

# Minutes: Greenpeace Nordic Annual General Meeting, 2024-05-25

Stockholm, Sweden

[Greenpeace Norden Årsstämmoprotokoll 2024]

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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/ Fastställande av ledamöter närvarande personligen eller genom fullmakt och godkännande av beslutsföret

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

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

### **Present in person/Närvarande personligen**

Tina Löffelbein (DE)  
Sofia Tsenikli (GR/SE)  
Gesche Jürgens (DE)  
Márta Vetier (HU)  
Matthias Schickhofer (AT)  
Duane Raymond (CS/UK/CH)  
Polina V. Malysheva (DE)  
Saskia Richartz (DE)  
Jen Maman (ISR/DE/UK)  
Maja Gobeli (CH)

### **Present by proxy/Närvarande genom fullmakt**

Denitza Petrova proxy to Gesche Jürgens  
Victorine Che Thönor proxy to Polina V. Malysheva

Barbara Kuepper (HU) proxy to Saskia Richartz (DE)  
Joakim Bergman (SE) and Mats Abrahamsson (SE) proxies to Matthias Schickhofer (AT)  
Anna Forsgren (SE) and Rune Leithe-Eriksen proxies to Duane Raymond (CS/UK/CH)  
Virag Kaufer (HU) proxy to Tina Löffelbein (DE)

**Apologies/Icke Närvarande**

Valentin Sălăgeanu (ROU)  
Martina Holback (LU)

**Board members present/Närvarande styrelsemedlemmar**

The Board was present with the following members: Chair Dan Hindsgaul (DK), Andrea Cederquist (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 Polina Malysheva to chair the Annual General Meeting.

[Röstande medlem Polina Malysheva utses till ordförande av årsstämman.]

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

John Dinamarca was appointed as the secretary for the meeting.  
Gesche Jürgens and Jen Mamman were elected to verify the minutes.

[John Dinamarca utses till sekreterare av årsstämman.  
Gesche Jürgens och Jen Mamman utses till justerare av protokollet.]

### 5.0 Decision on the presence of further persons at the AGM

It was decided that Sini Harkki (Executive Director), John Dinamarca (Executive Assistant), Lars Kampmann (Acting Executive Assistant), Birgitte Lesanner (Programme Director), Ida Wahlin (People & Culture Director) and Nazrene Abdullah (Finance Director) were allowed to be present during the meeting. For the presentation during item 13.0 (Presentation of the External Board Evaluation and the Governance Objectives), Ida Wahlin (People & Culture Director) and Yvonne Muyoti (Senior Development Manager, GPI) were 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

Board Chair Dan Hindsgaul suggested rearranging the order of items 13.0 - 15.0 from the version of the agenda sent out on May 23. The 'Presentation of the External Board Evaluation, and the Board Governance Objectives' was moved to item 13.0, the 'Discussion on Diversity issues was moved to item 14.0 and the Vendor Audit Selection 2024-2028' was shifted to 15.0.

The voting members adopted the agenda with the changes proposed by Board Chair Dan.

[Dagordningen fastställs med de ändringar som föreslogs av styrelsens ordförande Dan.]

## 8.0 The year that passed and looking ahead. Trustee updates: updates from GPI AGM and other Governance happenings.

Board Chair Dan began the session presenting on the key governance issues over the past year, with focus on the recently completed Nordic ED recruitment. During his presentation, Dan officially thanked Celeste Stewart for all her work as Acting ED.

Andrea Cederquist, as the Trustee of the Board, reported back on global governance and on outcomes from the International AGM in 2023. Part of the report-back involved a brief discussion on the internal process around Israel/ Gaza on the international level and in Nordic. The Voting Membership recommended that GP Nordic plays an active role in facilitating constructive dialogue. During her presentation, Andrea also spoke briefly about changes in the composition of the GPI Board, and progress on the new ship.

Executive Director Sini Harkki presented a summary and highlights of the year that passed and the work of Greenpeace Nordic in 2023. Sini's update followed on from the SMT presentation which took place during the AGM dinner on Friday 24th May 2024, with Birgitte Lesanner, Jesper Bigum, Ida Wahlin, and Mark Campbell providing updates on the work of their respective departments in 2023. Executive Director Sini and SMT answered questions and responded to comments from the Voting membership.

The voting membership noted and thanked Sini and the SMT for their presentations and praised Greenpeace Nordic for excellent and professional work during 2023.

[De röstande medlemmarna noterade och tackade Sini och SMT för deras presentationer och berömde Greenpeace Nordic för utmärkt och professionellt arbete under 2023.]

## 9.0 Presentation by the Board Chair of the Annual Report 2023, income statement, balance sheet and auditor's report

Board Chair Dan Hindsgaul, as a member of the Board's Finance Committee, provided an introduction to the presentation of the Annual Report 2023. Finance Director Nazrene Abdullah then presented the Annual Report 2023.

