



IFFO RS Governing Board Terms of Reference

1. Purpose

- 1.1. This document describes the roles and responsibilities of the IFFO RS Governance Board.

2. Scope

- 2.1. The IFFO RS Governing Board (GB) has responsibility for the IFFO RS and IFFO RS COC certification schemes (Scheme). This includes:
 - 2.1.1. Development, revision and interpretation of all Scheme standards.
 - 2.1.2. Development, revision and interpretation of all Scheme requirements for Certification Bodies (CBs).
 - 2.1.3. Development, revision and interpretation of all rules covering claims and logo use by CBs and certificate holders, including applicants.
 - 2.1.4. Development, revision and interpretation of all procedures for resolving complaints and appeals.
 - 2.1.5. Development, revision and interpretation of all procedures to be followed in the management and operation of the Scheme.
 - 2.1.6. Approve entering into contracts needed for the operation of the Scheme. (i.e. logo agreements, contracts with CBs, etc...)
 - 2.1.7. Negotiation and approval of all agreements for cooperation or mutual recognition with other certification schemes.
- 2.2. The GB does not have a decision making role in the approval, suspension, cancellation or in setting conditions of certificates; which are the responsibility of the CBs.

3. Meetings

- 3.1. The GB meets at least twice a year; extraordinary meetings may be held if required, and where agreed by the chair.
- 3.2. Dates and locations for meetings shall be announced by the chair no less than 60 days in advance of the meeting.
- 3.3. A proposed agenda shall be circulated by the chair to all members no less than 30 days in advance of the meeting.
- 3.4. Meetings shall be held in person or by teleconference.
- 3.5. Decisions of the GB shall be taken in person, by teleconference, by electronic communication or by fax.
- 3.6. Decisions shall be taken based on the will of a majority of members of the GB. In the event of a tie the chairman shall be entitled to a casting vote.
- 3.7. For a resolution to be passed, at least one member of the GB representing the NGO's is required to be in favour.
- 3.8. Members and observers of the GB shall submit a written declaration of conflicts of interest. (see Annex 1)

4. Membership

- 4.1. The GB shall have up to sixteen (16) members and observers in total.
 - 4.1.1. Membership shall include as a maximum:
 - 4.1.1.1. Three (3) representatives from the fishmeal/fish oil industry (No two (2) representatives shall be from the same country)
 - 4.1.1.2. Three (3) representatives from environmental non-governmental organizations.
 - 4.1.1.3. Nine (9) representatives from the supply chain for fishmeal and fish oil products.
 - 4.1.1.3.1. These can include: traders, fish feed producers, fish farmers, fish processors, retailers, consumer groups and related standards.
 - 4.1.1.4. The IFFO Technical Director.

- 4.1.1.4.1. The IFFO Technical Director shall be a full member of the GB.
- 4.1.1.4.2. Term limits, if relevant, shall not apply to the IFFO Technical Director.
- 4.1.1.4.3. The IFFO Technical Director shall not serve as an officer of the GB.
- 4.1.2. Observers shall include:
- 4.1.2.1. The IFFO Director General
- 4.1.2.2. One (1) representative of accredited CBs.
- 4.2. The GB shall appoint new members to fill empty seats on the GB.
- 4.2.1. The initial appointment of members of the GB shall be made by the IFFO Board of Directors.
- 4.3. In selecting new members of the GB, the GB and IFFO shall seek to safeguard the impartiality of the Governing Board.
- 4.3.1. The GB shall include a representative balance of interests so that no single interest predominates.
- 4.4. Members will be appointed for up to three terms of three years.
- 4.5. With the exception of the IFFO Technical Director, members of the GB will be neither agents nor employees of IFFO.
- 4.6. The process of appointing members of the GB shall include consideration of potential real and perceived conflicts of interest.
- 4.7. Members of the GB may resign at any time by giving notice in writing to the Chair.
- 4.8. If a member of the GB has more than two consecutive unexcused absences from duly constituted meeting or is found to have acted in conflict of interest by the GB, he or she may be dismissed from the GB by resolution of the GB.

5. Quorum

- 5.1. Quorum shall be eight (8) members and must always include at least 1 NGO member.

6. Duties and Responsibilities of Members of the Governing Board

- 6.1. All GB members have a duty towards the Scheme and are appointed as individuals. In their role on the GB, members shall act in the

interests of the Scheme. Members of the GB shall not directly represent their employer or any other organization.

