

Minutes: Greenpeace Nordic Annual General Meeting, 2023-05-13

Stockholm, Sweden

[Greenpeace Norden Årstämmaprotokoll 2023]

For: Voting Members

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1.0 Opening of the meeting / Öppnande av mötet

Board Chair Dan Hindsgaul welcomed everybody and opened the meeting.

[Styrelseordförande Dan Hindsgaul välkomnar alla och förklarar stämman öppnad.]

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

The following list of members was established, present in person 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

Tina Löffelbein (DE)

Sofia Tsenikli (GR/SE)

Denitza Petrova (BU)

Gesche Juergens (DE)

Márta Vetier (HU)

Barbara Kuepper (DE)

Matthias Schickhofer (AT)

Duane Raymond (CS/UK/CH)

Mats Abrahamsson (SE)

Saskia Richartz (DE)

Present by proxy/Närvarande genom fullmakt

Reyes Tirado (ES) proxy to Tina Löffelbein

Martina Holbach (LU) proxy to Matthias Schickhofer

Polina V. Malysheva (RU) proxy to Tina Löffelbein
Virág Kaufer (HU) proxy to Sofia Tsenikli
Valentin Sălăgeanu (RO) proxy to Denitza Petrova
Anna Forsgren (SE) proxy to Mats Abrahamsson
Robert K. Schmidt (DK) proxy to Matthias Schickhofer
Rune Leithe-Eriksen (SE) proxy to Duane Raymond
Joakim Bergman (SE) proxy to Mats Abrahamsson

Apologies/Icke Närvarande

Maja Gobeli (CH)

Board members present/Närvarande styrelsemedlemmar

The Board was present with the following members: Chair Dan Hindsgaul (DK), Veikko Eranti (FI), Andrea Cederquist (SE), Per Rosander (SE), Carl-Henrik Monrad-Aas (SE), and Ingrid Skjoldvær (NO)

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

The voting assembly elected voting member Barbara Kuepper to chair the Annual General Meeting.

[Röstande medlem Barbara Kuepper 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 and John Dinamarca were appointed as secretaries of the meeting. Márta Vetier and Sofia Tsenikli were elected to verify the minutes.

[Susannah Ling och John Dinamarca utses till sekreterare av årsstämman. Márta Vetier och Sofia Tsenikli utses till justerare av protokollet.]

5.0 Decision on the presence of further persons at the AGM

It was decided that Celeste Stewart (Acting Executive Director), Susannah Ling (Executive Assistant), John Dinamarca (Acting Executive Assistant), Jesper Bigum (Acting Fundraising Director), Sini Harkki (Programme Director), Birgitte Lesanner (Deputy Programme Director for Engagement & Actions), Ida Wahlin (People & Culture Director) and Nazrene Abdullah (Finance Director) were allowed to be present during the meeting. For the presentation during item 8.0 (Continuation of the Year that passed), Mads Flarup Christensen (Acting International Executive Director: Update on GPI) was present online.

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 ahead. Trustee updates: updates from GPI AGM and other Governance happenings.

Acting Executive Director Celeste Stewart and the Senior Management Team (SMT) presented a summary and highlights of the year that passed and the work of Greenpeace Nordic in 2022. The majority of this agenda item was presented during the AGM dinner on Friday 12th May 2023, with Jesper Bigum, Ida Wahlin, Nazarene Abdullah and Sini Harkki providing updates on the work of their respective departments in 2022. Celeste and SMT answered questions and responded to comments from the voting membership.

The voting membership noted and thanked Celeste and the SMT for their presentations and praised Greenpeace Nordic for excellent and professional work during 2022.

Andrea Cederquist, as the Trustee of the Board, reported back on global governance and on outcomes from the International AGM in 2022.

Acting International Executive Director Mads Flarup Christensen presented an update from Greenpeace International. Mads then answered questions and responded to comments from voting members and the Board.

9.0 Presentation by the Board Chair of the Annual Report 2022, income statement, balance sheet and auditor's report

Per Rosander, as a member of the Board's Finance Committee, provided an introduction to the presentation of the Annual Report 2022. Finance Director Nazrene Abdullah then presented the Annual Report 2022.

10.0 Decision on acceptance of the Annual Report 2022 from the Board of Directors, income statement, balance sheet and auditor's report /

Godkännande av verksamhetsberättelse samt fastställande av resultat och balansräkning

The Annual Report 2022 from the Board of Directors, income statement, balance sheet and the auditor's report of 2022 were unanimously accepted.

[Styrelsens verksamhetsberättelse för 2022 godkändes. Resultat och balansräkning fastställdes.]

