

NON-GMO PROJECT TERMS OF REFERENCE

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**Contact Executive Director Megan Thompson with any questions or comments: megan@nongmoproject.org
909.626.0809**

NON-GMO PROJECT TERMS OF REFERENCE

I. BOARD OF DIRECTORS

Purpose: The Board of Directors exists to govern the Non-GMO Project ("the Project"), holding final decision-making authority and legal responsibility for the organization.

Structure: The BOD shall consist of at least four (4) but no more than thirteen (13) directors. The overall composition of the Board shall have a balanced representation of interests, including directors from a full spectrum of stakeholder sectors (retail, farming, distribution, manufacturing, public), and from both large and small organizations.

Appointment Process: The directors shall be elected at a regular annual meeting of the BOD. In any election of directors the candidates receiving the highest number of votes are elected. Elections for directors need not be by ballot unless a director demands election by ballot at the meeting and before the voting begins.

Term: Directors are elected to a term of two (2) years. Each director, including a director elected to fill a vacancy, shall hold office until his or her successor is elected, except as otherwise provided by law. In the election of the first directors, the term of each shall be determined as provided by the directors or, if there are no directors, by the incorporator.

Quorum: A majority directors shall constitute a quorum for the transaction of business at any meeting of the board. The act of a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the BOD.

Procedures: The BOD meets on approximately a monthly basis, either via conference call or in person, generally for a period of two (2) hours.

Proxies are not allowed, but guests may participate by invitation.

The Executive Director shall distribute written minutes for all meetings to all directors via email following each meeting (typically within one week).

In certain cases, voting may be conducted by written consent (i.e. email voting), unless any director expresses a need for limited additional discussion.

All directors agree to respond promptly to scheduling inquiries, to be available for a majority of scheduled meetings, and to provide feedback on current issues in a timely manner.

Alignment: All directors agree to defer to the Project's appointed spokesperson (currently the Executive Director), in all matters relating to public representation of the Project. Directors further agree to support the Project's fundamental goal of ensuring sustainable non-GMO options long into the future. Toward that end, directors agree to maintain alignment with the Project's current strategic direction, talking points, and to these terms of reference.

Confidentiality: All directors shall sign the Project's Confidentiality Agreement.

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II. TECHNICAL ADVISORY BOARD

Purpose: The Technical Advisory Board ("TAB") exists to make recommendations to the Standard Revision Committee regarding the Non-GMO Project Standard, and to give feedback to the Board of Directors (BOD) regarding procedures and elements of the Product Verification Program.

Technical Advisory Board Committees also function as liaisons between the Non-GMO Project and other groups and organizations in related sectors. While the TAB does not hold decision-making authority for the Non-GMO Project, BOD decisions will reflect careful consideration of TAB comments and recommendations.

Structure: The TAB is organized into the following Committees, each of which shall have a minimum of three (3) members:

1. **Seed Advisory Committee:** Comprised of professionals involved in the breeding and growing of non-GMO seeds.
2. **Growers & Producers Committee:** Comprised of professionals involved in the agricultural production of food and fiber.
3. **Livestock Committee:** Comprised of professionals involved in animal production for food and fiber, and those involved in production of feed, supplements and medicines for use in animal husbandry.
4. **Processors & Manufacturers Committee:** Comprised of professionals involved in the conversion of raw materials, processing aids and ingredients into products and ingredients for food, feed and fiber.
5. **Vitamins & Supplements Committee:** Comprised of professionals involved in the manufacturing of vitamins and supplements.
6. **Policy Committee:** Comprised of professionals involved in food, farming and public health policy.

Appointment Process: All appointments to the TAB are made by vote of the Board of Directors.

Prior to appointment votes, the Executive Director will:

1. Have a phone call or meeting with the prospective member to ensure that there is clear understanding about the Project and the proposed role, and to assess the individual's availability.
2. Collect a short bio, to be distributed to the BOD for review. Members also agree to allow this bio to be made available publicly on the Project's website or in other publications.
3. Communicate to the BOD how the individual was nominated (i.e. whether they volunteered, were suggested by a BOD member or another stakeholder, etc.).

Term: Members are expected to serve for a minimum of one (1) year.

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Quorum: A majority of any given Committee shall constitute a quorum for that Committee. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Procedures: The Executive Director works with TAB Committees to help facilitate discussion and resolution in response to concerns and questions relating to technical aspects of the Non-GMO Project Standard or Product Verification Program, including, but not limited to, issues identified by the Standard Revision Committee and BOD.

The Executive Director informs the BOD of all TAB Committee calls and meetings, and those meetings are open to any BOD members who choose to participate.

Regular email updates to all TAB members shall serve to provide information about the activities of individual Committees.

Proxies are not allowed, but guests may participate by invitation.

The Executive Director shall distribute written minutes for any Committee meeting to all TAB members and BOD directors via email following each meeting (typically within one week).

