

TERMS OF REFERENCE FOR THE GLOBALG.A.P. ADVISORY BOARD

1 Scope

These terms of reference cover the formation, operation, and responsibilities of the GLOBALG.A.P. Advisory Board (hereinafter referred to as “Advisory Board”).

2 Advisory Board Activities

The Advisory Board is elected by the GLOBALG.A.P. voting community members to whom, in addition to the FoodPLUS GmbH shareholder, it is accountable.

It has the right to be informed by the FoodPLUS GmbH shareholder and the company’s management about major business decisions. The shareholder and the management seek the advice of the Advisory Board in these decisions but are not bound by the input from the Advisory Board.

The Advisory Board receives (until revoked) from the FoodPLUS GmbH shareholder, the decision-making power and accountability for all topics directly related to the rules and content of the GLOBALG.A.P. family of standards from FoodPLUS GmbH. As with all decisions for FoodPLUS GmbH and the Advisory Board, the final decision is taken by the shareholder if necessary.

In particular:

- It provides input to key activities of the FoodPLUS GmbH executive management, such as but not limited to:
 - The strategy
 - The annual activity plan
 - Significant changes that might affect the GLOBALG.A.P. brand and standards
- Appoints Technical Committee members, based on recommendations from FoodPLUS GmbH after applications have been reviewed for suitability.
- It must convince itself of the integrity of the certification system by receiving reports from the executive management and the relevant GLOBALG.A.P. committees and working groups.
- Based on the strategy and input from members, it takes in its decision-making process into account committee decisions, consumer, and scientific input as part of consultation with interested parties.
- The Advisory Board makes the final decision on adopting the GLOBALG.A.P. family of standards and revisions based on recommendations from the technical committees and from FoodPLUS GmbH.
- The Advisory Board may also act as a consultative body from time to time, being asked by other committees to deal with specific matters that require strategic input and/or to establish a focus group.
- From time to time, Advisory Board members may speak as FoodPLUS GmbH Advisory Board members in external meetings or other public forums.

- Advisory Board members represent their relevant constituency (group of membership) in the Advisory Board, NOT their company or association, and agree to act collectively in the best interests of FoodPLUS GmbH.
- Advisory Board members promote and support GLOBALG.A.P. world-wide on the retailer and supplier levels and to the public sector.

3 Membership and Attendance

3.1 Composition

- The Advisory Board shall consist of 14 industry seats: 7 retailer or food service member seats and 7 supplier member seats. Of the supplier seats, one seat shall be reserved for each of the following: Edible plants, Flowers & Ornamentals, and Aquaculture. In addition, at least three of four regions (Europe, Africa, Asia/Pacific, or the Americas) shall be represented by the Advisory Board.
- Additional Advisory Board members may be appointed by the FoodPLUS GmbH shareholder, provided that the balance is maintained between retailers and suppliers.
- Substitutes will not be permitted, as it is an individual and not a company or association position who is elected.

3.2 Eligibility Criteria

- Advisory Board members shall be affiliated with a GLOBALG.A.P. supplier or retail/food service member organization.
- Affiliated organizations shall be GLOBALG.A.P. “members” in good standing.
- Any potential or current conflicts of interest shall be disclosed for consideration and shall be presented to the FoodPLUS GmbH shareholder for resolution if needed. All Advisory Board members and Advisory Board candidates shall disclose all other companies, associations, etc. they have a role in as board members or consultants.
- Advisory Board members shall be able to communicate in fluent English, the official working language of GLOBALG.A.P.
- Loss of any of the eligibility criteria, stated above but not limited to the above, will result in a loss of the Advisory Board membership. In addition, an Advisory Board member will lose its Advisory Board membership in case of any breach of the obligations stated in this document, especially but not limited to chapter 8 and 9. Any removal of Advisory Board membership is subject to the final decision of the FoodPLUS GmbH shareholder.

