



GLOBALLY RESPONSIBLE LEADERSHIP
INITIATIVE

Governance Framework

The Internal Rules & Regulations of the GRLI Foundation

Document history		
Date	Reviewed by	Comments
11 Nov 2017	Liliana Petrella, Claire Maxwell, John North	Using the 2014 document “Internal Rules & Regulations” as well as a number of historic governance documents and appendices as starting point, this framework was drafted for review by the Governance Sub-committee and Exco of GRLI.
5 Dec 2017	John North	Added Core Team draft TOR and AuditCom draft TOR
29 Jan 2018	Governance Committee	The committee reviewed the document and provided input around ensuring that both procedural as well as unique relational approach is reflected. The advisor group was also reviewed.



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I. Introduction

I.1. The GRLI

A foundation for public interest called “Globally Responsible Leadership Initiative” (in abbreviated form “GRLI”) was constituted in January 2008 in Belgium, after the successful launch in 2003 of a joint EFMD/UNGC initiative called “Global Responsibility”.

Subsequent agreements (2012, 2016) with AACSB, EFMD and UNGC brought the GRLI into a joint strategic partnership with the three organisations.

The mission of the GRLI is to catalyse the development of globally responsible leadership and practice in organisations and society worldwide.

Through visible advocacy, thought-and-action leadership, and hands-on prototyping and experimentation the GRLI community works to:

- Convene, facilitate and foster collaboration amongst actors and actions that hold a shared interest in promoting and developing responsible leadership.
- Pioneer and prototype new methods for learning and community building.
- Incubate ideas and initiatives that create impact and that accelerates progress and transformation towards global responsibility.
- Contribute systemic and integrative thinking to the discourse on responsible leadership in education, research and practice.
- Promote awareness of global responsibility as the highest order of responsibility and contribute to the realisation of the UN Sustainable Development Goals.

I.2. About the governance framework

The establishment of the GRLI as a foundation of public interest with individuals appointed to the governing body means that Board Members of the GRLI are charged with corporate governance responsibility in relation to the direction and effective monitoring of the GRLI.

The GRLI’s work since its foundation has relied on a relational and partnership approach which is also reflected in its unique governance model.

For this governance framework, the GRLI defines governance as the system by which the Board in consultation with the Council of partners, exercise accountability and responsibility to all identified stakeholders, directs and controls the organization to achieve sustainable improvement in key stakeholder value. This document is meant to assist the Board and Guardian group (as Council representatives) in their governing role.

It is a living document which is updated on an “as needs basis” and reviewed bi-annually. It represents the GRLI’s statement of its position on corporate governance at any point in time.

The governance framework of GRLI includes the roles, rights and responsibilities of the various role-players, key processes, procedures, mandates, authorities and overview of the managerial functions related to the brand, risk and stakeholder engagement.

The GRLI is committed to ensuring that it conducts itself according to the highest standards of corporate governance and that it has effective processes for decision-making and accountability to enhance performance and support the effective delivery of GRLI mission and objectives.

Effective oversight and other aspects of governance are critical to GRLI ability to demonstrate a new paradigm of globally responsible leadership. As an entity advocating that leaders everywhere should behave in a globally responsible way, it is important that the GRLI practices appropriate transparency and accountability in its dealings with a wide range of stakeholders.

1.3. Governance principles and values

Good governance principles as outlined in the founding call for engagement of GRLI include:

- Transparency – Disclosure of information including financial situation, performance and governance will be timely and accurate.
- Fairness and balance – Transactions will be made in such a way as to minimize inequalities of power.
- Honesty – Statements and actions will be honest and accurate, so that they may be relied upon.
- Dignity – Our dealings with others will be characterized by dignity of treatment.
- Respect for the law – We will have respect for the law and an intent to abide by the law and its intent.
- Goodwill – We will undertake all our organizational dealings in a spirit of goodwill.
- Ethics – We will endeavour to ensure that the organization is ethical in its conduct.

In addition to these principles the GRLI operates on an agreed set of values across the Foundation as defined in the 2005 call for engagement:

- Fairness - justice, fair play, even handedness
- Freedom - the right of free expression and action and accountability, the pursuit of liberty
- Honesty - integrity, truthfulness, openness, achieving goals through honest means, keeping promises, being worthy of the trust of others
- Humanity - recognition of our mutual dependence on one another, care for the sick, the needy, the elderly
- Responsibility & Solidarity - stewardship of economic and societal value creation, care for the environment, responsible use of power
- Sustainable Development - meeting the needs of the present without compromising the ability of future generations to meet their own needs
- Tolerance - respect for what is different, embracing cultural diversity
- Transparency - open communication, proactive dialogue, active listening, engagement of stakeholders

These guiding principles are not an end, but a starting point for individuals and organizations.

1.4. Compliance with statutes

The GRLI is responsible for complying with statutes and related legislation and code of practice.

The registered offices of the GRLI are in Brussels, Belgium, 1050 Brussels, Rue Gachard 88, Box 5. The registered offices can be transferred to any other location in Belgium by simple decision of the Board of Trustees. Any transfer of the GRLI's location will have to be filed at the clerk's office of the commercial court of the location of the registered offices and published in the Annexes of the "Moniteur Belge".

The registration and VAT number of the foundation is BE 0808 174 702.

All acts, invoices, announcements and publications as well as other pieces proceeding from the Foundation must mention its name, preceded or immediately followed by the words "Foundation of public interest" or "Public interest foundation" as well as the location of the registered offices.

The GRLI will be able to create whatever sub-structures may be necessary to raise funds in order to operate in key jurisdictions worldwide or collaborate with legal structures able to help developing its activities in other countries.

