

Board of Trustees Nomination Policy

Version 1 **Approved by the Board of Trustees 14th of December 2020**

Version 2 **Approved by the Board of Trustees 5th of December 2024**

1. Number and Composition of Trustees

1.1. There will be a maximum of 16 trustees in total, representing each of the groups listed below. The combined number of trustees from Groups 1 and 4 must equal the combined number of trustees from Groups 2 and 3.

1.1.1. Group 1 consists of 4-6 trustees who are procurement specialists at affiliated public buyers.

1.1.2. Group 2 consists of 3-5 trustees who are workers' rights advocates. They must represent relevant¹ global or national trade unions, academic institutions or civil society organisations and have significant international experience. All trustees in this group should have expertise in at least one of the following areas: human rights, labour rights, trade union rights, environmental rights, occupational health and safety, or human rights due diligence.

1.1.3. Group 3 consists of 3-5 trustees who are worker representatives from national or regional trade unions or other worker representative organisations in regions of production of electronics or regions of production of other categories of public expenditure.

1.1.4. Group 4 consists of 3-5 trustees who are representatives of affiliated public buyers with expertise in sustainability or finance, or with other competencies required by Electronics Watch.

1.2. The Electronics Watch Advisory Group includes members who represent affiliates and others who represent organisations that meet the criteria of Group 2 or Group 3 as defined in Sections 1.1.2 and 1.1.3. Group 2 advisors may also be individuals.

1.3. Any member of the Electronics Watch Advisory Group may nominate a trustee of any group.

1.4. Advisory Group members who represent affiliates to Electronics Watch vote on both Group 1 and Group 4 trustees. Group 2 and Group 3 members representing organisations vote on both Group 2 and Group 3 trustees. Each organisation gets

¹ "Relevant" trade unions are those with significant experience representing workers in extraction, production, transport, or warehousing in industries linked to categories of public expenditure of interest to Electronics Watch. It also includes trade unions with significant experience representing workers in public services. Former trade union representatives who are not currently practicing or those who lack the necessary international experience are not eligible.

one vote, except that consortia of affiliates get a maximum of five votes. Group 2 individual advisors can nominate, but not vote, and cannot be nominated themselves.

- 1.5. At least 50% of trustees of Group 3 should be from Asia (in case of 5 representatives this means 3 out of 5). In case more than 50% of top vote getters for Group 3 are from locations outside Asia, the nominations committee should eliminate the lowest vote getter(s) from a non-Asian country and select instead the highest vote getter(s) from Asia.
- 1.6. At least one of the trustees of Group 3 should have experience in monitoring working conditions in mines.
- 1.7. Trade unionists in Group 2 and Group 3 should be in elected or employed positions from geographically diverse areas. At least one trustee of Group 2 should represent a relevant global trade union.
- 1.8. The Board as a whole and each group should have geographic diversity. No more than 50% of representatives of any group should be from a single country (in case of 5 representatives, no more than 2 out of 5). In case more than 50% of the top qualified vote getters for a group come from the same country, the nominations committee should eliminate the lowest vote getter(s) from that country and select instead the highest vote getter(s) from another country to ensure geographic diversity.
- 1.9. The Board as a whole and each group represented on the Board should have gender parity. At least 50% of representatives of each group and the board as a whole should be women. In case more than 50% of the top vote getters for a block or the Board as a whole are men, the nominations committee should eliminate the lowest male vote getter(s) and select instead the highest female vote getter(s) to ensure gender parity. The Board will also strive to have representation of people who identify as non-binary people.
- 1.10. In case there is a tie between vote getters, the nomination committee will seek to break the tie in favour of a qualified nominee who increases geographic and gender diversity on the board and helps meet a competency gap.
- 1.11. Electronics Watch will seek to recruit enough qualified nominees to ensure there are always enough nominees to meet the organisation's diversity objectives, including ethnic, racial, gender, and geographic diversity.
- 1.12. Any competency gaps will be defined by the Board. Those gaps may be met through qualified nominees of Group 1, Group 2, Group 3, or Group 4.

2. Nominations Procedure

- 2.1. Nominations must include a motivational statement of up to 500 words. The statement should include the nominee's relevant experience, explain what they can contribute to the organisation, and why they are qualified to serve. Nominations should not include additional information, such as CVs or links to online profiles. No additional information will be provided to the members of the advisory groups who cast the votes. If a motivational statement does not adequately explain a nominee's experience, the nomination committee may request clarification. If no clarification is submitted, the nominations committee may reject the nomination.
- 2.2. There should only be one nomination for one person. If there is more than one nomination submitted for a person, the nominee must choose only one of them.
- 2.3. Nominees can nominate and vote for themselves.
- 2.4. Voting will take place through an online voting platform to guarantee anonymity of voters.
- 2.5. The nominations schedule is:

Third Monday of January: call for nominations to each advisory group.

First Monday of March: nominations are due.

First Monday in April: last day to cast votes for nominees.

May or June: first board meeting for new board members.

