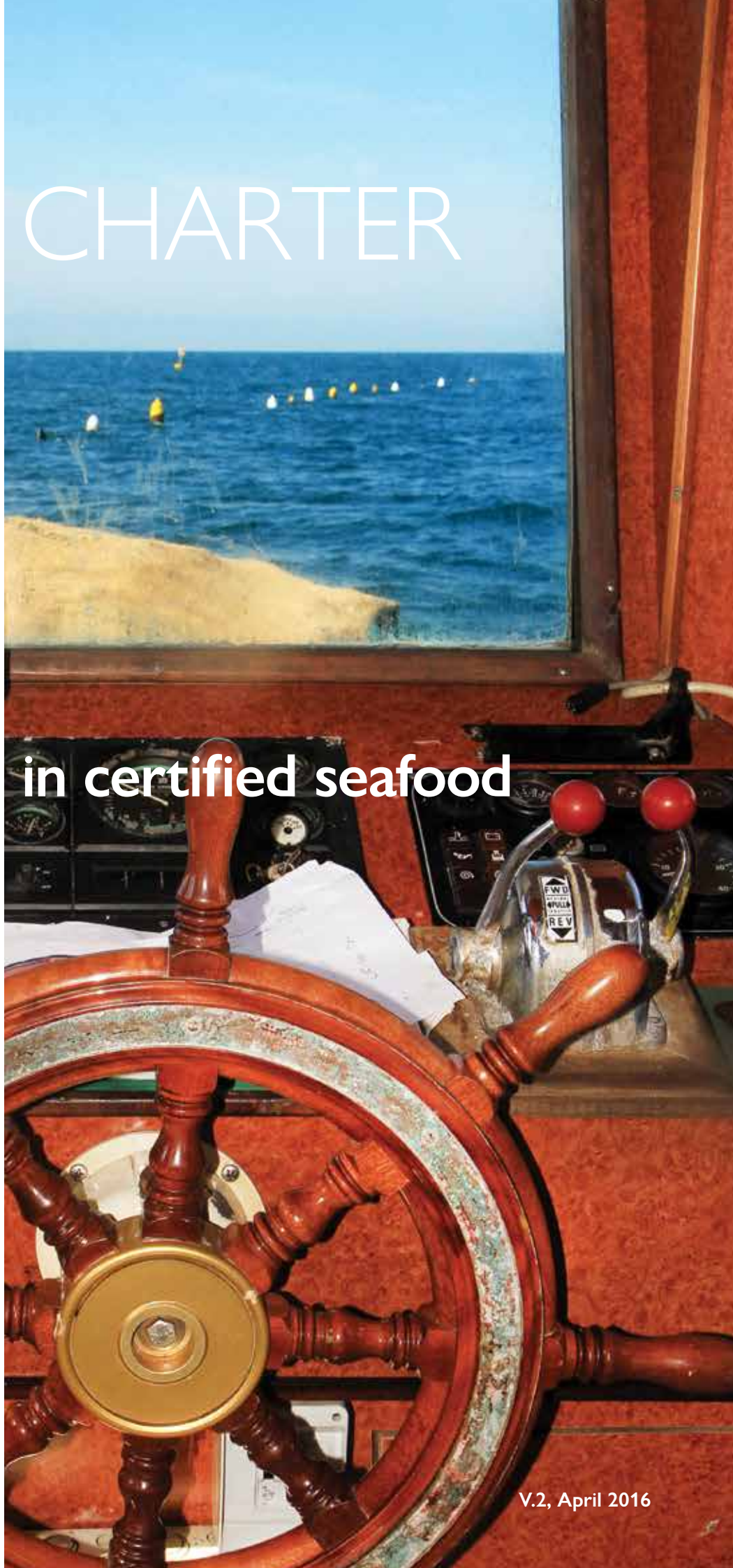




CHARTER

Confidence in certified seafood



Terms and Definitions

BMZ

German Federal Ministry for Economic Cooperation and Development

CCRF

Code of Conduct for Responsible Fisheries

FAO

Food and Agriculture Organization of the United Nations

FAO Guidelines

FAO Guidelines for Ecolabelling of Fish and Fishery Products from Marine/Inland Capture Fisheries and FAO Technical Guidelines on Aquaculture Certification

GIZ

Deutsche Gesellschaft für Internationale Zusammenarbeit GmbH

GSSI

Global Sustainable Seafood Initiative

Global Benchmark Tool

The Tool is made up of 3 parts: a Benchmark Process, the steps a scheme goes through to be recognized by GSSI; a Benchmark Framework showing *GSSI Essential Components* and *GSSI Supplementary Components*; and a result – a statement of GSSI Recognition and a Benchmark Report

GSSI Essential Components

Criteria grounded in the CCRF and the FAO Guidelines, which a seafood certification scheme needs to meet to be recognized by GSSI

GSSI Supplementary Components

Criteria grounded in the CCRF and related FAO documents, ISO normative standards and ISEAL codes. They show a seafood certification scheme's diverse approach and help stakeholders understand where differences exist. A seafood certification scheme does not need to meet them for GSSI Recognition.

ISEAL (Alliance)

Global membership association for sustainability standards

ISO

International organization for standardization

NGO

Non-governmental organization

OIE

World Organization for Animal Health

Seafood certification scheme

An organization in the seafood sector, which is responsible for the processes, systems, procedures, and activities related to standard setting, accreditation, and implementation of certification.

