



GFSI Governance Model and Rules of Procedure



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ARTICLE I: THE CONSUMER GOODS FORUM (CGF)

The Consumer Goods Forum (CGF) is a global, parity-based industry network that is driven by its members. It brings together the CEOs and senior management of some 400 retailers, manufacturers, service providers, and other stakeholders across 70 countries, and it reflects the diversity of the industry in geography, size, product category and format.

CGF provides a unique global platform for knowledge and best practice sharing around the following strategic priorities: Sustainability, Product Safety, Health & Wellness, End-to-End Value Chain & Standards, which are central to the advancement of today's consumer goods industry.

The relationship between CGF and GFSI

- > The CGF oversees and manages its four pillars, of which one is the Product Safety Pillar (to which the Global Food Safety Initiative belongs).
- > The Product Safety Pillar has two CGF Board Sponsors who are the key contacts for any matter related to the Pillar on the CGF Board.
- > The CEOs of 50 member companies make up the CGF Board, and many of these companies are reflected in the composition of the GFSI Board.
- > The CGF Board decides on key strategic issues where the GFSI Board cannot reach consensus or does not feel able to commit its member companies' support. The GFSI reports on its activities to the CGF Board at their meetings and solicits advice and support on key issues.

ARTICLE II: THE GLOBAL FOOD SAFETY INITIATIVE (GFSI)

A. Mandate

The Global Food Safety Initiative is an industry-driven initiative providing thought leadership and guidance on food safety management system controls necessary to assure the safety of the food supply chain and drive business efficiencies. This work is advanced through collaboration between the world's leading food safety experts from retail, manufacturing and food service companies, as well as international organisations, governments, academia and service providers to the global food industry. They meet together at Technical Working Groups, Local Groups and Stakeholder meetings, conferences and regional events to share knowledge and promote a harmonized approach to managing food safety across the industry.

The Global Food Safety Initiative was established with the following objectives:

- 1) Reduce food safety risks by delivering equivalence and convergence among effective food safety management systems.
- 2) Manage cost in the global food system by eliminating redundancy and improving operational efficiency.
- 3) Develop competencies and capacity building in food safety to create consistent and effective global food systems.
- 4) Provide a unique international stakeholder platform for collaboration, knowledge exchange and networking.

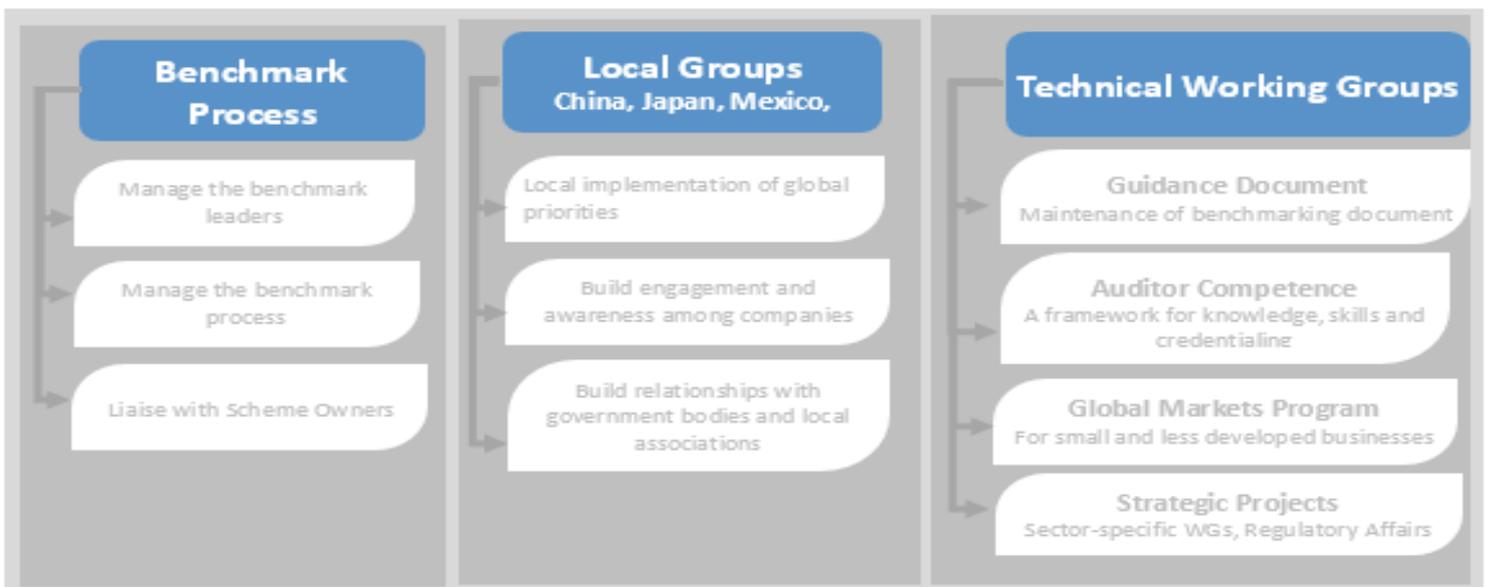
To fulfil these objectives, the GFSI shall:

- > Drive global change through multi-stakeholder projects on strategic food safety issues.
- > Specify minimum requirements for the effective governance and operation of food safety management certification programmes in its Guidance Document and determine their equivalence across the food supply chain.
- > Bring together food safety experts from all over the world to exchange knowledge.

To fulfil these objectives, the GFSI shall not:

- > Make policy for any business or certification programme owners;
- > Provide accreditation or certification;
- > Own any food safety management certification programmes;
- > Provide training;
- > Have any involvement outside food safety, such as quality, animal welfare, social compliance or the environment;
- > Engage in lobbying activities.

B. GFSI Governance





ARTICLE III: THE GFSI TEAM

Under the leadership of the Director of GFSI, the GFSI Team is appointed and managed by the CGF Managing Director and funded by The Consumer Goods Forum. The specific role of the GFSI Team is to:

- > Liaise with the CGF Managing Director to ensure the implementation of advice from the CGF Board.
- > Facilitate the functioning of GFSI and the follow-up of its activities and outcomes, including Board and TWG member engagement.
- > Facilitate the organisation of meetings, events, projects, outreach and communication.
- > Support the Board, all Technical Working Groups and Benchmarking Committees to deliver their mandates.
- > Provide accompaniment and coordination to the Local Groups network.
- > Contribute to the GFSI strategy discussions and the improvement of the communication and visibility of GFSI.
- > Develop and maintain the relationships between GFSI and its stakeholders and relevant inter-governmental organisations.
- > Ensure the GFSI Governance Model and Rules of Procedure are respected, reviewed and approved by the GFSI Board at least once per year.

