

Board of Directors' Resolution List 2002

2002.1

Resolution Thanking the GRI Steering Committee

The GRI Board of Directors extends its appreciation to its governance predecessor, the GRI Steering Committee, for all work completed to date in designing and establishing the new GRI institution and in the development and stewardship of the GRI *Sustainability Reporting Guidelines*.

2002.2

Resolution Thanking the GRI Nominating Committee

The GRI Board of Directors extends its appreciation to the GRI Nominating Committee for its work in establishing the first GRI Board of Directors.

2002.3

Resolution Thanking the CERES Board of Directors

The GRI Board of Directors extends its appreciation to the CERES Board of Directors, the prior fiscal and fiduciary agent of the GRI, for its work in establishing the GRI programme in 1997 and its stewardship of this initiative to its independence in 2002.

2002.4

Resolution Thanking Klaus Töpfer and UNEP

The GRI Board of Directors extends its appreciation to Klaus Töpfer and UNEP for their partnership in establishing the programme in 1997 and for their stewardship of this initiative leading to its independence in 2002.

2002.5

Resolution Noting Decisions of the GRI Steering Committee

The GRI Board of Directors hereby notes all decisions of its governance predecessor, the GRI Steering Committee, as the standing decisions of the GRI Board until such time as the GRI Board is able to establish rules and procedures, which shall supercede such decisions.

2002.6

Resolution Confirming Summary of 5 February 2002 Preliminary Board of Directors Meeting

The GRI Board confirms the meeting summary of the 5 February 2002 Preliminary Board of Directors Meeting.

2002.7

Resolution Concerning Siting the Permanent Secretariat in Amsterdam

The GRI Board of Directors instructs the Secretariat to finalise a siting agreement with the national and city authorities that locates the GRI Secretariat headquarters in Amsterdam, The Netherlands.

2002.8**Resolution Establishing Committees of the GRI Board**

The GRI Board of Directors hereby establishes the following Committees to manage ongoing activities of the Board:

1. Executive
2. Rules and Procedures
3. Resources
4. Chief Executive Search
5. *Guidelines*
6. World Summit on Sustainable Development (WSSD)

The above referenced Committees will recommend policy for approval by the entire Board, with the exception of the Executive Committee. The Executive Committee shall be the only Committee able to make decisions in place of the Board when needed. In such cases, the Executive Committee is required to record minutes of meetings wherein such decisions are made.

The Executive Committee will periodically review the remit, need and continuation of all Committees except itself.

2002.9**Resolution Hiring an Acting Chief Executive**

The GRI Board of Directors appoints Allen White to the position of Acting Chief Executive of the GRI Secretariat until such time as a permanent Chief Executive is appointed. The temporary appointment of Allen White is effective through 31 December 2002 and may be renewed upon agreement by both parties.

2002.10**Resolution for Short-Term SCWG Activities**

The Board instructs the Stakeholder Council Working Group (SCWG) to proceed as follows:

- Create a 4th category in the stakeholder categorisation matrix for labour.
- SCWG to appoint 36 members to the Stakeholder Council, including 3 nominated by labour, while attempting to appoint at least one individual per stakeholder/geographic categorisation unit in the matrix.
- Labour nominates their own representatives, 3 in the first 36, 3 in the final 24 (6 total). Labour will remain sensitive to the geographical distribution requirement.
- Appendix B of the Draft Articles of Incorporation (as amended in first bullet above) applies for the selection of the final 24.
- Recalibration of other categories to be decided by the Rules & Procedures committee.

2002.11 **Resolution Appointing the first Chair of the GRI Board of Directors**
The individual will be known as ‘Chair’ and will be elected by the Board of Directors for a one-year term – or until the first Annual General Meeting. The Rules and Procedures Committee will propose a method for selecting subsequent Chairs.

2002.12 **Resolution Appointing Judy Henderson as the First Chair of the GRI Board of Directors**
Judy Henderson will act as Chair of the GRI Board of Directors effective 3 April 2002 until the first Annual General Meeting of the GRI.

