



WBCSD EXECUTIVE COMMITTEE CHARTER

Table of Contents

WBCSD EXECUTIVE COMMITTEE CHARTER.....	1
A. Scope and definitions.....	2
1. Scope and definitions.....	2
B. Executive Committee.....	3
2. Mandate of the Executive Committee (ExCo).....	3
3. Roles and Responsibilities of the Executive Committee.....	3
4. Composition of the Executive Committee.....	5
5. (Re) appointment, term and resignation of the ExCo.....	5
6. Induction program.....	6
7. Executive Committee meetings.....	6
8. Executive Committee resolutions (quorum, votes, items to be considered).....	7
9. ExCo committees.....	7
10. Roles and responsibilities of the Chairman.....	8
11. Relationship with the CEO and CFO.....	9
12. Complaints and whistleblowing.....	11
13. Relationship with the Council Members.....	12
14. The Honorary Committee.....	12
15. Confidentiality.....	13
16. Amendment.....	13
17. Governing law.....	13
ANNEX A. Decision-making chart.....	14
ANNEX B. Executive Committee Profile.....	15



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
BS	Business Solutions
Chairman	The Chairman of the ExCo
Co-Chair	Members that co-Chair the Cluster Boards, Sector or Value Chain project Boards, Redefining Value Board, or individual Business Solutions
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
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
CEO	The Chief Executive Officer of the WBCSD
SMT	The Senior Management Team
Strategic Boards	Cluster and Redefining Value Boards
Vice-Chairmen	The Vice-Chairmen of the ExCo
WBCSD	The World Business Council for Sustainable Development

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

Annex A:	WBCSD decision-making chart
Annex B:	Board 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 over the programs 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 shall take into account the relevant interests of all WBCSD's members and stakeholders. ExCo members are expected to serve the mission and articles 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 SMT and Cluster and Redefining Value Boards 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

- a) nominate ExCo members for appointment by the Council;
- b) 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 Cluster Board co-Chairs, as nominated by the Cluster Boards;
- d) appoint signatories for the organization;

WBCSD Strategy

- e) propose the mission statement of the WBCSD, as prepared by the CEO, for approval by the Council;



wbcspd

- f) propose the strategy for the organization, as prepared by the CEO, for approval by the Council at the AGM, including Cluster, Sector and Value Chain projects, and Business Solutions changes;
- g) 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;
- h) supervise the persons in charge of the day-to-day management of WBCSD in order to make sure that they comply with the laws, the Articles of Association, the regulations and the agreed strategy and governance. The ExCo or WBCSD ensures the access for ExCo members to Swiss legal advisors of Members or external advisors at the cost of the WBCSD upon prior approval. The CFO will hold the role of Corporate Secretary (see article 11.8) and a Directors & Officers insurance will be provided to the ExCo members and SMT members;
- i) monitor and where appropriate challenge the performance of the WBCSD and take appropriate actions to improve if necessary;

Membership

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

Financial planning

- m) agree on annual budgets for approval by the Council;
- n) recommend the cost allocation methodology from WBCSD resources to Clusters, Redefining Value and Sector/Value Chain projects, following CEO recommendation, for approval by the Council at the AGM;

WBCSD activities

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

Publications

- q) approve the publication of major reports of policy nature produced by Clusters, after approval by their respective co-Chairs and the CEO;
- r) 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;
- s) approve confidentiality requirements and exclusivity rights on strategic WBCSD outputs, upon recommendation by the CEO;

Reporting



wbcscsd

- t) 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 SMT. This report may also describe how the ExCo has been monitoring compliance with the ExCo profile during the nomination process.

3.2 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 eighteen (18) members of the Council including the Chairman and four Vice Chairmen.
- 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 B).

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 The Nomination Committee proposes new members to the ExCo. The ExCo puts forward their recommendation to the Council for approval. The Chairman is appointed by and amongst the members of the ExCo by cooptation upon nomination by the CEO. The Chairman is appointed for two years with a maximum one period extension upon approval by the Council. The four Vice Chairmen of the ExCo are subsequently appointed by cooptation upon nomination by the Chairman.
- 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. A resignation schedule can be found in Annex B to prevent, to the greatest extent possible, re-appointments occurring simultaneously.
- 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 CFO 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 programs 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 Chairman, or failing him, by a Vice Chairman or member of the ExCo. Additional meetings will be planned as required on the approval of the Chairman. 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 Chairman approves the agenda of each meeting. All ExCo members may submit to the Chairman 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 Chairman 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 Chairman 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 SMT;
- 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 Cluster and Redefining Value 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 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 Article 6;
- 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 two (2) standing committees, i.e., the Nomination Committee and the Operations 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 Chairman of the ExCo, two Vice Chairmen, and one other ExCo member, the latter being appointed by the Chairman. 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 B) 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).

