



FSC Board of Directors – Policy and Standards Committee (PSC)

Terms of Reference and Operating Procedure V4-0

Last revision: November 17, 2017

Approved by the FSC Board of Directors – 08 December 2017

1. Background

1.1 The FSC Board of Directors (BoD) established the Policy and Standards Committee (PSC) in order to streamline, facilitate and accelerate decision-making processes in relation to the development of new and revision of existing FSC Policies, Standards, Procedures and other normative FSC documents.

2. Objective

2.1 The PSC acts on behalf of the BoD with respect to all technical matters related to the development, execution and decision making on all FSC Policies, Standards, Procedures and other normative documents.

3. Duties

3.1 Where involvement of the BoD is formally required, the PSC will be acting on behalf of, and making recommendations for decisions to, the BoD with regards to the development or revision of FSC Policies, Standards, Procedures and other normative documents.

This particularity refers to:

I. FSC Policy for Pilot Tests (FSC-POL-01-001)

- Decision on proposals for pilot testing

II. The Development and Revision of FSC Normative Documents (FSC-PRO-01-001)

- Decision on proposals to :
 - develop a new normative document;
 - revise a normative document;
 - withdraw a normative document.
- Decision on applications for deviation from the procedure

III. Process requirements for the development and maintenance of National Forest Stewardship Standards (FSC-STD-60-006)

- Approval of National / Regional Forest Stewardship Standards

NOTE: at their 58th meeting the FSC BoD decided the following:

“National standards on which there is consensus in the PSC are considered automatically approved and do not need to be submitted to the FSC BoD for specific approval.”



3.2 PSC members shall seek to make recommendations and decisions which benefit the Organization as a whole and represent the views and concerns of the sub-chamber which they represent (e.g. South/Social) in the Committee deliberations, rather than simply reflect personal views or the views of the organization with which they are affiliated.

3.3 In addition the PSC shall provide guidance and advice to the FSC Performance and Standard Unit (PSU) on which 'direction' to take with a policy or standards issue in particular (e.g. policy and standards interpretations) or in general (e.g. on position or discussion papers).

4. Structure and Accountabilities

4.1 The PSC should consist of six (6) FSC members, one (1) from each of the six (6) FSC sub-chambers, selected by the BoD based on an application process open to all FSC members.

4.2 Effective September 1, 2017, the term of PSC members is four (4) years which shall cover a suitable transition period for the introduction of new members, including becoming familiar with the process, procedures and scope of the Committee, their responsibilities towards reaching out to and representing their sub-chamber and the overall time commitment involved.

4.3 The term for the appointed member of PSC can be renewed for one (1) additional period.

4.4 A neutral non-voting Chair may be appointed by the Board for a two (2) year period and can be extended for further two (2) years on an annual basis.

4.5 The PSC is supported by and in general interfaces with PSU through a single staff person assigned by PSU. All necessary administrative, minute taking, technical and logistical support will be provided by the PSU via this staff person.

4.6 Additional support is provided by the staff person assigned to lead the development or revision of a certain FSC Policy, Standard, Procedure or other normative document. Under normal circumstances the PSC will not be expected to consider any issue or policy, standard, etc., unless a formal paper has been prepared and circulated in advance and is part of the PSC workplan.

4.7 The PSC is accountable to the BoD. All decisions taken by the PSC, except for approval of forest stewardship standards (FSS), are considered as recommendations to the BoD, and have to be reported to and confirmed by the BoD.

NOTE: at their 58th meeting the FSC BoD decided the following:

"National standards on which there is consensus in the PSC are considered automatically approved and do not need to be submitted to the FSC BoD for specific approval."

4.8 When requested by a Steering Committee, the PSC may identify members to serve in the roles of advisor or liaison persons as provided in FSC-PRO-01-001 V3-1, Clause 3.4.

4.9 The PSC submits an annual report to the BoD, which includes a self-assessment of PSC's work.



5. Member qualifications and obligations

5.1 PSC Members and Non-Voting Chair will be selected from among the FSC International Membership in good standing based on their qualification, expertise and experience in relation to FSC Policy and Standards. The selection process shall be initiated at least six (6) months before the term of the existing PSC members and Non-Voting Chair expires.

