

Terms of Reference – ProTerra Certification Governance Board

The following defines the tasks and procedures of the ProTerra Certification Governance Board (CGB). These terms result from the decision of the Board of Directors of the ProTerra Foundation to create a Certification Governance Board responsible on behalf of the ProTerra Board of Directors in setting and ensuring credible and meaningful standards and certification system. The terms also reflect the principle of subsidiarity: major decisions of policies related to standards shall be taken by the ProTerra Board, major decisions of standards shall be taken by the CGB and be approved by the ProTerra Foundation Board. Minor decisions with regard to the standard application shall be handled directly by the CB and reported back to the CGB on a regular basis.

Besides those terms, the standard-setting procedure responds to the Board's decision to have an efficient standard setting process. Finally, these terms are in line with applicable requirements of the ISEAL Code of Good Practice for Setting Social and Environmental Standards and the Code of Good Practice for Assuring Compliance with Social and Environmental Standards.

1. Responsibilities and mandate

The CGB is assigned by the ProTerra Board as a permanent committee, which shall have the following responsibilities:

- Development and decision-taking of both generic and product-specific standards.
- Advise the ProTerra Board on all decisions relating to the development and maintenance of the ProTerra Standard to ensure high-quality, consistency and continuous improvement.
- Decision making on technical amendments to the Certification Protocol and decision making whether changes to the Certification Protocol will have strategic importance. Decisions with strategic importance are referred to the Board for approval.
- Decision-taking on procedural complaints about the way ProTerra Standard is set or implemented, if the initial answer from the ProTerra Secretariat is deemed unsatisfactory by the complaining party. If the CGB does not achieve an agreement acceptable for both parties, the PTF Board can install an Arbitration Board (see item 5.5)
- Guidance and feedback to implementing Certification Bodies on their implementation and interpretation of the ProTerra Standard.

More specific tasks may be taken on the agenda on request of the ProTerra Board. The main role of the CGB shall be to recommend to the ProTerra Board, to decide on standards content, objective, scope and timelines, to balance stakeholder comments,

to resolve contentious issues, to clarify terms and definitions and to review effectiveness and practicality of pertinent areas of standards.

In order to comply with this responsibility, the ProTerra Board appoints the members thereby assuring a balance of interests of all stakeholders and taking into account nominations out of the Members of the ProTerra Network.

Formally, the CGB is responsible to the ProTerra Board. The ProTerra Board sets strategic priorities of the CGB and provides to the CGB policy guidelines and meeting minutes as appropriate. The ProTerra Board receives the CGB meeting minutes with decisions and recommendations to the ProTerra Board. The ProTerra Board facilitates presence of the CGB Chairperson at ProTerra Board meetings on standard-relevant issues. The CGB shall closely cooperate with the ProTerra Secretariat.

2. Composition

The ProTerra Foundation Board appoints CGB members following the criterion that there is sufficient knowledge and expertise and a balanced representation of the different user groups. With their appointment, the members accept these present Terms of Reference of the CGB.

The CGB consists of at least 3 and a maximum of 6 members. The membership mandate is for a period of 3 years. The mandate is renewable once without a mandatory open call for candidates. Thereafter, one renewal is possible following an open call for candidates.

All members and as applicable all observers, experts and staff shall

- Adhere to these terms, including handling of confidential information as described below,
- Duly represent the respective core stakeholder groups but serve in an individual capacity,
- Bring in a maximum of expertise in the various fields of work,
- Regularly participate in CGB meetings,
- Actively contribute to the CGB tasks,
- Properly prepare meetings and contribute to all follow-up actions as agreed and/or mentioned in the meeting minutes,
- Declare all conflicts of interest at nomination and before taking part of decision making processes and
- Be able to communicate easily in the English language.

Members shall undergo an evaluation process at least once a year against those criteria. Evaluation is done by the CGB chair or vice-chair together with the Executive Director of ProTerra Foundation. If the evaluation shows that a member does not comply with the criteria anymore, the Executive director may ask the ProTerra Board or its nomination committee to withdraw the member's appointment. Moreover, once a member does not represent a stakeholder group anymore the membership automatically stops, exceptions being according to the criterion and responsibility of the Board of Directors of ProTerra Foundation.



The composition must be balanced between different users groups of the ProTerra certification system and other services based on the ProTerra Standard.

The following composition applies:

A. Suppliers

- Members drawn from agricultural producers or representing agricultural producers (farmers' associations, rural trade unions, farmers' cooperatives).
- Members drawn from economic actors in producing countries (crusher, mills, ginneries).

B. Economic Actors

- Members of the Food and Feed or other processing industry, using the certified agricultural commodities .
- Member drawn from retailers or food services or traders
- Member representing end-consumers.

C. Experts

- ProTerra Executive Director or a member of the Board to bring in Board views and system-wide and strategic consideration (non-voting).
- Independent external experts
- Representatives of accredited Certification Bodies (non-voting).

