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Governance of the FairWild Foundation

Adopted by the Board of Trustees

23rd May 2022

INTRODUCTION

The purpose of this document is to provide a practical governance framework for the FairWild Foundation, in the context of:

- the September 2008 Agreement between the Founding Institutions of the International Standard for Sustainable Wild Collection of Medicinal and Aromatic Plants (ISSC-MAP) to endorse global implementation of the standard through the FairWild Foundation (hereafter, the ISSC-MAP Founding Institutions Agreement); and
- the October 2008 Resolution of the Decision Group of ISSC-MAP and the Directors of FairWild Foundation concerning future development and promotion of ISSC-MAP under the auspices of the FairWild Foundation (hereafter, the ISSC-MAP/FairWild Resolution).

This framework is adopted by the Board of Trustees of FairWild Foundation in addition and without prejudice to the formal terms laid out in the public registration of FairWild Foundation under Swiss Law on 16 May 2008.

This governance framework builds on a previous (June 2018) version and is designed to define structure for a new phase of development and management of the FairWild Foundation following the recruitment and direct employment of a Chief Executive Officer. Other staff positions employed and managed by TRAFFIC, continue to contribute to development and management of the FairWild Foundation under the supervision of the Chief Executive Officer and as provided for in the TRAFFIC/FairWild partnership agreement.

The document is made up of the following sections:

- Rules for the organisation of the FairWild Board of Trustees
- Terms of reference for the FairWild Chief Executive Officer
- Terms of reference for the FairWild Advisory Panel

Annexed are:

1. Public Certificate of the foundation of the “FairWild Foundation”
2. September 2008 Agreement
3. October 2008 Resolution

RULES FOR THE ORGANISATION OF THE BOARD OF TRUSTEES

A. Objectives and Organization of the Board of Trustees

Objectives

- A1 The Board of Trustees is the overall governing body of the Foundation, responsible for ensuring that it fulfils the institutional aim stated in the public registration of FairWild Foundation under Swiss Law on 16 May 2008 and the mandate established under the ISSC-MAP Founding Institutions Agreement and ISSC-MAP/FairWild Resolution.

Members

- A2 The Board of Trustees is composed of at least 5 persons. It elects new and additional members by 2/3 majority.
- A3 The Board of Trustees elects a chairperson from its membership with a simple majority.
- A4 The duration of a board member's term is 3 years, re-election is possible. The signatories of the ISSC-MAP/FairWild Resolution are offered a permanent seat which is forfeited upon resignation (whether voluntarily or as required under paragraph A5).
- A5 A member of the Board of Trustees may be required to resign the seat by a vote of minimum three-quarters (75%) of the other members of the board.

Decisions

- A6 The quorum for meetings of the Board of Trustees to be valid is a simple majority of its total membership.
- A7 Decisions by the Board of Trustees require a simple majority of the votes present. If no agreement or majority can be reached after a second voting the topic will be postponed to the next meeting. If at the next meeting there is still a tie, the vote of the chairperson is decisive.
- A8 With written authority each board member can be represented by one other board member. One person can only represent one other board member by written proxy.

Meetings

- A9 There must at least one meeting of the Board of Trustees held annually. Meetings can be held by video conference, telephone, written procedure or in person. The chairperson has the obligation to announce a meeting if at least two board members request it.
- A10 Unless unanimously agreed on an emergency basis by Board Members, the time, place and general nature of business of any meeting of the Board will be announced in writing at least 4 weeks in advance. Board Members will be invited to provide input to a draft agenda in time for their responses to be submitted at least 2 weeks before the meeting after which a revised agenda will be circulated by the Chairperson.
- A11 Background documents elaborating matters to be discussed and decided should usually be disseminated at least 2 weeks prior to the meeting.
- A12 Minutes must be taken of all proceedings, and will be valid only if the Board of Trustees has reviewed and adopted them.