ARTICLE IV: GFSI BOARD

A. Mandate & Authority

The GFSI Board ensures that GFSI delivers on its objectives and integrates the expectations of stakeholders by:

General:

- > Carrying out the mandates assigned to it by the CGF.
- > Liaising effectively with The Consumer Goods Forum (CGF) to ensure sufficient resources for the Initiative.
- > Working with the GFSI team which facilitates the GFSI activities.
- > Overseeing and steering the Initiative's strategy and implementation.
- > Ensuring progress is being made against agreed timelines and deliverables.
- > Ensuring effective governance of GFSI.
- > Ensuring effective coordination of communication activities.
- > Maintaining effective communication with key stakeholders.
- > Defining the governance and financial models for the Local Groups, events (i.e. GFSI Focus days) and Technical Working Groups.
- > Overseeing the Benchmarking process.

Technical Work Groups (TWG) and Local Groups (LG)

- > Defining the composition, scope, objectives and deliverables.
- > Nominating the Chair and Vice-Chair (where applicable) for each Group, to be voted by the Technical Working Group members.
- > Assigning at least one Board Member as Liaison to each Group.
- > Monitoring the deliverables.

B. Meetings and Participation

Physical meetings are held at least twice a year.

Where possible, Board meetings are held in conjunction with GFSI TWG meetings or LG Focus Days (one-day conferences) to allow Board members to liaise with the TWGs and the LGs. One meeting each year is fixed in conjunction with the Global Food Safety Conference.

Board Members must participate in at least two Board meetings each year in person or via teleconference, or their seat on the Board will be reviewed.

Regular conference calls may be organized between meetings.

Decision Making

For a meeting of the Board to take place a quorum must be reached. The quorum is reached when more than 50% of Board Members are present. If this condition is not satisfied, a new meeting with a quorum must be scheduled. When documents are modified extensively during a meeting, the documents will be circulated for comment and approval ahead of a final decision being taken or ahead of a vote taking place.

Decisions are taken according to the following:

- > Seek consensus in decision making.
- > When a consensus cannot be reached, members commit to making every effort to determine the best available solution.
- > In the event of no suitable solution, the decision under discussion is put to a vote.
- > Voting decisions are made by a 75% majority.
- > If a voting decision is not reached, guidance may be sought from the CGF Board.

In instances where a Board Member cannot attend a meeting, they must join the meeting via phone in order to ensure that their vote is taken into account.

C. Board Composition

The GFSI Board is an industry-driven organisation, composed of at least 10 CGF Members and limited to a maximum of 25 members in total.

The Board membership may be made up of representatives from retail/wholesale, distribution, food service/catering, manufacturing and primary production companies. Balanced stakeholder and geographical representation should be sought, with a first priority held to CGF member companies.

A company may only have one representative on the Board at any time.

No substitutes for Board membership are allowed.

As GFSI is an industry-driven organisation, Board seats are not assigned to associations, certification owners, certification or accreditation bodies, food safety related service providers or sponsors.

D. Board Members

a. Nomination / Candidacy

From September to the end of November, interested parties wishing to apply for Board Membership shall submit a personal and company profile, with a letter of motivation outlining their suitability to join the Board and their senior management support to the GFSI Team.

The applicant shall disclose if they serve on the Board of any other organisation in order to assess the possible existence of a conflict of interest.

b. Appointment Process

The Board election process will run each year, starting in December and will conclude the end of January. The newly elected Board Members will assume their role with effect from the start of the Board meeting which takes place at the end of February/March during the GFSI annual event. It will follow the subsequent steps:

- > After every two years of service, Board Members will be asked to state whether they are willing or not to stand for re-approval by anonymous vote.
- > If they do not wish to stand for re-election, retiring Board Members will be asked to confirm if their company is willing and able to provide an alternative qualified candidate, however the replacement at Board level is not automatic and the candidate needs to go through the election process.
- > Candidates proposed as replacements for retiring Board Members will be allowed to attend Board meetings as ex-officio members without voting power until the next election. An ex-officio member can only go through the election process after having served a minimum of 6 months in that position.
- > The Board Nominating Committee will prepare a list of other potential new Board Members based on consultation with members. This will include an open request for participation but may also involve the Nominating Committee proactively approaching companies that it believes could contribute to the effectiveness of GFSI. This list of candidates will be presented to the whole board during the physical board meeting at the end of the year.
- > In December, a two-round election process will begin. Current Board Members willing to stand for re-approval will compose the first election slate. Members of the Board will vote anonymously, yes, no or abstention, against each individual candidate (any abstention will not be counted). Each candidate requires a 50% YES vote, to be elected as a full member of the Board. For the election process to be valid, a minimum of 75% of board members are required to vote.
- > Following the first round, a second election slate will be proposed, composed of all current ex-officio members and new candidates. All members of the Board will vote anonymously, yes, no or abstention, against each individual candidate (any abstention will not be counted). Each candidate requires a 50% YES vote, to be elected as a full member of the Board. Every For the election process to be valid, a minimum of 75% of board members are required to vote.

c. Key Roles in the Appointment Process

The Consumer Goods Forum, represented by the GFSI team, will have the following roles:

- > Run the process.
- > Collect soundings of GFSI Board Members.
- > Provide members with written assurance each year (e.g. published on the website) on the independence and objectivity of the process.

The Nominating Committee's role is to assess the candidates against the two sets of criteria and recommend an election slate to the Board. It comprises:

The Chair and Vice-Chairs.

Three other members of the Board as invited by the Chair and Vice-Chairs to ensure an appropriate balance between retailers and manufacturers.

All costs and expenses for Board Members' participation in any or all activities of the GFSI must be covered by the organisations that they represent.

d. Eligibility Criteria

Each individual on the proposed election slate must:

- > Represent a retailer, manufacturer, primary producer or food service company.
- > Be a Director or Vice President of food safety/quality in a company, who is active at the time of the election or formally designated as the representative by the company's CEO. Sign on behalf of their

company and adhere to the GFSI's statement of commitment to implement the GFSI approach in its own facilities and within its supply chains.

- > Commit to be personally active in the GFSI's activities.

