



# **GoodWeave International**

## **Terms of Reference**

### **GoodWeave Standards Committee (SC)**

**Version 6.0, October 2016**

**Superseded Previous Versions:**  
v. 5.4, December 2013,  
v.5.3, November 2010

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**Next scheduled review:**  
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<https://goodweave.org/policies-procedures/>

## 1. INTRODUCTION

The following defines the mandate, structure, tasks and procedures of the GoodWeave Standards Committee (SC). The Standards Committee is responsible along with the Secretariat to develop GoodWeave standards. These terms reflect the decision-making structure and process outlined in the Operating Procedure (OP) Development of GoodWeave Standards. Final decision-making authority on the content of standards rests with the SC. These terms address the need for a pragmatic and efficient decision-making and standard-setting process that takes into account key stakeholder input. These terms are designed to reflect GoodWeave's commitment to continuing to meet the ISEAL Code of Good Practice for Setting Social and Environmental Standards.

### *Definitions:*

- The terms 'Executive Leadership Team (ELT)' and 'Secretariat' are used in reference to GoodWeave International (GWI).
- The term "standards" refers to normative documents, which provide the principles and criteria for common and repeated use against which producers are required to comply in order to maintain status at GoodWeave licensees.
- The 'website' referred to below is the GWI website, [www.GoodWeave.org](http://www.GoodWeave.org).

### 1.1 Responsibilities and mandate

The SC is a permanent committee of GWI, which shall have the following responsibilities:

- Provide the Secretariat with guidance and input to facilitate the drafting of standards, as defined in SOP Development of GoodWeave Standards.
- Review, incorporate and respond to stakeholder comments on draft standards, taking into account the effectiveness and practicality of pertinent areas of standards and resolving any contentious issues.
- Make decisions<sup>1</sup> on the content of new and revised standards.
- Guidance and feedback to the ELT and the GWI Certification Division on the implementation and interpretation of GoodWeave standards, including clarifying terms and definitions.

More specific tasks may be taken on the agenda on request of the ELT, the Secretariat, other committees or the SC itself.

The SC reports to the ELT, and makes final decisions about the content of GoodWeave standards. The ELT sets strategic priorities of the SC, provides policy guidelines as appropriate, reviews whether the SC has followed correct

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<sup>1</sup> Final decisions on the content of standards rests with the SC, while adoption of those standards is decided by the ELT.

procedures and receives the decisions of the SC. The Secretariat facilitates and manages the process and undertakes research and coordination work as necessary.

## **2. COMPOSITION**

The ELT appoints SC members to represent the key stakeholders for GoodWeave standards. This includes manufacturers, exporters, importers and retailers of carpets, home textiles, apparel and other relevant industries, as well as civil society, NGOs and other independent experts representing child rights, worker rights and environmental protection. With their appointment the SC members accept these present terms of reference.

The SC consists of maximum fifteen (15) voting members and at least one (1) non-voting member. The number of voting members shall be uneven. The membership mandate is for a period of 3 years and is renewable. Membership terms for non-voting members only nominated for specific issues are set by the ELT at their nomination.

All members, and as applicable all observers, experts and staff shall

- adhere to these terms, duly represent the respective core stakeholder groups, but serve in an individual capacity,
- offer maximum expertise in the various fields of work,
- participate in SC meetings on a regular basis,
- actively contribute to the SC tasks,
- prepare for meetings by reviewing background material and recording comments, and contribute to follow-up actions as agreed,
- declare all conflicts-of-interest at nomination and before taking part in decision-making processes, and
- communicate easily in the English language and through electronic media.

Members shall undergo an evaluation process annually against those criteria. Evaluation is done by the SC chair or vice-chair together with the Secretariat. If a member does not comply with the criteria anymore, the Secretariat may ask the ELT to withdraw the member's appointment. Once a member does not represent a stakeholder group anymore the membership automatically ends. If a member's term ends and a replacement has not yet been appointed, the ELT may extend the term of the retiring member for the interim period (not to exceed 12 months) until a replacement has been nominated and approved.

The composition of the SC includes both industry representatives (exporters/manufacturers and importers/retailers), which are users of the

GoodWeave certification system and mark, as well as representatives of civil society and NGOs, which are external stakeholders as well as staff/board members. The following composition applies, where the groups A, B, C and D each represent 25% of the voting power of the committee:

**A. Exporters/Manufacturers**

- Minimum two (2) and maximum four (4) voting members representing the carpet, home textiles, apparel and/or other relevant industries drawn from the exporters/manufacturers in the producer countries where GoodWeave has an established program. Members in this category may include representatives of industry associations as well as individual companies. Priority for membership in this group is given to existing GoodWeave licensees and partners.

