



MARINE STEWARDSHIP COUNCIL

Terms of Reference for Technical Advisory Board

The following rules governing the Technical Advisory Board (henceforth known as the TAB) are made by the Marine Stewardship Council (MSC) Board of Trustees pursuant to Article 61(1) of its Articles of Association, and take precedence over all previous iterations. Adopted June 2018.

1. Functions and Duties

The main functions and duties of the TAB are to:

- 1.1 Provide advice to the MSC Board of Trustees about the scope of the MSC Standards.
- 1.2 Make decisions on such technical, scientific and quasi-judicial functions as are delegated by the MSC Board of Trustees.
- 1.3 Provide advice to the MSC Board of Trustees and the MSC Executive about further development, modification, and the technical and operational interpretation of the Principles and Criteria and the application of these interpretations.
- 1.4 Provide advice to the MSC Board of Trustees and the MSC Executive about certification body approval (accreditation) methodologies and the operational interpretation and application of these methodologies.
- 1.5 Provide advice to the MSC Board of Trustees and the MSC Executive about fisheries and chain of custody certification methodologies and the operational interpretation and application of these methodologies.
- 1.6 Maintain responsibility for the content of the Certification Requirements for fisheries and chain of custody and relevant associated information:
 - (i) accreditation requirements;
 - (ii) general certification processes;
 - (iii) scoring requirements;
 - (iv) stakeholder consultation; and
 - (v) other relevant documents.
- 1.7 Provide advice to the MSC Board of Trustees and the MSC executive on relevant supply chain, downstream and commercial issues.
- 1.8 Review the progress of fisheries certifications and, when requested by the MSC Executive and/or Board of Trustees, provide advice regarding adherence to MSC interpretations of the Principles and Criteria, in accordance with the TAB Rules and Operating Procedures and the Certification Requirements.

2. Membership

- 2.1 Nominations for TAB membership may be submitted to the MSC Governance Committee from current TAB members, the MSC Board of Trustees, MSC Stakeholder Advisory Council, the MSC Executive or from other stakeholders outside the MSC. For the latter, nominations must be sponsored by an individual within the MSC Executive or its governance structure. Following scrutiny and recommendation from the Governance Committee, the MSC Board of Trustees shall formally review nominations and select its preferred members. It shall then consult the TAB in respect of such proposed members, and taking account of the advice of the TAB, thereafter formally confirm admission of such members to the TAB. The TAB shall not have more than fifteen members.
- 2.2 The overall composition of TAB membership should ensure that representation is balanced across scientific areas of specialist expertise within principles one, two and three of the MSC Fishery standard; and from areas of supply chain expertise within fisheries, processing, distribution, retail, food-service, digital systems and certification or accreditation to ISO standards. Membership should also ensure a representative balance from across regional geographies and socio-economic perspectives, and other any demographic criteria as determined by the Board from time to time.
- 2.3 The members of the TAB shall not be entitled to appoint delegates to attend meetings, or otherwise carry out their functions as members of the TAB, in their stead.
- 2.4 The TAB may co-opt non-voting members or ad-hoc experts for a defined period or specific meeting when technical issues arise that require additional skills and expertise to enable the TAB to make sound judgements. The Chair of the TAB shall act as the arbiter of such co-options and ad-hoc use of experts.
- 2.5 A member of the TAB may not, whilst a member, be elected to the Executive office under the Charity.
- 2.6 Members of the TAB will be bound by the Code of Conduct for Members of Boards, Committees and Governance bodies of the Marine Stewardship Council, and shall be required to sign said Code on appointment and any subsequent reappointment.
- 2.7 Members of the TAB will be bound by MSC's Conflict of Interest Policy, 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 of relevant agenda items.
- 2.8 A member of the TAB shall cease to be such a member if he/she:
 - (i) is removed by the MSC Board of Trustees pursuant to paragraph 2.8;
 - (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
 - (iii) resigns his/her office by notice to the Chair of the TAB;
 - (iv) is absent without permission of the Chair from two formal consecutive meetings of the TAB;
 - (v) takes up employment with the Marine Stewardship Council; or
 - (vi) breaches the MSC Code of Conduct.
- 2.9 A member of the TAB may not be a member of a fishery assessment team, an ITM auditor, a peer reviewer for a fishery assessment, or a CoC auditor, under the MSC standards. Any TAB nominee who has previously served in these capacities must

make that work known to the MSC Board of Trustees prior to Board of Trustee action on his/her nomination.

