

# Terms of Reference

## ASC Water Quality Advisory Committee (WQAC)

### 1. Role of the WQAC

- 1.1 The WQAC provides scientific and technical decision-making to define the Waterbody Unit of Management (WUM), in accordance with the methodology in Appendix 8 (8.6) of the ASC Farm Standard, when the boundaries of the WUM are unclear to the Unit of Certification (UoC).

### 2. Rules and Operating Procedures

- 2.1 The rules governing the WQAC are formed by the Board as outlined in the [WQAC Framework](#).
- 2.2 Members of the WQAC will contribute to ASC's overall objectives as stated in the WQAC Framework.
- 2.3 The *WQAC Terms of Reference (ToR)* may be amended from time to time, not less than every 3 years, at the discretion of the Board in consultation with the Executive, TAG and the WQAC. WQAC may propose changes to the ToR for approval by the Board.
- 2.4 WQAC will adhere to ASC's *WQAC Conflict of Interest Policy* to ensure that all decisions and advisory comments are provided in the interest of ASC with integrity and transparency.
- 2.5 A designated ASC employee shall act as secretary for the WQAC and perform the administrative functions in relation thereto, including preparation of the agenda papers, in consultation with the Chair of the WQAC.

### 3. Membership

- 3.1 The WQAC shall have no more than five decision-making members and a minimum of three. A list of these members will be maintained by the ASC.
- 3.2 The members of the WQAC are appointed as individuals, not as representatives of their organisations. and only one person per organisation can be represented in the WQAC. Memberships are not transferable.
- 3.3 WQAC membership will collectively cover the following technical and scientific competency areas:

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- Water resources and water quality
- Spatial management of aquaculture and/or other natural resources
- Standard setting and assurance
- Impacts monitoring

3.4 Membership should, where possible, achieve a representative balance from across regional geographies of relevance to the ASC programme.

3.5 Membership should attempt to reflect diversity taking into consideration factors such as race/ethnicity, gender identity, sexual orientation, age and disability.

3.6 WQAC will maintain a matrix of membership-specific competencies to inform membership recruitment planning.

3.7 General criteria for WQAC membership include:

- Capacity to commit to participate in online meetings and respond to emails/notifications in accordance with the decision-making process outlined in the WQAC Framework;
- Understanding and supporting the ASC Theory of Change and commitment to the ASC's Vision and Mission for responsible aquaculture;
- Demonstrable record of achievement/expertise in one or more of the required competency areas;
- For academic scientists, a record of relevant work published in peer-reviewed journals. For other technical members, this would include membership of and engagement with professional associations and groups within or associated with aquaculture;

#### **4. Appointment of WQAC members**

4.1 Members of the WQAC shall be formally appointed by the ASC Technical Advisory Group (TAG) for periods not exceeding three years. The members of the WQAC may stand for re-appointment for two additional terms subject to the formal reappointment by the TAG; however, reappointment for an additional term is not automatic.

4.2 The WQAC will select from among its membership a Chair and a Vice Chair. Such positions will be voted on by the entire WQAC membership every three years.

4.3 All WQAC members are obliged before they take office to complete and sign a *WQAC Col Member Disclosure Form*, declaring any conflicting personal or loyalty interests. WQAC members must also declare that any new potential

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conflicts of interest will immediately be communicated to ASC for appropriate action.

4.4 To ensure continuity of membership, the WQAC will maintain a schedule of staggered membership terms to manage the retirement of members. This will also allow regular review of competencies to ensure membership continues to reflect ASC priorities. The TAG will evaluate and determine whether membership terms should be extended beyond the three-year term.

## 5. Observers

5.1 All meetings of the WQAC are open to members of the TAG and Board. Other stakeholders may seek the permission of the Chair, via the WQAC secretary, to attend WQAC meetings as observers. In mutual consent with the majority of the WQAC membership, observers may be invited to speak at meetings of the WQAC but shall not be entitled to participate in the decision-making process. They may also distribute documents at meetings through the Chair.

5.2 Observers should actively support the general objectives of WQAC and have demonstrated competence in the area of WQAC's work. The observer would at the start of the meeting describe their background, including organisational affiliation, if any, and activities relevant to WQAC's work.

5.3 Observers should request their desire to join a WQAC meeting to the Chair in advance. The Chair will determine the maximum number of observers to be admitted to any meeting based on the need for balanced participation, while preserving the scientific nature and integrity of the work.

