

Governance Charter - Role and function of Boards, Expert Review Committee and Advisory Council

Access to Seeds Foundation

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1. **Intent of the Governance Charter**

The Governance Charter is complementary to the Deed of Incorporation of the Access to Seeds Foundation (13 October 2011) and the Amendment to the Articles of Association of the Access to Seeds Foundation (EXT-001, April 2015). It serves to determine and clarify roles and responsibilities and other practical arrangements not included in the Articles of Association.

2. **Mission**

The Access to Seeds Foundation has been established to encourage the seed industry to bridge the gap with the smallholder farmer. In particular, it aims to reach that goal by creating and publishing an independent Access to Seeds Index. The Index measures the performance of individual seed companies with respect to efforts to enhance the degree by which smallholder farmers benefit from their knowledge, technologies, varieties and seed. The Index seeks to establish and improve benchmark performance over time. The methodology of the Index is based on a balanced stakeholder agenda, developed through dialog. Transparent criteria, accurate, impartial and reliable measurements and unbiased and independent publication of results are crucial to the credibility of the Index as well as the Foundation itself.

3. **Governance**

A Supervisory Board and an Executive Board govern the Access to Seeds Foundation. Given the specific nature of the Access to Seeds Index, governance is further complemented by the Expert Review Committee with responsibility for development and credibility of the Index methodology.

The Foundation operates in accordance with the principles and rules laid down under Dutch law.

The illustration (next page) shows the governance model the Foundation is working towards. The separate sections of the model are elaborated below.

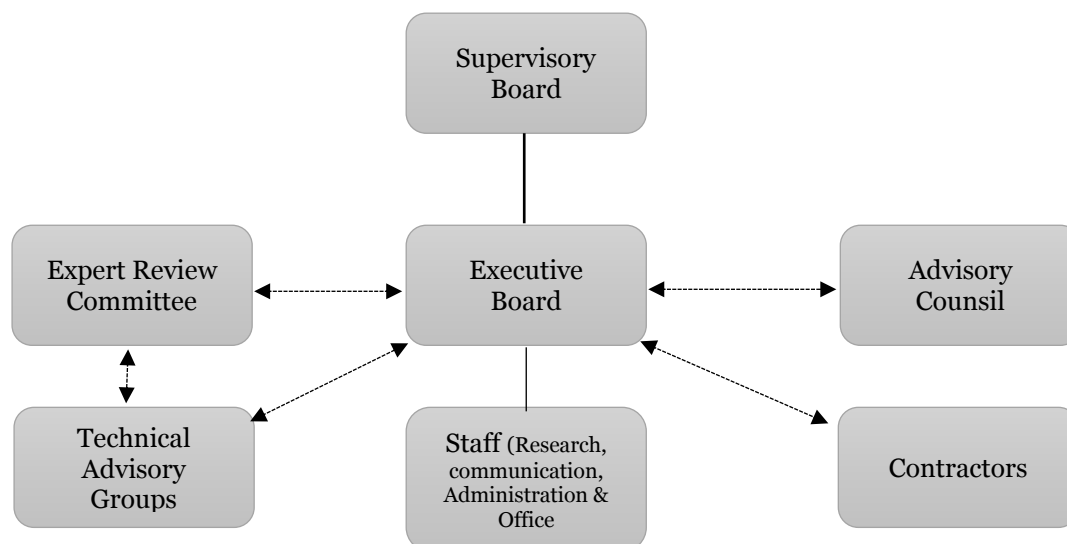


Figure 1: Governance model ATS

Supervisory Board

The Supervisory Board is the supervisory authority of the Foundation and oversees the policy and course of action of the Executive Board.

The Supervisory Board:

- Appoints the Executive Board;
- Approves the strategy, budget and operational plans;
- Supervises the effective management of the Access to Seeds Foundation;
- Reviews the development and quality and role of the Index;
 - Approves the process of methodology review and Index development;
 - Approves the composition of the Expert Review Committee;
 - Approves the methodology;
 - Approves the final Index Report before publication;
 - Approves the communication strategy;
- Advises and supports the Executive Board;
- Defines and updates the organization's general policies and rules, including a Code of Ethics and conduct (GOV-003) and a Conflict of Interest declaration (GOV-004), and oversees their implementation.
- Has an Operational Committee. This committee has a minimum of 2 members and reports about operational issues, finance, ICT, HR and special projects to the full Supervisory Board.

