

Technical Advisory Board Terms of Reference

Note: The following rules governing the Technical Advisory Board (TAB) are made by the Marine Stewardship Council (MSC) Board of Trustees pursuant to Article 58(4) of its Articles of Association, and take precedence over all previous iterations. Adopted June 2023.

1. Introduction

The Technical Advisory Board was created by the MSC's Board of Trustees to provide the MSC Executive with expert scientific and technical advice, views, guidance and recommendations about MSC's Standards, normative documents, associated policies, procedures and assurance mechanisms, as well as the wider scientific and technical landscape in which MSC operates. The group's members reflect diverse expertise, experiences, geographies and interests in relation to the scientific and technical work of the MSC. In fulfilling its functions and duties, the TAB works in close partnership and collaboration with the Executive.

2. Functions and Duties

- 2.1 On behalf of the MSC Board of Trustees, ensure that MSC's Standards are set in compliance with appropriate, relevant external norms and guidelines. With regard to the Fisheries Standard, the TAB will provide assurance to the MSC Board of Trustees and advice to the Executive to ensure that the Fisheries Standard and normative documents are set in alignment with the Board's stated policy of reflecting new and widely adopted science and best practice fisheries management.
- 2.2 Review and provide advice on the development and content of MSC's Standards and normative documents, as requested by the Executive. For all Standard reviews and other relevant policy projects, the TAB Chair will agree with the Executive terms of reference for TAB's input to these projects, in line with the overarching terms of reference approved by the MSC Board of Trustees for such projects.
- 2.3 Provide advice on the development and content of MSC's assurance policies, procedures and other relevant activities, as requested by the Executive.
- 2.4 Review and provide advice on the impact (applicability, practicality, relevance) of Standards and assurance policies proposed by the Executive.
- 2.5 Undertake regular (at least annual) strategic horizon scanning of new, widely adopted science and technical good practice relevant to MSC's Standards, and more generally, MSC's mission and vision, to inform the Executive's planning and development of strategic scientific and technical policy development proposals for consideration by the MSC Board of Trustees. This will include contributing to prioritisation of MSC's scientific and technical policy development.
- 2.7 Oversee the establishment and outputs of MSC's expert panels which cover policy topics relevant to the TAB's terms of reference. For all relevant panels, a TAB member shall either chair the panel, or designate a chair for a panel.
- 2.8 Provide or propose members for other MSC external governance panels when required.

2.9 Provide advice to the Executive on any strategic, policy or operational issues requested by the Executive, in a timeframe and manner indicated by the Executive.

3. Membership

3.1 Nominations for TAB membership will be sought through an external recruitment process or may be submitted to the MSC Governance Committee from TAB members, the MSC Board of Trustees, MSC Stakeholder Advisory Council (STAC), the Executive or from other stakeholders outside the MSC. For the latter, nominations must be sponsored by an individual within the Executive or its governance structure.

3.2 Following scrutiny and recommendations from the Governance Committee, the MSC Board of Trustees shall formally review nominations and select its preferred members. It shall then consult the TAB in respect of such proposed members, and taking account of the advice of the TAB, thereafter formally confirm admission of such members to the TAB.

3.3 The TAB shall not have more than fifteen (15) members. The overall composition of the TAB should ensure that representation is balanced across areas of specialist expertise within principles one, two and three of the Fisheries Standard; and from areas of supply chain expertise within fisheries, processing, distribution, retail, and food service. In addition, membership may include expertise on relevant digital systems, certification or accreditation to ISO standards, and any other scientific or technical areas relevant to MSC's strategic priorities. Membership should also ensure a representative balance from across regional geographies, and any other demographic criteria as determined by the MSC Board of Trustees from time to time.

3.4 The TAB's membership shall be divided into two sub-groups: Fisheries (eight (8) members) and Supply Chain (seven (7) members), recognising that there may be overlap in sub-group composition, due to the expertise and interest of TAB members at any time. These sub-groups may meet as determined by the Chair and the Executive. The Fisheries sub-group shall normally be chaired by the TAB Chair; a member of the Supply Chain sub-group shall be elected by the TAB members to chair the Supply Chain sub-group. The Supply Chain sub-group chair shall provide leadership of this group, ensuring delivery of actions delegated to the sub-group, and providing technical counsel to the TAB Chair.

3.5 The TAB may co-opt non-voting members or ad-hoc experts for a defined period or specific meeting when technical issues arise that require additional skills and expertise to enable the TAB to make sound judgements. The Chair of the TAB shall act as the arbiter of such co-options and the ad-hoc use of experts.

3.6 The members of TAB shall not be entitled to appoint delegates to attend meetings, or otherwise carry out their functions as members of the TAB in their stead.

3.7 A member of the TAB may not, whilst a member, be appointed to any position within the Executive office under the Charity.

3.8 Members of the TAB will be bound by the Code of Conduct for Members of Boards, Committees & Governance Bodies of the Marine Stewardship Council, and shall be required to sign said Code on appointment and any subsequent reappointment.

