TERMS OF REFERENCE CONTENTS:

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I. PURPOSE

The Non-GMO Project ("the Project") is a 501(c)(3) non-profit organization, incorporated in January 2007.

A. Mission

To preserve and build sources of non-GMO products, educate consumers, and provide verified non-GMO choices.

B. Vision

A thriving, healthy world where all agriculture is organic and regenerative and protects and restores the natural ecosystem.

C. Guiding Beliefs

The work of the Project is guided by the following beliefs:

1. Everyone has a right to know what is in their food and deserves access to non-GMO choices.
2. By voting with our dollars every time we shop, collectively we have the power to change the way our food is grown and made.
3. Preserving and building the non-GMO supply chain is a critical step of transitioning toward a safe, healthy food supply for future generations.
4. The integrity of our diverse genetic inheritance is essential to human and environmental health and ecological harmony.
5. By encouraging a non-GMO seed supply, we are supporting the restoration of traditional seed breeding and the right of farmers to save and plant their own seeds and grow varieties of their choice.
6. A verified non-GMO system supports organic agriculture by reducing contamination pressure and protecting the supply of non-GMO seed.

D. Theories of Change

In fulfilling our mission, the Non-GMO Project operates according to the following theories of change:

1. Ensuring access to non-GMO choices necessitates the conversion of North American acreage to non-GMO agriculture at sufficient scale.
2. Efficient supply chain transformation requires consistent, uniform standards.
3. Standards must be both meaningful and achievable; meaningfulness includes valid testing and adherence to international protocols for credible standard setting.
4. Change of the magnitude proposed in the Non-GMO Project's mission and vision depends on diplomatic, pragmatic and strategic cooperation with a diverse spectrum of stakeholders.

II. Stakeholder Engagement and Representation

A. Purpose

The Non-GMO Project strives to create consensus and action among a broad and diverse base of stakeholder interests. As part of its charitable 501(c)(3) mission, the Project also seeks to educate the public about the GMO issue and the value of non-GMO options.

B. Structure

The Project categorizes stakeholder interests into the following seven areas:

1. Retailers and Distributors
2. Processors and Manufacturers
3. Livestock producers
4. Crop producers
5. Seed producers
6. Research and Policy
7. 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 social media applications such as Facebook, Twitter, and LinkedIn. Through these varied avenues, the Project educates its stakeholders about the GMO issue, informs them about its position and activities, and affords interested parties the opportunity to interact with the Project and provide feedback.

One key focus of stakeholder engagement is the solicitation of input during biannual public comment periods. For details on this process, see section VII.A of these terms of reference.

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.

III. BOARD OF DIRECTORS

A. Purpose

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

B. Structure

The Board 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 as outlined in section II.B of these terms of reference, and from both large and small organizations.

C. Appointment Process

The directors shall be elected and/or reappointed at a regular annual meeting of the Board, typically in April of each year. The Board shall seek consensus on the election or reappointment of any candidate, per section III.E, below. In cases where consensus cannot be achieved, election or reappointment shall be decided by majority vote.

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 Board shall strive 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 Board 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 Board to achieve resolution.

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

F. Meetings & Quorum

The Board generally meets on a bi-monthly basis. Annually, two of these meetings are in-person retreats (two to three days in length) and four of these meetings are held via conference (ninety minutes in length).
A majority of directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Proxies are not allowed, but guests may participate in meetings of the Board, by invitation of any Board member or by the Executive Director of the Project. All guests require the approval of the Board Chair.

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 ensure that written minutes for all meetings are distributed to all directors via email following each meeting (typically within two weeks).

G. Committees

Each director shall serve on one of two standing committees, each of which generally meets on a monthly basis. Each Committee shall be chaired by one director who is responsible for working with Project staff to set agendas, run meetings, and manage committee work.

Executive Committee

The Executive Committee ("EC") is chaired by the Board Chair and is comprised of the Chair, the Treasurer, and other directors as appointed. The EC is responsible for overseeing:

1. Financial health of the organization
2. Board succession
3. Board development (retreat agendas, trainings, etc.)
4. Corporate filings (as detailed on the Board's Google site)
5. Management of the Executive Director (including annual performance review)

Standards Oversight Committee

The Standards Oversight Committee ("SOC") is comprised of at least three directors. The SOC is responsible for overseeing:

1. Governance of the Standards Committee, including succession
2. Standards Revision Process
3. TA Guidance
4. Quality Assurance
5. Technical Administrator contracts

H. Code of Conduct

All directors must agree to abide by the Code of Conduct set forth in Appendix A of these terms of reference.

