

## Management Committee

### Terms of Reference

Version: 02 December 2019

#### 1. Composition

- 1.1 The HCV Network (HCVN) Management Committee (MC) shall consist of ten Members of the HCVN. Three of these shall represent the not-for-profit sector, three shall represent producer/supply chain companies, two shall represent standards, and two shall represent service providers.
- 1.2 The MC shall appoint among themselves one representative from each constituency to serve as constituency representatives. The responsibilities of constituency representatives include encouraging participation of Members, facilitating communication between the MC and the four constituencies, and supporting the Secretariat with urgent decision-making.
- 1.3 The MC may, at their discretion, appoint licensed HCV assessors, relevant specialists or other HCVN Members to serve as advisors to the MC and/or participate in meetings.

#### 2. Rules of Appointment

- 2.1 Any HCVN Member can propose a candidate for a position on the MC. MC representatives can only be elected by the Members through an election coordinated by the Secretariat, in which all Members may cast ten votes – three for not-for-profit representatives, three for producer/supply chain companies, two for standards, and two for service providers.
- 2.2 Elections will be held via an online poll. Only one person per organisation should complete the poll.
- 2.3 MC Member organisations will serve for a period of three years after which their positions will become available, and a new election will be conducted. MC Member organisations may be re-elected a maximum of three times.

#### 3. Roles and responsibilities

The MC shall:

- 3.1 Act on behalf of all Members and promote the aims and objectives of the HCVN.
- 3.2 Guide HCVN strategic development and priorities.

- 3.3 Oversee the annual HCVN Secretariat work plan and budget.
- 3.4 Review the implementation of the annual work plan based on the Secretariat's regular updates.
- 3.5 Guide, review and approve changes to core documents such as the HCVN Charter.
- 3.6 Advise on HCVN Secretariat staffing and recruitment.
- 3.7 Oversee the composition and function of the HCV Assessor Licensing Scheme (ALS) Quality Panel (QP) and approve documents involving major changes to ALS procedures, understood as those that that would have overall impact on cost or functioning of scheme or reputation of HCVN.
- 3.8 Engage to resolve any complaints or grievances related to the Secretariat.
- 3.9 Review the status of licensed assessors when needed, particularly on instances where the reputation of the HCVN may be at risk.

#### **4. Working mode**

- 4.1 The MC shall fulfil its roles and responsibilities through scheduled, regular conference calls and, ideally, at least one physical meeting a year.
- 4.2 The MC shall make proposals on strategic priorities and changes to HCVN core documents, structure, and governance available to the HCVN members for review and comment prior to decision-making and ensure that Members are informed about decisions taken.
- 4.3 The MC shall review and provide feedback to the Secretariat on proposals and documents related to the MC roles and responsibilities as described in section 3.

#### **5. Decision-making in calls and meetings**

- 5.1 A minimum of six MC representatives (among them two from the not-for-profit constituency, two from the producer/supply companies constituency, one from the standards constituency and one from the services providers constituency) shall participate in a call or meeting for the MC to achieve quorum.
- 5.2 The MC shall strive to take decisions by consensus (defined as absence of strong, sustained objection from any representative of the MC).
- 5.3 If consensus cannot be achieved, a decision can be made if it is approved by at least six MC representatives, among them at least among them two from the

not-for-profit constituency, two from the producer/supply companies constituency, one from the standards constituency and one from the services providers constituency.

## **6. Decision-making outside calls and meetings**

The MC may make decisions outside of meetings on the following basis:

- 6.1 A clear proposal (e.g., to take a specific action; approve a specific document) is presented to the MC via email, for which approval is clearly and explicitly sought.
- 6.2 At least two weeks are allowed for the MC members to respond.
- 6.3 At least six MC members (among them two from the not-for-profit constituency, two from the producer/supply companies constituency, one from the standards constituency and one from the services providers constituency), respond to explicitly approve the proposal, without changes, for the proposal to be approved.

## **7. Commitments of MC Members**

Members of the MC shall:

- 7.1 Act as ambassadors of the HCVN and help promote its aims and objectives.
- 7.2 Participate and engage in the proceedings of scheduled calls and meetings and make every effort to ensure participation of the alternate representative, should the primary representative not be able to attend. Alternate representatives may speak on behalf of primary representatives as long as the latter are well informed on the decisions or actions agreed during the MC calls and meetings.
- 7.3 Review and provide feedback on drafts and documents circulated by the HCVN Secretariat (at least a week) prior to MC meetings, calls or teleconferences.