The Operations Committee

- 9.7 The OpCo is composed of Liaison Delegates appointed by each of the ExCo members and each representing the companies of the respective ExCo members.
- 9.8 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.
- 9.9 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 SMT members.
- 9.10 A Liaison Delegate may designate a representative to participate with all the abilities and authority that is conferred on them.

10. Roles and responsibilities of the Chairman

- 10.1 The Chairman shall ensure the proper and effective functioning of the ExCo as a whole in the best interest of the WBCSD. As such, the Chairman 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 Chairman, which is in principle the Chairman of the Executive Committee and in his/her absence by a member of the Executive Committee appointed by a majority of other members of the Executive Committee 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;



wbcspd

- 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 whistleblowers;
- 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-Chairmen of the ExCo shall deputize for the Chairman when the occasion arises, and assume the powers and duties of the Chairman in the latter's absence. The Vice-Chairmen shall act as contact for individual ExCo members concerning the functioning of the Chairman of the ExCo.

11. Relationship with the CEO and CFO

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 SMT, which consists of the CEO, the CFO and the COO and any other WBCSD staff as deemed appropriate by the CEO

11.3 The CEO, CFO and Chairman of 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 SMT and new Managing Directors;
- b) appoint Advisory boards who serve as external advisors to the WBCSD on core areas, for consultation with the ExCo;
- c) propose the appointment and termination of Members, to be approved by the ExCo;

WBCSD Strategy

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



Membership

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

WBCSD activities

- k) 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;
- l) monitor progress made in each of the Clusters, Redefining Value, and the Sector/value chain projects and report on the performance of the organization;
- m) on behalf of the ExCo, oversee the alignment of the work programs and monitor the implementation and performance against the strategy;
- n) identify strategic partners and/or consultants, for approval by the ExCo;
- o) initiate any project of strategic importance with the approval of the ExCo;
- p) support the other members of the SMT and mediate in any differences of opinion between them;
- q) 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

- r) 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 Cluster, Redefining Value and Sector/Value Chain boards, are communicated by the CEO to the ExCo for approval;
- s) 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;
- t) ensure the preparation of the annual report with the support from SMT, for approval by the ExCo;
- u) recommend to the ExCo the cost allocation methodology from WBCSD resources to Clusters, Redefining Value and Sector/Value-Chain Projects;

SMT meetings

- v) chair the SMT meetings;
- w) determine the agenda of the meeting. Other members of the SMT may submit to the CEO items to be discussed in the meeting.

Publications and communication

- x) determine the nature of communication materials and related sign-off procedures as presented in Annex A;
- y) recommend confidentiality requirements and exclusivity rights on strategic WBCSD outputs for approval by the ExCo;



wbcspd

- z) approve, in consultation with the Chairman, all press releases issued by the WBCSD;
- aa) manage, in consultation with the Chairman, reputational risks and media relations;
- bb) form a crisis management team with the Chairman, 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 Chairman of the ExCo at a minimum three (3) times a year prior to each regular ExCo meeting about its activities, the performance of WBCSD's Clusters, Redefining Value and Sector/Value Chain projects, and the status of its membership.

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

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

Governance

- a) Safeguarding the integrity of the decision making process (from an internal governance perspective and Swiss law perspective);
- b) Oversight of management of risks and internal controls;
- c) Establishing and maintaining governance and risk management frameworks (including charters and membership conditions);
- d) Oversight of delegated authorities;

Compliance

- e) Ensuring compliance with Swiss law, articles of association, charters and membership conditions;
- f) Ensuring compliance with competition law,
- g) Establishing, maintaining and monitoring compliance with the WBCSD competition policy and coordinating and communicating with Members to that effect;
- h) Facilitating members to comply with WBCSD governance standards;

ExCo Support

- i) Facilitating efficient decision making & good governance;
- j) Preparing and circulating ExCo papers and information flow, ensuring access to information;
- k) Preparing and organizing meetings, committee meetings, timetables, rolling annual agenda items;
- l) Providing ExCo Members' induction and training;
- m) Providing Directors & Officers insurance;
- n) 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 Chairman in respect of matters referred to in Article 12. Should the complaints require escalation, the CEO or the Chairman shall inform the ExCo for appropriate handling of the issue;
- b) make complaints about the CEO and/or members of the ExCo to the Chairman of the ExCo.

13. Relationship with the Council Members

13.1 The Annual General Meeting of the Council Members shall take place each year within twelve (12) months of the WBCSD's financial year and shall be convened by the Chairman 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 Chairman of the Executive Committee. The extraordinary general meeting of the Council Members must be convened by the Chairman 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 Chairman shall determine the agenda of the meeting, in consultation with the CEO. Members can request the Chairman to add agenda items, although the Chairman has the discretionary power to include 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 Chairman 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 Chairman 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.

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.wbcasd.org.



