

# AMCHAM



AMERICAN CHAMBER OF COMMERCE IN SWEDEN

## AMERICAN CHAMBER OF COMMERCE IN SWEDEN

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*The voice of American business in Sweden*

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### Business Code & Guidelines

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*Adopted by the Board of Directors 9 April 2019*

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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, suppliers, 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 modelling 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 right 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, and 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; and

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.

## **CONFLICTS OF INTEREST**

AmCham employees shall avoid situations where personal interest might inappropriately influence, or appear to influence, business judgments.

## **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.

# AMCHAM



AMERICAN CHAMBER OF COMMERCE IN SWEDEN

## **Nominating Committee Guidelines**

*Box 190, SE-101 23 Stockholm, Sweden | Klarabergsviadukten 63, Stockholm, Sweden*  
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*info@amcham.se [amcham.se](http://amcham.se)*





## 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;<sup>1</sup>
- be aligned with the Chamber's mission and strive to contribute to that mission; and
- be prepared to attend all Board Meetings.<sup>2</sup>

### 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.

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<sup>1</sup> 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](http://amcham.se/join). Per the bylaws, the application will then be submitted to the Board of Directors for approval.

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

## **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 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](mailto: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 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](http://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



# AMCHAM



AMERICAN CHAMBER OF COMMERCE IN SWEDEN

## Working Committee Guidelines



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## **GENERAL**

The Board of Directors establishes Working Committees focused on topics aligned with AmCham Sweden's overall goals and objectives. 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 - to be 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 Sweden fosters a thriving business community by providing networking platforms, sharing critical business information, and amplifying the voice of our members. 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 Sweden's mission. AmCham Sweden 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 voice of American business in Sweden. One of our primary goals is to ensure that our members have the opportunity to participate in the political process and contribute to society as a whole. This can only be achieved by playing a role in Swedish, European and global policy-making, and this is where AmCham Sweden sets its sights.

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

Is there a reasonable prospect of affecting change?

Is the contemplated position on any given issue in the best interests of members, and of society as a whole?

Is there a need for AmCham Sweden to participate in the discussion?

If all three factors are met, it is possible to proceed. If not, then AmCham Sweden needs to reconsider its involvement and the Working Committee may decide that it is not in the best interests of the membership to proceed.

## **EXPECTATIONS**

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

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

## **STRUCTURE**

The composition of each Working Committee should reflect the AmCham network. AmCham strives for a balance of men and women on each committee, including Working Committee Chair and Vice Chair. Committees should be comprised of members representing a variety of industries and companies. Working Committees should be of a manageable size, ideally 8 – 15 members.

## **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 clauses:

### **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.

## **Cooperation with Stakeholders & Other Actors**

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

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

## **Relationship with Members**

AmCham Sweden shall act in a manner that strengthens the Swedish-American 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 which 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**

### **BOARD SPONSOR**

The Board of Directors is the governing body of the American Chamber of Commerce in Sweden. It represents a broad cross section of the business and professional community. The Board appoints a Director as the Board Sponsor -- serving as the liaison between the Board and the Working Committee and overseeing the work of the Working Committee. The Board Sponsor ensures that all Chamber policies and guidelines are being followed.

### **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 Sweden'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 carrying 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 Board Sponsor and Chamber staff. The Chair recruits individuals for the Working Committee. The Board Sponsor and chamber staff may also recommend committee members.
2. Conducts Meeting – The Committee meets to utilize its members in accomplishing a goal. Meetings are to be held as needed, start and end on time, with all members having the opportunity to report, suggest and participate. The Chair keeps his/her eye on the objective and goals of the committee 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, reminder of the Working Committee's purpose and key topics

- Attendance: regrets and note attendance
- AmCham Sweden 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

To strengthen the connection between the Board and the Working Committees, each Chair is responsible for briefing the respective Board Sponsor on the committee's activities on a periodical basis and prior to each Board Meeting.

Each Working Committee shall submit a written report periodically to the Board of Directors, via the designated Board Sponsor.

#### **AUTHORITY**

The Chair, in consultation with the Board Sponsor and AmCham Staff, has the authority to add and remove Committee Members as necessary. The Chair does not have the authority to commit the Chamber financially to any project.

