



## TERMS OF REFERENCE FOR THE GOVERNING BODY COMMITTEE (the 'Committee') OF IFFO RS LIMITED (the 'Company') ('Terms of Reference')

Adopted by the IFFO RS Board of Directors ("Board") on 17 September 2018

### Preliminaries

- (A) The Company operates and develops a number of certification standards relating to the marine ingredient industry ('Standards').
- (B) The Company's sole member is IFFO (2012) Limited ('IFFO').

### 1. Purpose

- 1.1. The Committee has been established by a resolution of the Board for the purposes of developing, revising, interpreting all Standards and promoting pathways to achieving the Standards under the auspices of and as an integral part of the Company in accordance with the Board's power of delegation set out in Article 7 of the Company's Articles of Association (the 'Articles') and the provisions on committees set out in Article 8.
- 1.2. The Committee shall be administered and managed in accordance with these terms of reference and with any instructions or guidelines issued from time to time by the Board (provided these do not conflict with the relevant provisions in the Articles).

### 2. Duties of Member of the Committee

- 2.1. Members of the Committee shall:

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- 2.1.1 act in the interests of the Standards; and
- 2.1.2 shall not directly represent their employer or any other organisation to which they are connected.
- 2.1.3 advise the Committee 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 member of the Committee;
- 2.1.4 make themselves aware of their individual roles and the roles of the Committee to ensure they can act impartially.

### 3. Responsibilities

- 3.1 The Committee has the following responsibilities, as authorised by the Board:
  - 3.1.1 development, revision and interpretation of:
    - (a) the Standards;
    - (b) requirements for certification bodies ('CBs');
    - (c) rules covering claims and logo use by CBs and certificate holders;
    - (d) procedures for resolving complaints and appeals with respect to the contents and scope of the Standards; and
    - (e) procedures to be followed in the management and operation of the Standards;
  - 3.1.2 promoting pathways to achieving the Standards;

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- 2.1.5 development of the decision-making processes used in the development of all new versions of the Standards;
- 3.1.3 negotiation of all agreements for operation of and/or cooperation or mutual recognition with CBs.
- 3.1.4 set up ad hoc committees as required and delegate activities to them in accordance with clause 9 of these Terms of Reference;
- 3.1.5 review reports from the Company’s staff;
- 3.1.6 review the size, composition and structure of the Committee giving full consideration to succession planning for members of the Committee;
- 3.1.7 select and appoint a suitable Chair, led by the Appointments Committee, which includes two Board members and two Committee members, being an NGO representative and a supply chain representative;
- 3.1.8 ensure that on appointment, members of the Committee receive a full, formal and tailored induction including a written statement of their responsibilities and sign the Company’s code of conduct for members of committees;
- 3.1.9 review an annual budget for the operation of the Standards in consultation with the Board. For the avoidance of doubt, each budget must also be approved by the Board;
- 3.1.10 any other responsibilities delegated to the Committee by the Board.
- 3.2 For the avoidance of doubt, the Committee 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.

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**4. Duties and responsibilities of the Chair of the Committee additional to his/her duties as an ordinary member**

- 4.1 The Chair of the Committee shall have the following responsibilities:
  - 4.1.1 to ensure impartiality for the Standards is maintained by members of the Committee;
  - 4.1.2 to notify the Committee of any reasons affecting his/her ability to serve as Chair of the Committee;
  - 4.1.3 to manage the process for changes to the membership of the Committee;
  - 4.1.4 to ensure that the composition of the Committee complies with these Terms of Reference and the need for impartiality and independence;
  - 4.1.5 to ensure the efficient and proper conduct of Committee meetings, ensuring that all meetings are quorate and that all members of the Committee are given the opportunity to express their views before any important decision is taken but at the same time to ensure that only those who are eligible to speak and to vote, are invited to do so;
  - 4.1.6 to establish a constructive working relationship with, and ensure that the Committee meets its obligations to, the Board;
  - 4.1.7 to oversee any complaints and appeals procedures related to the Standard’s development and content as may be adopted by the Committee from time to time;
  - 4.1.8 to proactively address and manage conflicts of interest among the members of the Committee following the provisions in clause 9;
  - 4.1.9 to take decisions delegated to the Chair of the Committee;