**B. Importers/Retailers/Purchasers**

- Minimum two (2) and maximum four (4) voting members representing the importers, retailers and purchasers (e.g. agents or buyers) drawn from the consumer countries where GoodWeave has established programs. Priority for membership in this group is given to existing GoodWeave licensees and partners.

**C. Civil Society/NGOs/Independent Experts**

- Minimum two (2) and maximum four (4) voting members representing civil society organizations (NGO sector) and independent external experts representing child rights, labor rights and environmental issues expertise.

**D. Internal**

- One voting member drawn from a GoodWeave consumer country office.
- One voting member drawn from a GoodWeave producer country office.
- One voting member drawn from the GWI Board (civil society/NGO sector).
- One non-voting observer drawn from the GoodWeave Certification Committee (voice without vote).

**E. Other**

Additional industry and/or independent external experts may also be nominated for other specific issues not mentioned above as decided by the ELT, which are non-voting members of the SC.

<b>Category</b>	<b>Minimum and maximum number of members</b>	<b>Voting power</b>
<b>A. Exporters / Manufacturers</b>	2-4 voting members	25%

<b>B. Importers / Retailers / Purchasers</b>	2-4 voting members	25%
<b>C. Civil Society / NGOs / Independent Experts</b>	2-4 voting members	25%
<b>D. Internal</b>	3 voting / 1 non-voting	25%
<b>E. Other</b>	No restriction (non-voting members only)	n/a

Individuals who represent the industries relevant to the standards being developed are not eligible to serve in positions under categories C and D above.

In order to ensure sufficient representation from all industries relevant to GoodWeave standards, separate sub-committee working groups may be established for different industry/product categories including voting (groups A and B) as well as non-voting members (group E). This is described in section 4.2.

The Secretariat keeps the SC voting member list up to date and available publicly on the GoodWeave website and informs the ELT of any necessary actions to be taken with respect to recruitment and selection of SC members.

### 3. WORKING PRINCIPLES

The SC shall execute its functions in an efficient manner. Members are asked to aim for effective decision-making through the following working principles.

#### 3.1 Language

Working language is English both for written and oral communication.

#### 3.2 Confidentiality

Confidential information is understood as all information and documents gathered during the course of involvement in the SC. SC members acknowledge that GoodWeave is the rightful owner of all confidential information and undertakes all necessary and suitable measures to maintain the level of confidentiality. In case of breaches of confidentiality the ELT decides on necessary actions.

### **3.3 Meetings**

The SC meets with as many members as possible at least two (2) times per year as standard practice. Meetings may take place by teleconferences due to the cost and time that would otherwise be required for physical meetings. Extra meetings may be requested by the ELT, the Secretariat, or by the SC members.

Meetings shall be properly prepared by the Secretariat by timely sending all necessary information to SC members. All members shall carefully study the information provided and prepare their contributions to the SC. The quorum of over 50% of the voting SC members including at least one (1) voting member from each of the groups A, B, C and D described in Section 2, and either the chair or the vice-chair is required. If a quorum is not reached, the Secretariat determines next steps in consultation with the chair.<sup>2</sup> Decision-making takes place as outlined in 4.2. All members shall also contribute to follow-up actions after meetings as agreed.

In between meetings, e-mail consultation may happen for matters that cannot wait for approval until the next meeting of the SC. The relevant documents should be commented and decided on by e-mail.

### **3.4 Chair**

The SC elects a chair and a vice-chair. The chair and the vice-chair are elected for one year with the option of renewal.

The chair approves the meeting agenda proposed by the Secretariat and supervises that all members are duly informed. The chair together with the Secretariat may make decisions on procedural issues (e.g. observers) in preparation of the meetings. If requested by the Secretariat, the chair may also approve content related decisions taken by the SC between meetings, e.g. as a result of an email consultation process. Such processes shall be reported to the SC's next meeting with a rationale and in full transparency.

The vice-chair replaces the chair in cases of absence, conflict of interest or other grounds found necessary by the SC.

### **3.5 Observers**

Individuals representing a stakeholder group, whether or not represented by SC members, consultants or other experts working with GoodWeave may be granted observer status to meetings by the SC. The status may be limited to certain issues or agenda and will be decided upon by the SC chair. Requests should be made to the Secretariat and will be decided by the SC chair.

