



MINUTES
BOARD OF DIRECTORS' MEETING BY CONFERENCE CALL
INTERNATIONAL CADMIUM ASSOCIATION
Thursday, February 19, 2009 – 1600 Hours (4 PM) Brussels Time

1. CALL TO ORDER

This conference call was held as a follow-up to the Annual General Assembly of Members of the International Cadmium Association in London on October 16, 2008, and was held specifically to elect a new Chairman, Vice-Chairman, and to establish a proposed Executive Committee for the Association.

In the absence of a Chairman, the meeting was called to order by the General Manager, Dr. Christian Canoo, at 4:10 PM (Brussels Time). Those participating in the Board of Directors Conference Call included the following:

REPRESENTATIVE

Tim Pugh
Laurent Smits(Proxy to Eric Nottez)
Emil Josendal
Anne Dekker
Colin Graham
Patrick de Metz
Mike Takao(Proxy to Ralf zur Steege)
Eric Nottez

MEMBER COMPANY

Black & Decker
Floridienne Chimie SA
New Boliden for IZA
Nystar for IZA
Rockwood Pigments (UK) Limited
SAFT
Sanyo
SNAM

STAFF

Noomi Lombaert
Christian Canoo
Hugh Morrow

ORGANIZATION

International Cadmium Association
International Cadmium Association
International Cadmium Association

2. MEETING AGENDA AND STATEMENT OF COMPLIANCE

The complete presentation of all materials presented during the conference call is attached to these Minutes. The agenda for the conference call is shown as Slide 2. The General Manager, Christian Canoo, then read and reviewed the Statement of Compliance for the conduction of

the Association's meetings under Belgian law. This Statement of Compliance is shown on Slide 3.

3. ELECTION OF THE CHAIRMAN

Christian Canoo reviewed the new ICdA Board of Directors which was elected at the General Assembly of Members on October 16, 2008 held in London, UK. The Board of Directors, as it is presented constituted, is shown in Slide 4 of the attached presentation. Of the ten Directors, eight were participating in the conference call or were represented by Proxy. Laurent Smits of Floridienne Chimie was represented by Proxy by Eric Nottez of SNAM, while Mike Takao of Sanyo was represented by Proxy by Ralf zur Steege of Sanyo Europe GmbH. With eight of the ten Directors participating the Board of Directors conference call, a quorum was established for the transaction of business (see Slide 5).

The General Manager explained that as a result of discussions held between the representatives of ICdA Member Companies, including some Members of the Board of Directors, a resolution was formulated to nominate Emil Josendal of Boliden AB to be the new Chairman of the International Cadmium Association. Emil Josendal is Group Environmental Manager of Boliden AB and is based at their refinery in Odda, Norway, where they are one of the few remaining cadmium producers in Europe. Mr. Josendal has been a Member of the ICdA Board of Directors since 2007 and is one of the three Directors who represent the International Zinc Association. This information is summarized in Slide 6 of the attached presentation. Patrick de Metz inquired about the present relationship between Boliden AB and Outokumpu Oy, and Mr. Josendal explained that the two companies are now separate organizations, but that the refinery at Odda was formerly part of the Outokumpu Group.

Upon motion duly made by Patrick de Metz and unanimously approved by all Directors participating in the conference call, Emil Josendal was elected as the Chairman of the International Cadmium Association.

4. ELECTION OF THE VICE-CHAIRMAN

General Manager, Christian Canoo, announced that one of the present Vice-Chairman, Colin Graham of Rockwood Pigments, had announced his intention to resign the Vice-Chairman's position at ICdA because he had assumed additional responsibilities within Rockwood Pigments. Colin Graham intended to remain on the ICdA Board of Directors but would not in future be able to devote as much time as necessary to fulfill the Vice-Chairman's responsibilities.

