

The Essential Role of the Corporate Secretary to Enhance Board Sustainability Oversight:

A Best Practices Guide

By the United Nations Global Compact

Discussion Draft

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Background and Purpose of the Best Practices Guide

The United Nations Global Compact (UNGC) is a United Nations initiative founded in 1999 to encourage businesses worldwide to adopt sustainable and socially responsible policies, and report on their implementation. We assist businesses to align their strategies and operations with Ten Principles on human rights, labour, environment and anti-corruption and take strategic actions to advance broader societal goals. Five years ago we launched our [Board Programme](#) to provide assistance to Boards of Directors and executive management on the integration of sustainability into the Board's mandate.

Through the development of the Global Compact Board Programme and related resources, it became increasingly clear that a company's corporate secretariat can play an important role in advancing sustainability on the agenda and decision making of the Board of Directors. Thus, to further advance the Global Compact's work on Board adoption and oversight of sustainability, we seek to increase the insights and understanding of how the Corporate Secretary can be a change maker in this area.

As sustainability is an emerging business and board practice, Corporate Secretaries lack roadmaps, tools, guides and standards on the ways and means by which they can support Boards to enhance their sustainability oversight roles. This is a tool to address this need.

The purpose of this Guide is to envision and articulate the role of the Corporate Secretary in corporate sustainability governance and the impact they can have on how sustainability is addressed by the Board.

The Guide includes an overview of how corporate sustainability can be integrated into the Corporate Secretary's role (p. 4), a checklist for Corporate Secretaries and Governance Committees to identify sustainability gaps and opportunities (p. 8), a case study of a Corporate Secretary operationalizing corporate sustainability within the Board's governance mandate (p. 13), and additional resources (p. 15).

This is a Discussion Draft of the Guide. Governance Professionals are invited to provide comments and feedback on the Guide to: Coro Strandberg, Advisor to the UN Global Compact Board Programme: coro@corostrandberg.com. More information on the Guide's author can be found at: www.corostrandberg.com.

Introduction

In modern business, Corporate Secretaries are key managerial personnel occupying pivotal positions in their companies. They have a central role in fostering good governance practices and supporting the development of highly functioning Boards. The Corporate Secretary is a resource and confidante to the Board and senior management, providing advice and counsel on Board responsibilities and duties. They are integral to the company's corporate governance as the glue behind effective decision-making and advancing priorities. The Corporate Secretary is the guardian of the company's reputation, playing a pivotal role in maintaining the company's legal and social license to operate. Aware of the dynamic interaction between all players within the Board room, Corporate Secretaries can play a critical role in increasing the level of attention and ownership of sustainability by the Board.

As a member of the management team, the Corporate Secretary shares overall responsibility with the CEO, c-suite, executive management and relevant specialist functions for ensuring the Board is aware of sustainability trends and best practices and that it identifies and takes account of sustainability in its stewardship and oversight of the company.

From keeping the Board informed on governance issues, to ensuring corporate policies approved by the Board are followed, to helping safeguard the corporate reputation and helping directors contribute to effective decision-making, the Corporate Secretary is a strong catalyst for implementing good governance in a company's business practices, organizational culture and strategic affairs. As such, they are well-placed to support the Board to address the rising risks and opportunities generated from sustainability.

Definition of Corporate Sustainability

Corporate sustainability is defined as the company's delivery of long-term value to shareholders and society in financial, social, environmental, and ethical terms. It refers to the economic, social, and environmental issues that affect corporate strategy and performance over the long term¹.

Drivers of Board Adoption of Sustainability

Today, there is a new expectation that Boards demonstrate best practices in corporate sustainability governance as part of their fiduciary duty. Corporate sustainability governance is the approach Boards take to provide oversight and stewardship of the organization's sustainability performance, manage risks, leverage opportunities, create shareholder and stakeholder value and secure the organization's long-term future

Through our work with Boards around the world, these are the top drivers influencing Boards to adopt sustainability mandates and roles:

¹ From Ceres' [View From the Top Report](#), page 10.

