

WBCSD Executive Committee *Charter*

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A. Scope and definitions

1. Scope and definitions

1.1 This Charter sets out the functions, powers, duties, and responsibilities of the Executive Committee of the WBCSD.

1.2 In this Charter, the following terms mean the following:

| | |
|-----------------------------|--|
| AGM | Annual General Meeting of Council Members |
| CEO | The Chief Executive Officer of the WBCSD |
| Chair | The Chair of the ExCo |
| Co-Chair | Members that co-Chair the Imperatives Advisory Board, Redefining Value Advisory Board, Pathway Boards, Sector project Boards, or individual Projects |
| Council | The WBCSD's supreme authority |
| Council Member | Representative of the Member Company at the Council, either CEO or Executive Board-level representative |
| ExCo | The Executive Committee of the WBCSD composed of Council Members |
| Imperatives | A pillar of WBCSD Strategy 2022-2027 focused on Climate Action, Nature Action and Equity Action |
| Liaison Delegates | Representatives appointed by each of the Council Members |
| Member | Member Company of the WBCSD |
| Nomination Committee | The selection committee of the ExCo |
| OpCo | The Operations Committee composed of Liaison Delegates to the ExCo members |
| Pathways | A pillar of WBCSD Strategy 2022-2027 focused on transformation of value chains |
| Project | A work stream that has active members, objectives, and a budget |
| Redefining Value | A pillar of WBCSD Strategy 2022-2027 focused on transforming financial systems to recognize true value |
| Sector | Project that cover work to interest of a sub-set of the membership from the same or related industries |
| LT | The Leadership Team |
| Vice-Chairs | The Vice-Chairs of the ExCo |
| WBCSD | The World Business Council for Sustainable Development |

1.1 The following Annexes are attached to, and form an integral part of, this Charter:

| | |
|-----------------|--|
| Annex A: | WBCSD decision-making chart |
| Annex B: | Termination (including suspension) of Membership |
| Annex C: | Executive Committee Profile |

B. Executive Committee

2. Mandate of the Executive Committee (ExCo)

- 2.1 The ExCo is responsible for supervising the strategy, and upon recommendation by the CEO, to allocate the resources across the Imperatives, Pathways, Redefining Value (RV) as defined in Section 1.2 and supporting operations of the WBCSD whilst monitoring the effectiveness of operations, controls and governance of the WBCSD.
- 2.2 The ExCo oversees the day-to-day management of the WBCSD as determined by the Council, the governing body of the WBCSD, and reports to the Council on an annual basis at the Annual General Meeting of Council Members.
- 2.3 In performing its duties, the ExCo shall be guided by the mission and vision of the WBCSD and the AGM approved strategy and shall take into account the relevant interests of all WBCSD's members and stakeholders. ExCo members are expected to serve the mission, vision and comply with the requirements of this Charter and of the Articles of Association of the WBCSD. The ExCo is a non-remunerated role.
- 2.4 The ExCo delegates day-to-day management to the CEO of the WBCSD. For the performance of its duties the CEO shall be supported by the LT and the Pathway Boards with input from the Imperatives Advisory Board and Redefining Value Advisory Board as need may be (see Annex A which provides details on decision-making in the WBCSD). The ExCo is authorized to further delegate management tasks and establish Charters to that effect in accordance with Article 7.1 of the Articles of Association.

3. Roles and Responsibilities of the Executive Committee

3.1 The responsibility of the ExCo is to:

Appointments

- nominate ExCo members for appointment by the Council;
- appoint and dismiss the CEO based on ExCo resolution. The ExCo can terminate the CEO's employment agreement in accordance with

- its terms and can remove the CEO from office without notification;
- c) appoint the Pathway Board co-Chairs, as nominated by the Pathway Boards;
- d) appoint the Imperatives Advisory Board Co-Chairs and Redefining Value Advisory Board Co-Chairs as nominated by the CEO;
- e) appoint signatories for the organization;

