

# Improver Programme Application Committee (IPAC) Terms of Reference (ToR)

MarinTrust Governing Body Committee utilises the skills of an Improver Programme Application Committee (IPAC) to assist with the development and implementation of a MarinTrust Improver Programme (MarinTrust IP) that will create a framework mechanism to ensure that only progressive and committed applicants are accepted onto this MarinTrust IP for the global marine ingredient manufacturing industry.

The objective of the MarinTrust IP is to develop a structured Improver Programme, allied to the MarinTrust Standard, to provide a pathway for improvement for factories that at present would struggle to meet the MarinTrust Standard; this could be due to inadequate or absent fisheries management in their raw material supply or factory infrastructure and operational issues. The implementation of improvements would allow the marine ingredient manufacturer (the applicant) to ultimately comply with the MarinTrust Standard in a defined period of time.

The IPAC is an objective-based multi-stakeholder group, representative of fishery science, fish meal manufacturing, the food supply chain and environment. However, external consultation may be sought from both fishery specific and wider marine ingredient manufacturing management and stakeholder interests to assist in the development of this programme.

## The Terms of Reference of the IPAC are as follows:

The function of the IPAC is to maintain and develop/draft the MarinTrust IP assessment, application and tracking mechanisms for submission to the MarinTrust Governing Board/Governing Body Committee for finalisation and approval. The IPAC also reviews new applicants to the IP and makes recommendations for acceptance to the Governing Body Committee.

## Main Objective:

Advance the development and implementation of a credible and robust assessment programme for the global marine ingredient manufacturing industry that provides assurance to the seafood supply chain, where applicants have implemented approved improvement plans. Upon successful completion, this will lead the applicant to full MarinTrust certification.

## Key Activities:

- To develop the MarinTrust IP Application Mechanism for MarinTrust Governing Body Committee approval.
- To keep the MarinTrust IP Application Mechanism procedures under review, to ensure their relevance to current practice and market requirements.
- Based on the fishery, environmental and good manufacturing insight and experience within the global fishmeal and fish oil industry, provide knowledge and guidance that will contribute to accurate interpretation, development, and alignment of the MarinTrust IP for assessment purposes.
- Provide advice by way of decisions, proceedings, and meeting minutes to the MarinTrust Governing Body Committee, via the IPAC, on any amendments considered to be necessary to ensure the accuracy, relevance, and credibility of the MarinTrust IP.
- Provide input and advice, by way of decisions of acceptance to the MarinTrust IP, on documents prepared regarding the IP applicants file following the MarinTrust IP Application Mechanism.
- Develop and review when necessary, the MarinTrust IP guidance documentation used in the assessment of applicants in the global fishmeal and fish oil industry as this programme develops and evolves.
- Monitor any changes to the relevant Normative Reference documents or standards, or newly issued FAO guidance relevant to fishery assessment or legislative documentation that are used in the MarinTrust programme and incorporate the required amendments into the MarinTrust IP Application Criteria.

## Constitution

The IPAC is appointed by the MarinTrust Governing Body Committee. Membership will be based on advice, consultation and nominations put forward from the MarinTrust Governing Body Committee but may be extended, if deemed appropriate, to accept nominations from the Fishing Industry, Fishmeal Manufacturing Industry, Scientists, and other fishery stakeholders associated with the MarinTrust Certification Programme.

The IPAC will be composed of at least 4 voting members plus a Chair. It is not a requirement to appoint all members of the IPAC from the outset. The IPAC's Chair will be elected by the appointed members of the IPAC and will be non-voting. The Chair will only cast a deciding vote in the event of a tie or there is a need of a quorum that a tied vote is cast by the members of the IPAC. The Chair shall have a term of 1236 months. After this term the IPAC will have the opportunity to re-elect or choose another Chair. MarinTrust will act as the Secretariat to this IPAC.

The membership of the IPAC will include sufficient representation of broad policy/management: fishery, environmental science and operational aspects of fishmeal and fish oil manufacturing industry.

The IPAC's representation may be adapted from time to time to ensure it continues to represent the interests of the MarinTrust IP, to ensure that broad representation across sectors is maintained. This review will be conducted every 12 months by the Secretariat in consultation with the existing IPAC members.

## Rules of Procedure for the IPAC

The normal term of office of the members of the IPAC shall be three years provided that:

- any member of the IPAC serving as a representative of an organisation or company shall retire on ceasing to be employed by that organisation or company, however a member may continue if a consensus of the committee wishes the affected member to remain as an expert member;
- any member may retire by written notice to the Chair;
- any person whose term of office expires shall be eligible to be re-appointed to the IPAC;
- The Chair may replace a member if the member fails to either attend three meetings in succession or feedback on the development process of the IPAC regularly.

IPAC meetings shall be convened by notice in writing (e-mail) together with the agenda, to each member at such times as the Chair shall direct least 1 month in advance by the MarinTrust Secretariat responsible with the support of the chair.

All relevant committee papers and supporting documents (information pack) shall be shared with each member via email no later than 7 days prior to the meeting.

