

## **WBCSD PROGRAM BOARD CHARTER**

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## ***A.Scope and definitions***

### ***1. Scope and definitions***

1.1 This Charter sets out the functions, powers, duties, and responsibilities of the Program Boards.

1.2 In this Charter, the following terms mean the following:

<b>Co-Chair</b>	Members that co-Chair the Program Board and projects or Sector/Value Chain project Boards
<b>Council</b>	The Annual General Meeting of Members
<b>ExCo</b>	The Executive Committee of the WBCSD
<b>Liaison Delegates</b>	Representatives appointed by each of the Council Members
<b>Members</b>	Members of the WBCSD
<b>CEO</b>	The Chief Executive Officer of the WBCSD
<b>WBCSD</b>	The World Business Council for Sustainable Development

1.3 The following Annex is attached to, and forms an integral part of, this Charter:

<b>Annex A:</b>	WBCSD decision chart
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## ***B. Program Boards***

### ***2. Purpose of the Programs***

- 2.1 The Programs of WBCSD provide platforms to address the key economic systems that need transformational change to achieve Vision 2050 and deliver the Sustainable Development Goals (SDGs), ensuring that member activities are effectively channelled where the WBCSD and its member companies can make the most difference. The key functions of the Programs are to:
- a. Provide co-ordination of all WBCSD work within the Program areas to maximise impact and value to members
  - b. Ensure maximum member engagement in the implementation of Projects, within the Programs
  - c. Maximise contributions towards the Sustainable Development Goals (SDGs) relevant to the Program areas
  - d. Create consistent advocacy and policy positions across the work of the Program
  - e. Create transparent progress measurement and reporting of the implementation of Projects
  - f. Enhance collaboration and synergy between the various Programs and Projects with the relevant Sector Projects.
  - g. Communicate the activities, actions and outcomes of the Program to WBCSD members

2.2 The ExCo may approve the creation of new Programs. The current Programs are:

- a) **Energy & Circular Economy**
- b) **Cities & Mobility**
- c) **Food, Land & Water**
- d) **People**
- e) **Redefining Value**

### ***3. Composition of the Programs***

- 3.1 Each Program is made up of the Projects contributing to the relevant SDGs.
- 3.2 All WBCSD members have access to the open information meetings of the Program, although only members of the individual Projects have access to their own specific meetings.
- 3.3 Each Program is governed by a Program Board composed of up to 3 co-Chairs plus up to 15 members (overall maximum of 18 Board members). Members of the Program Boards are at Council Member level. The Cluster Board is made up of at least one representative of each Project within the Program. Ideally the Board member would be the Co-Chair of the Project, but each project is free to choose its own

representative on the Program Board. To ensure a link to the Sector Projects, each Sector Project can be represented on each Program Board by a member company active in the Program area. As far as possible, a Program Board should ensure a diverse geographical representation.

- 3.4 To provide a strong link to the ExCo, ExCo members are encouraged to join the Board of a Program where they are active.
- 3.5 The Board provides strategic guidance and direction to the work of the Program.
- 3.6 To give as many members as possible the chance to engage with the work of the Programs, and since Program Board meetings will occur in parallel, WBCSD members can only be members of one Program Board.
- 3.7 Each Program Board is supported by a Program Leadership Group, which consists of the Liaison Delegates of the Program Board members. The Program Leadership Group is responsible for the ongoing work of the Program Board, preparing for Program Board meetings and working with the WBCSD Program Director.
- 3.8 To facilitate co-ordination with the ExCo, the LDs of ExCo members can join the Leadership Group for a Program, even if the ExCo Member is not on the Program Board.
- 3.9 Each Program is assigned a (Managing) **Director** to oversee the daily management of the activities and agenda setting for all Projects within that Program. Specifically, the Program Director is responsible for:
  - a) organising the work of the Program
  - b) managing the Projects within the Program under their control
  - c) maximising member engagement and member acquisition
  - d) maximising the contribution of the Program towards delivering the relevant SDGs
  - e) identifying synergies between the Projects within the Program and the relevant Sector Projects, ensuring consistency, and preventing duplication;
  - f) setting up and running the Project Boards and ensuring that all Program Board members are fully engaged and aligned with all key decisions in an open way;
  - g) ensuring transparency, governance and consensus building;
  - h) bringing relevant conflicts to the attention of the Program Board or the CEO;
  - i) maintaining project objectivity and integrity to sustain support from stakeholders;
  - j) managing external dialogue, communications and website content, with approval from the CEO;
  - k) ensuring an effective and efficient process towards the timely delivery of project results, and within budget;
  - l) organising meetings of the Program Board, open meetings of the Program and any necessary workshops;
  - m) reporting on financial costs and budgets to the Program Board on a regular basis;
  - n) following decisions taken by the project co-Chairs and the Program Board;

#### **4. Funding model**

- 4.1 Program members pay the full WBCSD membership fee.
- 4.2 In addition, members that engage in the design and implementation of Projects may pay a share of the Project costs of the solution.

