

OPERATING PROTOCOLS

Conservation Alliance
for Seafood Solutions

Ratified December 2020

TABLE OF CONTENTS

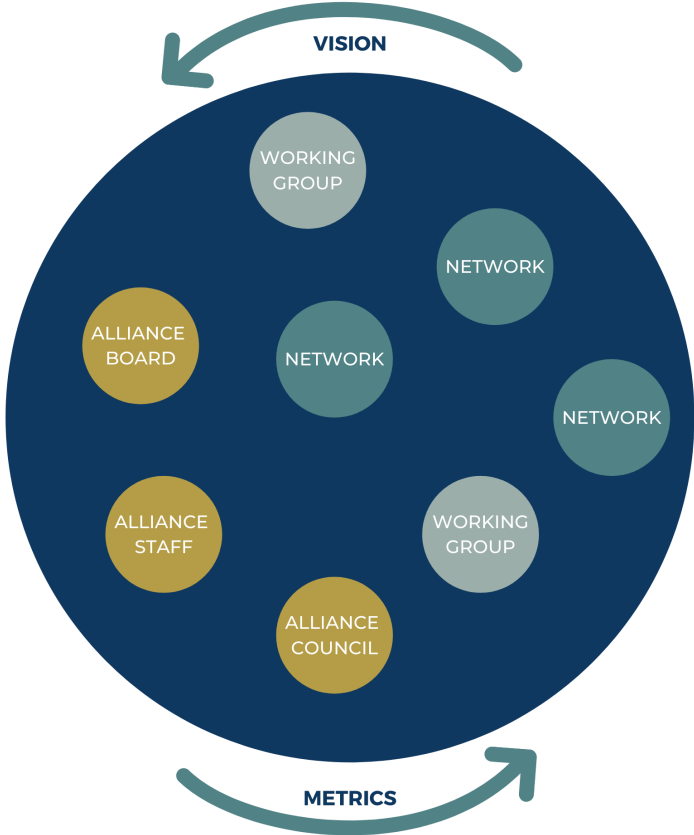
SECTION 1: Structure of the Conservation Alliance for Seafood Solutions	3
SECTION 2: Roles and Responsibilities	4
SECTION 3: Decision Making	11
SECTION 4: Communications	13
SECTION 5: Antitrust Policy	14
SECTION 6: Alliance Operating Protocol Annual Review	15

SECTION 1: STRUCTURE OF THE CONSERVATION ALLIANCE FOR SEAFOOD SOLUTIONS

COMPOSITION

The Conservation Alliance for Seafood Solutions (the Alliance) is a collective action initiative seeking to improve the health of our oceans and the well-being of those who depend on them by driving change in the way seafood is produced. It convenes a Global Hub of organizations and subject area experts whose participation and collaborative efforts are coordinated by Alliance staff. Strategic oversight is provided by an Alliance Board and an Advisory Council offers additional strategic guidance as needed.

STRUCTURE - GLOBAL HUB



SECTION 2: ROLES AND RESPONSIBILITIES

GLOBAL HUB

Composition

The Global Hub is the international Alliance community of organizations and subject area experts working to positively influence the seafood supply chain. Global Hub members believe that seafood production is a powerful driver of change for both the health and biodiversity of our oceans and the economic and social well-being of individuals and communities around the world. Together, Global Hub members work to connect, build capacity and effectively leverage tools, approaches and experience in order to advance sustainability and responsibility in wild fisheries and aquaculture production.

Admission to the Global Hub

The Global Hub is open to any organization, group, business or subject area expert working toward the Alliance's vision:

The Alliance envisions a world with an abundance of seafood in an environment where workers, communities, and our ocean thrive.

Those interested in joining the Global Hub must complete an application to: 1) provide individual/organization contact and program information, 2) confirm their support of the Alliance's vision and strategy and demonstrate how they/their organization are working toward advancing both, 3) formally agree to abide by the Alliance Operating Protocols (this document), including but not limited to, committing to uphold the Global Hub responsibilities and engagement expectations, and executing the written antitrust compliance policy detailed in this document. One authorized point person must complete and sign the application on behalf of the applying organization. Applications are vetted by Alliance staff to ensure alignment with the Alliance's vision and strategy and approved by the Alliance Board. Applicants are notified of an admission decision and rationale in writing within 45 days of receiving the application and admitted applicants are oriented to the Global Hub by the Alliance staff.

¹ Organization is defined as: an organized body of people with a particular purpose, especially a business, society, association, etc. (Oxford English Dictionary, <https://www.lexico.com/en/definition/organization>)

Responsibilities and Engagement Expectations

Global Hub members can participate in the Alliance in a number of ways. Read more about how the Alliance works together to advance its shared goals [here](#).