It is anticipated that members of the IPAC will be asked to meet, either person or via remote platform, between 2-4 times in a calendar year and but shall not be less than once a year. The Secretariat shall be responsible for taking and presenting a correct record of the proceedings at each meeting.

A Quorum at such meetings shall consist of no less than 4 of the voting members of the IPAC and shall be noted by the Chair at each committee. and is representative of the key stakeholders groups within the IPAC.

Specialist advisors and stakeholder observers in attendance of IPAC meetings shall speak but have no vote and shall be invited to meetings at discretion of the Chair and the MarinTrust Secretariat.

With the consent of the Chair, specialist advisors and stakeholder observers may attend meetings of the IPAC but they shall not be entitled to vote.

At every meeting of the Committee the chair shall confirm there are no conflicts of interest. Any conflicts of interest raised and shall be recorded in the minutes. The Chair shall confirm an acceptable balance of interests among voting members at the start of each meeting which shall be recorded in the Minutes.

In the absence of the Chair at any meeting, the Chair shall be taken by a member of the IPAC selected in advance by the Chair, or, failing that, elected by a majority of those present.

Each member, apart from the Chair, shall have one vote. The Chair or person presiding shall, in the event of an equal division, have a casting vote. For a decision to be made the IPAC shall have at least two thirds of the voting members casting a vote. The Chair, with the support of the MarinTrust Secretariat, shall be responsible for taking and presenting a correct record of the proceedings at each meeting.

All draft minutes shall be shared with the members via email by the Chair or MarinTrust Secretariat responsible no later than 14 days after the meeting. These minutes will be approved at the next meeting, providing a quorum is present.

In the absence of the Chair at any meeting, the Chair shall be taken by a member of the IPAC selected in advance by the Chair, or, failing that, elected by a majority of those present.

Each member, apart from the Chair, shall have one vote. The Chair or person presiding shall, in the event of an equal division, have a casting vote. For a decision to be made the IPAC shall have at least two thirds of the voting members casting a vote.

With the consent of the Chair, specialist advisors and stakeholder observers may attend meetings of the IPAC but they shall not be entitled to vote.

## Confidentiality and Conflict of Interest:

Members of the IPAC are appointed to support the objectives of the MarinTrust IP and to ensure it is robust and transparent. Members should be:

- willing to contribute to an overview process and lend their time and/or expertise without promise of remuneration, and be able to attend meetings as required;

- unaffiliated with any public or private entity that may try and distort decisions based on a corporate, private, or public agenda that does not coincide with the objectives of the MarinTrust IP;
- committed to impartiality, transparency, and fairness in all dealings.

All prospective committee members will be asked to provide a CV identifying their relevant fishery or industry experience, plus a short bio if appointed. An appointed member will also sign a conflict of interest and confidentiality undertaking. Should a conflict of interest arise, the member is requested to report this to the Chair as soon as reasonably possible. The Chair shall decide on and instigate appropriate action. All such reported conflicts of interest and follow-up actions agreed shall be recorded on the IPAC files by the secretariat.

For all existing members of the MarinTrust Governance BoardGoverning Body Committee, the conditions on confidentially listed in the MarinTrust Governing BoardGoverning Body Committee ToR shall be complied with. For all non-members of the MarinTrust Governance BoardGoverning Body Committee that have been elected onto to the IPAC, a confidentiality agreement shall also be signed before the member can actively participate in the MarinTrust IP.

## Member Agreement of Participation

This document stands as a non-binding agreement of participation for the below signatory; the person named herein has agreed to participate as a member of the IPAC for the MarinTrust Programme of the MarinTrust Governance Board Governing Body Committee.

Name: \_\_\_\_\_ Date: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

## Annex 1

### Conflicts of Interest Declaration Form

I, \_\_\_\_\_, as  
Committee Member of MarinTrust Limited have set out below my interests [in accordance with the  
organisation's conflicts of interest policy.]

I am a new committee member. ☐

I am an existing committee member. ☐

Category	Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection.
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise), e.g. trusteeships, directorships, local authority membership, tribunals, etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Investments in unlisted companies, partnerships and other forms of business, where you own shareholdings (of more than 1% of issued capital) and beneficial interests.	
Gifts of hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months.	
Any contractual relationship with MarinTrust or any related entity.	

Any other interests not covered by the above which could give rise to a conflict of interest.	
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To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis.

Signed: \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_



## Amendment Log

DATE	ISSUE	AMENDMENT	AUTHORISED BY
March 2022	V2.3	Throughout the document amended term Governance Board to Governing Body Committee.	Governing Body Committee
March 2022	V2.3	Updated function of the ToR wording to include IP applications and reflect current practices.	Governing Body Committee
March 2022	V2.3	Updates to the key activities to bring up to date with current practice and terminologies	Governing Body Committee
March 2022	V2.3	Wording in Rules of Procedure for the IPAC in reference to timeframes and responsibilities for meeting management (Agenda, Minutes and Pack timeframes submissions) for MarinTrust Secretariat and Chair where applicable	Governing Body Committee
March 2022	V2.3	Addition of Annex 1 – Conflicts of Interest Declaration Form	Governing Body Committee