

NON-GMO PROJECT TERMS OF REFERENCE

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NON-GMO PROJECT TERMS OF REFERENCE

I. Stakeholder Engagement and Representation

A. Purpose

The Non-GMO Project (also herein referred to as the Project) strives to create consensus and action among a broad and diverse base of stakeholder interests.

B. Structure

The Project categorizes these stakeholder interests into the following seven areas:

- Retailers and Distributors
- Processors and Manufacturers
- Livestock producers
- Crop producers
- Seed producers
- Research and Policy
- Consumer advocacy

C. Procedures

The Non-GMO Project engages stakeholders through a variety of activities and media, including but not limited to conferences, trade shows, educational and training events, newsletters, email, the Project's own website, and public web applications such as Facebook, Twitter, and LinkedIn. Through these varied avenues, the Project informs its stakeholders about its position and activities, and affords interested parties the opportunity to interact with the Project and provide feedback.

The Project is committed to growing its stakeholder base across all of the aforementioned stakeholder categories to assure broad and deep support for the Project's programs. These stakeholder categories are reflected throughout the governance and decision-making structures of the Project.

II. BOARD OF DIRECTORS

A. Purpose

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

B. Structure

The BOD shall consist of at least seven (7) 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.

Persons serving on the BOD must meet the following basic criteria:

- Directors promise to support the Project’s mission of preserving and building sources of non-GMO products, educating consumers, and providing verified non-GMO choices.
- Directors shall not be employees of nor knowingly maintain any direct interest, financial or otherwise, in organizations that explicitly develop or explicitly promote the use of GMOs.

C. 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.

D. 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.

E. Decisions

The BOD strives for consensus in its decisions. Consensus is defined as a lack of sustained opposition. Directors expressing a minority position shall be compelled to propose alternative solutions to resolve any given issue where consensus does not yet exist. In any given meeting of the BOD, if consensus cannot be reached, the issue will be tabled until a subsequent meeting, during the interim of which the dissenting Director(s) shall be responsible for working with the project’s Executive Director and other members of the BOD to achieve resolution.

If consensus is still not achievable at the subsequent meeting of the BOD, 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. Dissenting opinions shall be duly noted in the meeting minutes, if so desired by the dissenting party(ies).

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F. Meetings & Quorum

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

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.

A majority of directors shall constitute a quorum for the transaction of business at any meeting of the Board, *provided that* the quorum also reflects a balance of stakeholders.

Proxies are not allowed, but guests may participate in meetings of the BOD, by invitation of any BOD member or by the Executive Director of the Project.

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

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

G. 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 agree to maintain alignment with the Project's current strategic direction, talking points, and to these terms of reference.

III. PRODUCT VERIFICATION PROGRAM TECHNICAL ADMINISTRATOR

The Project contracts with Technical Administrators to administer The Non-GMO Project's Product Verification Program (PVP).

A. Program Development

Technical Administrators are responsible for maintaining, under guidance from the Non-GMO Project, the Product Verification Program, through which products are assessed for compliance with the Non-GMO Project Standard. Information is collected under a contract between the Technical Administrator and each participating company.

B. Development of Standard

Each Technical Administrator holds a non-voting seat on the Standard Committee.

C. Collection of Fees from Participating Companies

Each Technical Administrator is responsible for collecting all PVP participation fees, including an administrative fee, which is passed on to the Project to offset cost of operation.

D. Database Management

Each Technical Administrator manages and maintains an accurate and confidential database with respect to the PVP, which includes information about all participating companies.

E. Communications

Each Technical Administrator provides ongoing information to the Project, which includes at least the following information with respect to each participating company:

1. The active participation of the participating company in verification of their products through the Program;
2. The achievement of compliance with the Standard by such Participating Company's products.

Each Technical Administrators also provides an annual report on variance use to Project, for review by the Standard Committee ("SC") and Board of Directors ("BOD"). Report includes:

1. Number of Participants availing themselves of each variance;
2. Summary and samples of documentation provided by Participants at time of annual renewal demonstrating the continuous improvement required for allowed use of any variance;
3. Any other aggregate information regarding variance use that may be requested by the BOD or SC.

