



2.9 Conflict management

All Members must promptly notify the Chairperson should they believe their involvement with a particular issue may fairly give rise to an actual or perceived conflict of interest. If the Chairperson agrees that an actual or perceived conflict is likely to exist, the Chairperson shall decide whether the Member affected is in a position to attend the meeting, while abstaining from discussing the respective issue and / or the decision-making process or whether the respective Member shall leave the meeting (or video conference or call), while discussion of the issue takes place.⁶ As to potential conflicts involving the Chairperson, the same process shall apply except that the Chairperson shall appropriately consider and weigh the facts potentially leading to a conflict together with the Vice-chairperson and on that basis decide whether he / she is in a position to attend the respective meeting and / or discuss or vote the respective issue.

3. Secretary

The Chairperson shall appoint a Secretary of the Committee who must not be a Member but has the responsibility for, among other things, preparing and coordinating the meetings, including information of Committee Members in case decision shall be taken outside scheduled meetings (see section 4.3), timely distribution of documents (see section 6.2), taking minutes (see section 6.3), maintaining a log of actions / issues, reporting to the Committee any open action items and following up with Members on any deliverables (see section 6.6). The Secretary shall also be responsible for ensuring the retention of all key committee documents, including agendas, minutes, log of actions / issues and an appropriate usage of relevant governance tools.

4. Decision-making procedures

4.1 Quorum

Decisions of the Committee shall only be taken if the Chairperson on duty and at least 50% of the remaining Voting Members⁷ are deemed present in accordance with section 5.3 or have participated in the decision-making process in accordance with section 4.3.

⁶ The Chairperson shall consider a removal of a conflicted Member from the Committee if the conflict is deemed to be permanent.

⁷ Calculation to be based on the number of positions represented.

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