

IFFO RS GOVERNING BOARD TERMS OF REFERENCE

Purpose

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

1. Scope

- 1.1. The IFFO RS Governing Board (GB) has responsibility for the IFFO RS and IFFO RS COC Certification Schemes (Scheme). This includes:
 - 1.1.1. Oversight of the Development, Revision and Interpretation of all Scheme standards.
 - 1.1.2. Oversight of the Development, Revision and Interpretation of all Scheme Requirements for Certification Bodies (CBs).
 - 1.1.3. Oversight of the Development, Revision and Interpretation of all rules covering claims and logo use by CBs and Certificate Holders, including Applicants.
 - 1.1.4. Oversee the Decision-Making Processes used in the development of all new versions of the standard that are used by a Technical Advisory Committee in line with their agreed Terms of Reference (ToR).
 - 1.1.5. Development, Revision and Interpretation of all procedures for resolving Complaints and Appeals with respect to the contents and scope of all the Scheme's standards.
 - 1.1.6. Development, Revision and Interpretation of all procedures to be followed in the Management and Operation of all the Scheme's standards.

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- 1.1.7. Approve entering into contracts needed for the Operation of the Scheme. (i.e. Logo Agreements, Contracts with CBs, etc...)
- 1.1.8. Negotiation and Approval of all Agreements for Cooperation or Mutual Recognition with other Certification Schemes.
- 1.1.9 The GB does not have a decision-making role in the Approval, Suspension and/or Cancellation of Certificates or in setting conditions of certification; which are the responsibility of the CBs.

2. Meetings

- 2.1. The GB meets at least twice a year; extraordinary Meetings may be held if required, and where agreed by the Chair.
- 2.2. Dates and locations for Meetings shall be announced by the Chair no less than 60 days in advance of the Meeting.
- 2.3. A Proposed Agenda shall be circulated by the Chair to all Members no less than 30 days in advance of the Meeting.
- 2.4. Meetings shall be held in person or by teleconference.
- 2.5. Decisions of the GB shall be taken in person, by teleconference, by electronic communication or by fax.
- 2.6. 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.
- 2.7. For a resolution to be passed, at least one (1) Member of the GB representing the NGO's is required to be in favour.
- 2.8. Members and Observers of the GB shall submit a written Conflict of Interest Declaration Form (see Annex 1 in E1).

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2.9. All agreed actions resulting from GB Meetings shall be recorded in writing by the IFFO RS Secretariat and circulated to the GB Members for Approval.

3. Membership

3.1. The GB shall have up to sixteen (16) Members in total.

3.1.1. Membership shall include as a maximum:

3.1.1.1. Three (3) Representatives from Marine Ingredient producers , to be nominated by IFFO (No two (2) Representatives shall be from the same country).

3.1.1.2. Three (3) Representatives from Environmental Non-Governmental Organisations.

3.1.1.3. Nine (9) Representatives from the Supply Chain for Marine Ingredient Products.

3.1.1.3.1. These can include: Traders, Fish Feed Producers, Fish Farmers, Fish Processors, Retailers, Consumer Groups and Related Standards.

3.1.1.4. The IFFO Technical Director.

3.1.1.4.1. The IFFO Technical Director shall be a Full Member of the GB.

3.1.1.4.2. Term limits, if relevant, shall not apply to the IFFO Technical Director.

3.1.1.4.3. The IFFO Technical Director shall not serve as an Officer of the GB.

3.1.1.5. The Chair of the Board who shall be appointed by the GB.

3.1.1.5.1. The Chair of the Board shall be appointed for a period of three (3) years, he/ she may be dismissed with three (3) months' notice from the GB by resolution of the GB.

3.1.2. Observers may include:

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3.1.2.1. The IFFO Director General.

3.1.2.2. One (1) Representative of each IFFO RS approved accredited CBs.

3.2. The GB shall appoint new Members to fill empty seats on the GB.

3.2.1. The Initial Appointment of Members of the GB shall be made by the IFFO RS Secretariat following Approval from the existing Board Members of the GB.

3.3. In selecting new Members of the GB, the GB and IFFO RS Secretariat shall seek to safeguard the impartiality of the GB.

3.3.1. The GB shall include a representative balance of interests so that no single interest predominates.

3.4. Members will be appointed for up to three terms of three years.

3.5. With the exception of the IFFO Technical Director, Members of the GB will be neither Agents nor Employees of IFFO.

3.6. The Process of Appointing Members of the GB shall include consideration of Potential, Real and Perceived Conflicts of Interest.

3.7. Members of the GB may resign at any time by giving notice in writing to the Chair.

3.8. If a Member of the GB has more than two (2) 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.

4. Quorum

4.1. Quorum shall be eight (8) Members and must always include at least one (1) NGO Member.

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5. Duties and Responsibilities of Members of the Governing Board

- 5.1. All GB Members have a duty towards the Scheme and are appointed as individuals. In their role on the GB. GB Members shall act in the interests of the Scheme and shall not directly represent their Employer or any other Organisation.
- 5.2. 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.
- 5.3. To notify the GB of any reasons affecting his/her ability to serve on the GB.
- 5.4. To appoint the Chair of the Board..
- 5.5. To make themselves aware of their individual roles and the roles of the GB to ensure impartiality for the Scheme.
- 5.6. To give Final Approval on all new versions of the Scheme’s standards that are developed by the Technical Advisory Committee prior to Applicants being certified to them.

6. Observers to the Governing Board

- 6.1. Observers shall have voice and no vote at Meetings of the GB.
- 6.2. Observers shall be invited to meetings at discretion of the Chair of the Board.