In developing its recommended slate, the Nominating Committee will aim to ensure that the full Board post-election will include:

- > An appropriate balance of retailers and manufacturers and representation from food service companies so that no single industry segment dominates Board decisions.
- > Sufficient continuity to ensure that the collective memory of the Board is not lost.
- > A significant representation of large industry leaders whose external influence is important in supporting the GFSI mission.
- > A number of smaller companies so that the perspective of this important segment is taken into account in all Board decisions.
- > A connection with the CGF Board co-sponsors of the Pillar.

Priority is given to CGF Member companies. If a candidate from a non-Member company is elected, their company is expected to apply for CGF membership within 18 months where possible. A fee is required from non-Member companies that are ineligible for CGF membership in order to obtain a seat on the GFSI Board.

In addition, for existing Board Members standing for re-election, the Nominating Committee will take account of their record to date on the Board – e.g. their attendance record, contributions in meetings, and leadership of GFSI initiatives.

e. Terms of Office

Board Members are initially appointed for 2 years with the possibility to renew their term for an unlimited number of terms. All current Board Members are eligible for re-approval.

Every year, during the final Board meeting of the calendar year, the Board will review its membership in order to replace retiring/leaving Board Members and to make sure that the needed skills and company representation are covered. This review will be based on the following criteria:

- > Membership to the CGF.
- > The need for continuity in Board membership.
- > The need to maintain leadership on the Board.
- > The need to build trust and credibility among the stakeholders (governments, certification programme owners, global organisations, etc.).
- > Geographical as well as industry sector representation as outlined in section D.
- > Personal willingness to contribute.
- > Level of participation of the company in GFSI Technical Working Groups and Local Groups, as well as other related activities.
- > Effective support of the Initiative in line with the rules of procedures and the GFSI Commitment pledge (see section IV.D.f).

In the event of a vacancy on the Board, which occurs for any reason, the Board may appoint a replacement Member, subject to ratification by the Board at its next meeting. Members appointed under this interim provision may participate in the Board meetings without voting power, as an ex-officio member, until the next elections where he/she may stand for election.

f. Behaviour and Code of Conduct

Board Members must sign, endorse and abide by the “GFSI commitment pledge” (Annex I). They shall be:

- > Responsive to CGF direction and/or guidance.
- > Prepared, engaged, challenging and collaborative.
- > Prompt and timely in decision making.
- > Uniform and supportive of the Board decisions, once agreed.
- > Visible, showing active promotion of GFSI for own facilities and suppliers.
- > Present at a minimum of 2 Board meetings per annum.
- > Involved as a Board Liaison for GFSI Local Groups, Technical Working Groups or Committees.
- > Supportive of GFSI Sponsors’ events at Annual Conferences and Local Focus Days.
- > Active in representing GFSI at external events and key stakeholder discussions.
- > Fair and participative in formal voting on elections, decisions and approval of minutes.
- > Maintain confidentiality of any decisions that have not been officially agreed upon.
- > Independent and not serve on the Board of any GFSI recognised scheme or certification body.
- > Commit to contributing time and effort between meetings for conference calls, the review of TWG work where necessary and correspondence with the GFSI Team throughout the year.
- > Agree to disclose any other Board seats related to food safety they hold in other organisations during the course of their tenure on the GFSI Board.

g. Relief of Duty

The office of a Board Member shall terminate in the event of:

- > Voluntary resignation.
- > Significant change of position within the company.
- > Change of employer or retirement.
- > Failure of the Board Member to fulfil the Behaviour and Code of Conduct requirements outlined above (IV.D.f.).

E. Board Chair

a. Role and Responsibilities

The Chairperson of the Board:

- > Chairs the GFSI Board Meetings and the Annual Stakeholder Meeting. To this end, he/she is responsible for opening and closing the meetings, steering discussions, ensuring observance of the rules, announcing voting decisions, reviewing meeting agendas and working papers and reports to the GFSI Team.
- > Represents GFSI in external forums.

b. Eligibility/Nomination

Current Board Members are eligible to become the GFSI Board Chairperson.

Vice-Chairs from the previous term are automatically proposed as candidates, although they do have the right to decline.

The Chairmanship will alternate between manufacturer and retail/food service sectors.

c. Election

The appointment requires the positive vote of a 51% majority of Board Members (including those who are not present nor represented at the meeting at which the vote takes place). The election is held by secret ballot and each Board Member has one vote.

In the event of no single candidate carrying a majority, a second round of voting will be held between the two candidates with the most votes.

d. Term of office

The Chair's term is for a maximum of two years. Exceptionally, an individual may stand for re-election for up to two consecutive terms.

At the end of a Board Member's term(s) as Chair, he or she may remain as Board Member for the remainder of his or her Board Member term governed by Board Member term limits.

In the case where a Chair from the same sector completes two consecutive terms of two years, the next two Chair mandates should be carried out by a member from a different sector where possible.

e. Relief of duty

The conditions for the relief of duty of the Chair are the same as for the Board Members (section IV.D.g). In addition, the Chair could be released of his/her duty should he/she fail to perform his/her Chair duties effectively as outlined under IV.E.a.

f. Replacement

In the event of the Chair being prevented from fulfilling his/her duties mid-term, one of the Vice-Chairs shall fulfil the remaining term.

F. Board Vice-Chairs

a. Role and responsibilities

The two Vice-Chairs serve as and perform the duties of a Member of the Board. In addition, the Vice-Chairs assist the Chair in the execution of his/her duties. The Chair may temporarily delegate his/her powers to one or both of the Vice-Chairs.

In the absence of the Chair or failing the appointment of the Chair of the Board, the meetings of the Board are presided by either of the Vice-Chairs.

b. Eligibility

The Vice-Chairs shall be Members of the Board and represent a sector different from that of the current Chair

c. Nomination / Candidacy

Any Board Member may submit his/her own nomination.

d. Election

The appointment requires the positive vote of a 51% majority of Board Members (including those who are not present nor represented at the meeting at which the vote takes place). The election is held by secret ballot and each Board Member has one vote.



In the event of no single candidate carrying a majority, a second round of voting will be held between the two candidates with the most votes.

e. Term of office

The Vice-Chairs serve for two years. At the end of a Board Member's term(s) as Vice-Chair, he or she may remain as Board Member for the remainder of his or her Board Member term governed by Board Member term limits.