WTO

World Trade Organization





WHAT IS THIS CHARTER?

THIS CHARTER is a shared, public document that covers all GSSI activities.

THIS CHARTER replaces all previous GSSI terms of reference and associated governance documents.

THIS CHARTER will be used to ensure consistency in governance, transparency of process and commitment for participation.

THE GSSI PARTNERS, defined in section 2.1, include a variety of active and supportive stakeholder groups. To demonstrate their commitment to the contents of this charter, all Partners are individually required to sign the Code of Conduct in section 3.4.

Table of contents

Terms and definitions.....	inside cover	2.4 Partners Council.....	13
Section 1. What is GSSI?		2.4.1 Representation of the Partners Council.....	13
1.1 What is GSSI?.....	3	2.4.2 Participation and meetings of the Partners Council.....	14
1.2 What is this Charter?.....	3	2.4.3 Decisions.....	14
1.3 Mission.....	3	2.4.4 Powers and responsibilities... ..	15
1.4 GSSI Objectives.....	4	2.4.5 Term and termination.....	15
1.5 Scope.....	4	2.5 Secretariat.....	15
1.6 Social.....	4	Section 3. Working Together	
1.7 Principles.....	4	3.1 Meeting principles.....	16
1.8 Policies.....	5	3.2 GSSI Policies.....	16
1.8.1 Partnership policy.....	5	3.2.1 Antitrust compliance policy... ..	16
1.8.2. Technical policy.....	5	3.2.2 GSSI conflict of interest policy.....	17
1.9 Success factors.....	6	3.2.3 GSSI disclosure policy and procedure.....	17
Section 2. Governance		3.2.4 Confidentiality policy.....	18
2.1 The Partnership.....	7	3.3 Communication guidelines.....	18
2.2 Rules for GSSI Governing Bodies.....	8	3.4 Code of Conduct.....	19
2.2.1 Commitment.....	8	Section 4. Appendix - Definition of Sustainability	
2.2.2 Participation and meetings.....	9	What is sustainability?.....	20
2.2.3 Decisions.....	9		
2.2.4 Transparency and conflicts of interest.....	9		
2.3 Steering Board.....	10		
2.3.1 Representation of the Steering Board.....	10		
2.3.2 Composition of the Steering Board.....	10		
2.3.3 Participation and meetings of the Steering Board.....	10		
2.3.4 Authorization of payments... ..	10		
2.3.5 Decisions.....	11		
2.3.6 Powers and responsibilities... ..	11		
2.3.7 Support, Committees and Expert Working Groups.....	12		
2.3.8 Independent Experts and Benchmark Committee.....	13		

Section 1. WHAT IS GSSI?

1.1 What is GSSI?

- a. GSSI was created as a sector wide, multi-stakeholder initiative to build a shared, global and non-competitive solution to sustainability certification issues in the global seafood supply chain. On 4 September 2015 Stichting Global Sustainable Seafood Initiative (GSSI) was incorporated as a foundation under the laws of the Netherlands. GSSI was originally founded in February 2013 as a Strategic Partnership between the GSSI Consortium GbR and the Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH. It was implemented by GIZ on behalf of the German Federal Ministry for Economic Cooperation and Development (BMZ) and co-funded through its develoPPP.de program.
- b. GSSI is a partnership of leading companies representing the entire seafood value chain. As of the date of this Charter in April 2016, there are 31 companies.
- c. GSSI also counts on the support of the Food and Agriculture Organization of the United Nations (FAO) and 6 non-profit Affiliated Partners.

1.2 What is this Charter?

- a. The Charter was adopted by the Steering Board in accordance with the provisions of Article 10 of the Articles of Association of Stichting Global Sustainable Seafood Initiative (GSSI), hereinafter referred to as 'GSSI' following prior consultation with the Partners Council.
- b. This Charter is a shared public document that covers all GSSI activities.
- c. This Charter replaces all previous GSSI terms of reference and associated governance documents.
- d. This Charter will be used to ensure consistency in governance, transparency or process and commitment for participation.
- e. The GSSI Partners, defined in Section 2.1, include a variety of active and supportive stakeholder groups. To demonstrate their commitment to the contents of this Charter, all Partners are individually required to sign the Code of Conduct in Section 3.4.
- f. The Charter may be amended on the basis of a resolution passed by the Steering Board. The resolution requires prior consultation of the Partners Council.
- g. In cases not provided for by the Charter, the Board will decide with due observance of the provisions in the Charter and the statutory provisions and the Articles of Association.

1.3 Mission

GSSI vision: more sustainable seafood for everyone

GSSI mission: ensure confidence in the supply and promotion of certified seafood as well as to promote improvement in the seafood certification schemes

GSSI CHARTER

1.4 GSSI objectives

- a. Provide an international multi-stakeholder platform for collaboration and knowledge exchange in seafood sustainability.
- b. Develop an internationally agreed set of components to measure and compare the performance of seafood certification schemes, in order to facilitate their implementation and use.
- c. Build, operate and maintain a common, consistent and Global Benchmark Tool for seafood certification schemes.
- d. Reduce cost by eliminating redundancy and improving operational efficiency of seafood certification schemes thereby increasing affordability and flexibility within the supply chain.

