



Appointments Committee Terms of Reference

Purpose and Objective

The Certified Seafood International Appointments Committee is a committee created by the Board of Directors to support the CSI Board and Executive Director with the identification, selection, appointment and removal of Directors of the Board and members of committees created by the Board.

Membership and Composition

The Appointments Committee membership shall comprise at least two Directors of the Board and such other members nominated and elected consistent with Article VI Section 1 of the CSI bylaws. The Appointments Committee shall have a chairperson elected from and by the Board of Directors. The CSI Board Chair shall also be a member of the Appointments Committee. The CSI Executive Director, while not a member of the Committee, shall work closely with and support Committee administration.

Responsibilities and Duties

Appointments Committee duties and responsibilities shall include, but not be limited to, the following. These duties and responsibilities may be updated over time by the CSI Board of Directors in consultation with the Appointments Committee Chair.

- Overseeing, supporting, and approving the process for recruitment, selection, appointment, and removal of Directors of the Board and members of committees created by the Board.
- Thinking proactively about the upcoming expiration of terms on the Board and its committees' members and assisting the Board Chair in managing renewal of terms and/or identifying prospective candidates to ensure continuous governance and smooth transition of members.
- Considering and evaluating nominations put forward for positions on the Board and its committees.
- Monitoring the composition of the Board and its committees and making recommendations to the Board Chair for appointments and removals to ensure appropriate representation consistent with CSI objectives.

- Supporting the Chair and Executive Director in ensuring compliance with the relevant Terms and Reference and governance processes delineated in CSI bylaws.

Meetings and Reporting

Meetings shall be held on a frequency determined by the Appointments Committee Chair in consultation with committee members and the Executive Director. Meetings may be held remotely. The Executive Director shall administratively support meetings and keep minutes for review and approval by the Committee. The Appointments Committee shall report to the Board of Directors as needed at regularly scheduled Board Meetings.

A simple majority of Appointment Committee members shall constitute a quorum. The Committee shall strive to achieve consensus on recommendations and decisions. If unable to achieve consensus, decisions shall be taken based on a majority vote of members present. The Chair shall cast a deciding vote if required.

Authority

Article VI Section 1 of the CSI bylaws gives the Board the power to create and appoint committees to assist and advise the Board with those functions, powers, duties, and tenure as the Board deems appropriate.

The Appointments Committee may request specific documents or information required to perform their duties. It may also request the participation in meetings of certain CSI staff or that they meet independently of CSI staff. It may also request from the Board Chair permission to utilize outside parties as needed to perform their duties.

The Appointments Committee Chair may request the Board Chair call emergency Board Meetings if deemed appropriate.