



MSC Technical Advisory Board Terms of Reference and Operating Framework

12 Feb 2013

These are the rules governing the Technical Advisory Board (hereafter denoted 'TAB') made by the Marine Stewardship Council Board of Trustees pursuant to Article 53(4) of its articles of association.

1. Terms of Reference

The TAB's responsibilities include to:

- 1.1 Provide advice to the MSC Board of Trustees about the scope of the MSC Standard.
- 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. Operating Framework

2.1 Terms defined in, and methods of construction applicable to, the articles of association of the Marine Stewardship Council shall have the same meaning, and application, in these rules.

2.2 References to rules are to these rules as from time to time amended in accordance with the articles.

2.3 References in these rules to paragraphs are to paragraphs of these rules.

3. Membership

3.1 The members of the TAB, subject to the provisions of this paragraph 3, shall be appointed by the Marine Stewardship Council Board of Trustees.

3.2 The TAB shall not have more than fifteen members.

3.3 The members of the TAB may nominate future TAB members for consideration and approval by the Marine Stewardship Council Board of Trustees. Nominations must be made in line with the balance of membership provisions outlined in paragraph 3.9.

3.4 The members of the TAB shall be appointed by the trustees for such periods not exceeding three years as the trustees may determine.

3.5 The members of the TAB shall not be entitled to appoint representatives to attend meetings, or otherwise carry out their functions as members of the TAB, in their stead.

3.6 The TAB may co-opt non-voting members or ad-hoc experts 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.

3.7 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 3.1;
- (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; or
- (v) takes up employment with the Marine Stewardship Council.

3.8 A member of the TAB may not, whilst a member, be elected to the office of Director or to any other executive office under the Charity.

3.9 A member of the TAB may not be a member of a fishery assessment team or a peer reviewer for a fishery assessment under the MSC standard. Any TAB nominee serving as a fisheries assessment team member or peer reviewer must make that work known to the MSC Board of Trustees prior to Board of Trustee action on his/her nomination.

3.10 The TAB may appoint from time to time permanent emeritus members of the TAB. Such appointments should recognise the valuable contribution of a member to the work of the MSC and the TAB. Such membership will allow on-going participation in the work and meetings of the TAB in a non-voting role. The provisions of paragraphs 3.2, 3.4, and 3.7 shall not apply to this form of membership. All other paragraphs apply to this type of membership.

3.11 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 standard; and from areas of supply expertise within fisheries, processing, distribution, retail, food-service and certification or accreditation to ISO standards. Membership should also ensure a representative balance from across regional geographies.

3.10 Upon vacancy of the position of the Chair, the TAB shall nominate a replacement for endorsement by 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 5.7 and

nominees may be drawn from outside the current TAB membership. 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 wished 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. Formal nominations for the position of Chair should be submitted to the TAB Secretary at least one week in advance of the meeting at which consideration of the appointment of reappointment of Chair is made.)

3.11 The TAB may appoint a Vice-Chair. The Vice-Chair shall assume the responsibilities of the Chair on those occasions when the Chair is absent. The term of office of the Vice-Chair shall not exceed three years. Upon expiration of the term of office, the Vice-Chair shall be required to seek re-election if s/he wished to be reappointed.

4. Observers

4.1. All in-person meetings of the Technical Advisory Board are open to members of the MSC executive, members of 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 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.

4.3. Members of the MSC Board of Trustees and the MSC Chief Executive shall be entitled to attend and contribute to all TAB meetings (including TAB working group meetings) as governance observers.

4.4. Stakeholder 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 a substitute observer from within the Council on those occasions where the Co-Chair is unable to attend.

4.5. A delegate of MSC's Accreditation Body may be invited to attend in-person meetings of the TAB, and, on invitation of the chair, all other TAB and TAB sub-committees meetings.

4.6. All other observers, representing governmental organisations or non-governmental organisations, or individuals, may apply to the MSC Executive to be a stakeholder observer.

4.7. The location of observers in the meeting room will be separate from the Committee members (at a separate table where possible). This also applies to the subgroup meetings.

4.8. 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

4.9. Information on the process required to apply for an invitation as TAB stakeholder observer are accessible through the MSC website. Applications shall include:

4.7.1. Name, address, telephone number, email address of the organisation seeking observer status

4.7.2. Description of the organisation represented by the observer, including aims and purposes, description of activities related to MSC's work and evidence of active involvement, history, current membership and membership eligibility

4.7.3. The reasons an organisation or individual wishes to observe TAB work

4.7.4. A statement on which specific meetings or which time period an organisation or individual wishes to act as observer

4.7.5. Information (if any) the organisation or individual wishes to present to a meeting

4.10. The TAB chair and MSC CEO 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 CEO will transmit any such determinations in the conditions of participation. If accepted applications for stakeholder observers exceed the number of spaces, the TAB chair shall review all applications and will make the final decisions on participation balancing observer affiliation among the different stakeholder groups.