#### **SCHEDULING/MEETING NOTICES**

Meeting notices, including the agenda, must be sent to all Committee Members at least two weeks in advance of any meeting. Any necessary supporting documents must be provided early enough that Committee Members have sufficient time to review them. The Chair is responsible for informing the 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 not a Vice Chair, the committee shall 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 and the Board Sponsor 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 Board Sponsor and Chamber Staff.

When applying for membership on a Working Committee, prospective Committee Members must outline what they hope to accomplish if appointed, and demonstrate a commitment to the objectives of AmCham Sweden, rather than just company or industry specific goals. Committee Members are evaluated once a year.

## **FUNCTION**

The Working Committees serve as the clearinghouse for all suggestions that are referred to them by the Board of Directors, members, and AmCham Staff concerning priorities that are or should be receiving the active attention of AmCham Sweden. Proposals for the creation of Working Committees are reviewed by the Board of Directors and acted upon at the discretion of the Board of Directors.

## **WORKING COMMITTEE OPERATION**

Working Committees are action oriented. A successful Committee will:

1. Understand the policy priorities and key topics established by the Board of Directors – Make sure there is a clear goal to activities and agree on what is to be done. If there is disagreement, the Chair should be contacted for clarification.
2. Analyze any issues or activities – Understand all parts of any issue or activity and determine the sequence to be followed.
3. Assign work – Make specific assignments to Committee Members.
4. Gather facts – Obtain information required to intelligently address the task at hand. Avoid prejudices, previous opinions or beliefs.
5. Get outside help if needed – Use outsiders as advisors or consultants, but do not delegate responsibilities that the Working Committee is expected to assume.
6. Evaluate results – Determine whether goals are being met, and whether each member of the Working Committee is doing his/her part. Measures of Working Committee success include the number of activities organized, the number of issues advanced and, the number of new member companies recruited.

## **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, the 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 through the Chair, Board Sponsor and the Chamber Staff.

### **QUALIFICATIONS**

Members of Working Committee must be employees of AmCham Sweden Patron or Associate members in good standing. Participation on a Working Committee requires a written request and approval by the Chair, with input from the Board Sponsor and Chamber Staff.

### **CAUSES FOR REMOVAL**

Lack of interest in the Working Committee's portfolio and its progress is considered 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 ending 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. Assign tasks to people in accordance with their skills and abilities.
5. **Where?** Not only the physical location, but equipment and other physical factors available or necessary to expedite the activity.
6. **How?** The answer to this question is obvious if you have carefully answered the previous five questions. Never ask “how” first. Instead, follow the logical sequence of the previous five questions and then ask “how” to double check.
7. Complete an Event Mechanics Memo (See Appendix) and send it to AmCham Sweden.

## FREQUENTLY ASKED QUESTIONS

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

*Yes, only members of AmCham Sweden Patron or Associate member companies or organizations 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 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 one week 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?**

*No, however, Chamber Staff members may attend periodically.*

### **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. The Chair maintains a record of attendance and acts accordingly. It is very helpful if the Chair contacts the individual to see if 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 Sweden for editorial review and the Board Sponsor 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.*

## **APPENDIX 1: EVENT MECHANICS MEMORANDUM**

TO:  
FROM:  
DATE:  
RE:

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### **REQUIRED**

**When:**

**Where:**

**Key Contacts:**

**Description / Topic:**

**Speakers:**

**Program & Schedule:**

**Number of participants:**

**Sector:**

**RSVP by:**

### **ADDITIONAL:**

**Fee for participants:** Yes or No

**Press:** Yes or No

**Host(s)/Sponsor(s):**

**Logistics:**

**URL:**

**Budget:**

**Other:**

## **APPENDIX 2: MODEL AGENDA**



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

1. Opening and appointment of a secretary  
(Start with introduction of any new members, reminder of Committee’s purpose.)
2. Attendance: Note “regrets” and non-attendance
3. Approval of the minutes  
(Motion to approve is not necessary. The minutes are either approved as read or as corrected, but without a vote.)
4. Reports
  - a. Current affairs affecting AmCham’s agenda
  - 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  
(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. Adjournment

## APPENDIX 3: 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