

## Individual Member Charter

### Introduction

Chapter Zero Brussels is the EU and Belux chapter of the Climate Governance Initiative, in collaboration with the World Economic Forum. Chapter Zero Brussels is operated by the non-profit organization Climate Governance asbl / vzw registered under number BE 0765.424.327 (the “Association”).

Our purpose is to help Board Directors across the Belux to engage effectively in a strategic debate about the climate challenge for their businesses, and how they will contribute to achieving the EU’s target of net-zero emissions. Moreover, we support Board Directors across the European Union countries where a national Chapter does not exist yet.

The Charter defines and describes the commitments the Association is taking towards its members and the commitments the members are taking upon joining the Association. The Charter is signed by the Association’s directors at the time of approval of the membership and by the member at the time of applying for membership.

### Our Mission

Our vision is to leverage on the EU leadership in the fight against climate change to help heal our planet.

We are a non-profit organization enabling Board Directors across the European Union and Belux boardrooms to engage effectively in a strategic debate about the climate challenge for their businesses, and how they will contribute to achieving the EU’s target of net-zero emissions.

Our Association has the three following missions:

- Support Directors across Belux: helping Directors in Belgium and Luxembourg better understand the climate-related challenges that their organizations are and will be facing and then act on reducing their organizations' carbon footprint.
- EU institutions and advocacy: driving awareness of the Climate Governance Initiative with key officials within the European Union institutions (Commission, Council, Parliament).
- EU host and deployment: serving as the home for EU directors who do not have a national chapter and supporting the incubation and development of chapters across the EU where local chapters do not exist yet (~20 countries).

### **The Association's commitment to its members**

The Association's primary mission is to give its members visibility on and insights in the fight against climate change.

The Association will actively network amongst its members, with institutions and along the worldwide Climate Governance Initiative and Chapter Zero national chapters.

Member will have:

- Free access to the Association's online public and private content;
- Access to materials, conferences, podcasts, discussions, round-tables and other events as organised, managed and/or distributed by or with the support of the Association, it being understood that conditions might apply to such Events, such as limited number of seats, or invitation only events;
- To contribute to dialogue and discussion, through online and other means made available by the Association.

The Association will:

- Maintain and communicate with all members an agenda of ongoing and future activities;
- Endeavour to provide platforms (online and otherwise) to allow for members to share their experiences, questions, expertise and discuss topics related to climate change, corporate governance and EU institutions;
- Interface with the WEF Climate Global Initiative and the international Chapters with the aim of maintaining high-quality standards and global exposure.

### **Member's commitment to the Association**

By signing this Charter, members of the Association are individually and collectively taking the following commitments:

- The Association can only be successful with the full collaboration of its members and therefore strongly encourages them to act as ambassadors of the organisation and to communicate any idea or action in relation to the mission that may boost the organisation and the achievement of its goals;
- Be familiar with the principles that the World Economic Forum established for effective climate governance as attached in Appendix 1. Members are expected to be familiar with these principles and work with their boards to improve climate governance;
- At all times to act in accordance with the Charter and otherwise in a respectful and non-defamatory manner and otherwise with highest integrity;
- To inform the Association as and when the data provided to the Association for the purposes of becoming a Member, changes or needs to be updated.

Member shall pay the annual minimum membership fee when becoming a member. The date of first payment will be date of the actual member joining CZB. An annual membership renewal will be sent on the date of joining CZB. Membership will automatically finish if the annual minimum membership fee has not been paid within the payment term as mentioned on the annual invoice.

The annual membership fee has been fixed to a minimum contribution of 150 €. (excl. VAT).

It is optional for the member to pay a membership fee that is higher than the minimum membership fee, where the surplus will be fully committed by the Association to one or more Climate Change specific NGO initiatives.

### **Signatures**

By signing this Charter, the Association and the candidate member, individually and collectively, agree to adhere to the above listed commitments, to act in accordance with the Association's values and have read and approve the '[Privacy policy](#)' as published onto the Associations Website.

Signed by the member

On behalf of the Association

Name:

E-mail:

Phone:

Date:

Signature:

## **Appendix 1**

### **Climate Governance Principles from the WEF Report**

[How to Set Up Effective Climate Governance on Corporate Boards<sup>1</sup>](#)

Members are encouraged to download and read the full document.

The summary of the principles the member is agreeing to understand and work towards are:

#### **Principle 1 – Climate accountability on boards**

The board is ultimately accountable to shareholders for the long-term stewardship of the company. Accordingly, the board should be accountable for the company's long-term resilience with respect to potential shifts in the business landscape that may result from climate change. Failure to do so may constitute a breach of directors' duties.

#### **Principle 2 – Command of the (climate) subject**

The board should ensure that its composition is sufficiently diverse in knowledge, skills, experience and background to effectively debate and take decisions informed by an awareness and understanding of climate-related threats and opportunities.

#### **Principle 3 – Board structure**

As the stewards for long-term performance and resilience, the board should determine the most effective way to integrate climate considerations into its structure and committees.

#### **Principle 4 – Material risk and opportunity assessment**

The board should ensure that management assesses the short-, medium- and long-term materiality of climate related risks and opportunities for the company on an ongoing basis. The board should further ensure that the organization's actions and responses to climate are proportionate to the materiality of climate to the company.

#### **Principle 5 – Strategic and organizational integration**

The board should ensure that climate systemically informs strategic investment planning and decision-making processes and is embedded into the management of risk and opportunities across the organization.

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<sup>1</sup> [http://www3.weforum.org/docs/WEF\\_Creating\\_effective\\_climate\\_governance\\_on\\_corporate\\_boards.pdf](http://www3.weforum.org/docs/WEF_Creating_effective_climate_governance_on_corporate_boards.pdf)

**Principle 6 – Incentivize**

The board should ensure that executive incentives are aligned to promote the long-term prosperity of the company. The board may want to consider including climate-related targets and indicators in their executive incentive schemes, where appropriate. In markets where it is commonplace to extend variable incentives to non-executive directors, a similar approach can be considered.

**Principle 7 – Reporting and disclosure**

The board should ensure that material climate-related risks, opportunities and strategic decisions are consistently and transparently disclosed to all stakeholders – particularly to investors and, where required, regulators. Such disclosures should be made in financial filings, such as annual reports and accounts, and be subject to the same disclosure governance as financial reporting.

**Principle 8 – Exchange**

The Board should maintain regular exchanges and dialogues with peers, policy-makers, investors and other stakeholders to encourage the sharing of methodologies and to stay informed about the latest climate-relevant risks, regulatory requirements etc.