I. Attendance

Two consecutive absences from biannual retreats, or three consecutive absences from any scheduled meetings shall be considered resignation from the Board unless the Executive Committee makes an exception for extenuating circumstances.

IV. THE STANDARD

A. Purpose

The Non-GMO Project's Standard aims to verify that systems are in place for:

1. **Testing:** Meaningful, ongoing testing of high GMO risk inputs.
2. **Traceability:** Supply chain traceability, especially following input testing.
3. **Segregation:** Protecting compliant inputs from contamination by non-compliant inputs.
4. **Formulation:** Obtaining inputs in accordance with uniform and meaningful specifications.
5. **Labeling:** Accurate and clear product labeling.
6. **Quality assurance:** Maintaining operational consistency and addressing non-conformities promptly.

B. Requirements

The full Non-GMO Project Standard is available on the Project's website: www.nongmoproject.org

C. Governance

The Standard is maintained by a Standards Committee, described in section VI of these terms of reference, along with oversight by the Board Standards Oversight Committee, described in section III.G of these terms of reference.

At the discretion of the Board, the Project may form special Technical Advisory Committees to inform development on particular aspects of the Standard. Such committees shall operate according to terms outlined by the Board and/or staff, and shall be publicly listed on the Project's website.

D. Interpretation

Interpretation of the Standard is issued as needed in the form of TA Guidance, described in section V.D.2 of these terms of reference.

E. Revisions

The process for updates to the Standard is described in section VII of these terms of reference.

V. PRODUCT VERIFICATION PROGRAM

A. Purpose

The Project oversees a Product Verification Program ("PVP" or "Program"), the purpose of which is to assess products' compliance with the Non-GMO Project Standard.

B. Methodology & Approach

1. The PVP is based on a practice/process-oriented Standard that uses testing as a key strategic tool to confirm that practices/processes are meeting expectations.
2. A core goal of the Project is to identify, create, and/or maintain sources and practices that effectively minimize GMO risk to the supply chain.
3. Release of products to the marketplace shall be contingent on products meeting requirements regarding Non-GMO Project Standard compliance, including traceability, segregation and testing.
4. Continuous improvement on the part of PVP Participants is required with the common goal of completely eliminating any GMO risk ingredients from the production chain.

C. Definitions

1. **Certificate of Compliance ("COC").** Annually renewed document demonstrating product level compliance with the Standard, as determined by a Technical Administrator.
2. **License Agreement ("LA").** Contract between the Project and a Participant outlining terms with regard to use of the Project's trademarks.
3. **Participant.** A company that is seeking verification within the PVP and signs a License Agreement with the Project.
4. **Participant Code of Ethics.** A provision of the LA regarding Participant alignment with the Non-GMO Project mission.
5. **Product.** A unique branded formula and process, where process could be either the manufacturing or facility process.
6. **Prospect:** A company that is a prospective Participant.
7. **Technical Administrator ("TA").** An entity contracted to oversee evaluation of products for purposes of determining compliance with the Standard.
8. **Technical Administrator Portal ("TAP").** The online platform used for coordinating TA communications, including TA Guidance (see V.D.2, below).
9. **Trademarks.** Any of the Project's registered trademarks; for details see section VIII of these terms of reference.

D. Technical Administrator Oversight

Ensuring quality and consistency in TA performance is a key focus of the Non-GMO Project.

1. **Appointment and scope.** The Project selects and approves TAs according to a rigorous process duly established by the Board. This process shall include an initial assessment of the TA's demonstrated proficiency as a certifier for other programs as well as thorough technical training by Project staff. TA contracts are offered at the Board's discretion and contain provisions including, but not limited to, administration of the PVP, data access,

surveillance testing, collection of fees from Participants, reporting, quality of service, confidentiality and quality control.

2. **TA Guidance.** A central process in support of TA consistency is the issuance of TA Guidance related to interpretation of the Standard. TA Guidance is issued at the discretion of Non-GMO Project staff through a process that may include input from the Board and/or Standards Committee. Formal TA Guidance is issued to all TAs simultaneously, and is transparently maintained on the online Technical Administrator Portal.