- a. Boards' growing awareness of the **materiality of the risks and opportunities arising from sustainability trends** such as climate change, human rights, resource scarcity and rising income inequality and their impact on customer expectations, regulatory requirements and firm value.
- b. **Active and engaged shareholders**, particularly institutional investors, which increasingly believe that sustainability factors will have material long-term impacts on investment performance.
- c. Increasing international clarity on the definition and expectations of sustainability through the development of **sustainability standards and norms**
- d. Fiduciary duty is being defined as the creation of **long-term shareholder value** and the need to respond to the interests and concerns of a **broader range of stakeholders**. There is a growing recognition that failure to address stakeholder concerns exposes companies to a range of risks with short and long-term consequences.
- e. Shareholder emphasis on the **quality of corporate governance** and **transparency** of corporate governance practices drives efforts to improve corporate sustainability governance along with other governance practices. Their expectation that Boards have governance practices which are effective, fit-for-purpose and clearly communicated to stakeholders is resulting in more scrutiny of the Board's composition, performance and oversight ability with greater attendant focus on sustainability.

These trends are elevating sustainability as a Board consideration and thus relevant to the governance professionals who advise them. Considerable evidence exists that both good corporate governance and sustainability enhance company performance and increases their value. It stands to reason that bringing the two together would create significant benefits now and in the future.

Sustainability Applied to the Corporate Secretary's Role

While the duties and responsibilities of Corporate Secretaries differ widely from organization to organization some key functions can be identified. The following table summarizes these generic roles and provides suggestions for how to integrate sustainability into them.

This can be used to start a conversation in your organization and with your Board or Governance Committee. Corporate Secretaries can use these ideas as a benchmark to assess which of these practices are in place already and which are possible future mandates.

The relevance and implementation of these practices will, of course, depend on many factors. As no one size fits all, they can be tailored and customized to your organization's unique governance context.

Corporate Sustainability Applied to the Corporate Secretary Function

Overview of traditional duties and responsibilities of the Corporate Secretary	Suggested connections to corporate sustainability governance
<p>Governance processes and Governance Committee</p> <ul style="list-style-type: none"> • Maintain relevant governance processes and structures through regular reviews and updates to the Board Manual and other Governance Documents • Keep current on evolving practices in corporate governance and advise the Governance Committee and the Board • Serve as chief expert and advisor on all corporate governance matters for Directors and employees • Serve as executive liaison to the Governance Committee • Administer the corporate code of conduct and other Board policies 	<p>Monitor the external environment to remain fully informed of corporate sustainability governance trends, emerging issues and best practices – especially those of relevance to the sector or key issues. Inform the Governance Committee on trends and changes in best practice corporate sustainability governance and regulator expectations. Determine and implement amendments to governing documents, processes and structures to incorporate sustainability oversight roles for the Board. Ensure executive and key employees understand the emerging trends in corporate sustainability governance. Along with other executives, ensure the Board regularly reviews, updates, and monitors compliance with corporate sustainability policies.</p>
<p>Board roles and responsibilities</p> <ul style="list-style-type: none"> • Advise the Board on its roles and responsibilities (possibly a shared role with legal counsel) • Draft and maintain roles and responsibilities for the Board and Directors 	<p>Include ‘sustainability oversight’ within the Board and Director roles and responsibilities.</p>
<p>Chairperson and Committee Chairperson liaison</p> <ul style="list-style-type: none"> • Support the Chairpersons’ effectiveness 	<p>Inform the Chairperson or Committee Chairperson of trends and best practices in corporate sustainability governance.</p>
<p>Management liaison</p> <ul style="list-style-type: none"> • Support management’s relationship with the Board 	<p>Inform the CEO of trends and best practices in corporate sustainability governance, as a shared responsibility with the sustainability prime. Support the company’s sustainability prime to effectively bring sustainability risks and opportunities to the Board’s attention.</p>
<p>Meeting agendas</p>	<p>Include sufficient time for sustainability discussions on regular Board agendas, ideally embedded in all relevant discussions. Include reports of the sustainability committee (if</p>

