

<b>GOV13 – Terms of Reference for the Board of Directors – 2011-05-06</b>		
Replaces	Terms of Reference for the Board of Directors	
Approval of the original document:	GA	2008-05-28
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#### **Period of validity and modifications**

1. This document was originally approved by the General Assembly of the Union for Ethical BioTrade (UEBT) on the date of 28 May 2008. A revision was approved by the General Assembly on 6 May 2011. Any further modification to these terms of reference shall be approved by the General Assembly. This document remains valid until such a revision occurs.

#### **Purpose**

2. The Board of Directors has the responsibility to govern the Union for Ethical BioTrade (hereafter called the UEBT), giving strategic direction to the UEBT's Secretariat in support of its mission and vision.
3. It must ensure that the UEBT adheres to the UEBT's Articles of Association, as well as to national legislation and administrative procedures for non-profit organizations. The Board is accountable to the members of UEBT, and to the public authorities in the country in which UEBT is headquartered.
4. Directors shall represent the UEBT in public where appropriate.

#### **Composition & terms**

5. The Board of Directors should be made up of not more than twelve, but not less than six, individuals, each of whom has been elected by the General Assembly for a three year term. Trading Members shall present between 50 and 60% of total Board's composition. In electing the Board, the General Assembly shall be asked to aim for regional balance, for balance among supply chain actors, and for a balance among the different Affiliate Member sub-categories.
6. Directors are duly designated representatives of member organizations whose membership fees are current. They may appoint a permanent alternate who may represent them at Board meetings if required. Directors shall seek to take decisions which benefit the association as a whole and represent the views and concerns of the member category which they represent (i.e. trading members/affiliate members) as a whole.
7. A Board member should resign from the UEBT Board once he/she resigns from the organisation that he/she represents in UEBT (where he/she has been elected based on her/his position as a designated representative of a member of UEBT);
8. Directors are allowed to serve two consecutive, 3-year terms, subject to re-election by the membership according to the existing Articles of Association. If a Board member ends his or her term prematurely for whatever reason, a new member will be elected from the appropriate category, either at the next General Assembly or through postal ballot, using the process described in paragraph 11.
9. Board members that do not act according to article 17 of the Board Terms of Reference will be requested by the President of the Board to reconsider their participation in the Board.

10. If a Board member acts against the interest of the UEBT, he or she may be expelled if no improvements are noted after receiving a written warning from the President of the Board. Expulsion requires a majority vote by the Board (minus the member concerned) and then a vote by the General Assembly.
11. To ensure continuity, between two and four Directors should retire at the end of each year, depending on the Board's size. They should be replaced by General Assembly vote. The Board will receive nominations of candidates and will prepare a written ballot classifying each candidate into the appropriate category (i.e. Trading members/Affiliate members). Each member of the UEBT will then cast its vote by post, or in the General Assembly. Whenever elections coincide with a General Assembly, Board elections will be arranged by a combination of postal ballot (for members not represented by delegates at the General Assembly) and votes at the General Assembly according to procedures determined by the General Assembly.
12. The Board of Directors shall be entitled to appoint technical or strategic advisors to support the Board both during meetings and at other times. These advisors shall be selected by the Board of Directors on the basis of essential additional skills required at the time, as well as on experience and commitment to the Union's mission and goals. The technical advisors shall be non-voting.

### **Board officers and duties**

13. It is the duty of the Board:
  - a) to formulate policy and give strategic direction and feedback to activities of the UEBT through the Secretariat;
  - b) to recruit the UEBT Executive Director;
  - c) to approve terms of reference of the UEBT Committees and any revision proposed;
  - d) to endorse the annual work programme and budget for the UEBT for implementation by the Secretariat;
  - e) to approve/disapprove strategic directions and funding applications that deviate from the UEBT core intervention areas;
  - f) to approve/reject membership candidates that are duly recommended by the Membership Committee. The Board may delegate this responsibility to the Membership Committee;
  - g) assure the quality of standard formulation processes and to approve/reject newly developed or revised standards duly recommended by the UEBT Standard Committee. In case a decision is taken contrary to the Standard Committee's recommendation, the reasons for such a decision should be duly documented;
  - h) to assist the Executive Director in donor relations or other thematic areas on request of the Secretariat;
  - i) to ensure that the UEBT adheres to the its Articles of Association, as well as to national legislation in the host country and administrative procedures for non-profit organizations.
14. The Board shall elect a Chairperson, Vice-Chair and Treasurer at the first meeting following the General Assembly. The Executive Director of the UEBT shall serve as Secretary to the Board.
15. The Duties of these officers are as follows:
  - a) Principal Duties of the President:
    - preside at meetings or sessions of the General Assembly and Board, including opening, calling to order and closing;
    - represent the Board at all times, and the UEBT where appropriate;
    - participate in, and preside at, the Executive Committee.
  - b) Principal Duties of the Vice-President:
    - assist the President in the preparation of meeting agenda, presiding meetings, and all other tasks as requested by the President;