There is no limit to the number of terms served by an individual. However, the individual must not serve more than two consecutive terms in a row.

f. Relief of duty

The conditions for the relief of duty of the Vice-Chairs are the same as for the Board Members (section IV.E.e). In addition, a Vice-Chair could be released of his/her duty should he/she fail to perform his/her Vice-Chair duties effectively as outlined under IV.F.a.

g. Replacement

In the event of the Vice-Chair being prevented from fulfilling his/her duties mid-term, the Board will vote on a replacement from within the Board membership.

G. Executive Committee

The Chair, Vice-Chairs and GFSI Team will form the GFSI Executive Committee. They will be responsible for defining meeting agendas and liaising with the CGF Managing Director.

H. Ex-Officio Roles

If a CGF Product Safety Pillar Sponsor company does not have a seat on the GFSI Board, they may nominate an ex-officio Observer to act as their liaison. If the sponsor company is already represented on the GFSI Board, no additional ex-officio role is permitted.



ARTICLE V: GFSI STAKEHOLDERS

The GFSI Stakeholders are any organisation or individual with an interest in the GFSI and its activities.

A. Mandate & Authority

Stakeholders identify areas for collaboration on common top priority food safety issues which are considered by the GFSI Board and integrated into strategic planning and decision-making where relevant.

B. Meetings and Participation

The GFSI holds a Stakeholder Forum annually, usually prior to the Global Food Safety Conference.

The GFSI Stakeholder meeting is open to interested parties such as retailers, manufacturers, certification bodies, accreditation bodies, standards owners, academia, consultants and food safety related service providers.

Any GFSI Stakeholder is entitled to apply to be involved in the Technical Working Groups (refer to Article VI for procedure and requirements).

ARTICLE VI: GFSI TECHNICAL WORKING GROUPS (TWG)

TWGs are multi-stakeholder groups with a wide geographical representation and which are composed of food safety experts. TWGs provide technical expertise and advice to the GFSI Board who is responsible for the group's strategy and final decisions.

A. TWG Mandate & Authority

TWG mandates shall be to a standard format (see Appendix 6.4) with a clear description of a specific scope and expected deliverables. Facilitated by the GFSI Team, the TWGs shall:

- > Work collaboratively to deliver mandates provided by the GFSI Board through individual or group tasks, conference calls and consultations (the review of official documentation).
- > Meet to discuss and identify key issues and make recommendations to the Board.
- > Define with the Board Liaisons and GFSI Team appropriate methodologies and work plans to execute their allocated tasks in the given time frames.
- > As appropriate, proactively consult with GFSI Stakeholders.

B. Meetings and Participation

Physical meetings for all Working Groups are organised by the GFSI Team two times per year, with geographical variation as decided by the GFSI Board. One meeting shall be held before GFSI's annual Global Food Safety Conference. An individual Working Group may decide to exceptionally hold an extra meeting where necessary. Any extra meetings should take place with the knowledge and approval of the GFSI Team. The GFSI Team will determine whether attendance indicates a predominance of interest for any single stakeholder group and in such cases may cancel the meeting.

A quorum for meeting will be not less than one half of the members of the TWG. The Chair will also determine whether attendance indicates a predominance of interest for any single stakeholder group and in such cases will cancel the meeting.

C. TWG Decision Making

The TWG chair is to facilitate decision-making amongst the TWG. If a decision is required and it appears there is no consensus, the Chair shall initiate a vote of attendees by a show of hands. In such an event, there is also a need for a quorum (which is defined as 50% of members). Voting decisions can only be made by a 75% majority.

D. TWG Composition

TWGs are mandated to deliver specific tasks identified by the GFSI Board and they shall be disbanded by the GFSI Board upon completion of the assigned task.

- > Each TWG is composed of no more than 21 members, including the Chair.
- > The GFSI Team along with the Board Liaisons to each TWG will determine the ideal membership structure for that TWG in a brief, ensuring parity where possible between stakeholders from different sectors.

- > Within a TWG, members can work in smaller subgroups focused on specific topics when relevant, and with the approval of the GFSI Team and Board Liaisons.
- > The group will agree on at least one deputy responsible for taking or collecting notes to maintain a record of the meetings.
- > The groups will be composed according to the following criteria:
 - 4 manufacturers
 - 4 retailers
 - 4 CBs/Abs
 - 4 service providers
 - GFSI-recognised scheme owners (all are invited)
 - Representatives from academia where relevant
 - Priority given to CGF member companies
 - Equal geographical representation must be achieved if possible

E. TWG Members

a. Eligibility Criteria

Any appropriately qualified individual can apply for TWG membership when a call for participation is announced on the GFSI website.

Any single organisation may only have one named representative in each TWG and in a maximum of three groups.

b. Election

Nominated individuals' participation will be made by invitation from the GFSI Board. Participation is for that individual and is not reserved for any other person from the organisation they represent, including any other person from a different subsidiary of that organisation.

All costs and expenses for participants' participation in any or all activities of the GFSI must be covered by the organisations that they represent.

c. Nomination / Candidacy

The process carried out by the GFSI Team in the recruitment of new TWG members is as follows:

- > Preparation of a brief by the GFSI Board and GFSI Team with a specific request for nomination (profile of potential members, mandate).
- > Public call for participation for up to three weeks on the GFSI website.
- > Experts apply providing evidence of the details requested in the brief (application form to be completed).
- > The GFSI Team and the Board liaisons select the most suitable members, according to the criteria presented in the brief and in alignment with the present rules.

Following the final selection of members, the group shall be closed to new members until the TWG mandate is complete.

d. Term of Office

TWG members serve for the length of time required for the group to achieve its mandate from the Board. In the case that a TWG's activities exceed three years in duration, members will be asked to reapply after three years of involvement.

e. Behaviour and Code of Conduct

TWG members shall be actively involved in a project covered by one of the working group mandates, contributing to the objective of GFSI in the form of expertise or support. "Actively" means actual collaboration on and participation in the projects and actions of GFSI, as defined in Article II. Members shall commit to accomplishing the tasks which have been assigned to them and to which they have agreed.

TWG members must sign and endorse the "GFSI commitment pledge" (Annex II). They shall be:

- > Responsive to GFSI Board/Board Liaisons' direction and/or guidance.
- > Prepared, engaged, challenging and collaborative.
- > Prompt, and timely in decision making.
- > Supportive of TWG decisions, once agreed.
- > Visible, showing active promotion of GFSI within their organisation.
- > Present at a minimum of two out of three TWG meetings.
- > Fair and participative in formal voting, decisions and approval of minutes.
- > Maintain confidentiality of any decisions that have not been officially agreed upon.

