

BONSUCRO: Technical Advisory Board

Terms of Reference

These are the rules governing the Technical Advisory Board (“TAB”) made by the Bonsucro Board of Directors according to Articles 4.2, 4.6 and 14 of its Articles of Association.

1. Role

- 1.1 The TAB is created to maintain responsibility for, and provide the Bonsucro Board of Directors with advice and recommendations regarding, the global Performance Framework, the Bonsucro Standards(s) and assurance mechanisms, and also to review and provide advice upon how Bonsucro measures its impact.

2. Responsibilities

The TAB's responsibilities include to:

- 2.1 Provide advice to the Bonsucro Board of Directors about the global Performance Framework, Standard(s) and assurance mechanisms.
- 2.2 Make decisions on such technical, scientific and quasi-judicial functions as are delegated by the Bonsucro Board of Directors.
- 2.3 Provide advice to the Bonsucro Board of Directors and the Bonsucro Secretariat about further development, modification, and the technical and operational interpretation of the global Performance Framework, Standard(s) and assurance mechanisms.
- 2.4 Maintain responsibility for the content of the assurance requirements for sugarcane, the Standard(s) and Performance Framework, and chain of custody and relevant associated information.
- 2.5 Review and advise the Bonsucro Board of Directors on how Bonsucro measure its impact.

3. Membership, Composition and Selection

- 3.1 The Board of Directors shall appoint the first members of the TAB in accordance with Article 14.2 of the Articles of Association. Thereafter, the TAB shall appoint its own members, having regard to the provisions in paragraph 3.7.
- 3.2 In accordance with Article 14.2 of the Articles of Association, the TAB shall

comprise no more than fifteen (15) individuals.

- 3.3 The members of the TAB shall be appointed for such periods not exceeding three years as the TAB may determine.
- 3.4 The members of the TAB shall not be entitled to appoint representatives to attend meetings, or otherwise carry out their functions as members of the TAB, in their place.
- 3.5 The TAB may seek the views of ad-hoc experts when technical issues arise that require additional skills and expertise to enable the TAB to make sound judgments. The Chair of the TAB shall act as the arbiter of such ad-hoc use of experts.
- 3.6 A member of the TAB shall automatically cease to be such a member if:
 - a. he/she is removed by a decision of the Bonsucro Board of Directors or of the TAB
 - b. a registered medical practitioner who is treating that member gives a written opinion to Bonsucro stating that he or she has become physically or mentally incapable of acting as a member of the TAB and may remain so for three months;
 - c. he/she resigns his/her office by notice to the Chair of the TAB; or
 - d. he/she is absent without permission of the Chair of the TAB from two formal consecutive meetings of the TAB.
- 3.7 The overall composition of TAB membership should cover the breadth of technical and geographical expertise in the sugar cane sector, thus ensuring the global credibility of the Standard(s) and Performance Framework, and access to a broad knowledge base about different farming and milling realities across the world. In particular it should strive to include at least one expert in each of the following areas:
 - industrial productivity;
 - farm productivity;
 - supply chain;
 - social impact; and
 - environmental impact.

In addition, it should strive to include at least one representative from a peer 'standard' organization.

- 3.8 The Board of Directors shall appoint the first Chair of the TAB for a period not exceeding one year. Thereafter, upon vacancy of the position of the Chair, the TAB shall elect a Chair from within its own members. The Chair shall be appointed for a period not exceeding three years (and may stand for re-election).

- 3.9 The Chair of the TAB shall sit ex officio on the Bonsucro Board of Directors.

4. Observers

- 4.1. Observers may not attend meetings when agenda items on TAB membership and the CEO's and Board of Director's reports or other items deemed 'reserved business' are discussed. For all other agenda items, the TAB Chair may allow Observers to attend. S/he shall assess any potential conflict of interest of Observers and may require them to leave the meeting at any time.
- 4.2. Ordinarily the Chairs of the Board, the Finance & Risk Committee, and the Governance & Nominations Committee shall be invited to attend as Observers, as well as the Chair and the Vice-Chair of the Members' Council.
- 4.3. Observers may attend meetings, but are not be entitled vote. They may contribute to the meetings on the specific invitation of the TAB Chair, either by making oral presentations, by distributing documents at meetings through the TAB Chair, or by engaging in other activities as appropriate and as approved by the TAB Chair.
- 4.4. Observers shall not use any of the TAB documents outside the meeting without prior consent by the TAB Chair. All Observers shall be bound by confidentiality requirements contained with paragraph 8.