- 2.10 TAB members shall be appointed by the Board of Trustees for such periods not exceeding three years as the Trustees shall determine. On or prior to the termination of the period of his or her appointment, a TAB member may be re-appointed for a further term(s) of three years.
- 2.11 Reappointment of members shall require nomination by the Chair and submission of recommendations from the Governance Committee to the MSC Board of Trustees for formal approval, as per the process set out in 2.1. Account shall be taken of the balance of membership as per 2.2, in making any reappointments.
- 2.12 Nomination for reappointment is not automatic and shall be reviewed with regard to performance of members in terms of attendance at meetings and involvement in the business of the TAB between meetings, and shall require a positive affirmation from the member about their willingness and interest in continuing to serve.

3. Chair

- 3.1 Upon vacancy of the position of the Chair, the TAB shall propose a replacement for endorsement by the Governance Committee and subsequent approval of the MSC Board of Trustees. Where agreement on a suitable nominee is not unanimous, TAB members may vote in accordance with the provisions of paragraph 4.5 and nominees may be drawn from outside the current TAB membership. A record of all votes and recommendations shall be forwarded to the Governance Committee.
- 3.2 The Chair shall be appointed for a period not exceeding three years. Upon expiration of this term, the Chair shall be required to seek formal re-election from the TAB membership if s/he wishes to be reappointed. Members of the TAB must be notified at least one month in advance of the formal consideration of appointment or re-appointment of the Chair. In accordance with MSC Article of Association 38, where the TAB Chair has held two consecutive three-year terms of office, s/he must vacate the position of Chair for a period of not less than one year.
- 3.3 The Chair shall lead the TAB and shall engage TAB members on issues arising for Board, Stakeholder Advisory Council and Executive consideration.

4. Meetings

- 4.1 The TAB shall convene at least once a year, and work shall be undertaken by TAB working groups between the formal meetings. The maximum gap between formal meetings of the TAB shall not be longer than 15 months. 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 TAB.
- 4.2 A meeting of the TAB 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 TAB, the Stakeholder Advisory Council and the MSC 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.
- 4.3 The Chair of the TAB shall plan the agenda for meetings of the TAB taking account of the priorities of the Board, Executive and other governance bodies.

- 4.4 Any member of the TAB may by notice to the Chair nominate an item for the agenda of next meeting of the TAB, 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 TAB is to be sent and the matter raised is relevant to the objects of the TAB as set out in the Articles of Association. The Chair of the TAB may in his absolute discretion determine whether a matter so notified to him is relevant.
- 4.5 No business shall be discussed or decisions made at any formal meeting of the TAB unless a quorum is present. Half plus one of the appointed members (that is for a membership of n then $(0.5n+1)$ rounded up to the nearest whole number) 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. Decisions by the TAB shall be made by agreement of the quorum. Any member may abstain from voting on any decision.
- 4.6 If the Chair of the TAB is not present within fifteen minutes after the time elected for holding the formal meeting and/or be willing to act, any other selected member shall be Chair for this meeting.
- 4.7 Staff of the MSC Executive shall be entitled to attend and speak at meetings of the TAB but shall not be entitled to vote.
- 4.8 The Executive should ensure that out of session agenda items that require the attention of the full TAB should be kept to a minimum, and that such items are managed by the appropriate working group (as prescribed within section six) unless the agenda item is considered to be urgent. Where an urgent decision was required from the full TAB, that decision shall only be made by a quorum of members 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 TAB.

