

MarinTrust Appointments Committee (AC)

Terms of Reference (ToR)

To safeguard the independence of the MarinTrust Governance, the Board of Directors has established a committee known as the Appointments Committee (AC), which shall hold no executive powers, other than those defined within these terms of reference.

The Terms of Reference of the AC are as follows:

Main Objective:

- To support the MarinTrust Secretariat, on behalf of the Board of Directors and the Governing Body Committee (GBC), with the selection, appointment, and removal of governance committee members, including the GBC Chair.

Key Activities:

- Oversee, support, and approve the process for the selection, appointment, and removal of GBC members, including the GBC chair, in line with recommendations put forward
- To consider nomination recommendations put forward by the MT secretariat on behalf of the Board of Directors and the GBC in relation to the assessment of committee member skills, organisational and committee needs when appointing new GBC members, including the GBC Chair
- To put forward nomination recommendations to the Board of Directors and GBC for the approval of the appointment and/or removal of GBC Members, including the Chair
- To support the MarinTrust Secretariat in ensuring the compliance of the GBC members with relevant Terms of Reference and governance processes outlined as part of the Quality Management System (QMS) and articles of association
- Oversee and support, when necessary, the process for the selection, appointment, and removal of committee members of all Governance Committees of the MarinTrust programme, in line with recommendations put forward by the MarinTrust Secretariat.

Constitution

The AC is appointed by the Board of Directors of Marine Ingredients Certifications Limited. Membership will be based on advice, consultation, and nominations put forward by the Board of Directors, members of the MarinTrust GBC, the MarinTrust Secretariat and identified stakeholders associated directly or indirectly with the MarinTrust Certification Programme.

The AC will be composed of at least 4 voting members, including the chair, with the CEO of MarinTrust acting as Secretariat. Membership of the AC will be comprised of the ex-officio directors and representatives from the GBC.

The AC's representation will be adapted from time to time to ensure it continues to fulfil the needs and requirements of the committee and is representative of the organisational and structural interests of a third party, international certification programme for the marine ingredient industry. This review will be conducted every 12 months by the Secretariat in consultation with the existing AC members.

The AC's Chair will be elected by the AC, with the Chair and each member of the AC having one vote.

Rules of Procedure for the AC

The normal term of office for the members of the AC shall be three (3) years provided that:

- Any member of the AC serving as a representative of an organisation or company shall retire on ceasing to be employed by that organisation or company
- Any member may retire by providing the Chair with 2 months written notice
- Any person whose term of office expires shall be eligible to be re-appointed to the AC
- The Chair may replace a member if the member fails to attend meetings of the AC on more than two (2) consecutive occasions of unexcused absences.

AC Meetings shall be notified in writing (e-mail), together with the agenda, to each member at 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, by the MarinTrust Secretariat, no later than 7 days prior to the meeting.

It is anticipated that members of the AC will be asked to meet, either in person or via remote platforms, when required but not less than once a year.

A Quorum at such meetings shall consist of no less than 3 voting members of the AC and shall be noted by the Chair at each committee.

Observers in attendance of AC meetings shall speak but have no vote and shall be invited to meetings at discretion of the Chair and the MarinTrust Secretariat.

At every meeting of the Committee the chair shall confirm there are no conflicts of interest. Any conflicts of interest raised 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 AC selected in advance by the Chair, or, failing that, elected by a majority of those present.

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 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.

Confidentiality and Conflict of Interest:

Members of the AC are appointed to support in the development objectives of the MarinTrust Certification criteria and supporting technical guidance documentation used during the MarinTrust audit 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 able to attend meetings as required
- Unaffiliated with any public or private entity that will try to leverage decisions based on a corporate, private, or public agenda
- Committed to neutrality, transparency, and fairness in all dealings.

The appointed member will sign a conflict of interest (annex 1) and confidentiality undertaking. Should a conflict of interest arise, the member shall 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 AC files.



Member Agreement of Participation

This document stands as a non-binding agreement of participation for the below signatory and shall remain valid for the normal term of office for the members of the AC of (3) years. The person named herein has agreed to participate as a member of the AC for the MarinTrust Programme.

Name: _____ Date: _____

Title: _____

Signature: _____

Annex 1

Conflicts of Interest Declaration Form

I, _____, as
 Committee Member of MarinTrust 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. | |
|---|--|

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: _____

