the meeting / Mötets avslutande

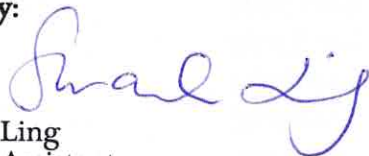
On behalf of the Board and the voting members, the Chair again thanked Board chair Agneta Rythén Martin, who stepped down, for her long tenure and great contribution to Greenpeace Nordic's governance work. The voting members also thanked Maik Mararhens and Magdalena Figura, for their tenure serving as voting members.

Special thanks were given to the Board, for steering the organisation through another exceptional year with good results, and equally to the ED, SMT and the staff of Greenpeace Nordic, for their great daily work.

The Chair closed the meeting.

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

Minutes by:

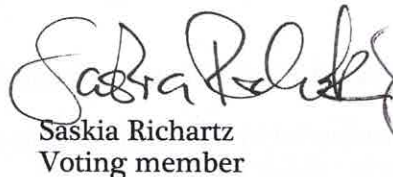


Susannah Ling
Executive Assistant

Minutes verified by:



Agneta Rythén Martin
Board Chair



Saskia Richartz
Voting member



Joakim Bergman
Voting member

Attachments:

- List of Voting Membership and Board of Directors 2022-2023