MarinTrust Social and Ethical Committee (SEC)
Terms of Reference (ToR)

AGR-009– Version 3.0

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Introduction

MarinTrust utilises the skills of a Social and Ethical Committee (SEC) to assist with the development and implementation of the MarinTrust Certification Programme for the Marine Ingredient production industry.

The SEC is an objective-based group, representative of the marine ingredient value chain, aquaculture standards and civil society. Representation is sought from both seafood specific and social NGOs and relevant stakeholder interests.

The Terms of Reference of the SEC are as follows:

The function of the SEC is to manage social and ethical matters relating to the development of the MarinTrust Certification Criteria, including the social and ethical relevance and appropriateness of the programme for use as a third party, accredited Certification Programme.

Main Objective:

- To support the development and implementation of credible, robust, and realistic criteria focusing on human rights and social welfare within the MarinTrust Programme.

Key Activities:

- To maintain and develop the social criteria certification specifications of the MarinTrust Programme and to confirm their relevance to current practice and market requirements for approval by the MarinTrust Governing Body Committee (GBC).

- Identify and recommend solutions to mitigate risks for crews on vessels supplying applicant marine ingredient factories.

- Based on Member and social insight of the Marine Ingredient Industry, provide knowledge and guidance that will contribute to accurate interpretation and alignment of the MarinTrust Standards for assessment purposes.

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- Provide advice by way of decisions, proceedings, and meeting minutes to the GBC on any amendments considered to be necessary or desirable to ensure the accuracy, relevance, and credibility of the Programme.

- Provide input and advice on documents prepared on the technical interpretation of the MarinTrust Certification Criteria and supporting Technical Guidance Documentation used in the assessment of Marine Ingredient Manufacturers of the MarinTrust programme develops and evolves.

Constitution

Members of the SEC shall be nominated by the MarinTrust Secretariat and submitted to the Appointments Committee (AC) for approval. The identification of candidates for SEC 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 SEC will be composed of at least 4 voting members, including the Chair. The membership of the SEC will be comprised of sufficient competency of broad policy/management, with a sound knowledge of social norms, and shall include; marine ingredient producer, marine ingredient processor, standard holder, and representatives from the supply chain for marine ingredient products such as; retailers, traders, fish feed producer, fish farmers, other standard holders and social accountability experts. It is not a requirement to appoint all members of the SEC from the outset.

The SEC's representation may be adapted from time to time to ensure it continues to represent the interests of a global, third-party certification assurance system and areas of broader certification interest. A review may be conducted every 12 months by the Secretariat in consultation with the existing SEC members.

The SEC'S chair shall be selected by the appointed members of the SEC and shall be a voting member of the committee. The chair shall have one vote, consistent with all other SEC 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 SEC may re-elect the serving chair or choose a new chair. As a Scheme Owner, MarinTrust shall act as the secretariat to the SEC.

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Rules of Procedure for the SEC

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

- He or she ceases 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 SEC meetings.
- Is removed from the SEC 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 SEC.

SEC Meetings shall be notified in writing (e-mail), together with the agenda, to each member at least 1 month in advance by MarinTrust Secretariat

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 SEC will be asked to meet, either in person or via remote platforms, between 2-3 times in a calendar year, but not less than once.

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

Observers in attendance of SEC 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.

In the absence of the Chair at any meeting, the Chair shall be taken by a member of the SEC 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 responsible no later than 30 days after the meeting. These minutes will be approved at the next meeting, providing a quorum is present.

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Confidentiality and Conflict of Interest:

Members of the SEC are appointed to support the development objectives of the MarinTrust programme 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 able to attend meetings as required;
- Unaffiliated with any public or private entity that will try and leverage decisions based on a corporate, private, or public agenda;
- Committed to neutrality, transparency, and fairness in all dealings.

Prospective SEC 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 SEC 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 SEC records.

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 SEC 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	V2.1	Removal of references to V2 of the MarinTrust standard to encompass all standards and programmes under MarinTrust programme	Governing Body Committee
March 2022	V2.1	Update of references to TAC approval to SSC to reflect current governance	Governing Body Committee
March 2022	V2.1	Wording in Rules of Procedure for the SEC 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	V2.1	Update of the Conflicts of Interest Declaration form	Governing Body Committee
August 2026	V3.0	Minor improvements to wording throughout for improved readability, clarity, and consistency with no change to intent	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	Revised reporting and communication arrangements, removing references to the SCC and Technical Advisory Committee.	Governing Body Committee
August 2026	V3.0	Updated the SEC 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	Membership requirements updated and clarified to define minimum composition, required competencies, stakeholder categories, and committee establishment arrangements.	Governing Body Committee

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August 2026	V3.0	Updated SEC 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 SEC 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, reflecting the Chair's revised status as a voting member of the SEC.	Governing Body Committee
August 2026	V3.0	Quorum requirements reviewed and updated to reflect revised committee composition and operating arrangements.	Governing Body Committee
August 2026	V3.0	Removed the Chair from the observer invitation process, clarifying that attendance by observers at SEC meetings is determined by the MarinTrust Secretariat.	Governing Body Committee
August 2026	V3.0	Extended the deadline for issuing draft SEC 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	Governing Body Committee

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		responsibilities and revised associated references throughout the ToR.	

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