1.5 Scope

GSSI does:

- drive change towards sustainability through a multi-stakeholder process.
- deliver recognition of seafood certification schemes aligned with the FAO Guidelines.
- increase comparability and transparency in seafood certification.
- enable informed choice for procurement of certified seafood.

GSSI does not:

- undertake any accreditation or certification
- develop or own any standards
- rank certification schemes
- define sustainable or responsible seafood
- permit any consumer facing labelling about its recognition
- make policy for any business or scheme

1.6 Social

A word on social issues

GSSI is currently focused on environmental issues. GSSI partners recognize the importance of social issues and the work of global organizations in this area. Going forward GSSI is committed to exploring how social issues may be addressed in the seafood supply chain.

1.7 Principles

The participants recognize that there is much to understand about how to deliver sustainability in seafood production.

These principles include guidance for strategic development and long-term change.

- a. The improvement of seafood sustainability shall be at the heart of the work for all GSSI participants.
- b. The Benchmark Process shall be self-financing with agreed and fair contributions for benchmark services and membership.
- c. Financing of activities on the neutral platform may include contributions from funders.
- d. The partnership shall aspire to engaging with small and less developed schemes to provide them with a pathway towards recognition by GSSI.

This charter shall be reviewed annually. In the spirit of Principle a, elements will be updated based on emerging good practice.

1.8 Policies

1.8.1 Partnership policy

- a. Our Steering Board will drive the recruitment of new partner and supporting companies.
- b. The Steering Board and Expert Working Groups will work with advisers from civil society and academia.
- c. All participants will commit to supporting engagement with stakeholders (see 2.1 Partnership). This might include activities such as relevant representation in conferences and outreach meetings.
- d. GSSI is a public-private partnership and all activities and projects should aspire to develop public-private partnerships.
- e. Our communication shall actively seek to establish the purpose and progress of GSSI to ensure the ongoing visibility and credibility of our activities.

1.8.2 Technical policy

- a. Our experts will be competent, qualified and provided with adequate time resources to deliver their tasks.
- b. Our experts will consult with any interested stakeholders and will consider all advice and comments.
- c. In the event of public consultation, our experts will provide a considered and public response.
- d. Our experts will work with relevant reference documents from FAO, ISO and ISEAL because it is not our intention to set any standards.
- e. Our experts will promote improvement towards sustainability in all their work.
- f. Our experts will ensure that revision of benchmark criteria is based on evidence.

GSSI CHARTER

1.9 Success factors

Success factor	Description	Measurement
1. Committed businesses	Committed retailers, brand manufacturers, foodservice companies and their suppliers. Their organizations commit themselves to consider the outcomes of the Benchmark process in their daily operations.	<ul style="list-style-type: none"> a. Combined turnover of partner and supported companies as percentage of total global seafood sales, reference data from biennial FAO report. b. Acceptance of the GSSI Benchmark outcomes by non Partners: List of supporting companies.
2. Strong GSSI	GSSI must have adequate financial resources, human capacity and management strength.	<ul style="list-style-type: none"> a. The budget will be balanced every year. b. The fee structure for benchmarking will be considered fair by the schemes. c. An annual review of the Steering Board will assess the performance of the Secretariat and overall efficiency.
3. Market share for certified seafood	There is willing and informed involvement by seafood certification schemes.	<ul style="list-style-type: none"> a. 30% of seafood catch or production [tons raw fish/year] certified to a GSSI recognized scheme by 2020. b. An annual review of the schemes that are involved in benchmarking to determine their view on the cost/benefit outcomes.
4. Delivering improvement	The mission of GSSI is to ensure confidence in the supply and promotion of certified seafood to consumers worldwide as well as to promote improvement in the seafood certification and labeling schemes.	<ul style="list-style-type: none"> a. There is a review every three years of the <i>GSSI Components</i> of the GSSI Global Benchmark Tool. b. The gross number of <i>GSSI Components</i> that are verified as having been implemented by the benchmarked schemes.
5. Strong relationships within GSSI	There is trust based on effective communication, professional cooperation and inclusive consultation.	An annual survey of the participants at the General Meeting.
6. A solid economic business case	Suppliers are able to reduce their costs and maintain or improve their income.	<ul style="list-style-type: none"> a. Number of Partners committed to GSSI. b. Seafood market share of committed partners. c. Number of seafood certification schemes going for benchmarking.

Section 2. GOVERNANCE

2.1 The Partnership

- a. The Partners are an inclusive constituency of companies and organisations with a major interest in improving the sustainability of seafood combined with a commitment to actively support GSSI.
- b. From the private sector, the Partners include companies from food service, retailer, brand manufacturer, processing, farming and harvesting sectors.
- c. From the public sector, the Partners include non-governmental and (inter)governmental organisations.
- d. Partners sign a commitment (see Code of Conduct 3.4) to directly participate in the development, promotion and recognition of the Global Benchmark Tool. This commitment includes a formal agreement to abide by the guidelines and rules within this charter which includes anti-trust policy, conflict of interest policy, Confidentiality Agreement and communication guidelines.
- e. Partners publicly endorse and recognize the GSSI process and consider the outcome of the Benchmark Process in their daily operations.
- f. Partners are encouraged, but not required, to participate in the annual General Meeting.
- g. Partners are encouraged, but not required, to participate in consultations in the development and revision of the Global Benchmark Tool.
- h. There are Funding Partners and Affiliated Partners. Affiliated partnership is limited to non-profit organizations. Funding Partners and Affiliated Partners have the following rights and obligations:

