



Call for Independent Member for Governance Committee

Introduction

Fairtrade changes the way trade works through better prices, decent working conditions and a fairer deal for farmers and workers in developing countries. By choosing Fairtrade products, people can create change through their everyday actions, and farming communities can improve their lives and invest in their future.

The Product Network NAPP is the registered Body as per Hong Kong Laws, multi stakeholder body that is responsible for the strategic direction of Fairtrade, sets Fairtrade Standards and supports producers. The board has 16 current elected board members. It is headquartered /Central Office in Bangalore, INDIA but works through staff and consultants located around the Asia & Pacific where our producer organisations are located.

We have an ambitious strategy for transforming the way we work and scaling up the impact of our work and our Board of Directors has a vital role in ensuring we achieve these aims.

We currently have 1 open position for an Independent member on the Governance Committee and only NAPP member from SPOs are encouraged to apply.

The objective of Governance Committee

Currently the NAPP Board appoints four sub-committees: the Finance and Audit Committee, the Governance Committee, the Standards Committee and the Nominations Committee.

The objective of the Governance Committee is to oversee, in particular, the governance of the Association as well as of the Members of the Association, making recommendations to the Board and to the individual Members for improvements in structures and processes.

Membership

The Governance Committee shall be composed of a maximum of 5 (Five) members with proven experience in governance matters; at least 2 (two) of whom shall be Current Board members; at least 1 (one) representative from **Asia and Pacific Regions Fairtrade SPO Member**. Members of the Governance Committee who are not members of the Board shall be appointed by the Board following the process in operation by the Nominations Committee and based on the competencies required All Members of the Governance Committee shall have regular access to internet, email and phone, the working language of the Committee will be English.

Term

Independent members and members representing shall serve for a term of up to three years, or for a shorter period as determined at the time of their appointment by the Board. The Board may resolve to extend a member's term of office, provided that the aggregate of the initial term and extension(s) shall not exceed 6 (six) years, except where, in exceptional cases, the Board may resolve an extension beyond a six year period of up to 1 (one) year. No member may serve more than two consecutive terms, without a gap of at least three years. Membership of the GC is an honorary position. NAPP reimburses reasonable economy travel and accommodation costs upon submission of original receipts.

Member requirements

Members of the GC shall be able to communicate easily in English, the working language of the Committee. They shall have proven experience in governance matters. Members of the GC shall duly represent the interests of the Association and shall serve in an individual capacity. They shall fulfil their tasks in a timely, objective, impartial, and non-political manner, and shall keep confidential all information submitted to them in their capacity as members of the GC. They shall regularly attend the GC meetings, be properly prepared and shall contribute to the follow-up actions as agreed.

Frequency of meetings

The GC meets on a regular basis (usually by virtual meetings), normally 4-6 times per year and may conduct business electronically between meetings.

It holds at least one physical meeting per year, preferably at a time and place adjacent to a meeting of the Association's General Assembly or Board in order to minimize travel time and costs. Any two members of the GC may request the GC Chair to call a virtual meeting at any time if they consider it necessary.

Duties

The main duties of the GC, among others, are:

- Monitoring the implementation and effectiveness of the Constitution of the NAPP and drafting amendments when necessary.
- Overseeing the governance framework of the NAPP and its governance bodies, and drafting or reviewing terms of reference in order to maintain alignment with the NAPP's strategic plans, values and obligations.

- Considering and recommending improvements to governance structure, systems and processes as part of a continual improvement programme aimed at ensuring the Association and its
- Members adhere to best practice and have systems of stakeholder representation and accountability that fit with the Association's mission, vision and strategic goals.
- Ensuring that the Board Secretary of the NAPP's Central Office maintains a complete Legislative Manual of documents
- Monitoring, on a case by case basis, as and when so required by the Board, the Association's
- Members' compliance with the membership obligations as laid down in the Constitution and making recommendations to the individual Members and – if necessary – making recommendations to the Board on sanctioning individual Members in the case of non-compliance with membership obligations.
- Drafting and preparing terms of reference for the Board members and procedures to carry out their performance appraisal.
- Drafting and preparing terms of reference for Board committees (including on the selection of its members), and guidance on rules of procedure.
- Following up on action items from the regular reports of the GC to the Board, and on any recommendations or directions received from the Board.

Person specification:

- Understanding of Fairtrade's rationale including the context of its mission in global trade and sustainable development, its principles, model of operation and the different perspectives of key stakeholders in the Fairtrade movement including small farmers and their organisations, workers and trade unions, development NGO's, business, funding bodies and government institutions.
- Knowledge of good governance practice.
- Good understanding of English.
- Record of success in providing leadership and strategic direction and driving achievement.

Personal characteristics and behaviours to be demonstrated by all Board members

- Respects and internalizes the principles of accountability
- Makes informed judgment
- Listens actively with an open mind
- Participates in debate, providing relevant comments
- Speaks own mind candidly but respectfully
- Demonstrates initiative and insightfulness
- Thinks both logically and creatively
- Makes decisions independently
- Advises from own experience base



- Teams with others, forming collaborative relationships with other Board members and, where appropriate, providing guidance and advice to staff

How to Apply

Interested candidates should send in their CV and a cover letter detailing why they are qualified for and interested in being an independent member of the Governance Committee, with subject line **"Independent - Governance Committee"**.

Applications will be accepted until **30 January 2019** at nominations@fairtradenapp.org