The revised version of the Statutes approved by the Board in September 2016 and subsequently by the Belgian authorities are attached as Appendix A.

2. Roles, rights and responsibilities

2.1. Role of the Board

- Review and approve the GRLI Foundation's strategy and related business plan updated annually;
- Review and approve the annual budget and expenditure, as well as key performance indicators and targets, and review and evaluate performance against them;
- Review all financial reports and any other financial information that is to be reported or provided to parties external to the GRLI;
- Ensure that policies on key issues, including exposure to various risks, are in place and are appropriate, and ensure effective risk management;
- Ensure compliance with regulatory and other mandatory requirements;
- Ensure that governance rules and regulations are properly applied;
- Ensure that regular renewal of the Board composition is put in place according to the statutes;
- Appoint the Executive Director;
- Understand, develop and foster the GRLI culture;
- Ensure effective stakeholder relationships.

The role of the Board is critical in the strategic planning process and members must fully understand the assumptions on which the strategy is based. The Board therefore needs to be involved directly in the development of strategy from the beginning. It needs to ensure strategies are implemented and be prepared to alter strategies according to changing circumstances.

The Board's role in the strategic planning process includes:

- Allowing time to formulate high-level ideas for future strategic direction;
- Presenting those ideas to the meeting of the Council of Partners (General Assembly or AGM "All Gathering Momentum") advising of their strategic expectations and the inherent constraints on achieving them;
- Encouraging open and candid discussion on the Board's views for future strategies, which should be taken into account by the management in drafting the initial strategic plan;
- Ensuring stakeholder expectations are addressed in the strategic plan;
- Evaluating presentations from the management on strategic methodologies and scenario planning;
- Ensuring the strategies align with the culture, systems and processes of the GRLI;
- Ensuring implementation of strategy;
- Monitoring and evaluating management's performance against the strategy;
- Making adjustments to the strategy as circumstances change.

2.2. Role and rights of a Board Member

- Act as advocate for GRLI and its work externally;

- Must act honestly, in good faith and in the best interests of the GRLI;
- Has a responsibility to use due care and diligence in fulfilling his/her role as Board Member;
- Must use his/her position as a Board Member for a proper purpose, in the best interests of the GRLI as a whole;
- Must avoid conflicts of interest;
- Must not make improper use of information acquired as a Board Member;
- Must take reasonable enquiries to ensure that the GRLI is operating efficiently, effectively and legally towards its goals;
- Is required to keep Board papers and discussions confidential;
- Should not engage in conduct likely to bring discredit upon the GRLI;
- Has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with these principles.
- Each Board Member, through the Executive Director, has the right of access to all organization information. In addition, each Board Member is entitled to seek independent advice on matters of direct and critical relevance to the GRLI subject to prior consultation with the Chair. A copy of the advice received by the Board Member should be made available to all members of the Board.

2.3. Role of the Chair and Vice-Chairs

- Ensuring the Board provides leadership and vision to the organization;
- Providing leadership to the Board and developing the Board as a cohesive team;
- Chairing Board meetings and directing Board discussions to effectively use the time available to address the critical issues facing the GRLI;
- Developing an ongoing relationship with the Executive Director, decide on his/her remuneration and manage, monitor and evaluate his/her performance;
- Liaising with the Executive Director on the agenda for Board meetings;
- Ensuring the Board's full discharge of its responsibilities;
- Organizing and presenting the agenda for regular and special Board meetings based on input from Board Members;
- Ensuring Board Members take proper account of statutory and other requirements, including potential conflicts of interest or duty;
- Ensuring proper flow of information to the Board, reviewing adequacy and timing of documentary materials in support of management's proposals;
- Helping the Board fulfil the goals it sets by assigning specific tasks to Board Members;
- Identifying guidelines for the conduct of Board Members, and ensuring that each Board Member is making a significant contribution, including commencement of the annual process of Board Member evaluation;
- Guiding the ongoing effectiveness and development of the Board and individual Board Members;
- Arranging for meetings of Board Members at regular intervals and for minutes to be accurately recorded;
- Helping to ensure a harmonious team by keeping discussions on track and encouraging all Board Members to contribute;
- Ensuring succession planning for Board Members and Chair and smooth succession towards his/her successor.

Any absence of the Chair will be covered by any of the two Vice-Chairs.

The Chair and Vice-Chairs will represent and promote the GRLI in a range of forums from time to time.

2.4. Role of Committees

The Board may from time to time establish permanent or temporary committees. The purpose of permanent committees is to undertake more detailed monitoring of the subject matter of its terms of reference. Temporary committees are established for a specific short-term purpose.

2.5. Role of the Guardian Group

Full institutional partners are at the heart of the GRLI and constitute the Council of Partners. Whereas the Board is legally and financially responsible for the GRLI and the Support Centre runs its operations and manages projects, the Guardian Group works, on behalf of the Council of Partners and with the Support Centre and the Board to uphold the vision, mission and operating ethos of the GRLI and to ensure all three elements are actively supported, acted upon and visible in the GRLI and in all related activity.

See Appendix B for the current terms of reference of the Guardian Group.

2.6. Role of the Executive Director & Support Centre

The Executive Director appointed by the Board of Trustees is responsible for the overall strategy implementation, the annual activity plan and budget as well as the management and coordination of the GRLI Global Community of Action. His/her responsibilities include also advocacy activities, publications and sponsoring/fundraising.

The Executive Director may appoint a team of volunteers, contractors or part-time support staff charged with enabling the work of the GRLI as a community through work in a number of areas:

- Community development and administration
- Events management and coordination
- Knowledge management
- Project portfolio management
- Fundraising and finance
- Digital platform
- Advocacy and communications
- Governance support.