The ProTerra Executive Director holds the CGB voting member list up-to-date and informs the ProTerra Board of any necessary actions to be taken.

3. Working principles

The CGB shall execute its functions in an efficient manner. Members are asked to act accordingly and to aim for effective decision-taking by obeying to the following working principles.

3.1. Language

Working language is English both for written and oral communication.

3.2. Confidentiality

Confidential information is understood as all information and documents gathered during involvement in the CGB. CGB members acknowledge that ProTerra is the rightful owner of all confidential information and undertakes all necessary and suitable measures to maintain the level of confidentiality. For all information three levels of confidentiality exist:

“High”: means that no distribution is allowed other than within the CGB and if appropriate to the PTF Board. High confidentiality level must be clearly indicated on written information or clearly stated during oral conversations;

“Normal”: means that the information is considered not to be circulated outside the CGB, however in case of further consultation needed to accomplish with the CGB tasks the information may be distributed for that purpose to ProTerra stakeholders;

“None”: mean that the information can be freely distributed, e.g. if the information is already in the public domain, meaning that it has been published or disclosed previously by ProTerra Foundation or another organisation.

There must be a clear indication with the information for that status of confidentiality.

The CGB members must accept the rules of ProTerra Foundation regarding confidentiality and sign a Confidentiality Agreement to be renewed each term. Confidential information shall not be disclosed for 5 years at minimum. In case of breaches of confidentiality, the ProTerra Board decides on necessary actions, including legal options.

3.3. Meetings

The CGB meets as complete as possible and as often as needed and has at least one physical meeting per year. Meetings (also via electronic means of communication) may be asked by the ProTerra Board, the CGB members and by the ProTerra Secretariat and need to be approved by the majority of the CGB members.

Meetings shall be properly prepared by ProTerra Secretariat by timely sending of all necessary information to CGB members. All members shall carefully study the information provided and prepare their contributions to the CGB. All members shall also contribute to follow-up actions after meetings as agreed and/or mentioned in the meeting minutes.

In between physical meetings, e-mail consultation may happen for papers which cannot wait for approval until the next physical meeting of the CGB. The papers should be commented and decided on by e-mail or telephone conferences.

3.4. Observers

3.4.1. ProTerra Executive Director, ProTerra Chairman and at least one representative of the collaborating Certification Bodies have permanent observer and advisory status.

3.4.2. ProTerra Board members may be granted a permanent or temporary observer status. Applications should be made to the Executive Director and will be decided by the CGB chair after consultation with the ProTerra Chairman.

3.4.3. Contributing observers are:

- Any person presenting a paper, who may be present for that agenda item.
- Any person invited by the chair to attend to contribute to discussion of an item.

Contributing observers are normally invited to speak on the same basis as CGB members, but may be asked by the chair to refrain from contributing at certain times in accordance with the needs of the CGB, and are not eligible to vote on CGB decisions.

3.4.4. All observers are entitled to make notes of the discussions or decisions for their own use unless the chair exceptionally requests confidentiality for a specific point. In the case of a need for confidentiality or for any other reason, the chair may ask observers to leave the meeting or to agree to maintain confidentiality.

3.5. Chair

The CGB elects a chair and a vice-chair. The chair and the vice-chair are elected for three years with the option of renewal. The chair approves the meeting agenda proposed by the ProTerra Secretariat and supervises that all members are duly informed. In particular, the chair checks whether all proposed points of the agenda fall into the decision authority of the CGB or whether they need to be delegated to the ProTerra Secretariat or to the ProTerra Board. The chair together with the Executive Director may take decisions on procedural issues (e.g. observers) in preparation of the meetings. The chair may also take content linked decisions in between meetings if asked so by the Executive Director e.g. as a result of an email consultation process. Such processes need to be reported to the CGB's next meeting with a rationale and in full transparency.

The vice-chair replaces the chair in cases of absence, conflict of interest or other grounds found necessary by the CGB.

3.6. Sub-committees and working groups

The CGB may create sub-committees or working groups to research / handle specific standards issues. These sub-committees and working groups are set up on a temporary basis and cease to exist once they have reported back to the CGB or when the CGB feels that the issue shall be administered in a different way. They are composed of at least 1 CGB-member and 1-4 external experts / stakeholders / ProTerra staff.

3.7. Remuneration

All members are entitled to reimbursement of travel costs (airfare and train based on 2nd/economy class tariffs) and to a daily subsistence for meetings abroad.

None of these payments are made automatically, but only when a member explicitly asks for them by presenting adequate invoices and/or receipts. Payments are done after the Executive Director has approved those invoices/receipts.

4. Working process

4.1. Agenda and invitation

CGB members may inform the ProTerra Secretariat about an item to be put on the agenda in writing and are responsible for providing the necessary papers timely. The agenda for meetings is set by the ProTerra Secretariat and proposed to the chair at least 14 days before the meeting. The chair approves the agenda within 3 working days. The ProTerra Secretariat sends out the agenda with all associated papers to the members at least 10 days before the meeting.