5.2 Application for PSC members and Non-Voting Chair shall be accompanied by:

- a) Curriculum Vitae of the applicant
- b) Letter of support from at least two (2) members in the represented sub-chamber
- c) For organizational member, a letter of endorsement from the Designated Representative or Head of the Organization if the applicant himself/herself is not the Designated Representative of the organizational member.

5.3 It is the obligation of the PSC members:

- a) To actively and constructively participate in the PSC discussions and make available the time necessary for allowing the PSC to duly fulfill its duties as laid down in this document. This includes participation in at a minimum two meetings annually. Additional meetings may be agreed upon between the PSC and FSC. It also includes active and timely response by email or phone.
- b) To respect the decisions and policy directives of the organization taken through GA motions or from the Board.
- c) To seek to reflect the views of the sub-chamber that the member represents.
- d) To be proficient in English and the use of information technology.
- e) To declare in advance any potential conflict of interest, if applicable.
- f) To sign a service contract and confidentiality agreement with FSC upon selection.

5.4 It is the role and function of the Non-Voting Chair:

- a) To assist the appointed members of the PSC to carry out the mandate and responsibilities given to the PSC by the FSC Board;
- b) To work with the Chair of the FSC Board and the FSC Director General in facilitating interactions between the PSC and the FSC Board;
- c) To schedule PSC meetings and conference calls in consultation with PSC members and PSU staff, prepare the meetings agendas and ensure that materials for discussion are distributed by the PSU in timely manner in advance of the meeting.
- d) To review documents or briefing notes being sent to the PSC to ensure they are ready for PSC deliberations;
- e) To manage and chair PSC meetings following appropriate process and maintaining a neutral position;
- f) To assist the PSC to reach consensus decision, including drafting of potential decisions for consideration by the PSC;
- g) To prepare draft of decisions/recommendations of the PSC for approval by the PSC members, meeting minutes and Annual Report, in the appropriate format, for transmittal to the FSC Board or to Standard Development Groups;
- h) To seek to resolve any internal governance issue before it becomes a grievance;



- i) To liaise with the BoD Liaison to PSC on unresolved issues within PSC such as, but not limited to, internal grievances, lack of consensus in the deliberation of decision or recommendations, and advice sought from the board on particular agenda items;
- j) To assist PSU staff and others in communication with PSC members;
- k) To speak or communicate with external parties on behalf of the PSC, as mandated by the PSC.

5.5 Upon receipt of PSC's Annual Report, which includes the committee's self-assessment, the BoD reviews the performance of the PSC members.

5.6 PSC membership may be terminated by the BoD subject to any of the following conditions:

- a) Voluntary resignation or death of the PSC member.
- b) Shift of his/her FSC International chamber and sub-chamber membership allocation, and/or revocation of his/her FSC International membership.
- c) The PSC member had not fulfilled the obligations as stated in Clause 5.3, based on the recommendations by the BoD Liaison and BoD annual performance review on PSC.
- d) Written complaint by at least 50% of the PSC members against a particular PSC member to the BoD.
- e) In the conditions c) and d), a probation between 3 to 6 months will apply for the PSC member concerned to correct or improve his/her conduct in the internal governance of the committee before a final decision on termination is confirmed by the BoD.

NOTE: the BOD can also terminate the mandate of the neutral Non-Voting Chair on the basis of the criteria listed above.

6. General Rules of Procedure

6.1 The PSC shall meet at least two (2) times annually and at a sufficient frequency to address the work presented to the PSC by PSU or the FSC Board.

6.2 The PSC shall decide on its own leadership, e.g. by appointing a vice chairperson and, when necessary, developing an annual Work Plan.

6.3 Quorum is required for decision making. Quorum is defined as a minimum of four (4) PSC members, with at least one (1) from each chamber.

6.4 Communication will mainly be via email. In addition to in-person meetings, telephone conferences can be organized by the FSC International Center if required.

6.5 PSU, through the staff persons assigned according Clause 4.5 and 4.6 above, is responsible for facilitating communication and decision making of the PSC by providing discussion papers, draft documents, administrative, technical and logistical support, including taking minutes, and requesting decision making as need arises. PSU is also responsible for the timely communication of all recommendations to the BoD and filing all relevant communications and resulting decisions of the PSC.



