



**GLOBAL COFFEE
PLATFORM**

for a sustainable coffee world

BY-LAWS OF THE BOARD OF THE GLOBAL COFFEE PLATFORM

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1. INTRODUCTION

The Global Coffee Platform is an open, inclusive and participatory organization driven by stakeholders of the global coffee sector, with the vision to be the global multi-stakeholder sustainable coffee platform that unites stakeholders in a non-competitive approach working towards a thriving, sustainable sector for generations to come.

Its objective is to foster sustainability in the coffee sector and to increase and orchestrate collaborations, activities and investments by members and public & private partners, leading to increased positive impact on all three dimensions of sustainability and enabling the resilience of coffee farming communities. Encouraging sustainability for green coffee and improving the enabling environment is a productive, pre-competitive and efficient way to enhance the economic conditions of the individuals employed and engaged in the growing, post-harvest processing and trading of green coffee.

Following these objectives, the Global Coffee Platform builds on a participatory decision making process which follows the intentions

- to reflect the different interests of the stakeholders of the sector in a broad collaboration of all relevant actors along the supply chain,
- to enable credible consensus building among the members and
- to encourage a democratic and transparent discussion within the Global Coffee Platform.

The main element of this governance process is a multi-stakeholder structure which represents all relevant stakeholder groups directly involved in the coffee supply chain, namely producer organizations, coffee trade & industry and civil society organizations.

The Global Coffee Platform reflects this structure in all its organs.

The Board is the operational, political and strategic decision making body of the Global Coffee Platform, acting under the overall mandate and guidance established by the Membership Assembly. Its composition reflects the open, inclusive and multi-stakeholder character of the Global Coffee Platform.

While the by-laws of the Membership Assembly address the rules, responsibilities, functions and duties of members of the Global Coffee Platform in general, the by-laws of the Board focus on the role of the Board, its functions, mechanisms, responsibilities and tasks.

These by-laws may be modified according to decisions of the Membership Assembly of the Global Coffee Platform.

2. FRAMEWORK OF THE BOARD

According to the Statutes of the Global Coffee Platform, the Board has the following framework to operate:

- 2.1.** Members of the Board reflect the multi-stakeholder structure of the Membership Assembly through their stakeholder composition including producers, trade & industry and civil society representatives.
- 2.2.** The Board is accountable to the Membership Assembly. It ensures implementation of the decisions of the Membership Assembly and reports to it on the performance of the Global Coffee Platform through the Chair of the Board.



- 2.3.** The Board consists of a minimum of thirteen (13) and a maximum of sixteen (16) members. Thirteen (13) Board members are elected by the entire Membership Assembly from candidates put forward by members according to the following stakeholder group composition:
 - 2.3.1.** Four (4) producer member representatives, with up to one being a local exporter representative from an origin country with close relationship to producers and without any legal link/ subsidiary relationship to an international trade house;
 - 2.3.2.** Two (2) trade member representatives;
 - 2.3.3.** Four (4) industry member representatives, with minimum one being a small or medium size member representative, and one possibly being a retailer;
 - 2.3.4.** Three (3) Civil Society member representatives;
 - 2.3.5.** No two Board members shall belong to the same member organization.
- 2.4.** Up to three (3) additional individual representatives (to total of 16 Board members) can be appointed by the Board. Two of these have to represent like-minded organisations which are members or have a formal cooperation (Memorandum of Understanding) with the Global Coffee Platform. The third one can either also be a representative of a like-minded organization or an individual member who has significant coffee sector expertise. These additional individual Board members shall have the same rights and obligations as any other Board member.
- 2.5.** For any stakeholder group, if election of a seat was not possible at the Membership Assembly, the Board can determine at any time a member representative for that seat, who then is going to stand for election at the next Membership Assembly.
- 2.6.** Board members are elected for a three-year term. Upon completion of the first term, Board members may stand for re-election for one more three-year term, provided they have the support of their organisations to do so. In the first years of GCP with a new Board, the staggered rotation principle (4.1) will overrule the three-year term. Terms are limited to a maximum of two consecutive terms, to enable other individuals from their organisation to stand for election.
- 2.7.** All Board members have to be entirely considered legally responsible.
- 2.8.** Board members do not receive financial remuneration for their activities, but travel expenses are reimbursable for producers, NGOs and small companies. The Chair of the Board does not receive financial remuneration for his/ her activities, but travel expenses and per diems are reimbursable if the Chair is part of an organization of producers, NGOs or a small company.
- 2.9.** The Board meets at least three times per year and as required. It decides about the modalities of its meetings (physical or virtual), in accordance with legal provisions.
- 2.10.** Members and partners of the Global Coffee Platform may be invited to participate as observers during the Board meetings. The Board may however exclude observers as and when deemed appropriate.
- 2.11.** The Chairs and representatives of Board Committees, Advisory Boards, Technical Committee, National and Thematic work streams may be invited to participate in Board meetings. The Board may however exclude these representatives as and when deemed appropriate.
- 2.12.** Only Board members can vote on decisions of the Board. Each Board member has one vote.
- 2.13.** Board members elect a Chair, Vice Chair and Treasurer from amongst their members for a three-year term.. Terms for Chair, Vice Chair and Treasurer are limited to a maximum of two consecutive terms.



