

WATCH & JEWELLERY INITIATIVE 2030

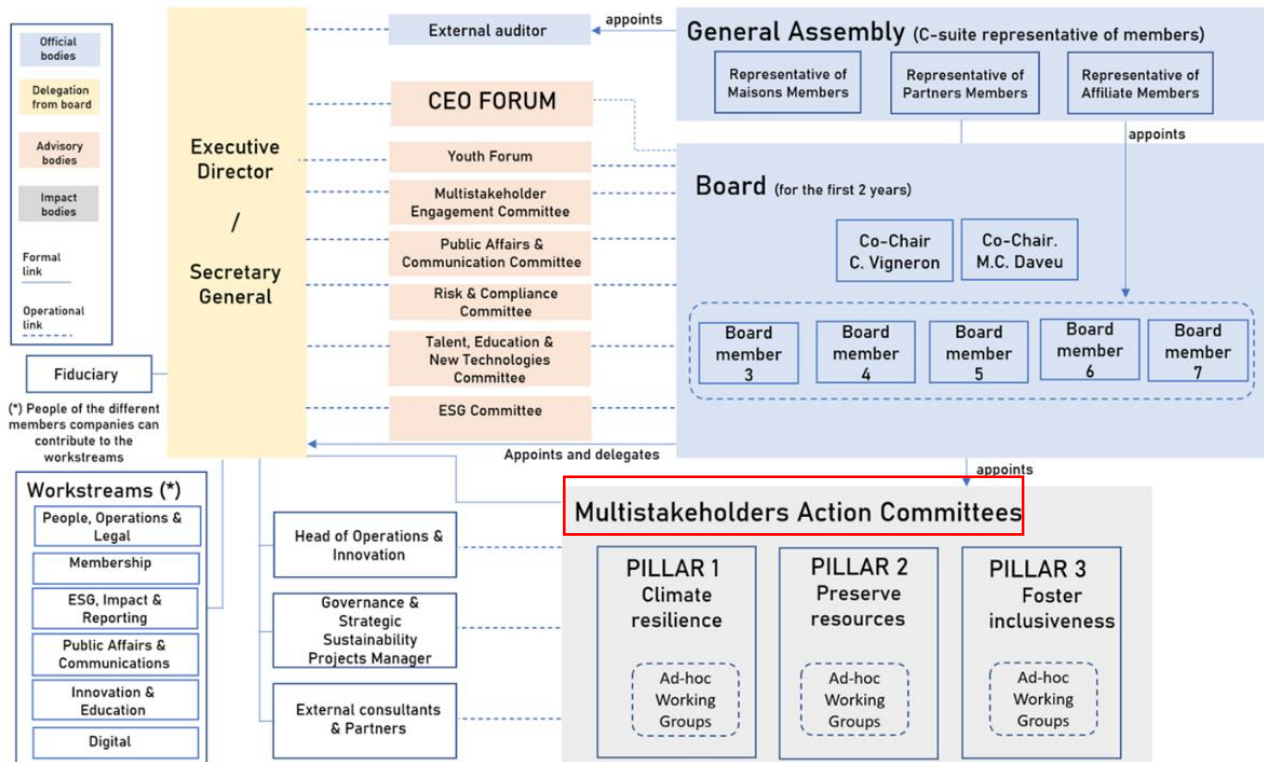
TERMS OF REFERENCE – MULTI-STAKEHOLDER ACTION COMMITTEES

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1. Introduction

- 1.1. Founded by Kering and Cartier, the Watch and Jewellery Initiative 2030 (“**WJI 2030**”) is a Swiss non-profit association guided by the Ten Principles of the United Nations Global Compact and the 17 Sustainable Development Goals (“**SDGs**”). WJI 2030 has set ambitious goals to accelerate positive impact in three areas: building climate resilience, preserving resources, and fostering inclusiveness, through the collective effort of Maisons, their suppliers and business partners and in collaboration with key stakeholders.
- 1.2. WJI 2030 will pursue its goals in accordance with its Statutes, Code of Conduct, Anti-trust Policy and with any other policy it may develop and adopt from time to time.
- 1.3. As per Article 18 of WJI 2030's Statutes, to assist in the discharge of its role, the Board is entitled to delegate certain of its tasks to Committees. The Committees have the authority to examine specific issues within their respective terms of reference as approved by the Board and report to the Board with their recommendations.
- 1.4. As stated in Article 10 of the Statutes, dedicated Committees set up by the Board will not be considered as bodies of the Association.
- 1.5. The current Committees of WJI 2030 in place are:
 - Multi-Stakeholder Action Committees on Climate Resilience;
 - Multi-Stakeholder Action Committees on Preserving Resources;
 - Multi-Stakeholder Action Committees on Fostering Inclusiveness;
 - Multi-Stakeholder Engagement Committee;
 - Public Affairs and Communication Committee;
 - Risk and Compliance Committee;
 - Talent, Education and New Technologies Committee; and
 - ESG Committee.

