

AMCHAM



AMERICAN CHAMBER OF COMMERCE IN SWEDEN

The Home of the American Business in Sweden

Business Code & Guidelines

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Section 1: Business Code

ABOUT THE CHAMBER

The American Chamber of Commerce in Sweden believes in the power of a strong transatlantic network.

AmCham Sweden welcomes membership applications from reputable companies, organizations, other legal entities, and sole proprietorships, as well as individuals, that support and promote the mission of AmCham.

The Chamber adheres to good business ethics, as set out in this Code.

Vision:

AmCham Sweden is the voice of American business in Sweden and serves as the leading forum for networking and advocacy for Swedish-American business.

Mission:

AmCham Sweden promotes U.S.-Swedish trade and investment, as well as U.S. commercial interests in Sweden and facilitates members' business success by providing members with networking platforms, knowledge sharing, and an amplified voice.

Goals:

AmCham Sweden is committed to delivering the highest quality service and value to its members, which includes:

- **Global Connections** – With more than 220 members, we open doors worldwide. Our network includes the U.S. Chamber of Commerce, AmChams in Europe, 100 AmChams globally, and more.
- **Networking** – Meaningful connections and powerful networks forged through content-based activities that connect you with others.
- **Policy Expertise** – Our Working Committees develop and deliver clear, tangible, and content-driven policy recommendations.
- **Advocacy** – Access to policymakers in Sweden, the EU, and the U.S. – advocating in our members' interests on both sides of the Atlantic.
- **Business Guidance** – We provide access to trusted partners and invaluable information sources, allowing members to make well-informed business decisions.

PURPOSE

This Code is intended to create a robust governance framework for AmCham Sweden for the purpose of maintaining high ethical standards and integrity.

Adherence to this Code secures AmCham Sweden's reputation as a true and reliable partner. The Code:

- Promotes healthy business and open, fair competition;
- Promotes high quality products and services;
- Promotes innovation;

- Safeguards the integrity of relations between AmCham members, supplies, governments, and other stakeholders and actors; and
- Contributes to a more sustainable and vibrant business community

All AmCham staff are expected to be familiar with and to follow AmCham's Business Code and operating parameters. Third parties who work on AmCham's behalf are required to comply with this Code. If they fail to do so, they may be barred from working with AmCham in the future.

OPERATING PARAMETERS

AmCham's operating parameters are comprised of our core values, which guide expectations for all AmCham employees and certain third parties who act on AmCham's behalf. These entities are expected to:

- Act according to the highest ethical standards and with honesty, respect, and integrity
- Provide our members with insightful and credible knowledge from innovative thought leaders
- Provide our members with quality platforms, value, and service
- Respect our social and physical environment by modeling sustainable practices and growth
- Value and develop our employees' diverse talents, initiative, and leadership

FAIR AND OPEN COMPETITION

In gathering competing businesses from a variety of industries, it is important that all staff, member companies, and stakeholders are well-versed in competition laws and their implications when businesses meet both within and outside of the AmCham Sweden network.

AmCham Sweden commits to observing and acting in accordance with relevant competition laws. AmCham Sweden further commits to observing and acting in accordance with all other relevant legislation.

POLITICAL ACTIVITIES

As an advocate for its members' interests, AmCham raises key issues and concerns with the Swedish, EU, and U.S. Governments. AmCham works with members to develop white papers and communications strategies to share with government officials and works with such officials by participating in dialogues and roundtable discussions to provide information on matters impacting American business and investments, including regulatory policies, and other issues of concern.

AmCham has a close working relationship with the U.S. Embassy in Sweden and with key U.S. Government agencies in Washington DC but is not affiliated with the U.S. Government *per se*.

AmCham respects and supports the rights of employees to participate in political processes. However, employees may not use corporate resources for political activities.

- Examples of AmCham resources include our facilities, email, computers, and work time
- Examples of political activities include campaigning, fundraising, and hosting events on AmCham premises or during working hours

COOPERATION WITH STAKEHOLDERS & OTHER ACTORS

Cooperation with stakeholders and other actors is vital to create opportunities and conditions for success for Swedish-American businesses and is necessary to foster growth and development.

All interaction with stakeholders and other actors must take place in a transparent manner and be in all other respects legal and ethical.

It is important to note that all AmCham policies and programs must be confined to matters that are national in character, timely in importance, general in application, and of significance to business and industry. To this end, the following basic principles are followed:

- AmCham should not be placed in, or assume the role of a “special pleader” on behalf of a particular industry or geographical area by taking a stand on an issue of concern only to that industry or area
- AmCham should avoid intervention in narrow issues of intra-industry nature, such as matters that concern only a particular group or segment within an industry

In accordance with the above principles, AmCham may not be able to support certain industry specific or region specific concerns. However, if the issue is of sufficient importance to the several AmChams of a particular region, it is usually possible for the Chamber to lend its support on the basis that the matter has broader, worldwide ramifications for U.S. business and industry.

DOING BUSINESS WITH GOVERNMENT AGENCIES AND CONTRACTORS

Business with government entities, including business through government contractors and subcontractors, is subject to complex requirements that are often stricter than those for commercial customers.

AmCham must comply with all applicable laws and regulations when doing business with any government entity, and be honest and accurate in all dealings with government officials, agencies, contractors, and subcontractors.

