

Terms of Reference**GLOBALGAP Board****1. INTRODUCTION**

The purpose of this document is to define the remit, scope and composition of the GLOBALGAP Board.

2. ACTIVITY OF THE GLOBALGAP Board

The GLOBALGAP Board has the ultimate authority for instruction and guidance to the shareholders and the executive management of FoodPLUS with regard to strategic orientation and all policy issues affecting GLOBALGAP and FoodPLUS and is responsible for all matters arising from the operation of the Certification Systems. In particular:

- It must satisfy itself of the integrity of the Certification System by receiving reports from FoodPLUS and the relevant GLOBALGAP Committees, such as e.g. the Sector Committees, the Certification Body Committee or expert working groups.
- It inputs to and agrees the annual activity plan.
- It inputs to, endorses and reviews the financial plan as prepared by the executive management.
- It takes proper account of committee decisions and consumer and scientific views in its decision-making by ensuring wide consultation with interested.
- It promotes and enlarges GLOBALGAP world wide on retailer and supplier level
- Finally adopts revisions to the GLOBALGAP Standards.
- Finally adopts newly developed standards
- The Board may also act as consultative body being asked from time to time by other Committees to deal with a specific matters that require strategic input and or establish a working group.
- From time to time Board members may be asked to represent GLOBALGAP in external meetings or other public forums.
- Board members represent their relevant constituency (group of membership) in the Board NOT their company or association and agree to act collectively in the best interests of GLOBALGAP.
- Board members should be able to commit to attending at least 3 pre-arranged and agreed one-day Board meetings per year.

3. COMPOSITION OF THE BOARD AND MEMBERS CODE

The Board is constituted of ten industry seats: 5 retailer or food service member seats + 5 supplier member seats. The 5 supplier member seats must be mandated to at least one representative per each of the GLOBALGAP scopes (Crops, Livestock and Aquaculture). Additional members may be admitted with prior agreement of the elected Board.

The proportion of seats will remain 50% available to retailers (including food service members), 50% available to suppliers.

GLOBALGAP supplier membership includes individual producers, exporters/importer without production, producer groups, producer organisation, or Equivalent Scheme Owners.

Since it is an individual and not a company or association position that is elected substitutes will not be permitted.

Board members are required to act collectively and in the best interests of the GLOBALGAP initiative.

Board members should be able to commit to attending at least 3 pre-arranged and agreed one-day Board meetings per year.

After its constitution the Board is required to approve the appointment of the standing chairman or initiate a process to find a successor for the 4-year period.

Please see in Appendix 1 for responsibilities of the Chairman

All members of the Board are required to sign the confidentiality agreement (App.2). The GLOBALGAP Secretariat will keep the signed originals of these documents.

All the communication within the Board will be in English.

4. NOMINATION OF CANDIDATES

The Secretariat will send a notice in writing to all suppliers and retailers that are members of GLOBALGAP (all scopes) seeking nominations for their candidacy to the Board.

GLOBALGAP member- and non-member trade associations may put nominees forward.

The candidates must be affiliated to a GLOBALGAP supplier or retail/food service member organisation.

Candidates affiliated organisations must have signed the GLOBALGAP terms of reference for membership and must have paid their membership fees and where applicable have fulfilled their obligations in licence agreements.

Nominations for the Board will be accepted by the Secretariat according to written submissions from candidates on their support for GLOBALGAP, which will be published.

5. APPOINTMENT OF MEMBERS

- Two separate elections will be held, one for supplier and one for retailer/food service members, where the supplier and retailer/food service candidates are elected respectively.
- Each GLOBALGAP supplier or retailer/food service member has two votes. Candidates may vote for themselves. A ballot must contain votes for two different candidates in the same constituency to be valid. Election is by simple majority.
- In the event that among the five supplier candidates with the highest number of votes there is not a candidate that comes from the Livestock and Aquaculture sector, two of the five supplier seats are automatically reserved for the Livestock and Aquaculture candidates with the highest number of votes.
- Voting and counting will be supervised by KPMG, who also act as FoodPLUS GmbH external financial auditors.
- In the event of a tie the already newly elected Board members shall select between candidates for their respective constituency.