The Centre has the responsibility to monitor, act on, coordinate and see that the work in these areas is being executed in an efficient and effective manner by resources internal or external to the GRLI community.

To do this, the Centre endeavours to provide enabling servant-leadership to the community. This approach is not the traditional logic of a member-organization where the organization

primarily exists to deliver a service to the members. The GRLI is a community of partners and as such the focus of the Centre is led by committed partners and allies.

2.7. Role of the Advisors Group

The GRLI Advisors Group was established in 2018 to help ensure that the GRLI is advised by specialist contributors and leaders who together represent wide-ranging skills, perspectives and experience to the initiative. The Advisors Group has no governing function within the GRLI.

Members of the Advisors Group share their gifts and expertise in service to GRLI's mission by providing professional expertise; diverse knowledge of constituent perspectives; connections to local, national or international resources, colleagues or peers; philanthropic support or other forms of required assistance, as identified by the Executive Director and Chair of the Board.

The Advisors Group consists of appointed individuals that are deeply connected to the discourse and practice of Global Responsibility or have significant institutional memory of the work of GRLI and relationships with the diverse constituents of the Global Responsibility movement. Members of the Advisors Group fully and demonstrably support the work of the GRLI and align with its agreed direction and strategy. In addition, members of the Advisors Group represent an on-going strategic requirement rather than a more short term or informal but necessary level of support and assistance. Informal support comes in many forms but does not require membership of the Advisors Group.

Through the Advisors Group the GRLI Office may remain closely connected to experienced and resourceful individuals with whom we may establish or maintain a mutually beneficial relationship.

Advisors Group members typically fall into one or more of the following categories:

- Deep experts on content or process matters which may affect or progress the fulfilment of GRLI's vision and mission.
- Connected individuals which may help GRLI gain a foothold in a new community and open some doors or that may assist in efforts to increase philanthropic support.
- Potential key contributors who genuinely want to be closely connected to GRLI but who cannot for some reason act in a governance (Board or Guardian) role due to potential conflicts of interests, or limited time availability.
- Individuals that are no longer formally linked to GRLI but whose experience we wish to leverage and who may be able to provide a critical perspective after their term or involvement has ended.

Roles of Advisors Group members

Depending on the skills, knowledge and experience of a particular member any of the following roles may be relevant as their contribution to the GRLI:

- Thought and action leadership on Global Responsibility including access and possible introductions to other thought and action leaders and providers of expertise that the GRLI may benefit from knowing.
- To act as a sounding board for GRLI leadership and to provide input on strategic matters on request or voluntarily when relevant.

- To help ensure the GRLI leadership receives the widest possible feedback and intelligence from the marketplace.
- To raise with the GRLI issues which may be relevant to its advocacy agenda, and where necessary support with making connections with experts in relevant fields.
- To assist with identifying and securing new partners, associate partners or potential donors and funding opportunities.

At the outset of an individual's appointment to the Advisors Group their particular role or focus will be agreed with the GRLI leadership and communicated on the website. This may change with agreement over time as the experience and contribution of a particular member is developed or recognised.

Membership of the Advisors Group

The Advisors Group consists of individuals from a variety of backgrounds and disciplines but with the common interest of developing Global Responsibility in leadership and practice.

The Advisors Group consist of twelve members maximum and three members minimum.

There is a three year term for all members with the opportunity for re-election and members can hold a maximum of two terms (six years). Exceptions may be made at the discretion of the Board of the GRLI with the support of the Guardians.

Members on the Advisors Council commit to participating for three years with at least one meeting or interaction with the GRLI office per year.

If members do not attend or participate for three consecutive meetings then they will automatically resign.

Members may be recommended by any partner of the GRLI, by a member of the Advisors Group, or any member of the formal governance mechanisms of the GRLI. Recommendations are made to the Executive Director and Chair of the Board, and together with the Chair of the Guardians Group, they consider the recommendations and make their nominations to the Board for support and agreement, taking into account the needs of the GRLI. The nomination group, if required, will provide information of the long list, but will only nominate a number of candidates no greater than the maximum number of places available on the Advisors Group. Given the Advisors Group has no governance role, the Board is able to comment and confirm, or to ask the nomination group to rethink, their nomination selection, but it is in the remit of the nomination group to create the most appropriate Advisors Group taking into account the needs of the whole.

Benefits for Advisors Group Members

- To participate in GRLI events.
- Be named on the GRLI website as a member of the Advisors Group.
- To be recommended to GRLI partners for help and support (ensuring that any financial arrangement or formal link with a GRLI partner is declared to the Executive Director and Chair of the Board)

- To use the term ‘Member of the GRLI Advisors Group’ so long as it does not indicate the support of the GRLI for any projects, programmes or activities the individual or their organisation is involved in.
- To be in a network of Advisors Group Members and GRLI partners.

2.8. Mandates and authority delegation

The Board may give mandate to any Board Member or member of the GRLI community to lead a project or initiative that contributes to achieve the GRLI mission.

The current in-force mandates are:

- The Executive Director is mandated to operate the Foundation within the agreed budget.
- The Chair is mandated to approve the payment of the Executive Director’s contract invoices.

The Board delegates limited decision-making power to its Committees or Mandatories as defined by the relevant Terms of Reference of each authority. All recommendations outside these delegated authorities are referred to the full Board for decision.

Committee Chairs or Mandatories are not empowered to make decision on behalf of the Board but to make recommendations for the Board to consider.

Committee and mandatory’s Terms of Reference are approved by the Board and reviewed annually.