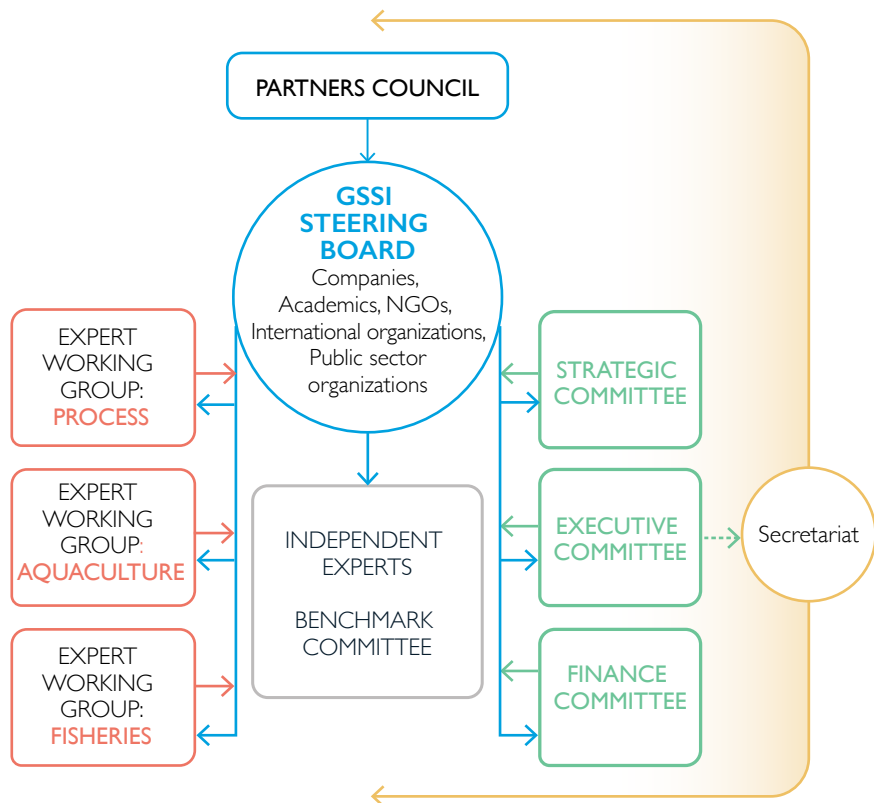
What Partners do	Funding Partners	Affiliated Partners
Provide financial support.	Yes	No
Participate in the EWG work, exchanging knowledge, identifying and binding agreement on good practice.	Yes	Yes
May nominate and are eligible for appointment to the Steering Board.	Yes	Yes
Can provide written recommendations to the Steering Board on priorities and progress of GSSI.	Yes	Yes
Shall nominate and authorize one individual with decision-making authority.	Yes	Yes

GSSI CHARTER

2.2 Rules for GSSI Governing Bodies

The Charter applies to all GSSI Governing Bodies, including but not limited to, GSSI Steering Board, GSSI Partners Council, GSSI Expert Working Groups. In case of any inconsistency, conflict or contradiction between or among the Articles of Association and the Charter, the articles of Association will prevail.

Overview of GSSI Governance Structure and GSSI Governing Bodies



2.2.1 Commitment

- Before a member of a GSSI Governance Body is appointed, the relevant member will sign the GSSI Code of Conduct which commits him/her to directly participate in the development, promotion and recognition of the Global Benchmark Tool as well as to recognize and respect the Charter of GSSI.
- With respect for the GSSI Partnership policy the members of the GSSI governing bodies are expected to show leadership in supporting GSSI activities with stakeholders.

2.2.2 Participation and meetings

- a. The members of GSSI Governing Bodies commit to meeting in person according to the meeting frequencies outlines in this Charter.
- b. Additional meetings are scheduled if needed, principally by conference call.
- c. Members of GSSI Governing Bodies commit to prioritizing their attendance for all GSSI meetings.
- d. Any member that misses three consecutive meetings can be excluded.
- e. Each member is entitled to place items on a meeting agenda. The member who places an item on the agenda will add a written explanation to the agenda item, where possible. In any event the relevant member will provide all the relevant information on the agenda item during the meeting.
- f. The chair(s) will determine the agenda of the meeting.
- g. Minutes will be taken of meetings. The minutes will – as a rule – not be recorded verbatim. Agreements, resolutions, any information requested and provided will be recorded per item, together with the reasoning given. The minutes will be discussed and adopted at the next meeting.

2.2.3 Decisions

- a. All GSSI Governing Bodies seek consensus in their decision making.
- b. When consensus cannot be reached, members commit to making every effort to find the middle ground.
- c. In the event of no compromise, as a final resort, the decision under discussion shall be put to a vote (with the exception of Expert Working Groups, which will report any lack of consensus to the Steering Board).
- d. Decisions will be made following a 75% majority of voting members.
- e. Each member has one vote.
- f. If one or more members are absent when the vote is taken, the Chair shall inform them of the vote and ask them to communicate their position within a maximum of two weeks. If no formal position is received, the result of the vote shall be confirmed.
- g. In the event of a question about whether a quorum is present, thus validating any vote, the group shall unanimously agree on whether a particular decision can be binding. If there is no agreement about quorum between those present, then decisions will not be binding.