If a member is unable to attend a TWG meeting, the individual is responsible for reviewing the meeting minutes and making any queries about work items or group decisions prior to the next meeting (not during it).

All members are expected to inform the GFSI Team of any reasons why they shall be unable to deliver particular work items.

f. Relief of Duty

The office of a TWG Member shall terminate in the event of:

- > Voluntary resignation.
- > Change of employer or retirement.
- > Dismissal by the Board of Directors for failure of a TWG member to fulfil the Behaviour and Code of Conduct requirements outlined above (Article VI.E.e.).

In the event that an individual fails to achieve the agreed levels of commitment, that member will be dismissed from the group and appropriate alternative nominations to the GFSI Board shall be made by the GFSI Team and the GFSI Board Liaisons.

In the event that the Chair and GFSI Team remove and replace a member for reasons such as absenteeism, lack of contribution or lack of respect for the Behaviour and Code of Conduct, other members of the TWG shall be informed of the circumstances and the record shall be included within the meeting minutes.

g. Replacement

Each member of the TWG must represent a specific organisation as named in their application when they are appointed. No replacements are allowed in meetings.

F. TWG Chair

a. Role and Responsibilities

Annually, the Chair reports on TWG activity to the GFSI Board and in addition shall:

- > Ensure, with the GFSI Team, that the mandate remains relevant and matches all working activities
- > Chair all meetings, ensuring there is open and adequate discussion on each agenda item and that those discussions are documented.
- > Consider the work programme defined in the mandate and form subgroups to deliver specific work items where necessary and relevant, and with the approval of the GFSI Team.
- > Facilitate decision-making amongst the TWG (See section C).
- > Ensure, with the GFSI Team, that meeting packs and agendas are sent out at least one week in advance to TWG members. The Chair shall make sure notes are taken by a member of the group and they must approve meeting notes as a true record of meetings.
- > Ensure, with the GFSI Team, that next steps are delivered as planned, with timelines and responsibilities maintained.
- > Work with the GFSI Team and the Board Liaison to ensure that the composition of the TWG is balanced and that the commitment of all its members is tracked through attendance and activity.
- > Ensure that new members participate in a comprehensive induction process.
- > Determine with the GFSI Team whether meeting attendance indicates a predominance of interest for any single stakeholder group.

b. Eligibility/Nomination

Any TWG member may be nominated by the GFSI Board.

c. Election

Following the review of nominations, the GFSI Board shall appoint a Chair for each TWG.

d. Term of office

A TWG Chair is appointed for the duration of the planned TWG activity, not to exceed three years. A reappointment for a further two years may be made although not exceeded.

At the end of a TWG member's term(s) as Chair, he or she may remain as TWG member for the remainder of his or her term governed by TWG member term limits.

e. Relief of duty

See section E.f. under TWG Member.

f. Replacement

In the event of the Chair being prevented from fulfilling his/her duties mid-term, the Vice-Chair shall fulfil the remaining term.

G. TWG Vice-Chair

a. Roles and Responsibilities

The TWG Vice-Chair serves as and performs the duties of a member of the TWG. In addition, the Vice-Chair assists the Chair in the execution of his/her duties. The Chair may temporarily delegate his/her powers to the Vice-Chair.

In the absence of the Chair or failing the appointment of the Chair of the TWG, the meeting of the TWG is presided by the Vice Chair.



b. Eligibility

Vice-Chairs shall be a member of the TWG.

c. Nomination / Candidacy

Any TWG member may submit his/her own nomination to the GFSI team.

d. Appointment

Following the review of nominations, the GFSI Board shall appoint one Vice-Chair for each TWG.

e. Term of office

Vice-Chairs serve for two years.

At the end of a TWG member's term(s) as Vice-Chair, he or she may remain as TWG member for the remainder of his or her term governed by TWG member term limits.

There is no limit to the number of terms served by an individual although they shall not serve more than two consecutive terms.

f. Relief of duty

See section E.f. under TWG Member.

g. Replacement

In the event of the Vice-Chair being prevented from fulfilling his/her duties mid-term, the TWG will vote on a replacement from within the TWG membership.

ARTICLE VII: GFSI LOCAL GROUPS (LG)

LGs are industry-driven, multi-stakeholder groups mandated by the GFSI Board in a particular region of the world. The conditions for the formation of a Local Group, as identified by the GFSI Board, are as follows:

- > **Governance:**
 - The group has an identified leader (see governance attached) and liaisons in the GFSI Board (appointed by GFSI Board);
 - A governance model is in place in accordance with GFSI local group governance guidelines
- > **Location justification:**
 - The location and region covered by the group is relevant for GFSI expansion;
 - There is a rationale for food safety in place in the region;
 - GFSI-supporting manufacturers, retailers and food safety schemes are present and active in the region and there is a need for expansion;
 - Other reasons justify the need for a local group in the region (optional)
- > **Sponsorship:**
 - Either there is a majority agreement from major sponsors to support, or self-sufficient/funding model is in place;
 - CGF support if strategically decided by the board (if this region is identified as a priority for CGF local support, and the funding model has been approved)
- > **Activity reporting:**
 - The group will be able to report biannually to the GFSI board on its activities and issues according to the GFSI local group mandate (see attached)

A. Mandate & Authority

a. Mission and Aims

LGs bring together local Food Safety Experts to work collaboratively on local Food Safety issues. The GFSI Executive committee and the GFSI Board decide on the creation of LGs. Sharing the same mission as the GFSI, their mandate is to:

- 1) Implement GFSI's global priorities locally
- 2) Build engagement and awareness among companies
- 3) Build relationships with government bodies

Specific activities associated with the above may be as follows:

- > To communicate the GFSI vision, objectives and approach to foster a greater understanding and uptake of GFSI approach with relevant local audiences
- > To be ambassadors and represent GFSI at meetings, conferences and seminars
- > To build a network with public institutions, academia and other trade associations to share the GFSI approach
- > To create linkages with public policy makers

- > To gather and share feedback on the uptake and impact of the GFSI approach within the region
- > To support the work of the TWGs by acting as a regional and local relay for communication and implementation of specific projects (e.g. Global Markets, Auditor Competence) and reporting back to those TWGs on activities in their geography.