Making inaccurate or incomplete statements to government entities may result in serious legal consequences, and may affect AmCham’s ability to do business with government customers in the future.

RELATIONSHIP WITH MEMBERS

AmCham Sweden will act in a manner that strengthens the Swedish-American business community and the reputation thereof. In all interactions, AmCham will strive for open and fair competition, and demonstrate mutual respect.

AmCham will not act in a manner which actively prevents or hinders any member’s compliance with relevant legislation.

DATA PRIVACY AND CONFIDENTIAL INFORMATION

AmCham Sweden respects the privacy of its members and those who visit the AmCham website in accordance with applicable laws. AmCham protects confidential information, including AmCham members’ confidential information, from unauthorized disclosure. For more information see our [Privacy Policy](#) and [Terms of Use](#).

AmCham and its actors never disclose confidential information to anyone outside the organization without explicit consent.

SUSTAINABILITY

AmCham adheres to general human rights laws and conventions. In all areas, AmCham observes and complies with relevant environmental and other legislation, and works to foster sustainability. The Chamber shall:

- act responsibly and ethically,
- comply with local and national legislation,
- continuously improve social, environmental and economic impact,
- support innovation,
- analyze risks,
- formulate policies and objectives, and to monitor sustainability risks,
- encourage and promote diversity,
- have an active dialog with stakeholders such as suppliers and stakeholders, and
- have a secure reporting channel (whistleblowing).

ADVERTISING AND MARKETING COMMUNICATIONS

All advertising and marketing communications undertaken by, or on behalf of, AmCham shall be conducted in accordance with relevant legislation, and the following principles:

- All marketing communications should be legal, decent, honest and truthful.
- All marketing communications should be prepared with a due sense of social and professional responsibility and should conform to principles of fair competition, as generally accepted in business.
- No communication should be such as to impair public confidence in marketing.

QUALITY

AmCham shall work to ensure that the highest quality programs, products and services are delivered to all members and stakeholders.

GIFTS, REWARDS, AND OTHER BENEFITS

AmCham shall adhere to and comply with the Swedish Anti-Corruption Institute (Institutet Mot Mutor) Code on Gifts, Rewards, and other Benefits in Business.

THE ROLE AND THE FUNCTIONS OF THE BOARD OF DIRECTORS

The Board of Directors is the governing body of the American Chamber of Commerce in Sweden.

Board members are elected by the membership for 2-year terms.

Chamber Board members are good-will ambassadors for the Chamber and work to promote the organization and its mission whenever possible. Board members may also be asked to represent the Chamber at special functions involving the U.S. Embassy, the Swedish Government, or other visiting dignitaries and are counted upon to regularly attend Chamber activities.

The Board ensures that the AmCham organization is functioning appropriately. It continuously analyzes and supervises the internal procedures and policies of AmCham and

ensures that they adhere to best practice. Furthermore, the Board of Directors establishes Working Committees focused on topics aligned with AmCham Sweden's overall goals and objectives.

The Board determines policies and sets goals to improve the economic and socio-economic well-being of the community. As the policy-forming branch of AmCham, the Board:

- authorizes the organization's program of work;
- approves the organization's budget;
- employs the chamber's chief paid executive, the Managing Director; and
- hears and acts on the Managing Director's recommendations;

The Board works to ensure that:

- members actively participate in chamber Working Committees or task forces;
- Working Committees and other groups are given clearly defined objectives;
- Working Committees are given responsibility and authority; and
- AmCham accomplishes its goals.

Chamber business is carried out at 4 yearly Board Meetings, as well as at the Annual General Meeting (AGM) and the constituent Board Meeting, at which Board members are expected to participate.

QUALIFICATIONS OF THE BOARD OF DIRECTORS

To be nominated, a candidate must:

- be an authorized representative of a Corporate Member;
- be aligned with the Chamber's mission and strive to contribute to that mission; and
- be prepared to attend all Board Meetings.

The Board may not have more than one Director belonging to or representing the same legal entity or group of legal entities.

ADOPTION AND REVISION

This Business Code was adopted by the Board of Directors of the American Chamber of Commerce in Sweden on 9 April 2019 and is subject to revision from time to time.

CONFLICT OF INTEREST POLICY

Purpose:

This policy is designed to ensure that the American Chamber of Commerce in Sweden (AmCham) conducts its operations with transparency, integrity, and impartiality by avoiding any conflicts of interest that may arise between the association and its officers, directors, employees, or members.

Disclosure of Potential Conflicts of Interest:

All officers, directors, and employees of AmCham are required to disclose any potential conflicts of interest that may arise during their involvement with the association. Such conflicts may include but are not limited to, financial interests, personal relationships, or outside business affiliations that may interfere with their ability to act in the best interests of the association.

Prohibition of Self-Dealing:

No officer, director, or employee of AmCham shall engage in any transaction that involves self-dealing. This includes using their position or knowledge gained from their position to benefit themselves, their family, or any other party with whom they have a close relationship.

Standards of Conduct:

All officers, directors, and employees of AmCham are expected to act with the utmost professionalism and adhere to the highest standards of conduct in all association-related activities. This includes avoiding any conflicts of interest and conducting themselves in a manner that is ethical, legal, and in the best interests of the association.

