



Fisheries  
Transparency  
Initiative

# **Terms of Reference for the FiTI International Board**

**Version: 10 July 2017**

## Table of Contents

<b>1. COMPOSITION OF THE FITI INTERNATIONAL BOARD.....</b>	<b>3</b>
(1) <i>Board Members and Alternates</i> .....	3
(2) <i>Observers</i> .....	3
<b>2. ROLES AND RESPONSIBILITIES OF THE FITI INTERNATIONAL BOARD .....</b>	<b>3</b>
<b>3. REQUIREMENTS AND PROCEDURES FOR DECISION-MAKING OF THE FITI INTERNATIONAL BOARD .....</b>	<b>4</b>
<b>4. ROLES AND RESPONSIBILITIES OF BOARD MEMBERS .....</b>	<b>5</b>
<b>5. TERMS OF BOARD MEMBERS .....</b>	<b>6</b>
<b>6. RESIGNATION, SUSPENSION AND REMOVAL OF BOARD MEMBERS AND ALTERNATES .....</b>	<b>7</b>
(1) <i>Resignation</i> .....	7
(2) <i>Suspension</i> .....	7
(3) <i>Removal</i> .....	7
(4) <i>Vacancies</i> .....	7
<b>7. THE FITI CHAIR .....</b>	<b>8</b>
(1) <i>Responsibilities</i> .....	8
(2) <i>Election procedure and Terms</i> .....	8
<b>8. OTHER OPERATIONAL PROCEDURES .....</b>	<b>8</b>
(1) <i>Board Meetings</i> .....	8
(2) <i>Board Circulars</i> .....	9
<b>9. COMPENSATION AND EXPENSE POLICY .....</b>	<b>9</b>

### Contact:

FiTI International Secretariat

Email: [info@fisheriestransparency.org](mailto:info@fisheriestransparency.org)



[www.fisheriestransparency.org](http://www.fisheriestransparency.org)

[fisheriestransparencyinitiative](https://www.facebook.com/fisheriestransparencyinitiative)



FisheriestI

Fisheries Transparency Initiative (FiTI)

## 1. Composition of the FiTI International Board

### (1) Board Members and Alternates

1. The FiTI International Board shall reflect a multi-stakeholder composition. The number of members of the FiTI International Board shall not exceed 18 and shall be equally distributed amongst representatives of the three stakeholder groups:
  - *Countries*: a total of six representatives, including implementing countries and supporting countries;
  - *Business*: a total of six fisheries industry representatives, including large-scale fisheries companies/associations and small-scale fishers/fisheries associations;
  - *Civil Society Organizations*: a total of six representatives, including international Civil Society Organizations and national/regional CSOs.
2. Additionally, the FiTI International Board is presided and represented by a FiTI Chair.
3. Each Board Member – except the Chair – may have an Alternate, who is welcome to observe meetings and substitutes for the Board Member in case of absence of the Board Member. Alternatively, Alternates may also serve as substitutes for various Board Members.

### (2) Observers

1. Representatives from intergovernmental organizations, regional development banks, development agencies, and other relevant organizations may be invited by the FiTI International Board to attend FiTI Board meetings as observers, when this can be practically accommodated.
2. Observers do not have any voting rights but may be invited by the FiTI International Board to express their views on specific policy and implementation matters. The FiTI International Board may decide that certain matters should be discussed without the presence of Observers.

## 2. Roles and responsibilities of the FiTI International Board

1. The International Board is the FiTI's executive body. Its responsibilities include, but are not limited to:
  - a) Assess candidate applications of countries;
  - b) Evaluate the performance of countries against the global FiTI Standard based on regular validations;

- c) Establish procedures regarding the validation process, including mechanisms to collect and address complaints, resolve disagreements, appeal the decisions of the FiTI International Board and sanction non-compliant countries;
- d) Enhance the FiTI Standard over time;
- e) Oversee and direct (through the FiTI Chair) the work of the FiTI International Secretariat and appoint its Director;
- f) Respond to complaints and grievances;
- g) Promote transparency and participation in fisheries governance;
- h) Establish a legal entity for the FiTI<sup>1</sup>;
- i) Agree on the work plan and budget of the FiTI International Secretariat;
- j) Agree on the arrangements for FiTI Conferences and FiTI Members' Meetings;
- k) Present (through the FiTI Chair) the activity report and the activity plan at the FiTI Conference and obtain approval of the document from the FiTI Members' Meeting;
- l) Present (through the FiTI Chair) the annual accounts and the audit reports for the accounting periods since the last ordinary FiTI Members' Meetings;
- m) Ensure that the multi-stakeholder nature is maintained and fully reflected in the FiTI at all levels, including in Board Committees;
- n) Recommend a candidate for the FiTI Chair prior to each ordinary FiTI Members' Meeting;
- o) Adopt and adhere to a Code of Conduct<sup>2</sup>.

