

# GFSI Governance Model And Rules of Procedure

**Version 042021**



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# ARTICLE I: THE CONSUMER GOODS FORUM (CGF)

The Consumer Goods Forum (CGF) is a CEO-led organisation, bringing together the leading companies in the global consumer goods industry with a common purpose to drive positive change and build consumer trust. The CGF membership includes some 400 retailers, manufacturers, service providers and other stakeholders across 70 countries and reflects the diversity of the industry in geography, size, product category and format.

The CGF provides a unique global platform for collaborative action and best practice sharing under four broad pillars: End to End value chain, Health & Wellness, Social & Environmental Sustainability and Food Safety.

The CGF is led by a Board consisting of over 50 CEOs from member companies and has two Co-Chairs, representing the manufacturing and retail sectors. The CGF has a Managing Director who is responsible for the Central and Regional CGF teams and is accountable to the CGF Board.

The relationship between CGF and GFSI:

- The CGF establishes and oversees Coalitions of Action in line with the four pillars detailed above and one of these is the Global Food Safety Initiative (GFSI).
- The CGF Governance Committee appoints two Coalition Sponsors to each Coalition of Action from the CGF Board, one from each of the Board's manufacturer and retailer representatives.
- The CGF Coalition Sponsors are the key contacts on the CGF Board for any matter related to GFSI and fulfil the following specific duties:
  - Challenging the direction and progress (on behalf of the whole CGF Board).
  - Helping to engage other CGF CEOs in the work.
  - Acting as external advocates for the Coalition.
  - Reporting back to the full CGF Board on the progress and impact of the Coalition's work.
- Any CGF member company may join the GFSI Coalition of Action
- Coalition of Action members where they are retailers or manufacturers, are entitled to nominate representatives who may apply to join a Steering Committee responsible for developing the objectives and strategy for GFSI which may be subject to approval by the CGF Board.

# ARTICLE II: THE GLOBAL FOOD SAFETY INITIATIVE (GFSI)

## A. Mandate

The Global Food Safety Initiative vision is safe food for consumers everywhere. This CGF Coalition is an industry-driven initiative providing thought leadership and guidance on food safety system controls necessary to assure the safety of the food supply chain in an efficient manner. 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 encourage open and non-discriminatory collaboration, build capability and promote a harmonised approach to managing food safety across the industry.

The Global Food Safety Initiative Coalition has three key objectives:

- 1) Harmonising and raising standards of food safety certification programmes.
- 2) Building food safety capabilities across the global food supply chain.
- 3) Public Private Partnerships between food safety regulators, IGOs and the food industry.

Each objective has a clearly defined outcome:

- 1) Harmonisation: GFSI-recognised accredited, 3rd party certification guarantees a Food Safety System (FSS) that provides essential elements for the provision of safe food for consumers everywhere.
- 2) Capability building: Enabling improvements in the FSS of non GFSI certified Food Business Operators (FBOs) such that they are able to achieve GFSI certification and /or regulatory compliance resulting in safer food for consumers everywhere.
- 3) Public-Private Partnerships: Food safety regulators trust that GFSI certification can be used for risk-based resource allocation and, together with IGOs and the wider food industry, common food safety risks are addressed in a standardised way.

To fulfil these objectives, GFSI shall:

- Promote the global acceptance of GFSI-recognised certification programmes across industry, government, regulators and NGOs through the principle of 'certified once, accepted everywhere'.
- Specify minimum requirements for the effective governance and operation of food safety management certification programmes with a constant drive for continuous improvement and ensure equivalence of these standards across the food supply chain through consistent benchmarking programmes.
- Support the development of food safety capability in developing countries through partnerships with industry, government and NGOs.
- Drive global change through the identification of strategic food safety issues through multi-stakeholder engagement, publishing position papers to promote calls for actions to address these food safety risks.
- Bring together food safety experts from all over the world to exchange knowledge on food safety issues.

To fulfil these objectives, GFSI shall not:

- Own any food safety management certification programmes.
- Provide accreditation or certification.
- Make policy for any business or certification programme owners.
- Write standards or guidelines that impact on certification standards.
- Develop and/or deliver food safety training.
- Have any involvement outside food safety, such as quality, animal welfare, social compliance or the environment.
- Engage in lobbying activities.



B. GFSI Governance Structure





# ARTICLE III: THE GFSI COALITION TEAM (CGF FOOD SAFETY COALITION)

The GFSI Coalition Leader (GFSI Director), the GFSI Coalition Team and their regional CGF colleagues around the world are appointed by the CGF and are accountable through the CGF Managing Director to the CGF Board. Their role includes:

- Ensuring that the CGF mission, values and governance rules are always reflected in the work of the Coalition and that the Coalition plans reflect high aspirations and avoid the risk of lowest common denominator proposals, managing the process to reach consensus.
- Providing transparency to the Steering Committee and CGF Board on the plans and progress of the Coalition.
- Ensuring that the views of all Coalition members in all regions (and where appropriate all other CGF members) are reflected in key decisions.
- Leading the Steering Committee on an effective forward implementation plan and organising an efficient schedule of meetings and calls to engage the Steering Committee, Sub Committees, Working Groups and Local Groups.
- Leading effective implementation of the agreed strategy either by handling project management work directly or by overseeing third party project management resource.
- Leading consistent execution of the agreed communications strategy, either by handling the work directly or by appointing and overseeing third party communications resource.
- Being accountable for all Coalition expenditure against the agreed budget including contracting with all third-party service providers.
- Providing feedback and transparency on the extent to which all Coalition members, Working Group members, Local Group members and any stakeholders are acting in accordance with the Coalition Charter and Governance Model and Rules of Procedure.
- Developing and maintaining the relationships between GFSI and its stakeholders and relevant inter-governmental organisations.
- Ensuring compliance with the GFSI Governance Model and Rules of Procedure through the delivery of an Annual Review and the production of an associated Compliance Report for review by the GFSI Governance Sub Committee, Steering Committee and the CGF Board. (See Annex V)
- Maintaining efficient and effective internal working practices through the management of a GFSI Coalition Team Procedures Manual.
- Ensuring GFSI compliance with applicable regulations.
- Ensuring GFSI operates at all times in line with [CGF antitrust statutes](#)

# ARTICLE IV: STAKEHOLDER ENGAGEMENT

GFSI presides over a community that delivers food safety through the benchmarking and the harmonisation of food safety programmes recognised as meeting the GFSI Benchmarking Requirements. This community includes multiple actors playing multiple parts in delivering food safety audits and certification upon which the global food industry relies.

Appropriate engagement of this wide and diverse community is critical to the ability of GFSI in delivering its purpose of safe food for consumers everywhere. Each stakeholder defines their relationship with GFSI differently, in line with their own objectives and strategy, and their role and relationship with the food industry. It is only right that GFSI defines an engagement strategy and engagement tools tailored to the needs of this relationship.

## A. Principles

All engagement with GFSI is underpinned by:

- CGF Antitrust statutes.
- GFSI Governance Model and Rules of Procedure.
- GFSI Code of Ethical Conduct.

GFSI expects any parties wishing to engage with them to adhere to these and will not engage with stakeholders who are demonstrably in breach of any of the above.

The formality of the relationship between GFSI and their stakeholders varies in order to be appropriate to the influence of each stakeholder on GFSI's strategy and outcomes, and their impact on it:

- **Influence:** The point of view of the stakeholder would lead GFSI to review its outcomes or strategy.
- **Impact:** The actions of the stakeholder are critical to GFSI's ability to deliver its outcomes and strategy.

**Table 1: Categories of GFSI stakeholders**

Influence	Partners	Drivers
	<ul style="list-style-type: none"> <li>• Are critical to the definition of the strategy / outcome.</li> <li>• Provide reference information to support GFSI's evidence-based work.</li> </ul>	<ul style="list-style-type: none"> <li>• Are responsible for defining, resourcing and delivering the GFSI strategy.</li> <li>• Agree and define GFSI's strategy and outcomes with them.</li> </ul>

	<b>Beneficiaries</b> <ul style="list-style-type: none"> <li>Benefit and trust the work of and tools developed by GFSI.</li> <li>Impact the success of GFSI in delivering its outcomes.</li> </ul>	<b>Enablers</b> <ul style="list-style-type: none"> <li>Are critical to the implementation of the GFSI's strategic outcomes.</li> <li>Provide GFSI with insights into the opportunities and challenges of implementing GFSI's strategy and outcomes.</li> </ul>
	<b>Impact</b>	

A tailored engagement strategy is defined for each category of stakeholders, led by a dedicated member of the GFSI team accountable for the mutually beneficial relationship between the stakeholders and GFSI.

**Table 2: GFSI's tailored stakeholder engagement strategy**

<b>Influence</b>	<b>Partners</b> <ul style="list-style-type: none"> <li>GFSI fosters alignment with partners to promote food safety goals.</li> <li>The GFSI Senior Manager is accountable for engagement.</li> </ul>	<b>Drivers</b> <ul style="list-style-type: none"> <li>GFSI monitors closely and engages frequently with drivers.</li> <li>The GFSI Director is accountable for engagement.</li> </ul>
	<b>Beneficiaries</b> <ul style="list-style-type: none"> <li>GFSI monitors beneficiaries.</li> <li>The GFSI Coordinator / Community Manager is accountable for engagement.</li> </ul>	<b>Enablers</b> <ul style="list-style-type: none"> <li>GFSI keeps engaged with enablers.</li> <li>The GFSI Senior Manager / Community Manager is accountable for engagement.</li> </ul>
	<b>Impact</b>	

The influence and impact of a stakeholder may vary for specific GFSI-led projects. The foundational level of engagement defined for each stakeholder will be reviewed for each project initiated by GFSI and adjusted for its need, in line with the principles of this document.

## B. Identification and Classification of GFSI stakeholders

GFSI maintains a comprehensive list and classification of all their stakeholders, evaluating the impact and influence of each stakeholder on the GFSI strategy and outcomes, as illustrated in Annex I. If a stakeholder would like further detail on this classification and / or would like to understand its position in it, they may contact a GFSI team member or write to [gfsinfo@theconsumergoodsforum.com](mailto:gfsinfo@theconsumergoodsforum.com).

## C. GFSI's tools of engagement

GFSI uses a number of approaches to engage with their stakeholders. These approaches are governed by the CGF and GFSI and are applied based on:

- The classification of each stakeholder based on their influence and impact,
- The purpose of the engagement: informing, facilitating network between, or consulting stakeholders.

**Table 3: GFSI's engagement tools**

GFSI consultation tools	GFSI networking tool	GFSI informing tools
Tailored to stakeholders and engagement	Accessible to all stakeholders	Accessible to all stakeholders
<i>Steering Committee</i> <i>Bilateral meetings</i> <i>Working Groups</i> <i>Local Groups</i> <i>Government to Business</i> <i>CGF membership / observer to stakeholder's organisation</i> <i>Stakeholder Consultations</i> <i>Stakeholder Surveys</i>	<i>GFSI annual conference</i> <i>Social media:</i> <ul style="list-style-type: none"> <li>• <i>twitter account</i></li> <li>• <i>LinkedIn closed group</i></li> <li>• <i>Facebook page</i></li> </ul>	<i>www.mygfsi.com</i> <i>GFSI library</i> <i>Newsletter</i> <i>Blogs</i> <i>YouTube channel</i> <i>gfsinfo@theconsumergoodsforum.com</i>

The governance requirements applicable to each of these engagement tools, and more specifically the consultation tools, are defined in the GFSI Governance Model and Rules of Procedure. This identifies eligibility criteria for all key GFSI's engagement tools, allowing stakeholders to optimise their opportunities to engage with GFSI.

Whenever this could benefit the purpose of GFSI and its stakeholder, GFSI, through its parent organisation, may accept the stakeholder's rules of engagement, e.g. become a member or an observer, as long as these do not contradict GFSI Governance Model and Rules of Procedure, Code of Ethical Conduct and CGF antitrust statutes.

GFSI's aim is that any of its stakeholders recognises how GFSI governs its relationship and engagement with them. GFSI monitors regularly stakeholders' satisfaction and use of this engagement strategy, and each stakeholder's classification, to ensure it delivers on its principles [of effective and open stakeholder engagement].

# ARTICLE V: GFSI STEERING COMMITTEE

## A. Mandate & Authority

The GFSI Steering Committee oversees and leads all GFSI activities ensuring that GFSI delivers on its objectives and integrates the expectations of stakeholders by:

- Defining the coalition's objectives and strategy, subject to approval by the CGF Board.
- Overseeing execution of the strategy, ensuring progress is made against agreed timelines and deliverables.
- Defining annually the composition, scope, objectives and deliverables of the Sub Committees, Working Groups and Local Groups.
- Appointing the Chair of each Sub Committee
- Working closely with the GFSI Coalition Team and CGF Local Group Team (CGF Regional Team and GFSI Regional Manager), if present, to facilitate the implementation of GFSI activities.
- Working with the GFSI Coalition Team to develop fact-based position papers and progress reports.
- Maintaining effective communication and networking with key stakeholders.
- Promoting GFSI within the food industry and advocating GFSI initiatives.
- Participating in one of the GFSI Sub Committees and volunteering their company experts to relevant GFSI Working Groups.
- Ensuring effective governance of GFSI.
- The GFSI Coalition Team is accountable for the GFSI Coalition budget through the CGF. The GFSI Steering Committee can identify additional resource needs via the Co-Chairs with the GFSI Coalition Team and develop proposals for the CEO Sponsors / CGF Governance Committee.
- GFSI Steering Committee members undertake to contribute to the production of an Annual Review and Compliance Report (Annex V).

The GFSI Steering Committee shall abide by the general Communication Rules and Regulations outlined in the Code of Ethical Conduct (See Article XI).

## B. Steering Committee Composition

All retailer and manufacturer members of the Coalition i.e. CGF full members whose CEO's have signed them up to the GFSI Coalition Charter, are eligible to apply to join the Steering Committee.

- Due to the nature of the GFSI Steering Committee work and the absolute need to maintain impartiality in relation to industry food safety requirements, Steering Committee membership is not assigned to service providers (defined as per the CGF's definition of sectorial categories), including associations, certification programme owners, certification or accreditation bodies, food safety related service providers. Mechanisms do exist to ensure full engagement with stakeholders not eligible to sit on the Steering Committee (see article IV).

Steering Committee representatives must be formally nominated by the CEO of the member company.

The following criteria **MUST** also be fulfilled and will be assessed as part of the election process by the GFSI Governance Sub Committee (See Section C below):

The individual;

- Is accountable for food safety in their company i.e. Director or Vice President of food safety has demonstrable food safety experience with accompanying qualifications and a track record of improving food safety and quality in the food industry,
- Has the delegated decision-making authority for food safety to advance the Coalition,
- Is able to sign and adhere to the GFSI Steering Committee Statement of Commitment on behalf of their company (Annex II),
- Is able to demonstrate their company's proactive implementation of GFSI objectives, by actively promoting the 'certified once, recognised everywhere' principle and accepting all GFSI-recognised certification programmes in their respective supply chains,
- Commits to be personally active in GFSI's activities,
- Ensures that their participation in all GFSI activities will be covered by the organisations that they represent,
- Does not serve on the Board of any GFSI-recognised Certification Programme Owner or Certification Body and does not hold any other positions or engage in any other activities which could be viewed as anti-competitive as they relate to GFSI,
- Is a permanent employee of the member company (consultants are not eligible for GFSI Steering Committee or Sub Committee membership) unless as envoys of the CGF Co-Sponsor. Envoys, where not full-time employees cannot stand for election as Co-Chair or Vice Co-Chair
- Is not a member of the CGF Board or Governance Committee.

The GFSI Steering Committee has an upper limit of 29 members, for efficiency reasons. Steering Committee members will therefore be elected, by vote of the retailer and manufacturer members (see Election Process, below). Any change to limits must be approved by the CGF Coalition Sponsors after consultation with the CGF Governance Committee. Sponsors will also regularly review the outcome of elections, with a view to issues such as the rights of unrepresented Coalition members and overall committee balance / diversity (see C.2 Appointment Process criteria).

A company may only have one representative on the Steering Committee at any time. No substitutes for GFSI Steering Committee membership are allowed.

## C. Election Process

### C.1 Nomination / Candidacy

On a quarterly basis a short window of application will be opened for nomination and election to the GFSI Steering Committee from eligible individuals.

Applications will be received from CGF Coalition members wishing to apply for Steering Committee membership by the GFSI Director. Applications will be reviewed initially by the GFSI Coalition Team to ensure that they meet the suitability criteria. A list of suitable applications will then be submitted to the GFSI Governance Sub Committee for review. The submission must include:

- a formal nomination from the CEO of the member company.
- a personal profile i.e. resume, CV, etc.
- a letter of motivation in relation to their membership of the Steering Committee.
- a completed application form (Annex III) confirming eligibility in accordance with the Criteria detailed in Section B (above).

## C.2 Appointment Process

The GFSI Governance Sub Committee will review the submission based on the following criteria:

- Membership of the CGF.
- Available capacity on the Steering Committee.
- Compliance with all of the elements defined in Section B (above).
- Balanced geographical and industry sector representation i.e. manufacturing and retail, including the need to have significant representation from both large and small industry companies to ensure that decisions take into account the diverse perspectives within the industry.
- The need to build trust and credibility among the stakeholders (governments, certification programme owners, global organisations, etc.).
- Personal willingness to contribute.
- Desire to collaborate
- Commitment to the vision and mission of GFSI
- Effective support of the Initiative in line with this Governance Model and Rules of Procedure and the GFSI Commitment pledge including the Code of Ethical Conduct (see Article XI).

If capacity is available on the Steering Committee and the Governance Sub Committee assesses that the candidate meets all of the qualifying criteria, a recommendation for appointment will be sent to the Steering Committee. Members of the Steering Committee will vote anonymously yes, no or abstention (any abstention will not be counted), and subject to 50% or more voting in favour (with a minimum of 75% of Steering Committee Members voting), the individual will be appointed to the Steering Committee.

If capacity is not available on the Steering Committee but the Governance Sub Committee assesses that the candidate meets all of the qualifying criteria, the application will be held until the next available space becomes available through the resignation of an existing member (where the company does not want to replace them with a suitable alternative representative).