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- 4.1.10 to ensure that the Committee receives professional advice when it is needed subject to clause 5.1.3.
- 4.2 In the case of a tied vote the Chairman shall be entitled to a casting vote.
- 4.3 The General Manager, who oversees the IFFO RS Secretariat, reports directly to the IFFO RS Board.
- 5. **Obligations**
  - 5.1 The Committee shall:
    - 5.1.1 appoint a secretary (the 'Committee Secretary');
    - 5.1.2 ensure that the Committee Secretary reports regularly to the Board or a representative thereof the deliberations of the Committee, including reporting promptly any resolution passed or taken by the Committee;
    - 5.1.3 not knowingly incur expenditure or liability on behalf of the Company except where authorised by the Board or in accordance with a budget which has been approved by the Board;
    - 5.1.4 comply at all times with such regulations, terms and conditions and mandates to any committee as may from time to time be made or imposed by the Board including a code of conduct for members of committees.
- 6. **Membership of the Committee**
  - 6.1 The Committee shall consist of a maximum of 15 members as follows:
    - 6.1.1 up to three representatives from marine ingredient producers, to be nominated by IFFO, provided that no more than two] representatives shall be from the same country (each a '**Producer Representative**');

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- 6.1.2 up to three representatives from environmental non-governmental organisations, (each an **‘NGO Representative’**);
- 6.1.3 up to eight representatives from the supply chain for marine ingredient products (such representatives can include traders, fish feed producers, fish farmers, fish processors, retailers, consumer groups and providers of related CS’s (each a **‘Supplier Representative’**); and
- 6.1.4 ex-officio, the IFFO Technical Director.
- 6.2 The IFFO Technical Director shall not serve as Chair of the Committee.
- 6.3 The Chair of the Committee shall be appointed by the Appointments Committee for a period of three years and he or she may be removed by the Appointments Committee by resolution of the Committee, in each case subject to approval by the Board.
- 6.4 The Appointments Committee shall appoint new members of the Committee to fill empty seats on the Committee.
- 6.5 With the exception of the IFFO Technical Director, members of the Committee:
  - 6.5.1 will be appointed for up to three terms of three years following which he or she must take a break from office and may not be reappointed until one year from the commencement of his or her break from office;
  - 6.5.2 will be neither agents nor employees of IFFO.
- 6.6 The process of appointing members of the Committee shall include consideration of potential, real and perceived conflicts of interest.
- 6.7 A member of the Committee shall cease to hold office if he or she:

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- 6.7.1 becomes incapable by reason of mental disorder, illness or injury of managing his or her affairs,
- 6.7.2 has more than two (2) consecutive unexcused absences from a duly constituted meeting;
- 6.7.3 he or she is removed from the Committee by resolution of the Committee or the Board;
- 6.7.4 in the case of the Board Member, he or she is no longer a member of the Board; or
- 6.7.5 resigns in writing (but only if at least 7 members of the Committee will remain in office when the resignation is to take effect); or
- 6.7.6 ceases to hold hold office and/or employment for any reason whatsoever with the business he or she was originally selected from to be a member of the Committee.

**7. Observers to the Committee**

- 7.1 Observers may include:
  - 7.1.1 The IFFO Director General;
  - 7.1.2 By invite, one representative of an IFFO RS approved accredited CB [up to a maximum of [three] CBs].
- 7.2 Observers shall be invited to meetings at discretion of the Chair of the Committee.
- 7.3 Observers may speak but shall not vote at meetings of the Committee.
- 7.4 Observers will be bound by the Committee Observer Code of Conduct.

**8. Decision Making of the Committee**

- 8.1 The Committee shall meet at least twice a year. Additional meetings may be held if required, as and when agreed by the Chair.

