

Seafood Ethics Action Alliance (SEA Alliance) Terms of Reference

Contents

1. Role and Purpose of the SEA Alliance
2. Membership
3. Membership termination
4. Governance structure
5. Steering Committee
 - 5.1 Election of Steering Committee
 - 5.2 Election of Steering Committee Chair
6. Conflict of interests
7. Book-keeping and accounts
8. Trade Associations
9. Non-member advisors
10. Meetings
11. Decision making
12. Amendments to the Terms of Reference
13. Dissolution of the Association
14. Confidentiality and communications
15. Claims of affiliation
16. Competition Law compliance
17. Dispute resolution

1. Role and Purpose of SEA Alliance

The SEA Alliance is a pre-competitive collaboration of retailers and seafood businesses aiming to strengthen human rights due diligence carried out in the global seafood supply chain, and ensure respect for human rights.

Without prejudice to their individual business agendas, the SEA Alliance offers the potential for like-minded businesses to share intelligence, agree common approaches to identifying and managing human rights risks, and carry out joint advocacy activities, with the overall aim of using their collective leverage to bring about positive change in labour standards and human rights in their domestic and global seafood supply chains.

A SEA Alliance work plan that will identify key projects and timelines will be agreed and reviewed on an annual basis.

The SEA Alliance received a grant from a charitable foundation in 2021. Members recognised the need for more formal governance, especially with respect to the administration of the grant monies. It was agreed to establish the SEA Alliance as an “unincorporated association”, with Seafish acting as the fiscal sponsor and Secretariat.

2. Membership

The primary focus of the SEA Alliance's work relates to how those selling, and trading seafood should address human rights risks in their upstream supply chain.

Membership is open to companies operating/registered in the UK with domestic and/or global seafood supply chains. These include food service companies, retailers, seafood brand owners, seafood importers, suppliers to retail and food service, feed manufacturers and trade associations. The membership application process is detailed in the SEA Alliance Membership Information.

Fishing companies and fishing vessel operators are key stakeholders for the SEA Alliance's work but will not have membership status at this stage.

Current SEA Alliance members are listed on the SEA Alliance website.

New memberships will be approved by the SEA Alliance Steering Committee. The SEA Alliance Steering Committee may decline to accept any application for membership, where they are satisfied that doing so would be in the best interests of the Alliance. They do not need to provide reasons for doing so.

All members of the SEA Alliance shall commit to the SEA Alliance Membership Principles (contained within the SEA Alliance Membership Information document).

3. Membership termination

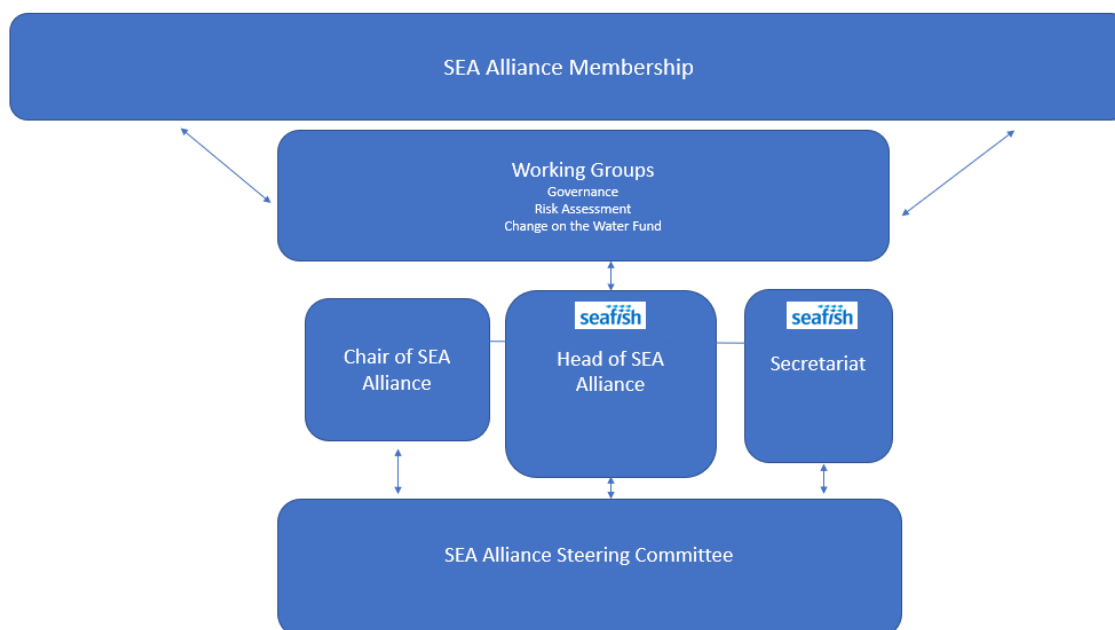
Membership is voluntary and a member may withdraw from membership by giving no less than one month's notice to the SEA Alliance Secretariat in writing.