If a Steering Committee member resigns their position and their company wishes to continue representation on the Committee, the same appointment process described above will take place and the Governance Sub Committee will review their application and, if acceptable, will recommend their appointment to the Steering Committee. Members of the Steering Committee will vote anonymously yes, no or abstention (any abstention will not be counted), and subject to 50% or more voting in favour (with a minimum of 75% of Steering Committee Members voting), the individual will be appointed to the Steering Committee.

In circumstances where a Steering Committee member resigns their position and their company wishes to continue their representation, but an application is also being held from a prospective new CGF Coalition member and where both candidates meet the criteria as determined by the GFSI Governance Sub Committee, both applicants will be submitted for ballot to the Steering Committee and the candidate with the highest number of votes will be appointed. Where there is a tie in votes, the Co-Chairs' votes will constitute the casting votes. In the event that the Co-Chairs' votes are tied, the company with the

existing position on the Steering Committee will retain their seat. The unsuccessful candidate will be retained until a future vacancy arises.

Newly appointed Steering Committee members will participate in an onboarding session provided by the Governance Sub Committee with supporting material provided by the GFSI Coalition Team. The Steering Committee members will be required to sign Annex II (GFSI Steering Committee Statement of Commitment) as part of the onboarding session.

## **D. Terms of Office and Re-election of Steering Committee members**

Steering Committee members are initially appointed for 3 years with the possibility to renew their term for a further 3 years. All current Steering Committee members are eligible for re-election after their first term. Following two terms of service they must resign from their position. In exceptional circumstances, if a suitable alternative representative cannot be found, a Steering Committee member can be considered for a maximum of 3 terms subject to agreement by the GFSI Governance Sub Committee and re-election by the Steering Committee as described below.

In the last quarter of their first 3-year term, Steering Committee members will be asked to state whether they are willing or not to stand for re-election. If they do not wish to stand for re-election, retiring Steering Committee members will be asked to confirm if their company is willing and able to provide an alternative qualified candidate although the replacement at Steering Committee level is not automatic and the candidate must go through the vetting and election process as defined in Section C (above).

Current Steering Committee members willing to stand for re-election will be subject to an anonymous vote by the Steering Committee. Members of the Steering Committee will vote yes, no or abstention, against each individual candidate (any abstention will not be counted). Each candidate requires a 50% YES vote, to be re-appointed as a full member of the Steering Committee. For the election process to be valid, a minimum of 75% of Steering Committee members are required to vote.

For existing Steering Committee Members standing for re-election, the Steering Committee will take account of their record to date on the Steering Committee using the completed annual self-assessments (see Annex IV) e.g. their attendance record, contributions in meetings, and leadership of GFSI initiatives.

Newly appointed Steering Committee members will participate in an onboarding session provided by the Governance Sub Committee supported with material provided by the GFSI Coalition Team. The Steering Committee members will be required to sign Annex II (GFSI Steering Committee Statement of Commitment) as part of the onboarding session.

Written assurance on the independence and objectivity of the election process is available upon request by contacting the GFSI Coalition Team.

## **E. Meetings and Participation**

### **E.1 Meetings Process**

Steering Committee meetings will be held at a minimum frequency of twice per year (Bi-annual meetings)



in person or via video/teleconference.

- Where possible, Steering Committee meetings are held in conjunction with GFSI Working Group meetings or Local Group Focus Days (one-day conferences) to allow Steering Committee members to liaise with the members of the Working Groups and the Local Groups. One meeting each year is fixed in conjunction with the GFSI Conference.
- At least one meeting or call prior to the annual CGF Summit Meeting in June will be arranged between the GFSI Coalition Team, GFSI Co-Chairs and the CGF-GFSI Coalition Sponsors.
- Two additional conference calls will be organised between the bi-annual meetings.

Steering Committee agenda items are agreed between the Co-Chairs and the GFSI Coalition Team; a draft agenda is circulated to the Steering Committee four weeks in advance of the meeting.

- Preparation for the meetings is done collaboratively between the GFSI Coalition Team and the Co-Chairs with clear roles and responsibilities defined.
- The desired outcomes from each meeting are agreed in advance between Co-Chairs and the GFSI Coalition Team.
- The Steering Committee agenda items are co-produced and co-presented with the relevant Steering Committee members.
- Papers (pre-reads, reference material) for meetings will be circulated to members at least one working week prior to the meeting.

Steering Committee meetings are chaired by the Co-Chairs and supported by the GFSI Coalition Team.

- The GFSI Coalition Team and the Co-Chairs will additionally meet at regular intervals in-between Steering Committee meetings to plan and discuss matters arising as they relate to previous and future meetings e.g. monitoring of actions log, meeting follow up, meeting preparation and pre-reads.

Minutes will be taken for all meetings, initially agreed with the Co-Chairs and then circulated to members for agreement within 2 weeks of the meeting and issued no later than 4 weeks after the meeting.

- An executive summary of the items discussed at the 2 bi-annual meetings and key decisions taken will be produced and made accessible on the GFSI website within 4 weeks of the meeting.

Active participation during the meeting is expected. Steering Committee members must participate in at least two thirds of Steering Committee meetings and calls each year, either in person or via teleconference, or their seat on the Steering Committee will be reviewed.

- Non-attendance to three in-person Steering Committee meetings within a Steering Committee member's tenure will be followed up by the GFSI Director and the Governance Sub Committee and may result in termination of Steering Committee membership. Attendance at less than two thirds of Steering Committee meetings and calls will also be taken into account with regard to future election nominations.

The Co-Chairs may call ad-hoc Steering Committee meetings to resolve specific issues, as required.

## **E.2 Meetings Content**

The GFSI Steering Committee meetings will focus on activities and topics requiring debate and consensus

building. All other activities will be addressed through alternative mechanisms i.e. updates through the monthly Steering Committee reports, ballots through email, etc.

The agendas are fixed allowing for standing items at every meeting to be covered.

The agendas should in particular allow for regular activity reports from the GFSI Sub Committees.

Every agenda shall contain, as its first item, a statement regarding Competition and Antitrust as detailed in Article XI Section I. The Chair of the meeting shall read such statement at the start of each meeting, and the minutes shall record that this has been undertaken and compliance with it indicated by all members of the Steering Committee present.

The following items must be reviewed over the annual cycle of meetings.

### **Strategic**

- Horizon scanning and identification of future priorities.
- Resource requirements.
- Co-Sponsors review.
- CGF Director review.
- Government to Business (G2B) meeting.
- Certification Programme Owners meeting.

### **Operational**

- Annual Work Plan development for submission to the CGF for approval.
- Annual approval of Work Plan for Sub Committees, Working Groups and Local Groups (see Mandate Pro-forma in Annex VII).
- Annual Review and Compliance Report (constitution of Steering Committees, Sub Committees, Working Groups and Local Group; Attendance; Compliance with Governance Model and Rules of Procedure. See Annex V).
- Quarterly update vs Work Plan from Sub Committees, Working Groups and Local Groups.
- Complaints review.

## **F. Decision Making**

### **F.1 Meeting Quorum**

For a Steering Committee to take place a quorum must be reached. The quorum is reached when more than 50% of the Steering Committee members are present. If this condition is not satisfied, a new meeting with a quorum must be scheduled or if the meeting cannot be rescheduled any decisions taken must be referred to those Steering Committee members not present for ratification in accordance with the decision making criteria (below).

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.

## F.2 Decision Process

Decisions are taken according to the following process:

- All members are expected to participate in decisions.
- Decisions that are not consistent with the Coalition Mandate / Charter must be referred back to the Sponsors and the CGF Governance Committee for approval to change the Mandate / Charter.
- Decisions regarding Coalition activities that are consistent with the Mandate / Charter but not spelled out in it should as far as possible be made by consensus i.e. all members agree to support the decision even if it is not their preferred option.
- If consensus cannot be reached on a proposed activity at Steering Committee level, decisions will be put to a vote (one vote per company). In the spirit of maintaining a bias to action, if a balanced majority of more than two thirds of attendees are in favour and provided that there is a sufficient critical mass of companies committing to implement then the action will be taken as agreed. This balanced majority must include a reasonable balance of manufacturers and retailers.
- If a member of the minority opposed to action has concerns about the decision, they should seek to resolve them in the first instance with the Co-Chairs and Sponsors, and they may also appeal to the CGF Governance Committee.
- If a recommended action fails to achieve the two thirds majority, the Co-Chairs and CGF Coalition Team may choose to escalate the issue to the Sponsors and thence to the CEOs of the Coalition.
- If the Coalition CEOs cannot reach a consensus or a two thirds majority, then the proposed action will lapse.

## F.3 Decision Making Framework (DMF)

The GFSI recognises the significance of the decisions it takes and the impact this can have on its stakeholder communities. To ensure all key decisions are taken in a consistent and evidence-based way and recognising that strategic decisions are taken by the GFSI Steering Committee and Sub Committee, a formal decision-making framework is followed as detailed in Annex VI.

## G. Behaviour and Code of Conduct

Steering Committee members must commit to adhering to the GFSI Governance Model and Rules of Procedure, including the Code of Ethical Conduct as defined in Article XI. They must also sign, endorse and abide by the GFSI Steering Committee Statement of Commitment (Annex II).

Steering Committee members will be required to re-sign Annex II (GFSI Steering Committee Statement of Commitment) every 3 years upon re-election to the Steering Committee and when any major changes occur to the GFSI Governance Model and Rules of Procedure affecting the Steering Committee.

Steering Committee members will also be required to submit an annual self-assessment (see Annex IV) detailing their contribution to the delivery of the overall GFSI Mandate (Article II) and the specific Mandate of the Steering Committee (Section A).

## H. Relief of Duty

The office of a Steering Committee member shall terminate in the event of;

- Voluntary resignation.
- Significant change of position within their company.
- Change of employer or retirement.
- Failure of the Steering Committee Member to fulfil the Behaviour and Code of Ethical Conduct requirements outlined above and in Article XI.

## I. Steering Committee Co-Chairs

### I. 1. Role and Responsibilities

The GFSI Steering Committee shall have two Co-Chairs, one Co-Chair will represent the Manufacturer College and the other Co-Chair with represent the Retailer College. The Co-Chairs shall:

- Chair the GFSI Steering Committee Meetings. To this end, they are responsible for co-producing the agenda with the GFSI Coalition Team, opening and closing the meetings, steering discussions, ensuring observance of the rules, announcing voting decisions, reviewing meeting agendas, working papers and minutes, and reporting to the GFSI Coalition Team.
- Chair one of the designated Sub Committees and report back to the GFSI Steering Committee.
- Ensure that the Coalition plans reflect high aspirations and avoid the risk of lowest common denominator proposals.
- Ensure that the Coalition implements and delivers on its objectives, at a suitable pace.
- Ensure that the views of all Coalition members are reflected in discussions and decisions and that they have full transparency of the Coalition's work.
- Lead the Coalition to align on external resources needed and agree proposed funding with the CEO Sponsors for approval by the CGF Governance Committee.
- The GFSI Coalition Team is accountable for the GFSI Coalition budget through the CGF. The GFSI Steering Committee Co-Chairs can identify additional resource needs via the Steering Committee with the GFSI Coalition Team and develop proposals for the CEO Sponsors / CGF Governance Committee.
- Act as external advocates for the Coalition, including stakeholder engagement activities.
- Ensure efficient and effective meetings of the Coalition.
- Report back with the GFSI Coalition Team to the CEOs Sponsors on the progress and impact of the Coalition's work.

### I.2 Eligibility/Nomination

Current Steering Committee members are eligible to submit their candidacy to the Governance Sub Committee to apply to become the GFSI Steering Committee Chairpersons. Vice-Chairs from the previous term are automatically proposed as candidates, although they do have the right to decline.

### I.3 Election

Members of the Steering Committee will vote anonymously yes, no or abstention (any abstention will not be counted). The appointment requires the positive vote of at least 50% of existing Steering Committee members. For the election process to be valid, a minimum of 75% of Steering Committee members are required to vote.

The election is held by secret ballot and each Steering Committee member should vote for two Chairs,

one Chair from the Retailer College and the other Chair from the Manufacturer College. The candidates with the highest voting majority per College will be elected as the Co-Chairs of the GFSI Steering Committee subject to them achieving the threshold of 50% votes. In the event of their being a tie between candidates, the current Co-Chair of the relevant College will have the casting vote. In the event of not achieving 50% of votes, the two candidates from the respective Colleges receiving the highest votes will be subject to a second vote for endorsement by the Steering Committee. For endorsement, nominees require positive votes from two thirds or more of the Steering Committee with a minimum of 75% of the Steering Committee members voting. In the event of not achieving a two-thirds vote, the nominee will not be elected and the process for electing a new Co-Chair will be repeated.

In the event the election is uncontested i.e. an election in which the number of candidates is the same or less than the number of places available for election so that all candidates are guaranteed to be elected, a secret ballot will be held whereby the nominees are endorsed by Steering Committee member votes. The appointment of the nominees requires the positive vote of at least two thirds. For the uncontested endorsement process to be valid, a minimum of 75% of Steering Committee members are required to vote.

#### **I.4 Term of office**

The Co-Chairs' term is for a maximum of two 3-year terms.

At the end of a Steering Committee member's term as Co-Chair, they may remain as a Steering Committee member for the remainder of their Steering Committee member term as governed by Steering Committee member term limits.

#### **I.5 Relief of duty**

The conditions for the Relief of Duty of the Co-Chair are the same as for the Steering Committee members as outlined in Article V.H. The Co-Chair could also be released of their duty should they fail to perform their Chair duties effectively as outlined in Article V.I.1.

#### **I.6 Replacement**

In the event of one of the Co-Chairs being prevented from fulfilling their duties mid-term, the Vice-Chair from the same College as the retiring Chairperson will be selected to fulfil the remaining term of the departing Co-Chair.

## **J. Steering Committee Vice-Chairs**

#### **J.1 Role and responsibilities**

The GFSI Steering Committee shall have two Vice-Chairs. The Vice-Chairs shall:

- Serve as and perform the duties of a Member of the Steering Committee.
- Assist the Co-Chairs in the execution of their duties.
- Chair one of the designated Sub Committees and report back to the GFSI Steering Committee.

The Co-Chair(s) may temporarily delegate their powers to one or both of the Vice-Chairs. In the absence of the Co-Chairs or failing the appointment of the Co-Chairs of the Steering Committee, the Vice-Chair(s)

will assume the duties of the respective Co-Chair(s).

## **J.2 Eligibility / Nomination**

Current Steering Committee members are eligible to submit their candidacy to the Governance Sub Committee to apply to become the GFSI Steering Committee Vice-Chairpersons. One Vice-Chair will represent the Manufacturer College and the other Vice-Chair will represent the Retailer College.

## **J.3 Election**

Members of the Steering Committee will vote anonymously yes, no or abstention (any abstention will not be counted). The appointment requires the positive vote of at least 50% of existing Steering Committee members. For the election process to be valid, a minimum of 75% of Steering Committee members are required to vote.

The election is held by secret ballot and each Steering Committee member should vote for two Vice Chairs, one from the Retailer College and the other from the Manufacturer College. The candidates with the highest voting majority per College will be elected as the Vice-Chairs of the GFSI Steering Committee subject to them achieving the threshold of 50% votes. In the event of their being a tie between candidates, the current Co-Chair of the relevant College will have the casting vote. In the event of not achieving 50% of the votes, the candidates from the respective College receiving the highest votes will be subject to a second vote for endorsement by the Steering Committee. For endorsement, the nominee requires positive votes from two thirds or more of the Steering Committee with 75% of Steering Committee members voting. In the event of not achieving a two-thirds vote, the nominee will not be elected and the process for electing a new Vice-Chair will be repeated.

In the event the election is uncontested i.e. an election in which the number of candidates is the same or less than the number of places available for election so that all candidates are guaranteed to be elected, a secret ballot will be held whereby the nominees are endorsed by Steering Committee member votes. The appointment of the nominees requires the positive vote of at least two thirds. For the uncontested endorsement process to be valid, a minimum of 75% of Steering Committee members are required to vote.

## **J.4 Term of office**

The Vice-Chairs' term is for a maximum of two 3-year terms.

At the end of a Steering Committee member's term as Vice-Chair, they may remain as a Steering Committee member for the remainder of their Steering Committee member term as governed by Steering Committee member term limits.

## **J.5 Relief of duty**

The conditions for the Relief of Duty of the Vice-Chairs are the same as for the Steering Committee members as outlined in Article V.H. A Vice-Chair could also be released of their duty should they fail to perform their Vice-Chair duties effectively as outlined in Article V.J.1.

## **J.6 Replacement**

In the event of one or both Vice-Chair(s) being prevented from fulfilling their duties mid-term, the



Governance Sub Committee will appoint a temporary Vice-Chair replacement to fulfil the remaining mandate of the retiring Vice-Chair. This appointment will take into consideration the needs of the Sub Committee that was chaired by the departing Vice-Chair and will be based on the same College as the retiring Vice-Chair.

# ARTICLE VI: GFSI SUB COMMITTEES

## A. Mandate & Authority

The Sub Committees of the Steering Committee ensure that GFSI delivers on its objectives and integrates the expectations of stakeholders through the specialised committees below.

The Sub Committees must strictly adhere to their assigned workplan from the GFSI Steering Committee. The Sub Committee must report back to the GFSI Steering Committee regarding the progress of its work and provide guidelines and direction for the work of the Working Groups and Local Groups, where relevant based on its designated mandate. In particular, the Sub Committees must seek authorisation from the GFSI Steering Committee regarding any decisions impacting GFSI's mission, strategy, resources, strategic relationships or public announcements.

The general responsibilities of the Sub Committees are as follows:

### **Governance Sub Committee**

- To oversee and ensure the effective implementation and annual update of the GFSI Governance Model and Rules of Procedure.
- To supervise the GFSI Steering Committee Elections.
- To lead onboarding sessions for newly elected Steering Committee members.
- To recommend requests for GFSI resources as and when identified.
- To define the delegated roles and responsibilities of the Steering Committee members and monitor Steering Committee and Sub Committee engagement levels.
- To oversee the production of the Annual Review and Compliance Report and its submission to the Steering Committee and CGF Governance Committee

### **Technical Sub Committee**

- To supervise the entire benchmarking process to ensure the highest technical standards in the GFSI Benchmarking Requirements.
- To oversee the Technical Equivalence process.
- To maintain effective communication streams with the GFSI-recognised Certification Programme Owners (CPOs).
- To support the development of partnerships with technical bodies/organisations.
- To ensure harmonisation and alignment on best food safety practices through thought leadership.
- To support the management of the Technical Working Groups.
- To monitor the agreed timelines and deliverables of the Technical Sub Committee's work.
- To update the GFSI Steering Committee regarding key developments within the Technical Sub Committee.