<ul style="list-style-type: none"> • Prepare the Board agenda in consultation with the CEO and Chairperson; advise the Chair, CEO and Committee Chairs of items that should be brought to the attention of the Board • Prepare and assemble briefing material to permit Directors to properly prepare for meetings 	<p>there is one) during the main agenda, and not at the end of the meeting when time is short. Ensure meeting packages include sufficient information of sustainability impacts, risks and opportunities, including stakeholder considerations, for the Board to make informed decisions.</p>
<p>Meeting documentation</p> <ul style="list-style-type: none"> • Oversee the drafting and maintenance of meeting minutes 	<p>Record Board discussions of sustainability and stakeholder considerations in meeting minutes.</p>
<p>Director recruitment and Nominating Committee</p> <ul style="list-style-type: none"> • Serve as executive liaison to the Nominating Committee • Help the Board develop recruitment criteria for new Directors (skills, experience, attributes, diversity) 	<p>Support the Board to include diversity as a Board composition factor, increasing the number of women on the Board and greater diversity of skills, ethnicity, cultural background and age. Recommend that sustainability be included in the skills matrix and that at least one Director have skills / experience in corporate sustainability including executives from corporations with a successful track record on sustainability or topic experts. Ensure Director search firms have sustainability networks and insights.</p>
<p>New Director orientation</p> <ul style="list-style-type: none"> • Facilitate the orientation of new Directors 	<p>Include sustainability within the new Director orientation, including 1) an overview of sustainability risks, opportunities, strategy, performance, standards, policies and key stakeholders and their priorities, etc.; and 2) sessions with sustainability leaders in the organization. Include a copy of the company’s most recent sustainability report in the orientation manual.</p>
<p>Board and Director training and education</p> <ul style="list-style-type: none"> • Establish and facilitate ongoing education for the overall Board and individual Directors to improve Director and Board effectiveness 	<p>Secure time during Board and Committee meetings for education and in-depth review of sustainability risks, opportunities, impacts, trends and dependencies, including stakeholders and their key issues, to ensure the Board has the proper information and knowledge. Include sustainability education sessions in the Board calendar. Identify sustainability education opportunities for Directors.</p> <p><i>All Board members should have generic sustainability skills and knowledge such as basic awareness of sustainability and how it affects the organization; basic understanding of what is corporate sustainability; ability to identify at a high level the most material sustainability impacts of and on the organization, its value chain, industry and operating context; knowledge of key stakeholders and their priorities and issues; understanding of how poor sustainability performance can create reputational and other risks; ability to articulate how sustainability relates to the purpose and strategy of the organization; understanding of sustainability trends generally and as they affect the industry and their</i></p>

	<i>impact on the company; knowledge of the company's business case for sustainability, including how sustainability can contribute to long-term value creation such as the ability to attract and retain talent and stimulate innovation.</i>
Board, Chair, Director and Committee evaluation <ul style="list-style-type: none"> Advise and support effective formal performance assessments 	Ensure the Board's evaluation processes assess Board and Director sustainability skills, experience and contribution (e.g. do Directors feel informed about sustainability trends and issues as they impact the company, its value chain, industry and operating context; effectiveness of the Board's role in monitoring the company's sustainability performance; whether the Board demonstrates a commitment to sustainability in its decisions and actions; whether Director demonstrates knowledge of the sustainability policy and strategy and their application to the business, the degree to which sustainability is considered in Board decisions, etc.); use results to inform training, procedures or recruitment.
Disclosure and reporting <ul style="list-style-type: none"> Draft for Board approval an annual report of the company's governance practices 	Include disclosure on corporate sustainability governance practices in annual and sustainability reports following internationally accepted reporting standards (e.g. Global Reporting Initiative Guidelines).
Board communications <ul style="list-style-type: none"> Manage Board communications with shareholders and other external stakeholders Coordinate the annual general meeting 	Include sustainability in shareholder communications and ensure effective Board-stakeholder relations (for example, through the establishment of an expert sustainability or stakeholder advisory committee to the Board). Disclose sustainability results at annual general meetings (e.g. via a sustainability or annual report).
Board operations <ul style="list-style-type: none"> Coordinate Board meetings, venues, accommodations, meals, travel arrangements, gifts, etc. 	Incorporate sustainability practices into meeting arrangements.
Personal performance planning <ul style="list-style-type: none"> Manage personal performance and professional development plans 	Incorporate corporate sustainability governance within the Corporate Secretary's job description, performance and professional development plans and performance evaluations.

