



## **Pre-amble**

The Aquaculture Stewardship Council (ASC) aims for a high level of professional expertise in its governance bodies and strives for balanced representation (gender, geographic, constituency, etc.) among its members. Within this context ASC's Technical Advisory Group (TAG) has an emphasis on technical expertise and knowledge of its individual members.

Object of the ASC organization (foundation under Dutch law) is: to promote and quantify responsibly farmed fish, shellfish, and crustacean inter alia by furthering the understanding and adoption of responsible aquaculture practices, maintaining and monitoring standards for responsible aquaculture that are already in place or that are yet to be developed, in order to reduce negative social and environmental impact, and, furthermore, to perform any acts conducive to or relating directly to the foregoing, all in the broadest sense.

The Foundation shall endeavor to achieve this object by:

- managing and maintaining its own label, known as the "ASC label"
- creating improvements programmes for responsible aquaculture
- assisting (in the broadest sense of the word) organizations and professionals implementing the ASC label in various ways, including the provision of information, education, training and support tools.



## **Terms of Reference**

### **The Technical Advisory Group (TAG)**

1. Provide advice to the ASC Supervisory Board about the scope of the ASC Standards for specific species.
2. Make recommendations to the ASC Supervisory Board on such technical, scientific and quasi-judicial functions as are delegated by the ASC Supervisory Board and as identified in this document.
3. Provide advice to the ASC Supervisory Board about further development, modification, and the technical and operational interpretation of the ASC Standards and the application of these interpretations. This may require members of the TAG to liaise with other bodies and individuals (e.g., ISO, ISEAL, other audit systems etc).
4. Provide advice as requested to the ASC Supervisory Board and Executive Board. Topics could include but are not limited to:
  - general certification processes
  - issues surrounding auditability of the individual species standards and interpretation of the standards
  - audit manuals (AM)
  - alignment of similar cross cutting indicators across multiple species
  - stakeholder consultation
  - liaison with the broader leadership groups in periodic revisions of the standards as part of the Continual Improvement component, and,
  - other relevant documents.



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5. As delegated by the Supervisory Board, participate in the objections procedure (i.e. dispute resolution process).
  
6. Review the progress of aquaculture certifications and, when requested by the ASC Executive and/or Supervisory Board, provide advice regarding adherence to ASC interpretations of the ASC Standards, in accordance with the TAG Rules and Operating Procedures and the Certification Methodology. Possible topics for which the ASC Supervisory Board may seek advice:
  - for the content of public summaries of awarded certificates; and
  - when the certification report is made public but before the certificate is issued.
  
7. Make recommendations to the ASC Supervisory Board on how the rules governing the TAG can be changed leading to a more effective TAG.



## **Rules and Operating Procedures Governing the Technical Advisory Group (TAG)**

### **1. These rules**

1.1. These are the rules governing the Technical Advisory Group (TAG) formed by the Aquaculture Stewardship Council Supervisory Board pursuant to Article 5 Paragraph 5 of the Supervisory Board Regulations.

### **2. Interpretation**

2.1. Terms defined in, and methods of construction applicable to, the Regulations of the Aquaculture Stewardship Council shall have the same meaning, and application, in these rules.

2.2. References to rules are to these rules as from time to time amended in accordance with the Regulations.

2.3. References in these rules to paragraphs are to paragraphs of these rules.

### **3. Membership**

3.1. The members of the TAG are there as individuals and not as representatives of their organizations. As an individual, their membership is not transferrable.

3.2. No more than 1 person per organization can be represented in the TAG. The members of the TAG shall be appointed by the Supervisory Board for such periods not exceeding three (3) years as the Supervisory Board may determine.

3.3. The members of the TAG may stand for re-appointment for one additional three year term but are limited to six continuous years of appointment.