3.3 Attendance

- Advisory Board members shall cover the cost of their own participation time and other direct costs associated with participation in the meetings (e.g., travel, accommodation, and meals except for in-meeting meals).
- Attendance (physical or virtual) at a minimum of two meetings per year is required. Advisory Board members who do not attend the required number of meetings per year will be contacted and participation will be re-evaluated by the Advisory Board, FoodPLUS GmbH, and its shareholder.
- Advisory Board members may propose the invitation of specific guests or observers, and after agreement with the chairperson, FoodPLUS GmbH will send the invitation.

3.4 Term of Advisory Board

- Advisory Board members are elected for a 4-year period and can serve a maximum of three terms. In case a board member joins during a term, the term is counted as a full term.
- If an Advisory Board member leaves before half of their appointed term (24 months) has passed, their successor will be the candidate with the next highest number of votes (as tallied in the election results list). If this candidate is no longer willing to take the seat, or there is no other candidate, a new election for the open seat will be held.
- If an Advisory Board member leaves after half of their appointed term (24 months) has passed, the remaining Advisory Board members can admit a successor in accordance with paragraph 3.1 (Composition) to guarantee continuity in decision-making.
- Should the affiliation of an Advisory Board member change, the Advisory Board will rule on the member's continued membership.
- Affiliates of suppliers and/or retailers that cease to hold GLOBALG.A.P. membership will no longer be eligible to remain as members of the Advisory Board.

4 Election Procedure

- Advisory Board elections will be held every two calendar years. The election procedure will be facilitated by FoodPLUS GmbH.
- The receiving and counting of ballots during the election procedures will be managed independently by an external third party, mandated by FoodPLUS GmbH.
- Two separate elections will be held, one for supplier and one for retailer/food service members, with each electing, respectively, the supplier and retailer/food service Advisory Board members.
- A public call for nominations for supplier and retail/food service candidates will be sent to all GLOBALG.A.P. members and will be published on the GLOBALG.A.P. website, during which time interested individuals shall be nominated or apply to FoodPLUS GmbH.
- All nominations, references, and candidate statements will be published on the GLOBALG.A.P. website for the duration of the voting period.
- Each GLOBALG.A.P. supplier or retailer/food service member has two votes. Candidates may vote for themselves. Election is by highest number of votes. The two votes cannot be allocated to one candidate.
- Two of the seven supplier seats are reserved for the Flower & Ornamentals and Aquaculture candidates with the highest number of votes. In addition, three of four regions (Europe, Africa, Asia/Pacific, or the Americas) shall be represented by the Advisory Board.
- In the event of a tie, the FoodPLUS GmbH shareholder selects the candidate to be the member of the Advisory Board.
- Elected members of the Advisory Board will be informed and will formally confirm acceptance before publication of the election results.

5 Advisory Board - Chairperson and Vice-Chairperson

The role of the chairperson is to provide guidance to the Advisory Board and to advise FoodPLUS GmbH to help it to meet its strategic goals.



GLOBALG.A.P.

The Advisory Board can be chaired by an independent chairperson or by one of its own members. An election of the chair and vice chair shall be completed at its first meeting after each election period. The vice-chair shall take over should the chair temporarily be unable to fulfill its duties or declares a conflict of interest in a particular agenda point or issue. The chair and vice-chair shall execute their roles until the next chair or vice chair have been elected and accepted their elections.

5.1 Responsibilities of the Chairperson and Vice-Chairperson

- Advisory Board meetings:
 - Arrange the agenda and chairing the meeting in close cooperation with the executive management
 - Facilitate open and balanced discussions to enable robust and transparent decision-making
 - Enable a collective decision-making environment in which all Advisory Board members are able to make a full contribution to the discussion of topics
 - Liaise with executive management to prepare Advisory Board meetings and policy, strategy, and activity plans for Advisory Board information
- Towards FoodPLUS GmbH:
 - Provide a link between the Advisory Board and the executive management
 - Act as the Advisory Board's representative in the meetings with the FoodPLUS GmbH shareholder such as the Finance and Governance Committee and report back to the Advisory Board
- External Outreach:
 - Represent GLOBALG.A.P., in conjunction with the executive management of FoodPLUS GmbH

6 Decision-Making

- Quorum is no less than 4 retailer/food service AND 4 producer/supplier members present (physically or virtually). If there is no quorum for a meeting, that meeting will be considered a “proposal meeting”, and conclusions will have to be approved/signed off by a quorum before they are accepted as valid.
- The Advisory Board shall seek to make decisions by consensus between retailer and producer/supplier members, with consensus defined here as the absence of sustained opposition to a proposition.
- Where consensus cannot be reached, decisions shall be made through voting. Proxy voting is also accepted in writing. If a majority cannot be reached, the chairperson's vote counts as double.
- Statements of different opinions that do not support an Advisory Board decision shall be recorded in the minutes of the meeting.

