Terms of Reference

ASC Technical Advisory Group (TAG)

1. Overall role of the TAG

1.1 Provide scientific and technical advice to the Supervisory Board and to the Executive regarding the scientific and technical needs of the ASC to pursue its Mission and Vision.

2. Rules and Operating Procedures

2.1 The rules governing the TAG are formed by the SB pursuant to Article 5 Paragraph 5 of the SB Regulations.

2.2 Terms defined in, and methods of procedures applicable to other formal governance documents (deeds, regulations and rules) of the ASC shall have the same meaning and application in these rules.

2.3 Members of the TAG will contribute to ASC’s overall object as is stated in Article 2 of the ASC Deed.

2.4 The TAG Terms of Reference may be amended from time to time at the discretion of the SB in consultation with the Executive and the TAG. TAG may propose changes to ToR for approval by the SB.

2.5 The Head of Governance, Policy Management & Corporate Services, or another employee of the ASC, 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.

2.6 Subject to the provisions of the Deed of ASC, the SB may also at its own discretion seek the opinion and views of any other stakeholder on the relevance and appropriateness of the advice received from the TAG.

3. Membership

3.1 The TAG shall not have more than twelve (12) voting members. A list of these voting members will be maintained by the Chair of the TAG and the ASC.

3.2 The members of the TAG are there as individuals and not as representatives of their organizations, and only one (1) person per organisation can be represented in the TAG. Memberships are not transferrable.

3.3 Membership of TAG will represent current research, science, academics, and other relevant technical expertise areas as related to the operation of ASC’s certification and accreditation programmes. Membership should attempt to ensure a representative balance from across regional geographies.

3.4 TAG membership comprises: 2 members from industry, 2 members from NGOs and up to 8 academic members. The TAG also includes one member from existing accredited ASC CABs as a non-voting member, and selected with the criteria in paragraph 3.5 below. It will be a preference for TAG member composition to encompass individuals with Aquaculture Dialogue engagement experience with a goal (not requirement) for a minimum of 2 individuals with this background.
3.5 The CAB representative attends TAG meetings as a member without voting rights. In distinction to other TAG members, the CAB representative is elected annually. CAB membership rotates from among CAB companies. A representative of ASC’s Accreditation Body may also attend TAG meetings as a second standing observer.

3.6 The CAB representative is responsible to gather, from other CAB companies, topics and information requests to present to TAG members at their meetings. The CAB representative will share decisions made at TAG meetings via email and through one annual Skype call with other CAB companies.

3.7 TAG membership will collectively cover the following specific technical and scientific competency areas:
   1. Legal compliance
   2. Reducing aquaculture impacts on the:
      o natural environment, wild populations and biodiversity
      o water resources and water quality
      o resources used on the farm, including all aspects of fed aquaculture
      o aquatic animal health and husbandry
   3. Improving the social responsibility of aquaculture through the application of ILO Conventions and the legal frameworks related to:
      o Labour conditions, workers’ rights and working time directives
      o Health and safety
      o Fair wages
      o Community interactions and indigenous rights
   4. Application of certification programmes related to:
      o Chain of Custody, Supply Chain management and Traceability
      o ISEAL Code compliance related to:
         ▪ Standard Setting
         ▪ Assurances
         ▪ Impacts Monitoring
      o Certification methodologies (e.g. group and multi-site)
      o Conformity Assessment Bodies and Accreditation

3.8 General criteria guiding any member of TAG include:
   o Capacity to commit annually to two in-person meetings per year, two conference calls and to undertake adequate preparation for meetings
   o Participation in relevant ad-hoc Advisory Groups and Technical Working Groups (TWG) as required and applicable, see below
   o Understand and support of the ASC Theory of Change and be committed to the ASC’s vision and mission for responsible aquaculture
   o Demonstrable record of achievement in the scientific, technical or social arena, encompassing expertise in one or more of the required competency areas
   o For academic scientists, relevant track records would include a catalogue of work published in peer-reviewed journals. For other technical members, this would include membership of and engagement with professional associations and groups within or associated with aquaculture
4. **Appointment of TAG members**

4.1 The members of the TAG shall be formally appointed by the SB for periods not exceeding three (3) years. The members of the TAG may stand for re-appointment for one additional term subject to the formal reappointment of the SB.

4.2 The TAG will select from among its membership a Chair and a Vice Chair. Such positions will be voted on by the entire TAG membership on an annual basis during the first in-person meeting of the calendar year.

