

List of Board Resolutions 2004

- 2004.01 Resolution Approving Summary of the September 11-12, 2003 GRI Board of Directors Meeting**
The GRI Board of Directors approves the Summary of the September 11-12, 2003 Board of Directors Meeting.
- 2004.02 Resolution approving the GRI 2004 Objectives and Budget**
The Board instructs the Chief Executive to develop the budget according to the “lite scenario” and to move forward to the strategies and activities outlined as the “full scenario” as revenue allows, taking into account that:
1. Commitments for expenditures beyond the “lite scenario” can only be made on the basis of “confident” funding commitments.
 2. The CE is instructed to operate on a balanced budget and to close the FY 2004/2005 accounts within a 1.5 % surplus / deficit margin; building a reserve if surplus would exceed this percentage and cutting costs if the deficit would exceed this percentage.
 3. The CE is instructed to provide monthly financial reports with the Board Executive Committee and to discuss these reports as agreed with the Board Executive Committee.
 4. The Executive Committee is delegated to review and recommend a final budget for confirmation by the Board.
- 2004.03 Resolution noting the summary of the Stakeholder Council Working Group Progress**
The Board notes the summary of the Stakeholder Council Working Group Progress.
- 2004.04 Resolution approving next steps for the Software Development Project**
The Board notes that the Secretariat has made considerable progress towards a software project strategy for the next generation of the GRI Guidelines. The Board approves the outlined next steps
- 2004.05 Resolution instructing the Secretariat to commence with the revisions of the 2002 GRI Guidelines**
The Board of Directors instructs the Secretariat to commence with the revisions of the 2002 GRI *Guidelines* in line with the content directions and parameters outlined in this memo and modified according to the discussion during this Board of Directors meeting.
The Secretariat is instructed to operate within the parameters of a balanced budget and to implement the revisions as close to the “full” scenario outlined in this memo as revenue permits.

The Secretariat also notes that the Board has approved the resolution on the understanding that:

- there is a concerted effort to get key participants across the constituencies engaged early in the process (i.e. August/ September);
- the mechanism for involving the SC in the process must be clarified;
- Board members are available to assist with outreach related to the process;
- the TAC will discuss the supplements and their long-term relationship to the Guidelines and “in accordance” during the revisions process.

2004.06 Resolution noting the developments in fundraising and instructing the Chief Executive to establish a Resource Development Committee

The Board notes the developments in fundraising and instructs the Chief Executive to establish a Resource Development Committee, with an initial focus on North America and Europe.

The Board also notes the development of the Organisational Stakeholder recruitment and supports the ongoing development of the OS recruitment process. In this relation the Board decides to change the reporting commitment asked of OS to an in principle commitment in which the OS is invited to prepare a publicly available GRI-based report.

2004.07 Resolution exploring options for responding to interest in the GRI at a national level

The Board asks the Chief Executive to urgently work on articulation of a franchise policy and produce an overview of the kind of franchise proposals other organizations use. The franchise policy should address the following issues: GRI’s independence, branding, revenues, territoriality, linkages with other initiatives. The proposal is to be ready by November and should also be applicable to the Forum Japan, to review the MoU and to improve collaboration between FJ and GRI. Principle is that national level organizations also need to be multi-stakeholder.

The current MoU FJ and GRI notice period is postponed until after the GRI BoD meeting in Dec 2004.

The Board wishes to express its appreciation for the good work of Forum Japan.

2004.08 Resolution instructing the Secretariat to commence recruitment of TAC members

For the purposes of starting the TAC, the Board of Directors instructs the Chief Executive to commence recruitment for the TAC and to present a shortlist of candidates agreed upon with the Chair of Guidelines Committee to the GRI Nominating Committee. The GNC in turn presents a slate to the Board for approval.

The BoD further instructs the Chief Executive to modify the draft terms of reference in line with the instructions given during discussion. This will then serve as the basis for the TAC formation and operation.

2004.09 Resolution approving the Rules and Procedures for the GRI Nominating Committee as laid down in the Board document no. 12.2.

The Board approves the Rules and Procedures for the GRI Nominating Committee as laid down in the Board document no. 12.2.

Resolution 2004.09 approved with the amendments to Appendix A as indicated by the Chair of the R&P committee.

- 2004.10 Resolution noting GRI's progress in developing collaboration with other CSR initiatives and approving the MoU with AccountAbility**
The Board notes the MoU with AccountAbility and approves the MoU as a basis for ongoing collaboration. Board Members reported the IAASB initiative in connection with sustainability assurance and the Board is supportive of this initiative. The Chief Executive is authorized to take this further.
- 2004.11 Resolution approving that GRI move forward with the production of GRI's Annual Report**
The Board approves the recommendation that GRI move forward with its commitment to producing a sustainability-financial report for FY 2003-2004.
- 2004.12 Resolution approving the increase in the lowest Organisational Stakeholder fee category from the current level of €50 to €100**
The Board notes the high transaction costs the Secretariat incurs when processing the payments of €50 and to cover these costs, agrees to raise the fee category to €100 with the start of the new Financial Year.
- 2004.13 Resolution to authorize the Executive Committee of the Board to facilitate the finalization of the accounts**
Considering that the financial year of the Stichting Global Reporting Initiative ends on 30 June 2004, and the audited financial report according to the articles of association has to be approved by the Board before or on September 30 2004, the Board decides the following:
The Board decides to authorize the Executive Committee of the Board to scrutinize the annual accounts of the financial year 2003/04 as audited by Moore & Stephens and finalize these accounts.
The Executive Committee will then make a recommendation to Board members to approve the GRI accounts.
Further to resolution 2004.13, it was decided that a Board teleconference will be organized if necessary. Otherwise, approval will be via e-mail. The Executive Committee will be monitoring the results of the fundraiser and this will be reviewed in December.
- 2004.14 Resolution relating to Organizational Stakeholder fees**
The Board reiterates its agreement that income such as annual contributions from Organisational Stakeholders should be accounted for on a time apportioned basis, but to avoid excessive calculations, individual items of Euro 10,000 or less should be treated on a cash-received basis.