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- 8.2 The quorum shall be seven (7) members [and must always include at least one (1) NGO Representative.]
- 8.3 Dates and locations for meetings shall be announced by the Chair no less than 60 days in advance of the meeting.
- 8.4 A proposed draft agenda shall be circulated by the Chair to all members no less than 30 days in advance of the meeting with a further final form agenda circulated no less than 7 days in advance.
- 8.5 Meetings shall be held in person or by teleconference.
- 8.6 Decisions at a meeting shall be taken by a majority of members of the Committee present at the meeting. In the event of a tie, the Chairman shall be entitled to a casting vote.
- 8.7 The meetings and proceedings of the Committee shall otherwise be governed by the Articles of the Company regulating the meetings and proceedings of the Trustees of the Company so far as they apply and are not superseded by any regulations made by the Trustees of the Company in accordance with clause 1.2.
- 9. **Conflicts of Interest**
  - 9.1 Members and observers of the Committee shall submit a written Conflict of Interest Declaration Form on appointment to the Committee.
  - 9.2 At every meeting of the Committee a member of the Committee must declare the nature and extent of:
    - 9.2.1 any direct or indirect material interest which he/she has in a proposed transaction or arrangement with the Committee; and
    - 9.2.2 any direct or indirect interest or any duty which he/she has which conflicts or may conflict with the interests of the Committee or his/her responsibilities to the Committee

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and there shall be a standing item relating to conflicts of interest as the first agenda item of every meeting.

9.3 If a member of the Committee’s interest cannot reasonably be regarded as giving rise to a conflict of interest with or in respect of the Committee, he/she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a member of the Committee’s interest is likely to give rise to a conflict shall be determined by a majority decision of the other members of the Committee taking part in the decision-making process. Such decision shall be made in the absence of the potentially conflicted member of the Committee.

9.4 If a member of the Committee’s interest gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest with or in respect of the Committee, he/she may take part in the decision-making process only to such extent as in the view of the other members of the Committee is necessary to inform the debate and must:

9.4.1 not be counted in the quorum for that part of the process; and

9.4.2 withdraw during the vote and have no vote on the matter.

**10. Minutes**

10.1 The Committee shall ensure that minutes are made of all proceedings at meetings of the Committee, including the names of the persons present at each such meeting, and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meetings shall, as against any member or Trustee of the Company, be sufficient evidence of the proceedings.

**11. Sub-committees of the Committee**

11.1 Subject to these Terms of Reference, the Committee may reasonably sub-delegate any of its powers or functions to any committee on revocable terms.

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- 11.2 In the case of delegation to such sub committees:
  - 11.2.1 the composition of any sub-committee shall be entirely in the discretion of the Committee subject to the approval of the Appointments Committee and may include such of their number as the resolution may specify;
  - 11.2.2 the deliberations and any resolution passed or decision taken by any sub-committee must be reported promptly to the Committee and, at the Board’s request, to the Board;
  - 11.2.3 the Committee shall make such regulations and impose such terms and conditions and give such mandates to any sub-committee as they may from time to time think fit which shall include the purpose/remit of the sub-committee, with details of such arrangements promptly provided to the Board at its request;
  - 11.2.4 no committee shall knowingly incur expenditure or liability on behalf of that committee except where the Committee has obtained prior written approval from the Board; and
  - 11.2.5 the Committee and/or the Board may revoke any delegation in whole or part, or alter its terms and conditions.
- 11.3 The meetings and proceedings of any sub-committee shall be governed by the provisions of these Terms of Reference so far as they apply and are not superseded by any regulations made by the Board.

**12. Compensation and expenses**

- 12.1 The Chair of the Board shall receive reasonable remuneration from the Company as agreed by the Board.
- 12.2 With prior agreement, IFFO RS shall pay reasonable expenses to the members of the Committee, in line with the IFFO RS expenses policy for Committee members.

**13. Review**

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13.1 These Terms of Reference shall be reviewed by the Board every three years.

**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 Committee and in accordance with the Code of Conduct for members of the Committee.

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

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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
15/04/2015	1.5	Introduction of recording actions by IFFO RS Secretariat	IFFO RS GB
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

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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
17/09/2018	1.8	Changes to entire GBC ToR in accordance with the articles of association for IFFO RS Ltd	IFFO RS GBC

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