Review and Approval of Conflicts of Interest:

If a conflict of interest arises, the affected party must disclose the potential conflict to the Board of Directors or an appropriate committee of the association for review and approval. If the Board or committee determines that the conflict presents a risk to the association, they may take appropriate action to mitigate or eliminate the conflict, including recusal from decision-making or divestiture of the conflicting interest.

Recordkeeping:

All disclosures and actions taken to address conflicts of interest must be documented in writing and maintained in AmCham's records.

Effective Date:

This policy shall be effective upon approval by the Board of Directors of the American Chamber of Commerce in Sweden on 8 February 2023.



Working Committee Guidelines

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Executive Summary

AmCham's Working Committees are the preferred body for addressing policy issues due to their agility, expertise, and flexibility. They are designed to be platforms where members find value in the shared work they do with their peers on the Committee and in shaping policy important to member companies. The Working Committees also serve as a micro-network between members with similar roles and interests.

Working Committees are expected to organize activities, programs or outreach efforts that are applicable to the specific interests of their committee or the AmCham community as a whole. The composition of each Working Committee should reflect the AmCham network. AmCham strives for a balance of women and men on each committee, including Committee Chairs and Vice Chairs.

Definition of Roles

- **Committee Chair:** The Committee Chair is responsible for leading the Working Committee and for ensuring that the Committee achieves its goals. The Committee Chair should be an experienced and knowledgeable individual who has a strong commitment to the AmCham mission. The Committee Chair should be able to motivate and inspire the Committee members and should be able to work effectively with the and the AmCham staff. This is a critical role in the success of any Working Committee.
- **Committee Member:** Committee Members are responsible for contributing to the work of the Working Committee and for supporting the Committee Chair. Committee Members should be knowledgeable about the issues that the Working Committee is addressing and should be willing to volunteer their time and expertise. Associate members can have one representative on each committee and Patron member companies may have more than one representative per Committee.
- **Staff Member:** The AmCham staff will provide support to the Working Committees. The staff will provide administrative support, research support, and logistical support. The staff will also work with the Committee Chair and the Board Sponsor to ensure that the Working Committees are effective and efficient.

Working Committee Operation

Working Committees are action-oriented. A successful Committee will:

1. Establish a plan for the year ahead, for example, by setting out in writing what the Committee intends to accomplish, creating an annual strategic plan, and reviewing and updating the mission statement as necessary
2. Understand the Chamber's policy priorities and key topics
3. Ensure there is a clear goal for activities and agree on what is to be accomplished
4. Analyze relevant issues and determine the relevant course of action
5. Assign work to Committee Members
6. Gather information required to address the task at hand
7. Get outside help if needed: utilize outside advisors while maintaining responsibility for the work that the Committee is undertaking
8. Evaluate results – Determine whether goals are being met and whether each member of the Working Committee is doing his/her part.

9. Present the Committee's work to the Board of Directors on an annual basis

GENERAL

The Board of Directors establishes Working Committees focused on topics aligned with AmCham Sweden's overall goals, objectives, and priorities. The Working Committees are the preferred body for addressing issues due to the agility, expertise and flexibility inherent in the groups.

The overall aim of any Working Committee must be aligned with the mission of the Chamber as the voice of American business in Sweden. When a Working Committee considers conducting any activity or acting on any issue, it must keep this in mind to determine whether a common interest or issue for U.S. companies doing business in Sweden is being addressed.

Through the Working Committee system, AmCham Sweden encourages cooperation between member companies, enabling them to identify and address common issues and achieve common goals.

AmCham fosters a thriving business community by providing networking and knowledge-sharing platforms, sharing critical business information, amplifying the voice of our members, highlighting their expertise through programs that bring their brand forward, and advocacy that impacts entire industry sectors. Through our Working Committees, we develop and deliver clear, tangible and content-driven policy recommendations.

Policy serves as the foundation for every aspect of our work and is fundamental to AmCham's mission. AmCham is the only network for American companies in Sweden that represents all industries, in all stages of growth, and as such is the de facto home of American business in Sweden. A primary objective is to ensure that our members have the opportunity to participate in the political process and contribute to society as a whole. This is achieved by engaging in Swedish, European and global policy-making.

The test for selecting the issues the Working Committees will engage on is as follows:

1. Is there a reasonable prospect of affecting change?
2. Is the contemplated position on any given issue in the best interests of the membership, as a whole?
3. Is there a need for AmCham to participate in the discussion?

If all factors are met, it is possible to proceed. If not, AmCham and the relevant Working Committee must reconsider its involvement.

EXPECTATIONS

AmCham's Working Committees are designed to be platforms where members find value in the shared work they do with their peers on the Committee and in shaping policy important to those members.

In addition to knowledge sharing, networking, and addressing relevant issues, each Working Committee is expected to organize activities or programs that are applicable to the specific interests of their group or the AmCham community as a whole. The Working Committee is responsible for organizing the substantive aspects of each activity. The AmCham office will manage invitations, registrations, and other administrative matters.

Each Working Committee is encouraged to recruit new member companies relevant to their mission. Additionally, all Working Committees are expected to work closely with the Government Relations Working Committee in their drafting of AmCham's Annual White Paper.

