



### **3. Secretary**

The Chairman shall appoint a Secretary of the Committee who is not a Member but has the responsibility for, among other things, preparing and coordinating the meetings, including distribution of documents, taking minutes, maintaining a log of actions / issues, reporting to the Committee any open action items and following up with Members on any deliverables. The Secretary shall also be responsible for ensuring the retention of all key committee documents, including agendas, minutes and log of actions / issues.

## **4. Decision-making procedures**

### **4.1 Quorum**

Decisions by the Committee shall only be taken if the Chairman on duty and at least 50% of the remaining Voting Members are present in accordance with section 5.3 or have participated in the decision-making process in accordance with section 4.3.

### **4.2 Majority requirements**

Decisions of the Committee are taken by a qualified majority of two thirds of the votes cast.

### **4.3 Decision-making and documentation**

Decisions are usually taken during the scheduled meetings. Decisions may also be taken using a different process (e.g. email circular, electronically, by telephone or by equivalent technical means) if accepted by the Chairman. The Voting Members will be informed by the Secretary, who also ensures the appropriate and timely (see section 6.2) distribution of supporting documentation required for the decision to be taken.

### **4.4 Veto rights**

The Chairman has the right to veto any decision of the Committee he / she chairs until the minutes of the meeting are final. If the Chairman vetoes a decision which had received positive votes of at least 75% of the Voting Members, the veto of the Chairman will cause the matter to escalate to the higher instance, i.e. the Delegating Person or the responsible person whose direct report the Chairman is. The veto right does not apply to an urgent decision which could not have been delayed or which has caused immediate and irrevocable consequences. Note: since this ability is against US corporate law, this veto will not be utilized in the US.

### **4.5 Procedure in the event of a tie**

Decisions of the Committee are taken by a qualified majority of two thirds of the votes cast. Procedures in the event of a tie do not apply.