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

The voting members unanimously decided that the deficit of SEK 14.977.919 is to be deducted from the fund balance.

[Medlemmarna beslutade enhälligt att årets underskott på 14.977.919 SEK skall balanseras i ny räkning.]

12.0 Decision on the question of indemnity for the Board of Directors / Beviljande av ansvarsfrihet för styrelsen

The voting member unanimously granted the Board of Directors indemnity.

[Medlemmarna beviljar enhälligt styrelsens ansvarsfrihet.]

13.0 Appointment of auditor for the following year and decision on auditor's fee / Utnämning av revisorer och beslut om revisorsarvoden

The voting members agreed unanimously to follow the Board's recommendation to appoint Grant Thornton Sweden AB to audit Greenpeace Nordic in the fiscal year of 2023 for the estimated fee of SEK 300.000 including VAT.

In 2018, the AGM decided that a tender for services should be put out at a minimum every 5 years and it was noted that 2023 is the final year of our current 5 year audit cycle. Greenpeace Nordic will commence tender for an auditor towards the end 2023 for the 2024 audit. The voting membership asks that GPN follow a similar procedure as in 2019, whereby screening of the bids considered the following 3 dimensions:

1. The audit companies' other clients or problematic own investment portfolio
2. Scandals: Proven examples of unethical behaviour that has led to criticism
3. Their own approach and methodology to avoid conflict of interest, etc. The screening, as well as the Board's recommendation, should be presented to the voting membership in advance of the AGM.

[Årsstämman beslutar att följa styrelsens rekommendation att utse Grant Thornton Sweden AB till att revidera Greenpeace Nordens verksamhet 2023 till ett uppskattat arvode av SEK 300.000, inklusive moms.

2018 bestämde årsstämman att Greenpeace Nordic minst vart 5e år ska ta in anbud från revisionsfirmor och det noterades att 2023 är det sista året i nuvarande revisionscykel. GPN kommer att påbörja en upphandlingsprocess i slutet av året för 2024-års revision. Årsstämman uppmanar GPN att följa en liknande procedur som den 2019, då en bedömning gjordes utifrån följande 3 dimensioner:

1. Potentiellt problematiska investeringsportföljer eller andra klienter hos revisionsfirman
2. Skandaler: Exempel på bevisat oetiskt uppförande som lett till kritik
3. Revisionsfirmans förhållningssätt och metodik för att undvika intressekonflikter, etc.

Undersökningen, tillsammans med styrelsens rekommendation av revisionsfirma, skall presenteras för de röstande medlemmarna innan årsstämman.]

14.0 Motions by the Board of Directors / Motioner av Styrelsen

Motion 1: Proposal by the Board of Directors to bring forward a motion to adopt the proposed Board text on revolving doors and cooling off periods into the bylaws of Greenpeace Nordic (English, Swedish and Norwegian).

The Board proposed the following text:

Candidates for the Board of Directors must not have been employed as staff at the senior management level at Greenpeace Nordic for one year prior to the date of the AGM where the election takes place. Similarly, Board members cannot join staff at the senior management level at Greenpeace Nordic before one year has elapsed since serving as a member of the Board of Directors.

[Kandidater till styrelsen får inte ha varit anställda på högre chefsnivå i Greenpeace Norden inom ett år innan årsmötet där valet görs. Likvärdigt får styrelsemedlemmar ej anställas i en högre chefsnivå inom organisationen inom ett år efter dess utträde ur styrelsen.]

Board Chair Dan Hindsgaul introduced the motion on behalf of the Board, and provided motivations and background behind the addition of a cooling-off period in Greenpeace Nordic's bylaws. The voting membership discussed the proposed text change to the bylaws set out above and the following questions were discussed and (informally) voted on:

- Should the length of the cooling off period be one or two years?
- Should the cooling off period cover other GP entities than Greenpeace Nordic?
- Should the cooling off period cover both going from board to top management as well as from top management to board?

The voting membership adopted the proposed text unanimously.

[Röstande medlemmar antog föreslagen text enhälligt]

Motion 2: Proposal by the Board of Directors to adopt the Greenpeace Nordic bylaws in full, including clarifications agreed by the AGM in 2022 (referring to the AGM supporting documents 14.0, 14.2-14.4).

Voting member Barbara Kuepper raised a question about the clarification to the bylaws text agreed by the AGM in 2022, stating that the following clause was unclear: *‘the voting members of the association shall [aim to] elect new members so that half of the voting membership are staff of other Greenpeace organisations and half are not employed by any Greenpeace organisation.*

The lack of clarity was raised on two grounds. Firstly, it was claimed that the text was unclear about whether the 50/50 split in voting membership applies to the total voting membership, or only to new members.