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

4.12. Stakeholder observers can be invited to address TAB on specific tasks at the discretion of the TAB Chair or the chair of the subgroup. Stakeholders are allowed to ask for the floor but the chair of the meeting decides whether that is opportune.

4.13. Stakeholder observers are not allowed to attend the meeting when agenda items on TAB membership and the Executive's and Board of Trustees' report or other items deemed reserved business are discussed. Executive and TAB chair will try to schedule those agenda items for the beginning of each TAB meeting. For all other agenda items, the TAB chair shall assess any potential conflict of interest of stakeholder observers and may ask them to leave the meeting.

4.14. During the meeting, the stakeholder observers shall have access to all TAB documents unless those documents are deemed confidential by the CEO, the Board of Trustees or the TAB chair.. The stakeholder observers shall not use the documents outside the meeting without prior consent by the TAB 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 formal meetings of the TAB shall not be longer than 15 months. The TAB shall convene at least once a year, and work shall be undertaken by TAB sub-committees (hereafter referred to as working groups) between the formal meetings. The results of the inter-session work and recommendations made by the working-groups shall be submitted for final decision at the subsequent in-person meeting of the full TAB.

5.2 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 proscribed 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. A template for out of session voting is provided in Annex C.

5.3 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 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.

5.4 The Chair of the TAB shall determine the agenda for meetings of the TAB.

5.5 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.

5.6 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 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.

5.7 Decisions by the TAB 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 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.

5.9 Staff of the MSC Executive shall be entitled to attend and speak at meetings of the TAB but shall not be entitled to vote.

6. Functions of the TAB

6.1 The function of the TAB is to make those decisions delegated to it pursuant to Article 51(1) and provide expert advice on MSC's technical, scientific and quasi-judicial functions, including but not limited to, the MSC Standards, certification body approval (accreditation) requirements and certification requirements.

6.2 The Chair of the TAB shall be an ex-officio member of the MSC Board of Trustees.

7. Working groups of the TAB

7.1 In accordance with Articles 51(4) and (5) of the Articles of Association, the TAB may make appoint and constitute one or more committees or 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.

7.2 Any committees or working group formed under paragraph 7.1 may consist solely of TAB members and/or non-members appointed in accordance with paragraph 3.8. However, under the provisions of Article 51(5), non-members appointed onto a TAB working group shall not be entitled to vote on any matters considered by the working group.

7.3 Subject to any applicable rules or bye-laws made pursuant to Article 51(4), the TAB 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.

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

- (i) Broad purpose and aims of the group
- (ii) Membership and chairmanship
- (iii) delegated decision making authority (where appropriate)
- (iv) reporting requirements
- (v) the duration and review times for the working group.

for inclusion in the group Terms of Reference. Upon their establishment, sub-committees shall adopt Terms of Reference modelled upon those provided in Annex A, with support from the TAB Secretary. An example Terms of Reference is provided in Annex B. Each group shall be supported by a member of the MSC Executive, nominated through the TAB Secretary.

8. Other regulation of proceedings

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

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

8.3 Subject to the provision of the Articles of Association, the MSC Board of Trustees may seek the opinion and views of the Stakeholder Council on relevant advice from the TAB.

8.4 These Terms of Reference shall be reviewed by the TAB once every three years or from time to time as the TAB sees fit.

9. Expenses

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.

10. Secretariat

10.1 The MSC Executive, as directed by the Chief Executive, shall designate a person to act as secretary of the TAB and perform the administrative functions in relation thereto, including preparation of the agenda papers, in consultation with the Chair of the TAB.

11. Minutes

11.1 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.

11.2 A summary report, including recommendations, shall be made public.

11.3 Outline result reports from working groups shall be made available to full meetings of the TAB.

12. Notices

12.1 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 articles.

13. Confidentiality

13.1 The agenda papers submitted to the TAB shall be held in confidence by members and observers.

13.2 All decisions will be forwarded to the MSC Board of Trustees., The TAB may recommend some decisions should be held in confidence by the MSC Board of Trustees.

13.3. All decisions 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 TAB minutes.

14. Declarations of interest

14.1 Members of the TAB will be bound by the Code of practice for members of the MSC Board of Trustees 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.