In addition to these formal roles, the Corporate Secretary has informal roles to bring sustainability into the Boardroom. Informal roles include:

- The Corporate Secretary can leverage the Governance Committee relationship by raising the corporate sustainability governance topic with the committee.
- Through relationships established with the Board and committee chairs, the Corporate Secretary can informally bring up the topic of corporate sustainability governance as an emerging governance trend and best practice.
- Given the proximity to the C-suite, the Corporate Secretary can bring these ideas to management's attention.
- The Corporate Secretary can support the sustainability prime in securing a spot on the Board's agenda, preparing the sustainability report to the Board and making Board presentations.

The following section introduces a checklist tool to provide ideas and inspiration to update the Governance Manual to embed sustainability roles into the board mandate.

Governance Manual Sustainability Checklist

The **Governance Manual Sustainability Checklist** is a practical tool designed to support Corporate Secretaries, Governance Committees, Chairs and Boards in reviewing and updating the Governance Manual and enhancing the role of the Board on sustainability. Governance (or Board) Manuals are Board approved documents which outline the overall governance system – the policies and procedures by which the Board operates. It is a key resource to enable effective Board governance.

The sustainability approaches below represent best, leading and next generation practices for Boards, and are designed to foster governance discussions regarding the most appropriate sustainability oversight role of the Board of Directors. It is a customizable tool to be tailored to each individual organization. During your next governance manual review, you and your Board could consider the following practices and work toward the incorporation or implementation of those practices relevant to your organization’s culture, governance model.

Governance manual section	Sustainability component: Consider incorporating the following sustainability practices
Corporate purpose, Board purpose and Code of Conduct and Business Ethics	<ul style="list-style-type: none"> • Reference the corporation’s sustainable purpose in the corporate purpose, company charter, corporate mission, vision and values • Include reference to fostering long-term success of the company and the company’s definition of sustainability in the statement of Board purpose • Incorporate reference to operating according to sustainability standards, values or policies in the Code of Conduct, alongside statements that the company operates in accordance with applicable laws and regulations, and to the highest ethical and moral standards
Board, Director and Chair Terms of Reference	<p>Include sustainability roles in the Board, Director and Chair duties and responsibilities. For example:</p> <ul style="list-style-type: none"> • In statements referring to the requirement to adhere to ethics, prudence and statutory obligations, include requirement to act in accordance with the company’s sustainability and social responsibility standards, values or policies • Within the fiduciary duty to act honestly, prudently and in good faith, add reference to acting in a socially responsible manner • Require that Directors understand their sustainability roles in addition to their statutory and fiduciary roles • Add compliance with the company’s sustainability policy alongside references to complying with articles and bylaws, e.g. include a duty to ensure compliance with the company’s sustainability policies • Within references to following sound governance practices, add following <u>socially responsible</u> governance practices

- Specify that the Chair, Board and Directors are responsible for setting the tone at the top in adhering to the company's sustainability policies, values and commitments
- Within monitoring duties, add monitoring sustainability performance, impacts and policy compliance (in addition to monitoring financial and operational performance)
- Within descriptions of the board's strategic planning duties, specify sustainability as a component of strategic planning and make reference to the need to take stakeholder considerations into account in strategic planning; reference the Board's responsibility to provide oversight and advice on how the company reduces negative and enhances positive social and environmental performance and impacts which take into account stakeholder considerations
- Include responsibility for ensuring the corporate strategy includes long-term and annual sustainability goals, targets and metrics
- Include responsibility to consider sustainability risks, opportunities and other implications that could affect the future performance of the firm when setting strategy, undertaking mergers, acquisitions, divestitures, joint ventures, major capital projects and approving major decisions
- Within requirements to ensure financial results are reported fairly and in accordance with generally accepted accounting principles, include reference to ensuring sustainability results are reported fairly and in accordance with generally accepted sustainability reporting principles
- Include requirement that Directors become generally knowledgeable of the company's stakeholder interests, sustainability impacts, risks, opportunities, dependencies and performance and the sustainability trends impacting its industry and the company's employees, customers, suppliers, business partners and operating context
- Include requirement to review and approve the sustainability report content and format and ensure all material aspects are covered; specify that the Board is responsible for ensuring the integrity of non-financial reporting
- Include duties to ensure the safe and sustainable operation of the company and to foster a corporate culture that promotes ethical, socially responsible and sustainable practices and decisions
- Include a Board role to ensure subsidiaries adopt sustainability strategies and are in compliance with the company's sustainability policy; specify that the Board monitors sustainability performance of subsidiaries
- Reference that the lead sustainability executive has a direct reporting relationship to the Board
- Specify that the Board is responsible to ensure the organization has identified its key stakeholders, to consider the legitimate interests held by stakeholders and to monitor the overall quality of stakeholder relations
- Consider appointing a stakeholder advisory panel or expert sustainability advisory panel to the Board to keep the Board abreast of emerging stakeholder and sustainability trends and expectations

