

WBCSD PATHWAY BOARD CHARTER

A. Scope and definitions

This Charter sets out the functions, powers, duties, and responsibilities of the Pathway Boards.

In this Charter, the following terms are defined as follows:

Chair, Vice Chair, and/or Co-Chairs	Members that Chair the Pathway Boards
Council Meeting	The event during which the Annual General Meeting of Members is held
ExCo	The Executive Committee of WBCSD
Council Member	Leading representative of a member company to the WBCSD, usually CEO
Liaison Delegates	Representative appointed by the Council Member to coordinate company engagement in WBCSD
Members	Companies which are members of the WBCSD
WBCSD	The World Business Council for Sustainable Development

B. Pathway Boards

1. Purpose of the Pathways

Vision 2050 made clear that to drive meaningful change towards Climate Action, Nature Action, Equity Action and how Value is Defined, companies must lead the transformation of the value chains most relevant to the products and services they provide to society. WBCSD will bring its Members together around focused collaborative solutions in Pathways. The projects in Pathways will be to deliver ambitious and impactful collective business solutions which address these challenges and support WBCSD’s membership criteria. The key functions of the Pathways are to:

- a. provide co-ordination of all WBCSD works within the Pathway;
- b. develop and deliver impactful collective actions delivering value to Members and transforming systems;
- c. provide a structured way for Members to engage in collective action via projects;
- d. maximize contributions towards WBCSD’s 2022-2027 Strategy;
- e. working with the Policy, Advocacy and Member Mobilization team to create consistent and compelling advocacy and policy positions across the Pathways;
- f. create transparent progress measurement and reporting of progress against strategy and project work plans;
- g. assure collaboration and synergy between the various Pathways, Imperatives and Redefining Value; and
- h. communicate the Pathway priorities, actions and deliverables to internal and external stakeholders.

The ExCo may approve the creation of new Pathways. The current Pathways are:

1. Energy;
2. Transport & Mobility;
3. Built Environment;
4. Products & Materials; and
5. Food & Agriculture

2. Roles and Responsibilities of the Pathway Boards

Pathway Board roles are open to Council Members and alternate Council Member delegates only.

The Pathway Board provides the guidance and governance for the work of the Pathway. In this, its main roles are to:

- a. provide strategic guidance and direction for the work of the Pathway, set priorities and advance Pathway workplans;
- b. ensure Pathway deliverables support WBCSD Strategy 2022-2027;
- c. inform advocacy positions and key messages for the Pathway;
- d. approve new Projects in the Pathway;
- e. ensure effective collaboration between the Pathway with the Imperatives and Redefining Value;
- f. be an active champion for the collective work of the Pathway, and support new member recruitment as well as external positioning;
- g. ensure that the WBCSD is the leading business voice on the Pathway area, is working to the highest standards possible;
- h. advocate core Pathway messages and specific policy options that leverage and scale-up the projects, and speak on the work in key events;
- i. encourage collaboration and reinforcement by linking Pathway outputs to other business and sustainable development activities;
- j. build partnerships for co-management, co-development and scale up of solutions on the ground; and
- k. provide strategic resource support as needed, including secondees, securing work with funders, and exceptional project funding when agreed it is required.

3. Pathway Board Chairs

A Pathway Board may have a Chair and Vice-Chair, or up to three Co-Chairs. The role is to:

- a. chair Pathway Board meetings;
- b. engage board members to increase ambition; and
- c. if not a member of the ExCo, ensure the Pathway Board member who is in the ExCo is prepared to report to the ExCo on Pathway work when appropriate.

4. Pathway Board members

As noted, Pathway Board roles are open to Council Members and Alternate Council Member (ACM) delegates only.

The Pathway Board members' responsibilities are to:

- a. attend WBCSD's annual Council Meeting and associated Pathway Board meeting;
- b. participate in Pathway meetings;
- c. represent the Project or workstream in which their teams are most strategically engaged to the Pathway Board;
- d. approve new Projects in the Pathway Board meeting;
- e. provide strategic guidance on the future direction of the Pathway work program; and
- f. advocate key messages at global platforms and events.

5. Composition of the Pathways

Each Pathway is made up of Projects where members work collectively to accelerate the systems transformation needed for a net-zero, nature positive and equitable future.

The Pathway Board is made up of Council Members who represent at least one Project within the Pathway. To the extent possible, a Pathway Board should ensure a diverse value chain, geographical and gender representation.

The Pathways are led by WBCSD's Executive Vice President. Each Pathway may have a (Senior) Director to lead the overall Pathway agenda and each Project in the Pathway will have a Manager or Director to lead the work streams. This group of WBCSD leaders is responsible for:

- a. ensuring a high level of ambition and impact for the work of the Pathway to lead collective transformation across the value chain;
- b. organizing the work of the Pathway;
- c. managing the Projects within the Pathway;
- d. maximizing member engagement and new member recruitment;
- e. collaborative synergies between the Pathway Projects with the Imperatives and Redefining Value, ensuring consistency, and preventing duplication;
- f. ensuring transparency, governance and consensus building;
- g. bringing relevant conflicts to the attention of the Pathway Board or the CEO;
- h. maintaining project objectivity and integrity to sustain support from stakeholders, including engaging strategic partners and stakeholders in the work; and
- i. ensuring an effective and efficient process towards the timely delivery of project results, and within budget.

6. Funding model

Pathway members pay the full WBCSD membership fee.

In addition, project fees are paid by members to support the design and implementation of Projects.

The ExCo and CEO determine annually the allocation of WBCSD central funds to support the work of the Pathways and their projects.

Members of the project agree on the proposed work plan, and the project costs needed to deliver this.

The work plan and progress of the Projects will be reviewed annually by the relevant Pathway Board.

7. Decision Making

Wherever possible, the decisions of the Pathway Board will be made by consensus. Where this is not possible, decisions will be made by simple majority voting of those Pathway Board Members present, subject to a quorum of 50% of the Board.

8. (Re) appointment, term and resignation

The Chair, Vice-Chair and/or Co-Chairs are nominated by the Pathway Board members, proposed for appointment by the CEO. The Chairs shall be appointed for a two (2) year term of office. Chairs shall be nominated based on the following criteria:

- a. have the position of Council Member for their company; and
- b. demonstrate ambition, action and leadership in the Pathway.

Pathway Board members are nominated by the Projects within the Pathway and relevant Sector project.

Pathway Board members' tenure is for two calendar years plus the year in which they are appointed. Members can be reappointed for up to three terms. At least one of the Pathway Board members should also be a member of the ExCo to ensure proper flow of communication. To give as many members as possible the opportunity to engage with the work of the Pathways, the Members should participate in only one Pathway Board.

9. Pathway Board meetings

The Pathway Board members should meet physically at least once a year during the Council Meeting. Other meetings are expected to be in the form of phone/video conferences with additional information shared through emails and the WBCSD website. The Chairs call the meeting.

Minutes of the meeting are prepared by the WBCSD team.

C. Amendment

This Charter may be amended by a resolution of the ExCo to that effect.

D. Governing law

This Charter shall be governed by and construed in accordance with the laws of Switzerland.

This Charter is based on the ExCo Charter. In the event of inconsistency between this present Pathway Board Charter and the ExCo Charter, the latter shall prevail.

This Charter is published on the WBCSD website www.wbcspd.org.