E. Quality Assurance

The Project operates a variety of Quality Assurance ("QA") programs designed to ensure the technical integrity of the PVP. These programs are housed within the Project's Standards & Verification Department.

1. **Surveillance Testing.** Designed to confirm the compliance of verified products with the relevant Action Threshold, as set forth in the Standard. Scope includes quarterly spot testing of randomly selected products with an emphasis on High-Risk and Monitored-Risk products and inputs.
2. **Product Auditing.** Designed to confirm the accuracy of TA decisions with regard to compliance with the Standard. Scope includes randomly selected products as well as products for which information presented to Project staff indicates potential cause for concern.
3. **Laboratory Oversight.** Designed to confirm satisfactory and equivalent competency across all NGP-approved laboratories. Scope includes an initial evaluation and annual renewal process based on compliance with requirements including, but not limited to, ISO 17025 accreditation and satisfactory proficiency testing (ring trial) results. A list of approved labs is maintained on the Project's website: www.nongmoproject.org

F. Database Management

As part of its oversight of the PVP, the Project maintains a database of verified products and Participants. This database is used to support a number of critical Program operations, including populating public listings on the Project's website and mobile phone apps.

G. Customer Service

The Project strives to provide excellent customer service to all Participants and Prospects. Accordingly, the Project's Client Services Department supports brand owners throughout the verification process with educational information and assistance with complaint resolution.

VI. STANDARDS COMMITTEE

G. Purpose

The Standards 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 ("Board"), 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.

H. Structure & Qualifications

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. SC members must also display a solid understanding of the Non-GMO Project Standard and processes (e.g. these terms of reference). Overall composition of the SC shall have a balanced representation of interests, including those outlined in section II.B of this document.

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

- One (1) representative from each Technical Administrator (TA) at the Project's discretion; TA representatives participate in a limited advisory capacity, providing information as requested by the voting SC members and/or the facilitator.
- One (1) staff member of the Non-GMO Project, who also serves as the facilitator of this group.

I. 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. Prior to appointment votes:

1. Each candidate shall complete a written questionnaire.
2. After reviewing the questionnaire and finding the candidate viable, the SOC shall determine what if any additional information is needed to make a decision (references, CV, phone interview, etc.), and will proceed accordingly.

D. Term

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

E. Decisions

The SC strives for consensus when reaching conclusions to its 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 Board meetings, if so desired by the dissenting party(ies).

F. Meetings & Quorum

The SC meets approximately quarterly, with more frequent meetings during Standards ratification cycles.

A majority of members shall constitute a quorum.

Proxies are not allowed, but guests may participate by approval of the SOC Chair.

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 shall be open to Board members.

The Executive Director shall ensure that written minutes are distributed to all SC and SOC members via email following each meeting (typically within two weeks). Minutes shall at least detail any proposed changes to the Standard and any dissenting opinions in cases where consensus is not reached.

G. Code of Conduct

All SC members must agree to abide by the Code of Conduct set forth in Appendix A of these terms of reference.

H. Attendance

Three consecutive absences from any scheduled meetings shall be considered resignation from the Board unless the Standards Oversight Committee makes an exception for extenuating circumstances.

VII. 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 Comment 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 Standard in its entirety is subject to a biannual revision process. This regular revision process generally consists of two successive open public comment 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.

Biannually in even years (e.g. 2018, 2020), the first public comment 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 comment period, the Project may also specifically solicit stakeholders for feedback on particular questions about the Standard. During this comment period, any recommendations from special advisory committees shall also be considered.

At the close of the first round of public comment, the SC will review all comments received and propose corresponding changes to the Standard. These proposed changes, along with the SC's rationale for the 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. Comments received in the second round will be addressed along with the SC's response and rationale.

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.

Once the SC has made a decision on a new final version of the Standard, the Standard shall be brought to the Board for final ratification. Although the Board is legally responsible for the Non-GMO Project, and therefore holds final decision-making authority, alignment between the SC and the Board is essential and shall be prioritized in the decision-making process. Full consensus of all SC and Board members shall be diligently sought prior to ratification of any new Standard.