Governance and Nominations Committee	<ul style="list-style-type: none"> • Purpose statement includes ensuring the Board fulfills its sustainability responsibilities (in addition to legal, ethical and functional responsibilities) • Duties and responsibilities include: <ul style="list-style-type: none"> ○ Duty to ensure the Board demonstrates best practice in corporate sustainability governance and effectiveness and that a periodic review be conducted to ensure Board practices continue to align with best practices in corporate sustainability governance ○ Duty to develop, maintain, evaluate and update a corporate sustainability governance framework which describes the corporate sustainability governance processes in the organization ○ Duty to ensure that processes for identifying, recruiting, appointing, and providing ongoing development for Directors reflect best corporate sustainability governance practices ○ Duty to assess the effectiveness of the Board nomination process at furthering the company’s sustainability objectives ○ Duty to consider the Board’s operating practices and ensure they adhere to best practices with respect to sustainability impacts (e.g. green meeting standards, travel, accommodations, etc.) • Duties and responsibilities related to long-term Board composition plans and nomination criteria reference sustainability competencies, skills, strengths, experience, background and knowledge and reference the Board’s commitment and approach to sustainability and diversity; the skills matrix/competencies grid and criteria for Board membership include sustainability, diversity and values alignment • Annual report/disclosure on governance practices describes the Board’s corporate sustainability governance practices in accordance with the Global Reporting Initiative Guidelines or other standard • See below for Director Orientation, Education and Evaluation
New Director Orientation	<ul style="list-style-type: none"> • Orientation includes meetings and discussion with senior management responsible for sustainability • Orientation binder includes: <ul style="list-style-type: none"> ○ Sustainability Policy, Strategy, Report and other related policies ○ Stakeholder Map and Stakeholder Engagement Policies and Strategy ○ Company’s Sustainability Definition and Business Case • Site and facility visits include sustainability information

Ongoing Board and Director Education	<ul style="list-style-type: none"> • Surveys of Director training and education needs and interests assess sustainability knowledge • Directors are annually provided with a list of relevant, tailored sustainability education opportunities • Board meeting education calendar includes annual education on sustainability and stakeholder issues • One or more Board meetings a year includes education on a sustainability topic
Board, Chair, Committee Chair, Committee and Director Evaluation	<ul style="list-style-type: none"> • Board evaluations assess sustainability knowledge and effectiveness and gaps are addressed. Examples include awareness of sustainability risks, opportunities, trends, impacts and dependencies related to the company, its value chain, industry and operating context; knowledge of the sustainability policy, strategy, best practices and their application to the business; awareness of stakeholder issues and quality of stakeholder relationships; effectiveness and adequacy of sustainability decisions, discussions, tone at the top; effectiveness of the Board’s role in monitoring the company’s sustainability performance, etc.
Compensation Committee	<ul style="list-style-type: none"> • Purpose statement includes motivating and rewarding sustainability performance in the executive compensation plan • Sustainability issues are included in the compensation philosophy, e.g. the intent to reward sustainability performance and innovation, pay a living wage, ensure equitable pay, ensure appropriate CEO to worker pay ratios and limit excessive compensation, etc. • CEO position profile/description includes reference to sustainability experience, values and leadership, fostering a sustainability culture, incorporating sustainability into corporate strategies and enterprise risk management, ensuring effective internal controls and management systems for sustainability and maintaining quality stakeholder relationships (resource) • CEO annual performance plan and evaluation/review include sustainability objectives, leadership and competencies • Succession planning and management / leadership development include sustainability competencies, leadership and values alignment; sustainability is a factor in position profiles, development plans and career planning for executive leadership and potential successors; sustainability is incorporated in talent management strategies and discussions (resource)
Audit Committee	<ul style="list-style-type: none"> • Purpose statement includes ensuring the integrity of the company’s sustainability performance statements and sustainability information communicated externally; conducting oversight of compliance with the company’s sustainability policy or commitments, e.g. via an internal audit review • Duties and responsibilities include:

