



**GOV13 – Terms of Reference for the Board of
Directors
2017-05-31**

Union for Ethical BioTrade

THE UNION FOR ETHICAL BIOTRADE

The Union for Ethical BioTrade (UEBT) is a member-based non-profit association that promotes the 'Sourcing with Respect' of ingredients that come from biodiversity. Members adopt sourcing practices that advance sustainable business growth, local development and biodiversity conservation.

GOV13 – Terms of Reference for the Board of Directors – 2017-05-31		
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I. Period of validity and modifications

1. This document was originally approved by the General Assembly of the Union for Ethical BioTrade (UEBT) on the date of 28 May 2008. The last revision was approved by the General Assembly on 31 May 2017. Any further modification to these terms of reference shall be approved by the General Assembly. This document remains valid until such a revision occurs.

II. Purpose

2. The Board of Directors (hereafter called BoD) has the responsibility to govern the Union for Ethical BioTrade (hereafter called the UEBT), giving strategic direction to UEBT's Secretariat in support of its mission and vision.
3. The BoD must ensure that UEBT adheres to UEBT's Articles of Association, as well as to national legislation and administrative procedures for non-profit organizations. The BoD is accountable to the members of UEBT, and to the public authorities in the country in which UEBT is headquartered.
4. Directors shall represent UEBT in public where appropriate.

III. Composition & terms

5. The BoD shall be made up of no less than 6 and no more than 12 persons. The BoD recommends to the General Assembly the ideal number of persons that the Board should comprise, in view of costs and effective implementation of its tasks.
6. The BoD should comprise various stakeholder groups, including representatives from different geographical locations, private and non-private sector, and different positions in the supply chains. To guide the BoD in its decisions, the UEBT BoD shall maintain an up-to-date overview of the most relevant UEBT stakeholder groups.
7. To assure stakeholder balance, or bring in additional expertise, the BoD may be comprised of up to 2 representatives of entities that are not member to UEBT. These BoD members have identical decision-making authority as other members of the BoD.
8. If required, Directors may appoint a permanent alternate to represent them at Board meetings or transfer the Board position within the UEBT member organisation. Directors shall take decisions that benefit the association as a whole and represent the views and concerns of the stakeholder group which they represent.
9. Directors serve 3-year terms, subject to election by the membership according to the existing Articles of Association. The General Assembly may re-elect Directors if this is in the interest of the organisation. Candidates for election should be present in the General Assembly.
10. If a Director ends his or her term prematurely for whatever reason, he/she may transfer his position to another person within the same UEBT member organisation. In this case, the start of the term is considered to be the date of election of the original Board member. If the position is given up, a new Director will be elected, either at the next General Assembly or through postal ballot. It is up to the BoD to decide when to fill a vacancy.
11. In case a vacancy needs to be filled, the BoD will receive nominations of candidates and will prepare a written ballot. Each member of UEBT will then cast its vote by post, or in the General Assembly. Whenever elections coincide with a General Assembly, Board elections will be arranged by a combination of postal ballot (for members not represented by delegates at the General Assembly) and votes at the General Assembly according to procedures determined by the General Assembly.

12. BoD members that do not act according to article 19 of the Board Terms of Reference, will be requested by the President of the Board to reconsider their participation in the Board.
13. If a Board member acts against the interest of the UEFT, he or she may be expelled if no improvements are noted after receiving a written warning from the President of the Board. Expulsion requires a majority vote by the Board (minus the member concerned) and then a vote by the General Assembly.
14. The BoD shall be entitled to appoint technical or strategic advisors to support the BoD, both during meetings and at other times. These advisors shall be selected by the BoD on the basis of essential additional skills required at the time, as well as on experience and commitment to UEFT's mission and goals. The technical advisors shall be non-voting.

IV. Board officers and duties

15. It is the duty of the BoD:
 - a) to formulate policy and give strategic direction and feedback to activities of UEFT through the Secretariat;
 - b) to recruit the UEFT Executive Director;
 - c) to approve terms of reference of the UEFT Committees and any revision proposed;
 - d) to endorse the annual work programme and budget of UEFT for implementation by the Secretariat;
 - e) to approve/disapprove strategic directions and funding applications that deviate from the UEFT core intervention areas;
 - f) to revoke membership, following the recommendation of the Membership Committee;
 - g) assure the quality of standard formulation processes and to approve/reject newly developed or revised standards duly recommended by the UEFT Standard Committee. In case a decision is taken contrary to the Standard Committee's recommendation, the reasons for such a decision should be duly documented;
 - h) to assist the Executive Director in donor relations or other thematic areas on request of the Secretariat;
 - i) to ensure that UEFT adheres to its Articles of Association, as well as to national legislation in the host country and administrative procedures for non-profit organizations.
16. The BoD shall elect a Chairperson, Vice-Chair and Treasurer at the first meeting following the General Assembly. The Executive Director of the UEFT shall serve as Secretary to the BoD.
17. The Duties of these officers are as follows:
 - a) Principal Duties of the President:
 - preside at meetings or sessions of the General Assembly and BoD, including opening, calling to order and closing;
 - represent the BoD at all times, and UEFT where appropriate;
 - participate in, and preside at, the Executive Committee.
 - b) Principal Duties of the Vice-President:
 - assist the President in the preparation of meeting agenda, presiding meetings, and all other tasks as requested by the President;
 - be a member of the Executive Committee.
 - c) Principal Duties of the Treasurer:
 - monitor the organization's bookkeeping, including all bank accounts, accounts receivable and payable, or as mandated by the Board;
 - oversee the preparation and presentation of all financial reports for Board approval, or as requested by external auditors;
 - be a member of the Executive Committee.