The LGs work in close cooperation with the GFSI Team, the GFSI Board Chair and the rules as described in the subsequent sections of this article. Once a year, the LGs report to the GFSI Board at the Board meeting taking place back to back with the Global Food Safety Conference.

b. Resources and Project Facilitation

GFSI Local Groups shall be financially self-sustaining. The management, facilitation and required resources (financial, material or human) for local meetings, events (i.e. Focus Days), work projects and communication tools shall be the responsibility of the LG. In exceptional cases, the GFSI Team or CGF may provide such resources and/or support to a LG when the need has been validated by the CGF and GFSI Boards.

A charter shall be drawn up, modelled after the present bylaws for TWGs, by the GFSI Team and LG representative/steering committee. The charter shall show an adaptation of the process for LG membership and election of Chairs and Vice-Chairs, according to the local needs and context. Such rules must be discussed and drafted by the GFSI team and LG representative and approved by both the LG Steering Committee and the GFSI Board once the proposal for local group creation is reviewed and approved by the GFSI board.

c. Work Plan

Each group establishes its work plan, objectives and expected outputs in line with the mandate given above. The work plan is presented to the GFSI Board by the Local Group sponsor who reports regularly to the GFSI team and Board on Local Group progress. The GFSI team facilitates the link between the Local Group and the other TWGs.

d. Communication

The GFSI LGs shall abide by the general Communication Rules and Regulations outlined below:

- > Members' names, their job title and their organisation shall be published on the GFSI website.
- > All documents published by or using the GFSI logo must be approved by the GFSI team before use.
- > If members choose to share their involvement in the programme through their corporate or organisational communication, whether internal or external, relevant credible and agreed information will be provided by the GFSI team. All materials must be reviewed and validated by the GFSI team.
- > External materials shall be provided on the website with public access.

The GFSI team shall provide LGs with all general communication tools for the presentation of its approach, TWG work and the benchmarking process. The GFSI Team shall also provide LGs with communication tool templates and the GFSI visual identity for adaptation to their local communication needs. Any communications tools adapted and/or developed by LGs must be submitted to the GFSI team for review and validation prior to use.

B. Meetings and Participation

Each LG decides how often it would like to meet during the course of the year. Each LG will establish a clear agenda and communication process. This process shall be reviewed and validated by the GFSI Board. Meeting minutes will be prepared and shared with LG members, the GFSI Team and the GFSI Board.

C. Decision Making

The LG Chair facilitates decision-making amongst the LG. If a decision is required, and it appears there is no consensus, the Chair shall initiate a vote of attendees by a show of hands. In such an event, there is also a need for a quorum (which is defined as 50% of members). Voting decisions can only be made by a 75% majority.

D. Structure & Composition (Steering Committee)

Each Local Group shall be led by a Steering Committee. Each LG Steering Committee is composed of no more than 27 members, including the Chair. Membership of each LG shall be as balanced as possible between stakeholders from the following sectors:

- > Retail/Wholesale
- > Distribution
- > Food service/Catering
- > Manufacturing
- > Primary Production

To ensure the opportunity for succession of new Steering Committee membership, there shall be an annual review of membership to allow for either a replacement or for reappointment of members as necessary to keep the group effective.

Only one representative per company is allowed.

The Steering Committee will decide if it will divide into sub-groups in order to achieve its mandate, or set up multi-stakeholder Working Groups.

E. Members

a. Roles and Responsibilities

LG members work collaboratively to achieve the objectives of the GFSI LG, according to its mandate and under the guidance of the LG Chair and the GFSI Board.

b. Eligibility/Nomination and Appointment

At least three GFSI Board Members will nominate one local colleague each to form the basis of the LG Steering Committee. The process for further composition, including the eligibility, nomination and appointment of members, may be modelled after the process described for TWG membership (See Article VI). However the process shall be drawn up by the Steering Committee Chair and the GFSI team, in alignment with the local needs and context, and validated by the GFSI Board.

c. Nomination / Candidacy, Terms of Office and Relief of Duty

The process for the nomination of new members to a LG, including their terms of office and relief of duty may be modelled after the process described below:

- > Preparation of a brief and specific call for nomination (profile of members, mandate)
- > Public call for participation for three weeks on the GFSI website
- > Experts apply according to the details requested in the brief (CV, letter, etc.)
- > The GFSI team and the Board liaisons select the most suitable members according to the criteria presented in the brief and in alignment with the present rules.

The above process can be adapted and shall be drawn up by the Steering Committee Chair specifically for the local group, in alignment with the local needs and context, and validated by the GFSI Board.

Local Group membership is reviewed on an annual basis during the last meeting of the year. The LG composition is then reported back to the GFSI Board.

All costs and expenses for participants' participation in any or all activities of the GFSI must be covered by the organisations that they represent.

d. Behaviour and Code of Conduct

LG members shall be actively involved in a project contributing to the objective of GFSI and the particular LG in the form of expertise or support. "Actively" means actual collaboration on or participation in the projects and actions of GFSI.

The Behaviour and Code of Conduct for each LG may be modelled after the following rules:

LG members shall be:

- > Responsive to GFSI Board direction and/or guidance
- > Prepared, engaged, challenging and collaborative
- > Prompt, and timely in decision making
- > Supportive of LG decisions, once agreed
- > Visible, showing active promotion of GFSI within their organisation
- > Present at a minimum defined number of meetings per year
- > Fair and participative in formal voting, decisions and approval of minutes
- > Maintain confidentiality of any decisions that have not been officially agreed upon
- > Make regular reporting through conference calls with GFSI Team

The above process can be adapted and shall be drawn up by the Steering Committee Chair and the GFSI team, in alignment with the local needs and context, and validated by the GFSI Board.

F. Chair and Vice-Chair

The GFSI Board shall appoint a Chair for each LG for the duration of the planned activity, not to exceed two years.

Annually, the Chair reports on LG activity to the GFSI Board and GFSI Team and in addition shall carry out any duties agreed upon by the GFSI team and the LG Steering Committee in the specific LG charter.

The appointment of a LG Vice-Chair is optional and the process shall be drawn up by the Steering Committee chair and the GFSI team, in alignment with the local needs and context, and validated by the GFSI Board.

ARTICLE VIII: GFSI BENCHMARKING COMMITTEE (BC)

A. Mandate and Authority

The benchmarking process carried out by GFSI is the method by which a food safety scheme is objectively compared to defined requirements as laid down in the GFSI Guidance Document to determine equivalence.

The comparison is carried out by a GFSI Benchmarking Committee of food safety experts having been trained and approved by the GFSI Team. Those members are appointed by the GFSI Executive Committee in order to decide whether a scheme is in conformity with the requirements of the GFSI Guidance Document. This committee will, following the review, make recommendations to the GFSI Board for recognition or non-recognition of the food safety scheme. The review is carried out in a systematic manner, in accordance with the process defined within the GFSI Guidance Document.