	<ul style="list-style-type: none"> ○ Monitor compliance with sustainability policy, commitments and regulations; ensure internal audit procedures are in place to assess cross-company compliance with sustainability commitments, policies and management systems; review results of internal audits of compliance with sustainability policies, commitments and regulations ○ Review integrity of the organization’s sustainability information systems and reporting processes, both internal and external; ensure the company has implemented adequate systems, controls and processes to support the compilation of key sustainability performance metrics appropriate for reliably tracking performance, setting targets, benchmarking, compensating executives and external reporting ○ Ensure sustainability information is consistent across corporate websites, social media and voluntary reports and that provided in government filings, financial statements, investor presentations and other corporate disclosures ○ Ensure a process is in place for timely, accurate, consistent and complete external sustainability reporting ○ Monitor developments, trends and best practices in sustainability accounting and reporting ○ Ensure sustainability is sufficiently addressed in the annual budget and business plan ○ Ensure tax policies and planning are fair and equitable and do not attract reputational risk ○ Ensure public policy positions of the company and the trade associations of which it is a member are consistent with the company’s sustainability commitments
Risk Committee	Purpose statement includes the responsibility to include the risks and opportunities arising from current and emerging corporate sustainability trends in the Enterprise Risk Management program and to ensure the Board is informed of material issues relating to current and emerging economic, social and environmental trends; ensures that sustainability impacts, trends, risks and opportunities are considered in business continuity and disaster recovery plans; considers the impact of sustainability trends, risks and opportunities on the company’s business, including the impacts on its supply chain, customers, business partners, operating context and overall industry in the short, medium and long-term; understands the opportunities by which sustainability investments can mitigate or influence corporate risks, such as reputation, regulatory, physical, market, strategic, legal, operating risks; ensures sustainability risk management findings are factored into corporate strategy development
Sustainability Committee	Either include a sustainability mandate within a pre-existing Board committee or charter a new committee to be responsible for advising on the corporate sustainability strategy and policy, providing oversight of the company’s sustainability performance, approving sustainability reports, and annually reviewing and updating the sustainability policy
Board Calendar	Board calendar schedules time for Board sustainability education, input into sustainability strategy development and review of internal sustainability progress / performance reports
Information for Board Meetings	Material distributed to Directors in advance of Board meetings addresses the sustainability implications of decisions and recommendations

Goldcorp Inc. Case Study

This case study profiles the evolution and status of corporate sustainability governance at Goldcorp Inc. It starts with a profile of the company's Corporate Secretary, Anna Tudela, VP of Diversity, Regulatory Affairs and Corporate Secretary and the role she has played to support the Board's sustainability oversight. A summary of the company's formal approach to corporate sustainability governance as communicated to shareholders and the public follows.

Goldcorp is a gold producer headquartered in Canada. The company employs about 18,000 people worldwide, and is engaged in gold mining and related activities including exploration, extraction, processing and reclamation.

Anna Tudela, Vice President, Diversity, Regulatory Affairs and Corporate Secretary

Before 2007 the Board of Goldcorp limited their consideration of sustainability to an Environment, Health and Safety Committee focused on regulatory and compliance issues. When Corporate Secretary, Anna Tudela, took over the role there was a strong trend in sustainability that helped her in advancing, formalizing and extending the role of the Board on sustainability.

Tudela quickly became the go-to person within the organization for addressing legal, regulatory, shareholder and stakeholder issues affecting the sustainability governance of the company. Over the ensuing decade she supported the Board's efforts to regularly review and enhance the Board governance manual and terms of reference, to reflect the changing trends and best practices in sustainable development.

Tudela is proactive in ensuring the Board chair, committee chairs, the CEO and company leaders are up to date on the evolving corporate sustainability governance landscape, including environmental, community or other sustainability trends or issues of relevance.