WBCSD Strategy

- f) propose the mission statement of the WBCSD, as prepared by the CEO, for approval by the Council;
- g) propose the strategy for the organization, as prepared by the CEO, for approval by the Council at the AGM, including Imperatives, Pathway, Redefining Value and Sector projects changes;
- h) establish the financial and risk controls, as well as the financial plan and accounting principles necessary for the management and good standing of the WBCSD;
- i) supervise the persons in charge of the day-to-day management of the agreed strategy and governance. The ExCo or WBCSD ensures access for ExCo WBCSD in order to make sure that they comply with all relevant laws, the Articles of Association, the regulations and members to Swiss legal advisors of Members or external advisors at the cost of the WBCSD upon prior approval. The COO will hold the role of Corporate Secretary (see article 11.8).
- j) WBCSD will provide Directors and Officers legal assistance for ExCo and LT members, at the cost of WBCSD, except in cases of personal negligence or fraud.
- k) monitor and where appropriate challenge the performance of the WBCSD and take appropriate actions to improve if necessary;

Membership

- l) propose membership conditions, as prepared and recommended by the CEO, and for approval by the Council;
- m) ratify the admittance and termination of Members on the basis of the above membership conditions or just cause as defined in Annex B
- n) propose the level of membership fees prior to the beginning of each calendar year, for approval by the Council;

Financial planning

- o) agree on annual budgets for approval by the Council;
- p) recommend the cost allocation methodology from WBCSD resources to Imperatives, Pathways, Redefining Value and Sector projects, following CEO recommendation, for approval by the Council at the AGM;

WBCSD activities

- q) approve work programs and objectives at WBCSD level;
- r) delegate management tasks as appropriate;

Publications

- s) approve the publication of major reports of policy nature after approval by their respective co- Chairs and the CEO in the case of Pathways and Redefining Value and by the CEO in the case of Imperatives;
- t) sign-off on the publication of WBCSD reports of material significance to the Members of the WBCSD and that define the strategic direction of WBCSD going forward, prepared by the CEO;
- u) approve confidentiality requirements and exclusivity rights on strategic WBCSD outputs, upon recommendation by the CEO;

Reporting

- v) approve for submission to the Council an annual brief to consolidate the outcome of its activities and meetings during the preceding financial year. ExCo can delegate the preparation to the CEO. This report may also describe how the ExCo has been monitoring compliance with the ExCo profile during the nomination process.

3.2 In the context of the responsibilities of the ExCo, WBCSD will provide directors and officers legal assistance for ExCo and LT members, at the cost of WBCSD, except in cases of personal negligence or fraud.

3.3 The ExCo is responsible for the quality of its own performance and performs a self-evaluation, at the request of ExCo members (see Article 8.5).

4. Composition of the Executive Committee

4.1 The ExCo consists of up to twenty-three (23) members of the Council including the Chair and four Vice Chairs.

4.2 The composition of the ExCo shall aim for diverse industry representation across geography, sectors, gender and sustainability areas. The ExCo ensures that nominated members meet the criteria set out in the ExCo profile (see Annex C).

4.3 Representation on the ExCo from each of the Sector Projects may be considered on a case-by-case basis.

5. (Re) appointment, term and resignation of the ExCo

5.1 A year in advance of re-elections, the CEO, on behalf of the Council, shall invite Members to come forward with their candidacy to join the ExCo and propose these members to the Nomination Committee (see Article 9) as potential

candidates for the ExCo.

- 5.2 Based on the propositions by the ExCo, the Nomination Committee selects new members to the ExCo. The ExCo puts forward the Nomination Committee's recommendation to the Council for approval. The Chair is appointed by and amongst the members of the ExCo by cooptation upon nomination by the CEO. The Chair is appointed for two years, with a maximum one period extension upon approval by the Council. The four Vice Chairs of the ExCo are subsequently appointed by cooptation upon nomination by the Chair.
- 5.3 The ExCo members shall hold office for a period of two (2) calendar years commencing the 1st day of January following their appointment by the Council. They are eligible for re-appointment and can serve up to a maximum of three (3) consecutive or non-consecutive terms, of two (2) years each. On re-appointment, the manner in which the candidate fulfilled his/her duties as member of the ExCo shall be taken into account.
- 5.4 Members of the ExCo shall resign early in the event that he or she changes company. The vacancy thus created will not be automatically "inherited" by the successor of the relevant ExCo member's previous position. The Nomination Committee may propose a candidate for the vacant position to be appointed by the Council.
- 5.5 Members of the ExCo shall resign early in the event of inadequate performance, incompatibility of interests, and other instances where resignation is deemed necessary at the discretion of the ExCo.