7 Communication

- All communication shall be in English.
- As elected by the GLOBALG.A.P. members, the Advisory Board gives advice to FoodPLUS GmbH, the technical committees, and the focus groups. FoodPLUS GmbH facilitates communication between all committees and the Advisory Board. (See Appendix 1: GLOBALG.A.P. Committees Chart)
- Advisory Board meetings shall be convened by the chairperson at least two weeks in



GLOBALG.A.P.

advance, at which point the details of the agenda and any preparatory documents shall also be communicated.

- Minutes of the Advisory Board meetings and any resolutions shall be recorded in writing. The minutes shall then be approved by the chairperson and a copy sent to all members of the Advisory Board and to the FoodPLUS GmbH shareholder.
- The Advisory Board shall receive the minutes of technical committee meetings; and any information from Advisory Board meetings which pertains to the work of the technical committees will be shared as needed.

8 Data Protection

The Advisory Board members shall at all times comply with all applicable data protection regulations, especially the European Data Protection Regulation 2016/679 (“GDPR”).

FoodPLUS GmbH processes the Advisory Board members’ personal data only for the purposes of preparing for, managing, and holding Advisory Board meetings. This use is in accordance with Art. 6(1) b) GDPR. Further information on the processing of personal data by FoodPLUS GmbH can be found in GLOBALG.A.P.’s privacy policy under <https://database.globalgap.org/globalgap/PrivacyPolicy.faces>.

9 Confidentiality Agreement

The Advisory Board members have the obligation to maintain the strictest confidentiality about all information, documents, discussions, and decisions of the Advisory Board, unless expressly authorized otherwise on specific issues by the particular committee.

Each member of the Advisory Board shall confirm this by signing the confidentiality agreement (Appendix 2).