- 2.13.1.** The Chair is appointed by the Board based on merit and trust. He/ she chairs and provides leadership to the Board and is responsible for its effective performance and good governance. He/ she acts as the external face and Ambassador in the interest of the platform towards external stakeholders and the public. He/ she hires, leads and maintains a close relationship with the Executive Director. He/ she chairs the Membership Assembly and reports back on the Board activities and performance.
- 2.13.2.** The Vice Chair supports the Chair in these tasks and acts on the Chair's behalf during the latter's absence.
- 2.13.3.** The Treasurer monitors and evaluates the Global Coffee Platform's financial processes and performance.
- 2.14.** The Executive Director acts as secretary of all governance organs. He/ she has no voting rights within the Board.

3. ELECTION PROCEDURE

- 3.1.** In electing the Board of the Global Coffee Platform, the Membership Assembly shall be encouraged to take into account a balance in the core skills, interests, gender, region, and organizational size in the representation.
- 3.2.** The election of the Board of the Global Coffee Platform shall take place through a secret written ballot during the Membership Assembly. Ballot papers with all nominees for the thirteen (13) defined stakeholder seats (producers; trade; industry; civil society) will be shared with all members prior to the Membership Assembly meeting. Each member is entitled to vote for the thirteen seats of the Board, through their nominated representative, a duly authorized proxy; or by letter, fax or electronically signed email until latest 48 hours prior to the Membership Assembly.
- 3.3.** The candidates with the highest number votes are elected to the positions on the Board, according to the defined stakeholder seats: Four (4) producer representatives (up to one local exporter), two (2) trade representative, four (4) industry representatives (minimum one SME) and three (3) Civil Society representatives. In the event of an equal amount of votes cast for the final position, a second vote shall take place for those candidates who tied for the final position. In the event that there is still a tie, the outgoing Chair of the Board shall take a deciding vote.
- 3.4.** During the Membership Assembly, the overall election process is facilitated by Secretariat staff and overseen by the Chair of the Nominations Committee, who is also responsible for counting the votes.
- 3.5.** In the event of a resignation from the Board, the remaining members may designate an alternate from the same stakeholder group until the next meeting of the Membership Assembly.
- 3.6.** The detailed procedures to elect representatives to the Board are defined by the Board in the Nomination and Election Procedures document (Doc_007a_Nomination & Election Procedures).

4. ROTATION PRINCIPLE

- 4.1.** The Global Coffee Platform Board operates with a staggered rotation principle. Out of the 13 (13) elected and three (3) appointed Board members, each year minimum four (4) members of the Board shall retire



annually. At the same time, each year at the annual Membership Assembly, the membership elects replacements for the retired Board members.

5. DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

- 5.1. Any Board member may be removed from his/her position per Board decision as provided below if he/she engages in activities contrary to the interests of the Global Coffee Platform. The Chair of the Board shall notify in writing to the respective Board member engaged in activities contrary to the interests of the Global Coffee Platform of such event. If the respective Board member does not provide the Board within 30 days the documents evidencing that he/she has abstained from such activities, the respective Board member shall continue in office until a successor has been appointed and has taken office.
- 5.2. No deputies are allowed to represent Board members in Board meetings. If a Board member finds that he/she is unable to dedicate an adequate amount of time, and/or cannot participate at more than two consecutive meetings, he/she is expected to offer his/her retirement from the position.

6. TASKS AND RESPONSIBILITIES OF THE BOARD

- 6.1. The Board is the operational, political and strategic decision making body of the Global Coffee Platform and holds the overall accountability for the organization. It acts in the interest of the Global Coffee Platform as a whole, on behalf, with and under the mandate and guidance of the Membership Assembly.
- 6.2. The Chair of the Board represents the Global Coffee Platform in and to the public, together with the Executive Director.
- 6.3. The Board determines its own internal working structures and processes, which may include the allocation of specific responsibilities to individual members.
- 6.4. The Board can create Board Committees, including a Finance & Audit Committee, a Monitoring & Evaluation & Learning Committee and a Nomination & Remuneration Committee. Other Committees are to be determined as required. Board Committees report to the Board and are composed of (at least one) Board members and/ or experts nominated by the Board. The Board will lay down the area of competency, the internal processes and the authority of such sub-committees.
- 6.5. The Board can create Advisory Boards at its own discretion to support its work. Advisory Board have no voting power with regard to the Board decision making. Examples of Advisory boards are Donor Advisory Board and a National Platform Advisory Board, composed of delegates of the National Platforms to link representatives from National Platforms directly to Board.
- 6.6. The Board supervises and evaluates the Executive Director and defines his/ her Terms of Reference. The Board can also appoint a Deputy to the Executive Director, who will be proposed by the Executive Director.
- 6.7. The Board sets and approves the long-term strategy of the Global Coffee Platform. It develops the strategy with input from and in cooperation with the Executive Director. Stakeholder representatives shall also seek input and feedback on the strategy from their respective stakeholder groups, being supported in this by the Executive Director and the Secretariat.