Secondly, there was a discussion about the phrase ‘shall [aim to]’. Voting and board members provided clarification about why ‘shall [aim to]’ has been used for the clause. It was agreed to drop the square brackets.

The voting assembly voted to adopt the proposed changes to the bylaws, without additional changes. However, this decision was passed on the proviso that Greenpeace would seek legal advice on cross-liability changes in relation to making changes to the bylaws.

[Röstande medlemmar röstade för att anta de föreslagna stadgändringarna, utan ytterligare ändringar. Detta beslut fattades med förbehållet att Greenpeace skulle söka juridisk rådgivning om förändringar av korsansvar förhållande till ändringar av stadgarna.]

15.0 Presentation of the 2023 self-evaluation of the Board of Directors and the Board 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 2023, the Board conducted its annual self-evaluation, and the results together with the Board’s 2023 Governance objectives were shared with the voting members prior to the AGM. Board member Veikko Erranti highlighted some of the results of the self-evaluation.

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

De röstande medlemmarna tackade återigen Styrelsen för transparensen i presentationen och för att de delade resultaten

16.0 Elections of members of the 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.

[De röstande medlemmarna, av Val Kommitten, kommer själva att administrera och leda en valsektion för enbart röstande medlemmar.]

16.1 Board of Directors / Styrelsemedlemmar

There were two open positions in the Board as the seventh position remains unfulfilled. Board member Ingrid Skjoldvær (NO) was up for re-election.

The voting members unanimously re-elected Ingrid Skjoldvær (NO) for another 3-year period.

[De röstande medlemmarna valde enhälligt om Ingrid Skjoldvær (NO) för en period om 3 år]

As part of the board election process, the voting membership called on the new Election Committee and the Board to clarify the profile of the persons who should be put forward for board membership at the AGM 2024 by the end of September 2023.

See below the full list of Board of Directors for 2023-2024, as a result of the AGM election:

[Baserat på årsmötets val, se nedan en komplett lista över styrelsens medlemmar 2023-2024]

Board of Directors	Nationality	Governing Period
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
Ingrid Skjoldvær	NO	Until 2026

16.2 Voting Members

Voting members (employed by Greenpeace group) Polina V. Malysheva, Tina Löffelbein, Reyes Tirado and Virág Kaufer were up for re-election. In the not employed by Greenpeace group, Robert K. Schmidt, Joakim Bergman and Márta Vetier were up for re-election. Victorine Che Thoenor, Jen Maman and Andrey Allakverdov were put up for election as new candidates for voting membership.

The voting membership, in a group vote, unanimously re-elected Tina Löffelbein, Polina Malysheva, Virág Kaufer, Joakim Bergman and Márta Vetier. Victorine Che Thöner and Jen Maman were elected by majority vote for 3 years as new voting members.

Voting members Reyes Tirado and Robert K. Schmidt did not stand for re-election.

NB: Individuals standing for re-election abstained for themselves.

[Röstade medlemmar (anställda inom Greenpeace) Polina V. Malysheva, Tina Löffelbein, Reyes Tirado och Virág Kaufer var uppe för omval. I gruppen som ej är anställda av Greenpeace, Robert K. Schmidt, Joakim Bergman och Márta Vetier var uppe för omval. Victorine Che Thöner, Jen Maman och Andrey Allakverdov var uppe för val som nya kandidater för röstade medlemmar.

De röstade medlemmarna, i en enhällig omröstning med klar majoritet, valde Tina Löffelbein, Polina Malysheva, Virág Kaufer, Joakim Bergman och Márta Vetier. Victorine Che Thöner och Jen Maman blev valda till röstade medlemmar på en 3 årsperiod med en klar majoritet.

Röstade medlemmar Reyes Tirado och Robert K. Schmidt blev ej omvalda.]

Welcome to the new and re-elected voting members.

Based on the AGM election results, here is the new list of the entire voting membership for 2023-2024:

[Baserat på årsmötets val, se nedan en komplett lista över röstade medlemmar 2023-2024]

Voting membership	Nationality	Governing period
<u>Employed by GP</u>		
Maja Gobeli	CH (GP CH)	Until 2024
Martina Holbach	LU (GP LU)	Until 2025
Gesche Jurgens	DE (GP DE)	Until 2025
Valentin Sălăgeanu	RO (GP CEE)	Until 2025
Denitza Petrova	BU (GP CEE)	Until 2025
Polina Malysheva	RU (GP RU)	Until 2026
Tina Löffelbein	DE (GP DE)	Until 2026
Virág Kaufer	HU (GPI)	Until 2026
Jen Maman	TK (GPI)	Until 2026
Victorine Che Thöner	DE (GPI)	Until 2026
<u>Not employed by GP</u>		
Mats Abrahamsson	SE	Until 2024
Saskia Richartz	DE	Until 2024
Sofia Tsenikli	GR/SE	Until 2024
Duane Raymond	CA, UK, CH	Until 2025
Barbara Kuepper	DE	Until 2025