6. Induction program

- 6.1 Once appointed, each member of the ExCo shall have an introduction call by the COO and receive an induction pack, prepared by the WBCSD including:
- a) WBCSD strategy and strategic priorities;
 - b) legal documents, including the Articles of Association, the Charters of all WBCSD governing bodies, a set of former ExCo meeting notes, the ExCo profile and other key documents that set out the roles and responsibilities of the ExCo members;
 - c) an overview of the activities being executed by the WBCSD;
 - d) a copy of the latest set of audited financial statements of the WBCSD;
 - e) an overview of meeting schedules.

7. Executive Committee meetings

- 7.1 Meetings of the ExCo shall be convened a minimum of three (3) times a year with the assistance of the CEO at a time and a place determined by the Chair, or failing them, by a Vice Chair or member of the ExCo. Additional meetings will be planned as required on the approval of the Chair. The notification indicating the time and place of the venue shall be shared with all ExCo members and their Liaison Delegates sufficiently in advance. The agenda and documentation to introduce and support the discussion during the ExCo meeting shall be emailed to each member at least fourteen (14) days prior to the meeting.
- 7.2 The Chair approves the agenda of each meeting. All ExCo members may submit to the Chair items to be discussed in the meeting. An item to be discussed which has not been submitted on time may be added under any other business unless opposed by a majority of those present.
- 7.3 Liaison Delegates of the ExCo members are invited to all the ExCo meetings as observers.
- 7.4 ExCo meetings are generally held at a most convenient location for all ExCo members. In addition, ExCo members may attend meetings by telephone or videoconference provided that all participants can hear each other simultaneously.
- 7.5 Minutes of the meeting are prepared by the secretary of the meeting, who may be a member of the WBCSD staff. The minutes shall be signed for adoption by the Chair of the meeting and co-signed by the secretary; the minutes include the names of the participants and shall be made available to all Council Members as soon as practically possible.
- 7.6 Members of the ExCo shall not be reimbursed for costs incurred in connection with their attendance of meetings, unless by prior consent of the CEO.

8. Executive Committee resolutions (*quorum, votes, items to be considered*)

- 8.1 The quorum for the ExCo shall be reached when the majority of the ExCo members are present at a meeting, in person or by telephone.
- 8.2 Resolutions of the ExCo shall be taken by an absolute majority of the ExCo members present at a meeting, in person or by telephone. ExCo members can delegate his/her attendance to a board-level executive.
- 8.3 The ExCo may also adopt resolutions outside a meeting, provided that all members of the ExCo have had the opportunity to voice their opinion in respect of the proposal concerned and that no member has objected to this form of decision-taking. The Chair shall prepare and sign a report of the resolution adopted in this manner, enclosing any written replies received (including replies by e-mail). The adoption of resolutions outside a meeting must be reported at the next meeting.

The ExCo can only adopt resolutions outside a meeting if at least half of the members have declared themselves in favor of the proposal.

8.4 At its meetings the ExCo is to:

- a) monitor WBCSD's performance and discuss the main activities as reported to it by the LT;
- b) review WBCSD's annual budget and work plan;
- c) discuss, review and propose the strategy (and changes thereto);
- d) discuss governance and organizational structure;
- e) approve strategic partnerships, following CEO proposal and sharing for information to the Imperatives Advisory, Redefining Value Advisory and Pathway Boards and the Council;
- f) approve the final release of strategic and policy-related publications;
- g) approve major decisions that require ExCo action;
- h) adopt and approve the admission and termination (including suspension) of members;
- i) discuss and prioritize any new or emerging risks affecting the work programs / functioning of the WBCSD.

8.5 A self-evaluation will be performed, at the request of ExCo members. In a self-evaluation, the ExCo could discuss:

- a) the functioning of the ExCo, its separate committees, and its individual members, and the conclusions to be drawn on the basis thereof;
- b) the desired profile, composition and competence of the ExCo;
- c) the evaluation of the induction, as referred to in section 6 of this Charter;
- d) any other governance and oversight related issues;
- e) monitor and discuss the functioning of the CEO;

9. ExCo committees

9.1 The ExCo can establish and revoke ExCo committees, if necessary, and appoint their members.

9.2 The ExCo shall have at least three (3) standing committees, i.e., the Nomination Committee, Operations Committee and Membership Committee

The Nomination Committee

9.3 The Nomination Committee is responsible to select potential new ExCo members, to be appointed by the Council, one (1) year in advance of re-elections.

9.4 The Nomination Committee shall be composed of a minimum of the Chair of the ExCo, two Vice Chairs, and one other ExCo member, the latter being appointed by

the Chair. The ExCo member's term shall be of two (2) years and aligned with his/her term as a member.