4.2. Decision taking

4.2.1. Normal process

The CGB seeks to achieve unanimous decisions, defined as decisions taken with no votes against. If the CGB chair feels that consensus is not achievable, the chair will ask the CGB members whether further discussion and alternative wording of the standard could lead to consensus. In particular, if the most affected stakeholders are in opposition to the proposal, they actively propose options that are more likely to reach consensus.

If this evaluation does not lead to any solution built on consensus the majority decision-making procedures should be used. In this case, decisions can be taken by simple majority.

Proxy votes are possible. However, one person may only assume one proxy vote.

Proxy votes needs to be presented to the chair in writing.

In case of a tie the vote of the chair will decide. In case of a tie and of absence of the chair, the vote of the vice chair will decide. When a decision the SC has to take constitutes a conflict of interest for one of its members, the member will be excluded from voting on this decision. Conflicts of interest need to be announced by the relevant member to the Chair before voting, by preference when the agenda is agreed upon during the opening of the meeting. Declaration of conflicts of interest lies in the responsibility of the members.

4.2.2. Process for in between consultation

The in-between consultation may consist of one or two rounds.

First round: A first mailing of papers will be sent out by the ProTerra Secretariat to the CGB with a request for comments to be received within 5 working days. CGB members are obliged to react if on job at that time. If a CGB member has not reacted within 5 working days, they are considered to have accepted the recommendation. At least the chair or the vice-chair plus two other members of the SC must have reacted within these 5 days for further decision making. In case at least two thirds of the members have reacted within the dedicated time and there have been no major comments made and the majority agrees with the recommendations, these are accepted through the CGB chairs' approval as appropriate and possible. In this case there is no second round. In case of doubts whether the CGB member's agreement is sufficient for decision-taking the ProTerra Executive director and the CGB chair take a decision how to proceed.

Second round: In case of major comments, the ProTerra Secretariat is responsible for having the papers adapted according to the comments received and a second mailing of the amended papers will be sent out by ProTerra Secretariat to the CGB for comments to be received within 5 days. If a CGB member has not reacted within 5 days, they are considered to have accepted the recommendation. At least the chair plus two other members of the SC must have reacted within these 5 days. The CGB chair takes the final decision.

4.2.3. Teleconferences

The normal process rules as in 4.2.1. apply as far as applicable.

4.3. Minutes

The ProTerra Secretariat takes minutes of the meetings. Minutes are distributed to the CGB at earliest convenience, however not later than 21 days after the meeting. Minutes are formally approved by the Chair of CGB and by CGB members in the following meeting.

After approval, minutes may be circulated to interested parties.

Minutes may be distributed to the ProTerra Board prior to approval. Relevant extracts of the yet not approved minutes may be distributed to Certification Bodies on special request.

5. Complaint procedures

5.1. In principle, resolution for conflicts shall be made near to the source and with the participation of the parties involved.

5.2. Conflicts resulting from the relation between the Certification Body and the user of services based on the ProTerra Standard, e.g. appeal against refusal of a certification, shall be resolved by the Certification Governance Board, without conflict of interest with the CB or complaining party.

5.3. Conflicts resulting from decisions and procedures of the ProTerra Standard and Certification Committee shall be resolved according to the following items.

5.4. Complaints and appeals shall meet the following requirements:
They shall be addressed in written form to the Secretariat of the ProTerra Foundation. The complaint or appeal submitted shall be accompanied by documents defining the situation in a way that any impartial person gets a clear idea of the situation.

Complaints submitted regarding issues caused by a ProTerra Certification Governance Board shall contain additional documentation that the complaint has already been submitted to the CGB without achieving a satisfactory result.

5.5. The Arbitration Board is responsible for the Management of the procedure. The Arbitration Board is installed by the Board of the ProTerra Foundation on a case-by-case base and is formed by three persons representing different levels of the value chain and with acceptance of the complaining party.

The members of the Arbitration Board shall have no vested, or conflict of interest in the appeal and shall not be involved in the appealed decision. They elect a chair among themselves.

The convening of the Arbitration Board is made within two months after receipt of the complaint or appeal.

5.6. The Arbitration Board shall hear the parties involved before making a decision. The results of the hearings as well as of meetings are documented. In critical cases, the Arbitration Board can consult an independent expert. The decision of the Arbitration Board shall be made by simple majority within 6 months after receipt of the complaint.



The decision of the Arbitration Board is documented in a report that shall be submitted to the Board of the ProTerra Foundation. Based on the report of the Arbitration Board, the Board of the ProTerra Foundation decides on acceptance of the complaint or appeal. The decision is binding and completes the arbitration process.

6. Miscellaneous

These Terms of Reference are subject to update by the ProTerra Board. CGB members are asked to continuously check whether the ToR are appropriate and come up with proposals for amendment.

Approved by ProTerra Board, 28.12.2014

Revision of ToR approved by ProTerra Foundation Board of Director on November 15, 2016