Terms of Reference

ASC Technical Advisory Group (TAG)

1. Role of the TAG

1.1 The TAG provides scientific and technical advice and recommendations to the Board and the Executive in support of ASC pursuing its Vision and Mission.

2. Rules and Operating Procedures

2.1 The rules governing the TAG are formed by the Board as outlined in the Governance Framework.

2.2 Members of the TAG will contribute to ASC's overall objectives as stated in the Governance Framework.

2.3 The *TAG Terms of Reference (ToR)* may be amended from time to time, not less than every 3 years, at the discretion of the Board in consultation with the Executive and the TAG. TAG may propose changes to the ToR for approval by the Board.

2.4 TAG will adhere to ASC's *TAG Conflict of Interest Policy* to ensure that all decisions and advisory comments are provided in the interest of ASC with integrity and transparency.

2.5 A designated ASC employee shall act as secretary for the TAG and perform the administrative functions in relation thereto, including preparation of the agenda papers, in consultation with the Chair of the TAG.

3. Membership

3.1 The TAG shall not have more than 14 voting members. A list of these voting members will be maintained by the Chair of the TAG and the ASC.

3.2 The members of the TAG are appointed as individuals, not as representatives of their organisations. and only one person per organisation can be represented in the TAG. Memberships are not transferrable.

3.3 Membership of the TAG will represent current research, science, academic, and other relevant technical expertise as related to the operation of ASC's certification and accreditation programmes. Membership should, where

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possible, achieve a representative balance from across regional geographies of relevance to the ASC programme.

3.4 Membership should attempt to reflect diversity taking into consideration factors such as race/ethnicity, gender identity, sexual orientation, age and disability.

3.5 TAG membership comprises: two members from industry, two members from NGOs, one assurance expert and up to eight academic members. The TAG also includes one member from existing accredited ASC CABs. All TAG members are selected in accordance with the criteria in paragraphs 3.7 and 3.9 below. TAG member composition will ideally encompass individuals with Aquaculture Dialogue engagement experience with a goal (not requirement) for a minimum of 2 individuals with this background.

3.6 The CAB member is responsible for gathering topics and information requests from other CAB companies to present to TAG at their meetings. The CAB representative will share decisions made at TAG meetings with the other CABs at least annually via the ASC Tripartite Meeting.

3.7 TAG membership will collectively cover the following technical and scientific competency areas:

1. Legal compliance

2. Reducing aquaculture impacts in the following areas:

    - Natural environment, wild populations and biodiversity

    - Water resources and water quality

    - Resources used on the farm, including all aspects of fed aquaculture

    - Aquatic animal health and husbandry

3. Improving the social responsibility of aquaculture through the application of ILO Conventions and the legal frameworks related to:

    - Labour conditions and workers' rights

    - Health and safety

    - Fair wages

    - Community interactions and indigenous communities' rights

4. Application of certification programmes related to:

    - Chain of Custody, Supply Chain management and Traceability

    - ISEAL Code compliance related to:

- Standard Setting
- Assurances
- Impacts Monitoring
- Certification methodologies (e.g. group and multi-site)
- Conformity Assessment Bodies and Accreditation

3.8 TAG will maintain a matrix of membership-specific technical and scientific competencies to inform membership recruitment planning.

3.9 General criteria for TAG membership include:

- Capacity to commit to two in-person meetings per year, two conference calls, and to undertake adequate preparation for meetings;

- Participation in relevant ad-hoc Advisory Groups (AAG) and Technical Working Groups (TWG) as required and as applicable;

- Understanding and supporting the ASC Theory of Change and commitment to the ASC's Vision and Mission for responsible aquaculture;

- Demonstrable record of achievement in the scientific, technical or social issues arena, encompassing expertise in one or more of the required competency areas;

- For academic scientists, a record of relevant work published in peer-reviewed journals. For other technical members, this would include membership of and engagement with professional associations and groups within or associated with aquaculture;

- Willingness to enter into technical areas outside their own individual competencies to undertake broader discussions cutting across relevant species standards; and

- Access to a network of contacts and having a recognised presence within the broader international scientific and technical community.

4. Appointment of TAG members

4.1 Members of the TAG shall be formally appointed by the Board for periods not exceeding three years. The members of the TAG may stand for re-appointment for two additional terms subject to the formal reappointment by the Board; however, reappointment for an additional term is not automatic.

4.2 Nominations from within ASC's accredited CAB pool may be submitted to the TAG to support the selection of the CAB member. The TAG will decide on a

nomination for submission to the Board for approval. When electing a new CAB member, the new member should not be from the same CAB as the outgoing member.