- 9.5 The Nomination Committee shall use the ExCo profile (see Annex C) to select new members of the ExCo based on agreed and transparent criteria. The shortlisted candidates will be contacted to confirm their interest and be recommended by the ExCo for approval by the Council.
- 9.6 The Nomination Committee appoints members of the Honorary Committee (see Article 14).
- 9.7 A majority of members of the Nomination Committee shall constitute a quorum.
- 9.8 The Nomination Committee shall maintain minutes or other records of meetings and activities of the Nomination Committee.

The Operations Committee

- 9.9 The OpCo is composed of Liaison Delegates appointed by each of the ExCo members and each representing the companies of the respective ExCo members.
- 9.10 The OpCo offers a platform for coordination and discussion pertinent to the ExCo's meetings and activities as well as a bridge between the ExCo members and the WBCSD Head Office.
- 9.11 The OpCo shall meet in person or telephonically two (2) to three (3) times a year. The ExCo appoints the chairman of the OpCo amongst its members or LT members.
- 9.12 A Liaison Delegate may designate a representative to participate with all the abilities and authority that is conferred on them.
- 9.13 A majority of members of the OpCo shall constitute a quorum.
- 9.14 The OpCo shall maintain minutes or other records of meetings and activities of the OpCo.

The Membership Committee

- 9.15 The Membership Committee is made up of a minimum of 3 ExCo members with the objective of supporting efforts to recruit, engage and retain members.

9.16 The specific activities of the Committee are:

- a) Supporting the recruitment of new members;
- b) Engaging the existing membership to promote WBCSD;
- c) Engaging members on the requirements and benefits of membership;
- d) Advising and making recommendations to the ExCo on any issue relating to the provision of services to members;
- e) Providing recommendations to the ExCo concerning fee-structures and membership criteria;
- f) Reviewing WBCSD affiliations and making recommendations regarding possible strategic partnerships.

9.17 The Committee is appointed by the ExCo and reports to the ExCo

9.18 Decision power for the approval of proposed new member companies or termination / suspension of membership and of pricing and structure of membership resides with the ExCo

9.19 Recommendations and decisions of the Membership Committee, to the extent decisions may be rendered, shall be made by unanimity.

9.20 The members of the Membership Committee shall designate a Chair by majority vote.

9.21 The Membership Committee shall meet as frequently as circumstances dictate, but not less than once per quarter

9.22 A majority of members of the Membership Committee shall constitute a quorum.

9.23 The Committee shall maintain minutes or other records of meetings and activities of the Membership Committee.

10. *Roles and responsibilities of the Chair*

10.1 The Chair shall ensure the proper and effective functioning of the ExCo as a whole in the best interest of the WBCSD. As such, the Chair is to:

- a) determine the agenda of the ExCo meetings;
- b) call and chair the meetings of the ExCo and ensure the orderly and efficient conduct of these meetings;
- c) ensure the orderly and efficient organization and conduct of the Council. The Council shall be chaired by its Chair, which is in principle the Chair of the ExCo and in his/her absence by a member of the ExCo appointed by a majority of other members of the ExCo present.
- d) monitor the proper functioning and adequate performance of the ExCo;
- e) ensure the timely and adequate provision of information to the members of the ExCo as necessary for the proper performance of their duties;

- f) facilitate the ExCo's decision making process and ensure that there is sufficient time for consultation, consideration and decision taking;
- g) support the other members of the ExCo and mediate in any differences of opinion between them;
- h) decide on reported conflicts of interests and complaints of members and whistle-blowers;
- i) form, together with the CEO, a crisis management team if and when needed and, as such, act as exclusive spokesperson of the ExCo.

10.2 The Vice-Chairs of the ExCo shall deputize for the Chair when the occasion arises and assume the powers and duties of the Chair in the latter's absence. The Vice-Chairs shall act as contact for individual ExCo members concerning the functioning of the Chair of the ExCo.

11. Relationship with the CEO and LT

11.1 The ExCo is the governing body responsible for appointing the CEO. The CEO's employment agreement is determined by the ExCo. The CEO's term of office is five (5) years and the CEO can be re-elected.

