

INTERNATIONAL COCOA VERIFICATION BOARD INITIAL MEETING

Brussels, Belgium

January 15 & 16, 2008

ICVB Operating Principles:

Meeting Procedure and Preparation

- Procedure guided by Robert's Rules of Order
- ICVB meeting dates confirmed minimum 1 month out
- Agendas circulated 2 weeks in advance
- Consensus Agreement required for ICVB decisions
- Quorum set at $\frac{3}{4}$ or 7 people
- If agreement cannot be reached, then a mediation process will be developed and used

ICVB Operating Principles:

Attendance and Alternates

- Attendance confirmed minimum 2 weeks out
- Alternates designated by individual members
 - ▣ to be used a maximum of **two meetings** a year
 - ▣ subject to review by all ICVB members
- New members subject to approval by ICVB
 - ▣ Each stakeholder group (meaning, industry, NGOs or governments) recommends their representative to the Board for consensus agreement on their selection

ICVB Operating Principles: Compensation

- Compensation Guidelines:
 - ▣ For small NGOs, including some current members who do not receive a regular salary:
 - We believe those members must be compensated to ensure ICVB diversity
 - ▣ All members will be compensated equally
 - ▣ Budget and Finance Committee will review compensation amounts and details (see slide 8)

Communications Sub-Committee: Internal Communications Next Steps

- Establish 2 official languages: French & English
 - ▣ Consider the use of Spanish as additional language
- Produce one page decisions and action items list, to be ready at the end of each meeting
 - ▣ For internal, ICVB member and institutional use only, not for public distribution
- Keep detailed meeting notes for internal use
- Create regular mail & email distribution list for use with all ICVB communications

Communications Sub-Committee: External Communications Next Steps

- Publish public press release within 7 days
 - ▣ With prior consensus of the board
- Publish public meeting minutes within 14 days
 - ▣ With prior consensus of the board
- Domain name established by end of meeting
 - ▣ Verité to research availability of www.icvb.net
- Produce a Frequently Asked Questions (FAQ's) page for public and ICVB member use

Budget and Finance Sub-Committee: Financing Agreements

- ICVB recognizes that industry is currently the sole funder of the ICVB and the verifiers. Further, the ICVB recognizes that neither the ICVB members, nor Verité, will be undertaking fundraising
- ICVB has agreed to establish pre-paid annual budgets to ensure that verifiers' findings are unbiased
- ICVB has agreed to form a sub-committee on budget and finance to meet with GIG sub-committee within the month
 - ▣ Jeff Morgan, Diane Mull and Shawn MacDonald to meet within 2 weeks of publication of minutes

Budget and Finance Sub-Committee:

Next Steps

- Review the payment structures for verifiers (per other models, such as WIETA and WRC) and make recommendations to the ICVB for final decision
- Review 2008 budget and begin planning 2009 budget
- Review ICVB Member payment options:
 - ▣ Reasoning behind these fees should be clearly defined and posted on ICVB website
 - ▣ ICVB members have 3 choices: accept, decline or donate fee
 - ▣ Develop guidelines for quantifying, submitting and compensating:
 - Time in meetings, 50% for travel days, time outside of meeting 75% for sub-committee days
 - # of sub-committee days would be reviewed quarterly

Technical Sub-Committee: Self-Governance Next Steps

- Table the discussion of consecutive terms
 - ▣ ICVB will determine the limit on the number of terms
- Payment of ICVB members:
 - ▣ ICVB and Verité need advice from outside counsel on legal structure. Verité will make recommendation to the full ICVB as to the pros and cons of various legal structures (needed to contract with verifiers, etc.)
 - ▣ See slide 7 for payment options discussed
- Establish a Rotating Chair?
- Clarify a method of Board Member accountability

Technical Sub-Committee: Verifier Selection Next Steps

- Establish Terms of Reference for Verifiers
- Work with Verité to draft and issue RFP
- Review proposals received
- Create shortlist of top 3 proposals
- Invite top 3 to present at next ICVB meeting

Technical Sub-Committee:

Agreements re: Future ICVB Members

- Verité, with input from TSC, will provide government, industry and NGO's with selection criteria and ask them, in future, to select their ICVB member accordingly
- Members will hold three year terms initially with agreement to devise a rotation schedule in the interim
- Staggered process will be devised by the end of the two year period (calendar year)

Secretariat:

Agreements and Next Steps

- ICVB has determined that Verité will serve as the Secretariat for up to a two year period
 - ▣ subject to annual renewal and approval
- Verité will create task lists and circulate to sub-committees (*this document serves this purpose*)
- A work plan, timelines and budget for the Secretariat will be developed and submitted to the Budget and Finance sub-committee

Secretariat Next Steps:

Draft list Part 2

- Start Website immediately
- Finalize minutes, press release, additional postings
 - ▣ See slide 16 for detailed timeline
- Establish short list of potential Verifiers
- Contact potential Verifiers (pre-solicitation letter)
- Draft and Issue, with TSC, RFP
- Receive Verifiers' proposals and send to TSC
- Plan next meeting(s)
- Organize next meeting(s)
- Develop Agendas
- Chair Meetings

Secretariat Next Steps:

Draft list Part 3

- Develop and maintain mailing lists
- Review and Summarize Roberts Rules of Order
- Coordinate Public Outreach of ICVB Members
 - ▣ Attendance at CIES, ILO-IPEC, USDOL, other conferences
 - ▣ Presentations on ICVB work
 - ▣ Consider naming a Board spokesperson

ICVB Next Steps

(in addition to sub-committee work)

- Select Verifiers at April Meeting
- Receive and disseminate Verifier Reports
- Receive, Process and Respond to Third Party Input
- Identify a permanent secretariat
- Discuss future funding sources for ICVB
 - ▣ review past research from VWG on funding
- All previous VWG information should be posted on ICVB website
- Develop and Monitor Budget

Timeline: 1st Quarter 2008

- Jan. 25: ICVB issues first press release
- February 1st: Meeting minutes issued
- Pre-solicitation out by February 1st
- Request for Proposal is issued by Feb. 8
 - Devise Scoring system and describe RFP
 - Verifier demonstrates familiarity with communities as part of reply
 - Notice of Intent due by February 22nd
 - Potential verifiers submit budget, sample reports, CVs, key personnel, partners, financial capabilities, familiarity with cocoa
 - RFP is out for 4 weeks, and replies are due Noon, EST, March 10th
- TSC does pre-selection via call and submits top 3 to ICVB by March 17th
- ICVB reviews top 3 (and TSC summarizes and submits those rejected)
- Verifier is selected on April 3 and 4th in United Kingdom (with work day for selected verifier)

SAVE THE DATE!

Next Meeting (potentially)

APRIL 3 AND 4, 2008

UNITED KINGDOM