6.6 The staff person assigned to the development of a new or revision of an existing Policy, Standard, Procedure or other normative document shall participate in all communication leading to a decision and shall be informed about decisions by the PSC.

6.7 The PSC shall make its decisions by consensus, which is defined as the absence of sustained opposition. With the exception of decisions explicitly delegated to the PSC by the Board, decisions of the PSC are recommendations to the BoD and require ratification by the FSC Board of Directors. If consensus cannot be achieved, the applicable issue or element of a policy, standard, procedure or normative and non-normative document shall be deferred to the BoD for decision making, including reporting on the reasons for decisions, the different positions and the extent of disagreement within the PSC.

6.8 Recommendations to the FSC Board from the PSC are confidential until the Board makes a decision and releases Minutes.

6.9 The working language of the PSC is English.



ANNEX 1:

PSC Operating Procedures:

1. Meetings, whether in person or phone are agreed as much in advance as possible to facilitate attendance, preparation and logistics, and are guided by the workplan and priority setting of the BoD.
2. PSC will adopt the same Conflict of Interest policy and procedures as adopted by the FSC Board.
3. A workplan will be developed from the priority issues guidance from the BoD and the PSU workplan, and with regard to the FSC decision-making matrix. The workplan will be formatted in such a way as to be able to track and timeline all items and will be updated regularly by the chairperson and PSU.
4. Agenda items to be discussed at a meeting must be supported by a short paper or document (similar to BoD papers) that are numbered and coded, give a summary of the issue and the options for addressing it, the impacts of the different options, the recommended decision, the level of priority and timeline for decision making, and links to FSC intranet or external sites where additional background or support documents can be found. It is expected that PSC members will have read the necessary documents prior to the meeting.
5. Additional agenda items can be considered if their consideration and a decision is required urgently. Urgent items or issues can be put to the PSC at any time and do not necessarily need a meeting for their consideration.
6. Additional agenda items may also be proposed by PSC members if they are within the scope of Policy and Standards issues.
7. Minutes of meetings will capture only a short summary of proceedings and discussion but aim to accurately record any decisions (recommendations to the BoD). To speed up the time for finalisation, for in-person meetings decisions will be confirmed by those present in the meeting via a screen or printed version. Absentee PSC members will need to confirm via email.
8. The PSC shall strive and make every effort to achieve consensus. If consensus cannot be achieved within the PSC then the minutes will need to include considerably more detail as per item 6 of the general rules above.
9. Consideration of agenda items will begin with a presentation from the person leading the item (usually a PSU staff person). Discussion will be preceded by a short round of the PSC to see what, if any, major or minor issues people wish to raise. PSC members are encouraged to be open and frank about concerns or questions, and the PSU to be equally so in their responses or clarifications – with the aim of coming to a very robust and well considered decision. To facilitate this, views or perspectives shared in the PSC



are expected to remain in confidence, or at a minimum “Chatham House” rules apply in terms of recording in the minutes.

10. Agenda items which have already been decided in a higher level decision making bodies such as the General Assembly or by the FSC International BOD are considered as normative and shall not be further disputed in the PSC in terms of its content.
11. Internal grievances within the PSC shall be raised with the PSC Chairperson in writing with a copy to the BOD Liaison to PSC. The grievance process shall include:
 - a) Issue or subject being complained;
 - b) Justification; and
 - c) Recommendation for resolution.

The PSC Chairperson, with the guidance from the BOD Liaison to PSC, shall determine whether the grievance can be processed individually or needs to be resolved collectively in the committee.

12. PSC members may consult or seek advice from members of the BOD on agenda items to be discussed before and after the PSC meeting.
13. Where necessary PSC members may also consult working group members and the BOD Liaison to a particular working group on related issues that are within the PSC agenda.
14. To assist PSC to deliberate on normative documents or forest stewardship standards, PSC may appoint a sub-committee from among the PSC members to provide review and/or recommendations for full PSC consideration.
15. PSC members are encouraged to participate in the public consultations or webinars organized on policy or standard matters, and the webinar presentation of BoD decisions to the membership.