In certain cases, voting may be conducted by written consent (i.e. email voting), unless any director expresses a need for limited additional discussion.

All members agree to respond promptly to scheduling inquiries, to be available for a majority of scheduled meetings, and to provide feedback on current issues in a timely manner.

Alignment: All members agree to defer to the Project's appointed spokesperson (currently the Executive Director), in all matters relating to public representation of the Project. Members further agree to support the Project's fundamental goal of ensuring sustainable non-GMO options long into the future. Toward that end, members agree to maintain alignment with the Project's current strategic direction, talking points, and to these terms of reference.

Confidentiality: All members shall sign the Project's Confidentiality Agreement.

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III. COMMUNICATIONS COMMITTEE

Purpose: The Communications Committee ("CC") exists to make recommendations to the Board of Directors ("BOD") regarding the Non-GMO Project outreach and education strategies. An important aspect of the CC's role is to establish direct feedback channels between the Non-GMO Project and other organizations and companies affected by the GMO issue, so that the Project's efforts are harmonious within the broader network. While the CC does not hold decision-making authority for the Non-GMO Project, BOD decisions will reflect careful consideration of OPB comments and recommendations.

Structure: The CC includes, but is not limited to, representatives from the following areas:

1. **Non-Profit Organizations:** Individuals connected to non-profits that have missions in alignment with the Non-GMO Project.
2. **Marketing:** Professionals in the field of branding and marketing for natural and organic products.
3. **Retailers:** managers and owners of natural food stores.
4. **Public and Consumer Policy:** managers, consultants and academics involved with consumer, science and policy groups that work within the public arena within the government, consumer, grocery, organic, and natural food industries.

Appointment Process: All appointments to the CC are made by vote of the Board of Directors.

Prior to appointment votes, the Executive Director will:

1. Have a phone call or meeting with the prospective member to ensure that there is clear understanding about the Project and the proposed role, and to assess the individual's availability.
2. Collect a short bio, to be distributed to the BOD for review. Members also agree to allow this bio to be made available publicly on the Project's website or in other publications.
3. Communicate to the BOD how the individual was nominated (i.e. whether they volunteered, were suggested by a BOD member or another stakeholder, etc.).

Term: Members are expected to serve for a minimum of one (1) year.

Quorum: A majority of members shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the CC.

Procedures: The Executive Director works with CC members to help facilitate discussion and resolution in response to concerns and questions relating to outreach and education strategies, including, but not limited to, issues identified by the BOD.

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The Executive Director informs the BOD of all CC calls and meetings, and those meetings are open to any BOD members who choose to participate.

Proxies are not allowed, but guests may participate by invitation.

The Executive Director shall distribute written minutes for all meetings to all CC members and BOD directors via email following each meeting (typically within one week).

In certain cases, voting may be conducted by written consent (i.e. email voting), unless any director expresses a need for limited additional discussion.

All members agree to respond promptly to scheduling inquiries, to be available for a majority of scheduled meetings, and to provide feedback on current issues in a timely manner.

Alignment: All members agree to defer to the Project's appointed spokesperson (currently the Executive Director), in all matters relating to public representation of the Project. Members further agree to support the Project's fundamental goal of ensuring sustainable non-GMO options long into the future. Toward that end, members agree to maintain alignment with the Project's current strategic direction, talking points, and to these terms of reference.

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IV. GENERAL STAKEHOLDER PARTICIPATION

The structure of the Non-GMO Project allows for upwards of 50 stakeholders to participate directly in governance, as members of the various boards and committees outlined in these terms of reference. As a collaborative initiative, it is the goal of the Project to have an active feedback loop with as many stakeholders as possible, and the following additional mechanism are in place to facilitate this:

1. **Semi-annual public comment periods on the Non-GMO Project Standard.** Every fall, from October 10th until November 10th, and every spring, from March 10th until April 10th, comments will be accepted on the Standard. Comments may be submitted online (preferred method) at www.nongmoproject.org, or sent via email to standard@nongmoproject.org. All comments and responses will be made public following the comment periods.
2. **E-Newsletters.** Quarterly e-newsletters are sent to three different lists: Retailers, Industry, and Individual. Anyone may sign up to receive any of the newsletters at www.nongmoproject.org/participate.
3. **Enrollment in the Product Verification Program.** For farmers, processors and manufacturers, participation in the Project's Product Verification Program is the most active way to be involved in the Project. An enrollment form is available online at www.nongmoproject.org/participate.
4. **Open correspondence.** The Non-GMO Project is committed to responding directly to as many questions and comments as possible. Input may be submitted online at www.nongmoproject.org/contact. Executive Director Megan Thompson may be reached at megan@nongmoproject.org or by calling 909.626.0809.