The Benchmarking of a Food Safety Scheme must follow the process as outlined in the Guidance Document. The steps are presented in brief below:

- 1) The Scheme Owner submits an application (available via the GFSI website) including all necessary supporting objective evidence.
- 2) A Benchmark Committee Leader convened by the GFSI team conducts a preliminary screening of each application.
- 3) If the application is accepted, it is reviewed in further detail by the assigned Benchmarking Committee (retailer, food service, manufacturer or producer members) with clarification from the Scheme Owner where needed.
- 4) If the application meets the Benchmarking Committee's satisfaction in meeting the GFSI requirements, a stakeholder consultation period is carried out for one month.
- 5) Based on the comments received and the Scheme Owner's responses, the Benchmarking Committee prepares a detailed report for the GFSI Board, recommending that the scheme be accepted, rejected or rejected until modifications to the scheme are demonstrated.

B. Meetings and Participation

Meetings are held remotely through webinars and conference calls. Failure to attend the Benchmarking Committee calls provides reason for the member to forfeit their place on the Benchmarking Committee.

C. Benchmarking Committee Members

The process for the appointment of the Committee Leader and of its members must follow the rules outlined in the GFSI Guidance Document Part I. In addition:

- > The GFSI shall hold a register of Benchmarking Committee members which shall be publicly available on the GFSI website.



- > The committee shall achieve a balance of experts from retailers, suppliers or food service companies with knowledge and expertise in the application of GFSI recognised schemes.
- > The committee shall include a representative from an Accreditation Body that is a member of the International Accreditation Forum.
- > The committee members shall not be committed users of the scheme being considered for recognition.
- > The rules for conflict of interest and confidentiality within these bylaws are applicable to all members of any given Benchmarking Committee

ARTICLE IX: GENERAL RULES AND REGULATIONS FOR MEMBERS OF GFSI BOARD, TWG, LG AND BENCHMARKING COMMITTEE

A. Conflict of interest and confidentiality

Members shall commit to act in a professional, ethical and impartial manner at all times and shall not use any information obtained to commercially promote their own or their organisation's interests.

All information provided to members at a TWG, LG or BC meeting that is not already in the public domain, is regarded as confidential.

In the event of a change of member's circumstances that may result in a conflict of interest, the member must inform without delay and in writing the Chair/ BC Leader of the circumstances.

In certain circumstances, particularly for BCs, members may be asked to sign a confidentiality and non-conflict of interest agreement.

B. Observers

To support the objectives of GFSI, Observers will be invited to face-to-face meetings of TWG's and LGs. In each case, the Observer will have confirmed in writing that they have read and understood this Charter including these specific rules to which they must adhere:

- > Attendance depends on the agreement of the Chair and is limited to two observers per group on a first come first serve basis
- > TWGs' face-to-face meetings are convened in parallel sessions. Observers may only attend plenary sessions which have been named in advance
- > There shall be no comment on any agenda item unless invited to do so by the Chair

C. Communication

All Board/ TWG/LG or BC members must agree and adhere to the following:

- > Their names, their job title and their organisation shall be published on the GFSI website.
- > All documents published by or using the GFSI logo must be approved by the GFSI team before use.
- > If members choose to share their involvement in the programme through their corporate or organisational communication, whether internal or external, relevant credible and agreed information will be provided by the GFSI team. All materials must be reviewed and validated by the GFSI team.
- > External materials shall be provided on the website with public access.

D. Competition / antitrust compliance policy



The GFSI has an unwavering policy of complying with competition laws in all its activities. TWG and LG members, according to the guidelines detailed within the GFSI Governance Model and Behaviour and Code of Conduct, commit to respecting this general policy.

This essentially implies that no exchange of confidential or commercially sensitive information will be permitted, that would unduly restrict competition or reduce the uncertainties in commercial negotiations. Therefore, all GFSI Bard, TWG, LG and BC members are subject to the rules and guidelines here below:

- > Members shall not enter into any discussion or activity that may infringe, on its part or on the part of their membership, suppliers, customers, branch and any applicable competition law. By way of example, members shall not discuss, communicate or exchange information relating to prices, marketing and advertising strategy, cost and revenues, trading terms and conditions with third parties, including purchasing strategies, terms of supply, trade programmes, or distribution strategies, etc.
- > Members shall not engage in discussions or activities that could lead to the boycott of a supplier or customer or to the understanding that a named supplier or customer is not a suitable business partner.



ANNEX I – GFSI BOARD STATEMENT OF COMMITMENT

The Global Food Safety Initiative was established with the following objectives:

- 1) Reduce food safety risks by delivering equivalence and convergence among effective food safety management systems
- 2) Manage cost in the global food system by eliminating redundancy and improving operational efficiency
- 3) Develop competencies and capacity building in food safety to create consistent and effective global food systems
- 4) Provide a unique international stakeholder platform for collaboration, knowledge exchange and networking

The GFSI Board ensures that GFSI delivers on its objectives and integrates the expectations of stakeholders by:

General:

- > Carrying out the mandates assigned to it by the CGF
- > Liaising effectively with The Consumer Goods Forum (CGF) to ensure sufficient resources for the Initiative
- > Working with the GFSI Team which operates to facilitate the GFSI activities and is managed by the CGF managing director
- > Overseeing and steering the Initiative’s strategy and implementation
- > Ensuring progress is being made against agreed timelines and deliverables
- > Ensuring effective governance of GFSI
- > Ensuring effective coordination of communication activities
- > Maintaining effective communication with key stakeholders

Technical Work Groups (TWG) and Local Groups (LG)

- > Defining the composition, scope, objectives and deliverables
- > Appointing the Chair and Vice-Chair (if applicable) for each Group
- > Assigning at least one Board Member as Liaison to each group
- > Overseeing the Benchmarking process
- > Monitoring the deliverables

GFSI Board members agree to work towards the delivery of the GFSI objectives by:

- > Recognizing and adhering to the GFSI bylaws,
- > Actively supporting GFSI within their company
- > Promoting actively the ‘certified once, accepted everywhere’ principle by accepting all GFSI recognised schemes in their respective supply chains without preference

Name: _____

Signature: _____

Title: _____

Date: _____



ANNEX II – GFSI TWG MEMBERS STATEMENT OF COMMITMENT

The Global Food Safety Initiative was established with the following objectives:

- 1) Reduce food safety risks by delivering equivalence and convergence among effective food safety management systems
- 2) Manage cost in the global food system by eliminating redundancy and improving operational efficiency
- 3) Develop competencies and capacity building in food safety to create consistent and effective global food systems
- 4) Provide a unique international stakeholder platform for collaboration, knowledge exchange and networking

Facilitated by the GFSI team, the TWGs shall:

- > Work collaboratively to deliver mandates provided by the GFSI Board through individual or group tasks, conference calls and consultations (the review of official documentation)
- > Meet to discuss and identify key issues and make recommendations to the Board
- > Define appropriate methodologies and work plans to execute their allocated tasks in the given time frames
- > As appropriate, members shall proactively consult with GFSI Stakeholders.