- 6.2. To advise the GB when any changes occur in their circumstances such as employment, membership of Associations or nominating bodies that may affect their eligibility to serve as a GB member.
- 6.3. To notify the GB of any reasons affecting his/her ability to serve on the GB.
- 6.4. To elect the Chair of the Board, who will serve for a maximum period of 3 years without the requirements for re-election.
- 6.5. To make themselves aware of their individual roles and the roles of the GB to ensure impartiality for the Scheme.

7. Observers to the Governing Board

- 7.1. Observers shall have voice and no vote at meetings of the GB.

8. Duties and responsibilities of the Chair of the Governing Board additional to his/her duties as an ordinary member

- 8.1. To manage the process for changes to the GB membership.
- 8.2. In concert with the secretariat, to schedule, arrange and chair meetings of the GB.
- 8.3. To propose the agenda for all GB meetings.
- 8.4. To receive and distribute information regarding membership and composition of the GB.
- 8.5. To ensure that the GB composition complies with stated policy, these Terms of Reference and the need for impartiality and independence.
- 8.6. To oversee the complaints and appeals procedures.
- 8.7. To appoint Complaints and Appeals Panel members when required.
- 8.8. To rule on conflicts of interest when a member or observer disagrees with the opinion of the GB.
- 8.9. The Chair of the GB does not vote on normal resolutions. In the case of a tied vote the Chairman shall be entitled to a casting vote.

9. Responsibilities of the Governing Board

- 9.1. To determine strategy for the Scheme.
- 9.2. To formulate policy relating to the operation of the Scheme.

- 9.3. To have an overview of the implementation of those policies.
- 9.4. To set up ad-hoc committees as required and delegate activities to them.
- 9.5. To review reports from staff and ad-hoc committees.
- 9.6. To ensure all members understand and fulfil their fiduciary duties and responsibilities as Board members.
- 9.7. To select and appoint a suitable independent Chair.
- 9.8. To review the structure of the GB against changing needs and make changes as necessary.
- 9.9. To approve the issue of IFFO RS Standards, Certification Requirements, Quality Manual and Operating Procedures.
- 9.10. To review an annual budget for the operations of the Scheme.
 - 9.10.1. The GB shall work to ensure sustainable financing of the Scheme, and shall advise the IFFO Board on financial matters which, in its view, compromise its ability to run the Scheme impartially.
- 9.11. The GB shall submit an annual report (prepared by the secretariat) to IFFO on the operations of the Scheme.

10. Compensation

- 10.1. With prior agreement, IFFO shall pay reasonable expenses to the members of the GB.

11. Relationship with IFFO

- 11.1. IFFO shall not call into question the GB's decisions on areas listed in the scope (Section 2).
- 11.2. In cases where IFFO and the GB disagree over whether or not a decision is included in the scope of the GB's authority the two parties shall enter into a process to resolve the disagreement. This process shall include the following elements:
 - 11.2.1. An independent arbitrator shall be appointed that is agreed by both parties.
 - 11.2.2. The arbitrator shall have the qualifications and experience to rule on the issue in question.
 - 11.2.3. The parties will agree to accept the decision of the arbitrator.

- 11.2.4. IFFO and the GB shall present their positions to the arbitrator.
- 11.2.5. The arbitrator may consult outside experts if he or she feels it is necessary to gather sufficient information to take a decision.
- 11.2.6. The arbitrator shall issue a decision that may, but is not required to be one of the positions presented.
- 11.2.7. The decision of the arbitrator shall be bound by these TOR and by established WTO, ISO, ISEAL and other recognized international norms.



ANNEX 1

Conflicts of Interest Declaration Form

As a member of the IFFO RS Scheme Governance Body, you are required to act in the best interests of the Scheme and must disclose any duty or interest that might conflict with your duty or interest to the Scheme, in accordance with the IFFO RS Scheme Governance Board's Conflict of Interest Policy.

1. Have you, or people connected with you through family, business or another charity, have an interest in a certification body?

Yes: _____ No: _____

2. A perceived direct or indirect conflict with my duty as a member of the IFFO RS GB may arise because:

(a) I hold the following offices (appointed or elected):

Attestation and Signatures

If at any time following the signing of this Declaration, there are any material changes regarding conflict of interest, I shall forthwith file an updated Declaration.

I, _____ (print name)

attest to the veracity of the information provided in this Declaration; and acknowledge the IFFO RS Conflict of Interest Policy.

Signature _____

Date _____