The Steering Committee may with immediate effect terminate the membership of any member without its consent by giving the member written notice if:

- The member ceases to fulfil any one or more of the criteria of the SEA Alliance membership; or
- The member is guilty of conduct which has or is likely to have a serious adverse effect on the Alliance or bring the Alliance, or any of the Steering Committee Members, into disrepute; or
- The member has acted or has threatened to act in a manner which is contrary of the Alliance as a whole; or
- The member has repetitively failed to observe the clauses of these Terms of Reference.

4. Governance Structure

The over-arching governance structure is detailed in this organogram.



| Entity/role | Summary |
|---------------------------------------|--|
| SEA Alliance Steering Committee | <ul style="list-style-type: none"> • Makes decisions and/or provide guidance on: budget spend, contracts, policy development, governance issues, engagement and advocacy strategies, project management issues, Working Group formation/dissolution. • Elects Chair and considers membership applications. |
| SEA Alliance Steering Committee Chair | <ul style="list-style-type: none"> • Chairs SEA Alliance Steering Committee meetings, and manages risks relating to competition law, conflicts of interest etc. • Acts as primary contact for Head of SEA Alliance on a day-to-day basis. • Ensures meetings and votes are conducted in accordance with ToR. • Does not have voting rights but has the casting vote in the case of a split vote. |
| Head of SEA Alliance | <ul style="list-style-type: none"> • Responsible for the development and delivery of the SEA Alliance Strategy and Workplan. • Leads the external engagement of the SEA Alliance and associated advocacy initiatives. • Supports delivery of programmes of work within Working Groups and reporting to the SEA Alliance Steering Committee on progress. • Responsible for development of KPIs and Monitoring and Evaluation of SEA Alliance impact. • Responsible for funder engagement and narrative reporting. • Responsible for commissioning external consultants to deliver key work activities, as well as their project |

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|--|---|
| | <p>management, to ensure timely delivery against budget and to the required quality.</p> <ul style="list-style-type: none"> • Does not have voting rights and may not serve as Chair. |
| SEA Alliance Secretariat (currently provided by Seafish) | <ul style="list-style-type: none"> • Organises meetings, sharing agendas and minutes. • Responsible for internal and external Comms (inc. website management). • Book-keeping and accounts, financial reporting to funders. • Does not have voting rights. |
| Working Groups | <ul style="list-style-type: none"> • Created to implement key aspects of workplan or develop strategy as needs arise. • Report progress to Steering Committee and wider membership. • Current Working Groups are Governance, Risk Assessment, and Change on the Water Fund |

5. The SEA Alliance Steering Committee

The SEA Alliance will be governed by the SEA Alliance Steering Committee which is comprised of representatives from member organisations.

The SEA Alliance Steering Committee shall consist of a maximum of seven industry members, one of whom will be elected the SEA Alliance Chair. The Head of the SEA Alliance, and the SEA Alliance Secretariat will also sit on the Steering Committee.

