LIST OF RESOLUTIONS

Res.2012.01 Resolution approving the minutes of the previous meeting
The GRI Board of Directors resolves to approve the minutes of the previous meeting held on 6-7 October 2011.

Res.2012.02 Resolution approving the minutes of the conference call of the GRI Board of Directors on 25 November 2011.
The GRI Board of Directors resolves to approve the minutes of the conference call of the GRI Board of Directors on 25 November 2011.

Res.2012.03 Resolution approving the recommendations from the AFR
The GRI Board of Directors resolves to approve the recommendation from the GRI Audit, Finance and Remuneration Committee to reimburse the Chairman of the Board for all direct and indirect expenses related to his duties as Chairman of the GRI Board.

Res.2012.04 Resolution to not adopt the SC recommendation 2012:02
The GRI Board of Directors resolves to not adopt the SC recommendation 2012:02. The SC recommended that:
   a) There only be a single draft G4 document and a single public consultation period, not the two documents released shortly after each other as currently planned. If necessary, the new Working Groups addressing, GHG Emissions, Biodiversity, Occupational Health & Safety and Corruption, are to be postponed until after the launch of G4 in May 2013
   b) A soft launch of G4 in May 2013 followed by a pilot period of a year which should not be limited to only the G4 sponsors. Such a test of feasibility will validate the guidelines and strengthen GRI.

Res.2012.05 Resolution to adopt the recommendation by the TAC and the Secretariat
The GRI Board of Directors resolves to adopt the recommendation by the TAC and Secretariat to implement Working Groups addressing GHG Emissions, Biodiversity, Occupational Health & Safety, and Corruption. The WG will start in May 2012. The updated pages by the WGs will be presented for Public Comment from August to November in a separate document.

Res.2012.06 Resolution to adopt the SC recommendation 2012:04
The GRI Board of Directors resolves to adopt the SC recommendation 2012:04. The SC recommends that the issues of “weighting and balance” in G4 be addressed in the 2nd Public Comment Period in the following ways:
   • An SC Task Force will work with the TAC to define questions and criteria on “weighting and balance” to enable the TAC to include questions noted to this topic in the general request for comment which goes out when the 2nd Public Comment Period is launched. In the period between 15 August and 20 September a specific task force of the SC will provide a formal in-
put on issues of “weighting and balance” which will be formally responded to following the closure of the Public Comment Period and prior to the con-cur/non-concur decision

Res.2012.07 Resolution to adopt the SC recommendation 2012:05
The GRI Board of Directors resolves to adopt the SC recommendation 2012:05. The Stakeholder Council recommends that core indicators are reviewed to ensure they are truly universal, taking account of other frameworks.

Res.2012.08 Resolution to adopt the SC recommendation 2012:06
The GRI Board of Directors resolves to adopt the SC recommendation 2012:06. The SC recommends that when developing G4 the following principles are incorporated:
- simplicity for reporters
- a focus on materiality assessment
- additional guidance be provided for materiality incorporating the perspectives of both reporting organizations and user

Another level of complexity could be reflected and explored with regards to Sector Supplements and National Annexes.

Res.2012.09 Resolution about the members of the Task Force on Governance
The GRI Board of Directors resolves to appoint Ms. Denise Esdon as member to the Task Force on Governance in addition to the current members.

Res.2012.10 Resolution extending the mandate of the Task Force on Governance
The Board resolves to extend the mandate of the Task Force on Governance to continue its exploration of how GRI could be made fit to be recognized as a trusted provider of a Sustainability Reporting standard. The TFG is asked to make recommendations for the next Board meeting in October 2012.

Res.2012.11 Resolution on a specific proposal from the TFG
The GRI Board of Directors resolves that the mandate of the TFG is to continue to work on a proposal for:
- A Governance Structure, with consideration for a Public Interest Oversight function and broader stakeholder representation in the Stakeholder Council
- A Due Process
- A Business model
- Definitions of constituency, multi-stakeholder representation, and incorporating the public interest
- And present a proposal at the next Board meeting in October 2012.

Res.2012.12 Resolution about functional separation of the secretariat
The Board resolved that in the proposals and plans to be developed by the TFG and the Secretariat the Secretariat should be functionally split into a standard setting side and a dissemination and outreach side.

Res.2012.13 Resolution about investigating the feasibility of independent funding for standard setting activities
The Board resolved that the possibilities of independent funding shall be explored. Thereby, the TFG and the Secretariat are asked to test the feasibility of such funding with relevant institutions.
Res.2012.14 Resolution about straw man about regionalization
The GRI Board of Directors resolved to ask the Secretariat to write a straw man/discussion paper about the regionalization of GRI for discussion during its meeting in October 2012.

Res.2012.15 Resolution on Prof. Mervyn E. King’s title
Noting the confusion that the title of Honorary Chairman bestowed on Mervyn E. King is causing with regards to his actual role in GRI the Board resolved to offer Mervyn E. King the alternative title of “Chairman Emeritus”.

Res.2012.16 Resolution on input process of the Board to GRI’s Combined Report 2011/12
The GRI Board of Directors resolves to give input to GRI’s Combined Report 2011/12 through two consultation rounds and one approval round.

Res.2012.17 Resolution about the Readers Choice Awards 2013
The GRI Board of Directors resolved to discontinue the Readers Choice Awards 2013.