4.3 The ExCo and CEO determine annually the allocation of WBCSD central funds to support the work of the Programs and their projects.

4.4 The concept of a new project is first approved by the relevant Program Board.

Members of the project agree on the proposed work plan, and the project costs needed to deliver this.

Once the work plan and budget are agreed, the project costs are shared between the members of the project. The exact method of sharing the cost can vary, and will be agreed by the project member companies.

Members of projects can contribute in-kind support in place of funding support, if agreed by the other project members and the WBCSD SMT.

4.5 The work plan and progress of the Projects will be reviewed annually by the relevant Program Board

## **5. Roles and Responsibilities of the Program Boards**

### **Program Board**

5.1 The Program Board provides the guidance and governance for the work of the Program. In this, its main roles are to:

- a) Provide strategic guidance and direction for the work of the Program, set priorities and advance Program activities through the Program Leadership Group and WBCSD head office
- b) Oversee the delivery of contributions towards the relevant SDGs for the Program
- c) Agree on policy positions and key messages for the Program
- d) Approve new Projects in the Program;
- e) Ensure effective collaboration between the Program and the relevant Sector projects.
- f) Engage members on the key topics of the Program, and support WBCSD in attracting additional members to strengthen the Projects;
- g) Respond rapidly to emerging changes in the sustainability and policy landscape;
- h) Ensure that the WBCSD is the leading business voice on the Program area and is working to the highest standards possible;
- i) Review core Program outputs, control quality of deliverables and evaluate progress;
- j) Advocate core Program messages and specific policy options that leverage and scale-up the projects;
- k) Present Program positions at WBCSD and partner events where possible;
- l) Encourage collaboration and reinforcement by linking Program outputs to other business and sustainable development activities;
- m) Build partnerships for co-management, co-development and scale up of solutions on the ground.

### **Program Board co-Chairs**

5.2 The Program Board co-Chairs' role is to:

- a) chair Program Board meetings;
- b) provide quality assurance on content of outputs;
- c) support advocacy, including taking the lead as spokesperson as appropriate at key events;
- d) report to the ExCo for their respective Program as and when deemed most appropriate;

- e) sign-off and approve the publication of Program outputs that build on previous policy directions;
- f) sign-off on major reports of policy nature produced by the Program for further publication approval, where required, by the ExCo.

### **Program Board members**

5.3 The Program Board members' responsibilities are to:

- a) attend WBCSD's annual Council Meeting and associated Program Board meeting;
- b) participate in Program conference calls associated with critical milestones;
- c) represent their Project or Sector project in the Program Board
- d) approve new Projects in the Program Board meeting
- e) provide guidance on the future direction of the Program work program
- f) review final formats and content and provide sign off for publications
- g) advocate key messages at global platforms and events.

### **Redefining Value Program Board**

Due to the specific nature of the Program, the following additional conditions apply to the Redefining Value Program Board:

5.4 The Redefining Value Program Board is chaired by the WBCSD CEO, and the Leadership Group is chaired by the WBCSD COO.

5-5 Members of the Redefining Value Program Board and Leadership Group will not include consulting and audit companies. A separate Technical Working Group will be established consisting of LDs from consulting and audit company members.

5-6 Members of the Redefining Value Program Board may include Chief Financial Officers of member companies, even if they are not the Council Member for the member company.

### **Decision Making**

5-7 Wherever possible, the decisions of the Program Board will be made by consensus. Where this is not possible, decisions will be made by simple majority voting of those Program Board Members present, subject to a quorum of 50% of the Board.

5-8 The process for approval of WBCSD positions and Publications is as follows:

- a) Where the position/publication builds directly on existing WBCSD positions and publications, the CEO can approve.
- b) Where the position/publication extends beyond the previous position, but is relevant for only one Program, the Program Board should seek input from the ExCo, and take this into account before approving.
- c) Where a new position/publication is of a general policy nature, and is relevant to more than one Program, the position/publication must be shared between the relevant Program Boards for comment, prior to sending for approval by the ExCo.
- d) Where new positions are of a potentially contentious nature, and consensus across WBCSD members is unlikely to be achieved, the WBCSD will refrain from taking an official position, but may encourage member companies to sign up on an individual basis.

## **Program Leadership Group**

5-9 The Program Leadership Group comprises the Liaison Delegates of the Program Board Members, and Liaison Delegates of ExCo Members as appropriate.