Industry membership should be representative across the UK seafood sector. We will endeavour to have representation from the retail and foodservice sectors, seafood brand owners, processors/supplier to retail and foodservice, seafood importers and feed manufacturers. Wherever practicable, representation will also reflect a spread of different business sizes.

Only one representative per member organisation will be allowed to serve on the SEA Alliance Steering Committee and attend Steering Committee meetings. They may nominate a proxy in advance. If a member is not able to attend three successive meetings, the Chair will contact them to clarify the situation regarding their ongoing membership.

Each member (and their proxy) must demonstrate expertise and key skills to fulfil their roles and responsibilities as a Steering Committee member.

The SEA Alliance Steering Committee Chair will manage the process for changes to the membership of the SEA Alliance Steering Committee. This is to ensure that the composition of the SEA Alliance Steering Committee complies with the Terms of Reference, and the Steering Committee remains impartial.

5.1. Election of Steering Committee members

All members of the SEA Alliance are eligible to join the SEA Alliance Steering Committee. Anyone interested in joining the Steering Committee should notify the SEA Alliance Secretariat.

Steering Committee membership will be reviewed in February each year. The first qualifying period for Steering Committee membership will commence in February 2022, with the existing Steering Committee being carried over to ensure continuity during the start-up phase. Where any vacancies exist, all SEA Alliance members may nominate either themselves or other members as potential candidates to join the Steering Committee.

The term for membership of the SEA Steering Committee is two years. At the appointment of the Steering Committee in February 2022, we will request that three Steering Committee members nominate themselves to stand for a shortened term of one year, this will allow for a staggering of Steering Committee appointments, with three Steering Committee positions becoming vacant in February 2023, and four positions becoming vacant in February 2024.

Where there are more nominations than places on the SEA Alliance Steering Committee, SEA Alliance members shall elect new Steering Committee members. The nominees with the most votes will be appointed to the Steering Committee. In the event of two nominees for the final SEA Alliance Steering Committee position receiving the same number of votes, the SEA Chair shall have the casting vote.

Where a Steering Committee position becomes vacant due to a member resigning or changing jobs, we will invite nominations for new Steering Committee members. A departing Steering Committee member may nominate themselves to re-join the Steering Committee.

Steering Committee members can serve up to three consecutive terms (a maximum of six years).

It is requested that one month's notice is given by a Steering Committee member if they intend to resign.

5.2. Election of Steering Committee Chair

The SEA Alliance Chair will be elected by the Steering Committee. Members of the Steering Committee will be requested to nominate themselves as a candidate for Chair. In the event that we have more than one nomination, it will be put to a vote.

The term of office for the SEA Alliance Chair shall be a period of one year, with potential re-election for no more than one additional term of office. The SEA Alliance Chair may continue to serve on the Steering Committee when their term ends.

A past SEA Alliance Chair may seek re-election after having served at least one full term (one year) out of office.

The nomination and/or election of the SEA Alliance Chair will take place in February each year, once any nominations and/or elections for the Steering Committee have taken place.

It is requested that a minimum of one month's notice is given by the SEA Alliance Chair if they intend to resign.

6. Conflicts of interest

Conflicts of interest may arise in associations where people with a common interest are brought together, and they are often involved in more than one groups or serve on other committees.

Members of the SEA Alliance Steering Committee must declare the nature and extent of:

- Any direct or indirect material interest which he/she has in a proposed transaction or arrangement with the Committee; and
- Any direct or indirect interest or any duty which he/she has which conflicts or may conflict with the interest of the SEA Alliance Steering Committee or his/her responsibilities to the Steering Committee.

Where potential conflicts of interest are identified, the Steering Committee member will not be counted in the quorum for that part of the process and will have no vote on the matter.

A register of conflicts of interest will be maintained by the SEA Alliance Secretariat. Steering Committee members are expected to notify of any conflicts of interest at the start of any meeting, based on the agenda that follows.

7. Bookkeeping, Accounts and Reporting

Seafish will manage all bookkeeping and accounting for the SEA Alliance. An up to date set of accounts will be maintained by the Secretariat, supported by the Seafish finance team.