- 3.9 Members of the TAB will be bound by the MSC's Conflict of Interest Policy, and must declare potential or perceived conflicts of interest prior to the discussion of each agenda item. Any such declarations will be recorded in the minutes of the meeting. At the voluntary initiation of a member, or the absolute discretion of the Chair, any member with a serious conflict of interest may be excluded from the discussion of relevant agenda items.
- 3.10 A member of the TAB may be removed by the MSC Board of Trustees for any of the following reasons:
- a. s/he becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs
 - b. s/he resigns his/her office by notice to the Chair of the TAB
 - c. s/he is absent without permission of the Chair from an in-person meeting of the TAB
 - d. s/he takes up employment with the Marine Stewardship Council, ASI or a Conformity Assessment Body (CAB)
 - e. breach of the Code of Conduct for Members of Boards, Committees & Governance Bodies of the Marine Stewardship Council
 - f. the TAB recommends removal for failure to perform as a member or due to a conflict of interest that is antagonistic to the interests of the MSC, or to a violation of the confidentiality rules (section 7).
- 3.11 A member of the TAB may not be a member of a fishery assessment team, an ITM auditor, a peer reviewer for a fishery assessment, or a chain of custody auditor, under the MSC standards. Any TAB nominee who has previously served in these capacities must make that work known to the MSC Board of Trustees prior to Board action on his/her nomination.
- 3.12 Members shall normally be appointed for terms of three years, subsequent to conclusion of which, members may normally seek reappointment. Reappointment of members shall require nomination by the Chair and submission of recommendations from the Governance Committee to the MSC Board of Trustees for formal approval, as per the process set out in 3.2. Account shall be taken of the balance of membership in respect of Board's strategic objectives as per 3.3, in making any reappointments.
- 3.12 Nomination for reappointment is not automatic and shall be reviewed with regards to performance of members in terms of attendance at meetings and involvement in the business of the TAB between meetings, and shall require a positive affirmation from the member about their willingness and interest in continuing to serve.

4. Chair

- 4.1 In consultation with the Governance Committee, the TAB shall propose nominations for the TAB Chair, who shall normally be a member of the TAB's Fisheries Sub-Group. Nominees for chairmanship may be existing TAB members, or may be proposed new members, if there should be vacancies on the TAB. The nominations shall be submitted to the Governance Committee for review, and thereafter to the MSC Board of Trustees for formal approval.
- 4.2 Where an existing TAB member is appointed Chair, the MSC Board of Trustees may at its sole discretion, and notwithstanding the provisions of 3.11 and any previous service as an ordinary TAB member, set the term of the TAB Chair such that the appointee may serve a

term of three years as TAB Chair. In this case, no one year gap in service is required between their service as an ordinary TAB Member and their appointment as Chair.

4.3 At the conclusion of their first term and at the discretion of the MSC Board of Trustees, the Chair may be re-appointed by the MSC Board of Trustees for a further term, subject to the provisions and processes set out at 3.9-3.12. Any person appointed as TAB Chair will not normally serve more than two consecutive terms as Chair, but re-appointment of the Chair for additional terms beyond this is at the sole discretion of the MSC Board of Trustees.

4.4 The Chair shall lead the TAB and shall engage TAB members on issues arising for the MSC Board of Trustees, TAB and Executive consideration.

4.4 The Chair of the TAB shall be a member of the MSC Chairs' Group.

5. Meetings

5.1 Formal meetings of the TAB may be held up to four times per annum, and shall take place at least on an annual basis. No more than two of these meetings shall be in-person in any calendar year.

5.2 Notice of a formal meeting of the TAB shall be at least twenty-eight (28) days. The notice shall specify the time and place of the meeting and the general nature of the business to be discussed. The notice shall be given to all the members of the TAB and the MSC Chief Executive. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

5.3 In the TAB's operations, it will provide to the Executive expressions of collective agreement by the membership and/or a summary of the range of views of TAB members when appropriate.

5.4 Primary direction on the agenda will be given by the Executive in advance of all TAB meetings. In conjunction with the Executive, the Chair shall approve the agenda for meetings of the TAB after inviting input at least two (2) weeks before the agenda is finalised. The Chair will co-ordinate but not censor topics they receive, and may consult the MSC Chief Executive and Chief Operating Officer in respect of proposed agenda topics received. The Chair will also consult with the Chair of the STAC for agenda topics for which they desire TAB input.

5.5 Any member of the TAB may by notice to the Chair nominate an item for the agenda of the next meeting of the TAB, so long as that notice is received at least one month prior to the date on which the meeting of the TAB is to be held. The Chair of the TAB may in their absolute discretion determine whether a matter so notified to them is relevant.

5.6 No business shall be discussed at any formal meeting of the TAB unless a quorum is present. Fifty percent of the appointed members shall constitute a quorum.

5.7 If the Chair of the TAB is not present within fifteen (15) minutes after the time elected for holding the formal meeting, any other member selected by a majority of members present to serve as temporary Chair for the meeting.