3. Qualification Criteria

All trustees must:

- Be committed to the mission and purpose of Electronics Watch.
- Be able to attend meetings and fulfil the collective responsibilities of trustees (Section 4) and individual responsibilities of trustees (Section 5).
- Declare any conflict of interest that may influence decision making as a trustee.

4. Responsibilities of the Board of Trustees

In general, the Board is responsible for oversight and guidance while the staff is responsible for day-to-day management and implementation of strategy and policy. The Board also has legal obligations, including fiduciary accountability and compliance with applicable laws. Mutual trust between the Board and staff is key to a well-functioning organisation.

The following are the core responsibilities of the Board. These responsibilities should be carried out with support from and in consultation with the Executive Director and other staff as applicable.

- **Strategic development and oversight:** Provide guidance on and approve the strategic plan and oversee its alignment with the organisation’s vision, mission and values; monitor implementation of the strategic plan, including progress toward its stated goals; oversee independent strategy reviews to understand progress towards outcomes and activity implementation to adjust the operational strategic plan.
- **Legal compliance:** Analyse applicable laws, regulations and ethical standards, including the bylaws, and monitor compliance with these. Provide guidance on how to address any identified instances of noncompliance.
- **Financial oversight:** Oversee the financial health of the organisation, including approving budgets, monitoring financial performance and exercising proper financial controls. Provide guidance on how the organisation can achieve and sustain a higher level of financial health.
- **Fundraising and resource development:** Identify and facilitate access to potential financing sources that could support Electronics Watch to achieve its strategic plan. This includes but is not limited to potential affiliates and programme participants and grants administered by donors that are compliant with the Electronics Watch funding policies and bylaws.
- **Promotion:** Act as ambassadors for Electronics Watch, promoting its vision and mission, and discussing its work and impact to the public and stakeholders.
- **Risk management:** Contribute to identifying and assessing organisational risks and guide operational risk management.
- **Board development:** Ensure the board itself is effective, including recruiting new members, providing training, and reviewing governance.

5. Trustees’ individual responsibilities

All trustees should take an active role ensuring that the Board fulfils its collective responsibilities. In addition, trustees have the following individual responsibilities.

- **Duty of care:** Fulfil all responsibilities, including making informed decisions, participating actively in board meetings and committee meetings, and staying informed about Electronics Watch activities. This includes a duty of all trustees to understand the Electronics Watch mission, theory of change, and bylaws. Depending on their specialised role(s) on the Board and/or in its committees, trustees should also familiarise themselves with the relevant Electronics Watch policies.
- **Duty to mission:** Commit to promoting the mission of Electronics Watch, including educating themselves on the key levers of change: public procurement and worker power. Trustees should verify that both levers are reflected in the strategic plan before approving it and provide guidance on how these levers could be further reinforced and balanced in programmes and projects. Trustees should develop a basic understanding of the potential and limitations of public procurement to promote and protect rights of workers. Trustees should also be familiar with the international core labour standards, including the freedom of association and the right to collective bargaining.
- **Duty of commitment:** Act in the best interest of the organisation and Electronics Watch stakeholders. When conducting Board business, the trustees should prioritize

the interests of the organisation over their personal interests and/or the interest of the institution or the group they represent. Trustees must declare any conflict of interest that may influence their objectivity.

- **Duty of confidentiality:** Protect sensitive information about Electronics Watch, its operations, staff, affiliates/participants and partners. Trustees must follow the Electronics Watch rules on confidentiality, including protection of personal data and confidential monitoring reports, tools and resources, as stated in the Privacy Policy, the intranet, and elsewhere. Trustees are not authorised to disclose the substance of discussions that occur in Board meetings to those outside the Board and Staff without express permission.

6. Eligibility Restrictions

Electronics Watch monitoring partners are eligible to serve on the Board of Trustees if the value of their monitoring contracts does not exceed 10% of the Electronics Watch monitoring budget, or 30% of the monitoring partner's income. After being elected to the Board monitoring partners cannot receive a contract that would exceed these limits on its own or in addition to already existent contracts. Other contractors cannot serve on the board if the value of their contract exceeds 30% of their income.

7. Roster of Rotations

- 7.1. There are annual elections to the Board with staggered terms for the Board as a whole as well as within individual groups, ensuring that the maximum turnover is 33% at any election as evenly divided as possible among the four groups of the board.
- 7.2. Board members serve for three years and can serve a maximum of three consecutive terms.

8. Terms of Officers

- 8.1. The Board elects two co-chairs, a secretary and a treasurer from its midst. One person may not hold more than two offices. The offices of chair and treasurer cannot be held by one person at the same time. The Board may appoint additional officers. One co-chair must represent Group 1 or 4. One co-chair must represent Group 2 or 3.
- 8.2. Each officer is elected for a two-year term.
- 8.3. An officer cannot serve more than three consecutive terms in the same position.
- 8.4. Officer elections should take place about six months after Board elections.

9. Nominations Committee

- 9.1. The Nominations Committee monitors adherence to the Nominations Policy and oversees annual elections.
- 9.2. The Committee includes one representative from each group.

- 9.3. Members of the Board of Trustees who are also nominees for an additional term cannot serve on the Committee.
- 9.4. One member of staff supports the operation of the Committee.