

Nordic Development Fund



Rules for the Cooperation Council

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on 8 October 2024
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Responsible Function

General Counsel (following organisational change 1 January 2026)

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Related documents

People Policy

Staff Regulations

These Rules shall be reviewed approximately 12 months after entry into force and thereafter at least every three (3) years in accordance with the Rules on Issuance of Legal Framework Documents and in consultation with the Staff Representatives of the Cooperation Council.



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Article 1. Background and purpose

Recognising that managing our human resources well is key to our success, NDF is committed to creating, together with its staff, a sustainable and psychologically safe working environment built on NDF's culture and values. NDF's working culture aims to support mutual trust, sound decision-making, and staff well-being.

To safeguard that staff are included in decision-making that has an impact on their well-being and working conditions, the Code of Conduct for Staff establishes an obligation for all leaders at NDF to ensure that staff are appropriately consulted in relation to decisions that will impact staff directly.

The purpose of these Rules for the Cooperation Council (the **Rules**) is to establish a formal procedure enhancing and supporting such consultations in matters of general interest to staff. Staff consultations in matters involving an individual staff member, shall take place in one-on-one discussions between a Manager and the staff member concerned, while consultations in matters limited to a department customarily take place in department meetings.

The Cooperation Council (the **Council**) is meant to promote NDF living its values: Thrive Together, Strive for Excellence and Drive Change.

Article 2. Composition of the Council

The Council is composed of two individuals representing the Staff (**Staff Representatives**) and the Managing Director, supported by the General Counsel.

Staff Representatives and the Managing Director are jointly referred to as Council Members.

Staff or Staff Members means, for the purpose of these Rules, all individuals working for NDF to which NDF's legal framework for staff applies (except for the those belonging to Executive Management).

The Staff Representatives shall among themselves elect a secretary (**Secretary**) of the Council.

Article 3. Election and appointment of Staff Representatives

3.1. Staff Representative eligibility

All Staff Members who are not on leave of absence may candidate for a seat as Staff Representative.

All Staff Members are entitled to vote in the election of the Staff Representatives. Executive Management is not entitled to vote in the election of the Staff Representatives and are not eligible as candidates for a Staff Representative role.

No Manager approval is needed to candidate for the role of Staff Representative.



3.2. Staff Representative election procedure

Proposals for candidates for Staff Representatives shall be submitted by Staff Members to NDF's HR Business Partner, subject however to the candidates having provided their consent to the candidacy. NDF encourages Staff Members to candidate as Staff Representatives.

NDF's HR Business Partner shall serve as election officer for the election of the Staff Representatives.

The election officer draws up a list of candidates on the basis of all proposals made and manages the election procedure in general. The election is ordinarily carried out electronically, and in any case by written and secret ballot. The election is held during five consecutive working days in October every second year.

The election is made by simple majority, which means that the two candidates elected with most votes are appointed as Staff Representatives. If two candidates have an equal number of votes, the election is decided by lot. The candidates who have received the third and the fourth most votes shall be appointed as first and second alternate Staff Representative.

3.3. Term of office

The term of office for a Staff Representative is generally two years, with a possibility of introducing a rotation for term of office to ensure continuity. Staff Representatives may be re-elected and re-appointed.

3.4. Replacing a Staff Representative

A Staff Representative resigning for any reason from their seat in the Council, shall be replaced by an elected alternate Staff Representative. An alternate Staff Representative may also temporarily replace a Staff Representative who cannot attend a meeting of the Council.

Article 4. Role and Mandate of the Council

The role of the Council is to serve as a platform for staff feedback and initiatives, ahead of decision making, and to ensure appropriate flow of information. The aim of the Council is to support NDF in making well-informed decisions as employer.

To honour and respect the due protection of personal privacy, and the need for tact and sensitivity, matters concerning an individual Staff Member shall not be brought up in the Council.

In the following is a non-exclusive list of matters of general interest for the Staff that should be brought to and discussed in the Council when topical:

- a) Material changes in NDF's activities or purpose;
- b) Changes of NDF's general terms and conditions of employment and other provisions of the Staff Regulations and Staff Rules;
- c) Changes to principles relating to compensation and other parts of NDF's Total Rewards Framework;



- d) Significant changes and restructuring of work and working methods, organisation and other working conditions;
- e) General matters related to work premises and working environment, including matters concerning occupational health and safety;
- f) Changes to regulation of working hours;
- g) Changes to general principles and procedures for employing new Staff;
- h) Planning of education and training programmes;
- i) Planning and implementation of measures connected to the protection of personal privacy of the Staff Members;
- j) The promotion of diversity, equity, and inclusion as well as preventing discrimination; and initiatives to improve the workplace culture;
- k) Essential and major acquisitions of technical or other equipment and tools.

While dealing with the matters mentioned in this Section 4., the Staff Representatives have the competence to make proposals and to present views of Staff.

Given the small number of Staff in NDF, it may be that the Managing Director in some instances chooses to involve all Staff in discussions of a matter mentioned this Section 4. The Staff Representatives will in advance be informed about such cases by the Managing Director.