The Supervisory Board consists of at least three members who serve a four-year term, extendable for a maximum of one further term. At inception the Board will ensure that terms allow for an overlap of experience over time. The Supervisory Board designates a Chairperson, Secretary and Treasurer amongst its members. The Board's composition reflects the multi-stakeholder character of the Access to Seeds Index. It can have more than one representative from a single stakeholder group at a time. Members of the Supervisory Board shall have no material conflicts of interest as defined in the Conflict of Interest Declaration.

Supervisory Board meetings:

In recent years the Supervisory Board of the ATSF developed certain practices with regard to the way the periodic Board meetings (physical attended) were held and who attended these meetings. The Executive board makes a year planning - agenda for the Supervisory Board meetings. This year agenda contains all SB responsible items as described above.

The SB meetings are classified in 4 layers.

1. SB all members including Executive board and staff on invitation
2. SB all members (SB only session)
3. SB all members including major funders > 25%. Funders may assume an observer role in Supervisory Board meetings.
4. SB operational committee (OC, minimum of 2 SB members) including Executive Board

Executive Board and staff

The Board represents the Access to Seeds Foundation and is responsible for the strategic and operational management of the Access to Seeds Foundation. It involves the Supervisory Board in all matters pertinent to the supervision of the effective management of the Access to Seeds Foundation. The Executive Board is tasked with:

- Fundraising;
- Operational management;
- Financial reporting;
- Appointment of staff and consultants;
- Appointment of an Expert Review Committee;
- Appointment of an Advisory Council.

The Executive Board reports to the Supervisory Board, and the Board attends Supervisory Board meetings in a consultative non-voting capacity. Members of the Executive Board shall have no material conflicts of interest as defined in the Conflict of Interest Declaration.

Expert Review Committee (ERC)

The Supervisory Board approve the composition of the Expert Review Committee members. The Expert Review Committee is charged by the Supervisory Board to oversee the further development of the Access to Seeds Index methodology. The Expert Review Committee advises the Executive Board on creating and updating the Index methodology. The Executive Board reports to the Supervisory Board about the Index methodology. The Supervisory Board approves the methodology and the Index and supervises the Executive Board during methodology and Index development.

The ERC membership should reflect the range of relevant stakeholders. All members should be active in some capacity on the access to seeds agenda. Together the ERC-members cover all relevant areas within the scope of the Access to Seeds Index. Committee members should have knowledge of and/or experience in contemporary developments in the seed industry and/or area of improving agricultural performance in the developing world.

Representatives from the seed industry as a whole, as well as from individual seed companies, may be members of the Committee. The number of members of the ERC with a seed industry background shall never exceed more than half of its total members.

A material conflict of interest as defined in the Conflict of Interest Declaration, is allowed for members of the ERC and these must be disclosed in the Foundation's Annual Report. The Executive Board evaluates potential conflicts of interest and reports these to the Supervisory Board.

The Expert Review Committee ensures that the Index methodology remains responsive to and consistent with market expectations and global developments. It collects and evaluates comments on the Index from stakeholders and decides on any necessary adjustments.

The Committee can delegate some of its work to staff members and/or outside contractors

Tasks of the Expert Review Committee include:

- Monitor and review Index criteria, indicators and metrics;
- Monitor and review rules under which research is carried out;
- Invite comments from stakeholders and TAGs on all aspects of the Index;
- Evaluate comments and feedback
- Weighty advice to the Executive Board on changes in the methodology.

Technical Advisory Groups (TAG)

Technical Advisory Groups can be composed to advise on certain outcomes of the Index, on specific areas of the methodology or any other aspects that the Expert Review Committee, the Supervisory or Executive Board deems relevant. On the outcomes of the TAGs and how they are processed, shall be accounted for in the Methodology and Index Reports.

A material conflict of interest as defined in the Conflict of Interest Declaration, is allowed for participants of TAG-meetings and these must be disclosed in the Foundation's Annual Report. The Executive Board evaluates potential conflicts of interest and reports these to the Supervisory Board.

Advisory Council

Members of the Advisory Council provide independent advice to the Foundation. The diversity of Advisory Council members reflects the range of all relevant stakeholder groups.