3. Board procedures

3.1. Board’s key performance indicators

To ensure that the Board is pro-active in the management of its own affairs, it intends to adopt several key performance indicators (KPI) relating to its own operations for each reporting cycle.

It is also proposed that the Board, individual members and collectively, undertakes an assessment of its own performance.

There are currently no set KPI’s defined for the Board.

3.2. Board composition

Composition	Mandate	Meeting	Quorum and decisions
18 voting members: One third (up to 6) nominated by Strategic Partners	2 years potentially renewable twice (usually a maximum of twice except for	Min 2x/year; linked to GRLI AGM if possible	Decisions normally by consensus (no voting in principle) with all members participating in person or being represented (proxy).

<p>One third (up to 6) appointed from among the GRLI Institutional Partners (all representatives at highest level) following guidelines and agreed process that involves the Council of Partners and its Guardian Group)</p> <p>One third (up to 6) at the Board invitation including the Chair of the Council of Partners' Guardian Group</p> <p>Ex-officio (non voting): Executive Director + Honorary Secretary General + Manager Governance + Senior Advisors</p> <p>Balance representation: Geographic, business/business schools & learning institutions, gender</p>	<p>representatives of Strategic Partners).</p> <p>Duration of the mandate of the Chair: 3 years renewable.</p> <p>Chair and Vice-chairs appointed by Board from among its Members.</p>		<p>One member cannot carry more than 4 proxies</p> <p>When appropriate, decisions taken by simple majority of participating/represented members</p> <p>Veto right for AACSB/EFMD on any matters against their strategic interest.</p>
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3.3. *Call for nominations*

The Board establishes internal processes to determine the skills and experience required on the Board, to ensure it can best serve the objectives of the GRLI. The Board will make this information available to the Community at the commencement of any nomination process and no later than three months before the next AGM.

The Support Centre is then mandated to invite Partners to nominate individuals and/or to candidate themselves as potential Board Members in view of finalising the composition of the new Board.

Those wishing to put themselves forward are asked to provide a mandate for what they bring, how they will contribute to the agenda of the GRLI to deliver the vision, their approach, the strategic partnerships they relate to and other information relevant to their nomination.

Those nominated will be approached to confirm their willingness to candidate themselves and will be asked to provide a mandate as above.

Assuming there is a choice of appropriate candidates coming forward, the Board will select the best person(s) to meet the specifications.

Consideration would generally be given to the need to balance continuity with a positive rate of turnover, the future needs of the GRLI including an assessment of changing requirements and objectives, the contemporary range of skills required, the potential for conflicts of interest, and where reappointment is being considered, the performance of members.

Retirement/reappointment should be conducted in such a way to ensure adequate continuity and to retain corporate memory and understanding.

Ideally members will have a range of skills which, when combined as a Board, will comprehensively support the organization in the achievement of its strategic objectives. These

skills will evolve and change overtime in concert with legal and regulatory requirements and the strategic objectives.

3.4. Induction

The proper induction of new Board Members is essential so that they become familiar with the GRLI and begin to contribute early in their term.

The purpose of an induction process is to familiarize new Board Members with the GRLI business, strategy, operations, finances, and facilities.

It is proposed that induction of Board members be done by sharing the Governance framework and relevant documentation with elected members and then facilitating access for each member-elect to the other Board members and Chair.

3.5. Removal from office

A Board Member may be removed before the expiration of his/her term of office only in exceptional circumstances. Consistent with good governance practices required by the Board, the following circumstances may constitute grounds which would require a Board Member to resign or be removed from his/her position, where a Board Member:

- Becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- Is absent without the consent of the Board from all meetings of the Board held during a period of 18 months or three (3) consecutive meetings;
- Has an on-going and material conflict of interest, which cannot be managed/resolved by the normal conflict of interest processes and procedures agreed and operated by the Chair and the Board;
- Has a conviction or finding of guilt and/or pending charges;
- Becomes insolvent or disqualified from acting as a Board Member.

3.6. Resignation

A Board Member may resign from office by delivering to the Executive Director a signed letter of resignation addressed to the Chair giving four (4) weeks notice.

3.7. Vacancy

A vacancy will arise on the Board when the term of a Board Member expires or when a Board Member resigns during his/her term of office or is removed.

3.8. Remuneration

Board Members accept election to the GRLI Board with the understanding that the position is not paid.

The GRLI may in specific circumstances cover Board Members' travelling and other expenses that they properly incur relating to the GRLI business.

3.9. Annual Board meeting agenda cycle

The purpose of a Board annual agenda cycle is to ensure that all matters which the Board and its Committees have oversight of are brought to the attention of the Board Members in a timely and proper manner. This enables the management to properly plan for Board and Board Committee reporting.

The current year agenda cycle is attached as Annex C.

3.10. Conflicts of interest

Conflicts of interest may be actual or perceived to exist by external stakeholders.

Matters that raise conflicts of interest need to be declared, wherever possible, prior to discussion at meetings of the GRLI. Declaration of potential conflicts of interest will be a standing agenda item at all Board meetings.

The Executive Director will ensure the GRLI keeps accurate minutes of the declarations of conflicts of interest and their nature, the outcomes of discussions and whether or not members received the relevant Board papers or were required to leave the room during discussions and voting.

If a Board Member sees an item where there may be potential for a conflict, he/she must inform the Executive Director. If it is confirmed that an actual or perceived conflict could arise, the Chair and the Executive Director will discuss how the conflict should be handled and may elect, after discussion, not to circulate to the Member Board papers relating to the potential conflict of interest issue.

When a Member has declared a conflict of interest and has not received Board papers, material information related to that Board paper will be deleted from the copy of the Board minutes sent to that Member.