B. Responsibilities of the Board of Trustees

- B1 The Board of Trustees has overall accountability for the promotion and achievement of the objectives of the FairWild Foundation. It has all the responsibilities and authorities in connection with the activities in the Foundation, in particular:
- Giving strategic direction and ensuring respective planning, monitoring and evaluation of the activities of the Foundation
 - Ensuring appropriate development of standards, certification processes and other mechanisms developed to achieve the objectives of the Foundation
 - Ensuring active and accurate representation of stakeholders in the development of the FairWild Standard and associated processes and mechanisms
 - Approving the content of the FairWild Standard and any additional standards the Foundation chooses to develop.
 - Ensuring active and accurate representation of the interests of the Foundation to the public and other stakeholders
 - Ensuring good working relations with other organisations focused on ecological, social, economic and political issues
 - Reviewing and approving strategic partnerships that the Foundation may need to develop with other institutions
 - Approving the organisational rules and policies for operation of the Foundation and its business processes (including accreditation, licensing, fundraising and contracting).

- Oversight of the selection, hiring and management of the Chief Executive Officer.
- Ensuring copyright and trademark protection for all intellectual property including the name and logo, the Standards, photographic images and publications of the Foundation
- Overseeing the financial viability and fiscal responsibility of the Foundation, through approval of an annual work plan and budget, oversight of period management accounts and approval of audited finance statements
- Establishing strategy for development of the funding base of the Foundation and playing an active role in raising financial resources for its development
- Deciding the terms of reference and composition of any subsidiary Committees, Working Groups, or Advisory Panels established to further the objectives of the Foundation

B2 Members of the Board of Trustees from time to time take on individual responsibilities to provide guidance and support to the Chief Executive Officer and staff with respect to major areas of strategic development of the Foundation, such as:

- standard development, interpretation and periodic revision service;
- certification and accreditation;
- licensing
- business planning
- communications and marketing

Such commitments will be clarified through the Foundation's annual work planning process.

C. Auditing Body

- C1 The external auditing body checks the annual accounts of the Foundation and provides the necessary financial report and files the application.
- C2 The auditing body is appointed by the Board of Trustees for two years. Re-appointment is possible.

TERMS OF REFERENCE OF THE FAIRWILD CHIEF EXECUTIVE OFFICER

A. Summary

The Chief Executive Officer (CEO) of the FairWild Foundation is appointed by the Foundation's Board of Trustees to provide direction and leadership of the Foundation towards the achievement of its vision, mission and strategy, and the implementation of its current Annual Workplan and Budget.

B. Responsibilities

The responsibilities of the CEO include (but are not restricted to) the following:

- i. Overall management of the FairWild Foundation (FWF), its staff and its assets towards attainment of the milestones within its five year Strategic Plan;
- ii. Ensuring the FWF has adequate financial and human resources , along with inspiring internal team development, with which to implement its five year Strategic Plan;
- iii. Guidance and direction to the process of reviewing and updating the FairWild Standard (FWS), resulting in the publication of a revised standard;
- iv. Leading a process to significantly expand uptake of the FWS in relevant market niches and geographical territories;
- v. Increasing the engagement of the FWF with partners and other actors to influence the broader landscape around sustainable use in ways beyond certification;
- vi. Driving the development of new strategic partnerships to help attain the FWF's overall objectives; and
- vii. Managing the Foundation's external relations and PR activities.

C. Duties

Primary duties of the CEO include (but are not restricted to) the following:

C1. Organisational management

In conjunction with the Board, the CEO is required to:

- Oversee the operations of the Foundation and ensure its compliance with legal and regulatory requirements.
- Facilitate the development of a five year Strategic Plan towards the achievement of the FWF's overall vision and mission.
- Develop the Annual Workplan and Budget (AWPB), aimed at supporting the strategic direction and submit this to the Board for approval.
- Create and maintain procedures for the implementing the AWPB approved by the Board.
- Oversee the convening, organisation and minuting of at least 4 Board meetings a year, and the preparation and submission of quarterly progress reports to the Board in advance of Board meetings.

C2. Financial and Human Resource Mobilisation

- Develop and monitor strategies for ensuring the long-term financial viability of the Foundation.
- Prepare and submit funding applications to relevant potential donors as appropriate.
- Act as the authorised signatory of funding contracts with donors, assuming full responsibility for deliverables contained therein, and for the fulfilment of all financial and narrative reporting requirements.
- Oversee the management of the Foundation's finances within the bounds of the AWPB.
- Provide prompt, thorough and accurate information to keep the Board appropriately informed of the Foundation's financial position.
- Develop a clear human resource mobilisation strategy to enable the FWF to attain its five year Strategic Plan.
- Hire and manage the human resources of the FWF for optimal delivery of the Foundation's objectives, according to agreed personnel policies and procedures.

