

## ASI Board Meeting – Summary of Minutes for publication

**Date:** 20-22 September, 2023

**Held:** Singen, Germany

### Antitrust Statement:

*Attendees were reminded that the ASI is committed to complying with all relevant antitrust and competition laws and regulations and, to that end, has adopted an Antitrust Policy, compliance with which is a condition of continued ASI participation. Failure to abide by these laws can potentially have extremely serious consequences for the ASI and its participants, including heavy fines and, in some jurisdictions, imprisonment for individuals. You are therefore asked to have due regard to this Policy today and indeed in respect of all other ASI activity.*

### ASI Ways of Working

*ASI is a multi-stakeholder organisation. Dialogue is at the heart of everything we do. It is critical to ensure that the organisation delivers on its mission. We welcome all participants and value the diversity of backgrounds, views and opinions represented in this meeting. We recognise that we have different opinions; that is the heart of healthy debate and leads to better outcomes. To ensure our meetings are successful, we need to express our views and hear the views of others in a respectful and professional way, protecting the dignity and safety of all participants and enabling full participation from all attendees.*

### Acknowledgement of Indigenous Peoples

*ASI acknowledges Indigenous Peoples and their connections to their traditional lands where we and our members operate. We aim to respect cultural heritage, customs and beliefs of all Indigenous people and we pay our respects to elders past and present.*

### Health and Safety

*ASI places a high priority on health and safety through the ASI Performance Standard, and likewise aims to ensure that our employees, contractors and participants work and meet safely. If you are travelling for this meeting, please consider health and safety risks, including from transport, illness, manual handling, slips and trips, personal safety and emergency situations. Let us know if you have any concerns or feedback.*

**Board:** Sasha Courville (Chair), Catherine Athenes, Jan Boekelman, Rosa Garcia Pineiro (Tues-Thurs), Gerald Rebitzer, Anita Roper.

**Apologies:** Pippa Howard

**ASI Secretariat:** Fiona Solomon (CEO), Andrew Wood (Director of Sustainable Investment and Legal), Mark Annandale (Director of Research and IPAF Adviser), Cameron Jones (Director of Assurance), Marieke van der Mijl (Director of Partnerships).

**Invited Tuesday dinner, Wednesday and Thursday morning site visit:** Leopold von Carlowitz, independent lawyer to ASI Complaints Mechanism.

**Dial-in:** Matthias Esdar (Wednesday a.m., Thursday p.m.), Chinelo Etiaba (Membership Director) for membership session on Wednesday afternoon (4-5pm).

### Introduction and context

ASI publishes a summary of Board meetings and teleconferences in the interests of transparency.

The following principles are applied in preparing these summaries:

- Statements or perspectives are not attributed to individuals.
- The following matters are NOT included in the summary: personnel matters, financial approvals, small items, or sensitive, premature or evolving discussions.
- Board *decisions* are shared, but not the deliberations or decision-making processes that lead to them.
- Publishing the Board's decisions does not invite or open up debate about these decisions.
- The Board approves the summary before publication on the ASI website and via the monthly Members Update.

### Topics discussed at this Board meeting:

- Financial auditor rotation (every 4 years)
- Proposed updates to the ASI Constitution to be put to members
- Assurance deep dive
- ASI Complaints mechanism – future update
- Membership update
- Risk assessment update
- Annual management review
- Partnerships update
- Indigenous Peoples Advisory Forum (IPAF) update
- 2024 Strategy/budget discussion.

### Outcomes and actions from this meeting:

- The member resolution on changing ASI's financial auditors was approved, following a review process of 3 candidate auditor firms.
- The proposed updates to the ASI Constitution were discussed and the Poll Paper to be put to members was approved, subject to any material feedback from the members information session in October which requires further consideration by the Board.
- The Board appreciated the deep dive on ASI assurance and oversight processes, and participated in a scenario exercise.
- A new stand-alone Whistleblowing Policy was approved by the Board.
- Future updates to the Complaints Mechanism were discussed and will be tabled for review at a future Board meeting.
- An updated version of the ASI membership form will be tabled for review and approval at the next Board meeting.
- The ASI Risk Assessment and Management Plan (V12) was adopted.
- The Board shared feedback on ASI's partnerships activities.

- A Board-IPAF call is planned to be organised for December 2023.
- The draft 2024 Strategy was discussed, with the final draft and 2024 budget to be shared with the Board for review and approval at the next meeting.