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<sup>2</sup> In this case the chair may approve proceeding with the meeting only on agenda items which do not require any decision-making by the committee (e.g. updates from staff or general discussion). However, the committee may not make any decisions in the absence of a quorum.

Where the SC chair has not proactively approved requests for observer status, he/she automatically approves them when approving the draft SC agenda, where requests for observer status are indicated. The Secretariat communicates the SC decision to the observer.

Observers may be invited to present items, contribute to discussion of an item or speak on the same basis as SC members, but may be asked by the chair to refrain from contributing at certain times in accordance with the needs of the SC, and are not eligible to vote on SC decisions. In the case of a need for confidentiality or for any other reason, the chair may ask observers to leave the meeting, to refrain from taking notes or to agree to maintain confidentiality. All observers should make clear that any content of the meeting that they should divulge to another party is not a formal record of the meeting, unless based on the approved minutes.

### **3.6 Remuneration**

Members are not provided reimbursement for their time, but GoodWeave will provide reimbursement for travel or telecommunication costs if funds are available and if requested and approved in advance.

## **4. WORKING PROCESS**

### **4.1 Agenda and invitation**

SC members may inform the Secretariat about an item to be put on the agenda in writing and in a timely fashion. The agenda for meetings is set by the Secretariat and proposed to the chair at least 15 working days before the meeting. The chair approves the agenda within 5 working days, with any agreed changes, and the Secretariat sends out the agenda with all associated documents to the members at least 10 working days before the meeting.

### **4.2 Decision-making process**

The SC seeks to achieve decisions by consensus, defined in this context as decisions made with majority support and no votes against. More broadly, consensus is defined as general agreement, characterised by the absence of sustained opposition to substantial issues by any important part of the concerned interests. Consensus should be the result of a process that seeks to take into account the views of interested parties, particularly those directly affected, and to reconcile any conflicting arguments.

In order to facilitate an efficient decision-making process, the SC shall form sub-committee working groups as needed to address specific issue areas (e.g. wages, health and safety, environment, etc.), as well as country or industry-specific topics. The sub-committees shall be made up of the members most directly concerned with the relevant issues or industries. They may include voting

as well as non-voting members. These sub-committees are responsible for providing recommendations to the full committee for a final vote. If consensus within the sub-committee cannot be achieved, then the opposing views shall be documented and provided to the full committee for review.

If the SC chair feels that consensus is not achievable on any particular issue, the chair will ask the SC members whether further discussion could lead to consensus. In particular, if the most affected stakeholders are in opposition to the proposal, they actively propose options that are more likely to reach consensus. If this evaluation does not lead to any solution built on consensus then majority decision-making procedures should be used. In this case, decisions can be made by majority, using the proportional voting formulation as listed in Section 2. Secret voting by ballot is only done on demand of at least one member. In other cases, voting shall be by a roll call vote.

A quorum must be reached in order for a vote to take place (see 3.3). Every member has one vote within their group, which is then weighted according to the schedule listed in Section 2 (i.e. each group accounts for 25% of the total votes) to calculate the overall result. In case of a tie the vote of the chair will decide. In case of a tie and of absence of the chair, the vote of the vice chair will decide. Abstentions and absentees shall not count as votes against the proposal, but shall be included in the calculation of the total SC membership. If a quorum cannot be reached or if the chair feels that all interests are not adequately represented during a meeting, then voting will take place by email correspondence and allow for at least 10 working days for members to place their vote.

When a decision the SC has to make constitutes a conflict of interest for one of its members, the member will be excluded from voting on this decision. Conflicts of interest need to be announced by the relevant member to the Chair before voting, by preference when the agenda is agreed upon during the opening of the meeting. Declaration of conflicts of interest lies in the responsibility of the members.

#### **4.3 Minutes**

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

#### **4.4 Implementation**

The Secretariat, Certification Division and GoodWeave's National Initiatives (and any other partner organizations) are responsible for implementation of the SC decisions unless specifically determined by the ELT that those decisions were not arrived at through a proper process. Procedural complaints about the way GoodWeave standards are set shall be taken up by the ELT, as outlined in the



SOP Complaints against GoodWeave Standards. If needed, further consultation on any issues related to implementation shall be taken up with the ELT.

## **5. REFERENCES**

SOP Development of GoodWeave Standards

SOP Complaints against GoodWeave Standards

Executive Leadership Team Terms of Reference (TOR)