

## ASI Board Meeting – Summary of Minutes for publication

**Date:** 8 February, 2024

**Held:** Google Meet

### 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 Athènes, Rosa García Piñeiro, Pippa Howard, Raj Aseervatham.

**Apologies:** Jan Boekelman, Matthias Esdar, Gerald Rebitzer.

**ASI Secretariat:** Fiona Solomon (CEO and Company Secretary), Wayne Jenkins (CFO), Mark Annandale (Director of Research and IPAF Adviser), Gabriel Carmona Aparicio (Circularity Research Manager), Jane Reeves (Governance Co-ordinator).

### 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:

- Updates to the Governance Handbook
- Board remuneration for 2024
- Updates to the ASI Complaints Mechanism
- ASI's Circularity research agenda
- Board-IPAF call in December
- Governance nominations cycle
- Finance reports
- Operations reports

### Outcomes and actions from this meeting:

- The ASI Governance Handbook was updated to align with changes to the Constitution approved by members in November 2023, and with the new requirements of the forthcoming ISEAL Integrated Code. Other miscellaneous enhancements were also included. The updated V4 Governance Handbook was approved by the Board as an ASI By-Law.
- As part of the 2023 ASI Constitution update, Members had approved Board remuneration for Civil Society and Independent Directors, based on guidance from a remuneration consultant sought by the ASI Secretariat. Director remuneration rates were thus proposed based on the Australian Board Remuneration Survey 2023, for organisations similar in size and nature to ASI. The proposed rates for Board Chair, Committee Chair, and Director – where they are an Independent or Civil Society Director – were agreed. Conflicted directors did not participate in the discussion or decision.
- The ASI Complaints Mechanism was updated to reflect on experience of several complaints processes in 2023 and anticipated future needs. Additional emphasis was placed on dialogue processes and IPAF-sensitive features. The whistleblowing policy was separated into a stand-alone policy (approved by the Board in September 2023). In developing the tabled draft, peer review was sought from two IPAF members from a rights-holder perspective, and from a

complaints mechanism expert who has published extensive research in this area. The Board approved adoption of V3 of the ASI Complaints Mechanism as an ASI By-Law.

- ASI's Circularity research agenda was presented and discussed. The strategy is to increase understanding with members and stakeholders of circularity being 'beyond recycling', and then define what circularity concretely means for the next ASI standards revision.
- The Board-IPAF call in December 2023 was discussed and reflections shared. Following on from discussions during that call, a contract is now in place with a Sami representative to develop further FPIC Guidance for ASI, from a rights-holder perspective. Directors expressed deep appreciation to IPAF members for their participation and engagement with ASI, and their strong support for this critical work program.