

## Soil Association Standards Board Terms of Reference

The board (the "Board") of trustees (the "Trustees") of the Soil Association (the "Charity") has established an advisory board to be known as the Standards Board. These are its terms of reference.

### Membership

- Independent Chair\*
- One expert per sector with practical knowledge of each the following\*\*:
  - o Livestock\*\*\*
  - o Arable\*\*\*
  - o Horticulture\*\*\*
  - o Aquaculture
  - o Processing
  - o Textiles
  - o Health and beauty
  - o Forestry
  - o Catering (Food for Life Served Here Standards Committee Chair)
- Three lay representatives (at least one of whom a Soil Association member)
- Board of Trustee representative (non-voting observer)

\*The Chair should be independent of any of the schemes governed by the Standards Board (e.g. as a symbol holder or formal stakeholder).

\*\*The majority of the sector experts are symbol holders of a scheme governed by the Standards Board.

\*\*\*One of the livestock, arable or horticulture experts is a representative of the Farmer and Grower Board.

The Board of Trustees appoint the independent Chair. This appointment is for a four-year renewable term, limited to two consecutive terms at a time.

The Trustee member will serve on the Standards Board for such period as the Board determine, commensurate with their term as Trustee.

The Farmer & Grower Board nominates their member of the Standards Board.

The Standards Board will appoint a Secretary to the Committee.

### Appointments

The Chair of the Standards Board is appointed by the Board of Trustees.

Sector representatives, lay members, Chair of the Food for Life Served Here Standards Committee and forestry working group are appointed by a committee comprising:

## Standards Governance - Board of Trustees

- the Chair of the Standards Board
- the Board of Trustee member,
- the Farmer & Grower Board nominee and
- a member of staff.

### Attendance

The Standards Board may ask any other person whose attendance they consider necessary or desirable to attend any meeting either regularly or by invitation. Invitees have no right to attend Standards Board meetings and do not have voting rights.

### Quorum

The quorum for a meeting of the Standards Board is 6 of whom 2 must be lay individuals.

For the purposes of quorum the Chair is not counted as a lay individual.

The Trustee member does not count towards quorum.

For urgent issues where it may not be possible to convene a quorate meeting of the Standards Board at short notice, the Chair may convene an Urgency Committee.

Quorum for the Urgency Committee comprises the Chair, a relevant sector expert and a single lay individual.

### Voting

Each member of the Standards Board will have a single vote, except the Trustee member who is a non-voting member.

Votes relating to changes to standards require the support of the majority of the Standards Board including at least 2 lay individuals. When voting on changes to standards the Chair is not counted as a lay individual.

If votes for and against are equally split, the Standards Board Chair will have a casting vote. For the avoidance of doubt this includes votes on changes to standards, providing the change has the support of at least 2 lay individuals.

Decisions of the Urgency Committee must be unanimous.

### Meetings

The Standards Board shall meet at least 3 times a year and on such dates as shall be determined by the Standards Board from time to time and at such other time as the Secretary shall specify at the request of the Standards Board Chair.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with the agenda shall be sent to each member of the Standards Board

and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

All members of the Standards Board will be notified in advance that an Urgency Committee is being convened. For the avoidance of doubt the Chair may then, at their discretion, convene such a meeting with less than seven working days' notice.

Meetings may be held in person or by suitable electronic means agreed by the members of the Standards Board in which all members participating in the meeting may communicate with all other members.

### **Minutes**

The Secretary will minute the proceedings and resolutions of the Standards Board and ascertain, at the beginning of the meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Standards Board meeting will be sent to all members of the Standards Board within 10 working days of the meeting and the Board within 15 working days of the meeting.

Minutes of any Urgency Committee shall be sent to all members of the Standards Board within 2 working days of the meeting and the Board within 5 working days of the meeting.

### **Authority**

The Standards Board is authorised by the Board to conduct any activity within its terms of reference.

### **Role**

The role of the Standards Board is to make recommendations to the Board of Trustees on developing the standards schemes associated with the Soil Association.

The Standards Board's recommendations should be informed by an understanding of the impact of each standards scheme in relation to the organisation's aims and objectives. To understand the impact of actual and proposed standards, the Standards Board should seek input from symbol holders and others with relevant practical experience and evidence, including through open consultation and by appointing Task and Finish Groups where appropriate.

Where standards schemes are wholly owned by the Soil Association, the Board of Trustees decides the standards, based on specific recommendations from the Standards Board.

For associated external standards schemes, which the Soil Association does not fully control, the Standards Board should seek to ensure that the organisation's

process for influencing associated external standards is clear. This includes clear: authorisation from the Board of Trustees for the organisation's representatives; explicit priorities on which to focus the organisation's influence or negotiation; and any red lines.

### Scope

The scope of responsibility of the Standards Board in its role extends to the following standards schemes:

- Soil Association organic standards; Food for Life Served Here standards; Forest Stewardship Council standards; COSMOS Organic and COSMOS Natural standards; Global Organic Textiles Standard; Organic Served Here; Green Kitchen
- Any standard:
  - which is wholly owned by the Soil Association
  - of which Soil Association is part owner
  - which is associated with Soil Association's brand or reputation.

A separate New Product Development group (comprising the CEO of the Soil Association, the COO of the Soil Association and the CEO of Soil Association Certification), will advise when new third party standards schemes are implemented by the Soil Association are considered to fall within this scope.

### Review

The Board of Trustees will review these terms of reference annually and shall notify the Standards Board of any change it makes to them.

For the avoidance of doubt, the Board of Trustees may change or revoke (wholly or in part) these terms of reference at any time.

### Authorised by the Board with effect from May 2018

*Note: points in current ToR that will be dealt with in accompanying documentation*

- *Administration processes for appointments*
- *Job profiles*
- *Meeting protocols*
- *Secretariat arrangements*
- *Process for declaring and managing conflicts of interest*
- *Process for declaring and managing licensee member non-compliances*
- *Process for ensuring members maintain confidentiality*
- *Expenses for attendees*