



# GoodWeave

## Terms of Reference GoodWeave Certification Committee (CC)

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**Superseded Previous Versions:**  
**Certification Committee TOR**  
v.1.0, 9 February 2011  
v.1.1, 9 January 2014  
**Oversight Committee TOR**  
v.2.0, 2 March 2016

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[www.goodweave.org/about/certification-division](http://www.goodweave.org/about/certification-division)

## **Terms of Reference GoodWeave Certification Committee**

### **1. INTRODUCTION**

The following defines the mandate, composition, and working principles of the GoodWeave Certification Committee (CC). These terms address the need for a single centralized decision-making body to achieve consistent and credible certification decisions with independent and impartial oversight. These terms are designed to reflect alignment with the ISEAL Assurance Code and ISO/IEC 17065.

#### *Definitions:*

- ‘Board,’ ‘Executive Leadership Team (ELT),’ ‘Standards Committee’ and ‘Secretariat’ are used in reference to GoodWeave International (GWI).
- ‘GWI-Certification Division’ or ‘GWI-CD’ is the centralized unit that is responsible for overseeing and coordinating inspection, monitoring and certification in producer countries.
- ‘Affiliates and Programs’ refers to the organizations in producer and consumer countries, which carry out work on behalf of GWI (also previously referred to as ‘National Initiatives’ or ‘NIs’).
- The ‘website’ referred to below is [www.GoodWeave.org](http://www.GoodWeave.org).

### **1.1 Responsibilities and mandate**

The CC is a permanent committee and a designated body of GoodWeave International pursuant to the District of Columbia Official Code.<sup>1</sup> Its role is to ensure the certification program is transparent, credible, effective and reliable, by serving as the central body responsible for decision-making on producer and exporter licensing and certification against GoodWeave standards.<sup>2</sup> Decision-making authority on certification rests solely with the CC. All national affiliates of GoodWeave International are subject to this decision-making authority. The CC also provides oversight for the system of inspection and monitoring in producer countries, evaluates the overall performance of the certification system, and investigates any allegations of bias or ethical misconduct, in order to safeguard the integrity and impartiality of the program.

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<sup>1</sup> “Designated body” means a person or group, other than a committee of the board of directors, that has been vested by the articles of incorporation or bylaws with powers that, if not vested by the articles or bylaws in that person or group, would be required by this chapter to be exercised by the board or the members. *DC statute section 29-406.12*.

<https://code.dccouncil.us/dc/council/code/titles/29/chapters/4/>

<sup>2</sup> The GoodWeave standards are (available online at [www.goodweave.org/standard](http://www.goodweave.org/standard)).

The CC has the following responsibilities:

### Decision-making

- Final decision-making on granting, extending and withdrawing GoodWeave licenses and certification across all consumer and producer countries.
- Reviewing and deciding on cases where non-compliances of the GoodWeave Standard are found through audits and inspections.
- Reviewing and deciding on corrective actions in accordance with the GoodWeave Standard and operating procedures.
- Reviewing complaints against the certification system or certification decisions, including those submitted through formal as well as informal processes (written or unwritten).<sup>3</sup>

### Oversight

- Advising GoodWeave International and national affiliates and programs on policies and procedures relating to the certification programme for making improvements where necessary.
- Providing input on assessing risks and safeguarding impartiality of the Certification Division.
- Reviewing results of internal and external audits, identifying problems during the implementation of the certification program and seeking measures for their resolution.
- Assessing whether GWI-CD applies GWI policies and procedures regarding certification impartially and consistently with the ISEAL Assurance Code and ISO/IEC Guide 17065 requirements.
- Reviewing any cases involving allegations of inconsistency, bias or ethical misconduct in implementing GoodWeave policies, including those lodged through formal complaints procedures.

Additional tasks may be assigned at the discretion of the Board, ELT, the Standards Committee or the CC itself. In carrying out its oversight functions, the CC shall document any deficiencies found and advise on measures for their resolution to the ELT and/or Board, as appropriate to the situation.

## **1.2 Related Entities**

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<sup>3</sup> Note that appeal decisions must be made by a party other than those involved in the initial decision. The CC may reconsider a previous decision on the basis of new information; however, any parties that are not satisfied with the decision of the CC has the right to submit an appeal to be considered by an Appeals Committee, as described in the SOP – Complaints and Appeals.