F. Surveillance Testing Program

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The Non-GMO Project manages a surveillance testing program to verify the Non-GMO Project Standard compliant status of ingredients and products. This includes random checking for compliance with the Action Thresholds in 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. Technical Administrators are required to support this program as requested by the Non-GMO Project, including through activities such as overseeing sample collection during onsite audits.

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IV. STANDARD COMMITTEE

A. Purpose

The Standard Committee (“SC”) exists to oversee development of the Non-GMO Project Standard. Revisions and interpretations proposed by the SC are reviewed and decided upon by the Board of Directors (“BOD”), which holds final decision-making authority. The SC is responsible for addressing all comments received from stakeholders with respect to the content and proposed revisions to the Standard.

The SC shall abide by the schedule and terms set forth by the Non-GMO Project.

B. Structure

The voting body of the SC shall consist of at least five (5) but no more than seven (7) members. SC members must have experience that qualifies them to work with standards in a thoughtful, policy-oriented manner, and must have demonstrated familiarity with the GMO issue. Overall composition of the SC shall have a balanced representation of interests, including those outlined in section 1B of this document.

The following non-voting members also serve on the SC:

- One (1) representative from each Technical Administrator
- One (1) staff member of the Non-GMO Project, who also serves as the facilitator of this group

C. Responsibilities

Persons serving on the SC must:

- Display a solid understanding of the Non-GMO Project Standard and processes (e.g. these terms of reference).
- Participate consistently in scheduled meetings and other dialogue (e.g. email exchanges), and respond punctually to scheduling requests.
- Demonstrate strong, dedicated support for the Project’s mission of preserving and building sources of non-GMO products, educating consumers, and providing verified non-GMO choices.
- Not be employees of nor knowingly maintain any direct interest, financial or otherwise, in organizations that explicitly develop or explicitly promote the use of GMOs.
- Refrain from publicly representing the Project; defer instead to the Project’s appointed spokesperson(s).
- Maintain alignment with the Project’s current strategic direction, talking points, and to these terms of reference.

D. Appointment Process

The Non-GMO Project solicits interest through its website and other channels from persons wishing to serve on the SC. All appointments to the SC are made by vote of the Board of Directors.

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Prior to appointment votes:

1. Each candidate will complete a written questionnaire.
2. After reviewing the questionnaire and finding the candidate viable, designated BOD members will have a phone call or meeting with the candidate to ensure that there is clear understanding about the Project and the proposed role, and to assess the individual's availability.

E. Term

Members serve two-year terms, and may be reappointed by the Board.

F. Deliberations

A majority of members shall constitute a quorum.

Proxies are not allowed, but guests may participate by approval of the Executive Director.

The SC strives for consensus when reaching conclusions to their deliberations. Consensus is defined as a lack of sustained opposition. Members expressing a minority position shall be compelled to propose alternative solutions to resolve any given issue where consensus does not yet exist.

If consensus is not achievable after reasonable effort, the act of a majority of the members present at a meeting duly held at which a quorum is present shall be the conclusion of the Committee. Dissenting opinions shall be duly noted in the meeting minutes and brought forward to subsequent BOD meetings, if so desired by the dissenting party(ies).

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.

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

All SC meetings will be open to BOD members.

The Non-GMO Project staff representative shall distribute written minutes for all SC meetings to all SC and BOD members via email following each meeting (typically within one week). Minutes shall at least detail any proposed changes to the Standard and any dissenting opinions in cases where consensus is not reached.

V. REVISIONS TO THE NON-GMO PROJECT STANDARD

The Non-GMO Project Standard (“the Standard”) is intended to be a “living” document, capable of flexibly incorporating feedback from all stakeholders in such a way that it always maintains a viable balance of meaningfulness and achievability.

A. General Revisions and Public Consultation Periods

The Project accepts comments from stakeholders at any time, through its website, and these are reviewed in an ongoing manner. Comments not addressed immediately shall be rolled into the next regularly scheduled process for revision of the Standard.