### **Public-Private Partnership (PPP) Sub Committee**

- To continuously build and improve the credibility of third-party certification through GFSI's PPP outreach initiative.



- To provide guidance and facilitate relationships with Intergovernmental Organisations (IGOs), regional governmental organisations and national food safety authorities.
- To build food safety capability globally by providing guidance and direction for the implementation of the GFSI Global Markets Programme.
- To provide guidance for Government-to-Business (G2B) related activities.
- To support the consensus building and advocacy work of the GFSI Codex Working Group as and when required.
- To provide expertise and advice on PPP and regulatory affairs related issues.
- To monitor the agreed timelines and deliverables of the PPP Sub Committee's work.
- To update the GFSI Steering Committee regarding key developments within the PPP Sub Committee.

### **Capability Building Sub Committee**

- To continuously build and improve the credibility of the GFSI Capability building programme through GFSI strategic objectives and outreach initiatives.
- To provide guidance and facilitate relationships with Intergovernmental Organisations (IGOs), regional governmental organisations and national food safety authorities on GFSI capability building programmes and associated projects beyond the Global Markets Programme
- To build food safety capability globally by providing guidance and direction for the implementation of the programme
- To provide guidance for Government-to-Business (G2B) related activities relating to capability building.
- To provide expertise and advice on the content and framework of the GFSI capability building programme and related issues.
- To monitor the agreed timelines and deliverables of the capability building Sub Committee's work.
- To update the GFSI Steering Committee regarding key developments within the capability building Sub Committee.
- The GFSI Sub Committees shall abide by the general Communication Rules and Regulations outlined in the Code of Ethical Conduct (See Article XI). In addition, GFSI Sub Committee members undertake to contribute to the production of an Annual Review and Compliance Report (Annex V).

## **B. Sub Committee Composition**

All members of the GFSI Steering Committee are evenly allocated to each of the Sub Committees as defined in Article V.A & B. The Sub Committees shall be comprised of a maximum of 8 current Steering Committee members.

When defining the composition of the Sub Committees, the interest of the Sub Committee members should be taken into consideration. A balance of industry sector, expertise, geography and length of service on the GFSI Steering Committee respectively should also be sought.

The composition of the Sub Committees will be reviewed by the GFSI Governance Sub Committee annually, and it will be validated by the GFSI Steering Committee during its in-person meeting that takes place concurrently with the GFSI Conference.

When deemed necessary, the Sub Committees may appoint a GFSI Steering Committee member from any other Sub Committee to act as an expert and to support the work of a Working Group or Local Group that they lead.

## C. Election Process

All Sub Committee appointments are made by the GFSI Steering Committee and no election process is involved (see point B above).

## D. Terms of Office

There will be no maximum fixed terms of office for Sub Committee members. This will be aligned to their term of office on the GFSI Steering Committee.

## E. Meetings and Participation

Sub Committee conference calls will be organised when deemed appropriate and will occur at least quarterly. The Sub Committees may decide to meet prior to the two in-person GFSI Steering Committee meetings. Active participation during the Sub Committee meetings is expected. The Sub Committee members must participate in at least two thirds of the Sub Committee meetings and calls each year, either in person or via teleconference, or their seat on the GFSI Steering Committee will be reviewed.

Non-attendance to three consecutive Sub Committee meetings within a Sub Committee member's tenure will be followed up by the GFSI Director and the GFSI Governance Sub Committee. Lack of attendance to the Sub Committee meetings and calls will be taken into account with regard to future GFSI Steering Committee election nominations.

Sub Committee agenda items are agreed between the Chair and the GFSI Coalition Team and a draft agenda will be circulated to the Sub Committee in advance of the meeting.

- Preparation for the meetings is done collaboratively between the GFSI Coalition Team and the Chair with clear roles and responsibilities defined.
- The desired outcomes from each meeting are agreed in advance between Chair and the GFSI Coalition Team.
- The Sub Committee agenda items are co-produced and co-presented with the relevant Sub Committee Members.
- Papers for meetings will be circulated to members at least one working week prior to the meeting.

Steering Committee meetings are Chaired by the Chair and supported by the GFSI Coalition team.

- The GFSI Coalition Team and the Chair will additionally meet at regular intervals in-between Steering Committee meetings to plan and discuss matters arising as they relate to previous and future meetings e.g. monitoring of actions log, meeting follow up, meeting preparation and pre-reads.

Every agenda shall contain, as its first item, a statement regarding Competition and Antitrust as detailed

in Article XI Section I. The Chair of the meeting shall read such statement at the start of each meeting, and the minutes shall record that this has been undertaken.

Minutes will be taken for all meetings, initially agreed with the Chair and then circulated to members for agreement within 2 weeks of the meeting and issued no later than 4 weeks after the meeting.

## F. Decision Making

### F.1 Meeting Quorum

For a Sub Committee to take place a quorum must be reached. The quorum is reached when more than 50% of Sub Committee members are present. If this condition is not satisfied, a new meeting with a quorum must be scheduled or if the meeting cannot be rescheduled any decisions taken must be referred to those Sub Committee members not present for ratification in accordance with the decision making criteria (below).

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.

### F.2 Decision Making Process

Decisions are taken according to the following process:

- All members are expected to participate in decisions.
- Decisions that are not consistent with the scope or remit of the Sub Committee must be referred back to the GFSI Steering Committee for approval to change the scope.
- Decisions should as far as possible be by consensus i.e. all members agree to support the decision even if it is not their preferred option.
- If consensus cannot be reached on a proposed activity at Sub Committee level, decisions will be put to a vote (one vote per company). In the spirit of maintaining a bias to action, if a balanced majority of more than two thirds of attendees are in favour and provided that there is a sufficient critical mass of companies committing to implement then the action will be taken as agreed. This balanced majority must include a reasonable balance of manufacturers and retailers.
- If a member of the minority opposed to action has concerns about the decision, they should seek to resolve them in the first instance with the Chair of the Sub Committee, and they may also appeal to the GFSI Steering Committee.
- If a recommended action fails to achieve the two thirds majority, the Chair and GFSI Coalition Team may choose to escalate the issue to the GFSI Steering Committee.
- If the GFSI Steering Committee cannot reach a consensus or a two thirds majority, then the proposed action will lapse.

### F.3 Decision Making Framework (DMF)

The GFSI recognises the significance of the decisions it takes and the impact this can have on its stakeholder communities. To ensure all key decisions are taken in a consistent and evidence-based way and recognising that strategic decisions are taken by the GFSI Steering Committee and Sub Committee, a formal decision-making framework is followed as detailed in Annex VI.

## G. Behaviour and Code of Conduct

The conditions of behaviour and code of conduct for Sub Committee members are the same as for the Steering Committee members as defined in Article V.G.

## H. Relief of Duty and / or Replacement

The conditions for the Relief of Duty of the Sub Committee members are the same as for the Steering Committee members as outlined in Article in V.H.

In the event that one of the Sub Committee members relinquishes their seat at the GFSI Steering Committee, the Sub Committee Member will be replaced by the nominated and vetted candidate approved by the Steering Committee in accordance with the election process defined in Article V.C.2 until the next composition review of the Sub Committees.

## I. Sub Committee Chair

### I.1 Appointment

The GFSI Sub Committee Chair shall be one of either the Co-Chairs or Vice-Chairs of the GFSI Steering Committee and will be appointed by the GFSI Steering Committee by consensus.

The Chair shall:

- Chair the GFSI Sub Committee Meetings. To this end, they are responsible for co-producing the agenda with the GFSI Coalition Team, opening and closing the meetings, steering discussions, ensuring observance of the rules, announcing voting decisions, reviewing meeting agendas and working papers, and reporting to the GFSI Team.
- Ensure that the Sub Committee operates to the agreed mandate and where matters extend beyond its perceived remit to escalate this to the GFSI Steering Committee.
- Ensure that the views of all Sub Committee members are reflected in discussions and decisions,
- Ensure efficient and effective meetings of the Sub Committee.
- Report back with the GFSI Coalition Team to the GFSI Steering Committee on the progress and impact of the Sub Committee's work.

In the absence of the Chair a meeting of the Sub Committee cannot take place.

### I.2 Term of office

The Chair's term of office is aligned with their tenure as Co-Chairs or Vice Co-Chairs of the Steering Committee

### I.3 Behaviour and Code of Conduct

The conditions of behaviour and code of conduct for the Chair is the same as for the Steering Committee members as defined in Article V.G.

#### **I.4 Relief of duty**

The conditions for the Relief of Duty of the Chair is the same as for the Steering Committee members as outlined in Article V.H. A Chair could also be released of their duty should they fail to perform their duties effectively as outlined above in Article VI.I.1.

#### **I.5 Replacement**

In the event of the Chair being prevented from fulfilling their duties mid-term, a new Chair will be selected by the GFSI Steering Committee to fulfil the remaining term of the departing Chair.

# ARTICLE VII: GFSI WORKING GROUPS (WG)

Working Groups are multi-stakeholder groups formed to provide expertise and advice to the GFSI Steering Committee and Sub Committees on specific topics in relation to the GFSI Coalition of Action strategy.

## A. Working Group Mandate & Authority

Working Group mandates shall be to a standard format (as indicated in Annex VII) with a clear description of a specific scope and expected deliverables. Facilitated by the GFSI Coalition Team and any appointed GFSI Steering Committee experts, the Working Groups shall:

- Work collaboratively to deliver mandates provided by the GFSI Steering Committee and the Sub Committees through individual or group tasks, conference calls and consultations e.g. the review of official documentation.
- Meet to discuss and identify key issues and make recommendations to the Sub Committees and the GFSI Steering Committee.
- Define with the GFSI Steering Committee, the Sub Committees and / or the GFSI Coalition Team, appropriate methodologies and work plans to execute their allocated tasks in the given timeframe.
- Consult with GFSI Stakeholders, as appropriate.
- The GFSI Working Groups shall abide by the general Communication Rules and Regulations outlined in the Code of Ethical Conduct (See Article XI). In addition, GFSI Working Group members undertake to contribute to the production of an Annual Review and Compliance Report (Annex V).

## B. Working Group Composition

Working Groups are mandated to deliver specific tasks identified by the GFSI Steering Committee or Sub Committee; they shall be disbanded upon completion of the assigned task.

- Each Working Group is composed of no more than 21 members, including the Co-Chairs.
- The GFSI Steering Committee or Sub Committee along with the GFSI Coalition Team will determine the ideal membership structure for that Working Group in the mandate, ensuring balance where possible between stakeholders from different relevant sectors. This is reflected in the WG mandate (Annex VII).
- The Working Group will agree on at least one member responsible for taking or collecting notes to maintain a record of the meetings.
- A Working Group may invite topic experts, chairs of other Working Groups or Local Groups to attend one of their meetings to support the delivery of their mandate, with agreement from the GFSI Coalition Team.

Each member of a Working Group must;

- Be an active member of the organisation they represent at the time of their candidacy.
- Demonstrate expertise as required by the mandate of the WG (Annex VII).
- Have the authority to endorse the decisions of the Working Group on behalf of their company.
- Be able to sign and adhere to the GFSI Working Group Members Statement of Commitment on behalf of their company (Annex VIII).
- Commit to be personally active in GFSI's activities.
- Ensure that their participation in all GFSI activities will be covered by the organisations that they represent.
- Work collaboratively to deliver the mandate provided by the GFSI Steering Committee and the Sub Committees 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 GFSI Sub Committees and the GFSI Steering Committee.
- Define with the GFSI Sub Committees and the GFSI Coalition Team appropriate methodologies and work plans to execute their allocated tasks in the given timeframe.
- As appropriate, proactively consult with GFSI Stakeholders.

Working Groups must not undertake any lobbying on behalf of their own business or Trade Associations and must always act in the interests of the GFSI Coalition objectives.

Any outcomes and publications from Working Groups or Sub Working Groups are the Intellectual Property of the GFSI unless already owned and declared by a contributing member.

Any single organisation may only have one named representative in each Working Group and Working Group membership is reserved for that named representative. A single organisation has the right to be in a maximum of three Working Groups at one time.

All costs and expenses for the participation in GFSI Working Groups must be covered by the organisations that they represent. Candidates must secure sponsorship from their business to that intent.

## C. Members candidacy and appointment process

### C.1 Nomination / Candidacy

In a public Call for Participation of a Working Group, any appropriately qualified individual can apply for Working Group membership once it has been announced on the GFSI website.

In a closed Working Group, Working Group membership is based on personal invitation only from the GFSI Steering Committee, the Sub Committee and / or the GFSI Coalition Team.

### C.2 Appointment process

The process carried out by the Steering Committee, Sub Committee and the GFSI Team in the recruitment of new Working Group members is as follows:

- Preparation of a brief by the Steering Committee or Sub Committee and the GFSI Coalition Team with a specific request for nomination (profile of potential members, mandate).

- In a public Call for Participation, a notice seeking appropriately qualified individuals will be posted for up to three weeks on the GFSI website.
- In a closed Working Group, nominated individuals' participation will be sought by invitation only from the CGF members who have signed up to the GFSI Coalition of Action.
- Experts will apply providing evidence of the details requested in the brief (application form to be completed).
- The GFSI Steering Committee or Sub Committee and the GFSI Coalition Team will select the most suitable members, according to the criteria presented in the WG mandate and in alignment with the present rules.

Following the final selection of members, the group shall be closed to new members until the Working Group mandate is complete or until a member of the Working Group terminates their mandate as referred to in Article VII.D and Article VII.H.

Written assurance on the objectivity of the appointment process is available upon request by contacting the GFSI Coalition team.

Newly appointed Working Group members will participate in an onboarding session provided by the GFSI Coalition Team before attending their first working meeting of the Working Group. The Working Group members will be required to sign Annex VIII before their onboarding session.

## D. Term of Office

Working Group members serve for the length of time required for the group to achieve its mandate from the GFSI Steering Committee or Sub Committee. In the case that a Working Group's activities exceed three years in duration, members will be asked to reapply after three years of involvement.

## E. Meetings and Participation

Physical meetings (or virtual meetings, where appropriate) for all Working Groups are organised by the GFSI Coalition Team twice a year, with geographical variation as decided by the GFSI Coalition Team. Where possible, Working Group meetings are held in conjunction with GFSI Steering Committee and / or Sub Committee meetings, Local Group Focus Days (one-day conferences) or GFSI Government to Businesses to allow the Steering Committee or Sub Committee Members to liaise with the members of the Working Groups.

An individual Working Group may decide, by exception, to hold extra meetings in person or via video/teleconference, where necessary. Any extra meetings should take place with the knowledge and approval of the GFSI Coalition Team.

Within a Working Group, members can work in smaller subgroups focused on specific topics when relevant, and with the approval of the GFSI Coalition Team.

Working Group agenda items are agreed between the Co-Chairs and the GFSI Coalition Team; a draft agenda is circulated to the Working Group in advance of the meeting.

- Preparation for the meetings is done collaboratively between the GFSI Coalition Team and the Co-



Chairs with clear roles and responsibilities defined.

- The desired outcomes from each meeting are agreed in advance between Co-Chairs and the GFSI Coalition Team.
- The Working Group agenda items are co-produced and co-presented with relevant Working Group Members.
- Papers (pre-reads, reference material) for meetings will be circulated to members at least one working week prior to the meeting.

Working Group meetings are Chaired by the Co-Chairs and supported by the GFSI Coalition Team.

- The GFSI Coalition Team and the Co-Chairs will additionally meet at regular intervals in-between Working Group meetings to plan and discuss matters arising as they relate to previous and future meetings e.g. monitoring of actions log, meeting follow up, meeting preparation and pre-reads.

Every agenda shall contain, as its first item, a statement regarding Competition and Antitrust as detailed in Article XI Section I. The Co-Chair of the meeting shall read such statement at the start of each meeting, and the minutes shall record that this has been undertaken.

Minutes will be taken for all meetings, initially agreed with the Co-Chairs and then circulated to members for agreement within 2 weeks of the meeting and issued no later than 4 weeks after the meeting.

Working Group members may also be expected to deliver outputs outside of these above commitments in order to support the delivery of the Working Group's mandate.

Active participation during the meeting is expected. Working Group members must participate in at least two thirds of Working Group meetings and calls each year, either in person or via teleconference, or their seat on the Working Group will be reviewed.

If a member is unable to attend a Working Group meeting, the individual is responsible for informing the Working Group's Co-Chairs and GFSI Coalition Team before the meeting. In addition, they shall send to the Working Group Co-Chairs and the GFSI Coalition Team the following:

- An update on any actions they agreed to in the previous meeting.
- Their comments on any materials planned for review during the meeting.
- Their comments and approval of the previous meeting's minutes.

## F. Working Group Decision Making

### F.1 Meeting Quorum

For a Working Group to take place a quorum must be reached. The quorum is reached when more than 50% of Working Group members are present. If this condition is not satisfied, the meeting must be adjourned and a new meeting with a quorum must be scheduled. Furthermore, the GFSI Coalition Team or the Working Group Chair may determine that attendance indicates a predominance of interest for any single stakeholder group, and in such case, may cancel the meeting.

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.

## F.2 Decision Process

The Working Group Co-Chairs will facilitate decision-making through consensus amongst the Working Group. Decisions are taken according to the following:

- All members are expected to participate in decisions.
- Decisions that are not consistent with the scope or remit of the Working Group must be referred back to the Steering Committee or Sub Committee for approval to change the scope.
- Decisions should as far as possible be by consensus i.e. all members agree to support the decision even if it is not their preferred option.
- If consensus cannot be reached on a proposed activity at Working Group level, decisions will be put to a vote (one vote per represented organisation). In the spirit of maintaining a bias to action, if a balanced majority of more than two thirds of attendees are in favour and provided that there is a sufficient critical mass of companies committing to implement then the action will be taken as agreed.
- If a member of the minority opposed to action has concerns about the decision, they should seek to resolve them in the first instance with the Co-Chairs of the Working Group, and they may also appeal to the GFSI Steering Committee or Sub Committee.
- If a recommended action fails to achieve the two thirds majority, the Co-Chairs and GFSI Coalition Team may choose to escalate the issue to the GFSI Steering Committee or Sub Committee.
- If the GFSI Steering Committee or Sub Committee cannot reach a consensus or a two thirds majority, then the proposed action will lapse.