GFSI TWG members agree to work towards the delivery of the GFSI objectives by:

- > Recognizing and adhering to the GFSI bylaws,
- > Actively supporting GFSI within their company
- > Promoting actively the 'certified once, accepted everywhere' principle by accepting all GFSI recognised schemes in their respective supply chains without preference

Name: _____

Signature: _____

Title: _____

Date: _____



ANNEX III – GFSI LG MEMBERS STATEMENT OF COMMITMENT

The Global Food Safety Initiative was established with the following objectives:

- 1) Reduce food safety risks by delivering equivalence and convergence among effective food safety management systems
- 2) Manage cost in the global food system by eliminating redundancy and improving operational efficiency
- 3) Develop competencies and capacity building in food safety to create consistent and effective global food systems
- 4) Provide a unique international stakeholder platform for collaboration, knowledge exchange and networking

LGs bring together local Food Safety Experts to work collaboratively on local Food Safety issues. Sharing the same mission as the GFSI, their mandate is to:

- 1) Implement GFSI’s global priorities locally
- 2) Build engagement and awareness among companies
- 3) Build relationships with government bodies

Sharing the same mission as the GFSI, specific activities associated with the above may be as follows:

- > To communicate the GFSI vision, objectives and approach to foster a greater understanding and uptake of GFSI approach with relevant local audiences
- > To be ambassadors and represent GFSI at meetings, conferences and seminars
- > To build a network with public institutions, academia and other trade associations to share the GFSI approach
- > To create linkages with public policy makers at national, state and local levels
- > To gather and share feedback on the uptake and impact of the GFSI approach within the region
- > To support the work of the TWGs by acting as a regional and local relay for communication and implementation of specific projects

GFSI LG members agree to work towards the delivery of the GFSI objectives by:

- > Recognizing and adhering to the GFSI bylaws,
- > Actively supporting GFSI within their company
- > Promoting actively the ‘certified once, accepted everywhere’ principle by accepting all GFSI recognised schemes in their respective supply chains without preference

Name: _____

Signature: _____

Title: _____

Date: _____



ANNEX IV – GFSI BENCHMARKING COMMITTEE MEMBERS STATEMENT OF COMMITMENT

The Global Food Safety Initiative was established with the following objectives:

- 1) Reduce food safety risks by delivering equivalence and convergence among effective food safety management systems
- 2) Manage cost in the global food system by eliminating redundancy and improving operational efficiency
- 3) Develop competencies and capacity building in food safety to create consistent and effective global food systems
- 4) Provide a unique international stakeholder platform for collaboration, knowledge exchange and networking

The GFSI Benchmarking process is carried out by a Benchmarking Committee which is mandated and overseen by the GFSI Board.

A scheme is ‘recognised’ by GFSI when the GFSI Board accepts the Benchmark Committee’s recommendation, having decided that it meets the internationally-recognised food safety requirements outlined in the GFSI Guidance Document.

The Benchmarking of a Food Safety Scheme must follow the process as outlined in the Guidance Document (Appendix X).

GFSI Benchmarking Committee members agree to work towards the delivery of the GFSI objectives by:

- > Recognizing and adhering to the GFSI bylaws,
- > Actively supporting GFSI within their company
- > Promoting actively the ‘certified once, accepted everywhere’ principle by accepting all GFSI recognised schemes in their respective supply chains without preference

Name: _____

Signature: _____

Title: _____

Date: _____

ANNEX V – BOARD LIAISONS (FEBRUARY 2017)

TECHNICAL WORKING GROUPS	BOARD LIAISONS		Chair / V.Chair
GMP PRIMARY	Gillian Kelleher	Aaron Schneider	C: Ciaran Conway VC : Leslie Bourquin
GMP IMPLEMENTATION	Cindy Jiang	Rick Roop	C: Stefano Crea VC: Roger Bont
REGIONAL OUTREACH	Anita Scholte op Reimer		C: Rosalind Zils VC. Diane Taillard
FOOD SAFETY CULTURE	Kerry Bridges	Rick Roop	C.Lone Jespersen VC: John Carter
FOOD SERVICE	Gillian Kelleher		C. Tom Ford VC. Spencer Breidinger
COMMITTEES			
AUDITOR COMPETENCE	Carletta Ooton	Neil Marshall	C: Mark Overland VC : Fayçal Bellatif
LOCAL GROUPS			
LG US/CANADA	Frederic René	Craig Wilson	
LG CHINA	Zaotian Wan	Cindy Jiang	
LG LATAM	Hervé Gomichon	Mike Robach	
LG JAPAN	Katsuki Kishi	Neil Marshall	
LG MEXICO	Anthony Huggett	Carletta Ooton	
EU LOCAL GROUP	Pierre de Ginestel	Tim Smith	
SCHEME OWNER LIAISONS	Gillian Kelleher	Hervé Gomichon	
SPONSOR LIAISONS	Anita Scholte op Remier	Neil Marshall	
CONFERENCE COMMITTEE LIAISONS	Katsuki Kishi	Gillian Kelleher Anita Scholte op Remier /Daniela Fetecauova	



TASK FORCE BIG DATA TRANSPARENCY	Anthony Huggett, Neil Marshall, Mike Robach	Anita Scholte op Reimer, Gillian Kelleher	
TASK FORCE			
GRA Taskforce	Carletta Ooton	Anthony Huggett	
Primary Production Taskforce	Gillian Kelleher	Kerry Bridges	
Benchmarking Requirements	Anita Scholte op Remier	Neil Marshall	
Global Markets Taskforce	Cindy Jiang	Pierre De Ginestel	Anthony Huggett Gillian Kelleher Kerry Bridges