Dr. Canoo indicated that he had consulted amongst ICdA Member Company representatives and, as a result of these discussions, proposed to nominate Laurent Smits of Floridienne Chimie SA as Vice-Chairman to replace Colin Graham and to serve as a representative for the interests of the cadmium oxide producers. Dr. Patrick de Metz would remain in his position as the other Vice-Chairman of ICdA to represent the interests of the nickel-cadmium battery industry. This information is summarized in Slide 7 of the attached presentation. Christian Canoo stated that he had discussed this proposal with Laurent Smits who responded that he would accept the nomination if elected by the Board of Directors.

Upon motion duly made by Anne Dekker and unanimously approved by all Directors participating in the conference call, Laurent Smits was elected as a Vice-Chairman of the International Cadmium Association.

5. ESTABLISHMENT OF THE EXECUTIVE COMMITTEE

Christian Canoo reported that, as a result of recent discussions between ICdA Member Company representatives, staff and Board Members, a wish had been expressed to enhance the efficiency of the Association by the establishment of an Executive Committee which would work with the ICdA staff to provide guidance and assistance, make decisions if necessary, and report to the Board of Directors on a more frequent basis than the roughly biannual meetings which are presently being held. The Executive Committee would consist of the Chairman, the two Vice-Chairmen, and the ICdA staff. The present plan is that the Executive Committee would convene conference call meetings on a regular basis, approximately every two months. The details of this proposal are summarized in Slide 8 of the attached presentation.

Upon motion duly made by Emil Josendal and approved unanimously by all Directors participating in the conference call, the Executive Committee of the International Cadmium Association was established as described herein.

6. REPORT ON THE HEALTH AND SAFETY COMMITTEE

During the most recent General Assembly of Members held on October 16, 2008 in London, UK, the International Cadmium Association had established a Health and Safety Committee, and a number of specific measures had been undertaken. Christian Canoo reported that this committee has been invited to meet on a regular quarterly basis, that an experienced consultant (Bernard Pitie formerly with FEDEM and well-known in the European nonferrous metals industry) has been retained to assist the Health and Safety Committee, and that all ICdA Company Member representatives have been invited to participate in the activities of this group. This information is summarized in Slide 9 of the attached presentation.

Upon motion duly made by Tim Pugh and approved unanimously by all Directors participating in the conference call, Patrick de Metz of SAFT SA was elected as Chairman of the Health and Safety Committee.

Upon motion duly made by Anne Dekker and approved unanimously by all Directors participating in the conference call, the Health and Safety Committee was authorized to proceed with the assessment of the collection of cadmium occupational exposure data by a neutral "Trustee" and to develop a list of priority issues upon which the Association should engage.

Eric Nottez of SNAM raised the issue of whether or not the Health and Safety Committee would meet in person or would meet via teleconference calls. He cited travel and budget costs issues as well as the amount of time required for travel for meetings which would be held approximately four times a year. Patrick de Metz responded that, while everyone appreciated time and travel cost considerations, the nature of the Health and Safety Committee's work requires first-hand information on industry best practices from the affected sites, input from all industry sectors, and agreement on technically complex and sometimes politically difficult questions. Patrick de Metz also emphasized that Committee meetings were likely to be six hours long, and that it would be problematic to maintain telephone conference calls with optimal interaction and availability of information for that length of time.

Therefore, in order for the Committee to reach a technically and politically robust consensus and agreement, the physical presence of the plant specialists would be necessary. Emil Josendal and Anne Dekker, however, also noted that the Health & Safety Committee meetings should be flexible enough so that those members who were not able to attend face-to-face meetings in person could also participate by teleconference. There was general

agreement that some flexibility should be maintained to allow the participation of all interested Health & Safety Committee members and other interested parties, but that face-to-face meetings should be participated in to the maximum extent possible.