## 10.0 Decision on acceptance of the Annual Report 2023 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 2023 from the Board of Directors, income statement, balance sheet and the auditor's report of 2023 were unanimously accepted.

[Styrelsens verksamhetsberättelse för 2023 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 16.745.000 SEK is to be deducted from the fund balance.

[Medlemmarna beslutade enhälligt att årets underskott på 16.745.000 SEK skulle balanseras i ny räkning.]

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

The voting members unanimously granted the Board of Directors indemnity.

[Medlemmarna beviljar enhälligt styrelsens ansvarsfrihet.]

## 13.0 Presentation of the External Board Evaluation 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 (DEVO) for GPN.

In early 2024, an External Board evaluation was conducted by GPI Senior Development Manager for Nordic, Yvonne Muyoti, and Development Coordinator, Margaret Chavez. The external evaluation involved input from Board members, Voting members and Greenpeace Nordic's SMT. Both the External Board Evaluation and the 2024 Governance Objectives were shared with voting members prior to the AGM. Senior Development Management Manager Yvonne presented a summary of the results and highlighted the key recommendations of the External Board Evaluation. The floor was then open to the AGM to discuss the major findings from the evaluation and next steps. Board chair Dan Hindsgaul went through the



Governance Objectives for 2024, noting that the recommendations from the External Board Evaluation will be reviewed and implemented by the Board and SMT.

The voting members noted both Yvonne's presentation on the External Board Evaluation and Board Chair Dan's overview of the 2024 Governance Objectives, and again commended the Board for being transparent and sharing the results.

[De röstande medlemmarna noterade både Yvannes presentation om den externa styrelseutvärderingen och styrelsens ordförande Dans översikt över 2024 års styrningsmål, och återigen lovordade styrelsen för att vara transparent och dela resultaten.]

## 14.0 Discussion on Diversity Issues

Voting Member Matthias (Chair of the Election Committee 2023) provided an update from the Election Committee. During this session, it was noted that the Election Committee was approached in late 2023 to increase the diversity of the Board and Voting Membership. There was a brief discussion about the possibility of opening up the recruitment process (e.g. is it open and inclusive?), and how this would look like in practice. Voting Member Sofia Tsenikli also mentioned the support offered by the ED office with streamlining the recruitment process in 2024 via a digital platform, and their decision to go against an open search this year.

Board Chair Dan highlighted the importance of addressing diversity and analysing Board competencies when considering candidates. As part of this discussion, Dan raised the point of whether we need to develop or look into the bylaws and rules of procedure, or develop a Working group to address diversity issues in the lead up to the 2025 AGM.

The Election Committee brought forward a text mandating a Diversity Working Group, which was presented by Voting Member Saskia Richartz. It was agreed that the Working Group will consist of Voting Members, and one member from the Board of Directors, who will consult with the 2024 Election Committee, the Board and GP Nordic office. The text mandates the Working Group to review all relevant provisions and procedures and discuss questions raised, including the implications of a shift to an open candidate recruitment for the Board and/or Voting Membership, and to propose suggestions to the Voting Membership for feedback by the end of October 2024, with a view to taking any decisions at the next AGM in 2025. Meetings of the group shall be held online, and attendance shall be open to the full membership committee. The Voting Assembly's full decision on the Diversity Working Group can be found in Item 17.1.

## 14.0 Vendor Audit Selection 2024-2028

Note: this item was covered at the AGM earlier than it was scheduled in the agenda.

Between AGM 2023 and AGM 2024, six audit companies were approached for tender offers to be the auditor for Greenpeace Nordic. We received offers from two firms: Price Waterhouse Coopers and Grant Thornton. Finance Director Nazrene provided an overview on the two offers provided, and made a recommendation to appoint Price Waterhouse

Coopers as Greenpeace Nordic's auditor for the period of 2024-2028 for an offering price of 342 000 SEK. This recommendation was endorsed by the Board at the April 2024 Board meeting.

The Voting Members agreed unanimously to follow the Board's recommendation to appoint Price Waterhouse Coopers to audit Greenpeace Nordic for the fiscal period 2024-2028 for the offering price of 342 000 SEK.

[De röstande medlemmarna beslutar att följa styrelsens rekommendation att utse PriceWaterhouseCoopers AB att revidera Greenpeace Nordics verksamhet 2024-2028 för erbjudandepriiset 342.000 SEK.]

## 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 valsession för enbart röstande medlemmar.]

### 16.1 Board of Directors / Styrelsemedlemmar

There were two open positions in the Board, as Veikko Eranti did not stand for re-election and the seventh position remained vacant in 2023. The Voting members would like to thank Veikko for all his contributions to the work of the Board. To fill these positions, the Election Committee recommended three applicants: Sandra Butoyi (NO), Jussi Nuortimo (FI) and Sari Kuvaja (FI).

