1. SCOPE

These terms of reference cover the formation, operation, and responsibilities of the GLOBALG.A.P. Board (hereinafter referred to as “Board”).

2. BOARD ACTIVITIES

The Board is elected by the GLOBALG.A.P. voting members, to whom, in addition to the FoodPLUS GmbH shareholders, it is accountable.

It has the authority to adopt resolutions on how the executive management must conduct its business.

In particular:

- It provides inputs to and approves key activities of the GLOBALG.A.P. executive management, such as but not limited to:
  - The financial plan and budget
  - The annual activity plan
  - Significant structural changes that might affect GLOBALG.A.P.
- It formally reviews the performance of the executive management in complying with the Board resolutions and provides an annual summary to the shareholders.
- It must satisfy itself of the integrity of the certification system by receiving reports from the executive management and the relevant GLOBALG.A.P. committees and working groups.
- It takes proper account of committee decisions and consumer and scientific views in its decision-making by ensuring wide consultation with interested parties, while preserving the principle of priority given to the views of the paid membership.
- The Board makes the final decision on adopting standards, revisions, and new modules.
- The Board may also act as a consultative body from time to time, being asked by other committees to deal with specific matters that require strategic input and/or to establish a focus group.
- From time to time, Board members may represent GLOBALG.A.P. 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 GLOBALG.A.P.
- Board members promote and support GLOBALG.A.P. world-wide on the retailer and supplier levels and to the public sector.
3. MEMBERSHIP AND ATTENDANCE

3.1 Composition

1. The Board shall consist of 14 industry seats: 7 retailer or food service member seats and 7 supplier member seats. Of the supplier seats, one seat shall be reserved for each of the three GLOBALG.A.P. scopes (Crops, Livestock, and Aquaculture). In addition, at least three of four regions (Europe, Africa, Asia/Pacific, or the Americas) shall be represented by the Board.

2. Additional members may be admitted with prior agreement of the majority of the elected members of the Board, up to a maximum of two additional members, provided that the balance is maintained between retailers and producers.

3. GLOBALG.A.P. supplier membership includes individual producers, exporters/importers without production, producer groups, producer organizations, and non-CB benchmarked scheme/checklist owners.

4. Substitutes will not be permitted, as it is an individual and not a company or association position who is elected.

3.2 Eligibility Criteria

1. Board members shall be affiliated with a GLOBALG.A.P. supplier or retail/food service member organization.

2. Affiliated organizations shall be GLOBALG.A.P. members in good standing.

3. Any potential or current conflicts of interest shall be disclosed for consideration and shall be presented to the shareholders for resolution if needed.

4. Board members shall be able to communicate in English, the official working language of GLOBALG.A.P.

3.3 Attendance

1. Committee members shall cover the cost of their own participation time and other direct costs associated with participation in the meetings (e.g., travel, accommodation, and meals except for in-meeting meals).

2. In-person meetings are held at minimum three times per year for one or two days at various locations, with additional meetings or webinars organized based on need and on member availability. At least one meeting per year should take place outside of Europe.

3. Attendance (physical or virtual) at a minimum of two meetings per year is required. Board members who do not attend the required number of meetings per year will be contacted and participation will be re-evaluated by the Board and the GLOBALG.A.P. Secretariat (hereinafter referred to as “Secretariat”).

4. Meeting attendance by Board members who have signed up for the GLOBALG.A.P. Rewards for Industry Program (GRIP) will affect the status and reward(s) of that member and the associated member organization.

5. GLOBALG.A.P. staff members attending Board meetings shall have no vote on resolutions.

6. Members of the Board may propose the invitation of specific guests or observers, and after agreement with the chairperson, the Secretariat will send the invitation.
3.4 Term of Board

1. Board members are elected for a 4-year period and can serve a maximum of three terms.

2. Should the affiliation of a Board member change, the Board will rule on the member’s continuation.

3. Affiliates of suppliers and/or retailers that cease to hold GLOBALG.A.P. membership will no longer be eligible to remain as members of the Board.