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

- 7.1. To act in the interests of the Scheme and shall not directly represent their Employer or any other Organisation.
- 7.2. To ensure impartiality for the Scheme.

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- 7.3. 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 Chair of the GB.
- 7.4. To notify the GB of any reasons affecting his/her ability to serve as Chair of the GB.
- 7.5. To manage the Process for Changes to the GB membership.
- 7.6. Together with the Secretariat, to schedule, arrange and chair Meetings of the GB.
- 7.7. To propose the agenda for all GB meetings.
- 7.8. To receive and distribute information regarding Membership and Composition of the GB.
- 7.9. To ensure that the GB Composition complies with stated Policy, these Terms of Reference and the need for impartiality and independence.
- 7.10. To oversee the Complaints and Appeals procedures related to the Scheme standard's development and content.
- 7.11. To appoint Complaints and Appeals Panel Members when required.
- 7.12. To rule on Conflicts of Interest when a Member or Observer disagrees with the opinion of the GB.
- 7.13. 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.

8. Responsibilities of the Governing Board

- 8.1. To determine strategy and measurable impacts for the Scheme's standards.

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- 8.2. To formulate Policies relating to the Operation and Monitoring of the Scheme's standards.
- 8.3. To have an overview of the implementation of those Policies.
- 8.4. To set up Ad-Hoc Committees as required and delegate activities to them.
- 8.5. To review Reports from Secretariat and Ad-Hoc Committees.
- 8.6. To ensure all Members understand and fulfil their Fiduciary Duties and responsibilities as Board Members.
- 8.7. To select and appoint a suitable, impartial Chair.
 - 8.7.1. To set a reasonable rate of compensation for the Chair of the Board.
- 8.8. To review the structure of the GB against changing needs and make changes as necessary.
- 8.9. To approve the issue of all IFFO RS standards, Certification Requirements, Quality Manual and Operating Procedures.
- 8.10. To review an Annual Budget for the operations of the Scheme.
 - 8.10.1. The IFFO RS Secretariat shall work to ensure sustainable financing of the Scheme, and shall advise the GB on financial matters which, in its view, compromise its ability to run the Scheme impartially.
- 8.11. The IFFO RS Secretariat shall submit an Annual Report to the GB on the Operations of the Scheme.

9. Compensation

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- 9.1. The Chair of the Board shall receive reasonable remuneration from IFFO RS as agreed by the Members of the GB.
- 9.2. With prior agreement, IFFO RS shall pay reasonable expenses to the Members of the GB.

10. Relationship with IFFO RS Secretariat

- 10.1. IFFO RS shall not call into question the GB’s decisions on areas listed in the Scope (Section 2).
- 10.2. In cases where IFFO RS 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:
 - 10.2.1. An independent Arbitrator shall be appointed that is agreed by both parties.
 - 10.2.2. The Arbitrator shall have the qualifications and experience to rule on the issue in question.
 - 10.2.3.
 - 10.2.4.
 - 10.2.5. The Arbitrator may consult outside experts if he or she feels it is necessary to gather
 - 10.2.6. The Arbitrator shall issue a decision that may, but is not required to be one of the positions presented.
 - 10.2.7. The decision of the Arbitrator shall be bound by these ToR and by established WTO, ISO, ISEAL and other recognised International Norms.

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sufficient information to take a decision.



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Member Agreement of Participation

This document stands as a non-binding agreement of participation for the below signatory; the person named herein has agreed to participate as a member of the IFFO RS Governance Board.

Name: _____ Date: _____

Title: _____

Signature: _____

ANNEX 1

Conflicts of Interest Declaration Form

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As a member of the IFFO RS Scheme Governance Board, you are required to act in the best interests of the Programme. You must disclose any duty or interest that might conflict with your duty or interest to the Programme, in accordance with the IFFO RS 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)

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

Signature _____ Date _____

AMENDMENT LOG

DATE	ISSUE	AMENDMENT	AUTHORISED BY
17/09/2013	1.3	Introduction of independence from certification decision	IFFO RS GB
17/09/2013	1.3	Introduction of decisions rules and Chairman casting vote	IFFO RS GB
17/09/2013	1.3	Increase of NGO representation	IFFO RS GB
17/09/2013	1.3	Increase number of board members from 7 to 9	IFFO RS GB
17/07/2014	1.4	Change in Format	Andrew Jackson
15/04/2015	1.5	Introduction of IFFO RS Secretariat	IFFO RS GB
15/04/2015	1.5	Introduction of wording Oversight	IFFO RS GB
15/04/2015	1.5	Introduction of Standards Revision Process, duties and Technical Advisory Committee (TAC)	IFFO RS GB
15/04/2015	1.5	Introduction of duties over Standard development and TAC	IFFO RS GB

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15/04/2015	1.5	 <p>Introduction of recording of actions by IFFO RS Secretariat</p>	IFFO RS GB
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15/04/2015	1.5	Introduction wording – IFFO Nominated Representative	IFFO RS GB
01/04/2016	1.6	Revision of wording for consistency and formatting	Andrew Jackson
04/05/2017	1.7	Wording change, Fishmeal/Fish oil for marine ingredient producer	IFFO RS GB
04/05/2017	1.7	Remove wording – IFFO Nominated Representative	IFFO RS GB
04/05/2017	1.7	Re-locate chairman term period and chairman notice period	IFFO RS GB
04/05/2017	1.7	Introduction of compensation for chairman	IFFO RS GB
04/05/2017	1.7	Introduction of extra duties and responsibilities for Chairman	IFFO RS GB
04/05/2017	1.7	Remove wording – and observers from clause 3.1	IFFO RS GB
04/05/2017	1.7	Introduction of clause 6.2	IFFO RS GB

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