The Non-GMO Project in its entirety is subject to an annual revision process. This regular revision process consists of two successive open public consultation periods. The Project shall notify stakeholders of the start of the consultation periods via announcement on its website and by direct email to stakeholders for whom the project has such contact data. The Project may, at its discretion, also make such announcements through other media.

The first public consultation period commences in April and lasts for 60 days, during which stakeholders may submit comments on the Standard through the Project’s website. Upon opening the public consultation period, the project may also specifically solicit stakeholders for feedback on particular questions about the Standard. During this comment period, any recommendations from TAB Committees shall also be considered.

At the close of the first round of public consultation, the SC will review all comments received and propose corresponding changes to the Standard. The Project will publish all comments received and the SC’s response to them during the public comment period, along with its rationale for the newly proposed changes. These proposed changes will then be published for a second round of public comment, which shall be conducted in the same fashion as the first round. This second round will normally last for 60 days, but may be reduced to as little as 30 days if the proposed changes are not deemed by the SC to be contentious. In cases where there appears to be no new decisions that must be made following the initial 60-day consultation period (no areas of disagreement among stakeholders), the second comment period may be waived altogether. In any cases where the second round is shortened or cancelled, the rationale for this shall be explained on the Project’s website.

Following the second round, the SC will again review all comments received, and create a new final version of the Standard. All comments received in the second round will be addressed along with the SC’s response and rationale.

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If after the second round there are still contentious issues, the Project may convene additional comment periods, each of which shall last no less than 30 days. The same procedures as for the earlier rounds shall be followed.

Upon the SC's creation of the new finalized version of the Standard, the Executive Director shall bring this version to the BOD for their review, whereby they shall affirm that the process undertaken to create it followed the due process specified in these Terms of Reference. If the BOD does affirm this, the new version of the Standard shall be published on the Project's website. Participants must come into compliance with revised standards by time of their next renewal, but no sooner than six months from revision date. Along with the new version, the Project will also publish a summary of the changes made since the last version and a corresponding summary of the rationale for those changes. The Project shall also directly email the new Standard and the summary of changes to all stakeholders on its emailing list(s).

B. Special Revisions to the Non-GMO Project Standard

- **Revisions to Appendix B (List of Crops, Processed/Processing Inputs, Production Inputs, and other Organisms with GMO Risk) and Appendix C (List of Monitored Crops)**

As a mechanism for maintaining accuracy in the Standard with regard to which crops and inputs are at risk for GMO contamination, the SC does have the ability to recommend changes to Appendices B and C (risk lists) between annual revision processes, and the BOD has the authority to approve such changes between comment periods. Such revisions must adhere to the following guidelines:

1. A GM crop, input, or other organism shall be added to one of the risk lists if the GM event is:
 - a. commercialized.
 - OR
 - b. an unapproved event that is detected in the environment, food, or feed supply.
2. Similarly, a GM crop, input, or other organism may be removed from one of the GM risk lists if:

Sufficient testing of relevant global risk areas demonstrates that the overall level of contamination with the GMO under consideration is consistently well below the relevant Non-GMO Project Standard Action Threshold.

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▪ **Urgent Standard Revisions**

Because the issue of GMOs is highly complex and often changes suddenly, the Project allows for urgent revisions to the Standard. These changes must be triggered by a majority vote of the BOD, who may have received relevant input from the SC, TAB, PVP Technical Administrator, Executive Director, and/or other sources.

If the BOD decides an urgent revision is warranted, the nature of the revision and any specific proposals related to the change will be made known to the SC, who shall have the opportunity to provide feedback. The BOD and SC shall strive to reach consensus on any such proposal(s). The BOD and SC shall abide by the decision-making rules established in this document.

Any decided changes to the Standard under this provision shall go into force upon their publication on the Project's website and simultaneous notification of stakeholders by Project staff via direct email (plus any other media at the discretion of Project staff). As part of this notification the Project shall explicitly solicit stakeholder comment on the changes.

The changes made using this provision shall remain in force at least until the subsequent annual revision process.