7. INTERNATIONAL CADMIUM ISSUES

Hugh Morrow reviewed in detail the present state of international negotiations, protocols and actions being directed against cadmium and cadmium products. These issues are outlined in Slide 10 attached to this presentation. There has been a marked increase in activity in the past six months within the United Nations Economic Commission for Europe (UNECE) Long Range Transboundary Air Pollution Heavy Metals Protocol, the United Nations Environment Program's (UNEP) initiatives on lead and cadmium, the Intergovernmental Forum on Chemical Safety (IFCS) workshop on trade in lead and cadmium products, and the global Strategic Assessment for Integrated Chemicals Management (SAICM). With the change in the US administration, at least one major shift in policy has occurred, and the EU and certain EU countries have redoubled their efforts to have lead and cadmium products banned or restricted on the international level.

At UNECE, Sweden, the Netherlands and Germany appear to be orchestrating an effort to bypass established protocols for adding new metals and new products to the Heavy Metals Protocol. Right now, they, along with the EU, have proposed the addition of all mercury products to the list of banned products. However, Netherlands and Sweden wish to expand this list to include lead and cadmium products as well. The next meeting of the UNECE Task Force on Heavy Metals will be held May 27-28 in Stockholm, and will consider these issues.

The UNEP Governing Council is meeting during the week of February 16-20, 2009 in Nairobi to consider a number of proposals regarding lead and cadmium products. While the United States and Canada have announced their new support of a Legally Binding Instrument to restrict all sources of mercury, products with intentional mercury as well as products with unintentional levels of mercury, the EU and certain countries such as Sweden and Netherlands wish to expand that program to include cadmium and lead as well. The cadmium industry concern is that, once a mercury precedent is established, the Nordics will attempt to expand that precedent to cadmium products as well. The EU also does not share the US and Canadian policy that all sources should be addressed. The EU and the Nordic countries simply wish to ban products to be consistent with EU law.

Another aspect of the UNEP discussions is the insistence by the EU along with some African countries that it is extensive trade in cadmium products rather than long range transboundary air transport that leads to extensive cadmium contamination in developing countries. The IFCS has also been supporting this position and held a workshop in Dakar, Senegal in September 2008 exploring this concept. Patrick de Metz presented a paper at that workshop on behalf of ICdA. The UNEP Department of Trade, Industry and the Environment (DTIE) Chemicals Branch has also prepared a report on the subject of the human health and environmental effects of trade in lead and cadmium products in Africa which is reportedly to be tabled at the UNEP meeting in Africa. No one except the UNEP Secretariat has seen this report and the USA and Canada have expressed their strong displeasure that such a report will be tabled at the Nairobi meeting without any prior review.

The USA and Canada, along with several other countries such as Australia, New Zealand, China and Korea, believe that any consideration of lead and cadmium products should be carried out within the context of SAICM. This would be a far more favorable venue for both industry and the USA/Canada/Australia/New Zealand/China/Korea coalition in that the EU is far less influential in this forum, and that a much broader range of issues besides chemicals management are considered at SAICM.

8. NEW MEMBERSHIP

Christian Canoo announced that ENERSYS, a large manufacturer of lead acid batteries headquartered in the United States but with a nickel-cadmium industrial battery division in Germany, had approach the International Cadmium Association to apply for Membership. The association's Articles of Association and the ICdA Assessment Rate Structure has been forwarded to Barry Kelley, the ENERSYS representative in the UK, and he has agreed to those provisions and applied for membership in ICdA. According to our Articles of Association, a new Member must be approved by the Board of Directors.

Upon motion duly made by Ralf zur Steege and unanimously approved by all Directors participating in the conference call, the application for Membership of ENERSYS was confirmed.

9. UPCOMING MEETINGS

Christian Canoo announced that the following meetings of the International Cadmium Association would be held as follows:

- General Assembly of Members – October 15, 2009 in London UK during London Metal Exchange Week. Exact time and place will be announced.
- North American Informational Meeting – Proposed for either April 16th, 2009 or April 30th, 2009. Hugh Morrow will contact North American Members to determine if internet teleconference would be preferable or a meeting in a central location.
- Board of Directors internet teleconference – June 11, 2009 at 3 PM (Brussels Time)
- Executive Committee – Time and place to be established by Executive Committee members.