5 Working groups of the TAB

- 5.1 In accordance with Articles 57(1) and (5) of the Articles of Association, the TAB may make appoint and constitute one or more working groups for the purposes of supporting the TAB on inter-sessional work; of making any inquiry; or of supervising and performing any function of the TAB.
- 5.2 Any committees or working group formed under paragraph 5.1 may consist solely of TAB members and/or non-members appointed in accordance with paragraph 2.4. However, non-members appointed onto a TAB working group shall not be entitled to vote on any matters considered by the working group.
- 5.3 Before a working group can be established, the MSC member sponsoring the working group must complete the working group Terms of Reference (Appendix 1, Annex A) for approval at a formal meeting of the TAB. Existing working groups will be reviewed at each meeting of the TAB and restructured or dissolved as necessary.

6 Minutes

- 6.1 The Chair shall ensure that minutes of all proceedings at annual meetings of the TAB are recorded and that these minutes include the names of those members of the TAB present at each such meeting, and all decisions and recommendations made by the TAB.
- 6.2 A summary report, including recommendations, shall be made public following review by the TAB Chair and approval by the Chair of the Board of Trustees to a timetable to be determined by the Chairs (no longer than 4 months) and in any event prior to the next formal meeting of the TAB.
- 6.3 Reports from TAB working groups shall be made available to TAB members at full meetings of the TAB.

7. Confidentiality

- 7.1 The agenda and papers submitted to the TAB (in meetings or otherwise) shall be held in confidence by members and observers, unless otherwise stated.
- 7.2 All decisions and recommendations of the TAB are confidential. The detailed content of discussions during TAB meetings will remain confidential. However, participants will be allowed to discuss broad, non-attributable meeting outcomes, subsequent to publication of the executive summary.

8. Observers

- 8.1 Observers may attend meetings but shall not be entitled to vote. They can contribute to the meetings at the discretion of the TAB 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 not otherwise participate in the discussion unless expressly invited to do so by the TAB chair.
- 8.2 Members of the MSC Board of Trustees and of the MSC Executive Committee shall be entitled to attend and contribute to all TAB meetings (including TAB working group meetings) as governance observers.
- 8.3 Stakeholder Advisory Council Co-Chairs shall be allowed to attend all meetings of the TAB as governance observers. Each Stakeholder Council Co-Chair shall be allowed to nominate one substitute observer from within the Council on those occasions where the Co-Chair is unable to attend.
- 8.4 A delegate of MSC's Accreditation Body may be invited to observe in-person meetings of the TAB, and, on invitation of the Chair, all other TAB and TAB working group meetings. Invitations will be made on a meeting by meeting basis, as appropriate. All other observers, representing governmental organisations or non-governmental organisations, or individuals, may apply in writing to the MSC Executive to be a stakeholder observer. Such observers shall not be granted permanent observer status, and must apply in advance for any meeting they wish to attend. A maximum of 4 such observers may be permitted at any meeting.
- 8.5 Stakeholder observers should actively support the general objectives of MSC and have competence in the area of MSC's work. They shall be able to provide evidence of their support, for example by participation in consultations.
- 8.6 The location of observers in the meeting room will be separate from the TAB members (at a separate table where possible). This arrangement also applies to the TAB Working Group meetings.

8.7 Stakeholder observers are not reimbursed by MSC for travel to TAB meetings or cost of participation.

8.8 Stakeholder observers are not allowed to attend the meeting during consideration of agenda items related to TAB membership, the Executive's and Board of Trustees' reports, or other items deemed reserved business. Where possible, such agenda items shall be scheduled for the beginning or end of each TAB meeting. For all other agenda items, the observer is expected to declare fully any actual, potential or perceived conflict of interest. The TAB chair shall assess the significance of this conflict of interest of stakeholder observers and may ask the observer to leave the meeting for the duration of those item(s).

During the meeting, the stakeholder observers shall have access to all TAB documents unless those documents are deemed confidential by the Director of Science and Standards or the TAB Chair. Observer members shall be bound by confidentiality requirements for all papers circulated to them contained within paragraphs 7.1 and 7.2.

8.9 Detailed guidance on the composition, application process and maximum observer capacity at TAB meetings, is set out in the MSC Observer Policy (Annex A).

9. Expenses and Remuneration

9.1 Members of the TAB may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the TAB or working groups or otherwise in connection with the discharge of their duties, in accordance with the MSC Board of Trustees travel and expenses policy.