6. RENEWAL OF BOARD MEMBERS

Appointment is for a 4-year term providing the individuals affiliation does not change. In the event of the individual's affiliation changing the Board will rule on the member's continuation.

Since it is an individual and not a company or association position that is elected substitutes will not be permitted.

Suppliers and retailers that cease to hold GLOBALGAP membership will no longer be eligible to remain as members of the Board, and a replacement will be sought.

Candidates can volunteer for a maximum of eight years (2 times re-election).

If one Board member leaves before half of the appointment term of the Board has passed (24 months), his successor will be the candidate with the next highest amount of votes (as pre-defined in the election results-list)

If one Board member leaves after half of the appointment term of the Board has passed (24 months) the remaining Board members can admit the successor in order to guarantee continuity in decision-making.

7. SUBGROUPS

From time to time it may be necessary for the Board to draw on the expertise of other GLOBALGAP members and external experts to provide advice on specific matters. These topics shall be dealt with in Subgroups. A member of the Board should chair the subgroups. Permanent members of the Subgroup must be retail or supplier member of GLOBALGAP. Subgroups can also invite experts who are not GLOBALGAP members.

8. DECISION-MAKING

For the Board, a quorum for final decision-making is not less than two (2) retailer AND two (2) supplier members present or virtual. In case there is no quorum for a meeting, that meeting will be considered as a "proposal meeting" or subgroup, and conclusions will have to be approved/signed off by at least a Board quorum before accepted. Decisions should be made on a consensus base where majority voting is applied. Minority statements must be minuted.

9. RELATION WITH OTHER COMMITTEES

The Board is supported and guided by the GLOBALGAP Secretariat, will work mostly independent from the other Committees and be responsible for strategic decisions.

However, the Board needs consider and decide on proposals from other Committees.

- The Standards Manager will regularly inform the Board about the policy relevant discussions of the Sector Committees.
- The Board will receive the minutes of the Sector Committee, Certification Body Committee and other relevant committees or Sub-group meetings
- The other committees will receive Board minutes that relate to their issues.
- The GLOBALGAP Board must agree upon all communication from other committees

10. MODIFICATIONS

These Terms of Reference are set in consultation and agreement with, and can be modified by the GLOBALGAP Board.

Appendix 1: Chairman of GLOBALGAP and FoodPLUS GmbH**Chairman of GLOBALGAP and FoodPLUS GmbH:****Role Purpose:**

- Provide independent opinion, guidance and direction to allow GLOBALGAP to meet its Strategic and Operational goals
- To maintain and develop GLOBALGAP's reputation with all key stakeholders

Key Responsibilities as Chairman:

- GLOBALGAP Board meetings:
 - Facilitate open and balanced discussions to enable robust and transparent decision-making.
 - Enable a collective decision making environment where all Board members are able to make a full contribution to the discussion of issues.
 - Liaise with GLOBALGAP Secretariat to prepare Board Meetings and policy, strategy and activity plans for Board approval.
- GLOBALGAP Governance and Process:
 - Oversee all aspects of GLOBALGAP Governance to maintain the Independence and Integrity of Certification
 - Provide a day-to-day link with FoodPLUS and agreed Board Policy to facilitate operational decision making in line with policy.
 - Act as the Board's legal representative in the Shareholder meeting of FoodPLUS GmbH. Act as a FoodPLUS GmbH Shareholder legal representative in the Board of GLOBALGAP
- External Outreach:
 - Lead the representation of GLOBALGAP's aims to EU Commission, Governments, Inter-governmental organisations, Non-Governmental Organisations, media and other key stakeholders.

Appendix 2: Confidentiality Agreement: member of GLOBALGAP Board

CONFIDENTIALITY AGREEMENT: member of GLOBALGAP Board

Mr. / Mrs / Miss:

Has the obligation to maintain the strictest confidentiality about all the information, documents and decisions of the meetings that affect the GLOBALGAP Board, unless expressly authorised otherwise on specific issues by the particular GLOBALGAP Board.

Date

Signature: