

BONSUCRO: Technical Advisory Council

Terms of Reference

These are the rules governing the Technical Advisory Council (“TAC”) made by the Bonsucro Board of Directors according to articles 4.2, 4.6 and 12 of its Articles of Association.

1. Role

1.1. The TAC has responsibility to provide the Bonsucro Board of Directors with advice and recommendations regarding Bonsucro’s strategy, the Bonsucro Standard(s) and Assurance System (mechanisms), technical and scientific matters and to review and provide advice upon how Bonsucro measures its impact.

2. Responsibilities

The TAC’s responsibilities include:

- 2.1. Provide advice to the Bonsucro Board of Directors about the Bonsucro Strategy, Standard(s) and Assurance System and other appropriate technical advice that affects Bonsucro’s impact.
- 2.2. Make decisions on such technical and scientific matters as 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 Bonsucro strategy, standard(s) and assurance mechanisms, and provide technical review and validation of the Bonsucro Impact Fund (“BIF”) grant applications from members.
- 2.4. In collaboration with Standards & Assurance have responsibility for the content of the assurance requirements for sugarcane, the standard(s) and strategy and relevant associated information.
- 2.5. Provide technical advice to the Bonsucro Board of Directors on matters pertaining to the production and milling of sugarcane, production of derivatives of sugarcane and environmental and social impacts of sugarcane production, milling and use that the TAC consider are likely to impact on the sustainability of sugarcane-based industries and on the further development, modification, and the technical and operational interpretation of the global Performance Framework, Standard(s) and assurance system.
- 2.6. While Bonsucro and the Standards Revision Committee is responsible for oversight of the standards revision process, the TAC is responsible for reviewing the technical criteria of the Production Standard and Smallholder Standard during any revision of either Standard, and validate the results of the revision to advise the Bonsucro Board of Directors on its approval.
- 2.7. Review and advise the Bonsucro Board of Directors on how Bonsucro measures its impact and about future innovations, technology and policies in agriculture and sugarcane production that may impact Bonsucro.

3. Membership, Composition and Selection

- 3.1. The Board of Directors initially appointed the first members of the TAC in accordance with Article 14.2 of the Articles of Association. Thereafter, the TAC shall appoint its own members, with conditions noted in paragraph 3.8 in regards to the Chair of the TAC.
- 3.2. In accordance with Article 14.2 of the Articles of Association, the TAC shall comprise no more than fifteen (15) individuals.
- 3.3. The members of the TAC shall be appointed for a 3-year term with a provision for an extension of another 3-year term only based on satisfactory performance as determined by the TAC.
- 3.4. The members of the TAC shall not be entitled to appoint representatives to attend meetings, or otherwise carry out their functions as members of the TAC, in their place.
- 3.5. The TAC may seek the views of ad-hoc experts when technical issues arise that require additional skills and expertise to enable the TAC to make sound judgments. The Chair of the TAC shall act as the arbiter of such ad-hoc use of experts.
- 3.6. A member of the TAC shall cease to be such a member if:
 - a. By decision of the Bonsucro Board of Directors or of the TAC;
 - b. A medical condition that renders the individual physically or mentally incapable of acting as a member of the TAC.;
 - c. A notice of resignation to the Chair of the TAC; or
 - d. Absent without communication to the Chair of the TAC from two formal consecutive meetings of the TAC.
- 3.7. The overall composition of TAC membership should cover the breadth of technical and geographical expertise in the sugarcane sector, thus ensuring the global credibility of the Standard(s) and Performance Framework, and access to a broad knowledge base about different framing and milling realities across the world. It should strive to include expertise in a broad range of disciplines to include, but not limited to:
 - Large-scale growing of sugarcane
 - Smallholder growing of sugarcane
 - Processing/ milling of sugarcane
 - Environmental impacts of sugarcane production, processing and use
 - Economics of sugarcane production, processing and use
 - Secondary use of sugarcane products
 - Marketing of sugarcane products
 - Societal impacts, including workers' conditions and health
 - Sugarcane research, development, and extension
 - Management of peer 'standards' organisation
 - Calculation and reduction of GHG emissions at farm and mill level
 - Carbon footprint, sequestration and/or removals

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 TAC for a period not exceeding one year. Thereafter, upon vacancy of the position, the Chair of the TAC shall be recruited by open recruitment, i.e. the vacant position shall go out to advert. Current serving members of the TAC (internal applicants) are eligible to apply alongside external applicants. In case there is no vice chair, an interim Chair may be drawn from amongst the remaining members by the members.

