

TERMS OF REFERENCE FOR THE CERTIFIED SEAFOOD COLLABORATIVE (CSC) MANAGEMENT BOARD

The CSC Management Board (known as the CSC Board) provides, oversight and strategic direction for the management of the RFM Program and specifically:

- Generate and maintain a Strategic Management Plan and Communications strategy for the RFM Program.
- Provide advice, direction and guidance to the RFM Management Team and to Standards Committees, by way of meeting proceedings, strategic decisions and recommendations.
- Provide an oversight to the Certification Body and Accreditation Board management and performance
- Approve the RFM Quality Management System key changes and the appointment of Certification Bodies or Committees

Board appointments

Members of the CSC Management Board are appointed by an open call, published on the RFM website, and through direct communication with members of industry. Appointment of new members is agreed by the current members of the CSC Management Board.

Rules of Procedure for CSC Board:

The CSC Board shall be chaired by a 'CSC Board appointed' Chairperson.

Program Management staff and specialist experts may attend meetings and the Program Manager will act as secretariat.

The CSC Board representation will be adapted from time to time to ensure it continues to represent the interests of the program, including fishery regions, sectors and fisheries. Members of the CSC Board include persons knowledgeable and experienced in all facets of fisheries certification.

Representation includes individuals from geographic regions with an interest in the RFM program who have knowledge and experience in areas of fishery certification, management, science, production, marketing, or sales, or other desirable disciplines.

There is broad representation on the CSC Board, and no fishery sector or region has a majority voice.

The normal term of office of the Chairperson and members of the CSC Board shall be three years; duration of term may be influenced by the following provisions:

- any member of the CSC Board serving as a representative of an organization or company may retire on ceasing to be employed by that organization or company.
- any member may retire by notice in writing to the Chairperson of the CSC Board.
- any person whose term of office expires shall be eligible to be reappointed to the CSC Board.
- the Chairperson may ask the Board for an incumbent member to be replaced if the member fails to attend meetings of the CSC Board regularly.

CSC Board meetings are open to the public but by request only.

CSC Board meetings shall be convened by notice in writing (including e-mail) to each member at such times as the Chairperson shall direct and not less than once a year. The RFM Program Manager

acting as Secretariat shall be responsible for taking and presenting a correct record of the proceedings at each meeting.

The Chairperson shall confirm a quorum to convene a meeting. There shall be an acceptable balance of interests among voting members at the start of each meeting.

Minutes of all meetings will be prepared and circulated in advance of the next meeting. These minutes will be approved at the next meeting, providing a quorum exists.

The CSC Board strives for decisions by consensus but operates by majority vote when consensus is not attainable.

In the absence of the Chairperson at any meeting of the Board, this position shall be taken by a member of the Board selected by the Chairperson in advance or, failing that, elected by a majority of those present.

With the consent of the Chairperson, advisors may attend meetings of the Board, but they shall not be entitled to vote.

It is anticipated that members of the CSC Board will be asked to meet, either in person or via teleconference, approximately 3-4 times in a calendar year.

Confidentiality and Conflict of Interest:

Members of the Board are appointed to support the objective of ensuring a robust and transparent independent Certification Program consistent with UN FAO Code of Conduct for Responsible Fisheries.

Members shall be:

- Willing to contribute to an overview process, attend meetings as required, and lend their time and/or expertise without promise of remuneration.
- Required to recuse themselves from decisions or voting on matters where they have a personal or professional conflict of interest that would interfere with or unduly influence their fulfilling the CSC Board objectives:
- Committed to neutrality, transparency, and fairness in all dealings. All CSC Board members will be asked to provide a summary bio / resume identifying their relevant experience as a contributor to the CSC Board and sign a conflict of interest and confidentiality undertaking which is overpage.

Should a conflict of interest arise, the member is requested to report this to the Chairperson as soon as reasonably possible. The Chairperson shall decide on and instigate appropriate action including recusal from voting on the subject matter from which the conflict arises. All such reported conflicts of interest and follow up action agreed shall be recorded on the CSC Board files.

Board Member Agreement of Participation:

This document stands as a non-binding agreement of participation for the below signatory; the person named herein has agreed to participate as a CSC Board member of the Responsible Fisheries Management (RFM) Certification Program.

Name:	<i>INSERT NAME</i>
Date:	<i>INSERT DATE</i>
Title:	<i>INSERT TITLE</i>
Signature:	<i>ADD SIGNATURE</i>