

TERMS OF REFERENCE

PROTERRA FOUNDATION STANDARD AND CERTIFICATION COMMITTEE

1. Mandate

The ProTerra Foundation Standard and Certification Committee is mandated by the ProTerra Foundation Board of Directors to provide expert advice and recommendations on the content and objectives of the ProTerra Standard(s) and implementation guidelines-

When doing so, members of the ProTerra Foundation Standard Certification Committee will keep in mind the mission and vision of the ProTerra Foundation.

Members of the ProTerra Foundation Standard Certification Committee accept to abide by these Terms of Reference and the relevant Confidentiality Agreement.

2. Responsibilities

The ProTerra Foundation Standard and Certification Committee is responsible to:

- Develop and review the ProTerra standard(s)
- Provide expert advice and recommendations to the ProTerra Foundation Secretariat and Board of Directors on any technical issue concerning the content and implementation of the ProTerra Standard or auditors training.
- Provide technical amendments to the Certification Protocol(s).
- Act as appeal instance concerning procedural complaints addressed to the ProTerra Secretariat about the way the ProTerra Standard is established or implemented.
- Provide guidance and feedback to the Certification Body on the implementation and interpretation of the ProTerra Standard(s).

The list of responsibilities is not exhaustive.

The ProTerra Foundation Standard and Certification Committee may take additional specific tasks, upon request from the Board of Directors.

3. Composition

The ProTerra Foundation Standard and Certification Committee consists of a minimum of three and a maximum of five members with demonstrated expertise in the field of sustainable food supply chains and certification.

In addition, the following representatives will be part of the ProTerra Foundation Standard and Certification Committee but without voting rights:

- ProTerra Foundation Managing Director or another appointed member of the ProTerra Foundation Secretariat
- A member of the ProTerra Foundation Board of Directors

Ad-hoc Contributors: The ProTerra Foundation Managing Director or the Chair of the ProTerra Foundation Board of Directors may invite ad-hoc contributors to participate in one or more ProTerra Foundation Certification Committee meetings to:

- Present a paper or study relevant to one or more of the agenda items
- Contribute to discussions related to its specific expertise

Ad-hoc contributors will abide by these Terms of Reference and related Confidentiality Agreement.

4. The chair and vice-chair mandate

The ProTerra Foundation Standard and Certification Committee will elect among its members a chairperson and a vice-chair for a three-year period with the possibility to extend the mandate for another three-year period. The chairperson will be supported by the ProTerra Foundation Secretariat.

The chairperson will define the agenda of the Committees meetings and define relevant meeting procedures, together with the ProTerra Foundation Managing Director to ensure meetings meet the objectives foreseen.

The chairperson will steer the meetings and follow up on the decision taken as well as liaise with the Board of Directors as relevant.

The vice-chair replaces the chair in cases of absence, conflict of interest or any other grounds found relevant by the ProTerra Foundation Certification Committee.

5. Selection Process

The ProTerra Foundation Managing Director, after having consulted the Board of Directors will send invitations to three-five individuals to join the ProTerra Foundation Standard and Certification Committee based on their knowledge, expertise, and seniority.

The selected members will need to formally agree with these Terms of Reference and relevant Confidentiality Agreement. They will be consequently appointed by the ProTerra Foundation Board of Directors for a three-year period, renewable.

As all communications and discussions will be held in English, having a good command of this language will be taken into consideration for the selection of the candidates.

6. Members Obligations

In their function, the ProTerra Foundation Standard and Certification Committee members will:

- Adhere to these Terms of Reference
- Sign the relevant Confidentiality Agreement
- Bring in a maximum of expertise in the various fields of work
- Regularly participate in the organised meetings
- Actively contribute to the tasks of the ProTerra Foundation Standard and Certification Committee
- Properly prepare meetings and contribute to all follow-up actions as agreed in the meeting minutes
- Declare all conflicts of interest at the nomination and before taking part of decision-making processes
- Communicate to the ProTerra Foundation Secretariat any change in their position that may disqualify them from being part of the ProTerra Foundation Standard and Certification Committee
- Use the English language for all official communications and meetings

Failing to meet one or more of these obligations may justify the withdrawn from the ProTerra Foundation Standard and Certification Committee, as per Board of Directors' recommendation.

7. Working procedure

7.1. Meetings

The ProTerra Foundation Standard and Certification Committee will strive to meet at least once a year in a physical meeting. A quorum of 50% of the members is to be reached to have such meeting.