2.2.4 Transparency and conflicts of interest

- a. The members will avoid every form of or apparent conflict of interest that may adversely affect their performance. Ancillary positions will be reported to the Chair of the Steering Board and the Secretariat, who will then issue a statement of approval or not.
- b. All members will ensure that no conflict will arise between their personal interests and the interests of GSSI. Any apparent conflict of interests between GSSI and the members will be avoided.
- c. Members will not derive any personal benefit from transactions or other acts that they perform on behalf of GSSI. Members will also not provide or offer any improper advantages to individuals with whom they have carried out transactions on GSSI's behalf.
- d. All members will comply with the GSSI policies, as outlined in Section 3 of this Charter.

2.3 Steering Board

2.3.1 Representation of the Steering Board

- a. According to Article 5.2 of the Articles of Association the Steering Board is intended to constitute a fair representation of the diversity in role, geography and key stakeholders of the global seafood industry. These key stakeholders among others include: harvesters and producers of seafood, processors and manufacturers of seafood, retail and food service companies, NGOs, academics, intergovernmental organisations, and public sector organizations.
- b. The key stakeholders that are eligible to be a member of the Steering Board do not include the seafood certification, ABs and CBs, schemes due to their vested interests.
- c. Steering Board members will perform their duties in personal capacity in service of GSSI rather than as representatives of their respective organizations.
- d. Substitution of members may be agreed in certain cases with the Chair and the Secretariat.

2.3.2 Composition of the Steering Board

- a. The Steering Board will define a profile for the Steering Board describing the qualities required of the members. When drawing up the profile, the Steering Board will take account of the nature of GSSI, its objectives, activities and the expertise required of the members of the Steering Board. In any event when a vacancy arises, during which consultation the profiles will be reviewed to determine whether they are still adequate, after which they may be amended, if necessary.
- b. People who have been nominated to become a Steering Board member shall write a personal profile and a letter of motivation to the Chairman. The Steering Board shall consider any application in conjunction with current diversity and competencies of their membership. The process of application shall not exceed six months.

2.3.3 Participation and meetings of the Steering Board

- a. The members of the Steering Board commit to meeting in person at least two times per year.
- b. Additional meetings are scheduled if needed, principally by conference call.
- c. With due observance of Article 7 of the Articles of Association, the Steering Board will determine during the last meeting of the year at the latest the dates of the meetings to be held in the year ahead.
- d. Each Steering Board member is authorized to convene a meeting immediately for urgent reasons.
- e. The Steering Board may invite one or more observer(s) or advisors to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Steering Board.
- f. The Partners Council is entitled to place items on the Steering Board meeting agenda.

2.3.4 Authorization of payments

With due reference to article 5 paragraph 11 of the Articles of Association, the members of the Steering Board will pay the costs incurred in connection with the performance of their duties on behalf of GSSI. In exceptional cases the costs can reimbursed.

2.3.5 Decisions

- a. As a rule the Steering Board will pass resolutions during its meetings.
- b. To ensure that no sector can have a disproportionate influence in the Steering Board, in the case of a vote as described in 2.2.3, the seventy five percent majority should include at least a fifty present (50%) representation of the Non-Governmental sector.
- c. With due observance of the provisions of Article 5 of the Articles of Association, the Steering Board is authorized to pass resolutions outside its meetings provided that all members of the Steering Board concur. In that case the Rules governing the Steering Board relevant resolution will be recorded in the minutes of the next Steering Board meeting.
- d. The chairman of the Steering Board is responsible for ensuring that resolutions are passed and will ensure that this is carried out with due care, preferably by consensus.

2.3.6 Powers and responsibilities

- a. The Steering Board is responsible, with the support of the Secretariat, for the general management and performance of GSSI.
- b. The Steering Board will primarily serve the interests of GSSI pertaining to GSSI's objectives and will balance the interests of all parties involved when formulating policy.
- c. The members of the Steering Board understand their responsibilities and will not perform or omit any acts that will damage GSSI's reputation.
- d. Annually, the Steering Board Chairman will publish a public report on the activities of GSSI to all Partners. This will include a summary of all activities by the Steering Board and its individual members.
- e. The Steering Board may appoint a secretary who will execute the administrative and management tasks of the Steering Board, according to a secretary job profile that has been drafted by the Steering Board.
- f. The Steering Board shall have all powers necessary to accomplish the purpose of GSSI, except for the powers that are specifically granted to other bodies of GSSI by the Articles of Association.
- g. In addition to article 6 of the articles of association the Steering Board shall in particular have the following powers and responsibilities:
 - 1. It ensures the delivery of the GSSI Objectives (1.4).
 - 2. It oversees and steers the GSSI Strategic Plan and its implementation.
 - 3. It considers and integrates the expectations of all GSSI Stakeholders (2.2.1 b) in its discussions and decisions.
 - 4. It approves a budget and monitors expenditure, ensuring there is adequate resource for planned activities.

