

Terms of Reference and operating framework for Seaweed Standard Committee v1.01

These are the rules governing the Seaweed Standard Committee (hereafter denoted SSC) made by the Aquaculture Stewardship Council Supervisory Board and the Marine Stewardship Council Board of Trustees (hereinafter referred to as MSC Board and ASC Board).

1. Terms of Reference

- 1.1 The decision to create and authorise the Seaweed Standard and to revise the Seaweed Standard shall rest with the ASC and MSC boards.

The SSC's shall have responsibility and authority as follows:

- 1.2 Provide advice to the MSC and ASC Boards about all aspects of the Seaweed Standard and recommend its final adoption or modification to the MSC and ASC Boards.
- 1.3 During the standard setting process, take all decisions on the Terms of Reference for the Seaweed Standard, on the scope, technical content, certification process, accreditation processes, consultation requirements, and operational elements of the Seaweed Standard with the full delegated authority of the MSC and ASC Boards.
- 1.4 On launch of the Seaweed Standard, take decisions on all operational issues, such as interpretations and application of the standard and the approval of certification and accreditation requirements. The SSC shall advise and review the management of the Seaweed Standard by the Executives.
- 1.5 Advise the MSC and ASC Boards of the need and timing for review and revision of the Seaweed Standard, and assume decision making powers during such review.
- 1.6 Provide advice to the MSC and ASC Boards, the relevant holding company and the MSC/ASC executives on relevant supply chain, downstream and commercial issues.

2. Duration and Chairing

- 2.1 The SSC shall be set up for an initial period of 3 years from January 2016
- 2.2 The Boards of the MSC and ASC shall take a decision on the extension of these ToRs beyond January 2019.
- 2.3 The SSC shall appoint MSC/ASC co-chairs

3. Membership

- 3.1 The members of the SSC shall be appointed by the MSC and ASC Boards.
- 3.2 The SSC shall not have more than four members, two appointed by the MSC Board and two appointed by the ASC Board. The overall composition of SSC membership shall ensure that representation is balanced across ASC and MSC. There shall be at least one member who currently serves on each of the following: MSC Board; ASC Board; MSC TAB; ASC TAB. Exceptions may be made to this rule where members rotate off the ASC or MSC Boards/TAB/TAG, until appropriate replacements are appointed to those bodies. Additional members may be appointed as the Boards decide, including appointments external to existing MSC and ASC governance structures, and from MSC and ASC Stakeholder representative bodies.
- 3.3 The members of the SSC shall be appointed by the Boards of the MSC and ASC for such periods not exceeding three years unless otherwise determined.
- 3.4 The members of the SSC shall not be entitled to appoint representatives to attend meetings, or otherwise carry out their functions as members of the SSC, in their stead.
- 3.5 The SSC may co-opt non-voting members or ad-hoc experts when technical issues arise that require additional skills and expertise to enable the SSC to make sound judgements. The SSC may also invite the MSC and ASC Stakeholder Communities to provide non-voting stakeholder members to advise the SSC. The Chair of the SSC shall act as the arbiter of such co-options.
- 3.6 A member of the SSC shall cease to be such a member if he/she:
 - a. is removed by the MSC Board or ASC Board pursuant to paragraph 3.1;
 - b. becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
 - c. resigns his/her office by notice to the Chair of the SSC;
 - d. is absent without permission of the Chair from two formal consecutive meetings of the SSC; or
 - e. takes up employment with the Marine Stewardship Council or Aquaculture Stewardship Council .
- 3.7 A member of the SSC may not be an auditor on a Seaweed Standard assessment.

4. Observers

- 4.1. All in-person meetings of the SSC are open to members of the ASC and MSC executives, the ASC and MSC governance bodies, and invited stakeholder observers.
- 4.2. Observers can attend meetings but shall not be entitled to vote. They can contribute to the meetings on the discretion of the SSC chair, either by making oral presentations, by distributing documents at meetings through the chair, or by engaging in other activities as appropriate and as approved by the chair. Observers may be excluded from certain agenda items, at the discretion of the SSC chair.
- 4.3. Members of the MSC Board, ASC Board and the MSC/ ASC Chief Executive shall be entitled to attend and contribute to all SSC meetings as governance observers.

- 4.4. Observers should actively support the general objectives of MSC/ ASC and have competence in the area of MSC and ASC's work. They shall be able to provide evidence of their support, for example by participation in consultations
- 4.5. Information on the process required to apply for an invitation as SSC stakeholder observer are accessible through the MSC and ASC website. Applications shall include:
 - a. Name, address, telephone number, email address of the organisation seeking observer status
 - b. Description of the organisation represented by the observer, including aims and purposes, description of activities related to MSC and ASC's work and evidence of active involvement, history, current membership and membership eligibility
 - c. The reasons an organisation or individual wishes to observe SSC work
 - d. A statement on which specific meetings or which time period an organisation or individual wishes to act as observer
 - e. Information (if any) the organisation or individual wishes to present to a meeting
- 4.5 The SSC chair and MSC/ASC CEOs will determine the maximum number of observers to be admitted to any meeting based on meeting room capacity, and the need for a balanced participation preserving the scientific nature and integrity of the work. The CEOs will transmit any such determinations in the conditions of participation. If accepted applications for stakeholder observers exceed the number of spaces, the SSC chair shall review all applications and will make the final decisions on participation balancing observer affiliation among the different stakeholder groups.
- 4.6 Observers are not reimbursed by MSC or ASC for travel to SSC meetings or cost of participation.
- 4.7 During the meeting, the stakeholder observers shall have access to all SSC documents unless those documents are deemed confidential by the SSC chair. The stakeholder observers shall not use the documents outside the meeting without prior consent by the SSC chair. Observer members shall be bound by confidentiality requirements contained with paragraphs 13.1, and 13.3.

