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## SCAN. CHAMBER COUNCIL MEETING, FEBRUARY 18TH, 2025

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### RELEVANT DOCUMENTS

The appendices and documents listed below are of essential value for the understanding of this document.  
Document

No.	Document title
1.	20250218_Chamber_Council_Meeting.pdf

### INVITATION

Venue: Von Stackelberg Hotel, Taliinn  
Time: February 18th, 2026; 10.30 – 12.15  
Invited: Council Members, Manager and Members



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## AGENDA SCANDINAVIAN CHAMBER COUNCIL MEETING 18TH FEBRUARY 2026

	Time	Subject	Comment	Resp
1	10.34-10.36	Welcome and Opening of the Remarks		Peter
2	10.36-10.36	Election of Chair and Minute Taker		Everyone
3	10.36-10.37	Approval of the Agenda		Everyone
4	10.37-10.58	Review of Previous Meeting Minutes		Everyone
5	10.59-11.05	Working Groups Updates		Peter
6	11.05-11.11	Financial Overview		Cecilia
7	11.11-11.16	Unpaid Invoices		Cecilia
8	11.16-11.23	Member Status & Update		Cecilia
9	11.23-11.38	Annual General Meeting		Everyone
10	11.38-11.43	Event Planning & Upcoming Activities		Peter, Cecilia
11	11.43-12.01	Other Businesses		Peter, Cecilia
12	12.01-12.02	Action Points & Next Steps		Peter
13	12.02-12.06	Closing Remarks & Date for the Next Meeting		Peter

## PARTICIPANTS

1. Peter Thomsen
2. Cecilia Linden
3. Jaanus Stern (online)
4. Janar Sutt
5. Ulrica Fors
6. Veikko Toomere
7. Maarja-Maria Aljas (online)
8. Kristiina Koel (online)
9. Anneli Andersen

### 12.1 Welcome and opening of the remarks

The meeting was opened by the Chairman of the Council, Peter Thomsen.

Peter noted that this would be the final Council meeting with the current composition before the upcoming Annual General Meeting, after which the Council will partly change.

He thanked all Council members for their engagement during the past year and expressed appreciation for the constructive collaboration. He also thanked Cecilia for her work and overall performance during the year.



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The initiative was mentioned as a potential inspiration for the Scandinavian Chamber of Commerce, and the Council briefly reflected on whether a similar concept could be developed as a future event or pilot activity.

### 12.2 Election of Chair and Minute Taker

The council proceeded with the election of the Chair and Minute Taker for the meeting. Peter Thomsen was elected as Chair of the meeting, and Cecilia Linden was appointed as Minute Taker.

### 12.3 Approval of Agenda

Due to the presence of guests and external participants, the Chair proposed adjusting the order of the agenda to address the financial overview earlier in the meeting. The Council agreed to this adjustment.

### 12.4 Review of Previous Meeting Minutes

The Council reviewed the minutes from the previous meeting. The AGM was reconfirmed to take place on 5 March at Metropol Hotel. The previously agreed proposal to amend the Articles of Association (AoA) in order to reduce the AGM quorum requirement to one third (1/3) of the membership was revisited.

### Nomination Process and Transparency

A renewed discussion arose regarding the nomination and election process for Council members. Anneli reiterated her view that limiting the nomination to three candidates for three available Council seats reduces flexibility and transparency. She proposed that a larger number of candidates should be presented in order to allow for an actual vote between candidates.

Several Council members referred to the original merger discussions, where it was agreed that candidates should be proposed in advance through a structured process led by a Nomination Committee, rather than allowing nominations or elections directly from the floor at the AGM. It was recalled that this structure was introduced during the merger process at the strong request of representatives from the former Norwegian Chamber, who emphasised the importance of having Council candidates reviewed and proposed in advance. The intention was to ensure stability, predictability, and a well-balanced Council composition, and to avoid procedural challenges during the AGM. This governance model was agreed by the merging parties and incorporated into the Chamber's framework.

It was noted that the Nomination Committee has senior experience and a mandate to identify the best overall composition for the Council, taking into account competence, balance, and representation. Concerns were also raised that requiring multiple competing candidates per seat may make it more difficult to recruit volunteers, as Council positions are based on engagement rather than competitive elections.

Cecilia clarified that the Nomination Committee had already requested candidate suggestions in November, and this information was circulated to members. As no formal expressions of interest were received, the Committee actively approached and identified suitable candidates.



