

ASI Board Meeting – Summary of Minutes for publication

Date: 15 April, 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.

Directors: Sasha Courville (Chair), Raj Aseervatham, Catherine Athenes, Jan Boekelman, Matthias Esdar, Rosa Garcia Pineiro, Pippa Howard, Gerald Rebitzer.

ASI Secretariat: Fiona Solomon (CEO and Company Secretary), Wayne Jenkins (CFO), Chris Bayliss (Climate Change and Decarbonisation Director), Chelsea Reinhardt (Standards Director), Chinelo Etiaba (Membership Director), Billy Cheung (Digital Projects Manager).

Incoming Directors invited as observers: Julia Batho (IHRB), Salman Abdulla (EGA) – both for the first hour.

Apology: Jane Reeves (ASI 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 Performance Standard Guidance was updated to incorporate the ASI GHG Entity-level 1.5C Aligned Pathways Method, developed with the Climate Working Group and Standards Committee, and endorsed by the ASI Board in November 2023. The updates to the Guidance reference the ASI method as the only current ASI endorsed method, and thus mandates its use by all certifying Entities. The updated V3.2 Performance Standard Guidance was approved by the Board as an ASI By-Law.
- The ASI Assurance Manual was updated to incorporate a range of updates, including a Force Majeure Policy, various additional guidance on stakeholder and worker interviews, managing reprisal risks and their impact on audit quality, and expanding on audit team composition, pre-audit risk assessments, multi-site sampling guidelines, audit time requirements, and the process for lack of objective evidence and not applicable ratings. The Board adopted the updated V2.1 Manual as an ASI By-Law. The inclusion of the Force Majeure Policy in the Manual also enabled the 2020 “ASI Interim Policy regarding Audits, Audit-Related Travel and Coronavirus” to be formally revoked.

- Various items for the ASI Annual General Meeting (AGM) for members on May 7 were reviewed and approved. This included the formal AGM Notice, the summary of the Annual Governance Survey for members, and the 2023 audited Financial Statements and Directors Report, which had been previously reviewed by Board Committees. These were to be circulated on April 16 to ASI members.
- An ASI 'Digital Update' was presented and discussed. This included progress and approach on the development of elementAL 2.0 (ASI's online assurance platform), report on a cybersecurity audit, and draft policy and principles on emerging artificial intelligence (AI) use in ASI, to support risk mitigation within human-centred controls.
- The Board were advised of the results of the annual governance elections for the Board and Standards Committee, which had also been advised to members. The successful candidates were congratulated. Pippa Howard and Rosa Garcia Pineiro were sincerely thanked for their leadership and thoughtful contributions to the Board over their Director terms and long engagement with ASI. Jan Boekelman and Gerald Rebitzer were congratulated on their re-election. The two new Directors-elect, Julia Batho and Salman Abdulla, participated as observers in the Board meeting for the first hour, as part of their induction.
- For the Standards Committee, all positions were filled. Nominations for Civil Society seats from the Indigenous Peoples Advisory Forum (IPAF) exceeded vacancies, resulting in these nominees also applying for ASI membership. From 2024, there will be 2 additional Observer seats for IPAF as a capacity building opportunity, alongside the 12 Civil Society/IPAF members of the Committee. The Observers will normally be non-voting, but they can also act as proxies / alternates in a voting capacity for absent Committee members as required. The Board also appointed Michael Danielson of SBTi to the ASI Standards Committee.