## G. Behaviour and Code of Conduct

Working Group members must commit to adhering to the GFSI Governance Model and Rules of Procedure, including the Code of Ethical Conduct as defined in Article XI. They must also sign, endorse and abide by the GFSI Working Group Statement of Commitment (Annex VIII).

Working Group members will be required to re-sign Annex VIII (GFSI Working Group Statement of Commitment) every 3 years upon re-appointment to the Working Group and when any major changes occur to the GFSI Governance Model and Rules of Procedure affecting the Working Group.

Working Group Chairs will also be required to submit an annual self-assessment (see Annex IV) detailing their group and each member's contribution to the delivery of the overall GFSI Mandate (Article II) and the specific Mandate of the Working Group.

## H. Relief of Duty

The office of a Working Group Member shall terminate in the event of:

- Voluntary resignation.
- Significant change of position within their company.
- Change of employer or retirement.
- Dismissal by the GFSI Steering Committee or Sub Committee for failure of a Working Group member to fulfil the Behaviour and Code of Conduct requirements outlined above in Article VII.G.

In the event that an individual fails to achieve the agreed levels of commitment, that member will be

dismissed from the Working Group.

In the event that the Co-Chairs, the GFSI Coalition Team and the Sub Committee or Steering Committee remove and replace a member for reasons such as absenteeism, lack of contribution or lack of respect for the Behaviour and Code of Ethical Conduct, other members of the Working Group shall be informed of the circumstances and the record shall be included within the meeting minutes.

## I. Working Group Co-Chairs

### I.1 Appointment

The Working Group shall have a two Co-Chairs. The Co-Chairs will be appointed by the Steering Committee or Sub Committee by consensus.

The Co-Chairs shall:

- Chair the Working Group Meetings. To this end, they are responsible for opening and closing the meetings, steering discussions, ensuring observance of the rules, announcing voting decisions, reviewing meeting agendas, working papers and minutes, and reporting to the GFSI Coalition Team.
- Ensure that the Working Group operates to the agreed mandate and where matters extend beyond its perceived remit to escalate this to the GFSI Steering Committee or GFSI Sub Committee.
- Ensure that the views of all Working Group members are reflected in discussions and decisions.
- Work with the GFSI Coalition Team to ensure an agenda is confirmed for each meeting of the Working Group and circulated to the Working Group, with any associated pre-reads, at least 1 week before the meeting.
- Ensure that minutes of the meeting are taken by a member of the group or a member of the GFSI Coalition Team when available; they must approve meeting minutes as a true record of meetings.
- Ensure efficient and effective meetings of the Working Group.
- Consider the work programme and form subgroups to deliver specific work items where necessary and relevant, and with the approval of the GFSI Coalition Team and the GFSI Sub Committee or GFSI Steering Committee, where relevant.
- Determine with the GFSI Steering Committee or GFSI Sub Committee and the GFSI Coalition Team whether meeting attendance indicates a predominance of interest for any single stakeholder group.
- Work with the GFSI Steering Committee, the GFSI Sub Committee and the GFSI Team to ensure that the composition of the Working Group is balanced and that the commitment of all its members is tracked through attendance and activity.
- Report back with the GFSI staff to the GFSI Steering Committee or GFSI Sub Committee on the progress and impact of the Working Group's work.

In the absence of a Co-Chair a meeting may proceed under the Chairmanship of a single Co-Chair.

### I.2 Term of office

A Working Group Chair is appointed for the duration of the planned Working Group activity, or a maximum of three years. At the end of three years, a Working Group Chair may be re-appointed by the GFSI Coalition Team for a further three-year term. At the end of a Working Group member's term(s) as Chair, he or she may remain as Working Group member for the remainder of his or her term as governed by the Working Group member term limits.

### **I.3 Behaviour and Code of Conduct**

The conditions of Behaviour and Code of Conduct for the Chairs are the same as for the Working Group members as defined in Article VII.G.

### **I.4 Relief of duty**

The conditions for the Relief of Duty of the Chairs are the same as for the Working Group members as outlined in Article VII.H. A Chair could also be released of their duty should they fail to perform their duties effectively as outlined in Article VII.I.1.

### **I.5 Replacement**

In the event of the Chair being prevented from fulfilling their duties mid-term, the GFSI Steering committee, Sub Committee and / or the GFSI Coalition team will appoint a replacement from within the Working Group.

## **J. Observers**

To support and promote the objectives of GFSI, observers may be invited to the face-to-face meetings of the Working Groups. In each case, the observer will have confirmed in writing that they have read and understood the GFSI Code of Ethical Conduct including these specific rules to which they must adhere:

- Attendance depends on the approval of the Chair and the GFSI Coalition Team and is limited to two observers per group on a first come first serve basis.
- The Working Groups' face-to-face meetings are convened in parallel sessions. Observers may also attend the Working Groups' sessions on invitation only.
- Observers may only participate in Working Group discussions on invitation from the Chair.

## **K. Specific Governance Rules Applying to the GFSI Codex Working Group**

The Committee develops, engages and advocates GFSI positions to respond to Codex Alimentarius' consultations as developed by member companies using a science-based and a risk-based approach to advance safe food for consumers everywhere via better food safety management systems.

**The aim of the group is to provide:**

- Horizon scanning and providing advice on emerging issues to be addressed, particularly within international standards setting bodies (e.g., OIE, IPPC, CODEX) and governing agencies (FAO, WHO).
- Advocacy strategy
- Provide relevant feedback to the GFSI Steering Committee regarding the impact of Codex discussions on GFSI activities.

### **Development of GFSI positions:**

- Collect relevant feedback from internal technical experts within member companies and the GFSI Local Groups (LGs), when necessary, to draft GFSI positions.
- Write GFSI positions.
- Ensure consistency with the work of other GFSI Working Groups (WGs)/Committees.
- Disseminate GFSI positions to relevant stakeholders when necessary.
- Share GFSI positions in the appropriate Codex platform (e.g., plenary meeting or the physical/electronic working groups).
- GFSI Codex positions shall be based on CGF's antitrust rules and collaborative values.
- GFSI Codex positions shall always seek and be in line with GFSI's mission "safe food for consumers everywhere".
- The content of GFSI Codex positions should consider the latest version of the GFSI Benchmarking Requirements and all the GFSI technical guidelines publicly available.
- GFSI Codex positions shall never be an exact replica of other organisations' positions. The GFSI Codex Committee, even if it is in complete agreement with another organisation's position, shall always maintain its unique stance which is to defend safe food for consumers everywhere with exemplar food safety management systems practices through accredited third-party certification programmes. This position shall always be reiterated according to GFSI's branding and wording format under the leadership of the GFSI team.

### **Relationship with GFSI Working Groups, Committees, Local Groups:**

- Recommend endorsing or rejecting recommendations/positions, from GFSI WGs and LGs, to the GFSI Steering Committee regarding content related to Codex matters (including work related to Codex regional Committees).
- Support and advise GFSI WGs and LGs addressing issues related to CODEX and to international standards setting bodies (OIE, IPPC, CODEX) and governing agencies (FAO, WHO) on how to increase the outreach of GFSI positions and advocate final GFSI Codex Committee positions with the relevant national stakeholder (e.g., national Codex Delegation).

### **Codex Dashboard and activity report: post CAC**

- The GFSI Codex Committee will agree after each CAC meeting which relevant Codex work items will be monitored on the GFSI Codex Dashboard. This decision will be validated by the GFSI team and the GFSI Steering Committee Members of the Public Private Partnership (PPP) Committee if necessary.
- The GFSI Codex Committee will prepare an annual report highlighting the key accomplishments that will be shared with the GFSI Steering Committee and member companies.

At the publication of a relevant Codex document which is in line with agreed work items on the GFSI Codex Dashboard):

- The GFSI team will ensure that the Codex document for comments will be sent to the GFSI CODEX Committee within 2 business days of Codex notification with:
  - the Codex document to comment.

- the draft GFSI template that will be used to write the GFSI position.
- any other relevant document to support comments from members.
- the deadline for the members to comment.
- the date, time, dial-in details for an alignment call with the GFSI Codex Committee members.

Submission of the inputs from the members to build the GFSI Codex Committee positions shall be:

- written and shared by the members of the committee through the collaborative online tool: Google Drive provided by the CGF.
- be visible for every other member companies of the Codex Committee as part of GFSI's non-competitive approach in order to promote inclusiveness and transparency within the Committee.
- be submitted a minimum of 2 to 3 working days prior to an alignment call in order to allow the GFSI team to review, consolidate and draft a position prior to the call.

Process for the alignment calls to build the GFSI Codex Committee:

- Only the comments and inputs received in time prior to the alignment call will be considered by the GFSI team.
- Once the GFSI team has received the comments and inputs from the members and based on the comments received, if certain specific experts from within the member companies of the GFSI Codex Committee are needed, the GFSI team will inform the members of the Committee that the technical expert will join the relevant call.
- Official Committee representatives are not obliged to join the specific call, if their technical expert is joining the call. However, the technical expert must have been onboarded beforehand by the official company representative regarding Codex, the GFSI Codex Committee and GFSI before they can join the specific call.
- All members that are unable to join the call and who have not submitted positions prior to the call, by default, agree to the outcome of the alignment call.
- Following the call, the draft position will be distributed, and any objections must be received within the timeline agreed during the call. It shall be understood that no explicit objection means acceptance of position.

The GFSI CODEX Committee will be made of a maximum of 11 members representatives further to the guidelines below for representation:

- The Committee is open to retailers, manufacturers, food service companies and producers who have been (for their CODEX experts) invited and/or validated by the GFSI Steering Committee, with priority being given to GFSI Steering Committee and CGF member companies.
- The Committee must commit to comply with the Codex governance rules for Observers.
- Members must have expertise in Codex matters within their organisations and a strong knowledge of the relevant Codex committees.
- Members must Understand Codex issues related to international standards, including Codex, certifications, accreditations and GFSI ways of working.
- Members must Have authority to endorse GFSI positions on behalf of their company and adhere to the GFSI Statement of Commitment to implement the GFSI approach.



- If a member of the Committee is a member of another observing organisation at Codex, then they shall be required to declare this information at the beginning of their tenure. An interested Codex Committee candidate can be refused to join the GFSI Codex Committee if they are representing other organisations that contradicts the CGF and GFSI values and antitrust rules.
- GFSI will only admit Codex Committee members who are part of other organisations that share the same non-competitive, collaborative and safe food for consumers everywhere values.

# ARTICLE VIII: GFSI LOCAL GROUPS (LG)

Local Groups are industry-driven, multi-stakeholder groups in a particular region of the world mandated by GFSI and authorised by the CGF. The role of a Local Group is to tailor and implement the global Coalition's strategy in a region.

## A. General Principles for the Establishment and Operation of Local Groups

### A.1 Authorisation, Location and Sponsorship

- The GFSI Coalition Team and the CGF Regional Boards, where applicable, jointly make recommendations to the CGF Governance Committee on which regions, if any, require and merit a Local Group. These priorities should be based on a CGF-wide perspective of both the local need for action and the CGF's local capabilities to make a unique impact. The remit of the Local Group may extend beyond the GFSI Coalition of Action to include activities in support of other CGF COAs.
- Unless expressly approved by the CGF Governance Committee, Local Groups may only be established in the existing CGF regions i.e. China, Japan, USA / Canada, Latin America, Europe.
- The CGF will support the Local Group with the appointment of a Local Group CGF Leader / Team / Consultant and associated facilities. Where a CGF Local Group Team is established, they will report to the GFSI Coalition Team and provide administrative support for the Local Group in accordance with its mandate from the CGF Governance Committee.
- The management, facilitation and required resources (financial, material or human) for local meetings, events i.e. events, work projects and communication tools shall be the responsibility of the Local Group CGF Leader / Team in agreement with the GFSI Coalition Team.
- The Local Group must not seek sponsorship or undertake any form of revenue generation without authorisation from the GFSI Coalition Team, GFSI Steering Committee and/or CGF Governance Committee.
- The local group member option should not be used as an excuse for large multinationals to avoid full CGF membership or contributing to global Coalition costs.

### A.2 Governance

- The GFSI Steering Committee must approve annually the Local Group's proposed work plan, as agreed with the GFSI Coalition Team, to ensure that it is consistent with the global strategy.
- Each Local Group must be led and meetings co-chaired by representatives from one CGF retail member and one CGF manufacturer member.
- Local Group Co-Chairs can request the appointment of a GFSI Steering Committee member to support the work of the Local Group. All Steering Committee members must be representatives of CGF member companies.

### A.3 Activity reporting

- The group must report biannually to the GFSI Steering Committee on its activities and issues according to the GFSI Local Group mandate. The format for the report should be consistent with that described



in Annex V to allow for incorporation into the annual GFSI Steering Committee report.

## B. Mandate & Authority

The Local Group must strictly adhere to their assigned work plan agreed with the GFSI Coalition Team and approved by the GFSI Steering Committee. The Local Group must report back to the GFSI Coalition Team and GFSI Steering Committee regarding the progress of its work and it must seek authorisation from the GFSI Coalition Team regarding any decisions impacting GFSI's mission, strategy, resources, strategic relationships including public-private partnerships and public announcements.

### B.1 Mission and Aims

Local Groups bring together local food safety experts to work collaboratively on local food safety issues. Sharing the same GFSI Coalition vision of safe food for consumers everywhere, the mandate of the Local Group is to:

- Implement GFSI's global priorities locally.
- Build engagement and awareness among companies and relevant local stakeholders.
- Build relationships with local government bodies.

This is aligned to the 3 core GFSI Coalition objectives:

- 1) Harmonising and raising standards of food safety certification programmes.
- 2) Building food safety capabilities across the global food supply chain.
- 3) Public Private Partnerships between food safety regulators, IGOs and the food industry.

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 approaches 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 policymakers in conformity with the PPPs business plan of the Local Group.
- To gather and share feedback on the uptake and impact of the GFSI approach within the region.
- To support the work of the Working Groups 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 Working Groups on activities in their geography.

The Local Group is prohibited from undertaking any lobbying on behalf of their own business or Trade Associations and must always act in the interests of the GFSI Coalition objectives and in conformity with CGF anti-trust rules.

Any outcomes and publications from Local Groups or Sub Working Groups are the Intellectual Property of the GFSI unless already owned and declared by a contributing member.

The Local Groups work in close cooperation with the GFSI Coalition Team and the GFSI Steering

Committee.

## B.2 Work Plan

Each Local Group must establish a stakeholder mapping exercise prior to establishing its work plan, objectives and expected outputs in line with the mandate given above. A template for the production of this work plan is given in Annex VII. The work plan must be agreed with the GFSI Coalition Team and then presented to the GFSI Steering Committee for approval annually.

The Local Group must not engage in any pilot schemes or projects and must not establish any subgroups, codes of practice, positions, standards or certification processes without authorisation by the GFSI Coalition Team and GFSI Steering Committee.

## B.3 Communication

The GFSI Local Groups shall abide by the general Communication Rules and Regulations outlined in the Code of Ethical Conduct (See Article XI). The Local Groups are not authorised to create any social media account in the name of GFSI. Local Groups are provided with dedicated social media hashtags for their countries. The GFSI brand, GFSI logo and the Global Markets Programme brand is the property of the Consumer Goods Forum.

# C. Local Group Composition

There is no limit to the number of members within a Local Group, but they should comprise no more than 25% of non-retail and manufacturer members. Each Local Group shall be as balanced as possible between stakeholders from the following sectors:

- Retail/Wholesale.
- Distribution.
- Food service/Catering.
- Manufacturing.
- Primary Production.
- Certification Programme Owners.
- Certification bodies.
- Academia.
- Service providers to the food industry
- Other relevant supply chain participants

Depending on the strategic local priorities of the Local Groups, other partners such as the following stakeholders can have an observer status at the Local Group subject to approval by the GFSI Coalition Team (also see Section J):

- Government
- Other associations

Only one representative per company is allowed.

For Local Groups where several countries should be represented, the group should aim to have a minimum of one representative per country. The GFSI Coalition Team, GFSI Steering Committee and CGF Governance Committee, if relevant, should prioritise together a list of countries that are to be represented at the Local Group level for GFSI / CGF strategic priorities.

The Local Group will decide if it will divide into sub-groups in order to achieve its mandate or set up multi-stakeholder Working Groups. This must be agreed with the GFSI Coalition Team. All members of such groups must commit to adhering to this Article (VIII) of the GFSI Governance Model and Rules of Procedure together with the GFSI Code of Ethical Conduct as defined in Article XI. They must also sign, endorse and abide by the GFSI Local Group Members Statement of Commitment (Annex IX).

To ensure the opportunity for succession of new Local Group 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.

## D. Members candidacy and appointment process

### D.1 Roles and Responsibilities

Local Group members work collaboratively to achieve the objectives of the GFSI Local Group, according to its mandate and under the guidance of the Local Group Co-Chairs and the GFSI Coalition Team and GFSI Steering Committee.

### D.2 Eligibility/Nomination and Appointment

In establishing membership of a new Local Group, the following approach should be adopted:

- Preparation of a brief and specific call for nomination (profile of members, mandate, etc.)
- Public call for participation for three weeks on the GFSI website or through relevant communication channels for the locality.
- Experts apply according to the details requested in the brief (CV, application letter, letter of endorsement from business.)
- The GFSI Coalition Team and, where additional advice is deemed necessary, the GFSI Steering Committee select the most suitable members according to the criteria presented in the brief and in alignment with the present rules.

Written assurance on the independence and objectivity of the election process is available upon request by contacting the GFSI Coalition team.

Once established, nomination and appointment of new members of the Local Group and its sub groups can be made by the Local Group Co-Chairs and the GFSI Coalition Team in accordance with the requirements detailed in the original brief and specific call for nomination.

Local Group members cannot be substituted with another representative of their organisation without prior agreement with the Local Group Co-Chairs and the GFSI Coalition Team.

