

EABC Board Renewal Task Force Charter

v 1.2

The EABC Board

The EABC Board comprises of Ordinary Directors and Special Directors. All directors must be representatives of EABC members. Ordinary Directors are elected by members in General Meeting; Special Directors must first be elected as Chair of a Working Group, then appointed by the President.

EABC Governance

EABC is governed by its ByLaws, Operating Guidelines and Core Values. All are on the EABC website. An Advisory Council comprises of presidents of bilateral European Chambers of Commerce and some European Embassy commercial section heads. The Advisory Council has no decision-making powers but advises EABC.

Board Composition

To be effective in meeting the EABC mission, board renewal is a natural and essential function. In keeping with EABC's Governance (including Core Values) EABC's board should reflect characteristics of diversity, skills, commitment, reputation, integrity, willingness to work collaboratively and time availability.

Role of Task Force

A small Task Force of Board members, supported by the Executive Director, will:

- i) Identify or cause to be identified suitable candidates for Ordinary Director
- ii) Manage the process of contact, initial discussion and exploration
- iii) Agree the most appropriate person to make contact in each case.
- iv) Ensure that all board members are contacted about possible candidate
- v) The process will be conducted with decorum, propriety and confidentiality
- vi) Advise the board on a list of candidates

Qualities

- (a) Knowledgeable in doing business in Thailand
- (b) Understanding of Europe – Thailand relationship
- (c) Good reputation, personal integrity; conducts himself/herself ethically
- (d) Senior level business experience in Thailand (preferably in the foreign business community) or in the region, but with strong knowledge of Thailand's socio-political make up and functioning, and of the Thai economy.
- (e) Teamwork / collaboration mindset
- (f) Conversant in English
- (g) Self-sufficient through investments or compensation
- (h) Board experience; discretion.

Annex

Extract from Operating Guidelines (v 1.7A)

Role of the Board

Being an EABC Director does mean a time commitment and a commitment to participate in board issues and to act in the interests of the EABC as a whole. It is not for everyone as there are other means of engagement.

In the longer term, for board effectiveness, it is intended that the overall size in the long term would be no more than a number to be agreed (suggested is 14) comprising Ordinary Directors and Special Directors. The Board has authority under changes to the ByLaws to set policy rules (in these Operating Guidelines) and to set limits to the number of Directors and Special Directors. Under the By Laws, these Guidelines cannot be applied retrospectively, nor the limits aspects used to remove a director from office or a person from being chair of a Working Group.

The expected role and duties of the EABC Board of Directors are:

- I. To guide, set direction and provide strategic leadership for and support the advancement of the EABC in accordance with its By Laws, Mission and these Operating Guidelines
- II. To provide leadership to EABC without involvement in day-to-day administrative issues (unless specifically requested)
- III. To be the primary decision-making body; subject to decisions of a general meeting of members
- IV. To see that the affairs of EABC are conducted ethically and to lead with ethical behaviour
- V. To avoid conflicts of interest. Any potential conflict of interest should be disclosed as early as possible, and guidance sought.
- VI. To use all reasonable endeavours to ensure the availability of adequate financial resources, such that EABC succeeds as a self-funded organization
- VII. To use all reasonable endeavours to ensure that EABC has adequate and appropriate staff to carry out its functions and meet its mission.
- VIII. To be accountable to EABC members and stakeholders for EABC's performance
- IX. To ensure that EABC's advocacy agenda is pursuing activities in the interests of EABC and is conducted in ways which enhance the opinion leadership standing of EABC. Thus the Board will take a greater interest in understanding of Advocacy activities and recommended positions.
- X. At all times to be respectful of other Board members, Working Group chairs and members, and EABC staff. Where questions are needed, they are made in an informed and good faith way which does not denigrate others. Unsubstantiated allegations or assertions are not part of appropriate conduct of board members, while respectful, informed, constructive proposals should always be welcome.

The Board operates by consensus wherever possible, with preparation ahead of time, informed engagement and participation. The Board is responsible for its decisions.

EABC Core Values

- 1) Promote Ethical business, consider the right thing to do in any situation
- 2) Recognise European business for the best that it can be and that it can offer – eg Rules Based Trading system
- 3) Ethical management
- 4) Personal integrity
- 5) Avoiding Conflicts of Interest
- 6) Diversity on several dimensions – nationality, gender, company size and type, sexual preference
- 7) Respect for the truth in seeking solutions to problems / critical thinking.