11.2 The ExCo delegates to the CEO the responsibility for the day-to-day management tasks of WBCSD excluding all those responsibilities outlined in 3.1 above and appoints the CEO. The CEO will be supported by the LT, which consists of the CEO, the COO and any other WBCSD staff as deemed appropriate by the CEO

11.3 The CEO, COO, Finance Director and those ExCo members confirmed by the ExCo have individual signatory powers.

11.4 The CEO undertakes the duties described as follows:

Appointments

- a) approve the recruitment of new WBCSD staff and appoint LT and new Chief Operating Officers, Executive Vice Presidents and Vice Presidents;
- b) appoint Advisory boards who serve as external advisors to the WBCSD on core areas, for consultation with the ExCo;
- c) propose the appointment of Members, to be reviewed by the Membership Committee and approved by the ExCo;
- d) propose the termination (including suspension) of membership to be approved by the ExCo.
- e) Escalate membership criteria challenges to ExCo

WBCSD Strategy

- a) define and propose the mission statement and strategy to the ExCo for recommendation to the Council;
- b) represent the WBCSD and, within its delegated mandate, authorize others, with or without limits, to represent the WBCSD;
- c) define, propose to the ExCo and review the strategy for the organization on an annual basis, setting strategic priorities;
- d) submit to the ExCo for approval the WBCSD objectives, strategy documents and policies designed to achieve these;
- e) oversee the execution of the WBCSD strategy and its work programs as well as ExCo resolutions;
- f) enforce the WBCSD's policies and ensure compliance with and maintain the governance structure of the WBCSD;

Membership

- g) propose and monitor WBCSD membership conditions, attract new Members and review membership engagement pool;

WBCSD activities

- h) take responsibility for the daily operations of the WBCSD and its work programs, including activities with the Liaison Delegates, administration of staff and budgets, and external representation;
- i) monitor progress made in each of the Imperatives, Pathways, Redefining Value including Sector projects and report on the performance of the organization;
- j) on behalf of the ExCo, oversee the alignment of the work programs and monitor the implementation and performance against the strategy;
- k) identify strategic partners and/or consultants, for approval by the ExCo;
- l) initiate any project of strategic importance with the approval of the ExCo;
- m) support the other members of the LT and mediate in any differences of opinion between them;
- n) handle complaints of a general operational and financial nature in a confidential, appropriate and timely manner, in accordance with Article 12 of the ExCo Charter;

Financial planning and reporting

- o) each year provide the ExCo for its approval a budget for the following year, an up-to-date work plan, the main features of its strategy, the annual accounts, the management and control systems of the WBCSD and evidence of compliance with all relevant laws and regulations. Budgets and work plans are prepared for each work program, and following approval by the respective Imperatives Advisory, Redefining Value Advisory, and Pathway Boards, are communicated by the CEO to the ExCo for approval;
- p) supervise the proper functioning of the external auditor of the WBCSD and the submission of its audit report to the ExCo, for approval and submission for information to Council;

- q) ensure the preparation of the annual report with the support from LT, for approval by the ExCo;
- r) recommend to the ExCo the cost allocation methodology from WBCSD resources to Imperatives, Pathways, RV and Sector Projects;

LT meetings

- a) chair the LT meetings;
- b) determine the agenda of the meeting. Other members of the LT may submit to the CEO items to be discussed in the meeting.

Publications and communication

- a) determine the nature of communication materials and related sign-off procedures as presented in Annex A;
- b) recommend confidentiality requirements and exclusivity rights on strategic WBCSD outputs for approval by the ExCo;
- c) approve, in consultation with the Chair, all press releases issued by the WBCSD;
- d) manage, in consultation with the Chair, reputational risks and media relations;
- bb) form a crisis management team with the Chair, if and when deemed necessary, and act as spokesperson of WBCSD.

11.5 The CEO shall timely provide the ExCo with information on all facts and developments concerning the WBCSD if and when requested by the ExCo.

11.6 The CEO shall regularly meet and report to the Chair of the ExCo at a minimum three (3) times a year prior to each regular ExCo meeting about its activities, the operational and financial performance of WBCSD, and the status of its membership.

11.7 The CEO shall keep the Chair informed of any urgent matters or major events affecting or expected to affect the WBCSD and its activities.