The Board will normally delegate authority for managing the organization's day-to-day accounts to the Executive Director, upon approval by the BoD.

d) Principal Duties of the Secretary:

- maintain all official documents of the organization, such as the Charter, Principles and Criteria, Guidelines for Verification Bodies, other By-laws, property records and written records of all Board deliberations;
- prepare and distribute to the membership, upon approval by the President, written summaries of all Board deliberations.

The Secretary position will automatically be filled by the Executive Director, who will be present at all Board sessions in a non-voting capacity, unless requested by the Board not to attend. In the unusual event that the Executive Director is not present at a Board session, the Chair will appoint one of the members present, or arrange for a staff person, to act as the Secretary for the duration of the session in question.

V. Appointment of officers

18. All officers, except the Secretary and external members, will be elected from amongst the BoD members present at the first session of the Board after every General Assembly meeting..

VI. Conduct of the Board of Directors

19. Members to the BoD:

- a) are expected to conduct themselves in a manner that befits their relationship with UEBT as an entity that facilitates and recognises ethical sourcing of biodiversity in line with the sustainable development goals of the Convention of Biological Diversity and the Sustainable Development Goals;
- b) are expected to lead by example and demonstrate unwavering commitment to UEBT's principles, policies, and standards, and ensuring that their membership fees are fully up to date at all times;
- c) will not make public pronouncements on UEBT policies and actions without prior consultations with the Executive Director;
- d) shall disclose any possible conflict of interest with UEBT, its activities and its members (including applicant members), as well as with any particular discussions or decisions addressed in the UEBT BoD. In cases the UEBT BoD determines a conflict of interest exists, it shall also decide upon appropriate action, which may include the relevant Members of the Board refraining from taking part in specific discussions and decisions and/or stepping down from the UEBT BoD;
- e) shall be required to sign a confidentiality agreement addressing the issues of confidentiality and conflict of interest;
- f) BoD members are expected to attend and actively participate in the Board meetings. BoD members shall at least participate in one in-person Board meeting per year.

VII. Decision-making

20. The *quorum* for BoD meetings is reached when at least 50% of the current Board members are present, providing that Board members who are in arrears with their membership fees shall not be considered to be current.
21. The BoD endeavours to take its decisions by consensus. Consensus is defined as the absence of sustained opposition but does not require unanimity. In case consensus cannot be achieved, or when a vote is needed, a simple majority of all Board members. In case of even or split vote the President of the Board shall have a casting vote.

VIII. Committees

22. The BoD shall establish an Executive Committee that consists of the Treasurer, President and Vice-President. The purpose of the Committee would be to:
- a) Facilitate more efficient operations of the BoD by reviewing key issues and preparing opinions on these issues prior to Board meetings.
 - b) Provide a mechanism for expedited decision-making in periods between meetings of the whole Board.
23. The Board shall appoint a Membership and a Standard and Assurance Committee and any other Committees as may be required on an ad-hoc basis, including an Appeals Committee.

IX. Meeting venue & expenses

24. The BoD may meet at any place either within Switzerland or abroad, designated in the notice for the meeting. Upon request of the BoD members, the living and travel expenses of Directors in connection with the meeting may be borne by the UEBT. The BoD normally meets twice a year, but may meet as frequently as deemed necessary or convenient by its President or at the request of a at least 1/3 of its members. Written notice of any such meeting shall be sent to all Board members at least fifteen days prior to the meeting.
25. The notice shall contain the hour, date, place and agenda for the meeting. Any meeting of the Board of Directors shall be valid, however called, if all those entitled to be at the meeting are present.

X. Reporting

26. Minutes from Board meetings will be distributed to all BoD members in English.

XI. Contact Information

Any inquiry about this document of the Union for Ethical BioTrade should be addressed to:

Union for Ethical BioTrade - Secretariat

De Ruyterkade 6
1013 AA Amsterdam
Netherlands

Or via email: membership@ethicalbiotrade.org