3.11. Board reporting

The Management has an obligation to the Board to provide it with appropriate and timely information in a form which is of a quality appropriate to enable it to discharge its responsibilities.

A key driver for information flow comes from a clear understanding of organizational strategy. The Board will be more effective if it focuses on information related to the GRLI objectives. Board reporting is therefore primarily based on the strategic/business plan as the Board, having been proactive in establishing the strategic/business plan, has ensured it covers off all matters of significance in any one reporting period. In addition, the Board expects to receive other standard reports, which are included in the Annual Agenda Cycle for the Board.

The information volunteered by the Management is not necessarily sufficient in all circumstances and Board Members may make further enquires where necessary.

3.12. Reporting to the Community

As the work of the GRLI is of interest to its partners/members, the business and educational communities, NGOs and the wider community, the GRLI seeks to provide information on its activities to interested parties to demonstrate its transparency and the value it can deliver.

The Executive Director is ordinarily the spokesperson for the GRLI with regard to the business of the GRLI.

The Chair is ordinarily the spokesperson for the GRLI on Board and corporate governance issues, and in exceptional circumstances, the Chair may also act as a spokesperson for the GRLI on other matters. In exceptional circumstances, the Chair or the Board can enlarge this spokesperson role to the Vice-Chairs.

Stakeholders are provided with a full and timely evaluation of the following matters in the Annual Report. The Annual Report includes disclosure of:

- The GRLI purpose, strategy and principal drivers of performance;
- A review of the development of the organization over the year and the position at the year end;
- The dynamics of the organization including any known events, trends and uncertainties which may substantially affect future performance;
- Principal corporate governance practices;
- An account of the organization's key relationships, with staff, customers, suppliers and others, on which its success depends; and
- A brief summary of policies and details of performance in relation to environmental community, social, ethical and reputation issues including compliance with relevant laws and regulations.

The GRLI will also produce public reports from time to time on specific projects and activities.

3.13. Decision-making process

To ensure decision-making is based on sound principles, the Management, when preparing significant and material proposals requiring Board decision, is required to take into account and include in the Board papers an analysis of the following factors where relevant:

- Strategic fit;
- Economic (including financial), social and environmental implications;
- Risk management;
- Due diligence considerations;
- Availability of resources;
- Synergy with other initiatives;
- Stakeholder and market perceptions;
- Ethical fit;
- The value the proposal will add;
- Contingency plans; and
- Monitoring mechanisms (if it proceeds).

3.14. *Decision-making of Members*

Board Members are to vote on all material issues and have a clear opportunity to express all variance of opinion. Decisions will normally be by consensus and voting will occur only if required by rare circumstances. Record of a Board Member's dissent to vote shall be made in the minutes at the Board Member's request.

3.15. *Evaluation of Board decisions*

The Management provides to the Board formal reporting on the implementation of its significant and material decisions in any one reporting period at a reasonable interval after implementation. Time is allowed for the evaluation of past decisions in the annual agenda cycle. In addition, the Board will from time to time request information to ensure its decisions have been properly implemented.

3.16. *Executive Director appraisal*

The Board appoints the Executive Director. It has a role in monitoring, supporting and evaluating the Executive Director. Operational responsibility for this task is delegated to the Chair with the support of the Executive Committee as he/she sees fit.

The Board uses the following process for evaluating the Executive Director:

- Establishes clear goals for the evaluation process;
- Establishes a tailored approach that is appropriate for the needs of the Board and the Executive Director;
- Ensures the evaluation takes place in an environment of confidentiality and mutual trust;
- Undertakes regular review of the evaluation process; and
- Ensures transparency of the assessment procedure and criteria.

4. Board Meetings

“Meetings” refers to the formal meetings of Board Members.

4.1. Meeting Cycle

The Board meets at least twice per year but preferably 3 time per year. If possible at least one of the meetings coincides with the AGM face-to-face.

Meeting 1: Strategy (incl prev. yr perf review)

Meeting 2: Governance

Meeting 3: Impact (and next yr budget)"

Members’ attendance at Board and Committee meetings will be recorded. The Chair will identify poor attendance and take appropriate action by reminders or counselling.

Attendance at meetings may be in person, by telephone, video link or any other system of telecommunication.

A Board meeting may be called if a Board Member gives reasonable notice individually to every other Board Member.

See Appendix C containing the annual governance calendar with generic and indicative dates that are not specific to a calendar year.

4.2. Agenda setting

The Executive Director in consultation with the Chair will draw up each Board meeting agenda. Except in urgent cases which must be justified in the minutes, this will be circulated at least ten (10) days prior to that meeting by electronic or other means as agreed by Board Members. Incomplete items will remain on the meeting agenda until the Chair directs that they are to be removed. A “matters arising” list will be prepared for each meeting and listed on the agenda where appropriate.

4.3. Quorum at meetings

The Board can only validly deliberate and decide when one third of its Members is present or being represented by proxy except in circumstances referred to in the Statutes.

4.4. Passing of Board resolutions

A resolution of Board Members must be passed by a simple majority of the votes cast by Board Members entitled to vote on the resolution. Each Member disposes of one vote unless he/she disposes of proxies entitling him/her to vote for other Members without he/she being carrier of more than four (4) proxies.

In case of equality of votes, the Chair has a casting vote in addition to any vote he/she has in his/her capacity as a Board Member.

In exceptional cases duly justified by the urgency and the social concern, Board's decisions can be taken by written consent, possibly according to modalities foreseen by internal rules and regulations. They are dated at the date when the document in question was signed by the last Board Member.

4.5. Proxy

A Board Member can instruct the Chair or any other Board Member to vote on his/her behalf on items on the Agenda by sending a proxy. This shall be regarded as a contribution to achieving a quorate meeting.