STRUCTURE

The composition of each Working Committee should reflect the AmCham network. AmCham strives for a balance of women and men on each committee, including Committee Chairs and Vice Chairs. When relevant, Committees should be comprised of members representing a variety of industries. Patron member companies may have more than one representative per Committee.

CONFIDENTIALITY & COMPETITION

The Chatham House Rule is applied during Working Committee meetings. Under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed. This means that discretion should be applied to what is discussed during the meetings, allowing everyone to speak freely and without feeling restricted.

With reference to the Chamber's *Business Code & Guidelines*, Working Committees should pay special attention to the following:

Fair and Open Competition

In gathering competing businesses from a variety of industries, it is important that all staff, member companies, and stakeholders are well-versed in competition laws and their implications when businesses meet both within and outside of the AmCham network.

AmCham commits to observing and acting in accordance with relevant competition laws. AmCham further commits to observing and acting in accordance with all other relevant legislation.

Cooperation with Stakeholders & Other Actors

Cooperation with stakeholders and other actors is vital to creating opportunities and conditions for success for U.S.-Swedish businesses. Cooperation is necessary to foster growth and development and benefits the U.S.-Swedish business community.

All interaction with stakeholders and other actors shall take place in a transparent manner and be in all other respects legal and ethical.

Relationship with Members

AmCham shall act in a manner that strengthens the U.S.-Swedish business community and reputation thereof. In all interactions, AmCham shall work towards open and fair competition and demonstrate mutual respect.

AmCham shall not act in a manner that actively prevents or hinders any member's compliance with relevant legislation.

OTHER

In the event that the Chair must step down due to a change in employment or a leave of absence, the Vice Chair shall temporarily assume the role of Chair, subject to approval by the Board of Directors.

DEFINITION OF ROLES

COMMITTEE CHAIR

The Committee Chair provides leadership and evaluates the accomplishments of the Working Committee on a regular basis. The Board of Directors appoints the Chairs of the Working Committees.

COMMITTEE MEMBER

Committee Members are employees of AmCham Sweden Patron or Associate members in good standing and contribute their expertise to matters before the Working Committee.

STAFF MEMBER

The Chamber staff provides assistance in executing activities planned by the Working Committees and serves as a source of information regarding current policies and areas of focus as determined by the Board of Directors. The Chamber staff assists as needed to ensure that the Working Committees function in accordance with AmCham's guidelines.

QUALITIES OF A CHAIR

1. Be a leader. He or she must command attention and loyalty.
2. Be able to communicate, think clearly, and express himself or herself concisely.
3. Be able to listen – to encourage ideas and opinions.
4. Be deeply interested in the subject matter of the Working Committee's portfolio.
5. Be willing to give the time and energy necessary to carry out the work of the committee.

DUTIES OF THE CHAIR

1. Plan – The Chair studies the tasks at hand and clarifies any points not thoroughly understood in cooperation with the.
2. Conducts Meeting – The Committee meets to utilize its members to accomplish a goal. Meetings are to be held as needed, starting and ending on time, with all members having the opportunity to report, suggest, and participate. The Chair ensures the objectives and goals of the committee are kept in focus and keeps the discussion pertinent.
3. Action – The Chair guides and motivates the group to produce.
4. Evaluates – The Chair continuously evaluates procedures and the progress of the Committee and its members.

RESPONSIBILITY

The Chair primarily controls the Working Committee's business, is responsible for ensuring that the activities of the Working Committee are aligned with the policy priorities and key topics established by the Board of Directors, and sets the agenda for each Working Committee meeting as follows:

- Introduction of any new members, and a reminder of the Working Committee's purpose and key topics
- Attendance: regrets and note attendance
- AmCham staff update
- Individual updates (general policy, company or industry-specific developments)
- New business
- Decision items and assignment of tasks
- Determine date, time and location for the next meeting

AUTHORITY

The Chair, AmCham Staff, has the authority to add and remove Committee Members as necessary. The Chair may not commit the Chamber financially to any project.

SCHEDULING/MEETING NOTICES

Meeting notices, including the agenda, should be sent to all Committee Members in advance of any meeting. Any necessary supporting documents should be provided early enough that Committee Members have sufficient time to review them. The Chair is responsible for informing the AmCham staff of any changes in a regularly scheduled meeting. The Vice Chair will run meetings in the absence of the Chair. In the event there is no Vice Chair present, the committee should recommend a Chair from amongst its members to run the meeting.

PUBLICITY

Any form of publicity, such as a press release or an op-ed, must be distributed from the Chamber office. If a Committee Member writes a press release, it should be sent to the Communications Director of AmCham Sweden for editorial review for consideration. Moreover, this allows for the necessary formatting so it can be identified as originating from AmCham Sweden. At no time should a press release be sent from a Committee Member's office.

COMMITTEE MEMBERS

Employees of AmCham Sweden Patron or Associate members in good standing are eligible to serve on Working Committees. Generally, volunteering to serve on a Working Committee means committing to do a proportional share of the Working Committee's work. The Chair may recruit Committee Members with input and support from the Chamber Staff.

When seeking to join a Working Committee, prospective Committee Members should identify what they hope to accomplish and demonstrate a commitment to the objectives of AmCham.

FUNCTION

The Working Committees serve as the clearinghouse for policy and other matters that are referred to them to determine the level of attention AmCham should devote to them.