- be a member of the Executive Committee.
- c) Principal Duties of the Treasurer:
- monitor the organization's bookkeeping, including all bank accounts, accounts receivable and payable, or as mandated by the Board;
  - oversee the preparation and presentation of all financial reports for Board approval, or as requested by external auditors;
  - be a member of the Executive Committee.

The Board will normally delegate authority for managing the organization's day-to-day accounts to the Executive Director, upon approval by the Board.

- d) Principal Duties of the Secretary:
- maintain all official documents of the organization, such as the Charter, Principles and Criteria, Guidelines for Verification Bodies, other By-laws, property records and written records of all Board deliberations;
  - prepare and distribute to the membership, upon approval by the President, written summaries of all Board deliberations.

The Secretary position will automatically be filled by the Executive Director, who will be present at all Board sessions in a non-voting capacity, unless requested by the Board not to attend. In the unusual event that the Executive Director is not present at a Board session, the Chair will appoint one of the members present, or arrange for a staff person, to act as the Secretary for the duration of the session in question.

### **Appointment of officers**

16. All officers except the Secretary will be elected from amongst the Board members present at the first session of the Board after every General Assembly meeting. Officers are not substitutable unless, under exceptional circumstances, it is agreed upon by the Board.

### **Conduct of the Board of Directors**

17. Members to the Board:
- a) are expected to conduct themselves in a manner that befits their relationship with UEBT as an entity that facilitates and recognises ethical sourcing of biodiversity in line with the sustainable development goals of the Convention of Biological Diversity;
  - b) are expected to lead by example and demonstrate unwavering commitment to the UEBT's principles, policies, and standards, and ensuring that their membership fees are fully up to date at all times;
  - c) will not make public pronouncements on UEBT policies and actions without prior consultations with the Executive Director;
  - d) shall disclose any possible conflict of interest with UEBT, its activities and its members (including applicant members), as well as with any particular discussions or decisions addressed in the UEBT Board of Directors. In cases the UEBT Board of Directors determines a conflict of interest exists, it shall also decide upon appropriate action, which may include the relevant Members of the Board refraining from taking part in specific discussions and decisions and/or stepping down from the UEBT Board;
  - e) shall be required to sign a confidentiality agreement addressing the issues of confidentiality and conflict of interest;
  - f) Board members are expected to attend and actively participate in the Board meetings.

### **Decision-making**

18. The *quorum* for Board meetings is reached when at least 50% of the current Board members are present, providing that Board members who are in arrears with their membership fees shall not be considered to be current.

19. The Board endeavours to take its decisions by consensus. Consensus is defined as the absence of sustained opposition but does not require unanimity. In case consensus cannot be achieved, or when a vote is needed, a simple majority of all Board members, which must include at least 50% of each membership group (i.e. Trading Member/Affiliate Member), is required. In case of even or split vote the President of the Board shall have a casting vote.

### **Committees**

20. The Board shall establish an Executive Committee that consists of the Treasurer, President and Vice-President. The purpose of the Committee would be to:
- a) Facilitate more efficient operations of the Board by reviewing key issues and preparing opinions on these issues prior to Board meetings.
  - b) Provide a mechanism for expedited decision-making in periods between meetings of the whole Board.
21. The Board shall appoint a Membership and Standard Committee and any other Committees as may be required on an ad-hoc basis, including an Appeals Committee.

### **Meeting venue & expenses**

22. The Board of Directors may meet at any place either within Switzerland or abroad, designated in the notice for the meeting. Upon request of the Board members, the living and travel expenses of Directors in connection with the meeting may be borne by the UEBT. The Board of Directors normally meets twice a year, but may meet as frequently as deemed necessary or convenient by its President or at the request of a at least 1/3 of its members. Written notice of any such meeting shall be sent to all Board members at least fifteen days prior to the meeting.
23. The notice shall contain the hour, date, place and agenda for the meeting. Any meeting of the Board of Directors shall be valid, however called, if all those entitled to be at the meeting are present.

### **Reporting**

24. Minutes from Board meetings will be distributed to all members in English.