The Responsibilities of the Program Leadership Group members are to:

- a) Work with the Program Director to prepare the Program Board meetings
- b) Provide guidance on the work of the Program
- c) Promote collaboration between the Program, its projects and relevant Sector projects.

## **6. (Re) appointment, term and resignation**

6.1 The co-Chairs are nominated by the Program Board members, proposed for appointment by the CEO, to be approved by the ExCo. The Co-Chairs shall be appointed for a two (2) year term of office. Co-Chairs shall be nominated on the basis of the following criteria:

- a) have the position of Council Member for their company;
- b) demonstrate expertise and leadership in the Program;

6.2 Program Board members are nominated by the Projects within the program and relevant Sector project.

6.3 Program Board members' tenure is for two (2) calendar years plus the year in which they are appointed. Members can be reappointed. At least one of the Program Board members should also be a member of the ExCo to ensure proper flow of communication.

## **7. Program Board meetings**

7.1 The Program Board members meet physically once (1) a year during the Council meeting. Other meetings are expected to be in the form of phone conferences with additional information shared through emails and the WBCSD website. The co-Chairs call the meeting.

7.2 Minutes of the meeting are prepared by WBCSD head office staff.

## **8. Amendment**

8.1 This Charter may be amended by a resolution of the ExCo to that effect.

## **9. Governing law**

9.1 This Charter shall be governed by and construed in accordance with the laws of Switzerland.

9.2 This Charter is based on the ExCo Charter which is incorporated herein by reference. In the event of inconsistency between this present Cluster Board Charter and the ExCo Charter, the latter shall prevail.

9.3 This Charter is published on the WBCSD website [www.wbcd.org](http://www.wbcd.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
		Council	ExCo Chair	ExCo	ExCo Nomination Committee	Program Board Co-Chairs	Program Board members	Project Co-Chairs	Project Members	Sector/Value Chain Co-Chairs	Sector/Value Chain Members	CEO
<b>I. Appointments</b>												
<b>Council</b>												
Council Members invitation	Articles of Association	4.1			Approve							Propose
<b>ExCo</b>												
ExCO Chair	ExCo Charter	5.2			Appoint							Nominate
ExCO Vice-chair	ExCo Charter	5.2		Nominate	Appoint							
ExCo members	ExCo Charter	3.1 a)	Appoint		Nominate	Propose						
<b>WBCSD</b>												
WBCSD CEO	ExCo Charter	11.1			Appoint							
WBCSD SMT	ExCo Charter	11.4 a)			Consulted							Appoint
WBCSD staff	ExCo Charter	11.4 a)										Appoint
<b>Programs</b>												
Program Board Co-chairs	ExCo Charter	3.1 c)			Appoint		Nominate					
Program Board Members	N/A	N/A				Appoint						Nominate
<b>Projects</b>												
Project Co-Chairs						Appoint			Nominate			
Project Members												Appoint
<b>Sector/Value Chain Projects</b>												
Sector/Value Chain Project Co-chairs	ExCo Charter	3.1 c)			Appoint						Nominate	
Sector/Value Chain Project Members	ExCo Charter	N/A							Appoint	Nominate		Nominate
<b>Committees</b>												
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
<b>II. WBCSD Strategy</b>												
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
<b>III. Membership</b>												
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
<b>IV. WBCSD activities</b>												
New Programs and objectives at WBCSD level	ExCo Charter	3.1 o)			Approve							Prepare
New Projects within Programs	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
<b>V. Financial planning and reporting</b>												
Annual budget	ExCo Charter	3.1 m)	Approve		Propose							Prepare
Sector/Value Chain Project budgets	ExCo Charter	11.4 n)			Approve							Prepare
External audit	ExCo Charter	11.4 s)	Approve		Consulted							Prepare
Annual report and accounts	ExCo Charter	11.4 t)	Informed		Approve							Prepare
<b>VI. Publications and communication</b>												
<b>Publications</b>												
Major publications and positions (of a policy nature) involving more than one Program	ExCo Charter	3.1 q)			Approve		Approve		Prepare		Prepare	Approve
Major publications and positions (of a policy nature) involving just one Program	uster 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)	ExCo Charter	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 Program	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
<b>Communication</b>												
Media relations and reputational risks	ExCo Charter	12 bb)			Approve							Approve
Crisis management	ExCo Charter	12 cc)			Approve							Approve
<b>VII. Structure &amp; organisation</b>												
<b>Governance</b>												
Establish board committees	ExCo Charter	2.1			Approve							Propose
Complaints and whistleblowing process	ExCo Charter	9.1			Approve							Propose
	ExCo Charter	12			Approve							Propose