Anna Forsgren	SE	Until 2025
Matthias Schickhofer	AT	Until 2025
Rune Leith-Eriksen	SE	Until 2025
Joakim Bergman	SE	Until 2026
Márta Vetier	HU	Until 2026

17.0 Appointment of members to the Election Committee / Utnämning av valberedningen

The following persons are appointed to be in the Election Committee:
[Följande medlemmar utses att sitta i valberedningen:]

Matthias Schickhofer (Chair)	Voting member	Re-elected
Saskia Richartz	Voting member	Elected
Sofia Tsenikli	Voting member	Elected
Ingrid Skjoldvær	Board member	Re-appointed by the Board*

**NB: The board's representation in the Election Committee was decided in a constituting board meeting that was held during the election of Board and voting members, and not voted in by the voting membership.*

In addition to deciding the appointment of members to the Election Committee, the voting members made the following decisions:

Decision: The voting membership agreed unanimously to voluntarily meet every four months online in order to build social connections among voting members, help new members onboarding, discuss Quarterly Reports, and help the work of the Election Committee and other working groups. Duane volunteered to organise these meetings.

Decision: Duane Raymond, Saskia Richartz and Maja Gobeli will remain the members of the working group on diversity. The rest of the membership is invited to join the working group.

Decision: On the induction process for new voting members the voting membership recognizes that although the induction process is clearly outlined in the rules of procedures, this has not been followed, because the Election Committee has too much to do. The voting membership thus has agreed to develop and test a new induction process. This could include for example: briefing voting membership candidates about their roles and responsibilities during the selection procedure, developing an induction package, and inviting new AGM members to the quarterly meetings and organising question-answer sessions.

The Election Committee asks the Executive Director's office to help with the compilation of induction materials to be placed on the governance site.

[Beslut: de röstande medlemmarna beslutade enhälligt att på frivillig basis mötas digitalt var fjärde månad för att bygga sociala kontakter mellan röstande medlemmar, stödja nya medlemmars introduktion, diskutera kvartalsrapporter och stödja valkommitténs och andra gruppers arbete. Duane erbjöd sig som frivillig att arrangera dessa möten.

Beslut: Duane Raymond, Saskia Richartz och Maja Gobeli kommer att fortsätta som medlemmar av arbetsgruppen för mångfald. Övriga medlemmar är välkomna att ansluta sig till arbetsgruppen.

Beslut: Gällande introduktionsprocessen av nya röstande medlemmar medger mötet att trots att processen är tydligt beskriven i arbetsordningen har dessa inte följts eftersom valkommittén har för mycket att göra. Mötet har därför beslutat att utveckla och testa en ny introduktionsprocess. Det kan till exempel inkludera: informera kandiderade röstande medlemmar om deras roll och ansvar under urvalsprocessen, utveckla ett introduktionspaket, och bjuda in nya årsmötemedlemmar till kvartalsmötena och organisera sammanträden för frågor-och-svar.

Valkommittén ber kansliet att hjälpa till med att ladda upp sammanställningen av introduktionsmaterial på webbsidan för styrning.]

18.0 Any other business

18.1 Citizen Assembly

Three representatives from Extinction Rebellion presented their proposal for a Citizens Assembly in Sweden.

18.2. Green Reconstruction of Ukraine

Denitza Petrova gave a presentation on Greenpeace CEE's work with the 'Green Reconstruction of Ukraine' project. In response to the widespread damage caused by the Russian invasion of Ukraine, GPCEE has been working with environmental organisations and local authorities in Ukraine to rebuild the country sustainably.

Action points: Denitza Petrova to send a list of requirements and town to interested voting members, Board members and SMT members.

19.0 Closing of the meeting / Mötets avslutande

On behalf of the Board and voting members, the Chair thanked Acting Executive Director Celeste Stewart for taking on the role in an acting capacity during 2023. Special thanks was 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 also thanked voting members stepping down, Reyes Tirado and Robert K. Schmidt, for their long tenure and contributions to Greenpeace Nordic's governance work.

The Chair closed the meeting.

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

Minutes by



**John Dinamarca
Acting Executive Assistant**

Minutes verified by



**Dan Hindsgaul
Board Chair**



**Márta Vetier
Voting member**



**Sofia Tsenikli
Voting member**