11.8 The Finance Director will be delegated the responsibility of Corporate Secretary of the ExCo, the role of which will include:

Governance

- e) Safeguarding the integrity of the decision making process (from an internal governance perspective and Swiss law perspective);
- f) Oversight of management of risks and internal controls;
- g) Establishing and maintaining governance and risk management frameworks (including charters and membership conditions);
- h) Oversight and compliance of delegated authorities;

Compliance

- i) Ensuring compliance with Swiss law and the relevant laws of all locations in which WBCSD operates, articles of association, charters and membership conditions;
- j) Ensuring compliance with competition law,

- k) Establishing, maintaining and monitoring compliance with the WBCSD competition policy and coordinating and communicating with Members to that effect;
- l) Facilitating compliance with WBCSD governance standards for members;

ExCo Support

- a) Facilitating efficient decision making & good governance;
- b) Preparing and circulating ExCo papers and information flow, ensuring access to information;
- c) Preparing and organizing meetings, committee meetings, timetables, rolling annual agenda items;
- d) Providing ExCo Members' induction and training;
- e) Providing regular legal updates.

12. *Complaints and whistleblowing*

12.1 The ExCo shall ensure that a process is in place to allow for escalation and reporting of complaints, as proposed by the CEO.

12.2 The ExCo shall ensure that complaints received of a general, operational and financial nature within the WBCSD are recorded and dealt with in a confidential, appropriate and timely manner.

12.3 The ExCo shall ensure that ExCo members and WBCSD staff and member companies have the opportunity to:

- a) report to the CEO or the Chair in respect of matters referred to in Article 12. Should the complaints require escalation, the CEO or the Chair shall inform the ExCo for appropriate handling of the issue;
- b) make complaints about the CEO and/or members of the ExCo to the Chair of the ExCo.

13. *Relationship with the Council Members*

13.1 The AGM shall take place each year within twelve (12) months of the WBCSD's financial year and shall be convened by the Chair of the ExCo

13.2 The Council may also meet in an extraordinary session whenever necessary. An Extraordinary General Meeting of the Council Members may be convened at any time by the Chair of the Executive Committee. The extraordinary general meeting of the Council Members must be convened by the Chair of the Executive Committee within 45 days of receipt of request for such a meeting from Council Members representing 20% of the Council Members. This request shall specify the reasons for holding an extraordinary general meeting of the

Council Members.

- 13.3 The Chair shall determine the agenda of the meeting, in consultation with the CEO. Members can request the Chair to add agenda items, although the Chair has the discretionary power to include such items or not.
- 13.4 The members of the WBCSD's ExCo as well as the CEO shall participate in the Council, unless they are prevented from attending on serious grounds. In conformity with the Articles of Association of the WBCSD, the Chair of the ExCo shall, as a general rule, chair the Council, and shall decide on the contents of resolutions.
- 13.5 The ruling pronounced by the Chair in respect of the outcome of a vote in a Council shall be decisive.
- 13.6 Each significant change in the WBCSD's governance structure shall be addressed in a separate item on the agenda for discussion with the Council.

14. *The Honorary Committee*

- 14.1 The role of the Honorary Committee is to promote the vision of WBCSD and to serve as a positive voice and as an Ambassador of the WBCSD.
- 14.2 The Honorary Committee is not a part of the ExCo and members of the Honorary Committee are not members of the ExCo. The Honorary Committee is composed of at least three (3) members who have previously served on the ExCo and whose contribution and commitment to the WBCSD are well recognized. The Honorary Committee is a separate group of members and does not consult or advise any of the WBCSD governing bodies. Members of the Honorary Committee can be invited to take part in ExCo meetings upon request of the Chair.
- 14.3 Members of the Honorary Committee are proposed by the Nomination Committee without time limit, for nomination by the ExCo for appointment by the Council.

15. *Confidentiality*

- 15.1 Members of the ExCo shall treat all information and documentation acquired within the framework of their membership with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the ExCo, other than to Liaison Delegates, made public or otherwise made available to third parties, even after resignation from the ExCo, unless:

- it has been made public by the WBCSD, and/or

- it has been established that the information is already in the public domain, and/or
- as required by provisions of applicable mandatory law, and/or
- as required by a competent regulatory authority in an official investigation.

16. Amendment

16.1 This Charter may be amended by a resolution of the Council to that effect in accordance to Article 6.7 of the Articles of Association.

17. Governing law

17.1 This Charter shall be governed by and construed in accordance with the laws of Switzerland.

17.2 This Charter is based on Article 60 et seq. of the Swiss Civil Code.

17.3 Where this Charter is inconsistent with the WBCSD Articles of Association, the latter shall prevail. Where this Charter conforms to the WBCSD Articles of Association but is inconsistent with Swiss law, the latter shall prevail. If one or more provisions of this charter is or becomes invalid, this shall not affect the validity of the remaining provisions. The ExCo shall replace the invalid provisions by valid provisions which in view of the content and purpose of this charter, is similar to the intention of the invalid provisions.

