



Stichting Rewilding Europe

Board of Directors - protocol and procedures

Dated 19 February 2012

Updated 2 March 2021

The Articles of Association provide the legal framework under which the Board of Directors manages the affairs of the Foundation. In the event of a discrepancy between this document and the Articles of Association, the Articles will take precedence.

Key policies and procedures are as follows:

Board composition

- There are up to five (5) members of the Board of Directors. The minimum is one Director.
- All members of the Board of Directors must hold executive positions.
- Directors are appointed by the Supervisory Board for an indefinite period.
- The Directors elect the Chairman of the Board of Directors (this will usually be the Managing Director but not necessarily).
- Directors must disclose their appointment to other Boards to fellow Directors.
- Each Director, on appointment, will be issued with a Director's service contract, which will include a comprehensive Director's indemnity clause which will explain the fact that the Director will not be personally liable for his/her actions unless these are negligent or fraudulent and clearly against the interests of the Foundation.
- Each Director, on appointment, will receive a package to include the Memorandum and Articles of Association, board policies and procedures, the current annual budget, and a document detailing the Foundation's organisational structure.

Board meetings

- Board meetings are normally held four (4) times per year (a minimum of three times per year).
- Directors are expected to attend a minimum of three (3) Board meetings per year.
- The Managing Director is responsible for the preparation of an agenda and Board papers.
- A Clerk to the Board (which may be a Director) shall be appointed to take minutes of Board Meetings.
- The Board is to be provided with concise Board papers and up to date financial information at least seven (7) days before each meeting. Board papers will cover strategic issues for discussion, strategic issues for decision, operational issues for decision, and matters for the information of Directors.
- As the Directors hold corporate (joint and several) liability for the operation of the Foundation, Board level decisions may only be made corporately as a Board, not by individual Directors.
- Individual Directors must declare any personal conflict of interest, and, where this arises, absent themselves from discussion or decision making as necessary.

Supervisory Board

- The Supervisory Board shall have its own Terms of Reference to be prepared by the initial Board of Directors of the Foundation
- The Supervisory Board shall consist of non-executive positions with responsibility for strategic oversight of the activities of the executive Board of Directors.
- The Supervisory Board in consultation with the executive Board of Directors shall elect the Chairman of the Supervisory Board.
- Wherever possible, Supervisory Board members should be selected so as to sustain a balance of skills, knowledge and experience, relevant to the core areas of the Foundation's business (currently conservation, communication and conservation enterprise).
- Finance and legal expertise should also ideally be represented on the Supervisory Board and/or within the executive Board of Directors.

Appointment and Removal of Directors

- The Supervisory Board shall be responsible for the appointment, suspension and removal of executive Directors.
- The whole Supervisory Board constitutes the Nominations Committee and vets those being nominated by Directors (or by the Supervisory Board through Directors).
- Nominations for Directors are recommended for appointment to the Supervisory Board.

Supervisory Board meetings

- A Supervisory Board meeting is held four times a year (the minimum is two (2) times per year). Preferably, one of the Supervisory Board meetings will be held at one of the field project sites
- The Managing Director shall prepare the agenda for and attend all Supervisory Board meetings
- The role of the Supervisory Board is further described in the Statutes. Key responsibilities include the appointment of directors, the approval of the Foundation's strategy, annual plan including the budget and the annual financial statements.

Special Advisors

- The Board of Directors can appoint Special Advisors to Rewilding Europe; such appointments of Special Advisors can only take place unanimously by the Board of Directors
- These Special Advisors are independent, non-executive positions who support Rewilding Europe through their expertise, networks and contacts in key areas of importance
- Special Advisors will formally report to the Managing Director of Rewilding Europe; they have no management responsibility and will not have any formal link to the Supervisory Board
- In specific cases, Special Advisors can receive remuneration for their services to Rewilding Europe; a formal contract covering remuneration and activities will be signed

Terms of Reference for the Board of Directors

The Directors shall develop and maintain systems and processes concerned with ensuring the overall direction, effectiveness, supervision, and accountability of the Foundation.

The Board of Directors is responsible for the Foundation's operational, strategic and financial performance, and holds the following specific responsibilities:

Strategy

- Develop and review the Foundation's strategy, including operating, financing and risk management policy.

- Set (and regularly review) short and long term objectives, including long term development plans and the establishment of, or disengagement from specific funding relationships and mechanisms.
- Approve any new ventures, joint ventures or partnerships.
- Put procedures in place to measure progress towards strategic objectives, and monitor overall performance.
- Present strategy to the Supervisory Board at the AGM.
- Approve proposals with regard consultants, insurers, lawyers, rental & lease agreements, legal / litigation issues, and taxation.
- Approve funding proposals, project proposals, and contracts with project staff
- Plan and conduct regular board meetings of the Foundation

Appointments

- Maintain a Board of Directors composition, subject to Supervisory Board approval, that enables the Foundation to draw on required executive expertise.
- Elect the Chairman of the Board of Directors.
- Appoint the Clerk to the Board.
- Appoint Special Advisors
- Approve, appoint and terminate all staff and executive employees.
- Approve remuneration for all staff and executive employees.
- Ensure that all staff and executive employee performance is properly monitored / appraised.

Management policy and structures

- Establish policy guidelines under which management are to operate, and monitor adherence to such guidelines (internal controls, performance reporting, policies & procedures).
- Establish limits of authority for all Directors and senior managers.
- Approve the organisational management structure of the Foundation and any proposed changes in management responsibilities, as recommended by the Managing Director.
- Monitor adherence to policies, budgets, and plans, including adherence to statutory corporate, environmental and licensing requirements (compliance with law and regulations).
- Ensure that policies with respect to contracts and work permits are properly administered through the Managing Director.

Financial Performance

The Directors shall prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Foundation at the end of the financial year. Directors shall ensure that the Foundation keeps proper accounting records that disclose, with reasonable accuracy, the financial position of the Foundation. They are also responsible for safeguarding the assets of the Foundation. Specific responsibilities include to:

- Propose review and approval of the annual financial statements to the Supervisory Board.
- Approve the annual plan and annual budget, including approval of the total establishment of salaried staff, and any capital expenditure.
- Approve all capital expenditure and disposals (or any alterations/additions to budget) over 5,000 Euros, including plans and designs for capital projects, insisting on an adequate tendering process.
- Act prudently to protect the assets and property of the Foundation and ensure they are used to generate returns.
- Monitor budget performance and other measures of performance (Key Performance Indicators - KPIs) ensuring action plans are in place to deal with underperformance.
- Approve any investments or borrowings.
- Approve the opening or closing of bank accounts.

- Approve any debt write off over 500 Euros.

Legal

- Appoint and manage all lawyers, and legal / litigation issues, reporting on progress to the Supervisory Board.
- Arrange for rental and lease agreements.
- Secure adequate insurance cover, and monitor insurance provision / the performance of insurers.