10. ADJOURNMENT

With no further business before the meeting, Chairman Emil Josendal adjourned the meeting at 1655 Hours (4:55 PM) Brussels Time.

Respectfully Submitted,

Hugh Morrow
Secretary, Pro-Tempore

Approved,

Emil Josendal
Chairman



ICdA Board of Directors Meeting

19 February 2009, 4 PM (Brussels Time)

<https://www1.gotomeeting.com/join/878721747>

For audio, dial +32 2 600 81 89, no access code

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Agenda

- Review of Agenda & Statement of Compliance
- Election of the new ICdA Chairman
- Election of a new Vice-Chairman: Colin Graham , current Vice-Chairman, is stepping down from this Vice-Chairman position.
- Vote on the resolution to create an "Executive Committee" that would enhance the efficiency of the Association
- Election of the Chairman of the Health and Safety Committee
- Confirmation of the mission of the Health and Safety Committee for Collection of Cadmium Occupational Exposure Data by "Trustee"
- Report on International Cadmium Activities (UNECE, UNEP, IFCS, SAICM)
- New Application for ICdA Membership
- Next Meeting Dates
 - General Assembly of Members – October 15, 2009 in London UK
 - ICdA Informational Meeting – April 16th or 30th, 2009 in North America
 - Board of Directors Teleconference – June 11, 2009 at 3 PM Brussels Time
 - Executive Committee – To Be Determined by Committee Members

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STATEMENT OF COMPLIANCE

- The purpose of the meeting is to address, under the applicable confidentiality rules, issues concerning Cadmium and Cadmium compounds producers and importers and more particularly their obligations under the several regulations.
- The minutes kept during the meeting will have to reflect all significant matters discussed during the meeting.
- No discussions will be held, formally or informally, during specified meeting times or otherwise, involving, directly or indirectly, express or implicit agreements or understandings related to: (a) any company's price; (b) any company's terms or conditions of sale; (c) any company's production or sales levels; (d) any company's wages or salaries; (e) the division or allocation of customers or geographic markets; or (f) customer or suppliers boycotts; or (g) any disclosure of information which may affect applicable rules on Competition Law.
- The International Cadmium Association (ICdA), as a group will make no recommendations of any kind and will not try to reach any agreements or understandings with respect to an individual company's prices, terms or conditions of sale, production or sales levels, wages, salaries, customers or suppliers.

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The new Board 2009

As resolved during our latest General Assembly of Members on October 16 2008 in London, the Board consists of:

- Mark Edwards (IZA), elected as Board Member in 2008
- Anne Dekker (IZA)
- Emil Josendal (IZA)
- Patrick de Metz (SAFT), Vice-Chairman
- Colin Graham (Rockwood Pigments), resigning as Vice-Chairman,
- Laurent Smits (Floridienne Chimie), elected as Board Member in 2008
- Mike Takao (Sanyo)
- Al Hardies (Inmetco)
- Eric Nottez (Snam), elected as Board Member in 2008
- Tim Pugh (Black& Decker)

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Quorum of Directors

The following Directors are participating directly in the meeting or have nominated a "proxy":

- Anne Dekker (IZA)
- Emil Josendal (IZA)
- Patrick de Metz (SAFT)
- Colin Graham (Rockwood Pigments)
- Laurent Smits (Floridienne Chimie) indicated Eric Nottez as "proxy"
- Mike Takao (Sanyo) indicated Ralf zur Steege as "proxy"
- Eric Nottez (SNAM)
- Tim Pugh (Black & Decker)

Thus, eight of the ten Directors participated in the conference call, and a Quorum of Directors is established.