C3. Revised FairWild Standard

- Facilitate a process amongst key stakeholders leading to the preparation of an updated FairWild Standard.
- Engage with the ISEAL Alliance to enable the FWF to become a member.
- Design and implement a detailed impact assessment approach.

C4. Expanded Uptake of the FairWild Standard

- Facilitate a strengthening of the FWF's certification and licensing systems to enable more companies to be certified for more products in more territories.
- Develop enhanced support and capacity building opportunities for participating companies.
- Actively pursue recognition and partnering strategies with other standard systems.
- Direct a process of expanded engagement with companies to raise both industry- and consumer-level awareness of the FWS.
- Develop new policy and market incentives to support increased uptake of Fair Wild certification.

C5. Increased engagement beyond certification

- Develop and implement a strategy to promote use of the FWS through government policy, laws and regulations in priority territories.
- Advocate for the use of the FWS and principles in the design and implementation of relevant development investments with key financial partners.
- Proactively engage with major buyers of natural ingredients to promote the use of the FWS in company sourcing policies.

C6. New strategic partnerships

- Identify key potential partners with aligned missions and programmes.
- Develop innovative and synergistic partnership models that magnify the impacts of all parties.

C7. External relations and PR

- Serve as the primary spokesperson and representative for the Foundation in public fora, ensuring that the Foundation and its activities are consistently presented in a strong and positive image to relevant stakeholders.
- Proactively represent and advocate on behalf of the Foundation and its members in relevant national and international fora.

C8. Skills

A self-directed person, skilled at organisational and team development; a strategic thinker, able to work with both the big picture and the detail; an inspiring people leader with strong listening and verbal communication skills with a passion for advocacy; commercially astute with the ability to influence, problem solve and be an active decision maker; display emotional intelligence and be a champion of inclusion and diversity.

TERMS OF REFERENCE FOR THE FAIRWILD ADVISORY PANEL

A. Purpose of the Panel

The FairWild Foundation's Advisory Panel is designed to provide strategic and technical guidance to the Board of Trustees.

This group of selected expert collaborators with specific knowledge and skills shall help the FairWild Foundation to promote and provide strategic direction for its development and implementation and ensure that the Foundation's initiative remains true to its mission.

B. Responsibilities of the Panel

Advisory panel members' responsibilities include:

- To provide input and support to FairWild organisational development.
- To contribute to periodic review of the operation and evaluation of the FairWild Standard.
- To advise on practical issues related to operation of the FairWild certification and licensing systems, including relationships to potentially complementary certification systems.
- To provide guidance to supply development efforts – including practical advice on environmental management, and social and business development approaches.
- To help prioritise and support initiatives aimed to increase market share of FairWild products.

For this purpose, members will be kept informed on major developments in FairWild implementation and organisation by the FairWild Secretariat.

C. Composition of the Panel and Term of Membership

The Advisory Panel shall be composed of eminent personalities from diverse backgrounds (private sector, civil society and others) to provide a mix of stakeholders and expertise necessary. The Advisory Panel members will be identified on the FairWild website.

The members of the Advisory Panel are appointed by the Board of Trustees based on the areas of skills and expertise they can bring to the FairWild Foundation. After three years the Board of Trustees will review the composition of the Advisory Board and make recommendations for additions or modifications.

Members of the Advisory Panel serve in their individual capacity. If they wish to leave the panel they will submit their resignation in writing to the Secretariat of the FairWild Foundation.

Presently there are no arrangements for physical meetings of the Advisory Panel on a regular basis, although members will be invited to participate in FairWild Foundation's general programme of events and meetings where this proves possible. The members will be contacted - individually or collectively - on an ad hoc basis to review progress, address strategic questions, and share their expertise for specific topics. Meetings (virtual and/or in person) may be organized in connection with the specific projects being undertaken.