4.3 The TAG may request to the SB the appointment from time to time of 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.

4.4 Members of the TAG may nominate future members to the TAG, subject to final approval by the SB. The SB and the Executive may also nominate TAG members for consideration.

4.5 To strengthen information exchange between the TAG and the SB for decision making alignment, TAG will delegate one of its members to serve on the SB in a non-voting capacity. This member will report TAG updates to the SB. The SB will similarly delegate one of its members to serve on the TAG as a non-voting member. This member will report on SB updates to the TAG.

5. **Observers**

5.1 All in-person meetings of the TAG are open to members of the SB and the ASC Executive. Other stakeholders may seek the permission of the Chair to attend TAG meetings as observers. In mutual consent with the majority of the TAG membership, observers may be invited to speak at meetings of the TAG, but shall not be entitled to vote. They may also distribute documents at meetings through the Chair.

5.2 Observers should actively support the general objectives of TAG and have demonstrated competences in the area of TAG’s work. The observer would at the start of the meeting describe his or her background, including organizational affiliation, if any, and activities relevant to TAG's work.

5.3 Observers should in advance request their desire to join a TAG meeting to the Chair. The Chair will determine the maximum number of observers to be admitted to any meeting based on meeting room capacity, and the need for a balanced participation, while preserving the scientific nature and integrity of the work.

5.4 When applications for stakeholder observers may exceed the number of available spaces, the Chair shall review all applications and make a final decision on participation, balancing observer affiliation among the different stakeholder groups.

5.5 The majority membership of the TAG may at their sole discretion ask SB, ASC staff members, or any other non-voting members and observers to leave a discussion during a TAG session.

5.6 The TAG may co-opt other non-voting observers or ad-hoc experts when technical issues arise that require additional skills and expertise to enable the TAG to make recommendations to the SB. The Chair of the TAG shall act as the arbiter of such additions and ad-hoc use of experts.
5.7 Observers shall have access to relevant documents unless those documents are deemed confidential by the Executive, the SB or the Chair. Observers shall not use or make reference to such documents outside the meeting without prior consent of the Chair, and they are bound by confidentiality requirements contained within relevant paragraphs.

6. Meetings

6.1 The TAG will hold two in-person meetings and two conference calls per year. Additional conference calls will be held as needed.

6.2 A meeting shall be called by at least twenty-eight days’ notice (for teleconferences) and three months’ notice (for face to face meetings). The notice shall specify the time and place of the meeting and the general nature of the business to be discussed.

6.3 The notice shall be given to all the members of the TAG, the Executive, and the SB. 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.

6.4 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.

6.5 A quorum for a TAG meeting is defined as greater than 50 percent of listed voting members present in person or through electronic means. Written proxies submitted to the Chair prior to the start of the meeting shall count toward a quorum.

6.6 No business shall be discussed at any formal meeting of the TAG unless a quorum is present in person or through electronic means. If a quorum is not present within half an hour from the time elected for holding the meeting, the meeting shall adjourn.

6.7 The TAG Chair or Vice-Chair as delegated will prepare TAG meetings together with members of the ASC Executive; this includes development of an agenda, and accessible packaging of proposal documents for ease of reference.

6.8 The Executive and the Chair shall ensure that out-of-session agenda items that do not require the attention of the full TAG are kept to a minimum, and that such items are managed by the appropriate working groups unless the agenda item is considered urgent or of general interest.

6.9 Any member of the TAG may, by notice to the Chair, nominate an item for the agenda of the next meeting of the TAG. Notification must be received at least seven (7) days prior to the date on which a notice of a meeting of the TAG is to be sent out and the matter raised is relevant to the objectives of the TAG. The Chair and Vice-Chair of the TAG may, at their discretion, determine whether a nominated agenda item is relevant.

6.10 If the TAG decides not to deal with proposed items it shall explain this in writing in the TAG meeting notes.

6.11 Members present in a meeting will decide if supplementary agenda items proposed at the beginning of the meeting will be addressed during the meeting or at a different moment.

6.12 Decisions by the TAG shall ideally be made by consensus. If no consensus can be reached, agreement on advice by the TAG is made by simple majority of the present members. In such circumstances, the Executive should prepare a report to the Board which clearly indicates a summary of the minority and majority positions.

