

[FINAL May 2018]

**INTERNATIONAL SEAFOOD SUSTAINABILITY FOUNDATION**  
**Environmental Stakeholder Committee**  
**Terms of Reference**

1. The International Seafood Sustainability Foundation (ISSF) Stakeholder Committee is established by the ISSF Board of Directors ( the “ISSF Board”) pursuant to Section 7.2 of the Bylaws of ISSF, and as an advisory Committee to the ISSF Board on matters of tuna fisheries conservation, bycatch reduction and mitigation, ecosystem impacts of tuna fishing, as well as implementing fishery improvement projects, regional fisheries management organizations (RFMOs)/government advocacy and markets. The Committee does not have any Board-delegated -powers and shall function solely in an advisory capacity and its members shall serve at the pleasure of the Board.

2. Pursuant to Section 7.3 of the Bylaws, the members of the Environmental Stakeholder Committee shall elect their own Chair from among the members of the Committee. The Environmental Stakeholder Committee Chair shall have suitable qualifications and at least ten years of experience working in the field of tuna fisheries conservation, bycatch reduction and mitigation, ecosystem impacts of tuna fishing, implementation of fishery improvement projects, RFMO/government advocacy and markets outreach (collectively, the “Tuna Sustainability Field”). The Chair will be invited to attend the annual joint informational meeting of the International Seafood Sustainability Trade Association and ISSF, as an observer. If the Chair is unable to attend a meeting of the Environmental Stakeholder Committee in person, he or she shall appoint one of the Committee members who is not affiliated with ISSF as Vice Chair who shall serve as the Chair for that particular meeting only.

3. In addition to the Chair, the Environmental Stakeholder Committee shall include at least eight, but not more than twelve, members (such that the total will not exceed thirteen members), all of who shall be working in the Tuna Sustainability Field. These members shall be appointed by the ISSF Board and serve at its pleasure.

4. Of the maximum of thirteen members:

- a) At least 5, but not more than 8, members will represent organizations that have specialized knowledge in the areas of implementing or supporting fishery improvement projects, market outreach and/or sourcing advice and advocacy and outreach to RFMOs;
- b) At least 2, but not more than 3, members will represent organizations that have specialized knowledge in reducing and mitigating the bycatch of species caught in association with tuna fisheries and addressing ecosystem impacts of tuna fishing; and

- c) At least 1, but not more than 2, will have relevant expertise in fisheries sustainability and will provide input and advice on particular topics in their individual capacity.

5. Members in paragraph 4(a) and (b), when performing their responsibilities as members of the Committee, these members will represent their organization and be able to make decisions on behalf of that organization regarding advice to the Board. Those members who represent global organizations will promote geographic diversity through the choice of their representative.

6. Members will serve two-year terms, subject to their earlier termination by the Board or resignation and subject to renewal for a subsequent two-year term as determined by the ISSF Board with the advice of the Chair. Measurement of the term of each member will commence on the date of his or her appointment.

7. The ESC will conduct a review of its membership composition every five years.

8. The ISSF Board will select one of its members to serve as a Board Liaison to the ESC. The Board Liaison will work, together with ISSF Staff and the Committee Chair, to develop the meeting agendas and identify potential candidates for Committee membership for recommendation to the ISSF Board.

9. The Chair shall be responsible for convening at least two sessions of the Committee annually. Additional meetings may be called by the Chair after consultation with the Committee. Members of the Committee may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other.

10. The ISSA Executive Committee may annually appoint one ISSA member company representative to attend each ESC meeting as an observer.

11. The Chair may, in consultation with Committee members, invite experts to meetings of the Committee for purposes of providing information and/or advice regarding special issues related to the objectives of the ISSF and the deliberations of the Committee.

12. The Chair may, in consultation with Committee members, establish special subcommittees and/or working groups to carry out certain tasks to facilitate achievement of the objectives of the ISSF.

13. As the Committee is an advisory body, no formal voting procedure shall be established. The Committee shall seek to operate on a consensus basis. Each member shall have the opportunity to express his or her opinions. If a consensus cannot be reached, the dissenting member(s) may attach exceptions to the advice of the Committee.

14. The Committee shall:

- a) Provide advice in the Tuna Sustainability Field and engage with its members on a regular basis between its meeting through conference calls, emails, webinars, or other means;
- b) Provide advice on potential ISSF conservation measures needed to achieve scientific advice of the RFMO scientists, including measures on compliance and monitoring, control and surveillance, combating IUU fishing activities, supporting fishery improvement projects and the 2018-2022 ISSF Strategic Plan and seafood sustainability generally;
- c) Develop strategies and approaches to drive accelerated progress in and the effectiveness of NGO harmonization initiatives, and collaborate on joint funding requests for projects that advance shared priorities;
- d) Prepare reports of its meetings and provide its recommendations to the meetings of the ISSF Board; and
- e) Consider any other matters referred by the ISSF President or Board or the Scientific Advisory Committee of the ISSF, or its Chair.

15. The organizational members of the Committee will work with ISSF to explore and develop opportunities and partnerships to utilize ISSF tools and resources, as applicable, in the work of their organizations to advance tuna fisheries conservation, bycatch reduction and mitigation, the ecosystem impacts of tuna fishing; support the implementation of fishery improvement projects; and collaborate on RFMO/government advocacy and markets outreach.

16. All reasonable (pre-approved) expenses pursuant to ISSF's policy associated with the work and travel of the Environmental Stakeholder Committee shall be paid by ISSF.

17. The Environmental Stakeholder Committee Chair shall report on the activities and recommendations of the Stakeholder Committee to the ISSF Board through the Board Committee Liaison, Board Chair and the President of ISSF.