5. Meetings and Quorum

- 5.1 The maximum gap between formal meetings of the TAB shall be no more than 12 months. The TAB shall formally convene in person at least once in each calendar year, and work may be undertaken by TAB Working Groups between the formal meetings. The results of this work and recommendations made by the Working Groups shall be submitted at the subsequent in-person meeting of the TAB.
- 5.2 The Bonsucro Secretariat should strive to ensure that out of session agenda items that require the attention of the TAB should be kept to a minimum unless the agenda item is considered to be urgent. Where an urgent decision is required from the full TAB, that decision may be made at a telephone meeting or by email, but shall only be made by a majority of TAB members and the item must be supported by an agenda paper(s) with a reasonable timeframe for response built into the process. All out of session considerations and/or decisions shall be submitted for information at the following in-person meeting of the TAB.
- 5.3 Any meeting of the TAB shall be called by at least twenty-one business days'

notice. The notice shall specify the time and place of the meeting and the general nature of the business to be discussed. The notice shall be sent to all the members of the TAB, and for information to the Chair and Vice-Chair of the Members' Council. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- 5.4 The Chair of the TAB shall determine the agenda for meetings of the TAB.
- 5.5 Any member of the TAB may by notice to the Chair of the TAB nominate an item for the agenda of next meeting of the TAB, so long as that notification is received at least seven clear days prior to the date on which a notice of a meeting of the TAB is to be sent and the matter raised is relevant to the TAB. The Chair of the TAB may in his/her absolute discretion determine whether a matter so notified to him/her is relevant.
- 5.6 No business shall be discussed or decisions made at any meeting of the TAB unless a quorum is present in person or by conference facility. Half plus one of the members (rounded up to the nearest whole number) shall constitute a quorum. If a quorum is not present within thirty minutes from the time elected for holding the meeting, the meeting shall stand adjourned.
- 5.7 Decisions made by the TAB shall be made by agreement of a simple majority of all members of the TAB present in person at a meeting. Any member may abstain from voting on any decision.
- 5.8 If the Chair of the TAB is not present within fifteen minutes after the time elected for holding the formal meeting and/or be willing to act, any other member selected by a majority of members present shall be Chair for that meeting.
- 5.9 Members of the TAB may be reimbursed all reasonable travel, hotel and other expenses properly incurred by them in connection with their attendance at TAB meetings or TAB Working Groups or otherwise in connection with the discharge of their duties.
- 5.10 The Bonsucro Secretariat, as directed by the CEO, shall designate a person or persons to act as secretary of the TAB and perform the administrative functions in relation thereto, including preparation of the agenda, papers and minutes, in consultation with the Chair of the TAB.

6. Working Groups of the TAB

- 6.1 The TAB may appoint and constitute one or more Working Groups for the purposes of supporting the TAB on its work.
- 6.2 Any Working Group formed under paragraph 6.1 may consist of TAB

members and/or non-members.

- 6.3 The TAB may make such rules as to the composition, conduct and management of any such Working Group and impose such terms and conditions and give such mandates to any such Working Group as it may from time to time consider appropriate.
- 6.4 In establishing a Working Group the TAB (with support from the Bonsucro Secretariat) will establish a Terms of Reference, including at least the following:
 - a. Specific purpose of the Working Group
 - b. Membership and chairmanship
 - c. Any specific delegated decision making authority (if appropriate)
 - d. Reporting requirements
 - e. Duration and review times for the Working Group.

7. Communication and Reporting

- 7.1 The Chair shall ensure that minutes of all proceedings at meetings of the TAB are recorded and that these minutes include the names of those members of the TAB present at each such meeting, and all decisions and recommendations made by the TAB.
- 7.2 A summary report of the minutes shall be made public on the Bonsucro website.
- 7.3 Outline result reports from Working Groups shall be made available to meetings of the TAB.

8. Confidentiality

- 8.1 The agenda and all papers submitted to the TAB shall be held in confidence by all TAB members and Observers.
- 8.2 All decisions and recommendations will be forwarded to the Bonsucro Board of Directors. The TAB may recommend that some decisions and/or recommendations should be held in confidence by the Bonsucro Board of Directors.
- 8.3 The detailed content of discussions during TAB meetings must remain confidential. However, participants will be allowed to discuss broad, non-attributable meeting outcomes, subsequent to the publication of the summary report of the TAB minutes.

9. Conflicts of Interest

- 9.1 Members of the TAB will be bound by the Bonsucro Conflicts of Interest Policy, and must declare any actual, potential or perceived conflicts of interest prior to the discussion of each agenda item. Any such declarations will be recorded in the minutes of the meeting. At the voluntary initiation of a TAB member, or the absolute discretion of the TAB Chair, any TAB member with a conflict of interest may be excluded from the discussion and decision making of relevant agenda items.

10. Review

- 10.1 The TAB will arrange for periodic review of its own performance (supported by the Governance & Nominations Committee), and at least annually will review these Terms of Reference, to ensure the TAB is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board of Directors for approval.

11. Articles of Association Govern

- 10.1 If any provision of these Terms of Reference is inconsistent with any provision of the Bonsucro Articles of Association, the Articles of Association shall govern.