The CC is independent in making decisions on certification and may not be unduly influenced by any other arm of the GoodWeave system. The Board sets organizational policies; the Standards Committee provides guidance on interpretation of standards, including clarifying terms and definitions where necessary; the inspection units provide reports on audits, inspections, non-compliances and corrective actions; and national affiliates and programs receive and implement the decisions of the CC. When making decisions, the CC may request information from the national affiliates and programs or any other part of the GoodWeave system on matters related to licensing and certification.

**1.3 Entry into force**

The CC was formed in 2011. The present Terms of Reference were updated in May 2019 to incorporate functions of the Oversight Committee, which has been combined with the CC.

**2. COMPOSITION**

The CC is made up of the following constituents:

Constituents		No. of members
Internal	GWI Secretariat	1
	GWI Certification Division	1
	GWI Country Offices (non-voting)	1 per country team
External	Independent experts & civil society	1-3
	National/international board members	1-2

The members of the Certification Committee provide expertise on inspection, monitoring, and certification and ensure transparency and accountability. The CC consists of at least five (5) and maximum nine (9) members. CC members are selected to reflect a balance of interests (i.e. no single party, constituent group or region shall dominate the membership) as well as to minimize the potential for conflict of interest. Staff members of GWI and national affiliates/programs may only serve in the internal category. The composition should reflect geographic balance between producer and consumer countries. CC members must have sufficient knowledge of GoodWeave and have proven expertise in relevant industrial sectors, supply chains, auditing/certification, and/or relevant issue areas (e.g. child rights, worker rights/labor laws, etc.).

## 2.1 Appointment of Members

External members of the CC are appointed by the Board. This appointment is done on the basis of a recruitment process coordinated by the Secretariat in consultation with the ELT and an assessment of each candidate's match with the criteria described in this TOR. Candidates may be nominated by the ELT or send their application directly to the Secretariat. Based on its assessment of the applicants and nominees with respect to these criteria, the Secretariat provides a recommendation to the Board regarding the CC membership. The CC membership for external members is for a period of three (3) years. The mandate is renewable.

Internal members are appointed by the director of each respective constituent body (i.e. the Secretariat, GWI-CD, and producer country affiliates and programs) from the senior staff members. This appointment shall be announced to the ELT. In case of any dispute or lack of clarity on the appointment, the Board shall decide on the appointment. The internal members serve on an ongoing basis with no term limits, and may be removed or replaced at any time by written notice from the director of the constituent body to the ELT, effective 10 working days from the given notice.

The Secretariat shall maintain a register of the current active members of the CC.

## 2.2 Expectations of Members

With their appointment the CC members accept these present terms of reference. All CC members must:

- bring in a maximum of expertise in the various fields of work, particularly with respect to auditing/certification,
- regularly participate in CC meetings,
- actively contribute to the CC tasks,
- prepare for meetings and contribute to follow-up actions as agreed,
- declare all conflicts of interest at nomination and before taking part in decision-making processes, and
- be able to communicate easily in the English language and through electronic media.

Members undergo an evaluation annually against these criteria carried out by the CC chair or vice-chair together with the Secretariat. If the evaluation shows that a member of the CC does not comply with the criteria anymore, the Board may remove the member by simple majority vote. Reasons for the removal could include failure to meet any of the aforementioned expectations. Removal becomes effective immediately. The Secretariat informs the Board and the ELT of any necessary actions to be taken with respect to membership.

### **3. WORKING PRINCIPLES**

#### **3.1 Language**

Working language is English both for written and oral communication.

#### **3.2 Confidentiality**

All information and documents gathered during the course of involvement in the CC is understood as confidential. CC members sign a confidentiality agreement and acknowledge that GoodWeave is the rightful owner of all confidential information and undertake all necessary and suitable measures to maintain the level of confidentiality. The Board decides on necessary actions in the event of breaches of confidentiality.

#### **3.3 Meetings**

The GWI-CD senior management sets a schedule for meetings in consultation with the Secretariat and the committee chair. External members generally may expect to participate in 4-5 meeting per year, whereas internal members may meet more frequently in between full committee meetings. In cases where urgent matters require discussion and/or decisions prior to the scheduled meeting, the CC may meet on an accelerated timetable or hold additional meetings.

Meetings normally take place by teleconference to minimize the cost and time that would otherwise be required for physical meetings. The GWI-CD senior management coordinates preparations and sends all necessary information to CC members as per the policies and procedures. The Secretariat may provide policy advice as well as administrative and/or technical support as needed.