- 3.9. A vice chair of the TAC will be elected by TAC members to serve a term of up to 3 years and may be re-elected for another 3-year term.
- 3.10. The Chair of the TAC shall sit ex officio on the Bonsucro Board of Directors. If the chair of the TAC is unable to attend a Bonsucro Board meeting, the chair may ask the vice chair to attend in his/her absence, non-voting participant, with approval of the Bonsucro Board chair.

4. Observers

- 4.1. Observers may attend TAC meetings but are not entitled to vote. They may contribute to the meetings on the specific invitation of the TAC Chair, either by making oral presentations, by distributing documents at meetings through the TAC Chair, or by engaging in other activities as appropriate and as approved by the TAC Chair.
- 4.2. Observers may not attend TAC meetings when agenda items on TAC membership and the CEO's and Board of Director's reports or other items deemed 'reserved businesses' are being discussed. For all other agenda items, the TAC 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.
- 4.3. Ordinarily the Chair 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.
- 4.4. Observers shall not use any of the TAC documents outside the meeting without prior consent by the TAC 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 TAC shall be no more than four (4) months. Where possible, the TAC shall formally convene in person at least once in each calendar year, and work may be undertaken by TAC Working Groups between the formal meetings. The result of this work and any recommendations made by the Working Groups shall be submitted at the subsequent in-person meeting of the TAC.
- 5.2. The Bonsucro Secretariat should strive to ensure that out of session agenda items that require the attention of the TAC should be kept to a minimum unless the agenda item is urgent. Where an urgent decision is required from the full TAC, that decision may be made at an online meeting or by email but shall only be made by a majority of TAC members and the item must be supported by an agenda paper(s) with a reasonable period 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 TAC.
- 5.3. Any meeting of the TAC shall be called preferably 4 weeks in advance, however it is understood that impromptu meetings may occur due to unforeseen circumstances. 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 TAC, and (for information purposes) 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 TAC shall determine the agenda for meetings of the TAC.
- 5.5. Any member of the TAC may, by notice to the Chair of the TAC, nominate up to two (2) items for the agenda of next meeting of the TAC, so long as that notification is received at least seven (7) clear days prior to the date on which a notice of a meeting of the TAC is to be sent and the matter raised is relevant to the TAC. The Chair of the TAC 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 TAC 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 TAC shall be made by agreement of a simple majority of all members of the TAC present in person at a meeting. Any member may abstain from voting on any decision.
- 5.8. If the Chair of the TAC is not present within fifteen minutes after the time elected for holding the formal meeting and/or be willing to act, the Vice Chair will step in to chair the meeting.
- 5.9. Members of the TAC may be reimbursed all reasonable travel, hotel and other expenses properly incurred by them in connection with their attendance at TAC meetings or TAC Working Groups or otherwise in connection with the discharge of their duties. Additional compensation of the TAC may be considered by the Bonsucro board where its participation in Bonsucro activities falls outside the scope of their normal TAC meetings.
- 5.10. The Bonsucro Secretariat, as directed by the CEO, shall designate a person or persons to act as secretary of the TAC and perform the administrative functions in relation thereto, including preparation of the agenda, papers, and minutes, in consultation with the Chair of the TAC.

6. Working Groups of the TAC

- 6.1. The TAC may appoint and constitute one or more Working Groups for the purposes of supporting the TAC in its work.
- 6.2. Any Working Group formed under paragraph 6.1 may consist of TAC members and/ or non-members.
- 6.3. The TAC 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 TAC (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 chairpersonship;
 - c. Any specific delegated decision-making authority (if appropriate);
 - d. Reporting requirements; and
 - 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 TAC are recorded and that these minutes include the names of those members of the TAC present at each such meeting, and all decisions and recommendations made by the TAC.
- 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 TAC.

8. Confidentiality

- 8.1. The agenda and all papers submitted to the TAC shall be held in confidence by all TAC members and observers.
- 8.2. All decisions and recommendations will be forwarded to the Bonsucro Board of Directors. The TAC 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 TAC meetings must remain confidential. However, participants will be allowed to discuss broad, nonattributable meeting outcomes, after the publication of the summary report of the TAC minutes.

9. Conflicts of Interest

- 9.1. Members of the TAC 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 TAC member, or the absolute discretion of the TAC Chair, any TAC member with a conflict of interest may be excluded from the discussion and decision making of relevant agenda items.

10. Review

- 10.1. The TAC 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 TAC is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board of Directors for approval.

11. Articles of Association Govern

- 11.1. 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.