

Improver Programme Application Committee (IPAC)

Terms of Reference (ToR)

AGR-008 – Version 3.0

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Introduction

MarinTrust utilises the skills of an Improver Programme Application Committee (IPAC) to assist with the development and implementation of a MarinTrust Improver Programme (MarinTrust IP). The aim is to provide a framework mechanism ensuring 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 provide a structured Improver Programme, aligned to the MarinTrust Standard, to provide a pathway for improvement for factories that at present would struggle to meet the MarinTrust Standard due to inadequate or absent fisheries management in their raw material supply. 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, fishmeal 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 the MarinTrust IP assessment, application and tracking mechanisms for submission to the MarinTrust Governing Body Committee (GBC) 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:

To 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 accepted improvement plans. Upon successful completion, this will lead the applicant to apply for 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 its relevance to current practice and market requirements.

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- 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

Members of the IPAC shall be nominated by the MarinTrust Secretariat and submitted to the Appointments Committee (AC) for approval. The identification of candidates for IPAC membership shall be based on advice, consultation, and nominations put forward to the AC from the MarinTrust Secretariat, Marine Ingredient Industry, MarinTrust GBC, and identified stakeholders associated directly or indirectly with the MarinTrust Programme.

The IPAC will be composed of at least 4 voting members, including the Chair. The membership of the IPAC will be comprised of sufficient representation of broad policy/management: fishery, environmental science and operational aspects of fishmeal and fish oil manufacturing industry. It is not a requirement to appoint all members of the SEC from the outset.

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 may be conducted every 12 months by the Secretariat in consultation with the existing IPAC members.

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The IPAC'S chair shall be selected by the appointed members of the IPAC and shall be a voting member of the committee. The chair shall have one vote, consistent with all other IPAC members. In the event of a tied vote, the chair shall have a casting vote. The chair shall have a term of 24 months, after which the IPAC may re-elect the serving chair or choose a new chair. As a Scheme Owner, MarinTrust shall act as the secretariat to the IPAC.

Rules of Procedure for the IPAC

The normal term of office for the members of the IPAC shall be (3) years. A member of the IPAC shall cease to hold membership if:

- They cease to be employed by, or otherwise represent, the organisation or company if appointed to serve on its behalf.
- Resigns by providing no less than two (2) months written notice to the chair and MarinTrust Secretariat.
- Has more than two (2) consecutive unexcused absences from the duly constituted IPAC meetings.
- Is removed from the IPAC by resolution of the Appointments Committee or Governing Body Committee

Any member whose term of membership expires shall be eligible for re-appointment to the IPAC.

IPAC 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.

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

It is anticipated that members of the IPAC will be asked to meet, either in person or via remote platform, between 2-4 times in a calendar year, but shall not be less than once.

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

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

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.

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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.

All draft minutes shall be shared with the members via email by the Chair or MarinTrust Secretariat no later than 30 calendar 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 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 oversight 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.

Prospective IPAC members will be asked to provide a CV outlining their relevant experience, together with a short biography and photograph. If appointed, the members biography and photograph may be published on the MarinTrust website. CVs will be used solely for the purposes of assessing suitability for IPAC membership and will not be published.

Appointed members will also be required to sign a Conflict of Interest Declaration and confidentiality undertaking. Should a conflict of interest arise, the member is required to notify the Chair and MarinTrust Secretariat as soon as reasonably possible. The Chair and MarinTrust Secretariat together shall determine, agree, and implement any appropriate action. All reported conflicts of interest and follow up actions agreed shall be recorded in the IPAC records.

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Member Agreement of Participation

This document constitutes a non-binding agreement of participation for the signatory named below and shall remain in effect for the duration of their membership. By signing this document the individual confirms their agreement to serve as a member of the IPAC for the MarinTrust Programme.

Name: _____ Date: _____

Title: _____

Signature: _____

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Appendix 1 – Chair Responsibilities and Requirements

Role

The Chair is responsible for providing effective leadership to the Committee, ensuring that it fulfils its responsibilities in accordance with its Terms of Reference, and supporting fair, transparent, and effective decision-making.

Time commitment

The Chair is expected to commit sufficient time to fulfil the responsibilities of the role, including attendance at Committee meetings, review of meeting materials, liaison with the MarinTrust Secretariat, and participation in any additional activities required to support the Committee's work and objectives.