This will be recorded in the minutes of the meeting.

4.6. Conduct of meetings

Individual Board Members improve the quality of Board meetings by being well prepared and keeping to the matter under discussion. They also benefit from presentations from external parties such as partners/members, stakeholders and allies.

Major matters submitted to the Board should contain executive summaries highlighting the major issues to be resolved. Board Members receive papers at least ten (10) days prior to the Board meetings.

At every regular Board meeting, Board Members:

- Review outstanding major action items from previous meetings;
- Discuss and monitor emerging issues and risks that could affect the GRLI;
- Receive reports from the Executive Director on operational and performance matters and strategic issues;
- Monitor management's performance and its explanations for variances; and
- Review operations of the previous financial reporting period, year-to-date and forecasts covering the remainder of the relevant accounting period.

All of these matters are documented in the Board papers, with discussion focusing on strategic points of particular interest and concern.

4.7. Recording of Board minutes

Draft minutes will be available to Board Members within 2 weeks of the meeting after approval of the Chair.

Board minutes typically record:

- The key elements of Board debates;
- Board Members' declarations of personal interest (nominal at the request of the Board Member);
- Board Members' disclaimers or objections (nominal at the request of the Board Member);
- The actual decisions made by the Board, and the facts and reasons on which they were based;
- Action plans and responsibilities for implementation;
- Reference to papers submitted to the Board Members where appropriate.

The minutes do not paraphrase or record verbatim what is said. The Chair may approve that, on request, a specific Board Member's opinion be noted in the minutes. If the Board's decision on a complex transaction is not unanimous, dissenting Board Members may wish to have their position recorded in the minutes. This is a matter for resolution with the Chair.

A typical agenda of a Board meeting consists of:

- Review of outstanding major action items from previous meetings;
- Discussion and monitoring of emerging issues and risks that could affect the GRLI Foundation;
- Reports from the Executive Director on operational and performance matters and strategic issues;
- Monitoring of management's performance and its explanations for variances; and
- Review of operations of the previous financial reporting period, year-to-date and forecasts covering the remainder of the relevant financial year.

5. Terms of reference: Board committees & core team

5.1. The Finance & Audit Sub-Committee (Permanent)

The Finance & Audit Sub-Committee is a standing Committee of the Board. Its role is to audit the accounts of the past year as required by the Statutes, and to review the budget proposal of the following year prior to submission to the whole Board for approval. There is scope for this committee to extend its role to provide a more comprehensive financial governance role to include forecasting, risk assessment and ongoing financial sustainability.

Board Members as well as all official institutional Partners and individuals (not more than one third) are eligible. The Finance & Audit Sub-Committee appoints a Chairperson from among Board members. At the initiative of its Chair, the Finance & Audit Sub-Committee meets at least twice a year, physically or virtually. An invitation is being sent to the members of the Committee and to the Auditor at least ten (10) days in advance of the meeting, by mail or electronic mail.

The Executive Director is not a member of this Sub-Committee but has a standing invitation to attend meetings except for matters where his/her personal situation would be at stake. At least one member of the Sub-Committee must have appropriate expertise in financial accounting or auditing. The composition will be rotated to ensure the Sub-Committee benefits from a balance of continuity and the different perspectives of new members. At least one new member will rotate onto the Committee every two (2) years.

Typically the committee composition will include:

- The Chair representing the Board
- One member invited from a Partner institution that is not represented on the Board or Guardian group.
- One member invited as an independent associate.

The Chair of the Board and the Chair of the Sub-Committee will not be the same person to help to ensure the independence of the Sub-Committee and to allow the Board Chair to take a role in the oversight of the Sub-Committee.

5.2. The Executive Sub-Committee (Permanent)

The Executive Sub-Committee is a standing Committee of the Board.

The Executive Sub-Committee comprises the Board Chair (who also chairs the Sub-Committee), the Vice-Chair(s) and/or 2 other Board members co-opted by the Chair, the past Chair and the Chair of the Council of Partners' Guardian Group.

The Executive Director is not a member of this Sub-Committee but has a standing invitation to attend meetings except for matters where his/her personal situation would be at stake.

Its role is to review follow-up of Board's resolutions and recommendations and performance against KPIs on a quarterly basis and prior to reporting to the whole Board.

5.3. Governance Sub-Committee (Permanent)

The Governance Sub-Committee is a standing Committee of the Board.

The role of the Governance Sub-Committee is to prepare Board's approval of issues related to Governance such as:

- Revise the legal statutes if and when required.
- Revise the "Governance Framework" on an annual basis which serves as an induction for new Board members.
- Board renewal in alignment with the strategic direction of the GRLI. The composition is reviewed annually and guidelines for the renewal of the Board are provided.

The Executive Director is not a member of the Governance Sub-Committee but has a standing invitation to attend meetings except for matters where his/her personal situation would be at stake.

5.4. Core Team meeting

- The core team meeting is convened by the Executive Director with a standing invite to the Chair of the GRLI Board, Chair of Guardians Group, invited Advisors to GRLI team, as well as a designated communications and operational support providers as needed.
- The core team meeting connects key representatives from the Board, the Guardians and the Operational support function in order to hold the strategic and operational development of GRLI as a movement and an entity.
- The meeting takes place bi-weekly with every second meeting focussed on strategy as well as governance requirements arising from strategic development (deep dive), and every other meeting focussed on events, initiatives and operations (shorter operational update).
- Standing agenda items for each of the two meeting include updates on 1) Governance (macro view) 2) Strategy 3) Ecosystem for Meeting A and 1) Governance (immediate tasks) 2) Operations 3) Communications and 4) Events & Initiatives for Meeting B. Agendas can be amended as needed per meeting
- Clear actions (not minutes) with owners and due dates are captured per meeting by the Ops support and will be referenced in subsequent meetings to monitor progress against each action.
- Actions may also be captured in a project management tool (e.g. Trello) for ongoing review and updating.
- A separate Chair and Executive Director 1-to-1 meeting takes place monthly.