In general, Participants must come into compliance with revised Standard by time of their next renewal, but no sooner than six months from revision date. In certain cases, the Board may determine that additional time is needed for Participants to come into compliance with changes to the Standard. Any such extended timelines shall be incorporated in Appendix E of the published Standard as soon as practically possible. 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

1. **Revisions to Appendix B (List of High-Risk Inputs) and Appendix C (List of Monitored-Risk Inputs)**
   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 biannual revision processes, and the Board has the authority to approve such changes between comment periods. Such revisions must adhere to the following guidelines:
   a. A GM crop, input, or other organism shall be added to one of the risk lists if the GM event is:
      i. commercialized.
      OR
      ii. an unapproved event that is detected in the environment, food, or feed supply.
   b. Similarly, a GM crop, input, or other organism may be removed from one of the GM risk lists if:
      i. 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.

2. **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 Board, who may have received relevant input from the SC, a TA, the Executive Director, and/or other sources.

If the Board 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 adequate opportunity to provide feedback. The Board and SC shall strive to reach consensus on any such proposal(s), and shall solicit additional input from stakeholders as needed to support an informed decision. The Board 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 biannual revision process.

VIII. TRADEMARKS

A core asset of the Non-GMO Project is its trademarks, which include

- Non-GMO Project Verified mark (English and Bilingual/French)
- Non-GMO Project logo
- Non-GMO Project name
- “Look for the Butterfly”

These trademarks are governed through Licensing Agreements with Participants, retailers, and other stakeholders at the Project’s sole discretion. One primary purpose of the trademarks is to make readily apparent to shoppers which products have successfully completed the Product Verification Program; see section V of these terms of reference.

The Project maintains a Trademark Use Guide to assist stakeholders in appropriate and legal use of the trademarks. The guide is available from the Project’s Marketing & Communications Team.

APPENDIX A: CODE OF CONDUCT

The Non-GMO Project has adopted the following Code of Conduct that all Board members and Standards Committee members must agree to.

A. Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No member of the Board of Directors (Board) or Standards Committee (SC) shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board or Standards Committee member with the Non-GMO Project. Members of the Board and SC shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board or SC. Nevertheless, conflicts may arise from time to time.

1. When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the Non-GMO Project and the Board or SC member's personal interests, the Board or SC member has a duty to immediately disclose the conflict of interest so that the rest of the Board's or SC's decision making will be informed about the conflict.
2. It is every Board and SC member's obligation, in accordance with this policy, to ensure that decisions made by the Board and SC reflect independent thinking. Consequently, in the event that any Board or SC member receives compensation from the Non-GMO Project such compensation will be determined by and approved by the full Board in advance.
3. Any conflicts of interest, including, but not limited to financial interests, on the part of any Board or SC member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board or SC action, and through an annual procedure for all Board and SC members to disclose conflicts of interest.
4. Any Board or SC member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
5. All conflicts disclosed to the Board or SC will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board or SC member with a conflict abstained from the vote (and was not present for any discussion, as applicable) and was not included in the count for the quorum for that meeting.
6. Any new Board or SC member will be advised of this policy during board orientation and all Board and SC members will be reminded of the Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
7. This policy shall also apply to any Board and SC member's immediate family or any person acting on his or her behalf.

B. Mission Alignment

Board and SC members must 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. Accordingly, no Board or SC member may be an employee of nor knowingly maintain any direct interest, financial or otherwise, in organizations that explicitly develop or explicitly promote the use of GMOs.

C. Prohibition Against Sexual Harassment

The Non-GMO Project strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited. Any Board or SC member who engages in discriminatory or harassing conduct towards any individual is subject to removal from the Board or SC. Complaints alleging misconduct on the part of Board or SC members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Executive Committee.

C. Confidentiality

Board and SC members are reminded that confidential financial, strategic, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in Board or SC materials or discussed from time to time. Board and SC members should not disclose such confidential information to anyone.

D. Participation

Board and SC members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

1. Making attendance at all meetings a high priority.
2. Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
3. Cooperating with and respecting the opinions of fellow Board or SC members, and leaving personal prejudices out of all Board or SC discussions, as well as supporting actions of the Board or SC even when the Board or SC member personally did not support the action taken.
4. Putting the interests of the organization above personal interests.
5. Representing the organization in a positive and supportive manner at all times and in all places.
6. Refraining from publicly representing the Project, deferring instead to the Non-GMO Project's appointed spokesperson(s).
7. Refraining from activities that pose a reputational risk to the Non-GMO Project (fraudulent claims, activities that could be construed as misleading or in contravention to the Non-GMO Project mission, etc.)
8. Showing respect and courteous conduct in all meetings.

9. Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with policy.

APPENDIX B: NGP ORG CHART