5.4 The majority membership of the WQAC may at their sole discretion ask the TAG, Board, ASC staff members, or any other observers to leave a discussion during a WQAC session.

5.5 The WQAC may co-opt other observers or ad-hoc experts when technical issues arise that require additional skills and expertise to enable the WQAC to make decisions. The Chair of the WQAC shall act as the arbiter of such additions and ad-hoc use of experts.

5.6 Observers shall have access to relevant documents unless those documents are deemed confidential by the WQAC and ASC. Observers shall not use, circulate or make reference to such documents outside the meeting without prior written consent of the Chair.

## 6. Meetings

6.1 The WQAC will hold online meetings as required to facilitate decision making.

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6.2 A meeting shall be called with at least fourteen days' notice. The notice shall specify the time of the meeting and the general nature of the business to be discussed.

6.3 The notice shall be given to all the members of the WQAC. An accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

6.4 If the Chair of the WQAC is not present within 15 minutes after the time elected for holding the formal meeting and/or is unwilling to act, the Vice Chair shall be Chair for that meeting.

6.5 A quorum for a WQAC meeting is defined as greater than 50% of WQAC members present.

6.6 No business shall be discussed at any formal meeting of the WQAC unless a quorum is present. If a quorum is not present within half an hour of the time elected for holding the meeting, the meeting shall adjourn.

6.7 The WQAC Chair or Vice-Chair as delegated will prepare WQAC meetings together with members of the ASC Executive; this includes the development of an agenda, and accessible packaging of proposal documents for ease of reference.

6.8 The Vice-chair, or another delegated member shall oversee the operation of *the ASC WQAC Conflict of Interest Policy*.

6.9 Any member of the WQAC may, by notifying the Chair, nominate an item for the agenda of the next meeting of the WQAC. Notification must be received at least 14 days prior to the date on which notice of a meeting of the WQAC is to be sent out, and the matter raised relevant to the objectives of the WQAC. The Chair and Vice-Chair of the WQAC may, at their discretion, determine whether a nominated agenda item is relevant.

6.10 If the WQAC decides not to deal with proposed items, it shall explain this in writing in the WQAC meeting notes.

6.11 Decisions by the WQAC should be made by consensus. If no consensus can be reached, agreement on advice by the WQAC shall be made by a minimum of three members of the WQAC.

6.12 Any member may abstain from participating in a decision, and the reason for the abstention will be recorded in the minutes. Votes in absentia must be through written proxies and are permitted in the case of which the WQAC Chair and Vice-Chair must be notified prior to the start of the meeting.

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## 7. Minutes

- 7.1 The Chair is responsible for keeping minutes of all proceedings at meetings of the WQAC, including discussion summaries, quoted motions, votes on motions and the names of those members of the WQAC present at each such meeting and absentees.
- 7.2 A summary of WQAC minutes reports, including recommendations, shall be submitted to the TAG annually. The summary report shall be prepared and submitted by the ASC.
- 7.3 An annual summary report of the outputs from the WQAC shall be published. This will include, at a minimum, the number of decisions made, and insights obtained from the decisions for the programme.

## 8. Confidentiality

- 8.1 The agenda papers submitted to the WQAC shall be held in confidence by members and not circulated.

## 9. Termination of membership

- 9.1 A member of the WQAC shall cease to be such a member if they:
  - a) Are absent without permission from the Chair from three formal consecutive meetings of the WQAC.
  - b) Become incapable—by reason of mental disorder, illness or injury—of managing and administering their own affairs.
  - c) Have compromised their position on the WQAC acting in a manner that damages the reputation and image of the WQAC and/or ASC.
  - d) Resign from office by notice to the Chair of the WQAC.
  - e) Take up employment, appointment or other paid work that compromises their impartiality.
  - f) Become an ASC staff member.
- 9.2 A member of the WQAC cannot be removed if they can be deemed having acted in the interest and pursuit of the integrity of the ASC mission through the act of 'whistle blowing.' ASC's whistle blowing policy is defined in a separate organization-wide *ASC Whistle Blower Policy*.
- 9.3 The application of the provisions of section 9 is the responsibility of ASC.

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## 10. Expenses

10.1 All meetings of the WQAC will be online and no expenses should be incurred. Should in-person meetings be needed prior agreement of expenses should be agreed with ASC.

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