4.3 The TAG will select from among its membership a Chair and a Vice Chair. Such positions will be voted on by the entire TAG membership every three years.

4.4 All TAG members are obliged before they take office to complete and sign a *TAG CoI Member Disclosure Form*, declaring any conflicting personal or loyalty interests. TAG members must also declare that any new potential conflicts of interest will immediately be communicated to the Chair of the TAG and the Executive for appropriate action.

4.5 To strengthen information exchange between the TAG and the Board for decision making alignment, TAG will delegate one of its members to serve on the Board in a non-voting capacity. This member will report TAG updates to the Board. The Board will similarly delegate one of its members to serve on the TAG as a non-voting member. This member will report on Board updates to the TAG.

4.6 To ensure continuity of membership the TAG will maintain a schedule of staggered membership terms to manage the retirement of members. This will also allow regular review of competencies to ensure membership continues to reflect ASC priorities. Four seats will be vacated at the end of each three-year term. An evaluation will be made by the Board Governance Committee, for all other members who complete a three-year term, to determine whether a membership term should be extended. Members of the TAG and the Executive may both nominate future members to the TAG, subject to final approval by the Board.

4.7 The TAG may request to the Board the appointment from time to time of permanent emeritus members of the TAG. Such appointments recognise the valuable contribution of a member to the work of the ASC and the TAG.

5. Observers

5.1 All in-person meetings of the TAG are open to members of the Board and the Executive. Other stakeholders may seek the permission of the Chair, via the TAG secretary, to attend TAG meetings as observers. In mutual consent with the majority of the TAG membership, observers may be invited to speak at meetings of the TAG but shall not be entitled to vote. They may also distribute documents at meetings through the Chair.

5.2 Observers should actively support the general objectives of TAG and have demonstrated competence in the area of TAG's work. The observer would at

the start of the meeting describe their background, including organisational affiliation, if any, and activities relevant to TAG's work.

5.3 Observers should in advance request their desire to join a TAG meeting to the Chair. The Chair will determine the maximum number of observers to be admitted to any meeting based on meeting room capacity, and the need for balanced participation, while preserving the scientific nature and integrity of the work.

5.4 When applications for observers may exceed the number of available spaces, the Chair shall review all applications and make a final decision on participation, balancing observer affiliation among the different stakeholder groups.

5.5 The majority membership of the TAG may at their sole discretion ask the Board, ASC staff members, or any other non-voting members and observers to leave a discussion during a TAG session.

5.6 The TAG may co-opt other non-voting observers or ad-hoc experts when technical issues arise that require additional skills and expertise to enable the TAG to make recommendations to the Board. The Chair of the TAG shall act as the arbiter of such additions and ad-hoc use of experts.

5.7 Observers shall have access to relevant documents unless those documents are deemed confidential by the Executive, the Board or the Chair. Observers shall not use, circulate or make reference to such documents outside the meeting without prior written consent of the Chair.

5.8 A representative of ASC's Accreditation Body may attend TAG meetings as a standing observer.

5.9 A representative of MSC's Supply Chain Programme may attend TAG meetings as a standing observer.

6. Meetings

6.1 The TAG will hold two in-person meetings and two conference calls per year. Conference calls should be used for informational items only. Additional conference calls will be held as needed.

6.2 A meeting shall be called by at least twenty-eight days' notice (for teleconferences) and three months' notice (for face-to-face meetings). The notice shall specify the time and place of the meeting and the general nature of the business to be discussed.

6.3 The notice shall be given to all the members of the TAG, the Executive, and the Board. Accidental omission to give notice of a meeting to, or the non-

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receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6.4   If the Chair of the TAG is not present within 15 minutes after the time elected for holding the formal meeting and/or is unwilling to act, the Vice Chair shall be Chair for that meeting.

6.5   A quorum for a TAG meeting is defined as greater than 50% of listed voting members present in person or through electronic means.

6.6   No business shall be discussed at any formal meeting of the TAG unless a quorum is present in person or through electronic means. If a quorum is not present within half an hour from the time elected for holding the meeting, the meeting shall adjourn.

6.7   The TAG Chair or Vice-Chair as delegated will prepare TAG meetings together with members of the ASC Executive; this includes development of an agenda, and accessible packaging of proposal documents for ease of reference.

6.8   The TAG Chair and one other member will serve on the ASC Variance Committee.

6.9   The Vice-chair, or another delegated member shall oversee the operation of the ASC *TAG Conflict of Interest Policy*.