17.4 This Charter is published on the WBCSD website www.wbcds.org.

ANNEX A. Decision-making chart

WBCSD

Consulted Those whose opinions are sought and with whom there is a two-way communication

Informed Those who are kept up to date with the progress of the task of deliverable and with whom there is a one way process

Prepare Those that have delegated or statutory responsibility

Propose Those that have a right to make a proposal

Approve Those that can Approve a decision or output

Nominate Those that can select (with respect to a position)

Appoint Those that can elect (with respect to a position)

Blank Cells that are left blank mean that the founding document does not allocate a formal role in the decision process to the entity in question

Decision making chart

(Based on selected items from the Articles of Association and the ExCo Charter)

| | Members | | | | | | | | | | | WBCSD |
|--|---|---------------|----------|------------|-----------|---------------------------|---|---|-----------------|--------------------------|------------------------|---|
| | Governance document | Ref | Council | ExCo Chair | ExCo | ExCo Nomination Committee | Imperatives Advisory/RV Advisory/ Pathway Board Co-Chairs | Imperatives Advisory/RV Advisory/ Pathway Board members | Project Members | Sector Project Co-Chairs | Sector Project Members | |
| I. Appointments | | | | | | | | | | | | |
| Council | | | | | | | | | | | | |
| Council Members invitation | Articles of Association | 4.1 | | | Approve | | | | | | | Propose |
| ExCo | | | | | | | | | | | | |
| ExCo Chair | ExCo Charter | 5.2 | | | Appoint | | | | | | | Nominate |
| ExCo Vice-chair | ExCo Charter | 5.2 | | Nominate | Appoint | | | | | | | |
| ExCo members | ExCo Charter | 3.1 a) | Appoint | | Nominate | Propose | | | | | | |
| WBCSD | | | | | | | | | | | | |
| WBCSD CEO | ExCo Charter | 11.1 | | | Appoint | | | | | | | |
| WBCSD LT | ExCo Charter | 11.4 a) | | | Consulted | | | | | | | Appoint |
| WBCSD staff | ExCo Charter | 11.4 a) | | | | | | | | | | Appoint |
| Imperatives / Pathways / RV | | | | | | | | | | | | |
| Imperatives Advisory, RV Advisory, Pathway Board Co-chairs | ExCo Charter | 3.1 c) and d) | | | Appoint | | Nominate (For Pathway Boards) | | | | | Nominate (for Imperative and RV Advisory members) |
| Imperatives Advisory, RV Advisory, Pathway Board Members | N/A | N/A | | | | Appoint | | | | | | Nominate |
| Projects | | | | | | | | | | | | |
| Project Co-Chairs | | | | | | | | Nominate | | | | |
| Project Members | | | | | | | | | | | | Appoint |
| Sector Projects | | | | | | | | | | | | |
| Sector Project Co-chairs | ExCo Charter | 3.1 c) | | | Appoint | | | | | | | Nominate |
| Sector Project Members | sector project Char | N/A | | | | | | | Appoint | | Nominate | Nominate |
| Committees | | | | | | | | | | | | |
| Honorary Committee | ExCo Charter | 14.4 | Appoint | | Nominate | Propose | | | | | | |
| Advisory Boards members | ExCo Charter | 11.4 b) | Informed | | Consulted | | | | | | | Appoint |
| Assurance group members | N/A | N/A | | | | | | | Appoint | | Nominate | Informed |
| II. WBCSD Strategy | | | | | | | | | | | | |
| Mission statement | ExCo Charter | 3.1 e) | Approve | | Propose | | | | | | | Prepare |
| Strategy | ExCo Charter | 3.1 f) | Approve | | Propose | | | | | | | Prepare |
| Strategic partnerships | ExCo Charter | 8.5*) | Informed | | Approve | | Informed | | Informed | Informed | | Propose |
| WBCSD performance report | ExCo Charter | 3.1 i) | Informed | | Approve | | | | | | | Prepare |
| III. Membership | | | | | | | | | | | | |
| Membership conditions | ExCo Charter | 3.1 j) | Approve | | Propose | | | | | | | Prepare |
| Membership fees | ExCo Charter | 3.1 i) | Approve | | Propose | | | | | | | Prepare |
| Membership pool monitoring | ExCo Charter | 11.4 j) | | | | | | | | | | Prepare |
| IV. WBCSD activities | | | | | | | | | | | | |
| New Programs and objectives at WBCSD level | ExCo Charter | 3.1 q) | | | Approve | | | | | | | Prepare |
| New Projects within Imperatives, Pathways and Redefining Value | N/A | N/A | | | Informed | | Approve | Propose | | | | Informed |
| Sector Project workplans | N/A | N/A | | | | | | | Approve | | Propose | Prepare |
| Monitor Sector project delivery and impact | N/A | N/A | | | | | | | | | Approve | Prepare |
| V. Financial planning and reporting | | | | | | | | | | | | |
| Annual budget | ExCo Charter | 3.1 m) | Approve | | Propose | | | | | | | Prepare |
| Sector Project budgets | ExCo Charter | 11.4 r) | | | Approve | | | | | | | Prepare |
| External audit | ExCo Charter | 11.4 s) | Approve | | Consulted | | | | | | | Prepare |
| Annual report and accounts | ExCo Charter | 11.4 t) | Informed | | Approve | | | | | | | Prepare |
| VI. Publications and communication | | | | | | | | | | | | |
| Publications | | | | | | | | | | | | |
| Major publications and positions (of a policy nature) involving more than one strategic pillar (Imperatives/Pathways/RV) | ExCo Charter | 3.1 q) | | | Approve | | Approve | | Prepare | | Prepare | Approve |
| Major publications and positions (of a policy nature) involving just one strategic pillar (Imperatives/Pathways/RV) | Imperative Advisory/Pathway/RV Board Char | n/a | | | Consulted | | Approve | | Prepare | | Prepare | Approve |
| Major publications (of a policy nature) by Sector projects (i.e., reports/facts and trends) | sector Project Char | n/a | | | Consulted | | Consulted | | Approve | | Prepare | Approve |
| Organisational publications (i.e., the Annual Review) or specific issue briefs that fall outside the subject domain of a specific strategic pillar (Imperatives/Pathways/RV) | ExCo Charter | 3.1 r) | | | Approve | | | | | | Prepare | Prepare |
| Routine WBCSD publications (i.e. articles/book chapters for outside publications, case studies, workshop, educational materials) | ExCo Charter | 11.4 y) | | | | | | | | | | Approve |
| Confidentiality requirements and exclusivity rights | ExCo Charter | 3.1 s) | | | Approve | | | | | | | Propose |
| Communication | | | | | | | | | | | | |
| Media relations and reputational risks | ExCo Charter | 12 bb) | | | Approve | | | | | | | Approve |
| Crisis management | ExCo Charter | 12 cc) | | | Approve | | | | | | | Approve |
| VII. Structure & organisation | | | | | | | | | | | | |
| Governance | ExCo Charter | 2.1 | | | Approve | | | | | | | Propose |
| Establish board committees | ExCo Charter | 9.1 | | | Approve | | | | | | | Propose |
| Complaints and whistleblowing process | ExCo Charter | 12 | | | Approve | | | | | | | Propose |