Meetings may also be organised by electronic means.

7.2. Agenda and invitation

ProTerra Foundation Secretariat and the chair of the ProTerra Foundation Certification Committee will define the agenda and invitation for the meetings.

The ProTerra Foundation Secretariat will send the agenda to the rest of the members together with the invitation and logistic information.

Members of the Certification Committee will be timely informed on the participation of an ad-hoc contributor and the associated item, for which he or she is invited to participate.

Reading materials and other relevant topics will be provided by the ProTerra Foundation Secretariat at least ten days before the meeting.

Any member can suggest topics to be added to the agenda, within the appropriate timeframe to allow that the ProTerra Foundation Secretariat provide documentation in due time.

7.3. Decision taking during meetings

7.3.1. Led by consensus

The ProTerra Foundation Standard and Certification Committee will seek to take decisions by consensus. If not, decisions will be made by the simple majority through voting. In case of a tie, the vote of the chair (or vice-chair in his absence) will decide.

This method applies both for physical meetings as well as conference calls.

6.3.2. Proxy votes

Proxy votes are possible, but they need to be provided to the ProTerra Foundation Secretariat at least five days before the relevant meeting.

One person will only use one proxy vote, duly approved by the ProTerra Foundation Secretariat. It will be presented in writing to the chair on the day of the meeting.

6.3.3. Conflict of interest

Members of the ProTerra Foundation Standard and Certification Committee will communicate to the ProTerra Foundation Secretariat, their refusal to vote on one or more items of the agenda based on conflicts of interest. This communication will be sent at least five days before the meeting and no later than before the discussion on the topic starts.

Members of the ProTerra Foundation Standard and Certification Committee are responsible for communicating to the ProTerra Foundation Secretariat their declaration of conflicts of interest. However, in case of an obvious conflict of interest, any of the members can request to the chairperson that such a member does not participate in the concerned discussions.

7.4. Ad-hoc consultations

The ProTerra Foundation Secretariat may request ad-hoc expert advice to the ProTerra Foundation Standard and Certification Committee in between meetings.

This consultation will be done by email providing all relevant documents as well as the specific questions and requesting expert feedback within ten working days.

The ProTerra Foundation Secretariat will consider the expert advice shared by the majority of members. This consideration may require two consultation rounds:

7.4.1. First round:

- If 50% or more of the members provide feedback to the consultation, the recommendation supported by the majority of the members will be adopted. In case of a tie, the vote of the chair (or the vice-chair) will decide.
- If less than 50% of the members reacted to the consultation, the recommendation supported at least by the chair and vice-chair is to be accepted, unless two or more members present a clear objection against it before the deadline. (e.g. consent in silent). In this case, there is no second round.

7.4.2. Second round:

In case of multiple comments without reaching consensus, the ProTerra Foundation Secretariat will adapt the documents accordingly.

A second mailing with the amended documents will be sent out by ProTerra Foundation Secretariat to the members of the ProTerra Foundation Standard and Certification Committee to receive feedback within five working days.

The ProTerra Foundation Secretariat will take the same approach than in the first round to define the recommendation that counts with stronger support.

7.4. Minutes

The ProTerra Foundation Secretariat will take minutes of the meetings, which will be distributed to the members of the ProTerra Foundation Standard and Certification Committee for approval.

Minutes are to be sent within ten working days after the meeting and will be approved by the members no-later-than 10 days after being sent to them.

After approval, minutes are to be sent to the ProTerra Foundation Board of Directors.

Relevant extracts may be distributed to the Certification Body and the Stakeholder Council when appropriate.

8. Confidentiality

Members of the ProTerra Foundation Standard and Certification Committee are due to sign a Confidentiality Agreement to be renewed each term and to treat as confidential all information and documents gathered during their service at the ProTerra Foundation Standard and Certification Committee.

Members will follow this obligation regardless if expressly classified as such or not by the ProTerra Foundation Secretariat.

9. Compensation

Members of the ProTerra Foundation Standard and Certification Committee contribute to the organisation on a pro-bono basis.

The 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 to cover hotel, meals and local transportation expenses Prior to undertaking a trip, members will be informed by the Secretariat the daily subsistence fee ceilings.

However, none of these payments is made automatically, but only when explicitly asked and by presenting adequate invoices and receipts.

Reimbursement will be done after the Managing Director has approved those invoices and receipts.

Approved by ProTerra Board, September 2019