These Terms of Reference for the Hong Kong Sustainable Seafood Coalition (“HKSSC”) outline the mission and vision, including its structure and organisation, financing, and guidelines for HKSSC members (“Members”) to participate in discussion and decision-making.
MISSION AND VISION

The HKSSC is an industry-led coalition that aims to advance the sustainable seafood market in Hong Kong by promoting responsible purchasing and consumption of fish and seafood. The vision is for all seafood imported into Hong Kong to be legal, traceable and biologically sustainable.

VOLUNTARY CODES OF CONDUCT

The HKSSC has developed two voluntary codes of conduct (the “Codes”), which apply to all own-brand or private label fish and seafood:

• Voluntary Code of Conduct on Responsible Fish and Seafood Sourcing (the “Sourcing Code”); and
• Voluntary Code of Conduct on Responsibility Claims (the “Labelling Code”).

To help guide Members in the implementation of these two Codes, a Guidance Document has been developed. The Codes and Guidance Document will be reviewed regularly, and when needed amended.

MEMBERSHIP

Membership is open to businesses that buy or sell seafood (i.e. buyers, suppliers, producers and the food and beverage sector) in Hong Kong and Macau, as these types of businesses can actively implement the HKSSC Codes.

Written requirements

Members are required to:

• Sign the Letter of Commitment confirming they have read, understood and agree to the basic membership commitments, the Terms of Reference and the Antitrust Compliance Policy of the HKSSC.
• Develop a personalised commitment to the implementation of the Sourcing Code and Labelling Code, that is shared with the Secretariat and used to report on progress.
• Inform the Secretariat in writing whether company logos can be used on the HKSSC website and in press releases.
Participation

- HKSSC meetings will be held in Hong Kong. They may also be held in other locations based on Members’ requests (for example, in Macau).
- Members commit to attending HKSSC meetings and to plan sufficient time to prepare for meetings and review materials.
- The quorum for meetings is 40%.
- Participation is voluntary. There is no compensation associated with participation in the HKSSC.
- Members will begin implementing the current Codes when signing up based on their individual commitment, and communicating progress to the Secretariat within the agreed timeframe.

STRUCTURE AND GOVERNANCE

Secretariat

ELEVATE is the Secretariat and will perform the following functions:

- Implement the instructions of the HKSSC.
- Coordinate the HKSSC Members, meetings, webinars and communications.
- Conduct tasks related to the general administration of the HKSSC.
- Facilitate HKSSC meetings, when no other facilitator is appointed.
- Maintain the HKSSC website.
- Be the main contact point for media, unless relating to a specific Member, in which case the Secretariat will contact that Member to discuss and agree on how it should be handled.
- Publish HKSSC Codes and other materials, including meeting minutes.
- Provide support to the HKSSC Chair Person.
- Assist in recruiting new Members.
**Working Groups**

- Working Groups may be established to address specific tasks or issues. Working Groups shall be comprised of Members of the HKSSC and may engage with non-member advisory as agreed by the HKSSC Members.
- Working group meetings will be overseen by a Working Group lead, or the Secretariat.
- Plans or proposals of each Working Group will be reported by the Working Group Lead, or by the Secretariat, as appropriate.

**Steering Committee**

- In addition to Member businesses, the HKSSC was established with a Steering Committee comprised of ADM Capital Foundation and Teng Hoi Conservation Organisation and founding individuals. The Chair of the HKSSC also participates in Steering Committee calls. Deputies representing ADMCF and Teng Hoi Conservation Organisation may be invited to participate on calls when needed.
- The need for a Steering Committee will be reviewed by the HKSSC. Once the HKSSC is well-established, Members should expect to take over the role played by the Steering Committee. This strategy is consistent with the long-term aim of self-governance, but taking into account the short-term needs of establishing a successful coalition.

**Non-Member Advisory**

- Non-member advisors may be invited to share their expertise and contribute to discussions. Prior to doing so, the Secretariat will circulate an analysis of the relevance of said expert. If there is no opposition from the Members, the expert will be invited to provide advisory to the HKSSC.
- Non-member advisors can participate in working groups, contribute to reports or proposals, but cannot make decisions for the HKSSC.
- The use of non-member advisors is at the sole discretion of Members and their application to the Coalition can be evaluated once it is deemed necessary. When engaging Expert Groups or other third-parties, it is possible to use a Non-Disclosure Agreement (“NDA”).
- HKSSC Members may circulate nominations for experts. When no objections have been received within two days of the nomination, the proposed expert will be invited to join.