4. If a Board member leaves before half of their appointed term to the Board has passed (24 months), their successor will be the candidate with the next highest number of votes (as tallied in the election results list). If this candidate is no longer willing, or there is no other candidate, a bi-election will be held.

5. If a Board member leaves after half of their appointed term to the Board has passed (24 months), the remaining Board members can admit a successor from the same trade sector in order to guarantee continuity in decision-making.

4. ELECTION PROCESS

1. Election procedures will be managed independently by the external financial auditors of FoodPLUS GmbH.

2. Two separate elections will be held, one for supplier and one for retailer/food service members, with each electing, respectively, the supplier and retailer/food service Board members.

3. A public call for nominations for supplier and retail/food service candidates will be sent to all GLOBALG.A.P. members and will be published on the GLOBALG.A.P. website for five weeks, during which time interested individuals shall be nominated or apply to the Secretariat.

4. All nominations, references, and candidate statements will be published on the GLOBALG.A.P. website for the duration of the voting period.

5. Each GLOBALG.A.P. supplier or retailer/food service member has two votes. Candidates may vote for themselves. Election is by highest number of votes.

6. Two of the seven supplier seats are reserved for the Livestock and Aquaculture candidates with the highest number of votes. In addition, three of four regions (Europe, Africa, Asia/Pacific, or the Americas) shall be represented by the Board.

7. In the event of a tie, the already elected Board members shall select between candidates for their respective membership group.

8. Elected members of the Board will be informed and will formally confirm acceptance before publication of the election results.
5. BOARD CHAIR AND VICE CHAIR

The role of the chair is to provide guidance and direction to allow GLOBALG.A.P. to meet its strategic and operational goals.

The GLOBALG.A.P. Board can be chaired by an independent chairperson or by one of its own members. The chair should be decided immediately after the formation of the new Board. The Board should have a vice-chair who can take over should the chair temporarily be unable fulfill their duties. Both the chair and vice-chair shall be elected for the duration of the Board term.

Responsibilities

- GLOBALG.A.P. Board meetings:
  - Arrange the agenda and chairing the meeting in close cooperation with the executive management
  - Facilitate open and balanced discussions to enable robust and transparent decision-making
  - Enable a collective decision-making environment in which all Board members are able to make a full contribution to the discussion of issues
  - Liaise with executive management to prepare Board meetings and policy, strategy, and activity plans for Board approval

- GLOBALG.A.P. governance and process:
  - Oversee all aspects of GLOBALG.A.P. governance and report back to the Board on a regular basis
  - Provide a link between the Board and the executive management
  - Act as the Board’s legal representative in the shareholder meetings of FoodPLUS GmbH and report back to the Board

- External Outreach:
  - Represent GLOBALG.A.P., in conjunction with the executive management

6. DECISION-MAKING

1. Quorum is no less than 4 retailer/food service AND 4 producer/trader members present (physically or virtually). If there is no quorum for a meeting, that meeting will be considered a “proposal meeting”, and conclusions will have to be approved/signed off by a quorum before they are accepted as valid.

2. The Board shall seek to make decisions by consensus between retailer and producer/supplier members, with consensus defined here as the absence of sustained opposition to a proposition.

3. Where consensus cannot be reached, decisions shall be made through voting. Proxy voting is also accepted in writing. If a majority cannot be reached, the chairperson’s vote counts as double.

4. Minority statements shall be recorded in the minutes of the meeting.
7. COMMUNICATION

1. All communication shall be in English.

2. As elected by the GLOBALG.A.P. members, the Board gives direction to the Secretariat, the technical committees, and the focus groups. The Secretariat facilitates communication between all committees and the Board. (See Appendix 1: GLOBALG.A.P. Committees Charts)

3. Board meetings shall be convened by the chairperson at least two weeks in advance, at which point the details of the agenda and any preparatory documents shall also be communicated.