At minimum, Global Hub members are expected to:

- Actively contribute to and engage in the Alliance's learning community.
- Participate in discussions regarding trends, opportunities and challenges.
- Provide input and advice when requested.
- Abide by the Alliance Operating Protocols and keep informed of updates to this and other governance documents as they are ratified and shared.

Additionally, when possible and appropriate, Global Hub members are expected to:

- Join and participate in Alliance Networks or Collective Action Working Groups.
- Provide feedback, sign-on and support for outputs developed by the Alliance Global Hub.
- Openly share information about their organization's work/priorities and contribute to the Alliance's Monitoring and Evaluation system (as appropriate).
- Cover any participation and/or travel expenses, time, and meeting registration fees.

When engaging with the Alliance, Global Hub members are expected to conduct themselves in the following ways to uphold the collaborative spirit of the Alliance:

- Participate and communicate with professional competence, fairness, respectfulness, efficiency, and effectiveness.
- Treat others as you want to be treated and consider whether the action could adversely affect the work, partnerships and/or campaigns of the Alliance or other Global Hub members.
- Openly collaborate to develop and advance outputs that provide solutions and guidance for the broader global sustainable seafood movement.
- Respect the culture, language and customs of all Global Hub members.
- Avoid public communications or efforts that intentionally undermine the work of other Global Hub members.
- Provide constructive feedback and criticism, and, if necessary, respectfully challenge or disagree with the efforts or approaches of other Global Hub member organizations, or the Alliance, in order to increase the impact of the work.
- Comply with the Alliance's antitrust policy and safeguards in place to protect our community and work.

Decisions are not made within the general Global Hub space, so there are no voting rights associated with participation within the Global Hub. Read more about Alliance decision making protocols in Section 3.

All Global Hub organizations must designate one individual to serve as the “Point Person” to the Alliance staff and Global Hub. This liaison will be responsible for ensuring that Alliance information and important business is communicated to, and understood by, the member organization. The Point Person must be able and empowered to:

- Ensure all current and future employees planning to engage with the Alliance in any way (e.g., in the Global Hub, on the Mobilize platform, in a Network or a Working Group, etc.) review and understand the Alliance Operating Protocols.
- Submit comprehensive organizational feedback on outputs in development, when requested by Alliance groups.
- Approve use of organization’s logo when signing on to Alliance outputs.
- Facilitate any financial transactions related to the organization’s engagement with the Alliance (e.g. pay Annual Meeting registration fees).
- Provide timely submission of organizational information, when requested by the Alliance staff.

The Alliance staff will conduct an annual engagement analysis of the Global Hub to ensure all members are upholding their responsibility and engagement commitments. If a member of the Global Hub (individual or organization) violates the Alliance Operating Protocols, the member may undergo a formal review process conducted by the Alliance Board and Alliance Executive Director, possibly resulting in the individual and/or organization’s removal from a Network, Working Group, or the Alliance Global Hub community. Read more about the Global Hub Member Review Process [here](#).

Meetings

The Global Hub convenes virtually and/or in-person at the Alliance Annual Meeting and other times throughout the year. Attendance at the Annual Meeting by the Alliance Point People (at minimum) is strongly encouraged, but not required.

ALLIANCE BOARD

Composition

The Alliance Board (the Board) is a group of leaders that, together with the Alliance staff and the Alliance's fiscal sponsor, are committed to providing guidance, support and strategic oversight to the Alliance on behalf of the broader Global Hub community.

The Alliance Board operates according to terms outlined in the [Alliance Board Terms of Reference](#). The Board elects an Alliance Board Chair position annually, which functions as the primary Board point of contact for the Alliance Executive Director and Alliance Global Hub. The Alliance Executive Director and Board Chair will establish appropriate Board Subcommittees to support the Alliance's strategy and other critical functions. The Alliance Board may update their terms of reference, size and composition, and other related processes and structures as needed by a majority vote. The Alliance Executive Director is responsible for communicating any significant changes to the Global Hub.

Election Process

The Alliance Board is open to established and emerging leaders employed by organizations in the Global Hub. Board members are passionate about the success of the sustainable and responsible seafood movement and are representative of the Alliance's diverse Global Hub community.

During the fourth quarter of each year, or as necessary throughout the year, the Alliance Executive Director issues a call for Alliance Board nominations from the full Global Hub community and shares the recruitment criteria for that Board election cycle. The current Alliance Board assesses the nominations and elects the appropriate number of new Board members before the end of the calendar year. The new Board is initiated on January 1 of the following calendar year. Read more about the nomination and election processes, as well as Board terms and conditions, in the Alliance Board Terms of Reference.