WORKING COMMITTEE OPERATION

Working Committees are action-oriented. A successful Committee will:

1. Establish a plan for the year ahead, for example, by setting out in writing what the Committee intends to accomplish, creating an annual strategic plan, and reviewing and updating the mission statement as necessary
2. Understand the Chamber's policy priorities and key topics
3. Ensure there is a clear goal for activities and agree on what is to be accomplished
4. Analyze relevant issues and determine the relevant course of action
5. Assign work to Committee Members
6. Gather information required to address the task at hand
7. Get outside help if needed: utilize outside advisors while maintaining responsibility for the work that the Committee is undertaking
8. Evaluate results – Determine whether goals are being met and whether each member of the Working Committee is doing his/her part.
9. Present the Committee's work to the Board of Directors on an annual basis

RESPONSIBILITY

A Working Committee is responsible for carrying out work related to the portfolio assigned to it by the Board of Directors. Each Committee Member is responsible for his/her work as assigned by the Committee Chair.

AUTHORITY

Working Committee authority is delegated by the Board of Directors. Within the Working Committee, this authority lies with the Chair.

ACCOUNTABILITY

Committee Members are accountable to the Committee Chair. The Working Committee as a body is accountable to the Board of Directors via the Chair.

CAUSES FOR REMOVAL

Lack of interest in the Working Committee's portfolio and its progress is considered to be an adequate cause for removing a Committee Member from a Working Committee. If a Working Committee Member is not present for three consecutive meetings, and in the absence of notification to the Chair, it will be assumed that the individual is no longer interested in serving on the Working Committee, and he/she will be removed from the Working Committee's roster.

GUIDELINES FOR SUCCESSFUL COMMITTEE MEETINGS

1. Start and end on time. Meetings should last no longer than one hour unless previous arrangements have been made.
2. Involve all Committee Members in discussion.
3. Have an agenda and necessary discussion items prepared.

4. Identify the purpose of the meeting.
5. Adhere to the agenda.
6. Remember that meetings are a time to conduct business, not a social occasion.
7. Summarize your accomplishments.

HOW TO PLAN AN EVENT

Whether the activity is of short or long duration, comprehensive planning is essential. The success of a project is directly proportional to the amount of planning that is carried out.

1. **What?** Specifically, what is it you want to achieve? Define your objectives.
2. **Why?** To eliminate unnecessary action, question each activity. Be able to explain why it is being pursued. If you cannot explain why the Working Committee is pursuing a given activity, then the activity should not be carried out.
3. **When?** A beginning and end time should be established not only for the entire course of action, but for each activity which constitutes the entire course.
4. **Who?** Committee Members must be assigned duties and responsibilities. Make sure that responsibility is fixed and clearly understood.
5. **Where?** Not only the physical location, but equipment and other factors necessary to execute the activity.
6. Complete an [Event Mechanics Memo](#) and send it to the AmCham team.

FREQUENTLY ASKED QUESTIONS

Does a Committee Member have to be a member of AmCham Sweden?

Yes, only Patron or Associate members of AmCham Sweden can serve on Working Committees. At times it may be appropriate to bring in a guest as a reference or speaker, but they are not to be added to the Working Committee rosters, nor do they become a regular part of the meeting.

Who prepares the agenda for Working Committee meetings?

The Chair is responsible for preparing the agenda. The agenda must be provided to the members of the Working Committee and Chamber staff prior to the meeting.

Who sends out the meeting notices?

The Chair will send out the meeting notices at least two weeks prior to the meeting.

Is it necessary for Chamber Staff to be at all committee meetings?

Yes, an AmCham Staff member must attend all committee meetings.

Is there an attendance policy for Committee Members?

Yes, any individual who misses three consecutive meetings without notifying the Chair will be removed from the Working Committee following outreach by the Chair to determine whether the attendance problem can be resolved.

How long should a meeting last?

Most meetings, unless otherwise noted, should be completed within one hour. It is important for meetings to begin on time and to keep non-pertinent discussions to a minimum. Chairs should not bring latecomers “up-to-speed” on what has been discussed until after the meeting is adjourned.

How do the Working Committees work with the budget?

Working Committees cannot commit to spending money on behalf of the Chamber.

Who drafts press releases for activities?

Any form of publicity, such as a press release or an op-ed, must be distributed from the Chamber office. If a Committee Member writes a press release, it should be sent to the Communications Director of AmCham for editorial review and the for consideration. This ensures that all information coming from the Chamber adheres to brand guidelines. At no time should a press release be sent from a Committee Member’s office

APPENDIX 1: EXAMPLE AGENDA



[Working Committee Name] Meeting
[Date & Time]
[Location]

1. Open meeting
2. Introduce new members
3. Reports
 - a. AmCham staff update, including requests from the Board of Directors or members, and current affairs affecting AmCham's agenda
 - b. Embassy updates
 - c. Individual updates (general policy, industry, or company-specific developments)
4. New Business
5. Action items, tasks and responsibilities
6. Next meeting
7. Adjournment

APPENDIX 2: MODEL MINUTES



[Working Committee Name] Minutes [Date & Time] [Location]

1. Opening and appointment of Secretary

2. Attendance

Present

AmCham representative(s)