I. Stakeholder engagement

The GRLI is committed to maintaining an effective and meaningful interchange with all identified key stakeholders with whom the GRLI interacts in fulfilling its mission and objectives.

1.1. Council of partners

Full institutional partners are at the heart of the GRLI and constitute the Council of Partners.

They are corporations, business schools/institutions and other organizations that, with the support of the organization’s head and of other senior leaders, commit themselves

- to engage with others on impact initiatives at local, regional and/or global level;
- to inspire/take individual action and collaborate with others in an entrepreneurial spirit of partnership;
- to share learnings gained from their own actions/ initiatives/ experiments.

One of the key characteristics of the GRLI is that business schools/learning institutions and companies collaborate. The basis of GRLI is a geographical mix and a balance of engaged partner organizations – businesses and business schools/learning institutions. To achieve this new partners preferably apply to join together – a business school/learning institution with a close corporate partner. Organizations which do not fit into this partnering model will be dealt with on an individual basis and evaluated according to the overall contribution potential of that organization.

This global community of action, impact and learning operates in full transparency and with a unique model of governance with all Partners participating in shaping the agenda and driving its implementation.

Fees are reviewed by the Board annually and approved by the Council of Partners. Any organization seeking a reduced/ barter/waived fee requires Board approval.

Termination of partnership/membership is subject to one year notice.

	Council of Partners	Guardian Group
Responsibilities	<p>Each Partner is expected to designate a specific person to</p> <ul style="list-style-type: none"> • Represent the organization officially in the Council of Partners and take decisions on its behalf (voting right); • Serve as a liaison person and promoter of GRLI activities, learnings and opportunities for engagement and 	<ul style="list-style-type: none"> • Steer/monitor the impact initiatives • Design and facilitate the Council’s meetings • Identify new potential Institutional Partners, review applications and assess contributions of all Partners on an ongoing basis • Invite nominations for the GRLI Board of Trustees for

	<p>contribution, within and outside the organization.</p> <ul style="list-style-type: none"> • Engagement in at least one GRLI impact initiative • Qualify for Board and/or Guardian Group and/or chairmanship if nominated by Council of Partners and Board 	<p>the six seats reserved for GRLI Partners</p>
Meetings	<p>There are up to 2 meetings per year:</p> <p>1. Community engagement event: Attended by Institutional, Strategic and Associate Partners, individual Associates and Project Contributors.</p> <p>Purpose: Reflect on progress in GRLI mission, assess projects and identify next actions. Address governance issues eg appointment of partner representatives to the Board of Trustees.</p> <p>2. Outreach event</p> <p>Participation is as above plus open to a wider community of business and management education</p> <p>Purpose: to work on actions, build knowledge, extend impact, and interact with other relevant existing initiatives</p>	<ul style="list-style-type: none"> • 4x/year minimum of which 2 will be combined with the Council of Partners annual events

1.2. Strategic Partners

The World's two leading membership organizations in management education – AACSB International and EFMD – entered into a strategic partnership with the GRLI in 2012 to reinforce the message that business and business schools need to work collectively to devote greater attention to the development of a new generation of globally responsible leaders.

In 2016 this agreement was renewed to also involve the UN Global Compact and specifically with a view to better align the landscape of initiatives focussed on responsible management education. The founding partnership of UNGC is intended to bring its global business community to the table.

1.3. Extended GRLI Community

GRLI has opted for a deliberate slow growth regarding new full Institutional Partners to safeguard the action orientation, the working model, the geographic balance, the mix of companies and business schools/learning organizations or other institutions as well as the quality of the initiative.

At the same time, GRLI wants to be as inclusive as possible through development and engagement of an enlarged community of responsible actions. Such a larger community may involve the network members of GRLI's Strategic Partners, Associate Partners of the GRLI, and Independent Associates that may join existing impact initiative and qualify for being part of the respective stewardship teams of initiatives.

It is to be noted that all GRLI impact initiatives have in principle to be self-financed unless otherwise decided and the level of financial support needed is decided on a case by case.

Associate Partners

Associate Partners have full access to the GRLI network, events and knowledge resources, and are visibly represented on GRLI communications on initiatives that they contribute to. Associate Partners may appoint 10 named individual GRLI Associates from within their organization and benefit from preferential access to GRLI events and projects. All benefits available to Associates are also available to Associate Partners. The annual fee is reviewed annually by the Board and approved by the Council of Partners.

Independent Associates (individuals)

Independent Associates have access to the GRLI network, events and knowledge resources and enjoy participation in GRLI initiatives and projects. They receive GRLI newsletters and online magazines as well as recognition of their position as GRLI Associates.

This network is open to individuals against payment of an annual fee reviewed by the Board annually and approved by the Council of Partner.

1.4. Ambassadors (until 2012) and next generation engagement

Until 2012 students in higher education and young managers and entrepreneurs under 35 years of age from across the world that took part in GRLI initiatives as result of their educational institution's Partnership within GRLI, were recognised as GRLI Ambassadors.

Since 2012 GRLI's work to incubate new ideas, support project implementation and help raise awareness among the next generation around globally responsible leadership and practice has been done mainly in informal partnership with student organisations such as oikos. Next

generation participants are also offered discounted Associate engagement with GRLI but there may be charges associated with attending GRLI events.