Narrative and financial reporting to any funders will be the responsibility of the Head of the SEA Alliance, supported by the SEA Alliance Secretariat and Seafish finance team.

A statement of accounts will be reviewed by the Steering Committee at least quarterly.

8. Trade Associations

Trade Associations, including the Seafood Industry Alliance and the British Retail Consortium have been invited to join the SEA Alliance, and are invited to act as observers on the Steering Committee. Observers will be able to contribute to Steering Committee meeting agenda points but will not have voting rights. The role of Trade Associations will be particularly focused on the dissemination of information and best practice developed by the SEA Alliance amongst wider industry stakeholders, and on supporting the SEA Alliance's advocacy work.

9. Non-member Advisors

Non-member experts will be invited to contribute to meetings and discussions and share their expertise. Where appropriate, the Secretariat will provide the SEA Alliance members with a brief background on those experts and their suitability to contribute to the SEA Alliance's work. In the absence of sustained opposition, the Secretariat will ask such experts to contribute in an advisory capacity.

Non-member participants in working groups only have the capacity to contribute to reports or proposals made within the relevant working group meetings.

10. Meetings

General

- SEA Alliance meetings should be managed in as transparent a way as possible;
- All SEA Alliance meetings will be chaired by the elected Chair, and discussion within the SEA Alliance will be conducted in accordance with the Chatham House rule;
- Meeting agendas and supporting papers will be provided in a timely manner by the Secretariat prior to each meeting;
- In accordance with the Chatham House rule, comments made will not be attributed to the respective participants in the group; and
- There will be a mixture of in person meetings and online meetings.

Steering Committee meetings

These meetings will be held monthly.

In the event of a vote, a meeting quorum will be 50% of the Steering Committee membership, not including the SEA Alliance Chair, the Head of the SEA Alliance or the Secretariat.

Outcomes of Steering Committee meetings will be captured and circulated by the SEA Alliance Secretariat to members of the Steering Committee. A summary of meeting outcomes will also be shared with the wider SEA Alliance membership.

All Members Meetings and Annual General Meetings

The primary purpose of these meetings will be to report progress and actions to all members' organisations. Non-member advisors and guest speakers may be invited by the Secretariat to join the meetings, in part or full as appropriate.

All members meetings will typically be held four times a year, either online or in-person. One of these meetings will be the Annual General Meeting.

In the event of a vote, a meeting quorum will be 50% of the SEA Alliance membership, not including the SEA Alliance Chair, the Head of the SEA Alliance and the Secretariat. In the event of a split vote, the SEA Alliance Chair shall have the casting vote.

Special General Meeting (SGM)

Members may be asked to join a special General Meeting at any time to discuss pressing and critical matters such as (but not limited to) dissolution of the association, and disrepute. Such meetings will be chaired by the elected chair.

A meeting quorum will be 50% of the SEA Alliance membership, not including the SEA Alliance Chair, the Head of the SEA Alliance and the Secretariat. In the event of a split vote, the SEA Alliance Chair shall have the casting vote.

Working Group Meetings

Working groups may be formed to focus on specific workstreams as identified in the SEA Alliance workplan. Such meetings will be arranged at a time convenient to members participating in the group. A nominal lead of the working group may be appointed by members of the working group.

Working groups will be coordinated by the Head of the SEA Alliance and Secretariat, who will facilitate each meeting unless otherwise agreed by the members. The outputs of each working group will be reported on by the lead of the working group or the Secretariat, as appropriate.

Working Groups should be dissolved as soon as their objectives are fulfilled, with the Steering Committee making the final decision on their dissolution, under recommendation from the working group lead.

11. Decision Making

Decisions will be made by consensus (i.e. members are satisfied with the decision even though it may not be their first choice). If this is not possible, the decision under discussion shall be put to a vote. Decisions will be made by majority (greater than 50%) with each member organisation having one vote (excluding the SEA Alliance Chair, the Head of the SEA Alliance and the Secretariat). In the event of a split vote, the SEA Alliance Chair shall have the casting vote.

