



# International Rescue Committee Sverige Insamlingsstiftelse Board of Directors Rules of Procedure

Adopted: 6 April 2020

## 1. Introduction

- 1.1 The International Rescue Committee Sverige Insamlingsstiftelse (“IRC-SE”) was formed on 10 July 2019 in Stockholm, Sweden. IRC-SE, its statutes and Board of Directors were created under the Foundation Act (*SFS no. 1994:1220*).
- 1.2 IRC-SE’s Board of Directors (the “Board”) and each of its members (each a “Board Member” and, collectively, the “Board Members”) discharge their duties with the due care and diligence of a prudent business person in accordance with the applicable provisions under statutory law, the provisions of IRC-SE’s statutes (the “Statutes”) and these rules of procedure for the Board (“Rules of Procedure”). Each Board Member is obliged to act for the good of IRC-SE and for the realization of the non-profit purpose of IRC-SE.
- 1.3 A Board Member shall not pursue personal interests with their decisions for their own benefit or the benefit of a third party. Conflicts of interest shall be disclosed without undue delay to the Board.
- 1.4 Board Members shall be jointly responsible for the management of IRC-SE. The Board Members cooperate in accordance with the principle of collegiality. They shall notify each other on an ongoing basis on any material matters and business transactions in their business department.
- 1.5 IRC-SE shall as member of the Swedish Fundraising Association (Giva Sverige) follow the Association’s quality code (*Kvalitetskoden*).

## 2. Board Members

- 2.1 The Board shall be comprised of at least three, but not more than six, members, appointed by International Rescue Committee, Inc. (“IRC Inc”) for three-year terms. Members may be reappointed by IRC Inc for two additional terms for a maximum of nine years.
- 2.2 Board Members shall be appointed by IRC Inc and may be employees of IRC Inc or its affiliates, but not employees of IRC-SE. IRC Inc can terminate board members. Board Members receive no compensation for their appointment.

## 3. Duties of the Board

3.1 The Board shall manage IRC-SE. The duties, powers and obligations of the Board are determined by statutory law, the Statutes and these Rules of Procedure. In particular, the Board shall be responsible for the following:

- Adopting the annual financial statements, including income statement, balance sheet and management report.
- Annual strategic plan and budget.
- Continuous assessment of IRC-SE's operations and financial situation, ensuring its accounting, administration and controls are conducted in a satisfactory manner.
- Introduction plan for new board members.
- Recruitment, management and termination of the Executive Director
- Ensuring adherence of the Giva Sverige Quality Code;
- The development of a risk management strategy and regular evaluation of such.
- Adoption of relevant operational policies, including signatory and delegation policy (Firmatecknare);
- Appointment of the external auditor.

#### **4. Meetings**

4.1 The Board shall elect a Chairperson from amongst its members.

4.2 As a rule, the Board Members shall pass resolutions at meetings which shall be at least three times per year and shall be convened and chaired by the Chairperson. The Chairperson shall ensure that Board meetings are held when needed. The Board shall be convened if a Board Member so requests.

4.3 A board meeting shall include:

- Opening of the meeting
- Appointment of the adjuster of the minutes
- Approval of the agenda
- Review and approval of previous minutes
- Report from the Executive Director on the state of affairs, finances and operations
- Items up for decisions
- Any other business

4.4 Meetings may be held via teleconference or voice calls and resolutions may be passed without the requirement for a meeting.

4.5 The Board shall have a quorum if more than one-half of the total number of the board members are present. Resolutions of the Board shall be adopted by a simple majority of the members present or, in the event of a tied vote, by the Chairperson casting the deciding vote. The vote may be cast in a meeting, in writing, by telefax, by telephone, by text message or electronically (e.g. by email, messaging service, chat).

4.6 The Minutes of resolutions and meetings of the Board shall be drawn up, which shall be signed by the Chairperson and the adjuster. Copies be sent to all members of the Board to be approved by the board at

the next board meeting. The minutes shall include the date and venue of the meeting, the persons attending, the agenda and the resolutions. The minutes shall be adjusted within one month.

4.7 Board Members are entitled to have dissenting opinions recorded in the minutes.

4.8 The minutes shall be maintained in numerical order and stored in a satisfactory manner.

## **5. Convening of Meetings**

5.1 Board meetings shall be convened in writing and shall state the time and place of the meeting.

5.2 Where feasible, notice of a board meeting shall be delivered to Board Members at least 14 days in advance and the proposed agenda and potential pre-reads for such meeting at least five days in advance.

5.3 The Chairperson shall propose the agenda for a board meeting but may instruct the Executive Director to do so.

## **6. The Executive Director (Generalsekreteraren)**

6.1 The Executive Director is responsible for overseeing the administration of IRC-SE and implementing its programs and strategic plan. Duties of the Executive Director shall be determined by the Board.

6.2 The Executive Director shall report to the Board.

## **7. Confidentiality**

7.1 The Board Members shall keep secret from third parties any information of which they become aware in the course of their activities as Board Members and the disclosure of which could impair the interests of IRC-SE or one of its affiliated companies, in particular business and company secrets as well as confidential reports and confidential consultations received. In particular, the voting, the course of the debate, the statements and personal statements of the individual Board Members are subject to the duty of confidentiality. IRC Inc and their affiliates (to the extent bound by professional confidentiality undertakings) shall not be considered third parties within the meaning of this section. The confidentiality obligation also applies after termination of membership in the Board.

7.2 If a Board Member intends to pass on information to third parties whose disclosure is not obviously permissible, the Chairperson must be informed beforehand. If the Chairperson does not agree to the disclosure, the passing on of information shall not take place.

## **8. Law**

8.1 These Rules of Procedure shall be in accordance with the laws of Sweden.