Annex 1. Public Certificate of the Foundation of the “FairWild Foundation”

Stamp of
Swiss Canton of Thurgau

Public Certificate
of the
foundation of the „FairWild Foundation”
registered in Weinfelden TG (Swiss Canton of Thurgau)

Founders

Klaus Dürbeck,
geb. 01.02.1956, agronomist, German national, in D-83064 Raubling (Germany), Rufstrasse 5,

Dr. Franziska Staubli Asobayire,
geb. 23.03.1968, food engineer ETH, von Unterlunkhofen, in 8400 Winterthur, Bürglistrasse 6,

Dr. Rainer Bächli,
geb. 31.07.1948, agricultural engineer ETH, von Zürich, in 8574 Illighausen, Sonnenberg 7,
and
Dietmar Wolz,
geb. 03.06.1959, pharmacist, German national, in D-87474 Buchenberg bei Kempten (Germany), Josef-
Adler-Strasse 12, today represented by Klaus Dürbeck, named above.

Public Registration of Founding of a Foundation (Art. 80 ff. ZGB)

Today have appeared in front of the undersigned public notary of the District Weinfelden (Canton of Thurgau) in order to create a foundation

Klaus Dürbeck, geb. 01.02.1956, agronomist, in D-83064 Raubling,
Dr. Franziska Staubli Asobayire, geb. 23.03.1968, food engineer ETH, von Unterlunkhofen, in 8400 Winterthur,
Dr. Rainer Bächli, geb. 31.07.1948, agricultural engineer ETH, von Zürich, in Illighausen (commune Lengwil),
and
Dietmar Wolz, geb. 03.06.1959, pharmacist, in D-87474 Buchenberg bei Kempten, represented by proxy by
Klaus Dürbeck, geb. 01.02.1956, , in D-83064 Raubling.

They have presented to the undersigned public notary their intention and have assigned him to formulate this public certificate. The forenamed founders have decided:

1. Under the name of “FairWild Foundation” we create a foundation according to Art. 80 ff ZGB.
2. The foundation is being registered in Weinfelden. Canton of Thurgau. By approval of the competent authority, the Board of Trustees may move its seat to another place within Switzerland.

At the time of foundation, the seat of the foundation is at Weststrasse 51, 8570 Weinfelden, in premises rented under the name of the foundation.

3. The aim of the foundation is to promote a sustainable, eco-friendly and socio-economic use of habitats all over the world. This may be done by own initiative or by supporting existing institutions, especially by
 - a) promoting information and publicity
 - b) development of standards and procedures
 - c) projects evaluations
 - d) cooperation with private and public agencies of nature and species conservation as well as all relevant stakeholders
 - e) support of research and innovation
 - f) support of applied projects
 - g) promoting education and training

4. The founders donate an initial capital of CHF 50'000.-. In addition, the capital of the foundation shall be increased by donations, legacies, licences and other means of income.
5. The organs of the foundation are the Board of Trustees and the Auditing Board.
6. The Board of Trustees consists of at least three persons. It constitutes and renews itself. The Board of Trustees works on an honorary basis.

The Board of Trustees manages its business in the spirits of the founders and duly represents the foundation to the outside world. Details of the business activities are regulated in a Bylaw.

The Board of Trustees may assign a secretary to run its business. The Board will supervise its activities.

The Board of Trustees may install standing or ad hoc committees. The Board will define their scope and supervise their activities.

The Board of Trustees may submit to the competent authority any request to adapt the organisational structure and aim of the foundation, however, the principle aims thereof may not be changed.

At the time of its foundation, the Board of Trustees consists of: Klaus Dürbeck, in D-Raubling, Dr. Franziska Staubli Asobayire, in 8400 Winterthur, und Dr. Rainer Bächli, in Illighausen (commune Lengwil). They have accepted their nomination.

The Board of Trustees decided on its constitution and signatory rights as follows:

Klaus Dürbeck, Chairman, joint signatory together with another Member of the Board
 Dr. Franziska Staubli Asobayire, Member, joint signatory together with another Member of the Board,
 Dr. Rainer Bächli, Member, joint signatory together with another Member of the Board.

7. Every three years, the Board of Trustees elects the Auditing Board. The Auditing Board checks the books and activities of the foundation. An annual report and proposition is to be presented to the Board.
8. The foundation is not profit oriented.
9. The foundation may only be dissolved with the approval of the competent authority. In case of liquidation, the remaining capital shall be passed on to another non-profit institution promoting similar aims.

Weinfelden, May 16th, 2008

The founders:

Klaus Dürbeck

Dr. Franziska Staubli Asobayire

Dr. Rainer Bächli

Klaus Dürbeck,
 representing Dietmar Wolz

Public Certificate

The Public Notary of the District Weinfelden herewith certifies, that

- a) all evidence named in this document has been available (as well as to the founders);
- b) this document contains the conveyed intention of the founders who have read it in its presence;
- c) the formalities as prescribed in the EG of ZGB and in the RRV for land registers and notaries have been followed.