A material conflict of interest as defined in the Conflict of Interest Declaration, is allowed for members the Advisory Council and these must be disclosed in the Foundation's Annual Report. The Executive Board evaluates potential conflicts of interest and reports these to the Supervisory Board.

Contractors

Specific tasks, including Index research, Index production, Index monitoring, Index publication and Index promotion, may be delegated to outside contractors. Access to Seeds Governing bodies may ask outside experts for their opinion and/or request them to attend meetings *ex officio*.

Contractors that are involved in methodology development, Index development and the reporting process shall have no material conflicts of interest as defined in the Conflict of Interest Declaration.



4. Characteristics and distinctions

The table on the following pages outlines the distinction between the Supervisory Board, the Executive Board, the Expert Review Committee, and the Advisory Council. (The Advisory Council does not have a governance stature.)

Characteristics and Distinctions	Supervisory Board	Executive Board	Expert Review Committee	Advisory Council
Why have this?	Statutory and legal requirement	Statutory requirement	Advice on development and updating of the methodology Essential for providing expertise and guidance; the credibility of the methodology and including stakeholder feedback.	<ul style="list-style-type: none"> Access to & acknowledgement of <ul style="list-style-type: none"> Stakeholders, Expertise areas, Influencers To involve experts who who cannot be members of other governance bodies because of material conflicts of interest.
What is the contribution?	<ul style="list-style-type: none"> Strategic supervision Impartial profile Respected stature Political intuition / influence Fundraising support 	<ul style="list-style-type: none"> Governance of organization Manage the operations Fundraising Development of Index Positioning and communication of Index Prudent financial management Represent the Foundation 	<ul style="list-style-type: none"> Ensure alignment with societal expectations & global developments Expert advice to ATSF on methodology Credibility and impartiality of methodology Decisions on methodology Multi-stakeholder perspectives 	<ul style="list-style-type: none"> Advice on subject expertise or as a representative stakeholder 'Political' credentials and influence with stakeholders Together reflect range of stakeholder perspectives Leverage
Conflict of Interest	NONE allowed	NONE allowed	Allowed, subject to evaluation by the Executive Board	Allowed
Members	<ul style="list-style-type: none"> At least 3 members Independent & impartial 	<ul style="list-style-type: none"> At least 2 members Executive Director 	<ul style="list-style-type: none"> Undefined number Represent range of stake- 	<ul style="list-style-type: none"> Undefined number People who support the ATSI



Characteristics and Distinctions	Supervisory Board	Executive Board	Expert Review Committee	Advisory Council
	<ul style="list-style-type: none"> Professional stature Geographic, cultural and gender mix Commitment to Index principles and goal 	<ul style="list-style-type: none"> Operational Director 	<ul style="list-style-type: none"> holders Methodological expertise Ranking and rating expertise Experts from the seeds industry permitted, never more than half of the total amount of ERC members 	<ul style="list-style-type: none"> principles and goal. Range of stakeholders Subject experts Sector experts Politically significant persons Respected/recognized in field
Mandate and Boundaries	<ul style="list-style-type: none"> Formal role Supervisory authority Appoint Executive Board Approve Strategy, Budget and operational plan Review development and influence of index <ul style="list-style-type: none"> Approves the process of methodology review and Index development; Approves the composition of the Expert Review Committee; Approves the methodology; Approves the final Index Report before publication; Approves the communication strategy; Advise and support Executive Board 	<ul style="list-style-type: none"> Formal role Governance authority Fundraising Operational execution Appointment of staff & consultants Implementation of strategic and operational plan Approval of annual report Approval of audit report 	<ul style="list-style-type: none"> Weighty advisory role to the Executive Board. Development and updating of methodology Collect and evaluate comments on index from stakeholders and makes discretionary adjustments 	<ul style="list-style-type: none"> Informal role Non-binding advice to the Executive Director Individual/independent basis No decision-making powers No formal contact with the Supervisory Board to ensure independence and impartiality of Supervisory Board. Members may also be members of the ERC at discretion of Executive Director



