Approved by:	Right Livelihood Award Foundation Board
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Policy owner:	Executive Coordinator

Governance Principles

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 strategic direction for the Foundation.

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, Role, Strategic Goals, Values and Theory of Change. These should be valid in the long term and are reviewed (but not necessarily changed) every third 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.

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.

c) When recruiting new Board members, the Board chooses from a long list of candidates mapping out how the candidates would add to the existing and

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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 members 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 collectively responsible for the Foundation as a whole, they can decide to delegate certain topics amongst themselves.

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 (= the investment guidelines).

b) The principles of the Foundation's fundraising (=the fundraising policy).

c) The acceptance of donations of SEK 1 million or more from new donors, subject to due diligence conducted by the Executive Director.

d) The Foundation's annual financial and CO_2-eq budgets.

e) The 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) Jury membership.
j) Dates for Board and Jury meetings.
k) Employment of the Executive Director.
l) Changes of the Foundation's statutes.
m) Agreements of strategic significance with other institutions.
n) 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) Progress on the strategy.
c) Review of the organisation's Risk Register.
d) Evaluation whether the organisation uses its resources effectively.
e) Review of the environmental policy.

1.5. Board meetings and decision-making

a) As outlined in the bi-annual calendar, there are generally three Board meetings per year (February, May, August), and at least one meeting should be held in person, the rest as digital meetings.
b) The Chair, Vice-Chair(s), Executive Director and Deputy Director meet as the Preparatory Committee (Prepcom) in between Board meetings to prepare each upcoming meeting. 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 regularly informed about the work of the Foundation.
d) In any bilateral discussion between individual Board members and the Executive Director, Deputy Director or other members of the team, the Board member takes on an advisory role.
e) If a decision that needs Board approval is needed between meetings, the Board can 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 have the casting vote.

g) The Board's decisions are recorded in the minutes, which are ideally finalised during the meeting and formally approved in writing (by email) shortly afterward.

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, or changes to who is signing for the Foundation – are translated to Swedish and signed by the Chair and Executive Director.

1.6. Remuneration

Board membership is unpaid and members of the Board cannot claim any fees from Right Livelihood. Expenses for travel to Board meetings and other related trips are reimbursed according to the Foundation's reimbursement policies.

2. The Jury

The Jury recommends the year's Laureates to the Board and makes recommendations about the priorities for the research. Jury members are appointed or reappointed annually at the beginning of the year.

3. Staff

3.1. Role of the Executive Director

The Executive Director is responsible for leading and developing the Foundation. This includes representing the Foundation externally, and overseeing external contacts, fundraising, and financial management. The Executive Director also leads the development and implementation of the Foundation's strategy and reports to the Board. 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.

3.2. Role of the Deputy Director

The Deputy Director shares leadership of the organisation with the Executive Director, with particular responsibility for the development and implementation of the Operational Plan. The Deputy Director reports to the Executive Director. In the Executive Director's absence, the Deputy Director may act on their behalf for routine operational decisions, within the limits set by this document.

Further responsibilities are defined in their more detailed job description.

3.3. Role of the team

The team implements the work of the Foundation, as described in the Operational Plan. Individual team members' responsibilities and reporting lines are set out in their role descriptions.

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, this constitutes a 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.

4.1. The representative shall refrain from participating in handling an issue or decision if the matter concerns themself or any related party (relative, spouse etc.), or if the outcome can be expected to entail significant advantages or disadvantages for themself or any related party.

4.2. The representative shall refrain from participating in proceedings or decisions if someone with whom they work closely – or a related party of that person – has a stake in the outcome and the outcome can be expected to entail significant advantages or disadvantages for that person.

4.3. 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 purpose	Strategy	Operational plan	Operational Objectives	Budget
Decision	Defined in Art 2 of the Statutes	Developed under leader-ship of ED, approved by Board	Developed under leader-ship of DD, approved by ED	Developed by team leads, approved by DD	Developed by DD with ED sign-off, approved by Board
Valid	Cannot be modified	6-yr outlook, updated every 3 yrs.	Reviewed after 3 years	1 year	1 year
Accountable	Board to supervisory authority	ED to Board	DD to ED	Team leads to DD	ED to Board

ED: Executive Director
DD: Deputy Director

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