Responsibilities and Engagement Expectations

The Board is empowered to set and oversee Alliance strategy and governance and advises on the financial health of the organization². In addition, the Board provides approval and oversight of the Alliance Executive Director position, admission or expulsion from the Global Hub community and the Alliance's fiscal sponsorship agreement. Because of their deep involvement and understanding of the Alliance's full scope of

² Board decisions on governance and budget are ultimately subject to the Alliance's fiscal sponsor's fiduciary oversight.

work, Board members may represent and speak on behalf of the Alliance in public forums.

Board members are required to put the needs and goals of the Alliance, and the greater good of the Alliance Global Hub community, first when acting as an Alliance Board member. Their Alliance Board service may be informed by the needs of their individual organization, but not determined by their individual organization's positions. Board members must identify any possible conflicts of interest they have before each discussion and abstain from voting on decisions that may pose a possible conflict of interest with their individual organization's initiatives or goals.

Meetings

Full Alliance Board meetings are facilitated by the Alliance Executive Director and held quarterly via teleconference, along with topic-specific monthly meetings. The Alliance Executive Director or Alliance Board Chair may add meetings as needed with proper notice and with a majority of Board members in attendance. The Alliance Executive Director or Alliance Board Chair may cancel meetings if there is a lack of urgent agenda items, but the Board must meet at least once a quarter. The Alliance strategy and its implementation is reviewed quarterly with the Alliance Board. Extended in-person or virtual meetings are held at least twice a year, ideally in conjunction with other events that bring together the Alliance Board or Global Hub. Alliance Board members are expected to attend and actively participate in all Board meetings and Global Hub convenings.

ADVISORY COUNCIL

Composition

The Advisory Council consists of individuals who previously served on the Alliance Board (formerly the Steering Committee and Advisory Board) and have agreed to continue to provide strategic advice to Alliance leadership.

Selection Process

Alliance Board members nearing the end of their term of service, and those who have previously served on the Alliance Board (formerly the Steering Committee and Advisory Board), have the option to self-select onto the Advisory Council and may remain on the Council for as long as they are willing and able to serve. Individuals must be members of the Global Hub to serve on the Advisory Council.

Responsibilities and Engagement Expectations

The Advisory Council provides strategic advice, insight, access to key contacts and thought partnership to the current Alliance Board and staff. Advisory Council members do not have any voting rights on Alliance Board decisions.

Meetings

The Advisory Council is convened up to four times a year to advise on substantive challenges or opportunities facing the movement and/or the Alliance. The Alliance Executive Director may reach out directly to individual members for input on a specific topic or Alliance effort.

ALLIANCE STAFF

Composition

The Alliance staff shall consist at minimum of an Alliance Executive Director. The Alliance Executive Director has authority, within the requirements of the Alliance's fiscal sponsor, for hiring additional staff or contractors to carry out the work of the Alliance working within a Board-approved budget. The current staff are listed on the [Alliance website](#).

Responsibilities

The Alliance staff oversee the implementation of the Alliance strategy and operational decisions in support of the Alliance Board-adopted strategy. The staff supports the Alliance Board and Global Hub in achieving shared goals by managing the daily operations, communications, event planning, fundraising and project design and implementation.

FISCAL SPONSOR

The Alliance is a fiscally sponsored project of 501(c)(3) nonprofit organization Multiplier, which enables the Alliance to receive grant funding and operate without the associated infrastructure required of independent entities. The Alliance receives a variety of support services from its fiscal sponsor in areas such as financial management, grant stewardship, human resources and development.

The Alliance's current fiscal sponsorship agreement with Multiplier delegates oversight of Alliance activities to the Alliance Board, and day-to-day management of the Alliance is

delegated to the Alliance Executive Director, subject to the ultimate direction and fiduciary responsibility of the Multiplier Board. These three parties (The Alliance fiscal sponsor, Alliance Board and Alliance Executive Director) work closely together to help build the Alliance's capacity, ensure decisions are made in the best interest of the organization and are legally compliant, and verify that the Alliance Board is operating without a conflict of interest.

The Alliance Board, in consultation with the Alliance Executive Director, has final decision making authority over the Alliance's fiscal sponsorship agreement.

SECTION 3: DECISION MAKING

ALLIANCE BOARD

The Alliance Board works closely with the Alliance Executive Director and Alliance fiscal sponsor to ensure decisions are made in the best interest of the organization and are legally compliant. Alliance Board decisions on governance, budget and employment are ultimately subject to approval by the fiscal sponsor.