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### Agreed Adjustments Going Forward

While no changes will be made to the current nomination proposal for this AGM, the following points were discussed and agreed in principle:

- Increased transparency: A list of all individuals who have formally expressed interest in joining the Council will be circulated to members ahead of the AGM.
- Members will be given a defined timeframe to provide comments or feedback.
- The work instructions for the Nomination Committee may be reviewed by the incoming Council to further clarify transparency and process.

It was also confirmed that:

- Members of the Nomination Committee cannot nominate themselves to the Council while serving on the Committee. If a Committee member wishes to run for the Council, they must first step down from the Nomination Committee.
- The Nomination Committee serves a two-year term. The process of identifying future Committee members should begin well in advance of the next cycle.

The Council acknowledged that the Nomination Committee has carried out its work diligently and actively sought suitable candidates.

### Other Follow-Ups from Previous Minutes

The remaining follow-up items were reviewed and noted, including:

- Pre-AGM dialogue with the Ministry of Foreign Affairs
- Stricter payment rules for non-members
- Current membership status (115 members as of January 2026)
- Spring event planning, including potential regional visit to Pärnu

No further discussion was required on these points.

## 12.5 Work Group Updates

The Council reviewed the current working group structure for 2025 and discussed adjustments for 2026.

Cecilia noted that after one year of operation, several core areas have become more structured and routine-based, including membership management, member benefits, and communication. Social media and general communication are currently handled internally.

It was observed that the most demanding area remains event development and execution, particularly generating ideas, identifying speakers, and ensuring practical arrangements.

To create clearer ownership and improve structure, it was proposed that each Council member commit to actively supporting one to two events per year. This could include:

- Supporting annual flagship events such as the summer party, crayfish party, Christmas party, or Scandinavian Business Awards
- Assisting with venue selection, catering, speaker outreach, or guest engagement
- Contributing to the development of seminars and executive events
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It was suggested that short, focused preparatory meetings (e.g. 30 minutes) could be held ahead of each event to clarify objectives, format, and responsibilities. This would allow for structured idea exchange and shared ownership, rather than relying primarily on the Manager for event planning.

Peter further proposed that the Council consider establishing a function or informal working group responsible for monitoring political and regulatory developments in Estonia. The purpose would be to:

- Stay informed about relevant policy changes
- Identify timely topics for seminars and dialogue events
- Prepare relevant questions for guest speakers
- Support the strategic direction of Chamber programming

The aim would be to strengthen the Chamber's relevance and preparedness in public-policy-related discussions.

No formal decisions were taken at this stage, but the incoming Council will be invited to confirm responsibilities and working structure for 2026 following the AGM.

## 12.6 Financial Overview

The Council reviewed the updated financial overview presented by the Chamber's accountant. No significant changes have occurred since the previous budget review. The main adjustments relate to invoicing from Cecilia and Reidi.

It was noted that a correction had been identified in the previous year's financials. One invoice, originally related to December of the previous year, had been allocated to 2026 instead. Following this correction, the final result for the previous year stands at approximately EUR -1,200. Cecilia noted that a cost of approximately EUR 1,100 related to the Norwegian event had already been anticipated and flagged in advance.

Overall, the Chamber remains broadly in line with the approved budget framework. No further actions were required under this item.

## 12.7 Unpaid Invoices

The Council reviewed the current status of unpaid invoices.

Outstanding invoices from the previous year amount to approximately EUR 5,000–6,000. The majority relate to unpaid membership fees. These members have now been removed from the membership list, and the outstanding amounts will be written off where recovery is deemed unlikely.

The discussion returned to payment procedures for events. Cecilia confirmed that stricter payment routines are now in place, and non-members are no longer allowed to attend events against post-event invoicing. Non-members must either:

- Pay by card via the website, or
- Settle an invoice in advance.



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Cecilia will further explore improvements within Stripe to streamline payment handling, including:

- Clearer and more suitable payment confirmations/receipts
- Improved invoicing processes
- Increased automation where possible

A full overview of unpaid membership invoices is maintained in the shared drive.

## 12.8 Membership Update

The Council reviewed the current membership status.

As of February 2026, the Chamber has 115 members.

Since the previous meeting, two members have left the Chamber (Citybox Hotel and Møller Baltic Import). During the same period, two new members have joined (Ferrolok and MyCake), resulting in a stable total membership number.

It was noted that the invoicing process for 2026 membership fees has now commenced. Some Council members indicated that they had not yet received their invoice, and Cecilia confirmed that the invoicing process is ongoing.