Article 5. Meetings and outcome

5.1. Bringing matters to the Council

Staff Representatives can bring matters to the Council, provided the matter is within the mandate of the Council as set out in section 4. All matters, which have or may have a direct impact on Staff in general, shall be brought to the Council by the General Counsel, before a decision is made on the matter to enable staff feedback to be presented.

If a Staff Member, who is not a Staff Representative, wishes to bring a matter to the Council, they may contact one or more of the Staff Representatives or the General Counsel. If the matter suggested to be brought forward is within the mandate of the Council, it shall be notified to the Secretary and taken up by the Council.

Staff Members suggesting matters to the Council are expected to contribute to written background material (if any) related to the matter in question.

5.2 Meetings

The Council convenes whenever needed, however, at least quarterly each calendar year. Meetings are called by the Secretary, based on requests from any of the Staff Representatives or the General Counsel.

The Managing Director will chair the meetings.



5.3. Meeting invitations and agenda

The Secretary arranges meetings at a time and date that is suitable for the Staff Representatives, the Managing Director, and the General Counsel. In accordance with NDF's Hybrid work model, meetings may be held with physical presence at NDF's premises, as a video meeting or in hybrid mode.

The Managing Director may, when relevant for the matters at hand, decide to invite NDF's HR Business Partner and / or other persons with a specific expertise to a meeting.

The written invitation including the agenda with annexes (if any) shall preferably be sent out at least ten (10) working days before the scheduled meeting. At the same time, the agenda is internally published on NDF's eDoc, however with due regard to possible confidentiality requirements (if any).

5.4. Use of Consultants and Experts

Any of the Staff Representatives may propose the use of consultants, experts, or other guests for the purpose of examining and discussing matters dealt with by the Council. Likewise, any of the Staff Representatives may consult the Ombudsman in matters within the Ombudsman's scope of authority.

5.5 Minimum presence at meetings

The Council can convene when at least two Staff Representatives and the Managing Director are present and none of participants has a conflict of interest in the matter(s) at hand.

5.6. Outcome of meetings

Following discussion of an agenda item at a Council meeting, the Managing Director ascertains and announces the outcome to be reflected in the minutes.

In accordance with the prevailing decision-making authority scope and level, as set out in NDF's legal framework¹, the outcome may be that Managing Director will

1. Approve or reject a proposal, which in case of approval may include deciding on related actions to be taken, or
2. Defer the matter to a future Council meeting, subject to further preparatory activities (if any), or
3. Take note of the deliberations in the meeting, for the purposes of input to later decision-making in the matter, or
4. Refer the matter to the Executive Management Committee and/or Board of Directors.

¹ Such as Rules on Issuance of Legal Framework documents, Rules of Procedure for the Executive Management Committee, and the Rules of Procedure for the Board of Directors



Article 6. Minutes

Minutes are kept at each meeting by the Secretary. In addition to the outcome, a brief summary of key points of proposals made and/or opinions presented, shall be reflected in the minutes. Draft minutes shall, within one week from the meeting, be distributed by the Secretary to the participants of the meeting for their review (except for possibly invited experts or alike).

Any comments and proposed changes to the draft minutes shall be circulated to all participants of the meeting. Subject to no-objection to the final version within one week, the minutes are considered approved. The minutes are to be signed by the Managing Director and the Staff Representatives.

The minutes of the Council meetings are made available internally for the staff on NDF eDoc, as a general rule within 15 days from the meeting.

Council minutes shall be made available to the NDF Board of Directors. In addition, the Staff Representatives may once a calendar year, be invited by the Board to a Board meeting, to orally present their views on behalf of Staff on working conditions and staff wellbeing at NDF.

The Secretary of the Council is responsible for the filing and recording of the material pertaining to the Council. Council minutes and meeting materials may not be distributed externally

Article 7. Conflicts of interest

Council Members and the General Counsel shall abide by the provisions on conflict of interest set out in the respective Codes of Conduct, and when needed, disqualify themselves and refrain from participating in dealing with a matter in which they have a conflict of interest.

If a Staff Representative is disqualified, an alternate Staff Representative shall be invited to step in for handling this matter (see Article 3).

Article 8. Confidentiality

At the outset, it is expected that the Council mostly deals with matters and/or information that can be made internally known to all NDF Staff at the time for making the agenda available on eDoc.

When that is not the case, i.e. when internal restrictions apply due to the confidential character of information (such as financial, business, or proprietary information of third parties, provided to NDF under strict confidentiality requirements), then this shall be made known by e.g. marking of such meeting material as confidential.

For further information on abiding by provisions of confidentiality, reference is made to the respective Codes of Conduct for staff and to the Public Information Policy.

If there are questions relating to confidentiality matters, the General Counsel can be consulted for advice.



Article 9. Other matters

NDF's premises and customary equipment and tools, as available for any Staff Member, are available for the activities of the Council. The costs arising from the Council activities are covered from NDF's administrative budget.

Work related to the Council is considered as work hours.