The anticipated commitment is approximately **35-45 hours per year**, based on 2 – 4 committee meetings annually. This includes preparation, chairing, follow-up, records review or records, Secretariat coordination and ad hoc governance matters. The time commitment will typically fall within this range, with variation depending on the Committee's work programme, including periods of Standards development or significant Quality Management System (QMS) activity.

Responsibilities

The Chair shall:

- Chair meetings in an impartial, fair, and efficient manner.
- Encourage active participation from all members and ensure all viewpoints are considered in discussions and decision-making.
- Work with the MarinTrust Secretariat to agree meeting agendas, review meeting materials, and support the effective functioning of the Committee.
- Ensure meetings are conducted in accordance with the Committee's Terms of Reference and that quorum requirements are met before decisions are taken.
- Facilitate constructive discussion and support consensus-building.
- Work with the MarinTrust Secretariat to ensure that actual, potential, or perceived conflicts of interest are declared, assessed, and managed appropriately.
- Declare and manage their own conflicts of interest in accordance with MarinTrust requirements.
- Ensure that accurate records of Committee proceedings, decisions, and actions are maintained.
- Represent the Committee and communicate its recommendations, decisions, and activities to relevant MarinTrust bodies and stakeholders, where appropriate.
- Act in the best interests of the MarinTrust Programme and uphold the principles of transparency, integrity, impartiality, confidentiality, and professionalism.

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Authority

The Chair shall:

- Be elected by the members of the Committee.
- Serve as a voting member of the Committee.
- Hold one vote, consistent with all other Committee members.
- Exercise a casting vote in the event of a tied vote.
- Serve a term as defined within the Committee's Terms of Reference and be eligible for re-election where permitted.

Requirements

The Chair shall:

- Act impartially, objectively, and in the best interests of the MarinTrust Programme.
- Maintain the confidentiality of Committee discussions and documentation, where applicable.
- Comply with MarinTrust policies, procedures, governance requirements, and conflict of interest requirements.
- Commit sufficient time to fulfil the responsibilities of the role

Skills and Experience

The Chair should demonstrate:

- Effective leadership and interpersonal skills.
- Strong communication and facilitation skills.
- The ability to manage discussions constructively and build consensus among diverse stakeholders.
- Sound judgement and decision-making capabilities.
- An understanding of good governance principles.
- Appropriate knowledge of the Committee's remit and the MarinTrust Programme.

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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
August 2026	V3.0	Minor improvements to wording throughout for improved readability, clarity, and consistency	Governing Body Committee
August 2026	V3.0	Introduced a standardised front page to align with MarinTrust document management requirements, including logo, document title, document identification and numbering conventions, and version control details.	Governing Body Committee
August 2026	V3.0	Updated the IPAC appointment process to reflect current governance arrangements. Appointments are proposed by the MarinTrust Secretariat for approval by the Appointments Committee.	Governing Body Committee
August 2026	V3.0	Updated IPAC Chair provisions to establish the Chair as a voting member and extend the Chair's term of office from 12 months to 24 months. Clarified re-election arrangements following the completion of the term.	Governing Body Committee
August 2026	V3.0	Updated IPAC membership provisions to clarify member terms, resignation requirements, attendance expectations, cessation of membership, and eligibility for re-appointment.	Governing Body Committee
August 2026	V3.0	Removed the provision allowing the Chair to replace members following repeated unexcused absences,	Governing Body Committee

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		reflecting the Chair's revised status as a voting member of the IPAC.	
August 2026	V3.0	Removed the Chair from the observer invitation process, clarifying that attendance by observers at IPAC meetings is determined by the MarinTrust Secretariat.	Governing Body Committee
August 2026	V3.0	Extended the deadline for issuing draft IPAC meeting minutes from 14 to 30 calendar days after the meeting.	Governing Body Committee
August 2026	V3.0	Clarified member information requirements to specify that CVs are collected for assessment purposes only and will not be published. Confirmed that only member biographies and photographs may be published on the MarinTrust website following appointment	Governing Body Committee
August 2026	V3.0	Revised conflict of interest provisions to clarify that the Chair, together with the MarinTrust Secretariat, is responsible for determining and implementing appropriate actions where conflicts of interest are identified	Governing Body Committee
August 2026	V3.0	Transferred the Conflict of Interest Declaration from Appendix 1 to standalone form FRM-007 to improve document control and maintenance. Updated Appendix 1 to instead document Chair responsibilities and revised associated references throughout the ToR.	Governing Body Committee

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