- 6.8.** The Board monitors the performance of the Global Coffee Platform in assessing its compliance with the by-laws of its organs and against strategic performance and financial indicators determined by it. To this end, the Board receives regular progress reports from the Executive Director on strategic performance and financial indicators.
- 6.9.** The Board set key policies for the organization.
- 6.10.** The Board sets, monitors and revises remuneration of the Executive Director and the Deputy.
- 6.11.** The Board sets, monitors and revises the annual budget of the Global Coffee Platform in the year prior to the next calendar year.
- 6.12.** The Board sets, monitors and revises the priority activities and plan proposed annually by the Executive Director for each respective calendar year.
- 6.13.** The Board is the formal keeper of the Baseline Common Code, signing off on its revisions, and all essential documents of the Global Coffee Platform.
- 6.14.** The Board formally endorses recognition of equivalency against the Baseline Common Code.
- 6.15.** The Board approves the by-laws for and appoints the Chair of the Technical Committee.
- 6.16.** In case of conflict the Board actively searches for conflict resolution through consultation.
- 6.17.** The Board may support the Executive Director in fundraising and efforts to partner with other organizations, institutions or systems.
- 6.18.** The Board approves the Annual Report of the Global Coffee Platform prior to its release.
- 6.19.** The Board may call extraordinary meetings of the Membership Assembly.

7. DECISION MAKING PROCESS IN THE BOARD

- 7.1.** The Board shall be allowed to make decisions if the members of the Board have been informed on the meeting prior to the date of the meeting. The invitation and agenda will be sent to Board members by the Secretariat on behalf of the Chair.
- 7.2.** A decision making quorum shall exist when at least 8 Board members are present (either in person or virtually). Notice of meetings and a tentative agenda shall be provided by the Secretariat not less than four weeks ahead of the planned meeting date.
- 7.3.** Decisions of the Board are preferably taken in consensus. Where no consensus is possible a two-thirds majority of the total Board membership (a total of 9 votes) with at least one representatives of each stakeholder group in favour is required.
- 7.4.** In case no decision can be achieved, the matter will be referred to the Membership Assembly in a manner to be decided by the Board.
- 7.5.** Decision making shall be formally arranged by the Chair with support from the Executive Director.
- 7.6.** All decisions made by the Board shall be documented in writing. Records of Board decisions shall be accessible for all members of the Global Coffee Platform.



8. PROCEDURES OF BOARD MEETINGS

- 8.1.** The language for documents and meetings of the Board of the Global Coffee Platform is English.
- 8.2.** At least two Board Meetings each year have to be conducted physically in Switzerland.
- 8.3.** The Chair of the Board, supported by the Executive Director, invites to meetings of the Board before the actual meeting date.
- 8.4.** Proposals for agenda topics of the meeting shall be submitted to the Chair of the Board at least six weeks before the actual meeting date. The Chair will share the proposals with the Executive Director, who supports the Chair in coordinating the agenda according to the proposals received.
- 8.5.** The agenda for meetings of the Board will be circulated before the meeting date. Comments on the agenda and proposals for modifications can be submitted to the Chair after the tentative agenda has been circulated. If no proposals will be received the agenda is formally confirmed.
- 8.6.** Overview papers and relevant pre-read documentation of all decision points on the Board agenda need to be made available to all Board members at least two weeks prior to the meeting, to enable proper preparation and decision making.
- 8.7.** The meetings of the Board are chaired by the Chair.
- 8.8.** Every Board meeting will be opened with a statement on anti-trust and respective guidelines.
- 8.9.** After presenting these guidelines, the agenda will be formally introduced and approved by the Board members.
- 8.10.** Members of the Board will be requested to formally adopt the minutes of the previous meeting.
- 8.11.** Reports of the Secretariat will be presented by the Executive Director or the appropriate member of staff.
- 8.12.** Each meeting closes with the documentation of a written set of agreements which includes topics, agreements, next steps and responsibilities.
- 8.13.** The Secretariat documents the entire meeting and all decisions taken by the Board (including respective voting results where applicable). Minutes of the meeting shall be circulated at maximum two weeks after the meeting.
- 8.14.** The minutes of each meeting shall be signed by the Chair and the Secretary of the respective meeting.
- 8.15.** Members of the Board may send their comments on the minutes of the meeting during a period of two weeks to the Secretariat.
- 8.16.** Five weeks after the meeting the Secretariat will circulate the final version of the minutes and will distribute all relevant documents and presentations to the Board members, as well as prepare the summary of decision to be shared with the membership.