2002.13 **Resolution Approving a Three-Year Term for Board Member Jacqueline Aloisi de Larderel**

The GRI Board of Directors resolves to appoint Jacqueline Aloisi de Larderel to the GRI Board of Directors for a term of three years from 2002 to 2005.

Out of Session resolution dated 3 May 2002

2002.14 **Resolution Approving Summary of 3 April 2002 Board of Director’s Meeting**

The GRI Board approves the meeting summary of the 3 April 2002 Board of Directors Meeting.

2002.15 **Resolution Approving the Incorporation of the Stichting Global Reporting Initiative**

The GRI Board of Directors approves the *Incorporation of the Stichting Global Reporting Initiative* as set out in the document of the same name, as amended by the Board on 20-21 June 2002.

2002.16(a) **Resolution thanking the GRI Revisions Working Group for work to date in preparing the Draft 2002 GRI Sustainability Reporting Guidelines**

The GRI Board of Directors extends its appreciation to the Revisions Working Group (RWG) for its excellent work toward preparation of the Draft 2002 GRI *Sustainability Reporting Guidelines*. Pending incorporation of the final recommendations of the RWG, and with all appropriate consultation with individual members of the RWG, the Board accepts the RWG Draft as the final discharge of the RWG mandate.

2002.16 (b)

Resolution providing instructions to the GRI Secretariat for the completion of the Draft 2002 Sustainability Reporting Guidelines and Board decision on approving such guidelines.

The GRI Board of Directors hereby instructs the GRI Secretariat and the guidelines committee, concurrent with incorporation of the revisions of the RWG (reference 2002.16(a) above) and informed by Board discussion at its 20-21 June 2002 meeting, to act upon the following and amend the RWG Draft Guidelines accordingly:

- Review the allocation of indicators between the Core and Additional Classification
- Review current presentation of indicators with respect to potential consolidation
- Review current indicators with respect to clarity, precision, and interpretability
- Submit to the Guidelines Committee of the Board no later than 19 July a final version of the 2002 Guidelines for review
- Incorporate final Guidelines Committee comments into a final draft and circulate to entire Board not later than 26 July
- Organise, through either telephone or e-mail means, in a meeting on 5 August a Board decision of a final draft prepared in accordance with the above. At minimum a “Board Pre-Release” version of the guidelines will be released at the WSSD. The Board retains the option of a Final 2002 Release at the WSSD.

2002.16 (c)

Resolution providing instructions to the GRI Secretariat for the reporting of the status and uptake of the Guidelines by 31 December 2003

The GRI Board of Directors hereby instructs the GRI Secretariat to prepare a report on the status and uptake of the *Guidelines*, and lessons learned from this process by no later than 31 December 2003

2002.17

Resolution Approving Staggered One to Three-Year Terms for GRI Board Members

The GRI Board of Directors approves one to three-year staggered terms for GRI Board members as proposed at the 20-21 June GRI Board meeting.

- 1-Year Goto, Henderson, Hölz and Wong
- 2 Years Adams, Feldmann, Moody-Stuart, Normark and Pityana
- 3 Years Aloisi de Larderel, Irani, Massie, Shailor, and Stigson

