



Nature (as) Director Initiative

Changes Examples

Key Changes	Suggested Exemplar (England & Wales jurisdiction)
Purpose clause	<input type="checkbox"/> Objects of the company <input type="checkbox"/> Board directors' duties & obligations
Board of Directors Composition	<input type="checkbox"/> Composition of the Board <input type="checkbox"/> Board quorate composition <input type="checkbox"/> Determination of director status (e.g. non-executive) <input type="checkbox"/> Terms for delegation of voting rights
Role of Nature (as) Director	<input type="checkbox"/> Create "Nature Director Nomination Policy" <input type="checkbox"/> Define "Nature (as) Director"
Decision making of directors involving Nature (as) Director	<input type="checkbox"/> Quorum for directors' meetings; <input type="checkbox"/> Define "Nature Director Reserved Matter"; <input type="checkbox"/> Include any material decision pertaining to supply chain management, corporate waste disposal, company investment profiles, environmental impact assessments for projects, and energy consumption; <input type="checkbox"/> Include matters pertaining to material adverse impact on the natural environment <input type="checkbox"/> Nature (as) Director right to submit written material for discussion at board meetings <input type="checkbox"/> Duty to provide reasons when the Board makes any decision contrary to the advice of the Nature (as) Director.
Removal of Nature (as) Director	<input type="checkbox"/> Removal by Board chair; or <input type="checkbox"/> Ordinary resolution of company/board members; or <input type="checkbox"/> Formal removal policy & protocol (mechanism under the section 168 (special notice by 28 days) and section 169 (right to protest by the director) of the Companies Act 2006 to provide for a fair procedure governing the removal process of the Nature (as) Director
Reporting Obligations	<input type="checkbox"/> Nature Director Report prepared by board of directors - subject to Nature (as) Director's approval - pertaining to: <ul style="list-style-type: none"> ○ environmental impact ○ Nature-related matters ○ decision-making processes involving Nature