Absent

3. Review and approval of the minutes of the previous meeting

4. Reports

- a. Current affairs affecting AmCham’s policy priorities and key topics
- b. Individual updates (general policy, industry, or company-specific developments)
- c. AmCham staff update, including requests from the Board of Directors and/or members

5. New Business

6. Action items, tasks and responsibilities

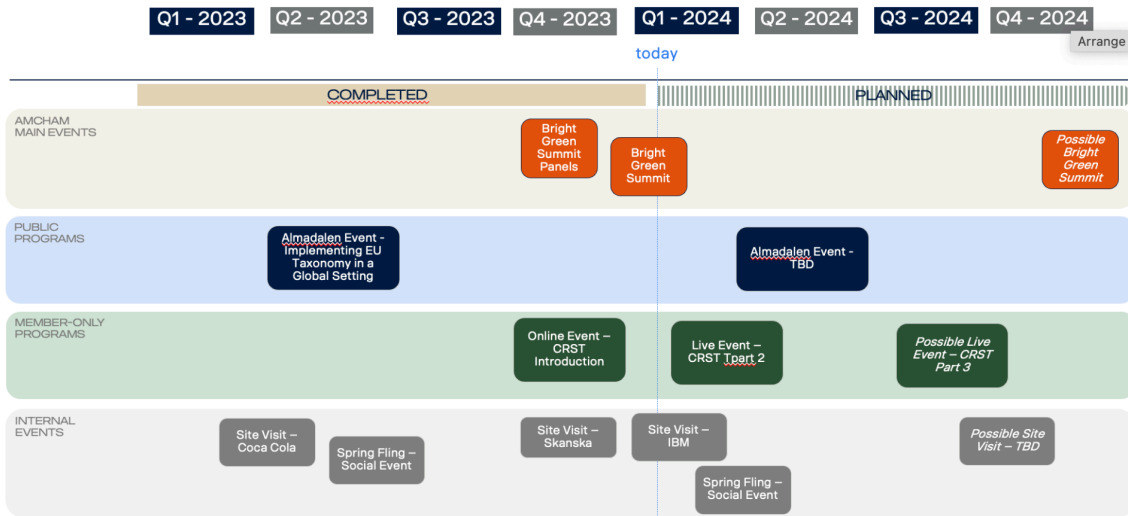
- a. Internal responsibilities
- b. Events
- c. Consultations
- d. Other initiatives

(Every project component or task has a Directly Responsible Individual (“DRI”) – this promotes accountability by having a DRI whose name appears next to all of the agenda items they are responsible for. With every task tagged, there’s rarely any confusion about who should be getting what done.)

7. Next meeting

8. Closing

APPENDIX 3: BEST PRACTICE - ANNUAL STRATEGIC PLAN



Monthly touchpoints via Teams with entire Committee + Additional Planning Meetings with Program Leads (Almadalen, CRSD, for example)



Nominating Committee Guidelines

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GENERAL

1. COMPOSITION

At least six (6) weeks before each Annual General Meeting (**AGM**), the Board of Directors (the **Board**) shall nominate five (5) candidates to serve on the Nominating Committee for the period commencing with their election at the AGM through the date of the AGM in the following calendar year. Once elected, the five (5) members of the Nominating Committee shall select a Chair among themselves to serve as the point of contact for the Nominating Committee and to present the nominations at the AGM.

2. DUTIES OF THE NOMINATING COMMITTEE

The duty of the Nominating Committee is to find the best candidates for the Board based on the strategic direction of the Board as will be communicated to the Nominating Committee by the Officers of the Board (the **Officers**). The Nominating Committee shall draw up a list of prospective candidates for election by the AGM to the Board no later than fifteen (15) business days prior to the AGM. The Nominating Committee shall then no later than fifteen (15) business days prior to the AGM submit the list of prospective candidates to the Managing Director who shall immediately notify the Members at large. The Nominating Committee may not nominate any of its members as candidates for the Board.

3. COMPOSITION OF THE BOARD

The Board shall be comprised of at least ten (10) Directors. There shall be no deputy Directors. The Board may consist of a majority of non-U.S. citizens as long as more than half of the Directors are representatives of U.S.-companies.

4. REQUIREMENTS FOR BOARD CANDIDATES

To be nominated, a candidate shall:

- be an authorized representative of a Corporate Member;¹
- be aligned with the Chamber's mission and strive to contribute to that mission; and
- be prepared to attend all Board Meetings.²

5. RESTRICTIONS FOR BOARD CANDIDATES

The Board may not have more than one Director belonging to or representing the same legal entity and/or group of legal entities.

6. NOMINATING PROCESS

Not less than six weeks prior to the next AGM, an initial meeting shall be held with all members of the Nominating Committee and the Officers present where the Officers shall communicate the strategic directions of AmCham and the Chair of the Board, after having solicited input from existing Board members as to their intentions for continued service, shall communicate the findings to the Nominating Committee. During the nomination

¹ If the company they represent is not a Corporate Member, the company must join the Chamber as a Corporate Member in due time prior to their nomination to join AmCham, the candidate's company must complete the online application: amcham.se/join. Per the bylaws, the application will then be submitted to the Board of Directors for approval.