### D.3 Terms of Office and Re-appointment

There is no maximum duration for membership of a Local Group.

Local Group membership is reviewed on an annual basis by the Co-Chairs and the GFSI Coalition Team (see Relief of Duty, below) and agreed with the GFSI Steering Committee, where necessary.

## E. Meetings and Participation

Each Local Group should meet on a minimum of two occasions annually although it can decide if it wants to meet more frequently. Local Groups not meeting at a suitable frequency will be reviewed by the GFSI Coalition Team and may be terminated. A draft agenda will be circulated in advance of the meeting and a final agenda no later than 1 week before the meeting.

Each Local Group will establish a clear agenda and communication process. This process shall be reviewed and validated by the GFSI Coalition Team. Meeting minutes will be prepared and shared with Local Group members and the GFSI Coalition Team.

Papers for meetings will be circulated to members at least one working week prior to the meeting.

Every agenda shall contain, as its first item, a statement regarding Competition and Antitrust as detailed in Article XI Section I. The Co-Chairs of the meeting shall read such statement at the start of each meeting, and the minutes shall record that this has been undertaken.

Minutes will be taken for all meetings, initially agreed with the Co-Chairs and then circulated to members for agreement within 2 weeks of the meeting and final minutes issued no later than 4 weeks after the meeting.

An executive summary of the items discussed at the meeting and key decisions taken will be produced and made accessible on the GFSI website within 4 weeks of the meeting.

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

**Note:** In some countries, local regulations may require prior approval of the Local Group Agenda and Minutes with the GFSI Legal Counsel. This should be determined with the GFSI Coalition Team.

## F. Decision Making

The Local Group Co-Chairs facilitates decision-making amongst the Local Group. The Local Group Co-Chairs will facilitate decision-making through consensus amongst the Local Group. For a Local Group to take place a quorum must be reached. The quorum is reached when more than 50% of Local Group members are present. If this condition is not satisfied, a new meeting with a quorum must be scheduled or if the meeting cannot be rescheduled any decisions agreed must be referred to those Local Group members not present for ratification in accordance with the decision making criteria (below). Furthermore, the Local Group Co-Chairs and GFSI Coalition Team may determine that attendance indicates a predominance of interest for any single stakeholder group, and in such case, may cancel the meeting.

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:

- All members are expected to participate in decisions.
- Decisions that are not consistent with the scope or remit of the Local Group must be referred back to the GFSI Coalition Team and GFSI Steering Committee for approval to change the scope.
- Decisions should as far as possible be by consensus i.e. all members agree to support the decision even if it is not their preferred option.
- If consensus cannot be reached on a proposed activity at Local Group level, decisions will be put to a vote (one vote per company). In the spirit of maintaining a bias to action, if a balanced majority of more than two thirds are in favour and provided that there is a sufficient critical mass of companies committing to implement then the action will be taken as agreed. This balanced majority must include a reasonable balance of manufacturers and retailers.
- If a member of the minority opposed to action has concerns about the decision, they should seek to resolve them in the first instance with the Co-Chairs of the Local Group but may also appeal to the GFSI Steering Committee.
- If a recommended action fails to achieve the two thirds majority, the Co-Chairs or GFSI Coalition Team may choose to escalate the issue to the GFSI Steering Committee.
- If the GFSI Steering Committee cannot reach a consensus or a two thirds majority, then the proposed action will lapse.

## G. Behaviour and Code of Conduct

Local Group Members must commit to adhering to this Article (VIII) of the GFSI Governance Model and Rules of Procedure together with the GFSI Code of Ethical Conduct as defined in Article XI. They must also sign, endorse and abide by the GFSI Local Group Statement of Commitment (Annex IX).

Local Group members will be required to re-sign Annex IX (GFSI Local Group Members Statement of Commitment) every 3 years upon re-election to the Local Group and when any major changes occur to the GFSI Governance Model and Rules of Procedure affecting the Local Group.

Local Group Co-Chairs will also be required to submit an annual self-assessment (see Annex IV) detailing their and the group member's contribution to the delivery of the overall GFSI Mandate (Article II) and the specific Mandate of the Local Group.

## H. Relief of Duty

The office of a Local Group Member shall terminate in the event of:

- Voluntary resignation.
- Change of employer or retirement.
- Dismissal by the Local Group Co-Chairs, the GFSI Coalition Team or the GFSI Steering Committee for failure of a Local Group member to fulfil the Behaviour and Code of Ethical Conduct requirements outlined above in Article VIII.G.

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 Local Group shall be made by the Local Group, GFSI Coalition Team or the GFSI Steering Committee.

In the event that the Co-Chairs, the GFSI Coalition Team and the GFSI Steering Committee remove and replace a member for reasons such as absenteeism, lack of contribution or lack of respect for the Behaviour and Code of Ethical Conduct, other members of the Local Group shall be informed of the circumstances and the record shall be included within the meeting minutes.

## I. Co-Chairs

### I.1 Appointment

The GFSI Coalition Team shall appoint two Co-Chairs, one from a retail CGF member and one from a manufacturer CGF member for each Local Group for the duration of the planned activity. The Co-Chairs must be CGF members and their companies must be signatories to the GFSI Coalition of Action and must have received a letter of endorsement from the CoA nominee

The Co-Chairs will be required to attend (physically or by video conference) a 1-2 day induction and must additionally allocate a minimum of one day every month to GFSI Local Group activities.

Annually, the Co-Chairs report on Local Group activity to the GFSI Coalition Team and GFSI Steering Committee and in addition shall carry out any duties agreed upon by the GFSI Coalition Team and the GFSI Steering Committee in the specific Local Group work plan. In order to deliver their duties, it is a requirement that the Chair be fluent in English.

The Co-Chairs shall:

- Chair the Local Group Meetings. To this end, they are responsible for opening and closing the meetings, steering discussions, ensuring observance of the rules, announcing voting decisions, reviewing meeting agendas, working papers and minutes, and reporting to the GFSI Coalition Team.
- Ensure that the Local Group operates to the agreed mandate and where matters extend beyond its perceived remit to escalate this to the GFSI Coalition Team.
- Ensure that the views of all Local Group members are reflected in discussions and decisions.
- Ensure that notes are taken by a member of the group and they must approve meeting notes as a true record of meetings.
- Ensure efficient and effective meetings of the Local Group.
- Consider the work programme and form subgroups to deliver specific work items where necessary and relevant, and with the approval of the GFSI Coalition Team.
- Ensure that new members participate in a comprehensive induction process.
- Determine with the GFSI Coalition Team whether meeting attendance indicates a predominance of interest for any single stakeholder group.
- Work with the GFSI Coalition Team and the GFSI Steering Committee to ensure that the composition of the Local Group is balanced and that the commitment of all its members is tracked through attendance and activity.
- Report back with the GFSI Coalition Team to the GFSI Steering Committee on the progress and impact of the Local Group's work.

In the absence of a Co-Chair a meeting may proceed under the Chairmanship of a single Co-Chair.

### **I.2 Term of office**

A Local Group Co-Chair is appointed for three years, after which they can be re-appointed for successive two-year periods. At the end of a Local Group member's term(s) as Co-Chair, he or she may remain as a Local Group member for the remainder of his or her term as governed by the Local Group member term limits.

### **I.3 Behaviour and Code of Conduct**

Local Group Co-Chairs must commit to adhering to the same conditions as required for Local Group members (Article VIII.G.)

### **I.4 Relief of duty**

The conditions for the Relief of Duty of the Co-Chairs are the same as for the Local Group members as outlined in Article VIII.H. A Co-Chair could also be released of their duty should they fail to perform their duties effectively as outlined in Article VIII.I.1.

### **I.5 Replacement**

In the event of the Co-Chair being prevented from fulfilling their duties mid-term the GFSI Steering committee, Sub Committee and / or the GFSI Coalition team will appoint a replacement from within the Local Group.

## **J. Observers**

To support and promote the objectives of GFSI, observers may be invited to the face-to-face meetings of the Local Groups. In each case, the observer will have confirmed in writing that they have read and understood the GFSI Code of Ethical Conduct including these specific rules to which they must adhere:

- Attendance depends on the approval of the Co-Chairs and the GFSI Coalition Team and is limited to two observers per group on a first come first serve basis.

# ARTICLE IX: SCIENCE AND TECHNOLOGY ADVISORY GROUP

## A. Mandate & Authority

The Science and Technology Advisory Group (STAG) provides GFSI with an expert independent outlook on any science and technology developments that may impact GFSI's food safety activities. This network of multi-disciplinary experts acts as an objective source and review of the evidence underpinning GFSI strategic priorities, decisions, and activities. Facilitated by the GFSI Coalition Team and their appointed Chair, the STAG shall:

- Collect, collate, and analyse information and data, identifying emerging matters related to food safety.
- Produce:
  - a yearly foresight report of scientific and technological developments that may impact food safety and GFSI activities
  - a six-monthly output update/report concerning the critical science and technology insights and trends pertaining to food safety
  - specific briefing documents on request from the GFSI Steering Committee to support the committee's discussions and decision making
  - an annual summary report of all work undertaken in accordance with Annex V
- Maintain a network of experts who may be called upon to join working groups based on the need of the STAG mandate or assignments.
- Deliver quality and independent output within the timeline set by the GFSI Steering Committee.
- Identify potential avenues for further investigation and reporting.
- Initiate research studies, subject to GFSI Coalition Team and GFSI Technical Committee agreement, where there is insufficient data to facilitate a clear understanding of a specific issue.

## B. Composition

The members of the STAG are:

- Proven thought leaders and key contributors in their fields. Diversity of thinking is vital, and the participants must be committed to the purpose of GFSI and STAG.
- Independent from industry, typically employed by a university, research institute, or government body.

The members of STAG are not expected to be experts in all areas but to understand the fundamentals of food systems, food safety, and food security. The STAG composition shall satisfy the right balance of discipline, expertise, geography, and diversity of thinking as decided upon by the GFSI Coalition Team (see Article IX.K. Addendum for an outline of disciplines likely to be needed for the STAG). That balance may change based on the needs and current activities within GFSI and on recommendation from the STAG. The number of STAG members may vary based on the needs of the GFSI and of the STAG itself to deliver its mandate efficiently, but it should comprise of no less than 5 members and no more than 15 members.



## C. Members candidacy and appointment process

The STAG members are appointed for three years; they may re-apply for membership after serving for three years. Potential candidates to STAG membership will be communicated to the GFSI Team and relevant GFSI Committees / Sub Committees. The STAG Chair shall consider those recommendations and recommend a membership to the GFSI Coalition Team and Technical Committee based on the criteria set in section B. Composition. The GFSI Coalition Team and Technical Committee shall confirm that the proposed composition satisfies the composition criteria of STAG.

## D. Meetings and Participation

The STAG works remotely via emails and videoconferences with a minimum of four meetings a year. Expert groups focussed on specific mandates will also meet predominantly remotely, however at a frequency based on the specific assignment and workflow need. In the course of its activities or in the process of delivering against specific mandates, both the STAG and the expert groups may choose to meet may face to face if the opportunity presents and providing all other convening criteria can be met.

A draft agenda will be circulated 4 weeks in advance of the meeting and a final agenda no later than 1 week before the meeting.

Papers for meetings will be circulated to members at least one working week prior to the meeting.

Every agenda shall contain, as its first item, a statement regarding Competition and Antitrust as detailed in Article XI Section I. The Chair of the meeting shall read such statement at the start of each meeting, and the minutes shall record that this has been undertaken.

Minutes will be taken for all meetings, initially agreed with the Chair and then circulated to members for agreement within 2 weeks of the meeting and final minutes issued no later than 4 weeks after the meeting.

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

## E. Decision Making

Decisions of the STAG and any expert groups are through data and science-driven consensus amongst the members. The quorum for the STAG and expert group meetings will be no less than 50% of the members. If this condition is not satisfied, a new session must be scheduled. Furthermore, the GFSI Team or the STAG Chair may determine that attendance indicates a predominance of interest or a lack of critical input and, in such case, may cancel the meeting.

When documents are modified extensively during a meeting, the documents will be subsequently 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 data-driven and science-based consensus in decision making. Consensus is based on the agreement of all present members.

- When a consensus cannot be reached, members commit to making every effort to determine the best available solution.
- If a solution cannot be identified, the output of the STAG or expert group shall reflect all the divergent opinions, respecting the balance of all perspectives to facilitate GFSI in taking an informed decision.

## F. Behaviour and Code of Conduct

STAG Members must commit to adhering to this Article of the GFSI Governance Model and Rules of Procedure together with the GFSI Code of Ethical Conduct as defined in Article XI. They must also sign, endorse and abide by the GFSI Working Group Statement of Commitment (Annex IX).

STAG members will be required to re-sign Annex IX (GFSI Working Group Members Statement of Commitment) every 3 years upon re-appointment to the STAG and when any major changes occur to the GFSI Governance Model and Rules of Procedure affecting the STAG.

STAG members will also be required to submit an annual self-assessment (see Annex IV) detailing their contribution to the delivery of the overall GFSI Mandate (Article II) and the specific Mandate of the STAG.

## G. Relief of Duty

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

- Voluntary resignation.
- Change of employer or retirement.
- Dismissal by the STAG Chair, the GFSI Coalition Team or the GFSI Steering/Technical Committee for failure of a member to fulfil the Behaviour and Code of Ethical Conduct requirements outlined above in Article IX.D.

The leaving member and the Chair of the STAG shall agree to any notice period and completion of outstanding work based on the needs of the STAG and the leaving member's circumstances.

The Chair may recommend a replacement for the leaving member to the GFSI Technical Committee based on the criteria set in section B. Composition. The GFSI Technical Committee shall confirm that the new proposed composition satisfies the composition criteria of STAG.

In the event that the Co-Chairs, the GFSI Coalition Team and the GFSI Steering/Technical Committee remove and replace a member for reasons such as absenteeism, lack of contribution or lack of respect for the Behaviour and Code of Ethical Conduct, other members of the STAG shall be informed of the circumstances and the record shall be included within the meeting minutes.

## H. STAG Chair

### a. Role and Responsibilities

The Chair's primary role is to report on the STAG's activities to the GFSI Technical Committee, Steering Committee and team, ensuring conformance to the GFSI Governance Rules and the delivery of the

mandate. The Chair is also expected to deliver the documented outputs of the STAG to GFSI, with input from the STAG members. As such, the chair shall:

- Recommend members of the STAG to the GFSI Coalition Team and Technical Committee.
- Work with the Technical Committee and the GFSI Coalition Team to ensure that the composition of the STAG is balanced and allows the delivery of the mandate, including reporting on the commitment of all its members tracked through attendance and contribution.
- Ensure that the activities of the STAG match its mandate and report any potential challenges on that matter to the GFSI Coalition Team.
- Decide with the GFSI Coalition Team on the frequency of STAG meetings and email exchanges.
- Chair all meetings, ensuring there is an open and adequate discussion on each agenda item and that those discussions are documented and highly transparent.
- Facilitate decision-making through consensus, as referred to in section E.
- Deliver the documented outputs of the STAG to GFSI as described in the mandate.
- Present the outputs of the STAG to the GFSI Coalition Team and the GFSI Technical/Steering Committee.

#### **b. Appointment process**

The Chair of the STAG is appointed on invitation from the GFSI Steering/Technical Committee based on the above criteria. The Chair of STAN shall:

- Satisfy the criteria set in the section B. Composition.
- Have the skills and competence required to deliver their role and responsibilities. This includes excellent reporting and writing skills, building consensus, organising their work, and the work of a large group of people.
- Have extensive experience in food safety and science.
- Have an active network in the food safety and scientific communities.
- Be independent of industry, e.g., employed by a university, research institute, or recently retired.
- Be confident in addressing both members of STAG and the GFSI Steering/Technical Committee.

#### **c. Term of office and relief of duty**

The chair of the STAN is appointed for three years; they may re-apply for chairmanship after serving for three years. The office of the STAG Chair shall terminate in accordance with the terms for relief of duty of STAG members (see Article IX.G).

## **I. Expert groups**

In accordance with the requirements of the GFSI Steering Committee and with advice from the STAG, it may be necessary to appoint Expert Groups to support specific mandates or assignments. The Expert Group's appointment and rules of governance will be in accordance with those defined for the STAG and the appointed Chair of the Expert Group will report to the STAG Chair or a nominated individual from the STAG. The Expert Group's membership will be limited to the lifespan of the specific projects they have been requested to participate in, subject to the eligibility criteria already outlined in section b. If eligible, Expert Group members may participate in multiple working groups.

## **J. Output Standards**

All outputs will be reviewed to ensure that the people involved have the necessary expertise and independence. For each mandate or piece of work, a sub-group of the STAG, independent from the authors of the work, under the guidance of the Chair, will ensure that the necessary guidelines for quality and ethics have been followed. The review will cover the following considerations:

- The rigour and expertise applied to the review (including where appropriate peer review).
- The qualifications, experience, and history of those contributing.
- The independence of the findings.

All studies independent of results and findings will be published as long as they meet the output standards.

# ARTICLE X: G2B Organising Group

As our food network becomes more globalised and interconnected, we have seen increased expectations for greater transparency and integrity as consumers are more aware of issues related to food safety and traceability. There is a growing awareness that we are unable to build a safer and more efficient food supply chain without the support of local and national public partners. Utilising our collective resources, industry stakeholders and governments can work more effectively together to ensure that there are safeguards in place along the entire value chain, from farm to fork, to ensure safe food for consumers everywhere.

GFSI strategy is made of three strategic outcomes each related to the core activities of GFSI (harmonisation, public-private-partnerships and capacity building). The GFSI strategic outcome on public-private-partnership is to ensure that Food safety regulators trust that GFSI certification can be used for risk-based resource allocation. In 2016, an annual Government-to-Government (G2G) and Government-to-Business (G2B) meeting, hosted by GFSI, was created jointly with some competent authorities. This document intends to formalise the work that has been done by the G2B Organising Group.

## A. Mandate

The Government to Business (G2B) Organising Group is responsible for planning and implementation of the annual G2B forum.