Characteristics and Distinctions	Supervisory Board	Executive Board	Expert Review Committee	Advisory Council
	<ul style="list-style-type: none"> Defines and updates the organization's general policies and rules, including a Code of Ethics and a Conflict of Interest Policy, and oversees their implementation. 			
Formal Responsibility	Supervise and advise the Executive Board	Strategic and Operational running of organization	<ul style="list-style-type: none"> Review Methodology Inform methodology development with expertise and stakeholder perspectives Meet timelines set by Executive Board 	N/A
Who advise/report to	N/A	Supervisory Board	Executive Board	Executive Director
Who Appoints	Supervisory Board	Supervisory Board appoints Executive Director	Executive board after approval Supervisory Board	Executive Board
Term of appointment	Four-Year, renewable and staggered for continuity	Indefinite, or length of employment contract	Two years – renewable and staggered for continuity	One year – renewable and staggered for continuity
Re-appointment possible	Yes (for one more term)	Yes	Yes	Yes
Resignation	Free will of the member – no constraints	Per contract	Free will of the member – no constraints	Free will of the member – no constraints
Communication point	Chair of Executive Board	Chair of Supervisory Board	Executive Director	Executive Director
Decision-making	<ul style="list-style-type: none"> Binding on supervisory matters Advisory on governance matters 	<ul style="list-style-type: none"> Binding on governance and operational matters 	<ul style="list-style-type: none"> Binding on methodology In case of deadlock, Supervisory Board has casting vote 	N/A



Characteristics and Distinctions	Supervisory Board	Executive Board	Expert Review Committee	Advisory Council
Liability for debts of the Foundation	YES	NO	N/A	N/A
Information shared	Confidential, statutory, and strategic on a regular basis	Confidential, statutory, strategic and operational	<ul style="list-style-type: none"> Methodology issues Non-confidential, non-statutory 	As needed - non-confidential, non-statutory
Group Meetings	<ul style="list-style-type: none"> Regular Minimum 4 X per annum Chairperson designated by Supervisory Board Treasurer & Secretary designated by Supervisory Board Attended by Exec Board in ex-officio non-voting capacity 	<ul style="list-style-type: none"> Regular 4 X per annum Chairperson designated by Executive Board Treasurer & Secretary designated by Exec Board Attend Supervisory Board meetings in ex-officio capacity 	<ul style="list-style-type: none"> Regular As needed in process of defining methodology 	N/A
Engagement /Activities	<ul style="list-style-type: none"> Meetings – formal and informal Support fundraising Support leverage Represent Foundation 	N/A	<ul style="list-style-type: none"> Meetings – formal and informal Stakeholder roundtables Webinar and training 	<ul style="list-style-type: none"> Individual conversations with Executive Director on informal basis Support leverage Participate in Stakeholder Roundtables Comment on methodology Other at discretion of the Executive Director
Remuneration (GOV-002; remuneration policy)	None	Employment contract; For Board activities None	None	None
Compensation for	According to expense claim policy	According to expense claim	According to expense claim	According to expense claim policy



Characteristics and Distinctions	Supervisory Board	Executive Board	Expert Review Committee	Advisory Council
Expenses (GOV-002; remuneration policy)		policy	policy	
Acknowledgement and Motivation	<ul style="list-style-type: none"> Public recognition via Website Concern for seeds context Contribute Index success Professional profile/prominence 	<ul style="list-style-type: none"> Public recognition via Website Concern for seeds context Contribute Index success Professional profile 	<ul style="list-style-type: none"> Public recognition via Website Concern for seeds context Contribute Index success Represent stakeholder group/self Associate Organization/self with Index Influence the methodology Professional profile/prominence 	<ul style="list-style-type: none"> Public recognition via Website Concern for seeds context Contribute Index success Represent organization Associate self/organization with Index Demonstrate professional influence Professional profile/prominence
Funders	Major Funders(> 25%) may assume an observer role in Supervisory Board meetings.	No representation – safeguard independence and impartiality	Representation optional	Representation optional



5. Other considerations

Crucial to the credibility, independency and impartiality of the Index as well as the Foundation, is full transparency on management of the Index, transparency on (potential) conflicts of interest of individuals involved in any capacity and confidentiality during preparation of methodology and Index. Therefore all persons involved with the Index and Foundation sign a Conflict of Interest Declaration (GOV-004) and Non-disclosure Agreement recipient (GOV-102). Exceptions are in chapter 4.