Within the community, the Alliance Board has approval and oversight of:

- Recruitment, selection and evaluation of the Alliance Executive Director
- Alliance strategy, governance and related items
- Alliance's fiscal sponsorship agreement
- Admission into or expulsion from the Global Hub community (in accordance with the Global Hub Member Review process)
- Recruitment and selection of new Alliance Board members

A quorum of a majority of current Board members is required to ratify documents/policies or conduct substantive business. The Alliance Board approves items with a simple majority vote (>50%) and the vote may be conducted in person, over the phone, or via email. The Alliance Executive Director's vote will serve as a tiebreaker in the event that it is required. Board members must identify any possible conflicts of interest they have before each discussion and abstain from voting on decisions that may pose a possible conflict of interest with their individual organization's initiatives or goals.

COLLECTIVE ACTION WORKING GROUPS

Decision making within Collective Action Working Groups follows the protocols and processes outlined in the Working Group Terms of Reference (see the Alliance Working Group ToR template [here](#)), which are customized by Working Group leads to best achieve the group's goal. Any significant changes to the template's decision making section must be approved by the Alliance Executive Director.

If a Working Group is developing a public-facing output (tool, statement, guidance document, etc.) to be shared beyond the Alliance Global Hub, the Working Group must provide an opportunity for each member of the Global Hub to share feedback on the draft output prior to finalization. All feedback received will be reviewed by Working Group leads. Incorporation of the feedback into the final output is at the discretion of the Working Group participants.

Working Groups typically finalize their output with a Working Group supermajority vote of at least 75%. If a supermajority vote cannot be achieved within the Working Group, but a simple majority (>50%) can, the Alliance Board may approve the final output with a simple majority vote (>50%). If a Working Group simple majority vote (>50%) cannot be achieved, a meeting between the Working Group leads and Alliance Board will determine appropriate next steps for the project. Read more about Collective Action Working Groups [here](#).

SECTION 4: COMMUNICATIONS

USE OF ALLIANCE LOGO

Global Hub members are encouraged to use their individual organization logos to endorse and support public guidance, tools and statements created by the Alliance. Public outputs produced by the Alliance's Collective Action Working Groups (and, in special circumstances, approved outputs by other groups) are branded with the "A Project of the Conservation Alliance for Seafood Solutions" logo along with the logos of those organizations that have opted to publicly endorse the output. Global Hub members do not have authority to use the Alliance logo in any capacity, unless approved by Alliance Staff.

PUBLIC STATEMENTS

Global Hub members should only speak publicly on behalf of their own organizations and may not speak on behalf of the Alliance without prior approval by the Alliance Executive Director. Global Hub members may publicly cite an Alliance project or position. When appropriate, Global Hub members may speak as a coordinated group. If a joint statement cites the Alliance, the statement must be approved by the Alliance Executive Director and, if appropriate, be shared with participating organizations for individual sign-on. The Alliance Board may publicly represent and speak on behalf of the Alliance.

SECTION 5: ANTITRUST POLICY

POLICY

It is the policy of the Alliance to comply strictly with the letter and spirit of all federal, state, European and other applicable international trade regulations and antitrust laws. Activities of the Alliance, Alliance Board, its staff or Global Hub Members which violate these regulations or laws are detrimental to the interests of the Alliance and are unequivocally contrary to the Alliance's policy.

IMPLEMENTATION

Implementation of the antitrust compliance policy of the Alliance shall include, but shall not be limited to, the following:

- (i) Alliance Board, Advisory Council, Working Group, and all Alliance standing committee meetings shall be conducted pursuant to agendas distributed in advance to attendees; discussions at such meetings shall be limited to agenda items; and minutes of all meetings shall be distributed to attendees promptly;
- (ii) No Global Hub member shall collect or exchange any information regarding prices, costs, supply or output with any other member or members, nor shall the Alliance disclose any such information to its members; and
- (iii) The Alliance Board Chair or lead of the meeting in session shall remind attendees of the Alliance antitrust compliance policy at the outset of each meeting. Legal counsel may attend meetings if deemed necessary by the Alliance Executive Director.

Global Hub members who fail to comply with the Alliance's antitrust policy will be subject to the formal Member Review Process.

AMENDMENT TO POLICY

This Section 5 may not be amended without written advice from legal counsel knowledgeable in the antitrust field of law, confirming such amendment is compliant with antitrust law in those countries in which the Alliance carries out its operations.

SECTION 6: ALLIANCE OPERATING PROTOCOL ANNUAL REVIEW

REVIEW PROCESS

The Alliance Operating Protocols are reviewed and, if necessary, amended by the Alliance Board and Alliance staff on an annual basis. The staff elicits feedback from the Global Hub during the revision process and the final document is approved by a vote of the Alliance Board. The revised Alliance Operating Protocols are shared with the Global Hub community and it is the responsibility of each member to stay up to date with all governance changes. Any Global Hub member unable to abide by the new protocols should have their Point Person contact the Alliance staff for further discussion.