### 3. Requirements and procedures for decision-making of the FiTI International Board

1. No decision shall be made in an FiTI International Board meeting unless a quorum is present at the time of making the decision. At least two-thirds of the total number of

---

<sup>1</sup> The FiTI will be institutionalized by a not-for-profit members' organization, e.g. a "FiTI Association". Through this legal entity representatives from all over the world can become members of the FiTI. Members of the FiTI legal entity are personal representatives of a State, company, organisation, other legal entity or individual experts. The members of the FiTI legal entity will be organised in the following three stakeholder groups: countries, business, civil society. The FiTI legal entity will comprises of three permanent institutional bodies: the FiTI Members' Meeting, the FiTI International Board, and the FiTI International Secretariat.

<sup>2</sup> All FiTI Board Members, their alternate, Members of the FiTI legal entity, secretariat staff (national and international) and members of Multi-Stakeholder Groups shall abide by a Code of Conduct. The Code of Conduct will include provisions on personal behavior, integrity and values, compliance with the FiTI rules, respect for others, transparency and confidentiality, and conflict of interest.

- Board Members, with at least two Board Members from each stakeholder group, establish a quorum.
2. Board Members shall make every effort to adopt decisions by consensus.
  3. Taking account of the view of the Board Members, the FiTI Chair may decide that a vote is required. Every Member of the FiTI International Board has one vote. Voting can be done by written proxy.
  4. If a vote during Board Meetings is required, decisions are made by a qualified majority requiring 11 votes to be cast in favour of the decision, with support from at least two Board members from each stakeholder group. In case of a tie vote, the FiTI Chair has a casting vote.
  5. In addition to Board meetings, decisions can also be made by Board Circulars. Under Board Circulars decisions are made by a qualified majority of 12 votes to be cast in favour of the decision, with at least three Board Members from each stakeholder group.
  6. The FiTI International Board shall establish procedures for resolving internal disputes regarding decision-making as well as grievances for alleged non-compliance with the present Terms of Reference.
  7. Board Members cannot vote in respect of any matter or arrangement in which they have a direct personal interest, or if there are any other special circumstances which could impair confidence in his or her impartiality. A Board Member shall declare such interests to the FiTI International Board as soon as possible after she or he becomes aware of the same and this will be recorded in the Board minutes. Board Members who are not entitled to vote on a matter are not counted in the quorum.

#### **4. Roles and responsibilities of Board Members**

1. Membership of the FiTI International Board is personal and not institutional. Therefore, Board Members act in their personal capacity, as reflecting the perspectives of their stakeholder group, to which they are accountable. Board Members do not represent their own organization, company, or government.
2. Board Members shall assume several responsibilities and participate actively in the various activities of the FiTI International Board including, but not limited to:
  - a) Prepare and participate in Board meetings;
  - b) Prepare and participate in decision-making via Board circulars on a more frequent basis;

- c) Prepare and participate in Board Committees<sup>3</sup> and Working Groups. These Board Committees and Working groups will normally be held by teleconference or in the fringes of Board meetings;
  - d) Hold regular consultations with their respective stakeholder groups to receive and coordinate their input ahead of FiTI International Board meetings and, where applicable, Committee and Working Group meetings. This includes reporting back to their stakeholder group after relevant meetings;
  - e) Read and respond to communications from the Chair, Committee Chairs and other Board members as well as from the International FiTI Secretariat.
3. As a general principle, it is the responsibility of Board Members to make every effort to attend all meetings of the FiTI International Board. Board Members who are unable to attend a meeting should, as a matter of courtesy, convey their apologies to the FiTI Chair before the commencement of the meeting. Such apologies are announced at the meeting and are recorded in the minutes.
  4. If a Board Member is absent from a relevant meeting, the Board Member's Alternate may attend the meeting on their behalf, participate in discussions, vote and generally perform all the functions of that Board Member during the meeting.
  5. In case of too many absences of a Board Member, the FiTI International Board may decide to suspend this member for a certain period, and eventually terminate the term of the Board Member.

## 5. Terms of Board Members

1. The term for serving on the 1st FiTI International Board is 2 years; afterwards the term is 3 years. In general, Board Members serve this term between ordinary FiTI Members' Meetings.
2. All Board Members retire at the conclusion of the subsequent FiTI Members' Meeting.
3. Board Members are eligible for re-nomination and re-election. Each stakeholder group may however decide to set limits to the number of terms Board Members from their stakeholder group shall be able to serve.

---

<sup>3</sup> Board Committees are meant to facilitate the work of the FiTI International Board by making non-binding recommendations to the FiTI International Board on specific issues. Their number and nature will depend on circumstances.

## **6. Resignation, Suspension and Removal of Board Members and Alternates**

### **(1) Resignation**

1. Any Board Member may resign at any time by delivering written or electronic notice to the Chair, or by giving oral notice at any FiTI Board meeting. Any such resignation takes effect at the time specified therein, or if the time is not specified, upon delivery receipt by the Chair.
2. The same procedure shall apply to Alternates.