1.5. GRLI Fellows

These distinguished individuals are recognized by the GRLI for their contribution to the development of Globally Responsible Leadership and Practice. This is an honorary status conferred by nomination and approval of existing Fellows.

Benefits of Fellowship include all benefits of associates and the recognition that the title will develop over time.

2. Brand management

These guidelines arise as a result of requests to use the GRLI 'brand' by individual partners and partnerships for actions within the public domain. We believe that all partners would want the logo of the GRLI to be used positively and with integrity.

We encourage partners to bring to wider attention the GRLI and all it represents, and as much as possible utilize the 'brand' to support and further the work of the GRLI.

We recognize that the GRLI 'brand' can be used to support GRLI being communicated more widely, as well as provide support for particular activities through association with the Initiative.

We recognize that a further advantage of identifying all 'branded' actions through the GRLI Board before they emerge in the public arena will be to promote good communication and the opportunity to make effective links between other partner activities that are in development.

To best support partner activities that are to be linked to, or carry a GRLI logo, we offer the following guidelines.

2.1. *The story of the logo*

The logo embraces an image of responsibility and leadership relating to the planet, the global community, each other, and the self. The three ellipses of the logo, form a circle as they expand, signifying our planet. Each individual ellipse represents, from right to left, - 'I', 'we' and 'all of us' - from the smallest to the largest. The logo has the colour of a blue ocean and a clear sky.

2.2. *Requests for use of GRLI 'brand'*

Partners wishing to use the logo consult the Executive Director who is mandated to agree GRLI 'brand' use. The Executive Director considers each action or initiative and check it against criteria agreed.

The Executive Director will use the following criteria in order to be able to offer support to specific initiatives:

The activity will clearly:

- build on, or aim to add to GRLI learning
- be promoted as a GRLI-related action
- be led by one or more GRLI partners.

The activity will align with, actively promote and be able to demonstrate the following:

- added value to the GRLI Foundation's mission 'to develop the next generation of Globally Responsible Leaders'.
- the key themes or levers as determined by the GRLI.

the globally responsible leadership laws:

- **the law of the environment:** the natural system is not a stakeholder in our businesses; it is the ultimate foundation of the rules;
- **the law of interconnectedness:** everything everywhere is linked in a single system; therefore every action must be considered in the context of its effect on the whole system;
- **the law of engagement:** globally responsible leaders are engaged in solving the dilemmas that confront them as a consequence of the first two laws.

the guiding principles:

- **Result orientation:** Whatever activity is undertaken it must clearly increase the capability to deliver visible results on the ground.
- **Long-term effects:** Any activity will only qualify if it stands a strong chance to live on, and continuously affect, the development of globally responsible leaders.
- **Uniqueness:** Getting things done innovatively, quickly and effectively while honouring and sustaining the unique combination of the partnership of businesses and learning institutions.

Communication related to the activity takes into account GRLI brand guidelines. The GRLI office receives a copy of all branded materials by electronic form, and details of any media or press releases and subsequent reporting referring to the GRLI.

No specific partner's or individual's name, logo, etc. will appear on promotion material or the web without the approval of the concerned parties. A statement will be clearly displayed making clear that any programmes or activities associated with the 'brand' does not necessarily reflect the views of the specific GRLI partners nor represent a quality assurance of a service or product, unless specially agreed otherwise in writing by the GRLI Board.

The financial aspects of the activity need to be dealt with offering full transparency, providing financial support or contribution to the GRLI Foundation wherever possible.

Tangible outputs (papers, publications, ...) will be available via the GRLI website for the use of its partners, and at the discretion of those who have intellectual rights, to a wider audience.

2.3. Displaying the logo

The GRLI logo is the key visual identifier of our initiative and should be displayed consistently and in the correct manner at all times. Ideally, it should be used in colour and in the formats illustrated below.

Our logo is strongest when surrounded by plenty of space, and with no other elements interfering with or distracting attention from it. Please ensure that type, graphic patterns or edges of other graphic elements do not fall within this area.

2.4. Logo variations

Ellipses only



Gateway initiative where overtly strong GRLI association is not desired. Social media avatars.

Ellipses + GRLI abbreviated stacked



Ellipses + GRLI abbreviated horizontal



Original stacked



GRLI “Badges” for Partner / Associate / Pioneer / Alumnus stacked in plain colour, accent and b/w



I, We, All of us



Strategic Partner (SP) stacked



Strategic Partner (SP) semi-stacked



Strategic Partner (SP) horizontal (As used on Business card)

2.5. Open to dialogue

Reflecting our commitment to our ways of working, we aim to remain open to dialogue where a misuse or misrepresentation of the 'brand' appears to occur whether by partners or non-partners. We aim never to have to resort to legal measures and will encourage dialogue and meeting wherever possible.

2.6. Accountable for brand use

In the unlikely event of a partner using the GRLI brand without agreement, all partners agree that the use of such, is open to challenge and question by individual partners of the GRLI. We encourage such challenges to first be made informally by partners directly, and where no satisfactory outcome can be reached that partners are open to involve the Board, whose decision shall be final.

2.7. Removal of brand agreement

In the very unlikely event that the GRLI brand is found to be misused or misrepresented, the Board will raise any concerns with the partner(s) involved. If misuse of the brand continues, following written request from the Board to withdraw the brand, it will remain at the discretion of the Board to withdraw partner status from those involved.

3. List of appendices

A: Current version of approved statutes

B: Current terms of reference of the Guardian Group

C: Generic annual governance calendar

D: Contact list of current Board, Sub-committees, Guardians, Advisors and Core Team