Res.2012.18 Resolution Board meeting October 2012
The GRI Board of Directors confirmed the Board meeting on 4-5 October 2012.

Res.2012.19 Resolution Board meeting February 2013
The GRI Board of Directors confirmed the Board meeting on 7-8 February 2013.

Res.2012.20 Resolution approving the minutes of the previous meeting
The GRI Board of Directors resolves to approve the minutes of the previous meeting held on 2-3 May 2012.

Res.2012.21 Resolutions approving the budget for the FY 2012-2013
The GRI Board of Directors resolves to approve the budget for the Financial Year 2012-2013.

Res.2012.22 Resolution approving GRI’s Annual Accounts 2011/12
The GRI Board of Directors resolves to approve GRI’s audited Annual Accounts 2011/12.

Res. 2012.23 Resolution delegating to Ernst Ligteringen and Peter Westra the authority to establish the legal entities for India and South Africa.
The GRI Board of Directors resolves to delegate the authority of establishing appropriate legal entities in India and South Africa to Ernst Ligteringen and Peter Westra.

Res.2012.24 Resolution not adopting the Stakeholder Council recommendation Rec2012.09
The GRI Board of Directors resolves not to adopt the Stakeholder Council recommendation Rec2012.09

“Rec 2012.09 Tied votes – Stakeholder Council Election
The SC recommends that only 1 of the 2 business positions be announced at this time pending a review of current participation. Any SC member from the business community who has not met the participation and attendance requirements should be invited to relinquish their membership to enable the current tied vote to be resolved by appointing both candidates. If this does not provide a solution the GNC is asked to propose a way forward.”
Res 2012.25 Resolution to accept the appointment of both Alberto Andreu and Hilary Parsons to the SC
With consideration given to the resulting total number of SC members and the constituency and geographic balance, the GRI Board of Directors resolves to accept the appointment to the SC of both Hilary Parsons and Alberto Andreu, who had received an equal number of votes in the SC membership election. The Board considered that both candidates can be appointed given the fact that there are still seats available within the maximum number of the SC as defined by the GRI Deed on Incorporation.

Res.2012.26 Resolution filling a casual vacancy on the Stakeholder Council
The GRI Board of Directors resolves to endorse the proposition that the Stakeholder Council could offer an SC member that would have to step down on 31 December 2012 due to a procedural oversight on his side, to fill the causal vacancy that occurred recently due to the resignation from the SC by Douglas Kativu. The Board is thus of the view that the Stakeholder Council could appoint one of its members for the remainder of Douglas Kativu’s term that would end on 31 December 2013.

Res.2012.27 Resolution adopting the Stakeholder Council recommendation Rec2012.10
The GRI Board of Directors resolves to instruct the Secretariat to seek to implement the Stakeholder Council recommendation Rec2012.10, subject to proven feasibility and budgetary considerations.

“Rec 2012.10 Electronic voting system – SC Election
The SC recommends that the Board approves an electronic voting system that meets the requirements for a secret (confidential) ballot as required by the rules and procedures.”

Res.2012.28 Resolution adopting the Stakeholder Council recommendation Rec2012.11
The GRI Board of Directors resolves to instruct the Task Force on Governance to consider the issue raised in the Stakeholder Council recommendation Rec2012.11 in its final recommendations to the Board.

“Rec 2012.11 Review of the OS vote during the SC Election
The SC recommends to the Board to review the OS voting in the Stakeholder Council election because of the persistent low voting and confusion caused by larger slates.”

Res.2012.29 Resolution adopting the Stakeholder Council recommendation Rec2012.12
The GRI Board of Directors resolves to adopt the Stakeholder Council recommendation Rec2012.12.

“Rec 2012.12 Geographic regions – list of countries
The SC recommends that the Board requests the Secretariat to define and consistently use a single set of geographic regions and that these be properly delineated with a list of countries and with modifications to the rules and procedures and official documents.”

Res.2012.30 Resolution not adopting the Stakeholder Council recommendation Rec2012.13
The GRI Board of Directors resolves not to adopt the Stakeholder Council recommendation Rec2012.13 but asks the Secretariat to investigate the feasibility of a GRI Signatories Program and report back to the Board.

“Rec 2012.13 GRI Signatories Program
The SC recommends to the GRI Board that it adopts the following resolution:

• “To initiate a GRI Signatories Program as described and to approve the requisite resources to enable the initiative to begin as soon as possible.”
Res.2012.31 Resolution reappointing Mr Michael Nugent to the Technical Advisory Committee
The GRI Board of Directors resolves to reappoint Mr Michael Nugent to the Technical Advisory Committee for the period 1 January 2013 to 31 December 2015.

Res.2012.32 Resolution reappointing Mr Tom Etty to the Technical Advisory Committee
The GRI Board of Directors resolves to reappoint Mr Tom Etty to the Technical Advisory Committee for the period 1 January 2013 to 31 December 2013.

Res. 2012.33 Resolution authorizing the Audit, Financing and Remuneration Committee of the GRI Board of Directors
The GRI Board of Directors resolves to authorize the Audit, Finance and Remuneration Committee (AFR Committee) of the GRI Board of Directors that consists of Peter Wong (Chairman), Denise Esdon and Christianna Wood, to act according to the Rules and Procedures of the GRI AFR Committee from 1 January 2013 until 31 December 2013.