4. Minutes of the Board meetings and any resolutions shall be recorded in writing. The minutes and records shall then be approved by the chairperson and a copy sent to all members of the Board and to the shareholders.

5. The Board shall receive the minutes of technical committee meetings; and any information from Board meetings which pertains to the work of the technical committees will be shared as needed. The Secretariat will arrange one joint Board and technical committees chair and vice-chair meeting annually.

8. DATA PROTECTION

The Board members shall at all times comply with all applicable data protection regulations, especially the European Data Protection Regulation 2016/679 ("GDPR").

GLOBALG.A.P. processes the Board members’ personal data only for the purposes of preparing for, managing, and holding Board meetings. This use is in accordance with Art. 6(1) b) GDPR. Further information on the processing of personal data by GLOBALG.A.P. can be found in GLOBALG.A.P.‘s privacy policy under https://database.globalgap.org/globalgap/PrivacyPolicy.faces.

9. CONFIDENTIALITY AGREEMENT

The Board members have the obligation to maintain the strictest confidentiality about all information, documents, and decisions of the meetings that affect the Board, unless expressly authorized otherwise on specific issues by the particular committee.

Each member of the Board shall confirm this by signing the confidentiality agreement (Appendix 2).

All Board members shall also observe the anti-trust statement (Appendix 3).

10. MODIFICATIONS

These Terms of Reference are set in consultation and agreement with, and can be modified by, the Board.
APPENDIX 1: GLOBALG.A.P. COMMITTEES CHARTS

GLOBALG.A.P. Committees *Operational/Facilitation* Chart

GLOBALG.A.P. Board

GLOBALG.A.P. Secretariat

*GLOBALG.A.P.* Committees

**MEMBERSHIP AND USERS**

**OPERATIONAL/FACILITATION**

**GLOBALG.A.P. SECRETARIAT**

**BENCHMARKING COMMITTEE (BMC)**

**CERTIFICATION BODY COMMITTEE (CBC)**

**INTEGRITY SURVEILLANCE COMMITTEE (ISC)**

**NTWG**

**TECHNICAL COMMITTEES (TC)**

**FOCUS GROUPS (FG)**

**CROPS**

**AQUACULTURE**

**LIVESTOCK**

**GRASP**

**SYSTEMS**

**SUMMIT**

1 GLOBALG.A.P. Secretariat facilitates communication between all committees and the GLOBALG.A.P. Board.
APPENDIX 1: GLOBALG.A.P. COMMITTEES CHARTS

GLOBALG.A.P. Committees Direction/Decision chart

1 The GLOBALG.A.P. members elect the GLOBALG.A.P. Board.
2 The GLOBALG.A.P. Board gives direction to the GLOBALG.A.P. Secretariat, the technical committees, and the focus groups.
3 The GLOBALG.A.P. Secretariat gives direction (as received from the GLOBALG.A.P. Board) to the Benchmarking, Certification Body and Integrity Surveillance Committees and the national technical working groups.
4 The technical committees give additional direction to the focus groups.
APPENDIX 2: CONFIDENTIALITY AGREEMENT: MEMBER OF GLOBALG.A.P. BOARD

Mr/Mrs/Ms

Has the obligation to maintain the strictest confidentiality about all information, documents, and decisions designated as confidential that result from or are otherwise involved in the meetings that affect the GLOBALG.A.P. Board.

Date

Signature:

APPENDIX 3: ANTI-TRUST STATEMENT

Members of the GLOBALG.A.P. Board shall not enter into any discussion or activity that may infringe any applicable competition laws, either on the part of the member or on the part of their associated organization, suppliers, customers, or branch. By way of example, members of this Board shall not discuss, communicate, or exchange information relating to prices, marketing and advertising strategy, cost and revenues, and/or trading terms and conditions with third parties, including purchasing strategies, terms of supply, trade programs, or distribution strategies, etc.

Members of this Board shall not engage in discussions or activities that could lead to the boycott of a supplier or customer or that might suggest that a named supplier or customer is not a suitable business partner.