**Technical Advisor**

- Subject to availability of funds, a Technical Advisor will be appointed for the first 24 months of the HKSSC’s operation.
- Functions of the technical advisor include:
  - Supporting Members in implementing the Codes, including the development of support tools and providing training and guidance through webinars, skype and email.
Legal Advisory

A law firm has been engaged for the purpose of providing legal services. Services provided are those which are reasonably associated with this type of engagement, such as:

- Providing antitrust compliance advice.
- Reviewing HKSSC Member risk assessments for competitively sensitive information.
- Advising HKSSC in incorporation or registration.

Chair Person

The Chair will be responsible for facilitating discussions in a fair and objective manner, with the aim of reaching decisions by consensus. The Chair shall be authorised to enter into and execute all agreements or other documents on behalf of the HKSSC or Working Group. The specific responsibilities of the Chair include:

- Chairing the HKSSC meetings.
- Progressing the initiative according to agreed timelines.
- Signing relevant agreements and documents on behalf of the HKSSC or Working Group(s).
- Ensuring that all Members are able to express their viewpoints, and that all positions and views are given equal attention and treatment.
- Taking the lead in helping to reach a consensus where opinions are divided.
- Ensuring that all points of view expressed and decisions are adequately summarised so that they are understood by all Members present at the meeting.
- Acting proactively and communicating diplomatically.

In case of unforeseen unavailability of the Chair at a meeting, a session chairperson may be elected by the Members by a majority vote for the purposes of chairing the particular meeting.

Chair terms are for 12 month periods, commencing January 2020.
VOLUNTARY CODES OF CONDUCT

- HKSSC meetings will be held at six-monthly intervals in Hong Kong. Working Group(s) may meet more regularly, as required.
- HKSSC meetings are not open to the public, but non-member advisors may be invited to attend.
- Meeting agenda and materials will be typically circulated at least five working days in advance of each meeting by the Secretariat.
- The Secretariat will send draft minutes of the meeting to the Members five working days after the relevant HKSSC meeting. The Members will be given five working days to provide their comments.
- Should there be no major objections, the minutes will be approved via email within five days of circulation before being shared on the HKSSC website.
- Should the Codes of Conduct be revised, the final draft of any Code will be made publicly available for a six-week public feedback period, and Members may decide to make amendments as a result of the feedback.

Decision Making

- As far as possible, decisions and approval of working documents will be made on a consensus basis.
- If consensus is not possible, a vote will be taken to determine the majority. One organisation will have one vote. Where unanimity cannot be achieved, majority and

COMPETITION LAW REQUIREMENTS

- All Members of the HKSSC will comply with the relevant requirements of Hong Kong’s Competition Ordinance and the HKSSC Competition Policy.

CONFIDENTIALITY

- All HKSSC and Working Group meetings will be managed according to the principles of transparency and are subject to Chatham House rules. This means participants are free to use any information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed.
- Meeting minutes, with the exception of any confidential information, will be published on the HKSSC website.
MEMBERS’ USE OF THE HKSSC LOGO

- HKSSC Members may use the HKSSC logo under the following conditions (further detail in the Guidance Document):

1. The logo should never be displayed on its own, and should be used with a qualifying statement (such as ‘we are a Member of the [HKSSC logo]’).

2. In relation to any communications containing a statement of fact about the HKSSC, e.g. regarding being a Member of the HKSSC. The logo could be used on Members’ websites, via in-store/ in-restaurant communications, and in business-to-business communications. Further detail is in the Guidance Document.

3. A web-link must be provided in conjunction with each HKSSC logo use to enable the reader to find out more about the HKSSC (e.g. to the HKSSC website).

4. To avoid compromising the integrity of the HKSSC, Members must ensure that the HKSSC logo is not displayed:
   - On seafood products or as a retail label, to avoid it being construed as an eco-label;
   - In any way that suggests the HKSSC is an eco-label or certification scheme; or
   - In front of a product (such as on the window of fridges and freezers) or on shelves or units that display fish products for sale (e.g. for canned fish).

5. Other uses of the HKSSC logo and supporting statements are subject to agreement by the Secretariat.
Become a member, join today.