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V. FOODCHAIN GLOBAL ADVISORS

FoodChain Global Advisors ("FoodChain") is the Project's technical consultant. The Non-GMO Project, a California non-profit corporation, has a contract with FoodChain Global Advisors, Inc., an Iowa corporation, through which FoodChain provides the following:

1. **Program Development.** FoodChain has created and is responsible for maintaining, under guidance from the Non-GMO Project, a Product Verification Program ("PVP"), through which products are assessed for compliance with the Non-GMO Project Standard. Information is collected under a contract between FoodChain and each participating company, and the Project itself does not have access to said information.
2. **Development of Standard.** FoodChain makes recommendations and assists in the development of the Non-GMO Project Standard ("Standard"). Content of the Standard is ultimately the decision of the Project's Board of Directors, based on recommendations from the Project's Standard Revision Committee ("SC"); FoodChain holds one of seven voting seats on the SC. The Project owns the Standard.
3. **Collection of Fees from Participating Companies.** FoodChain is responsible for collecting all PVP participation fees, including an administrative fee, which is passed on to the Project to offset cost of operation.
4. **Database Management.** FoodChain manages and maintains an accurate and confidential database with respect to the PVP, which includes information about participating companies obtained through the online questionnaire.
5. **Communications.** FoodChain provides regular reports to Project, which includes the following information with respect to each participating company, provided said company has provided written or electronic approval for FoodChain to do so:
 - a. The active participation of the participating company in verification of their products through the Program;
 - b. The achievement of compliance with the Standard by such Participating Company's products.
6. **Surveillance Testing Program.** FoodChain manages a surveillance testing program to verify the Non-GMO Project Standard compliant status of ingredients and products, which shall include random checking for compliance with the Standard, appropriate use of any "seal of approval" indicating compliance with the Standard, and validity of any public listing of products that comply with the Standard. FoodChain shall provide periodic summary reports of surveillance tests carried out under such program.

The term of the initial contract between the Non-GMO Project and FoodChain is five (5) years, concluding September 14th, 2012, at which point the contract is scheduled for renewal every three (3) years.

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VI. STANDARD COMMITTEE

Purpose: The Standard Revision Committee ("SC") exists to oversee development of the Non-GMO Project Standard. Revisions proposed by the SC are reviewed and voted upon by the Board of Directors ("BOD"), which holds final decision-making authority. The SC is responsible for addressing all comments received in recommendations made to the Board.

Structure: The SC is comprised of representatives from the following areas:

- Four (4) Technical Advisory Board ("TAB") Members, each from a different TAB Committee, who collectively represent a diverse array of concerns, and who are each highly versed in the type of technical issues addressed in the Non-GMO Project Standard.
- One (1) additional representative, who is well positioned to represent consumer advocacy and/or policy perspectives (this individual may be a TAB or Communications Committee member, but does not have to be either).
- One (1) representative from the Project's technical consultant company (currently FoodChain Global Advisors).
- The Executive Director of the Non-GMO Project, who also serves as the facilitator of this group and is a non-voting member.

Appointment Process: All appointments to the SC are made by vote of the Board of Directors.

Prior to appointment votes, the Executive Director will:

1. Have a phone call or meeting with the prospective member to ensure that there is clear understanding about the Project and the proposed role, and to assess the individual's availability.
2. Collect a short bio, to be distributed to the BOD for review. Members also agree to allow this bio to be made available publicly on the Project's website or in other publications.
3. Communicate to the BOD how the individual was nominated (i.e. whether they volunteered, were suggested by a BOD member or another stakeholder, etc.).

Term: Members shall be appointed for two (2) year terms.

Quorum: Four members shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the SC.

Process: The SC is responsible for ongoing review of the Standard; its recommendations to the BOD regarding changes to the Standard fall into two categories: 1) General recommendations, 2) Recommendation for new industry-wide variances on specific minor ingredients. The SC shall abide by the schedule and terms set forth by the Non-GMO Project Program Manual.

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The SC will call upon the broader expertise of the TAB, Communications Committee, and other experts as needed when addressing concerns and planning revisions.

Although the BOD is legally responsible for the Non-GMO Project, and therefore holds final decision-making authority, alignment between the SC and the BOD is essential. Therefore, in any instance wherein the BOD does not vote in favor of an SC recommendation, the recommendation will be sent back to the SC with comments and suggestions for change.

Proxies are not allowed, but guests may participate by invitation.

The Executive Director shall distribute written minutes for all meetings to all SC members and BOD directors via email following each meeting (typically within one week).

In certain cases, voting may be conducted by written consent (i.e. email voting), unless any director expresses a need for limited additional discussion.

All members agree to respond promptly to scheduling inquiries, to be available for a majority of scheduled meetings, and to provide feedback on current issues in a timely manner.

Alignment: All members agree to defer to the Project's appointed spokesperson (currently the Executive Director), in all matters relating to public representation of the Project. Members further agree to support the Project's fundamental goal of ensuring sustainable non-GMO options long into the future. Toward that end, members agree to maintain alignment with the Project's current strategic direction, talking points, and to these terms of reference.

Confidentiality: All members shall sign the Project's Confidentiality Agreement.

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