² There are at least four regular Board Meetings per calendar year, in addition to the Constituent Board Meeting.

process and prior to presenting its final recommendation, the Nominating Committee shall consult with the Officers. The Nominating Committee shall strive:

- to obtain recommendations for candidates from a broad range of Corporate Members;
- for staggered terms for Directors on a 50/50 basis for the purpose of securing continuity and continuous renewal of the Board over time; and
- for diversity among candidates including the industry, place of incorporation and size of the Corporate Member the candidate represents and the gender, national or ethnic origin, color, age, religion, sexual orientation or disability of the candidate.

7. SOLICITING NOMINATIONS

The Chamber staff will send an email to all Members asking for nominations during the first quarter of the year. All Members may propose candidates in writing (via email or letter) directly to the Nominating Committee. Additionally, the committee is encouraged to seek candidates that will contribute to the Chamber's mission. Self-nominations are permitted. The procedures set forth in (1)-(6) shall furthermore be applied in a case where the number of Directors is less than ten (10) due to one or more Directors having resigned from the Board and an EGM shall elect the Directors as per the bylaws.

8. HOW TO NOMINATE

Candidates for members of the Board, may be nominated by an email to nominations@amcham.se with the name, company, title, email address, phone number, and brief biography (no more than 250 words) of the candidate, as well as a brief statement (no more than 250 words) as to why the individual would make a good Director.

9. CONFIDENTIALITY OF NOMINATIONS

Nominees are kept confidential until the Nominating Committee submits the list of candidates to be voted on at the AGM to the Managing Director for distribution to all members pursuant to §14 (4) of the bylaws.

10. STATUS OF NOMINATION

A nomination does not guarantee either a recommendation by the Committee or election to the Board. The Nominating Committee must contact each nominee to inform them of their nominations, ascertain whether they are qualified and willing to serve if elected, and to otherwise vet qualified nominees. For nominees who are not selected, the Nominating Committee is required to contact each nominee and inform them of the same.

APPENDIX 1 : RELEVANT BYLAWS

§ 11 Board of Directors

- (1) A Board of Directors comprised of at least ten Directors shall be elected by the AGM or by an EGM, as the case may be. Directors shall be authorized representatives of Corporate Members. There shall be no deputy Directors. The Board of Directors shall establish guidelines for the management of AmCham within the scope of the objectives of AmCham.
- (2) The Board of Directors shall elect one Chair and two Vice Chairs, by a simple majority vote of the Directors present at the meeting cast in open ballot or, if requested by at least one Director, secret ballot at the constituent Board meeting following the AGM or an EGM, as the case may be. The Chair may be a non-U.S. citizen if one Vice Chair is a U.S. citizen or the Chair is a representative of a U.S. - company.
- (3) The term of the Chair and the two Vice Chairs shall be one year with a maximum re-election of two consecutive one-year terms, not to exceed three successive years in the same office.
- (4) The Board of Directors may have a majority of non-U.S. citizens as long as more than half of the total number of Directors are representatives of U.S.-companies.
- (5) The Chair shall chair all meetings of the Board of Directors. In the absence of the Chair, one of the Vice Chairs shall assume the role of Chair. In a case where neither the Chair, nor either Vice Chair is present, the Chair for the meeting shall be appointed by the Directors present at the meeting.
- (6) The Board of Directors may elect the United States Ambassador to Sweden to the position of Honorary Chair of the Board of Directors of AmCham.
- (7) The Board of Directors may nominate any former Chair of AmCham, currently not serving as Director on the Board of Directors, for the status of Chair Emeritus by a majority vote of three- quarters of the Directors present at the Board meeting. The Board of Directors shall present the nomination of any prospective Chair Emeritus for a vote at the Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM) subject to a simple majority vote of the Members present at the AGM or the EGM, as the case may be.
- (8) The Board of Directors shall supervise and exercise general oversight over the Managing Director and jointly agree with the Managing Director upon an annual business plan with specific goals and key performance indicators.
- (9) The Managing Director or a pre-appointed secretary shall be responsible for recording minutes of the Board meetings subject to review and the Chair's signature. The secretary is not required to be a Director of the Board of Directors.
- (10) The Board of Directors shall hold at least four regular meetings each year. The Chair, or in the absence of the Chair, a Vice Chair, may convene extraordinary meetings of the Board of Directors by written notification four weeks in advance of the scheduled meeting whenever such a meeting is deemed advisable or desirable for the purpose of pursuing the interests of AmCham.
- (11) A Director may be present at a Board meeting through telephone or other electronic means. A quorum of at least half of the total Board Members is required before a meeting may be held.
- (12) The Board of Directors shall adopt resolutions by simple majority vote. In the event of a tied ballot, the Chair shall have a casting vote.
- (13) The senior commercial officer, or the equivalent, from the Embassy of the United States of America in Stockholm shall be a non-voting ex officio Adjunct Director of the Board of Directors.

§ 12 Election of Directors of the Board of Directors

(1) The AGM or, in a case where the number of Directors is less than ten due to one or more Directors having left the Board of Directors, an EGM, shall elect the Directors of the Board of Directors by a simple majority vote cast in either open or in secret ballot, as decided at the AGM or the EGM as the case may be.

(2) The Board of Directors shall not be comprised of more than one Director belonging to or representing the same legal entity and/or group of legal entities.

(3) An elected Director's two-year term shall commence at the end of the AGM during which the election takes place and end upon the conclusion of the second following AGM.