Weinfelden, May 16th, 2008

Public Notary Weinfelden

Stephan Hartmann

Stamp of Notary
 Weinfelden

Annex 2. September 2008 Agreement¹

We, the International Union for the Conservation of Nature (IUCN), WWF Germany, TRAFFIC International and the German Federal Agency for Nature Conservation (BfN), note that:

- Members of our organizations have worked together to create the ISSC-MAP (International Standard for Sustainable Wild Collection of Medicinal and Aromatic Plants) for the purpose to “ensure the continued use and long term survival of medicinal and aromatic plant species and populations in their habitats, while respecting the traditions, cultures and livelihoods of all stakeholders”;
- A Decision Group comprising members of the four founding institutions (Uwe Schippmann – BfN; Susanne Honnef – WWF Germany and TRAFFIC; Danna Leaman – Medicinal Plant Specialist Group – SSC-IUCN; Ximena Buitrón – IUCN-SUR) together with the Foundation for Revitalization of Local Health Traditions - FRLHT (Giridhar Kinhal), Traditional Medicinals Inc. (Josef Brinckmann) and the Institute for Market Ecology - IMO (Rainer Bächli) has been leading the development and implementation of the ISSC-MAP since 2004;
- The Decision Group has created the ISSC-MAP and related guidance documents through broad stakeholder consultations, involving our organizational networks;
- Significant financial support has been provided by BfN and time, facilities and human resources have been contributed by all organizations represented in the Decision Group;
- The ISSC-MAP Version 1.0 has been published as BfN-Skripten 195 in 2007; and
- Other assets such as guidance documents for the implementation of the ISSC-MAP and research results have been created under the direction of this Decision Group.

We recognize that:

- The Decision Group has reached a conclusion that further development and promotion of the ISSC-MAP requires a new and more formal institutional foundation in order to:
 - protect the Intellectual Property created under the auspices of the ISSC-MAP Decision Group;
 - enter into formal partnerships with implementation partners; and
 - authorize independent organizations to carry out ISSC-MAP certification.
- The ISSC-MAP Decision Group has carried out a comprehensive review of options for creating a legal entity and recommends the creation of a new joint foundation with the existing FairWild Foundation, registered as an international Foundation in Switzerland, with whom the ISSC-MAP Decision Group shares similar goals and objectives.

We agree that this new foundation shall own the Intellectual Property created under the auspices of the ISSC-MAP Decision Group.

We support the process of moving the ISSC-MAP into this next phase and endorse the attached resolution

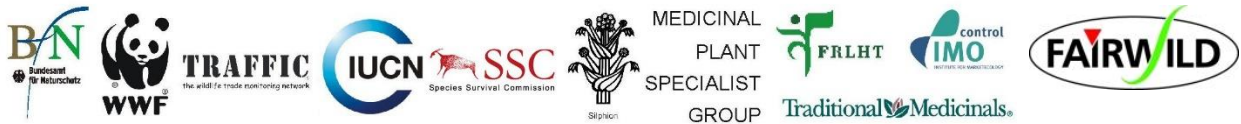
SIGNATURES (of the four organisations)

Prof. Dr. Beate Jessel, President, BfN
Dr. Julia Marton-Lefèvre, Director General, IUCN
Mr. Christoph Heinrich, Director Nature Conservation, WWF Germany
Mr. Steven Broad, Executive Director, TRAFFIC

¹ This general text was slightly modified by each of the founding organizations under its own letterhead and signature.