5. Meetings

- 5.1 The maximum gap between meetings of the SSC shall not be longer than 12 months. The SSC shall convene at least once a year, and work may be undertaken by SSC sub-committees between the formal meetings. The results of the inter-sessional work and recommendations made by the working-groups shall be submitted for final decision at the subsequent in-person meeting of the full SSC.
- 5.2 Where an urgent decision was required from the full SSC, that decision shall only be made by a quorum of members, with representation of both ASC and MSC, and the item must be supported by agenda paper(s) with a reasonable timeframe for response built into the process. All out of session considerations and/or decisions shall be submitted for information at the following in-person meeting of the SSC.

- 5.3 A meeting of the SSC shall be called by at least twenty-eight clear days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be discussed. The notice shall be given to all the members of the SSC, the Stakeholder Council and the MSC/ ASC Chief Executive. The 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.
- 5.4 The Chair of the SSC shall determine the agenda for meetings of the SSC.
- 5.5 Any member of the SSC may by notice to the Chair nominate an item for the agenda of next meeting of the SSC, so long as that notification is received at least seven clear days prior to the date on which a notice of a meeting of the SSC is to be sent and the matter raised is relevant to the objects of work of the SSC as set out in these TOR. The Chair of the SSC may in his absolute discretion determine whether a matter so notified to is relevant.
- 5.6 No decisions shall be made at any formal meeting of the SSC unless a quorum is present. At least one member of ASC and MSC shall constitute a quorum. If a quorum is not present within half an hour from the time elected for holding the meeting, the meeting shall stand adjourned.
- 5.7 Decisions by the SSC shall be made by agreement of a simple majority of all members, i.e., the quorum. Any member may abstain from voting on any decision.
- 5.8 Staff of the MSC and ASC Executive shall be entitled to attend and speak at meetings of the SSC but shall not be entitled to vote.

6 Working groups of the SSC

- 6.1 The SSC may make appoint and constitute one or more steering committees or working groups for the purposes of supporting the SSC on inter-sessional work.
- 6.2 Any committees or working group formed under paragraph 7.1 may consist solely of SSC members and/or non-members appointed in accordance with paragraph 3.5.
- 6.3 Non-members appointed onto an SSC working group shall not be entitled to vote on any matters considered by the working group.
- 6.4 The SSC may make such rules and regulations as to the composition, conduct and management of any such committee or working group and impose such terms and conditions and give such mandates to any such group as it may from time to time think fit.
- 6.5 In establishing a committee or working group the SSC will specify in the Terms of Reference at least:
 - a. Broad purpose and aims of the group
 - b. Membership and chairmanship
 - c. Delegated decision-making authority (where appropriate)
 - d. Reporting requirements
 - e. Duration and review times for the working group.

7 Other regulation of proceedings

- 7.1 Subject to the provision of the MSC and ASC Articles of Association, the MSC Board of Trustees and ASC Supervisory Board may regulate the proceedings of the SSC as it thinks fit.
- 7.2 These Terms of Reference shall be reviewed by the SSC once every three years or from time to time as the SSC sees fit.

8 Expenses

- 8.1 Members of the SSC may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the SSC or working groups or otherwise in connection with the discharge of their duties.
- 8.2 MSC and ASC shall pay costs associated with their respective membership on the SSC and shall split the costs for invited experts.

9 Secretariat

- 9.1 The MSC and ASC Executive shall designate a person to act as secretary of the SSC and perform the administrative functions in relation thereto, including preparation of the agenda papers, in consultation with the Chair of the SSC.

10 Minutes

- 10.1 The Chair shall ensure that minutes of all proceedings at annual meetings of the SSC are recorded and that these minutes include the names of those members of the SSC present at each such meeting, and all decisions and recommendations made by the SSC, including the stakeholder members views if not aligned with the recommendation agreed by the SSC members
- 10.2 The chair of each meeting should ensure completion of the minutes, decisions and recommendation for that meeting.
- 10.3 A summary report, including recommendations, shall be made public.
- 10.4 Outline result reports from working groups shall be made available to full meetings of the SSC.

11 Notices

- 11.1 Any notice to be given to or by a member of the SSC pursuant to these rules shall be given in such manner, and be governed by such provision as are set out in the articles.

12 Confidentiality

- 12.1 The agenda papers submitted to the SSC shall be held in confidence by members and observers.
- 12.2 All decisions of the SSC are confidential. The detailed content of discussions during SSC meetings will remain confidential. However, participants will be allowed to discuss broad, non-attributable meeting outcomes, subsequent to publication of SSC minutes.
- 12.3 Notification of all decisions taken will be forwarded to the MSC and ASC Boards. The SSC may recommend some decisions should be held in confidence by the MSC and ASC Boards.

13 Declarations of interest

- 13.1 Members of the SSC will be bound by the Code of practice for members of the MSC and ASC Boards on the declaration of interests, and must declare potential or perceived conflicts of interest prior to the discussion of each agenda item. Any such declarations will be recorded in the minutes of the meeting. At the voluntary initiation of a member, or the absolute discretion of the Chair, any member with a serious conflict of interest may be excluded from the discussion and decision making of relevant agenda items.