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2. Purpose

- 2.1. The multi-stakeholder approach, namely multistakeholder collaboration, initiatives and actions of members, non-members, experts, civil society and the wider public on the topics covered by the three strategic pillars, are central to the principles and operations of WJI 2030, and are reflected in how WJI 2030 is governed and conducts its projects. The purpose of the Multistakeholder Action Committees (the "**Committees**") is therefore to provide a forum to develop the strategy, action plans, pilot programs and extend impact across WJI 2030's three pillars.

3. Composition & Terms

- 3.1. There will be one committee for each of the three pillars: the Multi-stakeholder action Committee on Climate resilience (Pillar 1), the Multi-stakeholder action Committee on Preserving Resources (Pillar 2) and the Multi-stakeholder action Committee on Fostering Inclusiveness (Pillar 3). Each committee will follow the same pattern as described below.

A. Appointment

- 3.2. Members of the Committees are appointed by decision of WJI 2030's Board, after considering the recommendation of the Executive Director.
- 3.3. The Committees shall be made up of a maximum of nine members.
- 3.4. The Committees shall have one Chair and one vice-Chair, designated by the Board.

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- 3.5. The members of the Committees may be appointed as representatives of an organization representing a WJI 2030 member, a non-member or another stakeholder, or they may be appointed in their own capacity as experts in the concerned field, as per article 3.14 hereafter.
- 3.6. Appointed members may designate an alternate to replace them in case of absence at a meeting, subject to prior authorization of the Board.
- 3.7. All members are required to fully comply with WJI 2030's Code of Conduct, including its Antitrust policy, and abide by WJI 2030's Charter Governing Data Privacy, its Conflict of Interest Policy, as well as other relevant policies which may be applicable from time to time.
- 3.8. They shall exercise their duties as Committee member with loyalty and integrity towards WJI 2030, including by providing full and active participation and fulfilment of obligations.

B. Term

- 3.9. The first appointed members of each Committee shall serve for a term of two to four years as decided by the Board at their appointment. The subsequently appointed members shall serve terms of two years, or any such period as decided by the Board.
- 3.10. Terms of members of the Committees, including the vice-Chair, are renewable by the approval of both the relevant Committee and WJI 2030's Board, up to a maximum of three consecutive terms.
- 3.11. The Chair shall not be eligible for immediate re-election, but only after a two-year lapse, unless in exceptional circumstances as determined by the Board. He/she may however be re-elected as member of one of the three Multi-stakeholder action Committees.
- 3.12. In case of resignation in the course of a term, a new member may be appointed for the remaining time of the term.
- 3.13. Members may be dismissed by a Board's resolution, at any time.

C. Selection Criteria (Stakeholders)

- 3.14. The Committees are to be composed of representatives of:
 - WJI 2030 Members,
 - non-WJI 2030 Members,
 - non-governmental organisations,
 - academic and research institutions,
 - other international institutions,
 - organisations representing the wider civil society, and
 - other organisations or individuals, involved in the topics dealt with by the three pillars and the pertaining Committees, with relevant and demonstrable expertise.

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4. Meetings & Procedures

A. General Principles

- 4.1. Each Committee shall hold regular meetings, at least four times per year. Meetings will be coordinated by the WJI 2030 Secretariat, in collaboration with the Chair.
- 4.2. All Committee meetings will include a clear anti-trust statement by the Chair at the beginning of each meeting.
- 4.3. The Committees may not delegate any portion of their authority, duties and responsibilities.
- 4.4. Committee members shall ensure all perspectives provided are free of any conflicting interest of a personal nature.

B. Participants and external observers

- 4.5. Meetings may include any participants deemed appropriate as observers, and they shall be of sufficient duration and scheduled at such times as the Committee deems appropriate to discharge properly its responsibilities. The Executive Director shall generally attend all regularly scheduled meetings of each Committee, as an observer.
- 4.6. Each Committee may request that any Board members or employees of WJI 2030, or other persons whose advice and counsel are sought by the Committee, attend any meeting of said Committee as observers to provide relevant information.