9.2 Members of the TAB shall not be remunerated for their service.

10. Secretariat

10.1 The MSC Governance Secretary shall act as secretary of the TAB and perform the governance functions in relation thereto. The Science and Standards Department may choose to provide a dedicated liaison to the TAB who shall manage correspondence and administrative functions in relation to the TAB.

10.2 Minutes of all TAB proceedings will be maintained by the Secretariat, including minutes and records of out-of-session decisions and working group activities.

11. Notices

11.1 Any notice to be given to or by a member of the TAB pursuant to these rules shall be given in such manner and be governed by such provision as are set out in the MSC Articles of Association.

12. Other regulation of proceedings

12.1 Subject to the provision of the Articles of Association, the MSC Board of Trustees may regulate the proceedings of the TAB as it deems fit.

12.2 If any provision herein is inconsistent with the MSC Articles of Association, the MSC Articles shall govern.

- 12.3 To the provision of the Articles of Association, the MSC Board of Trustees may seek the opinion and views of the Stakeholder Advisory Council on relevant advice from the TAB.
- 12.4 Terms of Reference shall be reviewed when the TAB or MSC Board of Trustees deems a review to be necessary, but the interval between reviews should not exceed three years.

Adopted by the MSC Board of Trustees, 2018.

Appendix I

- Annex A: MSC Observer Policy
- Annex B: Working group Terms of Reference template
- Annex C: Out of session electronic voting guidance

Appendix I: Annex B

TAB Working Group Core Terms of Reference TEMPLATE

[Title of Group]

Terms of Reference
[Date ToR established]

Notes

The TAB Terms of Reference and Operating Framework stipulate (para. 5.1) that ‘the TAB may make appoint and constitute one or more working group for the purposes of supporting the TAB on inter-sessional work; of making any inquiry; or of supervising and performing any function of the TAB.’ Any Working Groups formed under paragraph 5.1 may consist solely of TAB members and/or non-members appointed in accordance with paragraph 5.2. However, under the provisions of Article 57 (1), non-members appointed onto a TAB working group shall not be entitled to vote on any matters considered by the working group.

In establishing a working group the TAB will specify at least:

- (i) terms of reference
- (ii) membership
- (iii) decision making (including for any delegated responsibilities)
- (iv) reporting requirements
- (v) the duration and review times for the committee.

1. Terms of Reference

- 1.1 [Statement of Purpose – please outline general purpose of working group in broad terms]
- 1.2 [Terms of Reference – please detail in concise bullet points the scope and aims of the working group, including specific tasks to be undertaken]

2. Membership

Name	Governance group (TAB/BoT/STAC/Executive*)	Role on working group (e.g. Chair)

*MSC Executive will function in an advisory capacity

3. Decision Making authority

- 3.1 [Please detail the authority delegated to the group by the TAB]

4. Reporting requirements

4.1 [details around how the working group reports to the TAB and/or Board]

4. Duration and review times

5.1 [please specify the duration of the working group, key time lines, and expected milestones; to include description of forms/frequencies of communications, meetings and response times]

5. Resources

6.1 [Specification of costs needed to undertake the work of the group (e.g. estimate of consultancy costs) and definition of communications technology to be used to further the work of the group.]

Appendix I: Annex C

Out of Session electronic voting guidance

1. A meeting of the TAB shall include meeting either in person, by telephone, by email or any other communication equipment which allows all persons participating in the meeting to communicate with each other. A person participating in any such meeting by telephone or other communication equipment shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly
2. A resolution in writing, electronically signed by all the TAB members entitled to receive notice of a meeting, shall be as valid and effective as if it had been passed at a TAB meeting of members. Such a resolution may consist of several documents in the same form, each signed by one or more of the members in ink, or electronically.
3. Any votes made electronically must be confirmed at a forthcoming meeting of the Technical Advisory Board and captured in a minute of the meeting for the vote to be valid. Should the decisions made require any financial or legal actions, email voting without a confirmed minute may not be confirmed as a sufficient record.