A discussion arose regarding membership eligibility in relation to the AGM. According to the current Articles of Association, a member who has not paid their membership fee within three months of the invoice due date is excluded from membership.

This creates a timing challenge in relation to the AGM, as it may not be fully clear which members are formally excluded at the time of the meeting. The Council noted that this could be addressed either by:

- Proposing an amendment to shorten the exclusion period, or
- Adjusting the timing of the AGM in future years to better align with the three-month rule.
- The aim is to issue membership invoice as early as possible in January of the current year

No decision was taken at this stage.

It was further noted that the year has started positively from a membership perspective, with four to five new members having joined since the beginning of the year. Continued growth is expected.

## 12.9 Annual General Meeting

The Council continued its discussion regarding the upcoming AGM and related governance matters. It was reaffirmed that the Annual General Meeting is the highest decision-making body of the Chamber. Should an amendment proposal be presented at the AGM and receive sufficient support in accordance with the Articles of Association, it will be valid if adopted by vote.

The possibility of introducing a formal deadline for submitting amendments prior to the AGM was discussed. However, the Council noted that it may not be appropriate to restrict members' right to



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propose amendments at the meeting itself. The Council therefore acknowledged that amendment proposals may also arise during the AGM and must be handled accordingly.

It was agreed that:

- Straightforward amendment proposals can be voted on directly at the AGM.
- More complex amendment proposals may require further review and, if necessary, be addressed through an additional AGM to ensure proper preparation and compliance.

The Council further noted that, while certain procedural or operational matters can be adjusted internally, amendments to the Articles of Association must always be decided by the AGM. The importance of maintaining a balanced approach was highlighted — ensuring democratic governance while preserving flexibility appropriate for a relatively small, volunteer-based organisation.

### **Current Status and Timeline**

The Council reviewed the current AGM preparation status:

- Two amendment proposals are currently being presented.
- All relevant materials have been circulated.
- The three nominated candidates have been publicly communicated.
- 

The agenda and timetable for the AGM were reviewed, including allocation of responsibilities for each agenda point.

Council confirmed that they will assist on site with practical arrangements, including registration. It was also noted that legal support will be available at the AGM, as Veikko and Jaanus will assist with formal procedures and amendment-related matters if needed.

Anneli expressed interest in further discussion regarding auditor-related matters and indicated that she would like to follow up separately with each council member.

### **Pre-AGM Session with the Ministry of Foreign Affairs**

Cecilia informed the Council that discussions are ongoing with the Ministry of Foreign Affairs (MFA) regarding a potential pre-AGM session. The objective is to create an engaging format that may increase attendance and provide added value to members prior to the formal AGM proceedings.

Planning is ongoing, and further details will be confirmed once alignment with the MFA has been finalised.

## **12.9 Event Planning and Upcoming Activities**

The Council reviewed the upcoming event calendar.

Peter proposed organising a football tournament in September.

Ulrika suggested arranging a company visit to Fors MW on 16 April.

Janar proposed holding the Chamber's tennis tournament on 28 April.

Cecilia will update the consolidated event overview in the shared drive to reflect the proposed additions and dates.



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No further discussion was required under this item.

### 12.10 Other Busniesses

A question was raised regarding the status of a Council member in the event that:

- The individual changes employment to a company that is not a member of the Chamber, or
- The company represented by the Council member withdraws from membership.

Different views were expressed as to whether the Council mandate primarily follows the individual or the member company.

It was noted that Council members are formally elected by the AGM. Therefore, no automatic replacement would take place during the term without a formal process.

The general view was that such situations should be handled on a case-by-case basis, taking into account timing and circumstances. In practice, a Council member may in most cases continue serving until the end of the term year, unless otherwise decided.

The matter will be further clarified and, if necessary, formalised following the AGM.

### 12.11 Action Points & Next Steps

The following action points were noted:

- Circulate final AGM materials and candidate list to members.
- Allow members to submit comments or feedback ahead of the AGM.
- Handle any amendment proposals raised at the AGM in accordance with the Articles of Association.
- Continue refining AGM planning and practical arrangements in upcoming Tuesday meetings.
- Finalise working structure for 2026 (event responsibilities and council support) after the AGM.
- Continue membership invoicing and enforce stricter payment procedures for non-members.
- Explore improvements to Stripe payment and invoicing processes.
- Update event overview (Fors MW visit, tennis tournament, proposed football tournament).

### 12.12 Closing Remarks

The Chair thanked all participants for a constructive and engaged discussion.

The date of the next Council meeting will be decided after the AGM.