- 5.8 The Chair of the MSC Board of Trustees, Chair of the Stakeholder Advisory Council and the MSC Chief Executive shall be invited to attend and speak at meetings of the TAB as observers.
- 5.9 Communication from TAB members between meetings should be directed to the Chair, who will determine how best to approach the issue. All communication to the Executive concerning TAB issues should therefore be directed to the Chair, who will then deal directly with the TAB Secretary or Chief Operating Officer to address the issue.
- 5.10 The Executive should ensure that out of session agenda items that require the attention of the TAB are kept to a minimum, and such items are managed by the appropriate working group (as prescribed within section 6), unless the matter is considered to be urgent.
- 5.11 TAB meetings shall operate in accordance with the Chatham House Rule which is that they are strictly private. The Chatham House Rule states that ‘participants are free to use the information received, notwithstanding the confidentiality clause herein, but neither the identity nor the affiliation of the speakers, nor that of any other participant may be revealed’; nor may it be mentioned that the information was received at a meeting of the MSC. This clause will not apply to internal communications from the TAB to the Executive or MSC Board of Trustees.

6. Working Groups

- 6.1 Under the direction of and/or with the agreement of the Executive, the TAB shall create time-limited, issue-specific working groups to support advancement of inter-session work and to undertake specific designated inquiries. The number of working groups in operation at any one time shall be finite, such that the TAB can appropriately oversee their work, and the Executive may adequately and appropriately support their operation.
- 6.2 Any working group formed under paragraph 6.1 may consist solely of TAB members and/or may also include sufficient non-members appointed as required and appropriate to provide additional stakeholder perspectives, technical experience or skills to fulfil the group’s terms of reference. However, non-members appointed onto a TAB working group shall participate only as observers at any TAB meetings they are invited to attend.
- 6.3 The TAB may make such rules and regulations as to the composition, conduct and management of any such working group and impose such terms and conditions and give such mandates to any such group as it may from time to time think fit. Existing working groups will be reviewed at each meeting of the TAB and restructured or dissolved as necessary.
- 6.4 In establishing a working group the TAB will specify:
- (i) detailed terms of reference of the group
 - (ii) membership and chairmanship
 - (iii) delegated decision-making authority (where appropriate)
 - (iv) reporting requirements
 - (v) the duration and review times for the working group.

The chair of any working group shall always be a member of the TAB. Each group shall be supported by a member of the Executive, nominated through the TAB Secretary.

- 6.5 A summary written or verbal report (or presentation) of all recommendations and deliberations arising from the working groups shall be submitted to the full TAB for review. Upon review of the summary reports, the TAB will coordinate its own recommendations for submission to the Executive, through the Chair.
- 6.6 Members of working groups may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at in-person meetings of working groups. All expenses should be claimed in compliance with the MSC Board Travel and Expenses policy.
- 6.7 Under the direction of and/or with the agreement of the Executive, the TAB and the STAC may also create time-limited, issue-specific joint working groups to support advancement of inter-sessional work and to undertake specific designated inquiries, on the same basis as outlined in 6.1-6.6 but with the proviso that the composition and operation of such a joint working group will be determined by the TAB and STAC collectively.

7. Confidentiality

- 7.1 Members of the TAB are privy to materials in the conduct of their duties that may be confidential in nature or not for wider distribution. This confidentiality is required to be maintained and failure to do so can result in removal as a member, as per 3.9. All materials shared with the TAB are assumed to be confidential, unless otherwise stated. However, participants will be allowed to discuss broad, non-attributable meeting outcomes, subsequent to publication of TAB public summaries.

8. Observers

- 8.1 Observers may attend TAB meetings with prior approval of the Chair. Requests for observer status must be submitted at least one month prior to the meeting. Unless otherwise agreed by the Chair, a maximum of three external observers shall attend each TAB meeting.
- 8.2 Observers shall be provided specified opportunities to make statements in the meetings, at least one time on each day of a meeting.
- 8.3 Observers shall not participate in the discussion otherwise unless expressly invited to do so by the Chair.

9. Secretariat

- 9.1 The MSC Governance Secretary shall act as secretary of the TAB and perform the administrative functions in relation thereto. The Executive shall also provide dedicated liaison to the TAB through the Chief Operating Officer.
- 9.2 Minutes of all TAB proceedings will be maintained by the TAB Secretary.

10. Notices

- 10.1 Any notice to be given to or by a member of the TAB pursuant to these rules shall be given in such manner and be governed by such provision as are set out in the MSC Articles of Association.

11. Other regulation of proceedings

- 11.1 The TAB Terms of Reference shall be reviewed at least once every two years by the TAB and by the MSC Governance Committee. The Terms of Reference may also be reviewed by the MSC Governance Committee or MSC Board of Trustees from time to time, as these bodies see fit. Amendments to the Terms of Reference require formal agreement by the MSC Board of Trustees.
- 11.2 Subject to the provision of the Articles of Association, the MSC Board of Trustees may regulate the proceedings of the TAB as it thinks fit.
- 11.3 If any provision herein is inconsistent with the MSC Articles of Association, the MSC Articles shall govern.
- 11.4 Members of the TAB shall not be remunerated for their service.
- 11.5 Members of the TAB may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at in-person meetings of the TAB or working groups or otherwise in connection with the discharge of their duties. All expenses should be claimed in compliance with the MSC Board of Trustees Travel and Expenses policy.

Adopted by the MSC Board of Trustees June 2023