C. Information, audits and external advice

- 4.7. The Committees shall receive information from and meet, as deemed necessary and appropriate, with the Executive Director and/or the Governance Manager, Board members or other persons. Such briefings and meetings may take place with the Committee Chair or individual Committee members, as appropriate.
- 4.8. The Committees may require management to conduct audits on compliance, regulatory and/or legal and/or other related concerns.
- 4.9. The Committees may, in compliance with the relevant internal policies of WJI 2030 (Grievance and Complaints Mechanism, Due Diligence Policy and Protocol, etc.) and with the Board's approval, request written or oral advice from external advisors, at WJI 2030's cost.

D. Compensation and funding:

- 4.10. WJI 2030 shall provide for appropriate funding, as determined by each Committee, for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

E. Reporting

- 4.11. The Committees shall keep written minutes of their meetings, which shall be maintained with the books and records of WJI 2030.

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- 4.12. On an annual basis, each Committee shall deliver a written report on its activities to the Board. This report shall also review and assess the performance of said Committee.
- 4.13. In addition, the Committees may report, either directly or through the Executive Director, to the Board at any Board meeting through an oral report, should a specific activity and/or decision be brought immediately to the attention of the Board.
- 4.14. The Committees shall review and assess the adequacy of these Terms of Reference regularly and, if appropriate, recommend changes to the Board for approval.

F. Quorum & decisions-making

- 4.15. The quorum to hold a meeting of each Committee shall be the simple majority of its appointed members.
- 4.16. Each Committee member, or their appointed alternate (if any), present in person, is entitled to vote and has one vote.
- 4.17. A resolution of each Committee must be passed by a simple majority of the votes cast by the Committee members entitled to vote on the resolution and present at the meeting, or represented by their appointed alternate (if any).
- 4.18. Committee members may not assign a proxy to another Committee member.
- 4.19. If on any resolution an equal number of votes is cast for and against the resolution, the Chair has a casting vote.

G. Attendance

- 4.20. Committee meetings will generally be conducted using electronic means to encourage broad and global participation.
- 4.21. Each Committee Chair shall keep track of attendance during all meetings and advise the Executive Director if Committee members are absent on a consistent basis or are failing to abide by their obligations as Committee members. The Executive Director can advise the Board accordingly, who can ask the Committee member to stand down and be replaced.

5. Responsibilities

A. General Principles

- 5.1. As stated in Article 10 of the Statutes, the Committees will not be considered as bodies of the Association. They have an advisory role to the Board and to the Secretariat.
- 5.2. While subject to the overarching guidance and supervision of the Board, each Committee is responsible for discharging its responsibilities and managing its activities, within the scope of the present Terms of Reference and shall (unless otherwise determined by the Board) be able to act without prior reference to the Board in relation to those matters.

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B. Duties

- 5.3. In carrying out its responsibilities¹, each Committee shall represent WJI 2030's stakeholder community and share with the Board and Secretariat its views on the mission of WJI 2030 and on the manner in which it conducts its activities. In doing so, each Committee shall, in particular:
- 5.3.1 Share views, opinions, knowledge and expertise to support the achievements of WJI 2030's objectives, as expressed in the three pillars,
 - 5.3.2 Provide support and/or feedback, as needed, on specific crisis management plans, key messaging, and planned media outreach initiatives, and assist with the development of relationships with specific members of the media,
 - 5.3.3 Provide advice on issues and opportunities related to WJI 2030's impact strategy, focus topics and action programs. Review and make recommendations to the Board on organizations and initiatives that will increase and contribute to the development and implementation of WJI 2030's roadmap,
 - 5.3.4 Gather information on various initiatives and projects relating to the topics covered by the pillars, provide advice and recommendations on the selection of projects to carry pilot testing,
 - 5.3.5 Oversee the implementation of pilots, assess results and recommend actions for scaling up,
 - 5.3.6 Identify and promote effective collaborations and partnerships,
 - 5.3.7 Capacity development as needs arise, and
 - 5.3.8 Take any other action deemed appropriate to achieve its duties or as referred to it by the Board.

C. Authority

- 5.4. Each of the three Multi-stakeholder action Committees may consider any matter which falls within the roles and responsibilities delegated to it by the Board, notwithstanding that the particular matter(s) may have been previously referred to and considered by another Committee. The Board delegates to each Committee the power to do all things necessary to perform its duties and fulfil its purpose.
- 5.5. However, the Committees are not responsible for supervising the performance of executives and do not become involved in day-to-day operations and management functions.

Approved by the Board on 13.03.023

Entry into force 13.03.023

¹ To be refined after first year of operation.

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