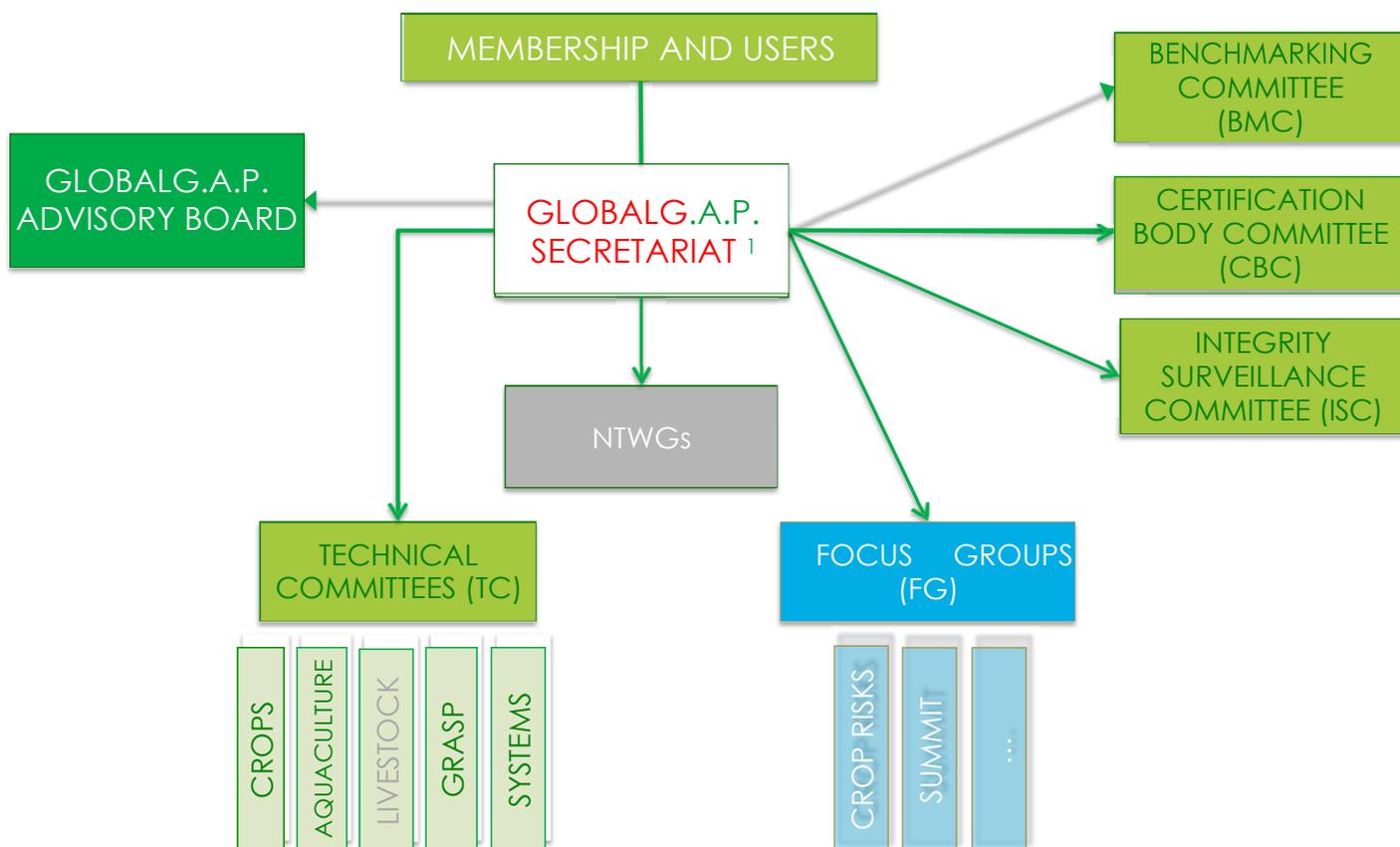
All Advisory Board members shall also observe the anti-trust statement (Appendix 3).

10 Modifications

These Terms of Reference are set in consultation and agreement with the Advisory Board and can be modified with the same consultation and agreement if possible with the advisory board by the shareholder of FoodPLUS GmbH.