She successfully worked to formalize the role of the Board on sustainability. Working with the Governance Committee, she included sustainability in the list of Board responsibilities, the Corporate Code of Conduct, the skills matrix and director continuing education. Most recently, Ms. Tudela raised the need to adopt a Board and company-wide Diversity Policy, which resulted in the Governance Committee adopting a policy with ongoing oversight responsibility for compliance. The Audit Committee monitors compliance with the Code of Conduct and monitors the company's overall Ethics and Compliance program.

Finally, by including the Board-approved sustainability policies (e.g. anti-bribery and anti-corruption; environment and sustainability, human rights, occupational health and safety, donations, diversity, etc.) in the governance manual and management information circular on a continuous basis, Ms. Tudela ensures that the Board maintains its focus and the company's commitments in these areas.

What main steps did you follow to gain support from the Board on these issues?

- *I brought awareness of sustainability-related trends and policies to ensure the board has healthy discussions and takes action when required.*

What would happen if you were no longer there, is it now institutionalized enough to remain a Board responsibility?

- *Yes, sustainability is institutionalized enough to remain a Board responsibility. The Board and its Sustainability, Environment, Health and Safety Committee have established terms of reference, which all future Corporate Secretaries will maintain.*

Could you provide an example of the Board's role in addressing sustainability?

- *We have sustainability related policies, reviews and audits such as anti-bribery and anti-corruption, environment and sustainability, corporate social responsibility, human rights and donations.*

Goldcorp's Formal Approach to Corporate Sustainability Governance

The following is an overview of Goldcorp's formal approach to corporate sustainability governance. The information is taken from the Goldcorp Management Information Circular March 18, 2015.

- Sustainability Committee is one of four standing Board committees
 - Mandate to review and monitor the sustainable development, environmental, health and safety policies and activities of Goldcorp on behalf of the Board
 - Role includes oversight of community development and environment, health and safety risks
- Board responsibilities include:
 - Periodic review of the Environmental and Sustainability Policy and Safety Policy
 - Regular review of Environmental, Health and Safety Reports
 - Ensuring effective communication process with stakeholders
- Corporate Code of Conduct includes sustainability which Board members endorse annually
- Sustainability is included in corporate performance scorecard
 - Safety
 - Strategic CSR initiatives
- CEO and executives
 - Sustainability is included in executive compensation
 - Sustainability is referenced in the role of the CEO
 - Sustainability is included in CEO performance objectives and some other executives
- Board diversity policy and measures are in place; Governance Committee maintains oversight responsibility of diversity policy implementation
- Sustainability is included as a skill within the director skills matrix
- Sustainability opportunities are included in director continuing education
- Sustainability information is proactively provided to institutional and socially responsible investors
- Information is provided to stakeholders on how to contact the Board directly
- Audit Committee sustainability role includes:
 - Monitors compliance with the Code of Conduct by ensuring all directors become thoroughly familiar with the Code and acknowledge their support and understanding of the Code
 - Receives quarterly updates of Goldcorp's Ethics and Compliance program
- List of sustainability related key policies in the Management Information Circular Disclosure include:

- Code of Conduct
- Anti-bribery and anti-corruption
- Environmental and sustainability
- CSR
- Human rights
- Occupational health and safety
- Donations policy

Resources

Here are some resources to assist you and your Board in understanding and implementing best practices in corporate sustainability governance.

[The Global Compact Board Programme](#) is an engagement programme for Boards of Directors. It supports the Board to effectively oversee and drive a strategic approach to corporate sustainability and to respond to the interests of all key stakeholders while protecting and creating financial value. It seeks to accelerate recognition by corporate leaders of the material impacts of ESG issues, and integrate sustainability into business strategy and operations.

[A New Agenda for the Board of Directors: Adoption and Oversight of Corporate Sustainability](#) contains inspiration and recommendations for Boards of Directors on their role in improving the sustainability performance of the corporations they oversee.

[Guide for General Counsel on Corporate Sustainability](#) provides practical guidance and examples to in-house counsel in their emerging role as key change agents in advancing corporate sustainability issues within their respective organizations.

The [SDG Compass](#) provides guidance for companies on how they can align their strategies as well as measure and manage their contribution to the realization of the global Sustainable Development Goals adopted by the 193 member countries of the United Nations.

[View From the Top: How Corporate Boards Engage on Sustainability Performance](#), published by Ceres, provides detailed analysis on the role of corporate boards to oversee, champion and drive sustainability within an enterprise.