



GREEN MARINE ADVISORY COMMITTEE

Terms of Reference, as of February, 2021

1. Mandate:

Each Green Marine Advisory Committee (the “Committee”) has the following mandate:

- 1.1 Oversee the implementation, development and revision of the Green Marine environmental program.
- 1.2 Advise and make recommendations to the Green Marine Secretariat regarding different aspects of the program's development, including:
 - 1.2.1 Priority environmental issues;
 - 1.2.2 Regional environmental issues;
 - 1.2.3 Performance indicators for all categories of participants;
 - 1.2.4 Communications;
 - 1.2.5 Green Marine's participation in specific projects;
 - 1.2.6 Any other relevant item related to the development and improvement of the program.

2. Members

- 2.1 The Committee shall be composed of no more than 21 members.
- 2.2 Members shall consist of:
 - 2.2.1 Green Marine participants;
 - 2.2.2 Green Marine association members;
 - 2.2.3 Green Marine partners;
 - 2.2.4 Government representatives;
 - 2.2.5 Environmental group representatives;
 - 2.2.6 Scientists, academics or other R&D organization representatives
 - 2.2.7 Green Marine accredited verifier.
- 2.3 The two first categories (2.2.1 and 2.2.2) shall compose at least 50% of the Committee.
- 2.4 Categories 2.2.4 to 2.2.6 shall compose at least 25% of the Committee.
- 2.5 Composition of the Committee shall reflect as much as possible the diversity of the Green Marine membership.
- 2.6 The appointment of members shall be subject to the approval of the members of the Committee.
- 2.7 Members shall be selected and appointed by the Committee based on their individual interest in serving on the committee and their level of experience and professional reputation.
- 2.8 Other people may participate in the meetings on an *ad hoc* basis upon invitation from the Chair of the Committee.



3. Term

- 3.1 Members shall be required to retire from the Committee if they no longer represent the company that is a member of the Committee.
- 3.2 Members shall be required to retire from the Committee if they are absent for three consecutive meetings.
- 3.3 The verifier's membership on the Committee is a two-year (4 meetings) term. Selection is conditional on verifiers' interest and experience.

4. Vacancies

- 4.1. In case of a vacancy, Committee members will be consulted to identify potential members to be invited to join the Committee. This can include the organization whose representative retired from the Committee.
- 4.2. The Chair and the Green Marine Secretariat will make recommendations to the Committee on identified candidates.

5. Committee Chair

- 5.1 The Committee shall elect a Chair for a three (3) years term, with the possibility of renewal upon recommendation by the Committee.
- 5.2 In the case of a change in chair, the Green Marine Secretariat and the out-going Chair shall propose a new candidate to the Committee that will elect the new Chair.
- 5.3 The Chair shall be a Green Marine participant.
- 5.4 A Vice-Chair can be elected by the Committee.

6. Meetings

- 6.1 The Committee shall meet at least twice a year.
- 6.2 50% + 1 of the members shall form a quorum.
- 6.3 A minimum of two (2) representatives from the last three (3) categories (2.2.4 - 2.2.6) shall attend the meeting.
- 6.4 Alternate representatives shall not be permitted to attend meetings on behalf of appointed members of the Committee without the consent of the Chair of the Committee.
- 6.5 All decisions of the Committee shall be made by consensus. If a consensus cannot be reached, the vote of the majority is required. In the case of an equality of votes, the Chair of the Committee shall have the casting vote.
- 6.6 The Green Marine Secretariat and the Chair shall authorize participation to the meeting per conference call.



7. Sub-Committees

7.1 The Committee may appoint such Sub-Committees as may be deemed necessary.

8. Secretary

8.1 The Green Marine Secretariat and the Chair shall be responsible for preparing the agenda for meetings.

8.2 The minutes of each meeting shall be prepared by Green Marine staff or a designated Committee member.

9. Modification of Terms of Reference

9.1 Any proposed modifications to these Terms of Reference shall require a recommendation by the Committee.