The voting members elected Sandra Butoyi (NO) and Jussi Nuortimo (FI) into the Board for a regular 3-year period.

[De röstande medlemmarna valde Sandra Butoyi (NO) och Jussi Nuortimo på en 3 årsperiod.]

See below the full list of Board of Directors for 2024-2025, as a result of the AGM election:

[Baserat på årsmötets val, se nedan en komplett lista över styrelsens medlemmar 2024-2025.]

Board of Directors	Nationality	Governing Period
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
Sandra Butoyi	NO	Until 2027
Jussi Nuortimo	FI	Until 2027

## 16.2 Voting Members / Röstande Medlemmar

In the category "employed by Greenpeace", Maja Gobeli was not standing for re-election. The Voting members would like to thank Maja for all her contributions during the past three years. Sini Eräjää and Markus Power were put up for election as new voting membership candidates under the 'employed by Greenpeace' category.

The Voting members elected Sini Eräjää to take the vacant seat as a new voting member for 3 years.

In the "not employed by Greenpeace group", the Election Committee offered six candidates for a total of three possible seats to ensure a wide choice of diverse backgrounds and experience. This included Mats Abrahamsson, Saskia Richartz and Sofia Tsenikli, who stood for re-election, alongside three strong new candidates: Auður Önnu Magnúsdóttir, Cinta Asmara Hondsmærk, and Varpu Maria Sairinen. The Voting Membership discussed the wish to diversify the voting membership and increase Nordic representation, while keeping experience and the core dependability within the Voting Membership.

The Voting members conducted a secret ballot where they re-elected Saskia Richartz and Sofia Tsenikli for another 3 years, and elected Auður Önnu Magnúsdóttir as a new voting member for 3 years.

The Voting members are enormously grateful for all the commitment and contributions that Mats Abrahamsson has given Greenpeace over many years and are sorry to see him leave. The Voting members are confident that his experience will continue to be of value to the organisation.

The Voting members present also expressed their discontent that some other Voting members have not attended the AGM in several years. While these are few, the future Election Committee has noted that it needs to inquire and consider to end their tenure.

The Voting members also confirmed their decision to continue the voluntary quarterly online meetings.

[I kategorin "anställd av Greenpeace" ställde Maja Gobeli inte upp för omval. De röstande medlemmarna vill tacka Maja för alla hennes insatser under de senaste tre åren. Sini Eräjää och Markus Power var nominerade till att bli nya kandidater för röstande medlemmar i kategorin "anställd av Greenpeace".

De röstande medlemmarna valde Sini Eräjää som ny röstande medlem på en 3-årsperiod.

I kategorin "inte anställd av Greenpeace" föreslog valkommittén sex kandidater för totalt tre möjliga platser för att säkerställa ett brett urval av olika bakgrunder och erfarenheter. Detta

inkluderade Mats Abrahamsson, Saskia Richartz och Sofia Tsenikli, som ställde upp för omval tillsammans med tre nya kandidater: Auður Önnu Magnúsdóttir, Cinta Asmara Hondsmerk och Varpu Maria Sairinen. De nuvarande röstande medlemmarna diskuterade önskan att diversifiera de röstande medlemmarna och öka den nordiska representationen, samtidigt som erfarenhet och kärngruppens pålitlighet bibehålls.

De röstande medlemmarna genomförde en sluten omröstning där de valde om Saskia Richartz och Sofia Tsenikli för ytterligare tre år, och valde Auður Magnúsdóttir som ny röstande medlem på en 3-årsperiod.

De röstande medlemmarna är enormt tacksamma för allt engagemang och alla insatser som Mats Abrahamsson har gett Greenpeace under många år och är ledsna att se honom sluta. De röstberättigade medlemmarna är övertygade om att hans erfarenhet kommer att vara av fortsatt värde för organisationen.

De närvarande röstande medlemmarna uttryckte också sitt missnöje över att vissa andra röstande medlemmar inte har deltagit i årsstämman på flera år. Även om dessa är få, har den framtida valkommittén noterat att de behöver undersöka och överväga huruvida dessa bör avsluta sina mandatperioder.

De röstberättigade medlemmarna bekräftade också sitt beslut att fortsätta med de frivilliga onlinemötena på kvartalsbasis.]