6.10 The Executive and the Chair shall ensure that out-of-session agenda items that do not require the attention of the full TAG are kept to a minimum, and that such items are managed by the appropriate working groups unless the agenda item is considered urgent or of general interest.

6.11 Any member of the TAG may, by notice to the Chair, nominate an item for the agenda of the next meeting of the TAG. Notification must be received at least 30 days prior to the date on which notice of a meeting of the TAG is to be sent out, and the matter raised relevant to the objectives of the TAG. The Chair and Vice-Chair of the TAG may, at their discretion, determine whether a nominated agenda item is relevant.

6.12 If the TAG decides not to deal with proposed items, it shall explain this in writing in the TAG meeting notes.

6.13 Decisions by the TAG should be made by consensus. If no consensus can be reached, agreement on advice by the TAG is made by simple majority of the present members. In such circumstances, the Executive should prepare a report for the Board which clearly indicates a summary of the minority and majority positions. Recommendations made to the Board at key stages of the standard setting process require Board approval from at least 50% of voting members.

6.14 Any member may abstain from voting on any decision, and the reason for the abstention will be recorded in the minutes. Votes in absentia must be through written proxies are permitted in the case of which the TAG Chair and Vice-Chair must be notified prior to the start of the meeting.

7. Minutes

7.1 The Chair is responsible for keeping minutes of all proceedings at meetings of the TAG, including discussion summaries, quoted motions, votes on motions and the names of those members of the TAG present at each such meeting and absentees.

7.2 Minutes will contain clear advice and follow-up to the Board, including minority and majority reporting. The Board shall report advice that has either been approved or rejected by the Board to the TAG Chair.

7.3 A summary TAG minutes report, including recommendations, shall be made public. The summary report shall be prepared and published by the TAG Secretary. TAG may decide on a case-by-case basis to keep specific discussed items out of the public domain if it feels this is in the best interest of the ASC but will then explicitly report to the Board having done so.

8. Technical Working Groups, Advisory Group and Committees

8.1 *Technical Working Groups.* Technical Working Groups are formed as deemed necessary by the TAG. They will provide required detailed inputs on technical or scientific issues in question. Technical Working Groups will be dissolved once their remits are complete. Members of the Technical Working Group may be reappointed for a term of one year to support the Executive in case further clarification on scientific and technical issues is needed.
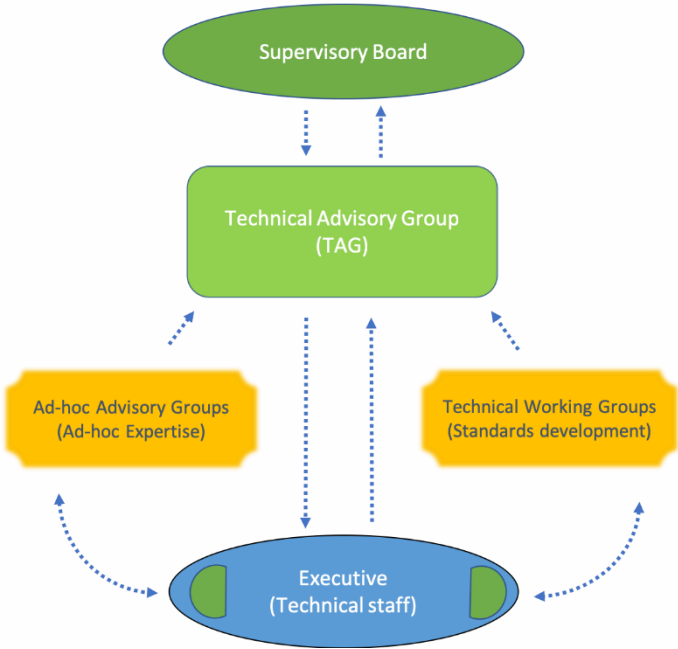
8.2 *Ad-hoc Advisory Groups.* The TAG cannot secure equal representation and depth from all areas of knowledge or expertise across the entire ASC programme. To address this, in addition to the Technical Working Groups, the TAG or Executive may establish Ad-hoc Advisory Groups to provide greater breadth and depth of scientific and technical knowledge. Ad-hoc Advisory Groups may also be established (under the direction of the TAG) at the request of the Executive or the Board, where specific issues require study.