6.13 Any member may abstain from voting on any decision, and the reason for the abstention will be recorded in the minutes. Votes in absentia must be through written proxies are permitted in the case of which the TAG Chair and Vice-Chair must be notified prior to the start of the meeting.
7. Minutes

7.1 The Chair is responsible that minutes be kept of all proceedings at meetings of the TAG, including discussion summaries, quoted motions, votes on motions and the names of those members of the TAG present at each such meeting and absentees.

7.2 Minutes will contain clear advice and follow up to the SB, including minority and majority reporting. The SB on its part shall report to the TAG Chair advice that has either been taken up or rejected by the SB.

7.3 A summary TAG minutes report, including recommendations, shall be made public. The summary report shall be prepared and published by the TAG Secretary. 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 SB having done so.

8. Advisory Group and Technical Working Groups

8.1 Technical Working Groups. Technical Working Groups are formed as deemed necessary by the TAG. They will provide required detailed inputs on technical or scientific issues in question. Technical Working Groups will be dissolved once their remits are complete. Members of the Technical Working Group may be reappointed for a term of one year to support the Executive in case further clarification on scientific and technical issues is needed.

8.2 Ad-hoc Advisory Groups. The TAG cannot secure equal representation and depth from all areas of knowledge or expertise across the entire ASC programme. To address this, in addition to the Technical Working Groups, the TAG or Executive may establish Ad-hoc Advisory Groups to provide greater breadth and depth of scientific and technical knowledge. Ad-hoc Advisory Groups may also be established (under the direction of the TAG) at the request of the Executive or the Supervisory Board, where specific issues require study.

8.3 The main difference between a Technical Working Group and an Ad-hoc Advisory Group is their structure and duration. Whereas the development or revision of a standard, for example, would normally require the establishment of a Technical Working Group with a formal ToR, an Ad-hoc Advisory Group may, as its name suggests, be comparatively short lived. The membership of an Ad-hoc Advisory Group is not fixed and may involve one or several resource persons who may be contacted on an individual or collective basis.

8.4 The oversight and responsibility of Ad-hoc Advisory Groups and Technical Working Groups are part of TAG's formal function and take place in close coordination with the Executive. TAG members are encouraged to sponsor Ad-hoc Advisory Groups, and Technical Working Groups. Advice from Ad-hoc Advisory Groups and Technical Working Groups will, in this way, inform the work of TAG, and by having a sponsor from its midst, the TAG would be well aware of progress of any such group.
As illustrated above, the Technical Working Groups and Ad-hoc Advisory Groups provide a framework to support the TAG in developing technical and scientific advice to aid the Supervisory Board’s decision making. The framework also assists the Executive in its management of scientific and technical issues. Additional detail on the standard setting process is given in *Annex TAG ToR - Standard Setting Protocol Flow.*

9. Confidentiality

9.1 The agenda papers submitted to the TAG shall be held in confidence by members.

9.2 All decisions will be forwarded to the SB. However, the TAG may recommend some decisions should be held in confidence by the SB.

10. Conflict of interest

10.1 At the start of each meeting, members of the TAG will declare potential or perceived conflicts of interest and any such declarations will be recorded in the minutes of the meeting.

10.2 At the discretion of the Chair any member or observer who is perceived to have a potential conflict of interest for a particular subject or discussion may be instructed to abstain from further contributions.
10.3 The ASC impartiality policy is used as a reference to determine the existence of potential or actual conflicts of interests which may be detrimental to the overall interests of ASC and how these conflicts should be mitigated (to be developed).

11. Termination of membership

11.1 A member of the TAG shall cease to be such a member if he/she:
   o is absent without permission of the Chair from two formal consecutive meetings of the TAG whether they be, in person, the annually scheduled teleconferences or ad-hoc teleconferences
   o becomes incapable—by reason of mental disorder, illness or injury—of managing and administering his/her own affairs
   o has compromised his/her position on the TAG acting in a manner that damages the reputation and image of the TAG
   o resigns from his/her office by notice to the Chair of the TAG
   o takes up employment, appointment or other paid work that compromises their impartiality
   o becomes an ASC staff member

11.2 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.

12. Expenses

12.1 Upon request and at the discretion of the Executive, members of the TAG may be reimbursed reasonable travel expenses and a per diem to cover other out of pocket expenditure properly incurred by them in connection with their attendance at meetings of the TAG or otherwise in connection with the discharge of their duties.

12.2 Observers are generally not reimbursed by ASC for travel to TAG meetings or cost of participation, unless formally invited by ASC to attend and otherwise not being able to cover their own travel costs.