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# Principles for Governance and Decision-Making

## 1. The Board

### 1.1. Role

The Board is the highest decision-making organ and has the legal responsibility for the Foundation. Its decision-making is collegial.

The Board makes sure that the Foundation's statutory purpose is fulfilled by providing intellectual and operational direction for the Foundation.

Intellectual direction (first column in Annex 1):

The Board has the responsibility to interpret the statutory purpose of the Foundation ("tolkningsföreträde"). The Board does this by devising from the statutory purpose the foundation's Mission & Vision, Core Values and Theory of Change. These should be valid in the long term and are reviewed (but not necessarily changed) every fifth year to make sure that the interpretation of the Foundation's statutory purpose is keeping up with changes of the environment the Foundation is operating in.

Operational direction (second column in Annex 1):

The Board defines five-year goals for the Foundation as strategic guidance for the Executive Director.

### 1.2. Board membership

- a) The Foundation shall be administered by a Board consisting of six to eight members. At least half of the members of the Board shall be residents of the European Economic Area, and at least one shall be resident in Sweden.
- b) Board members are appointed by the Board for a term of four years. The term can be renewed by Board decision up to three times, but Board members can never vote for their own membership. One year before the end of a term, the remaining Board should consider and discuss, without the relevant Board

member, if it is in the best interest of the Foundation to renew the term. The Executive Director is consulted in this discussion. If yes, the Board should issue the invitation. If no, the Board should immediately seek a new Board member, so that the new member could overlap one meeting with the outgoing member.

- c) In order to find a new Board member, the Board is discussing a long list of candidates mapping out how the candidates would add to the existing and missing competencies in the Board. The Executive Director is in charge of preparing the long list, including suggestions for candidates from Board members.
- d) The introduction programme for new Board member will be on an individual basis, depending on their previous knowledge about the Foundation's work. The Executive Director is responsible for the introduction programme. The introduction programme should always include: The Board's responsibilities, instruction and delegation, the Foundation's statutes, goals and strategies, financing/economy, code of conduct, information about partner organisations, practical information about collaboration, and at least one in-person meeting and visiting a Right Livelihood office.
- e) When a Board member has been elected for the first time, there is a mutual review after two meetings. Before the review, a new member does not serve on the jury. If the review is positive from both sides, the new member continues to serve on the Board and will be asked if they want to serve on the jury.
- f) The Board elects a Chair. The Board may elect one or more Vice-Chairs. Their role is to take over chairmanship in the absence of the Chair. The title of other members is "Board Member". (Officially, the supervisory authority only differentiates between the Chair and Board members in its Foundation registry.)
- g) Notwithstanding the fact that Board members are responsible for the Foundation as a whole, they can decide to delegate certain topics amongst them.

### **1.3. Other decisions taken by the Board**

In addition to the decisions about the strategic direction mentioned in 1.1, the following decisions also need the approval of the Board:

- a) The principles of the management of the Foundation's assets.
- b) The principles of the Foundation's fundraising.
- c) The acceptance of donations larger than SEK 1 million from new donors, based on the Executive Director's due diligence.
- d) The Foundation's annual financial and CO2-eq budgets.
- e) The administrative annual report.

- f) The authorisation of persons who sign for the Foundation.
- g) The Foundation's auditor.
- h) The year's Laureates of the Right Livelihood Award, on recommendation of the Jury.
- i) The principles of the Foundation's reporting about and support of its Laureates.
- j) Board membership.
- k) Jury membership.
- l) Dates for Board and Jury meetings.
- m) Employment of the Executive Director.
- n) Changes of the Foundation's statutes.
- o) Agreements of strategic significance with other institutions.
- p) Any other decisions of major strategic significance for the Foundation.

**1.4. Other topics, which the Board discusses once per year as described in the bi-annual calendar include the following:**

- a) Evaluation of the Board's and of the Executive Director's work.
- b) The strategy document and whether it needs any revision.
- c) Review of the Risk Register.
- d) Evaluation whether the organisation uses its resources effectively.

**1.5. Board meetings and decision-making**

- a) There are generally three Board meetings per year (January, May, August), and at least one meeting should be held in person, the rest as digital meetings.
- b) The Chair, Vice-Chair(s) and Executive Director meet as the Preparatory Committee (Prepcom) in between Board meetings to prepare each upcoming meeting. Meeting agendas will be set in discussion between the Executive Director and the Chair. In general, the meeting agenda follows the bi-annual calendar, which describes which items are to be discussed or decided at what point of the year. The bi-annual calendar has been adopted and is being reviewed continuously by the Board.
- c) The Executive Director keeps the Board informed about the work of the Foundation, at least on a monthly basis.

- d) In bilateral discussions between the Executive Director and individual Board members, the Board member takes on an advisory role.
- e) If a decision that needs Board approval has to be taken between meetings, the Board can also take decisions by electronic communication or in additional digital meetings, at the initiative of any Board member or the Executive Director.
- f) The decisions of the Board shall be taken by majority vote. If voting is even, the Chairperson shall have the casting vote.
- g) The Board's decisions are written down in the minutes – a document which is ideally agreed already at the meeting and approved in writing (by email) immediately after.
- h) Decisions that the Stockholm County Board (Länsstyrelsen i Stockholm) and the Swedish Fundraising Control (Svensk Insamlingskontroll) need to be notified about – such as changes to the Board or Auditor, including changes to contact details, as well as changes to who is signing for the Foundation – are translated to Swedish and signed by the Chair and Executive Director.

## 2. The Jury

The Jury recommends the year's Laureates to the Board. The Jury makes recommendations about the priorities for the research. Jury members are (re)appointed on an annual basis.

## 3. Staff

### **3.1. Role of the Executive Director**

The Executive Director leads the work of the Foundation and reports to the Board.

### **3.2. Decisions taken by the Executive Director**

All decisions that do not need Board approval can be taken, or delegated, by the Executive Director, within the limits set by the Foundation's statutes, the authorisation to sign for the Foundation, and this document. The Executive Director informs the Board about executive decisions of major importance even between Board meetings.

### **3.3. Role of the team**

The team implements the work of the Foundation and reports to the Executive Director.

## **4. Conflicts of interest**

All representatives of the Foundation – including members of the Board and Jury as well as staff – may be exposed to external influences when they make decisions. If the representative has a special interest in a matter, it can lead to a situation of conflict of interest. The representative should never let their personal wishes or considerations influence their acting as representatives of the Foundation. This places a great level of responsibility on the individual.

1. The representative shall refrain from participating in handling an issue or decision if the matter concerns themselves or any related party (relative, spouse etc.), or if the outcome can be expected to entail significant advantages or disadvantages for themselves or any related party.
2. The representative shall refrain from participating in proceedings or decisions if the person or related party is working closely to the person in question and where the outcome of the case can be expected to entail significant advantages or disadvantages for the person or any related party.
3. The representative shall refrain from participating in proceedings or decisions if they have been a spokesperson for or been paid to assist someone in the matter, or if there are other special circumstances likely to jeopardise the representative's impartiality in the matter.

## ANNEX 1: Levels of planning

	Statutory Purposes  (Vision & Mission)	Goals with Milestones	Objectives (“SMART”)	Activities
Defined by	Statutes (as interpreted by the Board)	Board	ED with work process (WP) leaders	WP leaders with their teams
Valid	Statutes eternal (Vision & mission reviewed every 5 years)	Goals: 5 years; Milestones: intermediate	1 year	6-12 months
Level	Whole organisation	By work dimension	By work process	By work process and coordinated across the team
Accountable	Board to supervisory authority	ED to board	WP leaders to ED	Staff to WP leaders