ANNEX A. Decision-making chart

WBCSD

Decision making chart

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

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

Governance document	Ref	Members											WBCSD CEO
		Council	ExCo Chairman	ExCo	ExCo Nomination Committee	Cluster Board Co-Chairs	Cluster Board members	Business Solutions Co-Chairs	Business Solutions Members	Sector/Value Chain Co-Chairs	Sector/Value Chain Members		
I. Appointments													
Council													
Council Members invitation	Articles of Association	4.1			Approve								Propose
ExCo													
ExCo Chairman	ExCo Charter	5.2			Appoint								Nominate
ExCo Vice-chairmen	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 SMT	ExCo Charter	11.4 a)			Consulted								Appoint
WBCSD staff	ExCo Charter	11.4 a)											Appoint
Priority Clusters													
Cluster Board Co-chairs	ExCo Charter	3.1 c)			Appoint			Nominate					
Cluster Board Members	N/A	N/A					Appoint						Nominate
Business Solutions													
Business Solution Co-Chairs							Appoint		Nominate				
Business Solution Members													Appoint
Sector/Value Chain Projects													
Sector/Value Chain Project Co-chairs	ExCo Charter	3.1 c)			Appoint								Nominate
Sector/Value Chain Project Members	or Value Chain C	N/A								Appoint	Nominate		Nominate
Redefining Value													
Redefining Value Board Members					Appoint								Propose
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	8.5e)	Informed		Approve		Informed	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 l)	Approve		Propose								
Membership pool monitoring	ExCo Charter	11.4 j)											Prepare
IV. WBCSD activities													
New work programs and objectives at WBCSD level	ExCo Charter	3.1 o)			Approve								Prepare
New Business Solutions within Clusters	N/A	N/A			Informed		Approve	Propose					Informed
Sector/Value Chain Project workplans	N/A	N/A								Approve	Propose		Prepare
Monitor Sector/Value Chain 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/Value Chain 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 cluster	ExCo Charter	3.1 q)			Approve		Approve			Prepare		Prepare	Approve
Major publications and positions (of a policy nature) involving just one cluster	Cluster Board Chart	n/a			Consulted		Approve			Prepare		Prepare	Approve
Major publications (of a policy nature) by Sector/Value Chain projects (i.e., reports/facts and trends)	or Value Chain C	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 Cluster	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								
Complaints and whistleblowing process	ExCo Charter	12			Approve								Propose



ANNEX B. Executive Committee Profile

Profile of the Executive Committee

This profile was first adopted as per 6th November 2013 on the basis of Article 4.2 of the Charter of the Executive Committee.

Responsibilities

The Executive Committee shall oversee the work of WBCSD along the lines determined by the Council, the governing body of the WBCSD. The ExCo is responsible for supervising the CEO, SMT and the programs and operations of the WBCSD, improving controls and governance through its oversight functions. In performing its duties, the ExCo shall be guided by the mission and vision of the WBCSD, and shall take into account the relevant interests of the WBCSD's members and stakeholders. The ExCo is responsible for the quality of its own performance. The ExCo is a non-remunerated role.

Please refer to Article 3 of the ExCo Charter for a more detailed description of the duties and responsibilities of the ExCo.

Qualifications of the Executive Committee

The ExCo as a body should have the following qualifications:

- experience in international business and demonstrated innovative leadership to advance the sustainability agenda of an international company;
- detailed knowledge of and in-depth experience in key sustainability areas relevant to the WBCSD;
- existing engagement with key sustainability stakeholders.

Personal qualifications of the members of the Executive Committee

Members of the Executive Committee are selected and recommended according to the following selection criteria:

- CEO-level or Board level-executive in large companies;



- experience relevant to the focus areas of the WBCSD;
- personal and professional commitment to advance the mission of the WBCSD;
- demonstrated engagement and visionary leadership in sustainability;
- demonstrated promotion of the principles of sustainability reporting, at the level of their company's activities, in general, and in terms of social equity, inclusive business and gender equality;
- ability to add value to the WBCSD and to leverage their network.

Composition and number of members

The composition of the ExCo shall be such that the qualifications mentioned above shall be represented. Further, the ExCo shall demonstrate a diverse industry representation across sectors, geography, sustainability areas and gender. The ExCo shall be composed of up to fourteen (14) members of the Council including the Chairman and four Vice Chairmen. At least four (4) of the ExCo members should also hold an active role as co-Chair in one of the on-going WBCSD Clusters, Redefining Value or Sector/Value-Chain Projects.

Appointment and Term

Members of the ExCo can serve up to a maximum of three consecutive or non-consecutive terms of two years each commencing the 1st day of January following their appointment by the Council. Additionally, at least one third of its members should be replaced each two (2) years.

Annual assessment of this profile

This profile will be assessed annually by the Executive Committee.

Availability

This profile will be published on the WBCSD's website.