Annex 3. October 2008 Resolution

International Standard for Sustainable Wild Collection of Medicinal and Aromatic Plants



RESOLUTION OF THE DECISION GROUP OF ISSC-MAP AND THE DIRECTORS OF THE FAIRWILD FOUNDATION

NOTING that the process to elaborate the ISSC-MAP began in 2004 as a joint initiative of the German Federal Agency for Nature Conservation (BfN), the IUCN Medicinal Plant Specialist Group, WWF Germany and TRAFFIC, and that the initial core group has expanded to include industry associations, companies, certifiers, and community-based NGOs through international steering, advisory and technical groups;

NOTING ALSO THAT the Decision Group (DG) of the aforementioned initiative has decided to formalize the structure and create a legal basis in order to be prepared for the next steps in the further development of the ISSC-MAP initiative;

RECOGNISING THAT the process to elaborate the Fair Wild Foundation began in 2005 as a joint initiative of the Swiss Import Promotion Organisation (SIPPO), Institute for Marketecology (IMO), and Forum Essenzia, and that a legal entity was formed in 2008 as a foundation under Swiss law; and

ACKNOWLEDGING THAT ISSC-MAP and the Fair Wild Foundation address common interests concerning sustainable wild collection and social responsibility;

WE HEREBY AGREE to develop and formalize an arrangement for future development and promotion of ISSC-MAP under the auspices of the Fair Wild Foundation, based on the following principles:

- The purpose and objectives of ISSC-MAP and the Fair Wild Foundation shall be respected under the new framework and an additional broader purpose and objective that encompasses the interests of both organizations will be created.
- ISSC-MAP and Fair Wild Foundation assets will be managed under the new foundation. These are:
 - Fair Wild Foundation assets: The Standard and procedures, the foundation itself, the label and trademark, website, the auditing and training tools, the licensing scheme and existing contracts with clients.
 - ISSC-MAP assets: The Standard and all corresponding guidance and training materials, documented results from past and ongoing research and pilot studies, website content, and a secretariat based at WWF Germany that supports the work of the ISSC-MAP DG.
- The Fair Wild Foundation will extend its Board of Directors to include those organizations represented in the current ISSC-MAP Decision Board or their nominees.
- The composition of the technical committee will include at least two sub-committees specialized in social and ecological areas of expertise, respectively.
- A second standing committee (labeling committee) will develop, manage and monitor the certification system and trademark of the harmonized standard.
- The Fair Wild Foundation will work to incorporate ISSC-MAP projects into its activities. This includes advocacy, standards development, implementation and revision, labeling scheme, training and education and fundraising.
- With regard to the Fair Wild and ISSC-MAP Standards, it is agreed that in the context of labeling schemes, the two standards will be harmonized and placed into two modules, one applicable to sustainably wild-collected products, and one applicable to the fair trade component of such products.

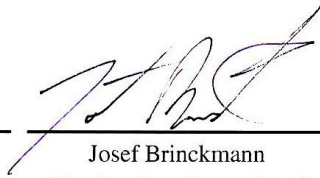
- Into the new harmonized Standard, a step-wise development period of approximately five years to achieve full ISSC-MAP conformance is integrated.
- Non-exclusive use of the harmonized Standard is envisaged, for example through clear agreements with selected other organizations, labeling schemes or certification bodies.
- Regarding trademarks and logos, a Fair Wild Trademark exists along with use of mark regulations. The Foundation is free to develop more trademarks and logos as deemed necessary by the Board.
- The Foundation will enter into a formal agreement with TRAFFIC International in order to help the newly organized Foundation reach its goals, to be reviewed and continued based on assessment of performance.

We intend to announce this MoU at the World Conservation Congress, October 2008 in Barcelona, Spain. The enlargement of the Board of Trustees of the Fair Wild Foundation, followed by the first board meeting is envisaged for October 2008.

September 05, 2008



Rainer Bächli
Director
IMO, Institute for
Marketecology



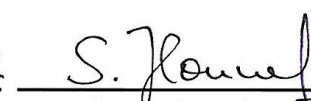
Josef Brinckmann
Vice President Research and
Development
Traditional Medicinals Inc.




Ximena Buitrón Cisneros
Member, IUCN/SSC Medicinal
Plant Specialist Group
Sub-group, Latin America



Klaus Dürbeck
Chair
FairWild Foundation



Susanne Honnef
Species Conservation and
TRAFFIC
WWF Germany



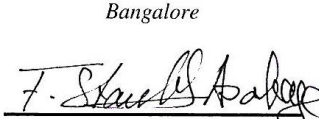
Giridhar Kinhal
Joint Director Conservation
Action and Research, FRLHT,
Bangalore



Danna Leaman
Chair IUCN/SSC Medicinal
Plant Specialist Group



Uwe Schippmann
Head Plant Conservation
Division
BfN, German Federal Agency
for Nature Conservation



Franziska Staubli-Asobayire
FairWild Foundation