(4) If a Director of the Board of Directors resigns from the legal entity and/or the group of legal entities to which the Director belonged is no longer a Member of AmCham, the Director's term shall end prematurely.

§ 13 Authorized Signatories

In addition to the Board of Directors, the Chair or either Vice Chair may sign on behalf of AmCham jointly with any other director of the Board of Directors. Signing for the association may otherwise take place in a manner determined and authorized by the Board of Directors.

§ 14 Nominating Committee

(1) The candidates to serve on the Nominating Committee shall be elected by the AGM. At least six weeks before each AGM, the Board of Directors shall nominate candidates to serve on the Nominating Committee for the period commencing with their election at the AGM through the date of the AGM in the following calendar year.

(2) The Nominating Committee shall draw up a list of prospective candidates for election to the Board of Directors no later than fifteen business days before the AGM. The Nominating Committee shall not nominate any of its members as candidates for the Board of Directors.

(3) The Nominating Committee shall strive:

(a) to obtain recommendations for candidates from a broad range of Members;

(b) for staggered terms for Directors on a 50/50 basis with the purpose to secure continuity and continuous renewal of the Board of Directors over time; and

(c) for diversity among candidates including gender, national or ethnic origin, color, age, religion, sexual orientation or disability.

(4) All Members may propose candidates in writing directly to the Nominating Committee. The Nominating Committee shall send the names of nominees to the Managing Director of AmCham no later than fifteen business days before the scheduled AGM. The Managing Director shall immediately notify all Members by mail or email of the list of proposed nominees to be finally elected by the AGM.

(5) The procedures set forth in (1)-(4) shall furthermore be applied in a case where the number of Directors is less than ten due to one or more Directors having resigned from the Board of Directors and an EGM shall elect the Directors as per §12.

APPENDIX 2 : BOARD OF DIRECTORS JOB DESCRIPTION

The mission of the American Chamber of Commerce in Sweden (AmCham Sweden) is to promote U.S. - Swedish trade and investment and U.S. commercial interests in Sweden. We further the business success of our members by providing networking platforms, critical business information, and an amplified voice.

Board Members are elected for 2-year terms.

Board Members serve as goodwill ambassadors for the Chamber and work to promote the organization and its mission whenever possible. Board Members may also be asked to represent the Chamber at special functions involving the Embassy or other visiting dignitaries, and are counted upon to regularly attend Chamber events.

Chamber business is carried out at four yearly board meetings, as well as at the Annual General Meeting (AGM), at which Board Members are expected to participate. The Board appoints a Chair and two Vice Chairs, who comprise the executive committee.

Board Members:

- Regularly attend board meetings and important related meetings.
- Oversee and liaise with any assigned AmCham Sweden Working Committee.
- Volunteer for and willingly accept assignments and complete them thoroughly and on time.
- Stay informed about Board matters, prepare themselves well for meetings, and review and comment on minutes and reports.
- Get to know other Board members and build a collegial working relationship that contributes to consensus.
- Actively participate in the Board's annual evaluation and planning efforts.
- Represent the Chamber at special functions and regularly attend Chamber events.
- Serve as goodwill ambassadors and participate in member recruitment and fundraising for the organization.

The Board of Directors:

- Determines AmCham Sweden's strategies and policies;
- Authorizes the organization's program of work;
- Approves the organization's budget;
- Hears and acts on the executive committee's recommendations; and
- Employs the Chamber's Managing Director.

The Board ensures that:

- Members actively participate in AmCham Sweden Working Committees;
- Working Committees and others are given clearly defined objectives;
- Working Committees are given responsibility and authority; and
- The Chamber accomplishes its goals.

APPENDIX 3 : REPORT TEMPLATE

Nominating Committee - List of proposed candidates:

The following Board Members are up for re-election:

[List]

Resignations:

[List]

The Nominating Committee nominates the following individuals for election as directors, to hold office for a two-year term.

Nominees:

Current Directors nominated for re-election for two years:

[List]

New nominees for election to the Board of Directors:

[List]

APPENDIX 4 : TEMPLATE EMAIL TO MEMBER CANDIDATE

Dear _____:

As you know, the Nominating Committee of the American Chamber of Commerce in Sweden intends to nominate you to serve on our Board of Directors and you have agreed to serve if elected at the Annual General Meeting on [DATE] (details of which will be sent in the coming days). Thank you for agreeing to do so.

Could you please provide a brief biographical description (from 150 to 200 words) that we can include with the nominations package that will be sent to members prior to the Annual General Meeting.

Please let us know if you have any questions.

Sincerely,

On behalf of the Nominating Committee of the American Chamber of Commerce in Sweden

APPENDIX 5: TEMPLATE EMAIL TO NON-MEMBER CANDIDATE

Dear _____:

As you know, the Nominating Committee of the American Chamber of Commerce in Sweden intends to nominate you to serve on our Board of Directors and you have agreed to serve if elected at the Annual General Meeting on [DATE] (details of which will be sent in the coming days). Thank you for agreeing to do so.

In anticipation of this, could you please complete the membership application here: amcham.se/join

In addition, could you please provide a brief biographical description (from 150 to 200 words) that we can include with the nominations package that will be sent to members prior to the Annual General Meeting.

Please let us know if you have any questions.

Sincerely,

On behalf of the Nominating Committee of the American Chamber of Commerce in Sweden