ISEAL Membership Committee – Terms of Reference

Version 4.0 – April 2020

Scope and Purpose

The ISEAL Membership Committee (‘the Committee’) ensures that decisions on ISEAL Community Membership and decisions on ISEAL Code Compliance are taken consistently, competently and impartially.

Responsibilities

The Committee shall:

1. Make recommendations to the ISEAL Board of Directors on the acceptance or refusal of ISEAL Community Member applications based on review of the Secretariat’s application of the ISEAL Application Procedure for Community Membership.

2. Make recommendations to the ISEAL Board of Directors on the acceptance or refusal of “members of the company” based on review of the Secretariat’s
   a. due diligence regarding the member’s continued adherence to the ISEAL Community Member requirements, and
   b. application of the ISEAL Independent Evaluation Procedure for Code Compliance.

3. Make decisions on member disputes against Independent Evaluations findings, based upon the defined sanctions in the ISEAL Independent Evaluation Procedure for Code Compliance, the assessment, and the calibration of findings from previous assessments.

4. Make decisions on appeals against:
   a. decisions of the Secretariat not to recommend ISEAL Community Member status
   b. decisions of the Secretariat to suspend or withdraw Code Compliant status

5. Make decisions on whether to grant or deny requests for extraordinary extensions\(^1\) to corrective actions based upon the quality of the justification and the provision of milestones that are clearly defined, achievable and able to be effectively monitored.

6. Provide input on the annual compliance and monitoring schedule based upon the ISEAL Code Compliance Policy, the ISEAL Independent Evaluation Procedure for Code Compliance and improvements identified as part of the annual appraisal of system performance.

\(^1\) Extraordinary extensions are defined as requests that are not covered by ISEAL’s policies or procedures.
7. Annually appraise the Secretariat’s application of its procedures for
   a. the assessment of Community Member applicants
   b. the due diligence regarding continued adherence to Community Member Requirements, and
   c. the Code compliance programme

   and provide a report summarising key findings and recommendations to the ISEAL Board of Directors.

**Composition and Terms**

The Membership Committee is composed of up to 7 individuals and no less than 5. The Committee members
are drawn from the staff of ISEAL Code Compliant and ISEAL Community Members, with staff from ISEAL Code
Compliant organisations always in the majority.

Members of the Committee are appointed by decision of the ISEAL Board. Terms are three years in length and
are staggered so that up to one third of members complete their terms each year. Terms are renewable by
mutual consent of the Committee and the ISEAL Board, up to a maximum of three consecutive terms.

The Committee should maintain the following balance in composition:

- ISEAL Code Compliant Members’ staff (4-7 individuals)
- ISEAL Community Members’ staff (0-3 individuals)

A Board representative will participate as a non-voting ex-officio member of the Membership Committee and
will act as a liaison between the Board and the Committee.

A Chair is appointed by simple majority of the Membership Committee for a term of three years, which is
renewable up to a maximum of three consecutive terms. Where possible, the Chair shall be selected from an
organisation that does not sit on the ISEAL Board. The Chair is invited by the ISEAL Board to report in ISEAL
Board meetings on Membership Committee business to support clear communication between the Committee
and the Board of Directors.

**Selection Criteria**

All ISEAL Code Compliant Members and ISEAL Community Members are invited to express their interest in
serving on the Membership Committee. Committee members are selected by the ISEAL Board on the basis of
the following criteria:

- Technical expertise in sustainability standards and similar systems
- Current understanding of ISEAL’s Credibility Principles and Codes
- Commitment to ISEAL’s mission
- Geographic diversity and gender balance
- Availability and ability to work in English

**Decision-Making**

Members of the Membership Committee represent themselves and not their organisations. Members are
required to complete a conflict of interest declaration at the outset of their term and to review and update this
declaration on an annual basis.
Quorum for the Membership Committee is at least two thirds of Committee members (members present who have not recused themselves, plus any proxies) rounded up to the nearest person, including at least 2 who are staff of ISEAL Code Compliant members. In the absence of quorum and based on the agreement of all Committee members present and the absence of any conflict of interest, the Board liaison can be asked to participate in decision making.

The Committee seeks to make decisions and recommendations by consensus. Consensus is defined here as the lack of sustained opposition by more than one member of the Committee. Dissenting opinions, which are not deemed to block consensus, can be noted in meeting minutes if the dissenting member requests. Where consensus cannot be reached, decisions or recommendations shall be made on the basis of a super-majority of 75% of the voting members.

Decisions may also be deferred to the ISEAL Board when consensus cannot be obtained.

Committee members unable to attend a meeting may either nominate another Committee member as their proxy or provide their vote to the Chair in advance, noting they will not benefit from the discussion in advance of voting.

Meetings

Documents that are presented to the Membership Committee are confidential, unless otherwise already in the public domain, and Committee members commit to maintain the confidentiality of these documents.

The Membership Committee meets at a minimum three times a year and in advance of Board meeting and may hold additional meetings as necessary. Member organisations are expected to cover costs associated with participation on the Committee. Where this is not possible, members can request remuneration of expenses where needed.

Board members can attend Committee meetings as observers only.

The work of the Membership Committee is coordinated by the ISEAL Secretariat in collaboration with the Committee Chair.