APPENDIX 1: GLOBALG.A.P. COMMITTEES CHARTS

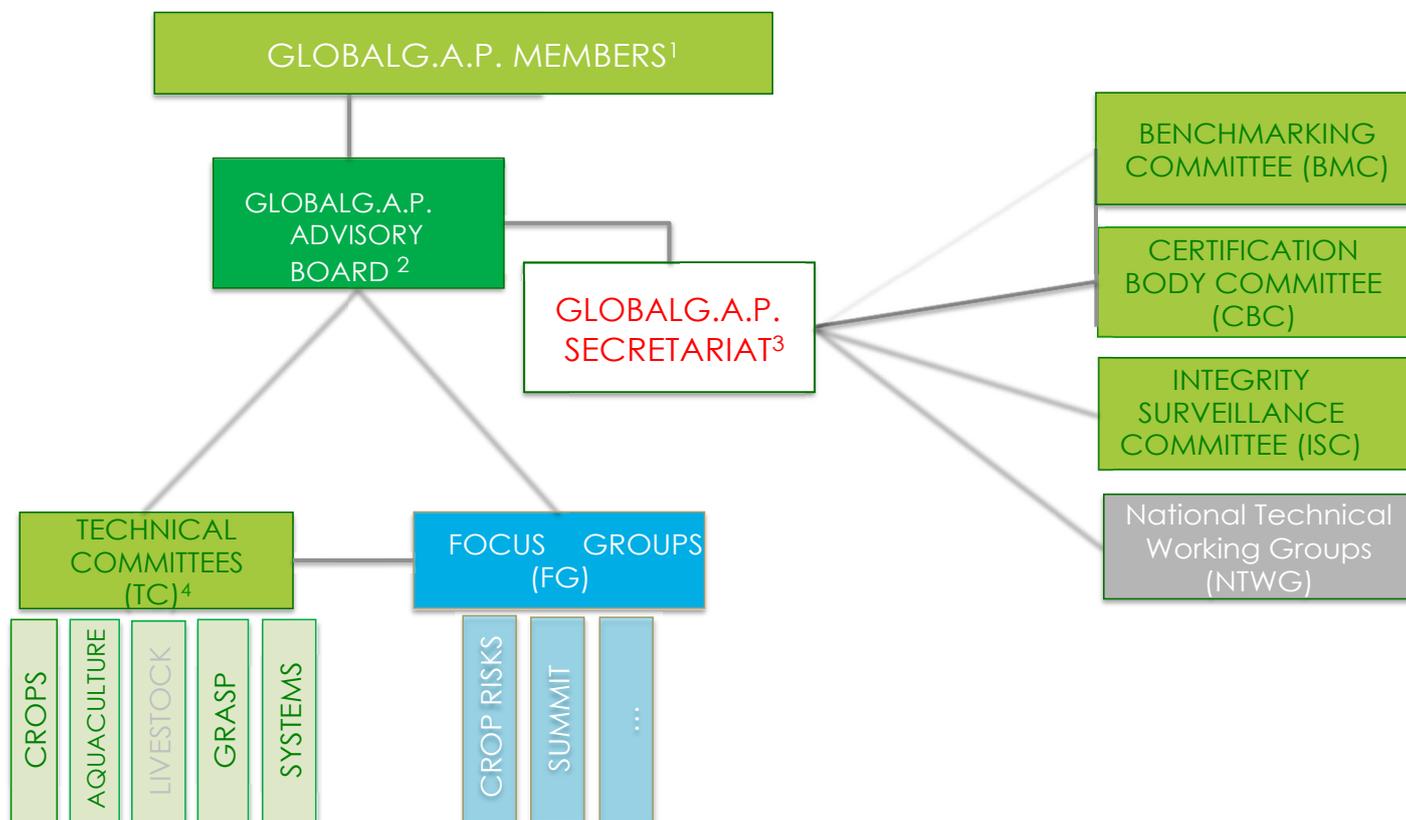
GLOBALG.A.P. Committees **Operational/Facilitation** Chart



¹ GLOBALG.A.P. Secretariat facilitates communication between all committees and the GLOBALG.A.P. Board.

APPENDIX 1: GLOBALG.A.P. COMMITTEES CHART

GLOBALG.A.P. Committees **Direction/Decision** chart on GLOBALG.A.P. Family of Standards



¹ The GLOBALG.A.P. members elect the GLOBALG.A.P. Board.

² The GLOBALG.A.P. Board gives direction to the GLOBALG.A.P. Secretariat, the technical committees, and the focus groups.

³ The GLOBALG.A.P. Secretariat gives direction (as received from the GLOBALG.A.P. Board) to the Benchmarking, Certification Body and Integrity Surveillance Committees and the national technical working groups.

⁴ The technical committees give additional direction to

APPENDIX 2: CONFIDENTIALITY AGREEMENT: MEMBER OF GLOBALG.A.P. ADVISORY BOARD

Mr/Mrs/Ms

The Advisory Board members have the obligation to maintain the strictest confidentiality about all information, documents, discussions, and decisions of the Advisory Board, unless expressly authorized otherwise on specific issues.

Date

Signature:

APPENDIX 3: ANTI-TRUST STATEMENT

Members of the GLOBALG.A.P. Advisory Board shall not enter into any discussion or activity that may infringe any applicable competition laws, either on the part of the member or on the part of their associated organization, suppliers, customers, or branch. By way of example, members of this Advisory Board shall not discuss, communicate, or exchange information relating to prices, marketing and advertising strategy, cost and revenues, and/or trading terms and conditions with third parties, including purchasing strategies, terms of supply, trade programs, or distribution strategies, etc.

Members of this Advisory Board shall not engage in discussions or activities that could lead to the boycott of a supplier or customer or that might suggest that a named supplier or customer is not a suitable business partner.