The G2B forum provides an informal opportunity for public and private sectors to identify and examine areas that could improve food safety outcomes for consumers through greater collaboration. Bringing together regulators and food safety experts from the GFSI private sector community and international organisations, the G2B will focus on finding practical and innovative solutions to challenges faced in ensuring safe food for consumers everywhere. Through this enhanced dialogue and resulting cooperative effort, the G2B seeks to build trust, stronger constructive relationships and enhance projects between the public and private sectors.

Powered by the CGF, with coordination and logistic support from the GFSI team to implement the G2B forum, in the absence of a formal structure, and budget, the G2B intends to work in a collaborative and inclusive manner with all stakeholders involved for safe food for consumers everywhere, and seeks to increase and broaden the understanding of the important intersection between regulatory oversight and voluntary accredited third-party certification programmes.

In this way, the G2B can act as a catalyst and influencer that can lead to positive developments within other multilateral fora and bilateral initiatives.

Specifically, the Organising Group will;

- Consider current issues impacting food safety and regulatory oversight and identify subject areas that would benefit from further focused examination. In addition to defining the main thematic areas for discussion, the G2B Organising Group will also determine the most appropriate means (e.g. workshops, plenary etc.) to facilitate the dialogue and identify the logistical requirements.
- Invite and engage, via the food safety network, a broad community of food safety competent authorities to participate in the G2B forum and working programmes to have a fair participation from regions all over the world

- Participate in all the preparatory conference calls
- Attend the GFSI webinars and engage or follow projects where competent authorities are engaged with GFSI for better coordination
- In addition, GFSI Working Group members undertake to contribute to the production of an Annual Review and Compliance Report (Annex V).
- The G2B organising committee will work in collaboration with the PPPs steering committee sub committee

The G2B Organising Group shall abide by the Code of Ethical Conduct (See Article XI).

## B. G2B Group Composition

The work of the G2B Organising Working Group will be overseen by two Co-Chairs from the Public Authority and GFSI Steering Committee Co-Chairs, supported by a secretariat provided by the Global Food Safety Initiative (GFSI).

Membership is open to individuals who meet the following profile criteria;

- GFSI Steering Committee Members – GFSI Coalition Team members will represent GFSI Steering Committee members when necessary
- Regulators able to demonstrate senior management commitment from their organisation to engage on this project, its aims and objectives
- Regulators from national competent authorities responsible for food safety must have adequate technical expertise on food safety legislation/regulation, official controls/enforcement, risk assessment and risk management. Specifically, they should be involved, or influence the planning/implementing of food inspections.
- Policy and programme officials or food safety experts from international public institutions (e.g. Codex, FAO, World Bank, WTO, WHO) who agree to share existing practices among peers and food safety experts to promote safe food for consumers everywhere
- Have a willingness to engage and work openly with the industry for the greater good of improving regulatory compliance of food business operators via their food safety systems and accredited third-party certification
- Have the ability to be engaged on the project throughout its entire duration
- Commit to the GFSI outcome to build trust in GFSI so that food safety regulators trust that GFSI certification can be used for risk-based resource allocation
- Ability to take decision in the name of the organisation
- Provide foresight and strategic thinking in their committee deliberations.

## C. Members candidacy and appointment process

The GFSI Coalition Team will launch a call for participation to its public stakeholders to be part of the G2B Organising Group. Appointment to the Group will be made by the GFSI Coalition Team in consultation with the GFSI Steering Committee or relevant Sub Committee, where necessary based on the following;

- The ability of the individual to meet the criteria defined in Section B (above)
- Ensuring an appropriate regional balance

- Ensuring an appropriate balance of relevant jurisdictions including International Standard Setting bodies

In addition, the composition of the G2B Organising Group will be reviewed each year and continued involvement will be dependent on the above criteria and evidence of the following:

- Active participation of its members
- Delivery of the Group mandate and the annual objectives
- Has demonstrated alignment between the organisation and GFSI strategic objectives

Following the final selection of members, the group shall be closed to new members until the G2B yearly cycle is over.

## D. Term of Office

A maximum term of 2 years renewable once defined for Group members but their involvement will be reviewed by the GFSI Coalition Team annually and may be terminated if they are not contributing to or fulfilling the role of a member as defined in C. (above).

## E. Meetings and Participation

Monthly videoconferences will be a maximum of two hours duration and be held from October to March.

A call for agenda items will be made to members four weeks in advance of a videoconference, and the Co-Chairs will approve the final agenda.

Papers for meetings will be circulated to members at least one working week prior to the meeting.

Meeting minutes will be prepared and circulated to members by the secretariat, once approved by the Co-Chairs within two weeks of the meeting. Final minutes will be issued no later than 4 weeks after the meeting. Minutes will receive final approval at the following videoconference.

The Organising Working Group may be called upon to provide direction to the GFSI team on related logistical issues such as invitations, promotion, interpretation.

The working language of the Organising Working Group will be English.

Members of the Committee are expected to:

- Commit to the GFSI outcome to build trust in GFSI so that food safety regulators trust that GFSI certification can be used for risk-based resource allocation
- Demonstrate and sustain their commitment to the advancement of the committee mandate for the duration of the Working Group
- Engage actively and work openly with all members of the committee to plan and implement a successful annual G2B forum.
- Consider the interests of all potential G2B participants across the international community.
- Provide foresight and strategic thinking in their Working Group deliberations.
- Engage their organisations and other organisations and jurisdictions in participating to the G2B when necessary

Every agenda shall contain, as its first item, a statement regarding Competition and Antitrust as detailed in Article XI Section I. The Co-Chairs of the meeting shall read such statement at the start of each meeting, and the minutes shall record that this has been undertaken.

An executive summary of the items discussed at the meeting and key decisions taken will be produced and made accessible on the GFSI website within 4 weeks of the meeting.

All costs and expenses for participants' participation in any or all activities of the G2B Working Group must be covered by the organisations that they represent.

## F. Decision Making

The Group Co-Chairs facilitate decision-making amongst the Group. The Group Co-Chairs will facilitate decision-making through consensus amongst the Group. For a Group to take place a quorum must be reached. The quorum is reached when more than 50% of Group members are present. If this condition is not satisfied, a new meeting with a quorum must be scheduled or if the meeting cannot be rescheduled any decisions agreed must be referred to those Group members not present for ratification in accordance with the decision making criteria (below). Furthermore, the Group Co-Chairs and GFSI Coalition Team may determine that attendance indicates a predominance of interest for any single stakeholder group, and in such case, may cancel the meeting.

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:

- All members are expected to participate in decisions.
- Decisions that are not consistent with the scope or remit of the Group must be referred back to the GFSI Coalition Team and GFSI Steering Committee for approval to change the scope.
- Decisions should as far as possible be by consensus i.e. all members agree to support the decision even if it is not their preferred option.
- If consensus cannot be reached on a proposed activity at Group level, decisions will be put to a vote (one vote per member). In the spirit of maintaining a bias to action, if a balanced majority of more than two thirds are in favour and provided that there is a sufficient critical mass of members committing to implement then the action will be taken as agreed.
- If a member of the minority opposed to action has concerns about the decision, they should seek to resolve them in the first instance with the Co-Chairs of the Group but may also appeal to the GFSI Steering Committee.
- If a recommended action fails to achieve the two thirds majority, the Co-Chairs or GFSI Coalition Team may choose to escalate the issue to the GFSI Steering Committee.
- If the GFSI Steering Committee cannot reach a consensus or a two thirds majority, then the proposed action will lapse.

## G. Behaviour and Code of Conduct



Group Members must commit to adhering to this Article (X) of the GFSI Governance Model and Rules of Procedure together with the GFSI Code of Ethical Conduct as defined in Article XI.

## H. Relief of Duty

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

- Voluntary resignation.
- Change of employer or retirement.
- Dismissal by the Group Co-Chairs, the GFSI Coalition Team or the GFSI Steering Committee for failure of a Group member to fulfil the Behaviour and Code of Ethical Conduct requirements outlined above in Article X.G.

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 Group shall be made by the Group, GFSI Coalition Team or the GFSI Steering Committee.

In the event that the Co-Chairs, the GFSI Coalition Team and the GFSI Steering Committee remove and replace a member for reasons such as absenteeism, lack of contribution or lack of respect for the Behaviour and Code of Ethical Conduct, other members of the Group shall be informed of the circumstances and the record shall be included within the meeting minutes.

## I. Co-Chairs

### I.1 Appointment

The Co-Chairs of the G2B will comprise the current GFSI Steering Committee Co-Chairs, one from a retail CGF member and one from a manufacturer CGF member and a Co-Chair from the Public Authority. The Co-Chair from the Public Authority will be appointed by the Public Authority representatives on the Group by consensus. If consensus cannot be reached, the GFSI Coalition Team will appoint a Co-Chair.

In order to deliver their duties, it is a requirement that the Co-Chairs be fluent in English.

The Co-Chairs shall:

- Chair the Group Meetings. To this end, they are responsible for opening and closing the meetings, steering discussions, ensuring observance of the rules, announcing voting decisions, reviewing meeting agendas, working papers and minutes, and reporting to the GFSI Coalition Team.
- Ensure that the Group operates to the agreed mandate and where matters extend beyond its perceived remit to escalate this to the GFSI Coalition Team.
- Ensure that the views of all Group members are reflected in discussions and decisions.
- Ensure that notes are taken by a member of the group and they must approve meeting notes as a true record of meetings.
- Ensure efficient and effective meetings of the Group.
- Consider the work programme and form subgroups to deliver specific work items where necessary and relevant, and with the approval of the GFSI Coalition Team.
- Ensure that new members participate in a comprehensive induction process.
- Determine with the GFSI Coalition Team whether meeting attendance indicates a predominance of

interest for any single stakeholder group.

- Work with the GFSI Coalition Team and the GFSI Steering Committee to ensure that the composition of the Group is balanced and that the commitment of all its members is tracked through attendance and activity.
- Report back with the GFSI Coalition Team to the GFSI Steering Committee on the progress and impact of the Group's work.

In the absence of a Co-Chair from the Public Authority or the GFSI Steering Committee, a meeting may not proceed. In the absence of one of the Co-Chairs of the GFSI Steering Committee, the meeting may proceed under the Chairmanship of a single GFSI Steering Committee Co-Chair.

## **I.2 Term of office**

No maximum term is defined for Group Public Authority Co-Chairs, but their involvement will be reviewed by the GFSI Coalition Team annually and may be terminated if they are not contributing to or fulfilling the role of a member as defined above. The maximum term of the Group GFSI Steering Committee Co-Chairs is defined by their term in office as the GFSI Steering Committee Co-Chairs and termination of office on the GFSI Steering Committee will result in termination of office on the G2B Group.

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

## **I.3 Behaviour and Code of Conduct**

Group Co-Chairs must commit to adhering to the same conditions as required for Group members (Article X.G.)

## **I.4 Relief of duty**

The conditions for the Relief of Duty of the Co-Chairs are the same as for the Group members as outlined in Article X.H. A Co-Chair could also be released of their duty should they fail to perform their duties effectively as outlined in Article X.I.1.

# ARTICLE XI: GFSI CODE OF ETHICAL CONDUCT

GFSI recognises that it is essential to only conduct activities in an ethical manner that ensures the confidence of all parties involved in food safety as well as the wider public. Each of GFSI's organisational entities (such as the Steering Committee, Local Groups, Working Groups and Local Groups) and staff members are committed to advancing the trust and respect of consumers through integrity, honesty and ethical business conduct and therefore are expected to act in accordance with this Code of Ethical Conduct. Each member within GFSI's stakeholder community has a responsibility to adhere to this Code and additionally shall comply with the applicable laws and regulations wherever they do business.

The GFSI Code of Ethical Conduct applies to all members of the GFSI Coalition team, GFSI Steering Committee, Sub Committees, Working Groups, Local Groups and to any observers, other GFSI meeting participants or person involved in any capacity in GFSI activities. It is also applicable to any GFSI event or side event that is organised, hosted or sponsored in part or whole by GFSI.

## A. Commitment to Promoting Food Safety

All GFSI stakeholders shall act honestly, impartially, in good faith and in the best interests of GFSI. All GFSI stakeholders will hold working to improve consumer safety as their priority and will work towards improving food safety while collaborating with colleagues in a fair, responsive and equitable manner. GFSI is committed to benchmarking globally recognised and accredited third-party food safety certification programmes by ensuring fair and responsive application of the principles of due process, transparency, openness and impartiality whilst enhancing the achievement of the UN Sustainable Development Goals in the food supply chain. They will also consider all relevant interests at the local, national, and international level, taking appropriate measures to facilitate the inclusion of consumer and other relevant stakeholders' perspectives.

## B. Impartiality

GFSI is committed to the harmonisation and improvement of food safety systems through the benchmarking and recognition of Certification Programmes. To do this effectively, all GFSI stakeholders shall:

- Support the dissemination of food safety information, technology, and good practice, and promote sustainable development in a completely impartial manner.
- Contribute to the development and continuous improvement of the GFSI Benchmarking Requirements, and promote the adoption and fair use of accredited, GFSI recognised third-party food safety certification, particularly with regard to requirements for integrity, objectivity and impartiality.
- Act impartially in relation to the GFSI Benchmarking and Recognition Process, ensuring that they are independent in judgement and actions, and take all reasonable steps to be satisfied as to the soundness of their decisions.

## C. Use of GFSI name, mark and logo

GFSI stakeholders share a duty to maintain and enhance the reputation of GFSI and shall not engage in conduct likely to bring discredit upon GFSI. All stakeholders shall make their best efforts, and take all appropriate action, to ensure the proper use of the GFSI name, mark, and logo, and to prevent the unauthorised use, in any form, of GFSI publications, communications and documents. All requests for use of the GFSI logo must be approved by GFSI, unless you are contracted directly with GFSI and the contract states otherwise.

## D. Promoting the aims of GFSI

All GFSI staff, GFSI organisational entity members and other GFSI stakeholders providing services in the name of GFSI shall use due care and diligence in fulfilling the functions of their role. They commit to actively and accurately promoting and representing GFSI within their networks, at internal or external events and during stakeholder discussions. Additionally, they commit to following the mandate of the relevant GFSI Stakeholder group. All GFSI stakeholders are committed to making their best endeavours to contribute towards GFSI's global vision and relevance by applying the relevant international standards developed by the international standard setting bodies properly and diligently and conducting business and other relationships considerately and in full compliance with the aims of GFSI.

## E. Discrimination

GFSI stakeholders shall contribute to actions taken by GFSI to help any participant, large or small, in the food supply chain to improve their food safety mechanisms in alignment with the standards developed by the international standards setting bodies, regardless of turnover, religious or political connections, or the race or sex of the persons concerned.

## F. Conflicts of Interest

All GFSI stakeholders shall prevent conflicts of interest pertaining to GFSI-related matters from arising, by communicating in a fair and transparent manner with all relevant parties. Any GFSI stakeholder should inform the GFSI staff and the Steering Committee of any existing or potential conflicts of interest, arising out of any GFSI roles of responsibility, fulfilment of duties or the conduct of business.

## G. Confidentiality

All GFSI stakeholders shall treat as confidential all information that is obtained through professional access to GFSI work including any discussions, documents, decisions exchanged between GFSI stakeholders before, during and after any GFSI meetings that have not been officially agreed upon and / or are not yet in the public domain. Such confidential information remains the property of the source from which it was obtained. They shall not disclose it or allow it to be disclosed to a third-party or parties, unless that disclosure is required by law or has been authorised by the source of the information. Any information provided to GFSI stakeholders that is not in the public domain is regarded as confidential information.

## H. Effective delivery of Stakeholder group activity

Stakeholders will engage in GFSI activities, including actively preparing for GFSI events and meetings, e.g. reviewing meeting minutes and pre-reads, being present at a minimum of two thirds of all relevant meetings and calls per annum and being engaged, thought-provoking and collaborative during GFSI's meetings and events. They commit to promptly responding to GFSI requests and consultation and dedicating time and effort between conference calls, meetings and events in order to support the punctual delivery of the assigned mandate. Stakeholders will support consensus building within GFSI's decision-making processes, which includes acknowledging, respecting, building on and responding to the various perspectives, comments and ideas of other, identifying and promptly addressing arising disputes to ensure a quick resolution, supporting all adopted consensus-derived decisions based on thoughtful deliberation and externally communicating as one unified GFSI voice. GFSI staff commit to minimising the costs associated with the core functions of GFSI and to being open and honest about its funding and sponsorship.

## I. Competition and Antitrust

The CGF supports a competitive marketplace and the GFSI has an unwavering policy of complying with competition laws in all its activities. All GFSI stakeholders commit to the following principles:

- To respect and adhere to fair competition and trade practice laws at the national and international level relevant to the governing jurisdiction.
- To refrain from anti-competitive behaviour including, but not limited to, any agreement or understanding regarding price-fixing, bid-rigging, market allocation or restriction of supplies, or exchanging competitively sensitive information or abusing a position of market dominance.
- 
- GFSI stakeholders should never discuss or exchange information on commercially sensitive subjects. "Commercially sensitive information" is defined as company-specific information which, if exchanged, could influence competitors' future conduct. It refers to, but is not limited to the following prohibited subjects:
  - Price information: selling or purchasing prices, including not only actual prices charged but also the elements of pricing and pricing policy, for example, costs, discounts, promotional terms and trade terms;
  - Price changes or present or future trading conditions;
  - Capacity, costs or production output;
  - Plans relating to future business, investment, product, marketing and advertising strategies;
  - Purchasing or bidding plans or other commercial strategies;
  - Sales volumes or values, or sales quotas;
  - Market shares;
  - Proprietary technical development;
  - Individual dealings with customers or suppliers or buying associations including the status or content of yearly negotiations; and
  - Proposals for joint market conduct regarding specific companies, including customers, suppliers and other industry participants, including boycotts and blacklists.
- GFSI engages with owners of standard-setting programmes that have legitimate food safety purposes and benefit the marketplace and consumers. Such programmes must not, however, unduly restrict competition.

