

**Suppliers Partnership for the Environment (SP)
Workstream Governance Policy**

Approved February 2025

1. **Board of Directors:** The operation and affairs of the Corporation shall be managed by its Board of Directors.
 - a. **Board Committees:** The Board of Directors, by resolution adopted by a majority of the directors, may designate one or more committees to exercise the authority of the Board of Directors in the management of the Corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.
2. **SP Executive Office:** The Board of Directors will retain the services of the SP Executive Office. The Executive Office is responsible for carrying out those programs and policies directed by the Board of Directors.
 - a. Officers of the Corporation (non-voting) seated within the Executive Office include the Executive Director and such other officers as may be determined by the Board of Directors. The Executive Director shall be responsible for the day-to-day operations of the Organization. The Executive Director will have overall operational responsibility for the Organization's programs and the execution of its mission. The Executive Director shall report to the Chair of the Board of Directors.
 - b. The Executive Office may engage any employees, contractors and/or consultants that are necessary for carrying on the work of the Organization within the scope of the Organization's annual operating budget, as approved by the Board. Personnel and/or professional services which relate to the normal operation of the business are the direct responsibility of the Executive Office. The Organization Headquarters address and business offices may be established as the Executive Office may determine from time to time.
3. **Working Groups & Committees:** Working Groups and Committees may be formed from time to time to address specific topics of interest to the Organization and / or its members. SP Working Groups and Committees report to the SP Executive Office, who is responsible for reporting progress to and liaising with the SP Board of Directors. Unless specifically requested and approved by a majority of the Board of Directors, only representatives of SP member companies are eligible to participate in a Working Group or Committee.
 - a. **Steering Committees:** The Board of Directors may designate Steering Committees to oversee the development and execution of a defined SP-sponsored program or project. This may include but is not limited to reviewing and approving project-specific deliverables, monitoring the project budget and scope of work, coordinating with project vendors, and recommending project-related enhancements. A Steering Committee is generally formed to oversee a project which represents a longer-term strategic priority for the organization or major funding commitment. Steering Committees are disbanded upon completion of the program or project. Participation in a Steering Committee is by invitation only based on criteria established by the Board.

- b. **Working Groups:** The Board of Directors may designate Working Groups from time to time to support information sharing, benchmarking, and identification / advancement of projects and leading practices related to specific topic areas of interest to members. Each Working Group shall have an established mission statement. Members desiring to form a Working Group shall submit a request to the Board for consideration. Eligibility for participation shall be determined as part of the criteria and mission of the group.
 - c. **Working Group Subcommittees:** The Working Group Chair(s) and the SP Executive Office may form Subcommittees from time to time to support the mission of an established Working Group. Subcommittees are generally formed to allow smaller teams of members to regularly meet to actively contribute to and oversee the scoping, development, rollout and/or revision of key deliverables of interest to the Working Group. Participation in a Subcommittee is by invitation only based on criteria established by the Working Group Chair(s) and SP Executive Office. Subcommittees are disbanded upon completion of their established scope of work. Participation in a Subcommittee is intended for subject matter experts in the topic.
 - d. **Peer Groups:** The SP Executive Office may form ad-hoc peer groups from time to time to support benchmarking and identification of projects primarily relevant to a defined member group. This may include but is not limited to members within a defined industry segment, such as vehicle manufacturers or tier 1 suppliers, or members within a defined job role or business function. Members desiring to form a Peer Group shall submit a request to the Executive Office for consideration. Participation in a Peer Group is by invitation only and eligibility shall be determined as part of the criteria and mission of the group.
 - e. The Chair of the Board of Directors may appoint such other special working groups and committees as may be deemed necessary and may prescribe their power, authority and duties provided such appointment and prescribed responsibilities and authority are approved by a majority of the Board of Directors.
4. **Working Group & Committee Leadership:** Each Working Group and Committee shall have a designated member Chair or Co-Chairs, or a designated representative of the SP Executive Office that is assigned to fulfill the duties of the Chair.

 - a. The Working Group Chair / Co-Chair is responsible for leading and facilitating working group meetings, monitoring progress against the working group's established mission and objectives, identifying and evaluating project and partnership opportunities, and supporting communication and outreach related to working group activities.
 - b. The Chair / Co-Chair shall be supported in their duties by a representative of the SP Executive Office. The SP Board may assign any and all customary duties of a Working Group Chair to be performed by a representative of the SP Executive Office.
 - c. The SP Board of Directors has final authority to review and approve key outputs of Working Groups and Committees impacting the Organization, including but not limited to approval of SP-branded deliverables intended for external publication, approval of any funding requested of SP, and approval of any new or extended contracts on behalf of the Organization.

5. **Working Group Participant Expectations:** By volunteering to participate in a Working Group or Committee, members have the opportunity to engage in open dialogue and learning related to different aspects of environmental sustainability in the automotive value chain. It is understood that a member participating in a working group should be a company employee who is authorized to represent the views of the member company.
 - a. Participation in such activities is generally intended for subject matter experts in the topic area or for individuals with an interest in learning more about the topic to support their own business and sustainability goals. Consultants may provide valuable content and thought leadership in this respect regarding leading practices, methods, trends, and tools relevant to a working group's mission. It is understood that members should not take their participation in an SP event or activity as an opportunity to solicit their products or services.
 - b. Each person who is a SP member, or who is employed by a corporate member of SP, and who participates in SP activities has a responsibility to comply with the Antitrust Laws and SP's Antitrust Compliance Policy. Each Member who participates in working group meetings and discussions shall independently determine what actions and policies are in their own best interests.