- 3.4. The initial membership of the TAG shall be drawn from the Species Dialogue Committees. For those species that did not have a Species Dialogue Committee, members of the TAG will nominate representatives for that species to be voting members of the TAG. Each species will be entitled to two (2) voting members. Members are subject to the provisions of this paragraph 3 and shall be approved by the Aquaculture Stewardship Council Supervisory Board.
- 3.5. The TAG shall not have more than twenty-five (25) voting members. A list of these voting members will be maintained by the Chair and the ASC. (see 4.3 on quorum requirements.)
- 3.6. Members of the TAG may nominate future members to the TAG but such nominated members must be approved by the ASC Supervisory Board before joining the TAG.
- 3.7. The TAG may add non-voting members or ad-hoc experts when technical issues arise that require additional skills and expertise to enable the TAG to make recommendations to the ASC. The Chair of the TAG shall act as the arbiter of such additions and ad-hoc use of experts.
- 3.8. A member of the TAG shall cease to be such a member if he/she:
  - 3.8.1. is removed by the ASC Supervisory Board pursuant to the following paragraphs: 3.8.2-6
  - 3.8.2. is absent without permission of the Chair from two formal consecutive meetings of the TAG
  - 3.8.3. or becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs
  - 3.8.4. or has compromised their position on the TAG as an objective and respectable member by acting in a manner that damages the reputation and image of the TAG and or the ASC in a manner NOT pursuant to the following 'whistleblower' protection clause 3.9
  - 3.8.5. resigns his/her office by notice to the Chair of the TAG



- 3.8.6. takes up employment with the Aquaculture Stewardship Council.
- 3.9. A member of the TAG cannot be removed if he/she can be deemed having acted in the interest and pursuit of the integrity of the ASC mission through the act of 'whistle blowing.' ASC's whistle blowing policy is defined in a separate organization-wide ASC Whistle Blower Policy.
- 3.10. Members of the TAG will contribute to ASC's overall object as is stated in Article 2 of the ASC Deed.
- 3.11. The TAG may request to the ASC Supervisory Board the appointment from time to time permanent emeritus members of the TAG. Such appointments should recognize the valuable contribution of a member to the work of the ASC and the TAG. Such membership will allow on-going participation in the work and meetings of the TAG in a non-voting role. The provisions of paragraphs 3.4 and 3.5 shall not apply to this form of membership. All other paragraphs apply to this type of membership and shall be approved by the ASC Supervisory Board.
- 3.12 The TAG will propose two persons to be candidates for the ASC Supervisory Board. These two people, if accepted by the Supervisory Board, will be subject to all requirements of the Deed and Supervisory Board Regulations and cannot be voting members of the TAG per Dutch law. TAG nominees who become SB members will attend TAG meetings as observers and bring recommendations of the TAG to the Supervisory Board. These two individuals will not be subject to the TAG limitations as described in 3.4 and 3.5.
- 3.13. TAG members selected to sit on the Supervisory Board may be replaced by their respective dialogue to ensure that Dialogues maintain voting rights per 3.4.
- 3.14. The TAG will select from among its membership a Chair and Vice Chair. Such position will be voted on by the entire TAG membership on an annual basis during the first meeting of the calendar year.

#### 4. Meetings

- 4.1. The maximum gap between formal meetings of the TAG shall not be longer than one (1) year.
- 4.2. A meeting of the TAG shall be called by at least twenty-eight (28, for teleconference) days' and three (3, for physical meetings) months' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be discussed. The notice shall be given to all the members of the TAG, the ASC Executive Board, and the ASC Supervisory Board. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 4.3. Quorum for a TAG meeting is defined as greater than 50 percent of listed voting members as defined in Section 3 are present in person or through electronic means. Written proxies submitted to the Chair prior to the start of the meeting shall count toward quorum.
- 4.4. The TAG Chair and Vice Chair of the TAG shall determine the agenda for meetings of the TAG.
- 4.5. Any member of the TAG may by notice to the Chair nominate an item for the agenda of next meeting of the TAG, so long as that notification is received at least seven (7) days prior to the date on which a notice of a meeting of the TAG is to be sent and the matter raised is relevant to the objects of the TAG as set out in the Supervisory Board Regulations. The Chair and Vice Chair of the TAG may in their absolute discretion determine whether a matter so notified to them is relevant. If the TAG decides not to deal with proposed items it shall explain this in writing in the TAG meeting notes. Last minute proposals will be proposed at the beginning of the meeting. Group as present at that meeting will decide to deal with it during the meeting or to address it at a different moment.
- 4.6. No business shall be discussed at any formal meeting of the TAG unless a

quorum is present in person or through electronic means. Greater than 50 percent of regular members shall constitute a quorum. If a quorum is not present within half an hour from the time elected for holding the meeting, the meeting shall stand adjourned.