- Any GFSI recognition must be based on an open and transparent process, allowing participation for all and it should advance GFSI's goals of promoting food safety globally.
- Indeed, participation in GFSI is voluntary and:
  - No one should be pressured to participate in it or penalised for not doing so;
  - Participants in GFSI shall remain free at all times to join other initiatives;
  - Membership of GFSI shall be open to all companies within the industry on a non-discriminatory basis as set forth in the GFSI Governance Rules and CGF Statutes;
  - Participants in GFSI shall not be restricted in any respect in the ways they decide to conduct their businesses. All actions of GFSI stakeholders remain voluntary. Each individual member remains free to make independent business decisions.
- The following antitrust statement must be read out at the beginning of every meeting of the Steering Committee, Sub Committees, Working Groups and Local Groups and any subsidiary groups that are set up and operated under the auspices of the CGF / GFSI;

#### THE CONSUMER GOODS FORUM - ANTITRUST CAUTION

"The Forum shall not enter into any discussion, activity or conduct that may infringe, on its part or on the part of its members, any applicable competition law. By way of example, members shall not discuss, communicate or exchange any commercially sensitive information, including information relating to prices, marketing and advertising strategy, costs and revenues, trading terms and conditions with third parties, including purchasing strategy, terms of supply, trade programmes, or distribution strategy."

#### MESSAGE TO NEW MEMBERS OR PEOPLE TAKING PART FOR THE FIRST TIME:

"Please take note that taking part in the Forum is subject to having read and understood the Forum's competition guidelines and list of Do's and Don'ts. If you have not yet done so, please do so now."

Competition Law "Do's and Don'ts" for members attending CGF/GFSI meetings: The CGF/GFSI has an unwavering policy of complying with competition law in all its activities. The key principle is that no agreement as to trading matters is to be discussed at CGF/GFSI meetings. Furthermore, it is always up to each member to decide individually on its individual trading terms with every business partner.

#### DO:

- Promote the interests of the consumer goods sector for the benefit of consumers.
- Feel free to discuss technological and market developments or planned changes in the law and regulations.

#### DO NOT:

- Discuss prices charged to any customer or paid to any supplier.
- Discuss details of trading terms with any customer or supplier.
- Discuss current stock levels, volumes, recent or planned sales figures, shelf positioning, promotions, allocation of sales territories or markets or customers.
- Engage in discussions that could lead to a boycott of a supplier or customer or to an understanding that a named supplier or customer is not a suitable business partner.
- The general rule is: do not exchange any confidential or commercially sensitive information that would reduce uncertainties in commercial negotiations.

#### BE CAUTIOUS ABOUT:

- Referring to particular customers or suppliers by name.

Further details on the CGF Competition Law and Compliance Guidance together with its Antitrust policy can be found at this link ([CGF Antitrust Policy](#))

## J. Fairness and Respect

GFSI Stakeholders commit to providing environments for the CGF/GFSI staff, other GFSI organisational entity members and other meeting attendees that is healthy and safe, fair, honest and free of harassment, bullying, hostility and offensive behaviour, and to taking immediate and appropriate action if it is found to be otherwise.

## K. Bribery and Corruption

GFSI is committed to conducting its activities in a manner that is consistent with the highest ethical standards, including standards intended to prevent bribery and corruption, and using its best endeavours to ensure that all stakeholders are aware of, and share, its commitment to conducting business ethically.

## L. Abuse of Position

GFSI stakeholders should not use any information obtained through their engagement with GFSI to commercially promote their personal or their organisation's interests. They must not publicly reveal internal GFSI information or confidential information e.g. discussions, decisions, exchanged between GFSI stakeholders before, during and after any GFSI meetings without prior authorisation from the GFSI Coalition Team or the relevant GFSI stakeholder group. Use of the name of GFSI or the relevant GFSI stakeholder group to engage GFSI in external commitments without prior agreement from the GFSI Coalition Team or the relevant GFSI stakeholder group is strictly prohibited. Stakeholders must not use their position or participation within GFSI for personal gain nor should they offer or appear to offer preferential treatment to any person or group. They must not disseminate false or misleading information about GFSI and / or decisions made within the relevant group nor withhold necessary information that may result in an unfair assessment or consideration of a particular issue.

## M. Communication

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

- Where part of a Steering Committee, Sub Committee, Working Group or Local Group, 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 Coalition Team and CGF Local Group Team, if applicable 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 Coalition Team or the CGF Local Group Team, if applicable. All materials must be reviewed and approved by the GFSI team and the CGF Local Group Team, if applicable.
- External materials shall be provided on the website with public access.



The GFSI Coalition Team or the CGF Local Group Team, if applicable shall provide Committees, Groups or Stakeholders with all general communication tools for the presentation of its approach. The GFSI Coalition team will additionally provide detail on Working Group activities and processes, where relevant. The GFSI Coalition Team or the CGF Local Group Team shall also provide relevant Committees and Groups with communication tool templates and the GFSI visual identity for adaptation to their local communication needs. Any communications tools adapted and/or developed by Committees, Groups or Stakeholders must be submitted to the GFSI Coalition Team or the CGF Local Group Team for review and validation prior to use.

## N. Observers

To support and promote the objectives of GFSI, observers may be invited to the face-to-face meetings of the Working Groups and the Local Groups. In each case, the observer will have confirmed in writing that they have read and understood the GFSI Code of Ethical Conduct including these specific rules to which they must adhere:

- Attendance depends on the approval of the Chair and the GFSI Coalition Team and is limited to two observers per group on a first come first serve basis.
- The Working Groups' face-to-face meetings are convened in parallel sessions. Observers may also attend the Working Groups' sessions on invitation only.
- Observers may only participate in Working Group discussions on invitation from the Chair.

## O. Data Protection

Members and representatives of a member are called upon to register and supply certain personal data (such as their name, position, company name and e-mail address) ("Personal Data") for the purpose of creating a Member account, being registered on The Consumer Goods Forum's members directory, obtaining and/or accessing to certain information about our activities or the services that we offer, and/or subscribing to our blog, newsletters or webinars. Members or representative of a member may also register for events organised by or with The Consumer Goods Forum via our event websites. This ticketing and registration service is normally directly managed by registration agencies. Personal Data collected by these agencies will be transmitted to The Consumer Goods Forum for the purposes of recording event registration, issuing event ticket and, as the case may be, sending materials and/or information in connection with such event. The Personal Data communicated to The Consumer Goods Forum for these purposes might be disclosed to The Consumer Goods Forum members' directory (if you are a Member), to our local subsidiaries and authorised partners of the said event (if you attend our event), and to authorised subcontractors / data processors such as the service providers that are in charge of hosting our website or involved in its content or management.

## P. Review

The Code of Ethics shall be reviewed bi-annually to ensure that it continues to reflect GFSI's commitment towards its staff and stakeholders as well as any amendments to the GFSI Governance Model and Rules of Procedure.



## Q. Reporting of Breaches

The GFSI Director shall be contacted for clarification regarding a specific business conduct question, or to report a breach of the Code of Ethics. The person raising the concern will not be subject to discipline or discrimination, provided the matter was raised in good faith. The GFSI Director will promptly investigate, in accordance with its Complaints Procedure (Article XII), any alleged non-compliance with the Code of Ethics. A confirmed breach of the Code will result in disciplinary or corrective action being taken or legal proceedings, if deemed necessary.

# Article XII: Complaints Procedure

## A. Commitment

The GFSI is committed to operating to the highest standards of fairness and impartiality in accordance with its Code of Ethical Conduct as detailed in Article XI. In order to do this, we need all stakeholders to give us feedback on our service and when GFSI and/or their stakeholders do not behave in accordance with their commitment. In the event that any stakeholder has reason to complain about any action, process or individual related to the GFSI operations the process detailed below should be followed.

We want to help resolve your complaint as quickly as possible.

We will listen to your complaint, take your complaint seriously, conduct a proper investigation and ensure action is taken to learn from the complaint and to improve our future ways of working.

A complaint may relate to;

- The standard of service that we provide
- The behaviour of our staff or those connected with GFSI Committees and Groups
- The policies and decisions taken by the GFSI, its Committees and Groups and the decision-making processes

*Note that there is a separate formal complaints and sanctioning process for the GFSI recognition process and please refer to the GFSI website for further information.*

## B. Our Standards for Managing a Complaint

- We will treat all complaints seriously
- The individual raising the complaint will be treated with courtesy and fairness at all times
- Complaints will be treated in confidence within the department
- All complaints will be responded to within 48 hours of receipt and an investigation will be initiated
- The complaint will be investigated by a nominated GFSI Coalition Team member in accordance with this procedure and with particular reference to the standards defined in these Governance Model and Rules of Procedure and the Code of Ethical Conduct
- Complaints relating to specific individuals will not be investigated by the specified individuals
- All complaints and the manager investigating them will be recorded on an internal register to track their nature and resolution
- The outcome of the investigation will be reported back to the complainant within 4 working weeks and if this cannot occur, we will write and explain why and when you can expect a full reply

## C. Confidentiality

- All complaints received will be dealt with confidentially and in accordance with relevant data protection laws.

## D. How to Complain

You can make a complaint by post or email.

You can send an email clearly marked 'Complaint' to; [gfsicomplaint@theconsumergoodsforum.com](mailto:gfsicomplaint@theconsumergoodsforum.com) including your contact details and a brief description of the complaint or in writing to; GFSI Complaints, Global Food Safety Initiative, c/o The Consumer Goods Forum, 47-53 rue Raspail, 92300 Levallois-Perret, France.

Complaints from members of the Steering Committee, Sub Committees, Working Groups or Local Group relating to the constitution, decisions and ways of working of such Committees and Groups should initially be raised with the Chair(s) of the respective Committee or Group. The process for escalating matters that cannot be resolved is also defined in the respective Articles. Notwithstanding the process described above, any stakeholder who has reason for complaint can additionally raise the complaint with the GFSI Coalition Team by email or letter.

## E. Investigation

The nature of the investigation will be framed according to the complaint and whether the matter relates to an alleged breach of Governance and Ethical Conduct or whether it is a matter requiring clarification of process or procedure.

A confirmed breach will result in corrective action, disciplinary action or legal proceedings, as deemed necessary.

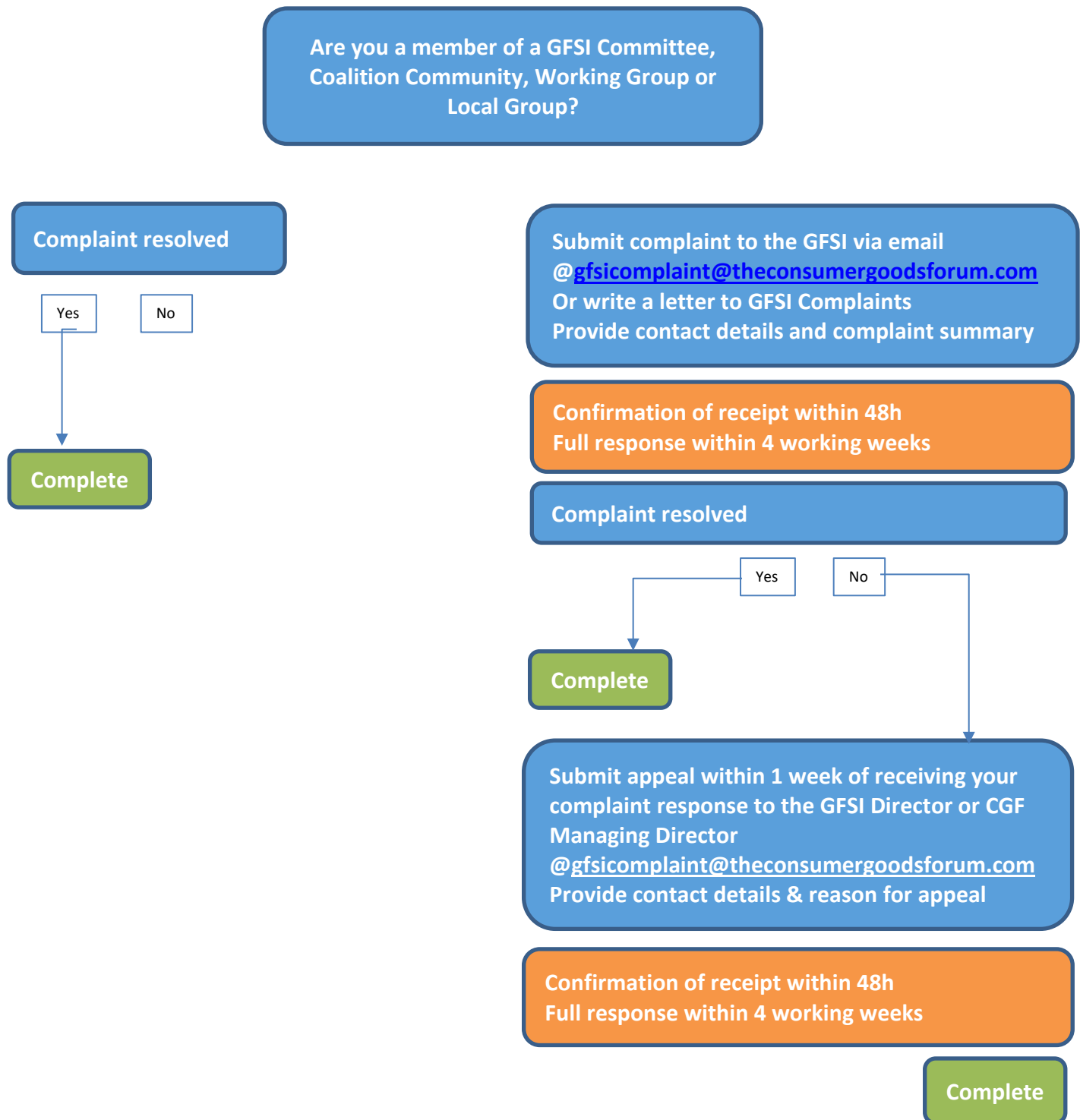
## F. Appeals

In the event of a complainant remaining dissatisfied with the outcome of the investigation an appeal can be made to the GFSI Director or, in the event that the complaint relates to the GFSI Director, to the CGF Managing Director by notifying the GFSI Coalition Team at; [gfsinfo@theconsumergoodsforum.com](mailto:gfsinfo@theconsumergoodsforum.com) of the reasons for the appeal within 1 week of receiving the initial complaint outcome.

## G. Reporting of complaints

The GFSI Director will receive a monthly report on complaints received, the overall nature of such complaints and the status of their resolution. The GFSI Governance Sub Committee will receive a complaints report quarterly and the GFSI Steering Committee will receive a report annually as part of the Annual Review and Compliance Report (See Annex V). An annual summary of complaints will also be published on the GFSI Website following approval by the GFSI Steering Committee.

Complaint outcomes that relate to process, procedure or decisions that may be helpful for general stakeholder awareness may be summarised, anonymised and shared as case studies, on the GFSI website.

**Figure 1. GFSI Complaint Process**

# ANNEX I: CLASSIFICATION OF GFSI STAKEHOLDERS

Stakeholder	Impact	Influence	Category	Dedicated GFSI Team member
CGF Board	High	High	Drivers	GFSI director
GFSI CoA sign ups	High	High	Drivers	GFSI director
Academia	Low	High	Partners	GFSI STM
CGF Legal Counsels	Low	High	Partners	GFSI STM & SPM
FS regulators - Policy makers	Low	High	Partners	GFSI SPM
International standard setting agencies	Low	High	Partners	GFSI STM
Accreditation Bodies	High	Low	Enablers	GFSI STM
Auditors	High	Low	Enablers	GFSI STM
Capability Building IGOs	High	Low	Enablers	GFSI SPM
Capability Building NGOs	High	Low	Enablers	GFSI SPM
Certification Bodies	High	Low	Enablers	GFSI STM
CGF members (non-CoA signatories)	High	Low	Enablers	GFSI STM & SPM
FS regulators - Enforcement agencies	High	Low	Enablers	GFSI SPM
GFSI Service Providers	High	Low	Enablers	GFSI STM & SPM
GFSI Sponsors	High	Low	Enablers	GFSI STM & SPM
GFSI-recognised entities (CPOs)	High	Low	Enablers	GFSI STM
<i>Press Partners</i>	High	Low	Enablers	GFSI SCM
Subject Matter Experts	High	Low	Enablers	GFSI STM
Consumers	Low	Low	Beneficiaries	GFSI Coordinator
FBO – non CGF members	Low	Low	Beneficiaries	GFSI Coordinator

# ANNEX II: GFSI STEERING COMMITTEE

## STATEMENT OF COMMITMENT

The Global Food Safety Initiative is a Consumer Goods Forum Coalition of Action with a vision for safe food for consumers everywhere. GFSI has the following objectives:

- 1) Harmonising and raising standards of food safety certification programmes
- 2) Building food safety capabilities across the global food supply chain
- 3) Partnering with food safety regulators, NGOs and the wider food industry

The GFSI Steering Committee oversees and leads all GFSI activities ensuring that GFSI delivers on its objectives and integrates the expectations of stakeholders by:

- Defining the coalition's objectives and strategy, subject to approval by the CGF Board.
- Overseeing execution of the strategy, ensuring progress is made against agreed timelines and deliverables.
- Defining annually the composition, scope, objectives and deliverables of the Sub Committees, Working Groups and Local Groups.
- Appointing the Chair and Vice-Chair of each Sub Committee.
- Working closely with the GFSI Coalition Team and CGF Local Group Team (CGF Regional Team and GFSI Regional Manager), if present to facilitate the implementation of GFSI activities.
- Working with the GFSI Coalition Team to develop fact-based position papers and progress reports.
- Maintaining effective communication and networking with key stakeholders.
- Ensuring effective governance of GFSI.

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

- Recognising and adhering to the GFSI Governance Model and Rules of Procedure, including the GFSI Code of Ethical Conduct.
- Committing to actively support and promote the 'certified once, accepted everywhere' principle, thus accepting all GFSI recognised certification programmes in their respective supply chains without preference and only requiring second party audits of their suppliers that do not duplicate the requirements of third party certification.
- Promoting GFSI within the food industry and advocating GFSI initiatives.
- Participating in one of the GFSI Sub Committees and volunteering their company experts to relevant GFSI Working Groups.
- Disclosing any other food safety-related Board seats they hold in other organisations or any other conflicts of interest during their tenure on the GFSI Steering Committee.
- Not undertaking any lobbying on behalf of their own business or Trade Associations.

Any Intellectual Property arising from work conducted as part of the GFSI Steering Committee remains the property of the GFSI unless already owned and declared by a contributing member.