5. It ensures effective coordination between its own activities and those of its Expert Working Groups.
6. It coordinates communication activities.
7. It appoints Committees to oversee relevant activities, prepare proposals and report on their activities for Executive, Finance, Communication and Strategy.
8. It creates and supports Expert Working Groups to execute specific tasks which are defined in a mandate. The Groups disband once their respective tasks are completed, as determined by the Steering Board.
9. It nominates from within its membership, an individual who will act as sponsor, working with the Secretariat to support liaison with each Committee or Expert Working Group.
10. It determines, after consultation with the Partners Council, the fees for Funding Partners and the calculation method of these fees.
11. It decides on the adoption, the amendment and the revocation of the internal rules as outlined in the GSSI Charter.
12. It decides on the adoption of propositions to be submitted to the Partners Council.

2.3.7 Support, Committees and Expert Working Groups

- a. The Steering Board shall decide whether or not a Committee or Expert Working Group is required.
- b. The Secretariat will prepare a mandate for consideration by the Steering Board. The intention will be to enable efficiency and authorise decision-making.
- c. The Steering Board will provide advice for revision and the Secretariat will pass the mandate to the Committee or Expert Working Group to provide their final comments.
- d. The committee or Expert Working Group, facilitated by the Secretariat, shall be expected to work within the agreed criteria.
- e. The mandate is intended as a live document that can be adapted as required. The Secretariat will liaise with the nominated Board Member regarding any changes.
- f. The Steering Board may decide to change the mandate when needed.
- h. Mandate template:

	Elements	Description
1	Overview	A description of the context for the work. To include background, history, related work reference.
2	Purpose	What needs to be done?
3	Scope	What is included? What is not included?
4	Membership	Specific mention of membership requirements.
5	Deliverables	Specific items that are expected. To include reports, documents, events.
6	Governance	Any specific guidance
7	Timescale	Dates for delivery
8	Project	Project management

2.3.8 Independent Experts and Benchmark Committee

- a. The GSSI Steering Board will appoint competent and independent Experts to conduct the assessment and manage the Benchmark Process for a specific seafood certification scheme application.
- b. The GSSI Steering Board will appoint a Benchmark Committee which is impartial, competent and committed to carry out their duties.
- c. The Committee exercise 'quality control' on the process and raise any issues for which they have concerns. They ensure an objective assessment against the Benchmark Framework within an agreed timeframe, review the Benchmark Report of the Independent Experts and provide a recommendation on recognition to the Steering Board.
- d. A member of the Steering Board shall be assigned as a liaison for each Benchmark Committee to provide support and guidance to the Independent Experts, the committee members and the applicant scheme owners. In particular, the Steering Board Liaison shall help resolve any lack of consensus.
- e. The rules for conflict of interest and confidentiality within this charter (sections 3.2.2 and 3.2.4) are applicable to the Independent Expert(s) and all members of the Benchmark Committee.
- f. The Scheme that is being assessed will be able to object to any appointments made to the Independent Expert(s) or Benchmark Committee on the basis that they have a conflict of interest.

2.4 Partners Council

2.4.1 Representation of the Partners Council

- a. The Partners Council will be composed of Partners, which are legal entities that:
 1. are active in the seafood sector and are directly involved in the supply chain.
 2. are Funding Partners which provide financial support to GSSI;
 3. have signed the Funding Partners Agreement with GSSI;
 4. have been accepted by the Partners Council.
- b. The Partners Council can decide to admit an organization to the Partners Council if it does not fulfil these conditions with the approval of the Steering Board.
- c. Each Partner shall appoint one natural person, called the "Representative", to represent it within the Partners Council. Each Representative must have full capacity powers to represent his/her Partner.
 1. If a Representative ceases to be employed by or is no longer otherwise linked to the Partner he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative and (ii) the said Partner shall immediately replace this Representative.
 2. Each Partner shall inform the Secretariat, via regular mail or any other means of written communication (including e-mail), of the identity and contact details of its Representative..
 3. Substitution of members may be agreed in certain cases with the Chair and the Secretariat.

- j. Any applicant to the Partners Council shall submit an application for admission to the Partners Council via regular mail or any other means of written communication (including email) to the Secretariat. The Partners Council decides on the acceptance of an organization to the Partners Council.
- k. Members of the Steering Board can also be members of the Partners Council and vice versa.

2.4.2 Participation and meetings of the Partners Council

- a. The members of the Partners Council commit to meeting in person at least once per year.
- b. Additional meetings are scheduled if needed, principally by conference call.
- c. Each Partner Council member is authorized to convene a meeting immediately for urgent reasons.
- d. The Partner Council shall appoint, from among its members, a Chair and a Vice-chair, of which one shall also be a member of the Steering Board, to chair their meetings and to ensure that agreed processes are followed.
- e. Partner Council meetings will be chaired by the Chair of the Partners Council.
- f. The Chair of the Partners Council will determine the agenda of the Partners Council meeting.
- g. Each member of the Partners Council shall have the right to propose an additional item to be included on the agenda of the meeting of Partners Council, which shall be notified via regular mail or via any other means of written communication (including e-mail) to the Chair of the Partners Council and the Secretariat at least ten (10) calendar days before the meeting. The Partner who places an item on the agenda will add a written explanation to the relevant agenda item. In any event the relevant Partner will provide all information he or she has with respect to the agenda item during the meeting.
- h. The Steering Board is entitled to place items on the Partners Council meeting agenda.
- i. The Partner Council may invite one or more observer(s) or advisors to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Partner Council.