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Election of the new Chairman

- Discussions have been held between Member Company representatives and some Board members.
- **Proposed resolution** : Agreed by 8/8 Directors
 - Emil Josendal is proposed to be the new Chairman of ICdA:
 - ✓ He is Group Environmental Manager at Boliden AB, based in Odda, Norway, which is still a producer of refined cadmium in Europe.
 - ✓ He has been a member of the ICdA-Board since 2007 as one of the three IZA-representatives

No other proposal has been received

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Election of a new Vice-Chairman

- Colin Graham has announced his intention to resign from his Vice-Chairman position. Discussions have been held between Member Company representatives and some Board members to nominate a new Vice-Chairman.
- **Proposed resolution** : Agreed by 8/8 Directors
Laurent Smits is proposed to be the one of the two Vice-Chairmen of ICdA:
 - ✓ He is Cd-business line manager at La Floridienne Chimie
 - ✓ He has been a member of the ICdA-Board since 2008 as the representative of the "Cd Oxide manufacturers" category of members

No other proposal has been received
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Setting up of a Board advisory "Executive Committee"

- During the recent discussions between members representatives, staff and several Board Members, it appeared that the decisional efficiency of ICdA-Board could be enhanced by setting-up of an "Executive Committee" or a "Strategic Committee" that:
 - Would be composed of the Chairman and the two Vice-Chairmen
 - Provide guidance and assistance to ICdA staff, if and when issues with the implementation of General Assembly/Board of Directors' decisions arise,
 - Report to the Board on issues including progress on strategic initiatives
 - Meet (conference call) on a regular basis
- **Proposed resolution**: Agreed 8/8
Creation of an "ExCom" composed of the chairman and the two vice-chairmen and that will meet on a regular basis every 2months >3pm. Date will be proposed by the ExCom-members

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ICdA "H&S Committee"

- As decided during the last GA
 - A H&S Committee has been set up and is invited to meet regularly, i.e. on a quarterly basis
 - A experienced consultant has been hired for animating those meetings: Bernard Pitie, formally with the FEDEM (~20d /y)
 - All interested practitioners (plant H&S issue) are invited
 - We still have:
 - ✓ to indicate the Board-representative who will chair those meetings
 - ✓ to confirm the H&S-committee mandate to seek for the feasibility and need of the "Cd Occupational Exposure Data" collection by a "Trustee".
 - ✓ The H&S Committee to come up with a priorities-plan
- **Proposed resolutions** : Agreed by 8/8 Directors
 - (1) Patrick de Metz, Vice Chairman, is proposed by the Board to chair the Health and Safety Committee
 - (2) The Health and Safety Committee will be asked to proceed with:
 - (1) the assessment of the collection of data by a "Trustee" regarding Cd-occupational exposure
 - (2) A priority list of issues

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International Cadmium Programs

UNECE LRTAP Heavy Metals Protocol

Workshop in Stockholm May 27-28

UNEP Heavy Metals Program

GC25 in Nairobi Feb 16-20

UNEP DTIE Report: Trade in Cd

**IFCS Workshop on Trade in Lead and
Cadmium Products – Dakar Sept 2008**

**Emphasis Now on Binding Agreement on
Mercury But Nordics and EU Keep Trying to
Include Lead and Cadmium**

New Membership

- ❑ Barry Kelley from Enersys would like you to consider his application for joining ICdA . He has received and agreed to:
 - The Articles of Association,
 - The fees rates

- ❑ The new membership is welcomed by 8/8 Board members.

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Upcoming Meetings

- ❑ The next General Assembly of Members will be held on October 15th, 2009 in London UK.

- ❑ The next North American informational meeting is proposed for April 16 or April 30, possibly as an internet teleconference.

- ❑ The next Board of Directors meeting will be held by teleconference on June 11th, 2009 at 3 PM (Brussels Time)

- ❑ The first meeting of the Executive Committee will be established by the Executive Committee Members.

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