8.3 The main difference between a Technical Working Group and an Ad-hoc Advisory Group is their structure and duration. Whereas the development or revision of a standard, for example, would normally require the establishment of a Technical Working Group with a formal ToR, an Ad-hoc Advisory Group may, as its name suggests, be comparatively short lived. The membership of

an Ad-hoc Advisory Group is not fixed and may involve one or several resource persons who may be contacted on an individual or collective basis.

8.4 The oversight and responsibility of Ad-hoc Advisory Groups and Technical Working Groups are part of TAG's formal function and take place in close coordination with the Executive. TAG members are asked to sponsor Ad-hoc Advisory Groups, and Technical Working Groups in addition to other development projects. Advice from Ad-hoc Advisory Groups and Technical Working Groups will, in this way, inform the work of TAG, and by having a sponsor from its midst, the TAG would be aware of the progress of any such group. Guidance regarding the role of sponsors is included in Appendix 1.

8.5 *Variance Committee*. To ensure the consideration of variance requests for the Standards is robust, two members from TAG are appointed to the ASC Standards Variance Committee, taking decisions on whether requests are approved. The *ASC Variance Request Procedure* is used by the Variance Committee.

8.6 As illustrated below, the Technical Working Groups and Ad-hoc Advisory Groups provide a framework to support the TAG in developing technical and scientific advice to aid the Board's decision making. The framework also assists the Executive in its management of scientific and technical issues. Additional detail on the standard setting process is given in *the ASC Programme Development and Revision Procedure.*

Relationship between Board, TAG, the Executive, Ad-hoc Advisory Groups and Technical Working Groups

9. Confidentiality

9.1 The agenda papers submitted to the TAG shall be held in confidence by members and not circulated.

9.2 All decisions will be forwarded to the Board. However, the TAG may recommend some decisions should be held in confidence by the Board.

10. Termination of membership

10.1 A member of the TAG shall cease to be such a member if they:

a) Are absent without permission of the Chair from two formal consecutive meetings of the TAG whether they be, in person, the annually scheduled teleconferences or ad-hoc teleconferences.

b) Become incapable—by reason of mental disorder, illness or injury—of managing and administering their own affairs.

c) Have compromised their position on the TAG acting in a manner that damages the reputation and image of the TAG and/or ASC.

d) Resign from office by notice to the Chair of the TAG.

e) Take up employment, appointment or other paid work that compromises their impartiality.

f) Become an ASC staff member.

10.2 A member of the TAG cannot be removed if they can be deemed having acted in the interest and pursuit of the integrity of the ASC mission through the act of 'whistle blowing.' ASC's whistle blowing policy is defined in a separate organization-wide *ASC Whistle Blower Policy*.

10.3 The application of the provisions of section 10 is the responsibility of the Board.

11. Expenses

11.1 Upon request and at the discretion of the Executive, members of the TAG will be reimbursed reasonable travel expenses properly incurred by them in connection with their attendance at meetings of the TAG or otherwise in connection with the discharge of their duties. The expenses process is aligned with the ASC governance members' travel expenses policy.

11.2 Observers are generally not reimbursed by ASC for travel to TAG meetings or cost of participation, unless formally invited by ASC to attend and otherwise not being able to cover their own travel costs.

APPENDIX 1: TAG Sponsors

1. A TAG sponsor is assigned to each policy development project to ensure the consideration of the project in TAG meetings is effective and that TAG papers/presentations are focussed and reflect relevant TAG expertise.

2. Sponsors may be proposed by the ASC or TAG and should be confirmed by the TAG at the earliest opportunity. Typically, the project topic will be within the sponsor's area of expertise. If an appropriate sponsor is not available, ASC will work with the TAG Chair to discuss whether co-opting an expert to act as sponsor for the duration of the project would be advantageous.

3. The sponsor works with the project lead to guide project development, discuss ideas, connect the project lead with relevant experts, review TAG materials to ensure they are focussed/relevant for TAG, and provide an initial response following the presentation of the topic at the TAG meeting. The TAG Chair manages the discussion in TAG meetings to ensure discussion is clear and on topic. Where a TWG is formed, the sponsor is ideally a member. If this is not possible, it must be clarified at the outset of the project.

4. Communication with the sponsor should be agreed at the outset. Some TAG members who sponsor a number of projects may prefer a scheduled call over frequent email exchange. At a minimum, project leads should contact sponsors to inform them of the proposals they plan to take to TAG and seek feedback. Records should be kept of communications and the TAG Chair and ASC Director of Policy and Programme Management should be aware of communications.

5. This role is not decision-making.

6. All formal advice and decisions are made by the full TAG or a formally delegated sub-group.

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