**Name:**

**Title:**

**Signature:**

**Date:**

# Annex III: Application for Membership of the GFSI Steering Committee

*Please complete all boxes in the attached Table and submit your application and accompanying letter of nomination from your CEO, your CV / resume and a letter of motivation to the GFSI Coalition Leader (GFSI Director).*

Name:		
Job Title:		
Company:		
Contact details:		
Mobile:		Email:
Address:		
<b>QUESTION</b>	<b>PROVIDE A SHORT SENTENCE OF EVIDENCE TO SUPPORT EACH ANSWER</b>  <i>The Appointments Panel will use responses to prioritise applicants if numbers exceed the capacity of the Steering Committee</i>	<i>Appointments Panel Notes</i>
Confirm that your company is a CGF Member		
Are you accountable for food safety?		
Please confirm your food safety experience with accompanying qualifications and any track record of improving food safety and in the food industry*		

Do you commit to abiding by all Sc rules of confidentiality as they relate to GFSI SC matters?		
Do you have the delegated decision-making authority for food safety to advance the Coalition?		
Confirm that you are able to sign and adhere to the GFSI Steering Committee Statement of Commitment on behalf of your company		
Confirm that you fully endorse the 'certified once, recognised everywhere' principle AND that you accept all GFSI-recognised certification programmes in your supply chains		
Do you commit to be personally active in GFSI's activities?		
Confirm that the costs of your participation in all GFSI activities will be covered by the organisations you represent		
Can you confirm that you do not serve on the Board of any GFSI-recognised Certification Programme Owner or Certification Body and that you do not hold any other positions or engage in any other activities which could be viewed as anti- competitive as they relate to GFSI ?		
Please list any membership you may have of Boards, Committees or Organisations relating to food safety for panel review		



Confirm that you are a permanent employee of the member company (consultants are not eligible for GFSI Steering Committee membership).		
Confirm that you are not a member of the CGF Board or the CGF Governance Committee	Yes / No	
Confirm that you have attached a copy of your CV / resume	Yes / No	
Confirm that you have attached a letter of motivation	Yes / No	
Signed		
Date		
<i>Decision of the Appointments Panel: Recommended / Not Recommended</i>		
<i>Rationale</i>		
<i>Ranking (where necessary)</i>		
<i>Signed on behalf of the GFSI Coalition Leader</i>		
<i>Date</i>		

**\*Criteria for Food Safety Expertise suitable for Steering Committee membership** The following list provides suitable examples of the type of experience and core skills expected of an individual to be considered for the GFSI Steering Committee (in relation to the specific question 'Please confirm your food safety and quality experience with accompanying qualifications and any track record of improving food safety and quality in the food industry')

- Degree or post graduate Degree in Food Science, Technology or relevant biological science (Chemistry, Biochemistry, Microbiology)
- 10 years+ experience in applying food safety and quality management frameworks in the food industry
- Member of a national or internationally recognised food safety and quality advisory committee
- Author of published papers and books on food safety and quality



- Auditor experience or management of audit functions related to food safety and quality management
- Hands on experience of food safety and quality management systems

# Annex IV: Committee/Group Self-Assessment

The active contribution of GFSI Committee/Group members is critical to the successful delivery of the Coalition's mandate and objectives and to assist in ensuring equitable input by all members, the following self-assessment must be completed and submitted to the GFSI Coalition Leader by 31<sup>st</sup> January each year.

ANNUAL COMMITTEE/GROUP SELF ASSESSMENT (INSERT YEAR)	
<b>Name and Company</b>	
<b>Date of first joining the Committee/Group</b>	
<b>Confirm you have signed the Statement of Commitment for your Committee/Group within the last 3 years</b>	Yes / No
<b>Role on Committee/Group</b> (delete as appropriate)	Chair / Vice-Chair / Member
<b>Number of Committee/Group meetings attended this year</b>	
<b>Summarise your key contributions to the Committee/Group meetings (papers written, papers reviewed, proposals submitted, decisions made, etc.)</b>	
<b>Other Committees or Working Group representation and contributions made</b>	

<b>Provide any detail of the contributions you have made to the GFSI Coalition Objectives:</b>	
<b>1. Harmonising and raising standards of food safety certification programmes</b>	
<b>2. Building food safety capabilities across the global food supply chain</b>	
<b>3. Partnering with food safety regulators, NGOs and the wider food industry</b>	
<b><i>For GFSI Steering Committee Members Only</i></b> <b>– Confirm Sub Committee membership</b> (delete as appropriate)	Governance / Technical / PPP / Local Groups
<b>Role on Sub Committee</b> (delete as appropriate)	Chair / Vice-Chair / Member
<b>Number of Sub Committee meetings attended this year</b>	
<b>Summarise your key contributions to the Sub Committee meetings (papers written, papers reviewed, proposals submitted, decisions made, etc.)</b>	
<b>Date</b>	



Signed	
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# Annex V: Annual Review and Compliance Report

Effective delivery of the GFSI strategy and objectives together with the compliance with the Governance Model and Rules of Procedure are critical to the sustainable operation of this CGF Coalition of Action for Food Safety.

In order to demonstrate continuous alignment to the mandate, an Annual Review and Compliance Report will be produced to summarise the key activities of the GFSI Coalition Team, Steering Committee, Sub Committees, Working Groups and Local Groups.

The report will be compiled by the GFSI Coalition Team using submissions prepared by each of the respective Committees, Sub Committees, Working Groups and Local Groups.

A common framework will be used for the Annual Review to allow for a consistent view of objectives, activity and key deliverables. The Compliance Report will summarise the key elements relating to governance of each of the groups e.g. constituent members, number of meetings, attendance, complaints, etc.

The GFSI Governance Sub Committee will be accountable for the production of the Annual Review and Compliance Report and will present the report to the Steering Committee in the first quarter of each new calendar year and, once accepted, submitted to the CGF Governance Committee in the first half of each new calendar year.

The GFSI Governance Sub Committee will be responsible for ensuring an action plan is in place to address any issues or deviations and that all matters are satisfactorily resolved within the defined timeframe.



Table 1: Template for Annual Review and Compliance Report

<b>ANNUAL REVIEW AND COMPLIANCE REPORT (INSERT YEAR)</b>
<b>Title of Committee / Group:</b>
<b>Chair(s):</b> <i>(Name and Company)</i>
<b>Vice-Chair(s):</b> <i>(Name and Company)</i>
<b>Executive Summary of activities and key deliverables / decisions made:</b>

**ANNUAL REVIEW****Objectives:**

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.

**Agreed Work Plan: (*List priorities from agreed work plan*)**

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.

**Activities undertaken for each work plan priority**

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.

**Key deliverables / decision taken for each work plan priority**

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.



<b>COMPLIANCE REPORT</b>	
<b>Membership</b>	
Total number of members*	
Number of CGF Members	
Number from Manufacturing	
Number from Retail	
Number from Food Service	
Number from others (specify)	
Number of members with a signed Statement of Commitment^	
Number of new members joining in the year	
Number of new members receiving an induction	
Number of members relieved from duty	
<b>Meetings</b>	
Number of meetings held (face to face)	
Number of meetings held (remote)	
Number of non quorate meetings	
Attendance at meetings (%)~	
<b>Stakeholder meetings</b>	
Number of meetings with regulators	
Number of meetings with NGOs	
Number of meetings with other bodies (specify)	
<b>Complaints</b> <i>(only relevant for GFSI Coalition Team report)</i>	
Number of complaints received	
Number of complaints upheld	
<b>Governance Model and Rules of Procedure</b> <i>(only relevant for the Governance Sub Committee)</i>	
Date of review	
<b>Code of Ethical Conduct</b> <i>(only relevant for the Governance Sub Committee)</i>	
Date of review	

\*: Numbers may fluctuate during the year and the number reported will be as of December in that year.

^: Must be less than 3 years old.

~: Number of attendees (excluding GFSI Coalition Team) divided by number of members and multiplied by 100.

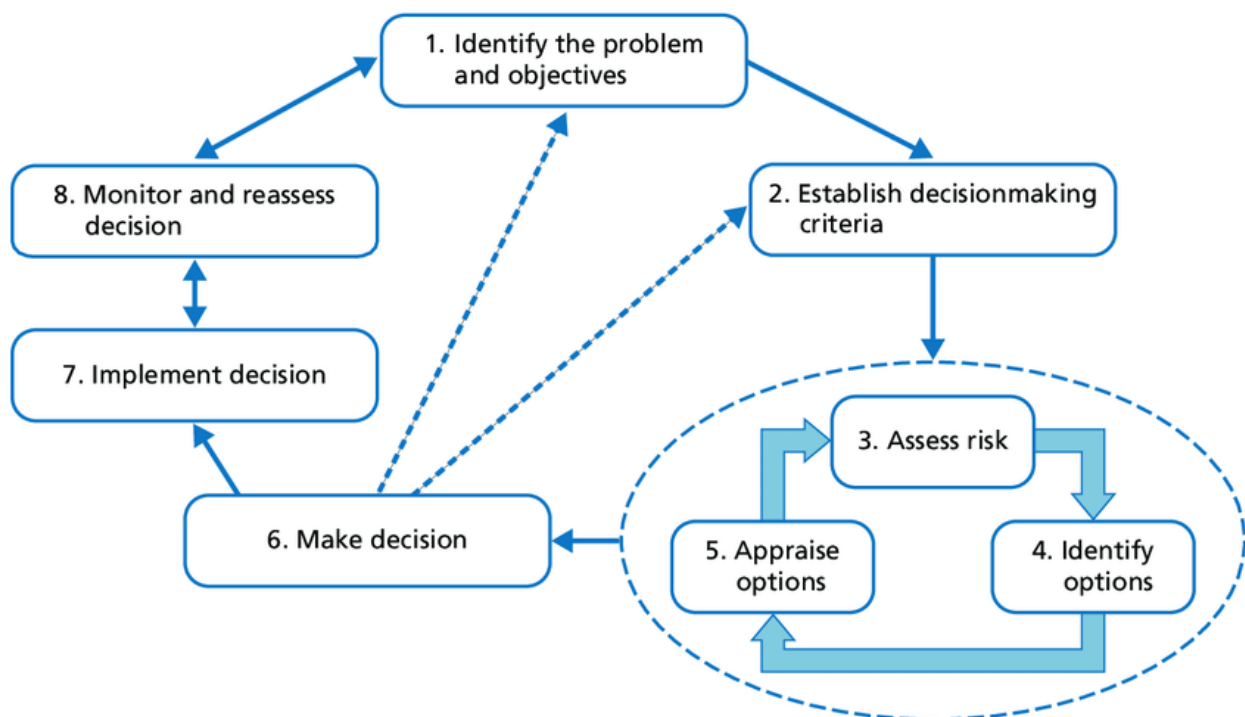
# ANNEX VI: DECISION MAKING FRAMEWORK

The GFSI is aware that its size and scale means that it often makes decisions that directly impact the food industry and the 150,000 organisations certified to a GFSI-recognised programme. The GFSI always wants this impact to be in the service of the consumer and food safety. GFSI believes, more than ever, that GFSI decision-making must always be clear, open and transparent and in line with other CGF Coalitions of Action has adopted the following decision-making framework aligned to the vision and purpose of GFSI and the GFSI legal statutes. The decision-making framework aims to ensure the decisions it makes meet the highest standards of accountability and transparency.

As most major strategic decisions are taken by the GFSI Steering Committee, the GFSI DMF is designed to ensure that each GFSI decision:

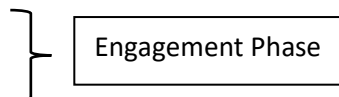
- Is taken at the right level.
- Relates to GFSI strategic priorities and outcomes.
- Takes account of the GFSI framework as a science and evidence-based organisation free from commercial interests.
- Takes account of legal and other relevant considerations including antitrust statutes.
- Is transparent.
- Demonstrates accountability to the GFSI stakeholder community.

## A. Decision Making Framework Diagram:



## B. Decision Making Framework Description:

1. Identify the problem and the outcomes you are seeking to achieve
2. Establish suitable decision-making criteria using the following considerations:
  - Decision type – Major / Significant / Minor
    - Major Decisions – these typically include strategic decisions which highly impact the wider GFSI stakeholder community and require substantive changes to the current modus operandi. High risk, high impact decisions from which GFSI cannot retreat. Major decisions require Consultation, with the outcomes of the Consultation to be made available to the Steering Committee prior to its decision.
    - Significant Decisions – these typically include amendments to existing strategy which may highly impact the GFSI stakeholder community, but which are low risk, or decisions which are of low impact on the GFSI community but are deemed high risk to GFSI itself. May include decisions taken in crisis mode. Significant decisions require full Steering Committee approval as per the Governance Rules.
    - Minor Decisions – these typically include operational decisions and decisions taken in the application of defined GFSI processes and governance and which do not highly impact the wider GFSI stakeholder community, and which do not require substantive changes to the current modus operandi. Low risk decisions from which GFSI may retreat. Decisions which may be taken at GFSI Committee level and do not require GFSI Steering Committee wide approval. For reasons of agility, minor decisions can be made without the need to consult or engage widely.
  - Alignment with the GFSI strategic priorities, Coalition of Action Charter and antitrust statutes
  - Meets GFSI outcomes
  - Risk profile
3. Assess the risk posed to GFSI linked to the problem we are trying to solve
4. Identify options
5. Appraise options
6. Make decision
7. Implement decision
8. Monitor and reassess decision



## C. Communication of decision-making outcomes

Major and significant decisions will be published on [mygfsi.com](https://mygfsi.com) either as standalone positions or as part of the minutes from the GFSI Steering Committee or Sub Committees as defined in Articles V and VI.

# ANNEX VII: Committee / Group Mandate Template

<b>Committee / Group Name:</b>		<b>Date of Approval:</b>
<b>Chair(s):</b>		
<b>Mandating Committee:</b>		
<b>Purpose</b> (What are you planning to do & why?)		
<b>Scope</b> (Describe the scope of the work?)		
<b>Deliverables</b> (What will be the outputs and when will they be delivered?)		
<b>Composition Criteria</b> (CGF Member, Retailer/Manufacturer, profile and expertise required)		
<b>Resources / Costs Required</b>		
<b>Timescale</b> (What is the planned start and completion date of the work?)		

# ANNEX VIII: GFSI WORKING GROUP MEMBERS STATEMENT OF COMMITMENT

The Global Food Safety Initiative is a Consumer Good Forum Coalition of Action with a vision for safe food for consumers everywhere. GFSI has the following objectives:

- 1) Harmonising and raising standards of food safety certification programmes
- 2) Building food safety capabilities across the global food supply chain
- 3) Partnering with food safety regulators, NGOs and the wider food industry

Facilitated by the GFSI team and the relevant GFSI Sub Committee, the Working Group shall:

- Work collaboratively to deliver the mandate provided by the GFSI Steering Committee and the Sub Committees 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 GFSI Sub Committees and the GFSI Steering Committee.
- Define with the GFSI Sub Committees and the GFSI Coalition Team appropriate methodologies and work plans to execute their allocated tasks in the given timeframe.
- As appropriate, proactively consult with GFSI Stakeholders.

Working Groups are prohibited from carrying out any lobbying on behalf of their own business or Trade Associations and must always act in the interests of the GFSI Coalition objectives.

Any outcomes and publications from Working Groups or Sub Working Groups are the Intellectual Property of the GFSI unless already owned and declared by a contributing member.

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

- Recognising and adhering to the GFSI Governance Model and Rules of Procedure, including the GFSI Code of Ethical Conduct.
- Actively supporting and promoting GFSI and its activities within their company.

**Name:**

**Title:**

**Signature:**

**Date**

# ANNEX IX: GFSI LOCAL GROUP

## MEMBERS STATEMENT OF

## COMMITMENT

The Global Food Safety Initiative is a Consumer Good Forum Coalition of Action with a vision for safe food for consumers everywhere. GFSI has the following objectives:

- 1) Harmonising and raising standards of food safety certification programmes
- 2) Building food safety capabilities across the global food supply chain
- 3) Partnering with food safety regulators, NGOs and the wider food industry

Local Groups 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 and relevant local stakeholders.
- 3) Build relationships with local 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 the 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 in conformity with the PPPs business plan of the LG.
- To gather and share feedback on the uptake and impact of the GFSI approach within the region.
- To support the work of the Working Groups by acting as a regional and local relay for communication and implementation of specific projects.

The Local Group is prohibited from carrying out any lobbying on behalf of their own business or Trade Associations and must always act in the interests of the GFSI Coalition objectives.

Any outcomes and publications from Local Groups or Sub Working Groups are the Intellectual Property of the GFSI unless already owned and declared by a contributing member.

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

- Recognising and adhering to the GFSI Governance Model and Rules of Procedure, including the GFSI Code of Ethical Conduct.
- Actively supporting and promoting GFSI and its activities within their company.
- Promoting actively the 'certified once, accepted everywhere' principle by accepting all GFSI recognised certification programmes in their respective supply chains without preference.

**Name:**

**Title:**

**Signature:**

**Date:**

# ANNEX X: GLOSSARY

**The Consumer Goods Forum (CGF):** A CEO-led organisation, which brings the world's retailers and manufacturers within the field of consumer goods to collaborate and secure consumer trust as well as drive positive change and greater efficiency across four areas: food safety, environmental and social sustainability, health & wellness, and value chain efficiency.

**The Global Food Safety Initiative (GFSI):** The CGF's Coalition of Action (CoA) on food safety and a global multi-stakeholder community which seeks to ensure a safe global food supply.

**GFSI Stakeholders:** Actors, organisations and individuals that have an interest in GFSI, actively support or participate in GFSI activities, and/or engage with the GFSI team/the CGF in order to ensure the delivery of GFSI's strategic objectives and the achievement of its purpose of safe food for consumers everywhere.

**GFSI organisational entity members:** Refers to any members within GFSI's organisational network such as the GFSI Steering Committee, Local Groups and Working Groups that have been given a CGF/GFSI mandate to execute their activities in order to ensure the efficient delivery of GFSI's aims and objectives.

**Certification Programme:** A documented food safety Certification Programme, which has specified requirements (including standards and normative documents), specific rules and procedures.

**International standard setting bodies:** Are international bodies that cover matters pertaining to food safety such as the Codex Alimentarius Commission, the International Plant Protection Convention (IPPC) and the World Organisation for Animal Health (OIE), which set internationally recognised standards that are referenced by the World Trade Organisation (WTO).