2.4.3 Decisions

- a. As a rule the Partners Council will pass resolutions during its meetings.
- b. In the case consensus cannot be reached and a vote is cast, as described in 2.2.3, the Partners Council will inform the Steering Board about the vote ratio.
- c. A Partner may initiate a proposal to the Partners Council. If the Partners Council agrees, the proposal shall be presented to the Steering Board.
- d. With due observance of the provisions of Article 10 of the Articles of Association, the Partner Council is authorized to pass resolutions outside its meetings provided that all members of the Partner Council members concur. In that case the Rules governing the Partner Council relevant resolution will be recorded in the minutes of the next Partner Council meeting.
- e. The chairman of the Partners Council is responsible for ensuring that resolutions are passed and will ensure that this is carried out with due care, preferably by consensus.

2.4.4 Powers and responsibilities

- a. The Partners Council will provide solicited and unsolicited advice to the Steering Board. In performing its duties the Partners Council will be guided by the interests of GSSI and in doing so will weigh the interests of the parties involved in GSSI. The Partners Council is responsible for the quality of its own performance.
- b. The Chair of the Partners Council is responsible for ensuring that the Partners Council performs its duties satisfactorily. In addition, the Chair of the Partners Council will act as the main point of contact for the other Partners Council members and the Chair and Co-Chair of the Steering Board. The Chair of the Partners Council may decide that another Partners Council member should accompany him.

2.4.5 Term and termination

- a. Partners are free to resign from GSSI at all times by giving written notice via registered mail with acknowledgment of receipt, at least three (3) months before 31 December of each year, to the Partners Council. The Partners Council shall submit the resignation to the Steering Board, which shall in turn take note of it. The resignation shall be effective on the date on which the written notice has been sent to the Partners Council.
- b. If a Partner fails to pay its contribution within thirty (30) calendar days after a reminder has been sent to it by the Secretariat, the agreement between the Partner and GSSI may be terminated immediately.

2.5 Secretariat

If the Steering Board appoints a Secretariat, it will have the following mandate and powers:

- a. Plans, organizes and facilitates meetings.
- b. Writes and circulates minutes of meetings.
- c. Writes, receives and circulates any required documentation.
- d. Ensures communication between meetings with all GSSI Governing Bodies.
- e. Has custody of working and final documents.
- f. Performs all other work that may be required for the operational management of GSSI.

Section 3. WORKING TOGETHER

- 3.1 Meeting principles**
- a. We commit to turn up on time and to be prepared and informed.
 - b. We respect the meeting by active participation. This means we don't work on emails, take phone calls or do side conversations.
 - c. We listen to each other and make sure we understand by asking questions.
 - d. We make sure we don't dominate discussions but we honestly share our position.
 - e. We have high expectations of the chair, of each other and of ourselves.
 - f. This means we provide constructive feedback in a timely manner.

- 3.2 GSSI policies**
- a. Partners shall commit to act in a professional, ethical and impartial manner at all times and not use any information obtained to commercially promote their own or their organization's interests.
 - b. Partners are expected to comply with :
 - competition / antitrust compliance policy
 - conflict of interest policy
 - GSSI disclosure policy and procedure
 - confidentiality policy
 - communication guidelines
 - c. In the event of a change of the Partner's circumstances that may result in changes that may affect any of the above mentioned policies, the Partner must inform the Secretariat.

3.2.1 Antitrust compliance policy

- a. GSSI Partners shall not enter into any discussion or activity that may infringe, on its part or on the part of their membership, suppliers or customers, any applicable competition and antitrust law.
- b. By way of example, members shall not discuss, communicate or exchange information relating to prices, marketing and advertising strategy, cost and revenues, trading terms and conditions with third parties, including purchasing strategies, terms of supply, trade programs, or distribution strategies, etc.
- c. GSSI Partners shall not engage in discussions or activities that could lead to the boycott of a supplier or customer or to the understanding that a named supplier or customer is not a suitable business partner.

3.2.2 GSSI conflict of interest policy

- a. The GSSI Mission states that the confidence in the supply and promotion of certified seafood is to be strengthened. Conflicting interests that may undermine the credibility of this process must be identified.
- b. A conflict of interest may arise for members of the Steering Board, Committees, Expert Working Groups and the Secretariat. It may also affect the independent Benchmark experts and external consultants. Relationships with any of the following parties are relevant (not exclusive):
 1. Seafood certification scheme owner
 2. Accreditation bodies
 3. Certification bodies
 4. Private companies involved in seafood certification, such as service providers.
- c. A conflicting interest with any of the above-mentioned parties might arise (not exclusive):
 1. Having a stake in any of the above mentioned parties.
 2. Having personal relationships to any of the above mentioned parties.
 3. Having or having had financial dependencies on any of the above mentioned parties.
- d. It is the policy of GSSI that the existence of any potential conflict of interest shall be disclosed before participation or service for GSSI begins. It shall be the continuing responsibility of all those affected to scrutinize for potential conflicts and to immediately make such disclosures.

Note: It is recognized that many of the experts that participate in GSSI may have such potential conflict of interest. The GSSI Conflict of Interest Policy is not aimed to be exclusionary but seeks to appropriately address any potential conflict of interest to ensure that work can be undertaken in an integer and credible manner.