ANNEX B. Termination (including suspension) of Membership

Article 4.5 of the WBCSD Articles of Association states that:

The Executive Committee may terminate a member of its membership if, in its view and after due consultation, members do not comply with their obligations as set out in the present Articles of Association.

In any case, membership ceases:

- *upon dissolution, liquidation, bankruptcy of the Association or the relevant Member;*
- *by written resignation notified by the Member to the CEO of the WBCSD at or before the deadline indicated by the Membership Conditions in force at the time, with membership resignation taking effect as of the first day of the following year;*
- *by exclusion ordered by the Executive Committee, for **just cause** and for non-adherence to the conditions laid down in the Membership Conditions.*

In determining just cause for termination / suspension of membership the following should be considered to ensure that such decisions are fair, founded and consistent.

Situations that give rise to immediate termination of membership after ExCo approval:

- A member company goes into dissolution, liquidation or bankruptcy
- A member company is subject to sanctions in any country in which

BCSD has a legal entity Situations that could give rise to termination or

suspension after ExCo approval:

- A member has several years of non-compliance with WBCSD membership criteria and demonstrates no willingness to comply within a defined timeframe
- A member company engages in activities and/or misconduct that is inconsistent with membership of the WBCSD including non-compliance with the Articles of Association, mission and vision.
- A member company is in the opinion of the WBCSD and / or other members bringing reputational damage to WBCSD