All meetings are held in confidence and documentation related to the CC meetings is only circulated to the concerned participants. The chair makes decisions on whether to allow observers to attend meetings (if a need is identified) and steps to ensure confidentiality is maintained. Other parties may only receive information related to meetings if a specific need is identified and prior approval is given by GWI-CD senior management. All participants shall carefully study the information provided and prepare their contributions to the meetings and contribute to follow-up actions as agreed.

#### **3.4 Chair**

In consultation with the committee, the Secretariat appoints a chair and vice-chair from the external members for one-year terms with the option of renewal. The chair approves the meeting agendas. The chair makes decisions on any procedural issues in preparation for meetings as requested. The vice-chair replaces the chair in cases

of absence, conflict of interest or other grounds found necessary by the CC, which shall be specified in the meeting minutes.

### **3.5 Decision-making**

The CC seeks to achieve decisions by consensus, defined in this context as decisions made with majority support and no votes against. The GWI-CD maintains procedures to determine which types of decisions shall be handled at the staff level and which decisions require the full CC. The presence of at least two internal and two external voting members including the chair or the vice-chair, along with one country team member from the affected country office constitutes a quorum for calling a vote. Every voting member of the CC has one vote. In case of a tie the vote of the chair decides. In case of a tie and absence of the chair, the vote of the vice-chair decides. Abstentions and absentees do not count as votes against the proposal, but are included in the calculation of the total CC membership.

### **3.6 Conflict of Interest**

When the CC must make a decision that constitutes a conflict of interest for one of its members, the member is excluded from voting on this decision. Conflicts of interest must be announced by the relevant member to the chair before voting, preferably when agreeing upon the agenda during the opening of the meeting. Declaration of conflicts of interest lies in the responsibility of the members and shall be recorded in the meeting minutes.

Industry members are excluded from the membership and therefore the decision-making process of the CC. However, industry members may request or be invited to participate as observers as part of the oversight mechanisms of the CC. Eligibility and procedures for industry members to participate as observers shall be determined by the GWI-CD.

### **3.7 Risks to Impartiality**

GWI-CD identifies risks to its impartiality on an ongoing basis. This includes risks that arise from its activities, from its relationships, or from the relationships of its personnel.<sup>4</sup> The CC shall provide input on assessment of risks to impartiality including the following:

- The policies and principles relating to the impartiality of its certification activities;

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<sup>4</sup> As defined in ISO 17065, a relationship presenting a risk to impartiality can be based on ownership, governance, management, personnel, shared resources, finances, contracts, marketing (branding), and payment or other inducement for referral of clients, etc. However, these relationships may not necessarily present a risk to impartiality.

- Any tendency on the part of GWI-CD to allow commercial or other considerations to prevent the consistent impartial provision of certification activities;
- Matters affecting impartiality and confidence in certification, including openness.

The CC shall consider any possible risks to impartiality as well as the overall certification system, including those identified from internal and external audits (i.e. audits are conducted by an independent external body as part of the oversight mechanism) and any other sources available from related entities and/or external parties. If a risk to impartiality or the overall certification system is identified, the CC shall provide input on measures to eliminate or minimize the risk. GWI-CD is responsible to demonstrate how it addresses such risks on the basis of the feedback from the CC.

### **3.8 Remuneration**

Members are not provided reimbursement for their time, but GoodWeave will endeavor to provide reimbursement for travel or telecommunication costs for members of the CC if requested in advance and in writing, if funds are available. Any other type of reimbursement or remuneration related to activities beyond the normal business of the committee may be considered by the Secretariat on a case by case basis if funds are available.

### **3.9 Minutes**

The Secretariat provides for staff to take minutes of the meetings. Minutes are distributed to the CC at earliest convenience, however, not later than 30 days after the meeting. Minutes must be formally approved by CC members before circulated to interested parties.

The chair or vice-chair presents the discussions and decisions taken by the CC to the Board in person or in writing at least once per year.

## **4. INFORMATION AND DOCUMENTATION**

The Secretariat keeps the CC member list up to date and available publicly on the GoodWeave website. Any other relevant public documents related to certification are placed on the website and made available to interested stakeholders.

GWI-CD maintains internal records of certification decisions as well as appeals and complaints against certification decisions, including the outcome of each. Documents related to appeals and complaints are also available as hard copy upon request, if necessary against payment of an administrative fee. GWI-CD notifies any parties that



have submitted complaints or other input of the availability of public documents. Any feedback received is shared with the CC.

Confidential documents are kept according to data security protocols established by the Secretariat and GWI-CD. All records are kept for at least five years. Electronic copies are kept as existing and back-ups are made as often as deemed necessary.