If one or more members are absent when the vote is taken, the Chair shall inform them of the vote and ask them to communicate their position within two weeks. If no formal position is received, the result of the vote will be confirmed without their vote.

12. Amendments to the Terms of Reference (ToR)

This ToR will be reviewed on an annual basis at a minimum by the SEA Alliance Steering Committee. In addition, any SEA Alliance member may propose amendments to this ToR - any proposed amendments must be provided in writing to the Secretariat.

Decisions to accept proposed amendments will be made by consensus of the SEA Alliance Steering Committee (i.e. Steering Committee members are satisfied with the decision even though it may not be their first choice). If not possible, the decision under discussion shall be put to a vote. Amendments will be made where there is a majority of greater than 50% in favour. In the event of a split vote, the SEA Alliance Chair shall have the casting vote.

13. Dissolution of the association

As an unincorporated association without charitable status, the SEA Alliance may be dissolved by its members using the following process:

1. At a meeting which must be quorate and minuted, the Steering Committee will decide by majority to call a SGM for the purpose of dissolving the SEA Alliance.
2. Members will be given at least 14 days' written notice detailing the purpose of the SGM.
3. At the SGM the resolution to dissolve the SEA Alliance will be put to the members. The meeting will be quorate and minuted. Should the members agree (greater than 50% majority and each member organisation has one vote) the decision to dissolve

the organisation will then be acted on. Any remaining assets of the SEA Alliance will then be returned to any donors and any bank account closed.

14. Confidentiality and Communications

Statements made on behalf of the SEA Alliance that could be construed as policy or lobbying will require explicit approval from the Steering Committee before release.

Any use of members' own logos is subject to agreement from the relevant member. Some statements and communications made on behalf of the SEA Alliance may not be applicable to all member businesses. As a collective voice the SEA Alliance will in specific instances support and engage with advocacy initiatives. These advocacy initiatives will always be supported by the majority of SEA Alliance participants, but they do not necessarily represent the views of every participant organisation, including Seafish, on every occasion.

All media interaction (e.g. Twitter, LinkedIn) undertaken on behalf of the SEA Alliance will be undertaken by the Head of the SEA Alliance and Secretariat. Member companies are not permitted to speak to any third party, and/or share any information on behalf of the Alliance, unless expressly authorised to do so by the Secretariat. Any doubts or concerns regarding this should be raised with the Secretariat.

15. Claims of Affiliation

Members may make public or private claims of affiliation with the SEA Alliance on the basis that:

- The organisation is an active, listed member of SEA Alliance (see website);
- Any claims are reasonable and accurate as to the nature of the business's level of activity and participation with SEA Alliance projects and initiatives; and
- Any information to be publicly shared about the SEA Alliance has been agreed with the Secretariat.

16. Competition Law Compliance

All members of the SEA Alliance will comply with all applicable competition and antitrust law.

SEA Alliance partners shall not enter into any discussion or activity that may infringe, on its part or on the part of their participation in the partnership, suppliers or customers, any applicable competition and antitrust law.

By way of example, members shall not discuss, communicate or exchange information relating to prices, marketing and advertising strategy, cost and revenues, trading terms and conditions with third parties (including purchasing strategies, terms of supply, trade programs), or distribution strategies, etc.

SEA Alliance partners shall not engage in discussions or activities that could lead to the boycott of a supplier or customer or to the conclusion that a named supplier or customer is not a suitable business partner.

It is the responsibility of SEA Alliance members to ensure that they understand their responsibilities under all applicable competition and antitrust laws, and may take advice from their organisation's legal representatives where required.

17. Dispute Resolution

Where differences of opinion on matters of policy, governance or budgetary spend between Steering Committee members become apparently irreconcilable, the Chair of the SEA Alliance may choose to appoint an impartial and suitably qualified third-party to adjudicate on the issue, and without prejudice to any party, make a recommendation to the Steering Committee on the nature of an appropriate final determination.

SEAA Terms of Reference. Version 1.02. January 2022.