- 4.7. Decisions by the TAG shall be made by agreement of a simple majority of all members. Any member may abstain from voting on any decision. A decision may not be made by the TAG unless a quorum votes. Votes *in absentia* and through written proxies are permitted. For *in absentia* and proxy voting, the TAG Chair and Vice Chair must be notified prior to the start of the meeting.
- 4.8. If the Chair of the TAG is not present within fifteen (15) minutes after the time elected for holding the formal meeting and/or be willing to act, the Vice Chair shall be Chair for that meeting.
- 4.9. In mutual consent with the majority of the TAG membership, staff of the ASC shall be entitled to attend and speak at meetings of the TAG but shall not be entitled to vote.
- 4.10. TAG shall have the opportunity to opt for a session without ASC staff being present, if the majority of the TAG members agrees with this.
- 4.11. The voting membership of the TAG at their sole discretion may ask ASC SB, ASC staff members, or non-voting members to leave a discussion during a TAG session.

## 5. **Functions of the TAG**

- 5.1. The functions of the TAG are defined in the TAG Terms of Reference which are attached to these Rules.
- 5.2. The TAG Terms of Reference may be amended from time to time at the discretion of the Supervisory Board in and after consultation with the Executive Board and the TAG. TAG can propose changes to ToR for approval.

## 6. **Committees of the TAG**

- 6.1. The TAG may appoint and constitute one or more committees for the purpose of supporting the TAG or of making any inquiry or supervising or performing any function of the TAG.
- 6.2. Any committees formed under paragraph 6.1 may consist solely of TAG members and/or non-members appointed in accordance with paragraph 3.7.
- 6.3. Subject to any applicable rules as defined here or in the Regulations, the TAG may make such rules and regulations as to the composition, conduct and management of any such committee and impose such terms and conditions and give such mandates to any such committee as it may from time to time think fit.
- 6.4. In establishing a committee the TAG will specify at least:
  - terms of reference
  - membership
  - decision making (including for any delegated responsibilities)
  - reporting requirements
  - the duration and review times for the committee.
- 6.5. The formation of such committees must be approved by the ASC Supervisory Board.

## 7. **Other regulation of proceedings**

- 7.1. Subject to the provisions of the Deed and Supervisory Board Regulations and after consultation with the TAG, the ASC Supervisory Board may modify these rules or the TAG's Terms of Reference. ASC's Supervisory Board (SB) will either accept TAG advice or will inform TAG in writing (which will be public) why the advice was not accepted.
- 7.2. Subject to the provision of the Articles of Association, the ASC Supervisory Board may seek the opinion and views of the Stakeholder Advisory Group on relevant advice from the TAG.

**8. Expenses**

- 8.1. Upon request and at the discretion of the Chair, members of the TAG may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the TAG or otherwise in connection with the discharge of their duties.

**9. Secretary**

- 9.1. The Standards Director, or another employee of the ASC as directed by the Chief Executive, shall act as secretary of the TAG and perform the administrative functions in relation thereto, including preparation of the agenda papers, in consultation with the Chair of the TAG.

**10. Minutes**

- 10.1. The Chair shall cause to be kept minutes of all proceedings at meetings of the TAG, including the names of those members of the TAG present at each such meeting, and advice, recommendations and opinions of the TAG.
- 10.2. A summary report, including recommendations, shall be made public.
- 10.3. TAG may decide on a case by case basis to keep specific discussed items out of the public domain if it feels this is in the best interest of the ASC.
- 10.4. Chatham House rules will be applied to public summary reports.
- 10.5. TAG may decide on a case by case basis to keep specific discussed items out of the public domain if it feels this is in the best interest of the ASC, but will then explicitly report to the ASC SB having done so.

**11. Notices**

- 11.1. Any notice to be given to or by a member of the TAG pursuant to these rules shall be given in such manner and be governed by such provision as are set out in the Regulations.



**12. Confidentiality**

- 12.1. The agenda papers submitted to the TAG shall be held in confidence by members and not be used in a manner that compromises the reputation of the TAG and ASC.
- 12.2. All decisions will be forwarded to the ASC Supervisory Board, however, the TAG may recommend some decisions should be held in confidence by the ASC Supervisory Board.
- 12.3. The detailed content of discussions during TAG meetings will remain confidential.

**13. Declarations of interest**

- 13.1. Members of the TAG will declare potential or perceived conflicts of interest prior to the discussion of each agenda item and any such declarations will be recorded in the minutes of the meeting.
- 13.2. At the voluntary initiation of a member, or to the knowledge of another TAG member or the absolute discretion of the Chair, a member with a serious conflict of interest may be excluded from the discussion and decision making of relevant agenda items.