### **(2) Suspension**

1. In case a Board Member does not comply with key responsibilities, the FiTI International Board may decide to suspend a Board Member. During the period of suspension, a Board Member may keep her or his status as a Board Member, but shall not engage in any Board activities during this period.
2. The FiTI International Board makes decisions regarding the suspension of Board Members according to its decision-making requirements and procedures for decision-making.
3. The same procedure shall apply to Alternates.

### **(3) Removal**

1. If a suspension is in force for more than one year, the FiTI International Board may decide to terminate the Board membership. Other reasons for removal may include, without limitation, fraud, breach of fiduciary duties, or criminal activity.
2. The FiTI International Board makes decisions regarding the removal of Board Members according to its decision-making requirements and procedures for decision-making.
3. In case a Board Member removal is approved, the concerned stakeholder group is entitled to select a new member for the International Board.
4. The same procedure shall apply to Alternates.

### **(4) Vacancies**

1. In case of a vacancy on the FiTI International Board between Members' Meetings, due to resignation or removal of a Board Member, the vacancy shall be filled by the former Board Member's Alternate. The concerned stakeholder group shall nominate a new Alternate to be elected by the International Board.

2. If there is no Alternate, the relevant stakeholder group shall nominate a new Board Member to be elected by the FiTI International Board.

## 7. The FiTI Chair

### (1) Responsibilities

1. The Chair of the FiTI International Board has the following responsibilities:
  - a) Acting as the Chair of the FiTI International Board meetings<sup>4</sup>;
  - b) Preparing the agenda of FiTI International Board meetings, with assistance of the FiTI International Secretariat;
  - c) Acting as the Chair of the FiTI Members' Meetings;
  - d) Presenting the FiTI International Board report at the FiTI Conference and the FiTI Members' Meeting;
  - e) Representing the FiTI International Board in external matters;
  - f) Guiding the FiTI International Secretariat, including follow-up with the FiTI International Secretariat regarding the implementation of the decisions approved by the FiTI International Board;
  - g) Seeking collaborative relationships with FiTI stakeholders.

### (2) Election procedure and Terms

1. The Chair shall be elected at the FiTI Members' Meeting, together with the members of the International FiTI Board. The FiTI International Board shall, prior to each FiTI Members' Meeting, recommend a candidate for the FiTI Chair to be elected at the FiTI Members' Meeting for the following term of the FiTI International Board.
2. A FiTI Chair shall be eligible for re-election once.

## 8. Other operational procedures

### (1) Board Meetings

1. The FiTI International Board shall meet at least three to four times a year. If the circumstances so necessitate, Board Meetings can be held by telephone conference. At least one FiTI Board Meeting per year shall be in person.

---

<sup>4</sup> If the FiTI Chair is unable to preside a Board meeting, the Board Members present shall appoint another Board Member to chair that meeting.



2. A Board Meeting shall be convened by written notification from the FiTI Chair, or by the FiTI International Secretariat on behalf of the FiTI Chair, with at least 14 days' notice. Any shorter period of notice requires the written consent of all Board Members.
3. For each Board Meeting the FiTI International Secretariat prepares, under the supervision of the FiTI Chair, a Preparatory Paper (incl. an agenda and background information). This document will be submitted to Board members at least one week prior to the Board Meeting. The Preparatory Paper will not be made publicly available.
4. After each Board Meeting the FiTI International Secretariat prepares, under the supervision of the FiTI Chair, Meeting Minutes and submits these to the Board Members for approval. The Meeting Minutes will be made publicly available.

## **(2) Board Circulars**

1. The FiTI International Board shall make decisions outside Board Meetings, especially for routine decisions that need to be passed between Board Meetings, based on Board Circulars.
2. The utilization of a Board Circular for decision-making outside regular Board Meetings can be requested by each Board Member, but requires the approval of the FiTI Chair.
3. The FiTI International Secretariat prepares, under the supervision of the FiTI Chair, Board Circulars. Circulars will be submitted to Board members, allowing for sufficient time (at least one week) to respond to the FiTI International Secretariat. The Board Circular will be made publicly available.
4. Board members must reply to a Board Circular in writing.
5. Each decision stemming from a Board Circular will be recorded by the FiTI International Secretariat in a Circular Protocol, under the supervision of the FiTI Chair. The Circular Protocol will be made publicly available.

## **9. Compensation and expense policy**

1. Board Members (including Observers) contribute their time pro-bono. Similarly, the FiTI Chair contributes her/his time pro-bono.
2. The FiTI International Secretariat is committed to ensure that adequate resources are made available to cover the costs associated with participation of Board Members coming from national/regional civil society organizations as well as small-scale fisheries associations at FiTI International Board meetings. Travel cost

reimbursement is based on the expense policy of the FiTI International Board. Board members from other stakeholder groups are expected to cover their travel expenses.