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 2024-2025:

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

<b>Voting membership</b>	<b>Nationality</b>	<b>Governing period</b>
<u><i>Employed by GP</i></u>		
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
Polina Malysheva	RU (GP RU)	Until 2026
Tina Löffelbein	DE (GP DE)	Until 2026
Virág Kaufer	HU (GPI)	Until 2026
Jen Maman	ISR/DE/UK (GPI)	Until 2026
Victorine Che Thönor	DE (GPI)	Until 2026
Sini Eräjää	FI (GPI)	Until 2027
<u><i>Not employed by GP</i></u>		
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
Auður Magnúsdóttir	IS	Until 2027

## 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:]

Saskia Richartz (Chair)	Voting member	Re-elected
Matthias Schickhofer	Voting member	Re-elected
Sofia Tsenikli	Voting member	Re-elected
Jen Maman	Voting member	Elected
Carl-Henrik Monrad-Aas	Board member	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.*

*Newly elected Voting Member Sini Eräjää was elected as an additional member of the Election Committee, as the spots in the Election Committee were all filled.*

## 17.1 Appointment of a Working Group / Utnämning av arbetsgrupp

The Voting members took the following decision to mandate a Working Group:

The Voting membership notes the intention to further strengthen representation and diversity in the Voting membership and Board. It appreciates that the election committee was able to accommodate the additional diversity criteria in its search, leading to a more diverse list of candidates than in previous years.

While confirming its trust and confidence in the work of the election committee and need for flexibility in its mandate, it acknowledges that further discussion is needed. The Voting membership therefore agrees to review the relevant governance provisions and processes, including the rules of procedure of the election committee and corresponding candidate recruitment process.

It hereby mandates a working group to review relevant provisions and procedures and discuss questions raised, including the implications of enhanced diversification and a potential shift to an open candidate recruitment for the Board and/or Voting membership. The group should propose recommendations to the Voting membership for feedback by the

end of November 2024, with a view of preparing relevant agenda points and possible motions for decision at the next AGM in 2025.

The working group will consult with members of the 2024 election committee, the GP Nordic office and should invite one nominee of the Board. It will be chaired by Márta Vetier and include Duane Raymond, Tina Löffelbein and Saskia Richartz. Meetings of the group shall be held online, and attendance shall be open to the full membership committee. The GP Nordic office is requested to assist the group with the record-keeping.

[De röstande medlemmarna noterar avsikten att ytterligare stärka representationen och diversifiera sig i medlemskapet med rösträtt och styrelsen. Det uppskattas att valkommittén kunde tillgodose de ytterligare mångfaldskriterierna, vilket ledde till en mer varierad lista av kandidater än tidigare år.

Samtidigt som de bekräftar sitt förtroende för valkommitténs arbete och behovet av flexibilitet i sitt mandat, erkänner de att vidare diskussion behövs. Medlemskapet med rösträtt enades därför om att granska de relevanta bestämmelserna och processerna för styrning, inklusive valkommitténs arbetsordning och motsvarande rekryteringsprocess av kandidater.

De ger härmed mandat till en arbetsgrupp att granska relevanta bestämmelser och procedurer samt diskutera uppkomna frågor, inklusive konsekvenserna av ökad diversifiering och en potentiell övergång till en öppen kandidatsrekrytering för både styrelsen och medlemskapet med rösträtt. Gruppen ska föreslå rekommendationer till medlemskapet med rösträtt för feedback senast i slutet av november 2024, med målsättningen att förbereda relevanta agendapunkter och möjliga beslutspunkter till nästa årsstämma 2025.

Arbetsgruppen kommer att samråda med medlemmar i valkommittén 2024, Greenpeace Nordens kontor och bör bjuda in en representant från styrelsen. Den kommer att ledas av Márta Vetier och inkluderar Duane Raymond, Tina Löffelbein och Saskia Richartz. Gruppens möten ska hållas online, och närvaro ska vara öppen för hela medlemskommittén. Greenpeace Nordens kontor ombeds att bistå gruppen med protokollföring.]

## 18.0 Any other business

The Voting Membership made a request to allocate more time in the agenda for elections in future AGMs. There was also a brief discussion about Voting Member attendance at AGMs.

Action Points:

1. Saskia to inform candidates of the results of the AGM election by Tuesday 28 May.
2. Working Group: text about new Diversity Working Group to be sent to John, who will add it to the AGM minutes. Request for Office to support online meetings for Working Group

## 19.0 Closing of the meeting / Mötets avslutande



On behalf of the Board and voting members, the Chair thanked Executive Director Sini Harkki and previous acting ED Celeste Stewart for taking on the role in an acting capacity for the past year. 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 Board member Veikko Eranti, and the Voting members stepping down, Maja Gobeli and Mats Abrahamson, for their 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 written by**



**John Dinamarca**  
**Executive Assistant**

**Minutes verified by**



**Dan Hindsgaul**  
**Board Chair**



**Gesche Jürgens**  
**Voting Member**



**Jen Maman**  
**Voting Member**