3.2.3 GSSI disclosure policy and procedure

- a. Prior to either partnership or provision of service to GSSI, every possible conflicting interest is to be fully declared. The concern must be the welfare and credibility of GSSI as well as the advancement of its purpose.
- b. Disclosure should be made to the GSSI Secretariat which will forward such statements to the Steering Board.
- c. The GSSI Steering Board shall determine whether a conflict exists.
- d. In the case of an existing conflict the Board will decide about acceptance as a Partner or service provider.
- e. The decision of the Board on these matters will rest in their sole discretion.
- f. The conflict of interest disclosure statements of partners and service providers is not made public but would be made available upon justified request. In such cases, the individual concerned will be consulted.

3.2.4 Confidentiality policy

- a. All information provided to members at a GSSI meeting that is not already in the public domain is regarded as confidential.
- b. All Partners and service providers are bound to sign the GSSI confidentiality agreement if requested to do so by nature of their participation.

3.3 Communication guidelines

- a. It is the policy of GSSI to find consensus in decision making and communication.
- b. The responsibility of the secretariat includes harmonization of external communication.
- c. To speak with one voice, GSSI has set up the following guidelines:
 - 1. The Secretariat aims to support and advise on any GSSI related communication objectives for any Partners. This includes but is not limited to press releases, interviews and websites.
 - 2. Partners shall be required to vet their communications with the Secretariat if the GSSI logo has been used, if there has been specific mention of GSSI activities or Partners or if a position is to be taken that is critical of GSSI.
 - 3. All documents published by the Partners in relation to GSSI or using the GSSI logo shall be checked by the Secretariat before publishing. This process shall take no longer than seven days from submission.
 - 4. The names of the Steering Board and Expert Working Group members, with their job title and their organization shall be published on the GSSI website.
 - 5. External materials are provided by the Secretariat on the website with public access.
 - 6. All Partners that identify any external communication about GSSI should inform the Secretariat.
- d. All communication, whether external or by Partners, shall be collected by the Secretariat for review and reference.

3.4 Code of Conduct

This GSSI Code of Conduct sets out principles of conduct for Steering Board Members, GSSI Funding and Affiliated Partners.

- a. The GSSI Code of Conduct does not constitute an international treaty and / or partnership nor is it intended to be legally binding.
- b. The application and implementation of this GSSI Code of Conduct will be confirmed by individual signature of each present and future Steering Board Member, GSSI Funding, Affiliated and Supporting Partners, and Expert Working Group Members.
- c. All proxies shall have also signed the Code of Conduct.
- d. A non-compliance with the principles included in this GSSI Code of Conduct will result in the issue being raised at the Steering Board meeting and the alleged “non-compliant institution” will be offered the opportunity to offer an explanation in order that the GSSI Steering Board can reach a decision on whether the GSSI Code of Conduct has been violated.
- e. The potential consequence of confirmed non-compliance is resignation from the respective GSSI entity.

The Principles are understood as basic conditions for participation in the GSSI.

Signatories of this GSSI Code of Conduct shall:

- a. commit themselves to the GSSI Mission Statement: “to ensure confidence in the supply and promotion of certified seafood as well as to promote improvement in the seafood certification schemes.”
- b. state potential conflict of interests between their businesses and GSSI mission and objectives.
- c. not place themselves under any obligation to any individuals or organizations external to their own that is seeking to influence GSSI in whatever manner. Any such conflict shall be declared to the GSSI Secretariat.
- d. commit to consider the outcomes of the Benchmark process in their daily operations.
- e. not knowingly be involved in illegal, unreported and unregulated (IUU) fishing.
- f. not knowingly be involved in illegal aquaculture.
- g. not knowingly be involved in illegal labour and working conditions, such as slave labour, forced labour and bonded labour.
- h. work to ensure that decisions and actions are conducted in an objective and transparent way and under scrutiny of stakeholders.
- i. promote the application and implementation the GSSI Code of Conduct through leadership.

This GSSI Code of Conduct is effective starting [date of signature].

The GSSI Secretariat will have custody of the signed GSSI Code of Conduct.

Signature:

Name

Organisation

Section 4. APPENDIX - DEFINITION OF SUSTAINABILITY

4.1 What is sustainability?

GSSI's partnership recognizes the lively debate on what is sustainability.

Two examples:

World Commission on Environment and Development (Brundtland Commission)

Sustainable development is "development which meets the needs of current generations without compromising the ability of future generations to meet their own needs."

FAO

"The management and conservation of the natural resource base, and the orientation of technological and institutional change in such a manner as to ensure the attainment and continued satisfaction of human needs for present and future generations. Such sustainable development (in the agriculture, forestry, and fisheries sectors) conserves land, water, plant and animal genetic resources, is environmentally non-degrading, technologically appropriate, economically viable and socially acceptable."

Find out more and
be part of GSSI

www.ourgssi.org

secretariat@ourgssi.org

 #GSSIseafood



© 2016 Global Sustainable Seafood Initiative

Design: Peggy Ford-Fyffe King

Development communications: Elena von Essen

Photographs: © José Carlos Alexandre



www.ourgssi.org

secretariat@ourgssi.org

 [#GSSIseafood](https://twitter.com/GSSIseafood)

On behalf of



Federal Ministry
for Economic Cooperation
and Development

develoPPP.de

Implemented by

giz Deutsche Gesellschaft
für Internationale
Zusammenarbeit (GIZ) GmbH