- 2002.18** **Resolution Adopting Rules and Procedures for the GRI Board of Directors**
The GRI Board of Directors adopts the *Rules and Procedures for the Board of Directors* as set out in the document of the same name, as amended by the GRI Board on 20-21 June 2002.
- 2002.19** **Resolution Committing to Pursue Long-Term Funding**
The GRI Board of Directors commits to develop and implement a plan to secure long-term financing for the organisation.
- 2002.20** **Resolution Approving the Fiscal Year 2003 GRI Budget**
The GRI Board of Directors approves the FY 2003 GRI budget incorporating changes approved by the Board on 20-21 June 2002. Resolution passed one dissident.
- 2002.21** **Resolution Approving the 2002 Sustainability Reporting Guidelines**
The GRI Board of Directors approves the 2002 version of the GRI *Sustainability Reporting Guidelines* as amended during the 5 August 2002 GRI Board of Directors teleconference.
Out of Session Resolution – dated 5 August 2002
- 2002.22** **Resolution Approving Summary of the 20 – 21 June 2002 Board of Directors Meeting**
The GRI Board of Directors approves the meeting summary of the 20 – 21 June 2002 Board of Directors Meeting.
- 2002.23** **Resolution Authorising the GRI Board Chair and Chief Executive to finalise the CERES-GRI financial settlement**
The GRI Board of Directors authorises the Board Chair and Chief Executive to finalise the financial settlement between Coalition for Environmentally Responsible Economies (CERES) and the GRI in accordance with the letter from the GRI Chair, Judy Henderson, to the CERES Board Chair, Norm Dean, dated 19 September 2002.
Approved with 9 in favour and two abstentions.
- 2002.24** **Resolution Authorising the Resources Committee to finalise and implement a multi-year resource plan**
The GRI Board of Directors authorises the Board’s Resources Committee to finalise and implement a multi-year resource plan based upon the direction given at the 18 – 19 September 2002 GRI Board meeting.

- 2002.25** **Resolution Authorising the Secretariat to Convene an Assurance Advisory Working Group**
- The GRI Board of Directors authorises the Secretariat to convene an Assurance Advisory Working Group with a limited timeframe and remit to provide guidance to the GRI Board on the issue of independent third-party assurance for consideration at the April 2003 Board meeting.
- 2002.26** **Resolution Authorising the Guidelines Committee to finalise Due Process documentation and to hand off such documentation to the Rules and Procedures Committee for further development.**
- The GRI Board authorises the Guidelines Committee to finalise due process documentation for Guidelines' revision process and to transfer the documentation to the Rules and Procedures Committee for further development.
- 2002.27** **Resolution Authorising the Guidelines Committee to review and report back on the Sector Supplement and Protocol Strategies at the December 2002 Board Meeting.**
- The GRI Board of Directors authorises the Guidelines Committee to work with the GRI Secretariat to review the Sector Supplement and Protocol strategies and report back to the Board at the December 2002 Board meeting in New York.
- 2002.28** **Draft Resolution Adopting Rules and Procedures for the GRI Stakeholder Council**
- The GRI Board of Directors approves the Rules and Procedures for the GRI Stakeholder Council as set out in the document of the same name, as amended by the GRI Board on 18 - 19 September 2002.
- Approval postponed pending finalisation of the R&P documentation by the Rules and Procedures Committee. Final decision taken 15 April 2003 in Resolution 2003.7**
- 2002.29** **Resolution Instructing Secretariat to Prepare Timetable for Public Sustainability Report using GRI Guidelines.**
- The GRI Board of Directors instructs the Secretariat to prepare a timetable for producing a public sustainability report using the GRI *Guidelines*.

2002.30 Resolution Approving Summary of the 18 – 19 September 2002 Board of Directors Meeting

The GRI Board of Directors approves the meeting summary of the 18 – 19 2002 Board of Directors Meeting.

2002.31 Resolution Approving Rules and Procedures for the Board Nominating Committee.

The GRI Board of Directors approves the Rules and Procedures for the GRI Board Nominating Committee as set out in the document of the same name, as amended by the GRI Rules and Procedures Committee.

2002.32 Resolution Authorising the GRI Rules and Procedures Committee to finalise Guidelines Framework Due Process documentation.

The GRI Board of Directors authorises the Rules and Procedures Committee to finalise Guidelines Framework Due Process documentation.

2002.33 Resolution appointing Ernst Ligteringen as Chief Executive of the Global Reporting Initiative.

The GRI Board of Directors appoints Ernst Ligteringen as Chief Executive of the Global Reporting Initiative with due observance of Article 4.1b, 22.1a and 22.2 of the GRI Articles of Association.