Terms of Reference

The board of trustees (the "Trustees") of the Soil Association (the "Charity") has established an advisory board to be known as the Standards Board. These are its terms of reference. The Standards Board is authorised by the Trustees to conduct any activity within its terms of reference.

1. Purpose

The Standards Board's role is to make recommendations to the Trustees on developing the standards schemes associated with the Charity. All Standards Board's recommendations are subject to Trustees' approval.

2. Authority

The Standards Board's scope extends across all standards wholly-owned by the Charity. These include livestock, arable, horticulture, aquaculture, food and drink processing and catering.

Standards Board will be consulted on the development of any future part-owned standard but once established[1], strategic oversight of such schemes is maintained by the Trustees, who may seek Standards Board's input.

The Standards Board has no role in the operation of Soil Association Certification Ltd. However, it does have a role in oversight of certification processes to ensure that the standards are correctly implemented and achieving the intended impact.

3. Principles

The Standards Board will govern the Charity's standards to ensure that they:

- Contribute to the Charity's principles and strategy;
- Focus on impact;
- Require higher standards than regulations where justified by evidence; and
- Are developed transparently and through public consultation, as appropriate.

In doing so, the Standards Board will strive for equity across sectors through consistent analysis of standards according to:

- The principles of organic agriculture[2];
- Suitability of the standards system to achieve the desired outcome; and
- Technical and practical feasibility.

To achieve this, the Standards Board will take into account the perspectives of licensees, citizens, the Trustees, the Standards Innovation Team and Soil Association Certification Ltd., and technical experts through its Task and Finish Groups.

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[1] Operated by a separate legal entity with its own governance systems in place and standard-setting in line with the ISEAL code of good practice, carried out by certifiers accredited to ISO 17065.

[2] https://www.ifoam.bio/why-organic/shaping-agriculture/four-principles-organic

4. Membership and Chair

- Independent Chair
- Sector experts*:
    - Livestock
    - Arable
    - Horticulture
    - Aquaculture
    - Food Processing/manufacturing**
    - Supply chain or food sourcing expertise**
    - Catering
    - Three lay members**
- A representative of the Farmer and Grower Board
- Board of Trustee representative, as a non-voting observer

*The majority of the sector experts must be symbol holders of a scheme governed by the Standards Board.
**One of these representatives should have nutrition knowledge.

The Standards Board may ask any other person whose attendance they consider necessary or desirable to attend any meeting either regularly or by invitation. Invitees have no right to attend Standards Board meetings, and do so as non-voting observers.

The Standards Board will be supported by:

- The Standards Innovation Team; and
- A representative of Soil Association Certification Ltd (non-voting observer).

The Standards Innovation Team will be responsible for liaising with all relevant internal stakeholders.

The Standards Board will convene a Task and Finish Group when detailed technical recommendations are required to develop specific standards. The Standards Board will oversee each Group's formation, membership and adherence to the principles of transparency and consultation, and assess its recommendations. Where appropriate, a Standards Board member will attend/chair each group's meetings.

5. Appointments and Conduct

The Trustees appoint the independent Chair, who must have no personal or professional association with any licensee. This appointment is for a four-year renewable term, limited to three consecutive terms at a time.

Sector experts and representatives and lay members are appointed by the Standards Board Chair in collaboration with the Standards Innovation Team. These appointments are for a four-year renewable term, limited to three consecutive terms which may be extended at the Chair's discretion.

The Trustee member will serve on the Standards Board for such period as the Trustees determine, commensurate with their term as Trustee.

The Farmer and Grower Board nominates their member of the Standards Board.

Each Standards Board member and observer is required to complete a register of interests every two years, and further to declare any relevant conflict of interests at the start of each meeting, which shall be minuted. At the Chair's discretion, a member may be asked to withdraw for an item where they have a conflict of interest.

All meetings and papers under the auspices of the Standards Board are confidential.

Members of a Task and Finish Group are appointed by the Standards Innovation Team, subject to Standards Board's approval.

6. Meetings, quorum, voting and reporting to the Board

The Standards Board shall meet at least twice a year, including at least one in-person meeting. Dates and venues will be proposed by the Standards Innovation Team with the agreement of the Chair.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with the agenda and papers shall be sent to each member of the Standards Board and any other person invited to attend no fewer than five working days prior to the date of the meeting. Reasonable expenses will be reimbursed.

All attendees should abide by the Standards Board's Code of Conduct (Annex A)

The quorum for a meeting of the Standards Board is 6, of whom 2 must be lay individuals. For the purposes of quorum, the Chair is not counted as a lay individual, and the Trustee member does not count towards quorum.

Decisions will usually be taken by consensus, but in cases where a vote is needed, each member of the Standards Board will have a single vote, except the Trustee member who is a non-voting observer. Votes relating to changes to standards require the support of the majority of the Standards Board, including at least two lay individuals, which does not include the Chair. If votes for and against are equally split, the Chair will have a casting vote. For the avoidance of doubt, this includes votes on changes to standards, providing the change has the support of at least two lay individuals.

The Standards Innovation Team will minute the proceedings and resolutions of the Standards Board. The draft minutes of each Standards Board meeting will be sent to all members of the Standards Board within ten working days of the meeting, with five working days for the Board to make comments. Thereafter, the minutes will be submitted to Trustees.

An Urgency Committee may be called at the discretion of the Chair when a matter cannot wait for a full Standards Board meeting. If essential, it can be called at less than five working days' notice. All members of the Standards Board will be notified in advance and may attend, but the quorum for an Urgency Committee comprises the Chair, a relevant sector expert and a single lay individual. Decisions of an Urgency Committee must be unanimous. Minutes of any Urgency Committee shall be sent to all members of the Standards Board within two working days of the meeting, and the Trustees within five working days of the meeting.

Standards Board will notify Trustees about the nature of the change when making recommendations about standards changes. In addition Standards Board will bring areas of standards development that represent significant reputational or impact risk or opportunity to the attention of Trustees.

6. Review

These Terms of Reference will be reviewed periodically by the Board, which may change or revoke them at any time.