



Governance of the Accountability Framework initiative (AFi)

(Including Terms of Reference for the AFi Steering Group and Backbone Team)
Updated April 2022

This document specifies the governance of the Accountability Framework initiative (AFi) and defines Terms of Reference (TOR) for the roles of the Steering Group and Backbone Team.

1. Overview of AFi roles

The AFi consists of a global coalition of civil society representatives including its governing body (the Steering Group) and Supporting Partners. The work of this coalition is supported by a secretariat (the Backbone Team) and further extended by regional teams and working groups. The AFi's approach to governance and operations is designed to maximize positive impact and efficiencies while affording sufficient Steering Group oversight of the initiative to sustain the AFi's consensus-based model, which has been a key element of the initiative and its success from the outset. This is accomplished by empowering the Steering Group to define the strategic direction and key parameters for the initiative and to provide a mandate for the full set of involved entities (i.e., individual Steering Group members, the Backbone Team, regional teams, and Supporting Partners) to implement the strategies and plans accordingly.

The broad organizational structure of the AFi is as follows.

The Steering Group (SG) has the mandate to: 1) provide overall AFi strategic leadership; 2) approve the strategies and workplans under which the AFi operates, remain informed of how strategies and workplans are being implemented, and recommend adjustments as needed; and 3) take decisions regarding the content of the Accountability Framework and certain other materials, as detailed in Section 2. SG members also actively participate in implementation of the initiative, including promoting and supporting adoption of the Framework ("uptake"), based on the capacity and interest of individual SG members.

The Backbone Team (BBT) has the mandate to: 1) coordinate and facilitate effective decision-making of the SG; 2) with guidance from the SG members, produce AFi strategies and workplans; 3) implement those portions of the strategies and plans that are defined as BBT responsibilities; 4) foster effective coordination of AFi activities undertaken by coalition members, BBT, and others; and 5) provide regular and effective communications to ensure that the coalition members remain informed about AFi activities and are able to coordinate and adaptively manage the initiative based on this information. Fulfillment of this mandate is subject to resource availability. The BBT is composed of staff of the Rainforest Alliance and the Meridian Institute. The BBT also recruits, retains, and collaborates with qualified consultants and subgrantees (including AFi coalition members and others) to help implement AFi strategies and work plans.

The roles, responsibilities and decision-making functions of the SG and BBT are further described in Sections 2 and 3, below.

AFi Supporting Partners play an important role in driving uptake of the Accountability Framework across diverse user groups, geographies, and business and policy contexts. Supporting Partners may also offer input into the AFi's strategies and workplans. AFi Supporting Partners are identified or recruited by the SG and/or BBT and approved



by the SG on an ongoing basis to formalize their affiliation with and support for the AFi. The role of each Supporting Partner is documented in writing prior to approval to confirm mutual understanding of how the partner intends to engage with the AFi, for instance by supporting uptake, communications, or advocacy related to the Framework. Supporting Partners do not participate in the Steering Group decision-making's function, as outlined in Sections 2 and 3. However, Supporting Partners do participate in coalition-wide discussions of strategy, tactics, and coordination to optimize the overall collective influence and positive impact of the AFi and its coalition. Details of the Supporting Partner role are elaborated in the separate document entitled "Terms of Reference for AFi Supporting Partners."

Regional teams lead uptake efforts in key countries and regions where soft commodities pose significant risks for forest and ecosystem conversion as well as human rights violations. These teams will typically include one or more coalition member organizations or their national/regional affiliates and may also include organizations outside of the AFi coalition. Regional teams have latitude to design, implement, and fundraise for regional uptake work within the bounds of AFi's strategies and workplans. Regional teams interact regularly with the AFi's global structure (i.e., the SG, Supporting Partners, and BBT) to foster two-way feedback, technical and programmatic support from the BBT, learning, and improvement related to the AFi's strategies, messages, and products in a way that reflects opportunities and challenges in each regional context.

AFi working groups may be established to lead the development of new Framework content (e.g., a new Operational Guidance document), significant revisions to existing sections of content, or supporting materials, if and as warranted in accordance with Section 3.2 of the Phase 2 Strategy (Framework refinement and updating). Working groups are typically open to both Steering Group members and Supporting Partners; in some cases, experts from outside the AFi coalition may also be invited to participate. If the Steering Group wishes to establish any working group as a formally constituted entity (e.g., for the purpose of fostering a more structured, publicly visible content development process), then the group's composition and TOR will be reviewed and approved by the SG at the outset.

2. Roles and responsibilities of the SG and BBT

The SG and BBT each have roles, responsibilities, and decision-making authority related to planning and implementing the AFi. These roles are specified in the tables below, organized around the following areas:

- 2.1 Framework refinement and updating (Section 3.2 of Phase 2 Strategy)
- 2.2 Communications and supporting materials (Section 3.3 of Phase 2 Strategy)
- 2.3 Uptake by global and demand-side actors (Section 3.4 of Phase 2 Strategy)
- 2.4 Application in key commodity-producing regions (Section 3.5 of Phase 2 Strategy)
- 2.5 Communications and claims about use of the Accountability Framework
- 2.6 Fundraising, budget management, and management of the BBT (Section 5 of Phase 2 Strategy)
- 2.7 Monitoring and evaluation (Section 6 of Phase 2 Strategy)

SG members play two sets of roles: 1) those pertaining to the strategic leadership and governance of the AFi; and 2) those involving contributions to implementing the AFi through areas of work including uptake support and communications. The first set of roles are unique to the SG while the second set are played by both SG members and Supporting Partners. For clarity, the SG's roles are grouped into these two categories in the tables that follow.



2.1 Framework refinement and updating

Steering Group roles	Backbone Team roles
<p>Strategic leadership & governance</p> <ul style="list-style-type: none"> • Approve adjustments to the scope of the Framework to add or remove main subject areas (e.g., water, pesticides) • Approve major substantive revisions and additions to the Framework (defined below) • At their option, review minor substantive revisions and additions to the Framework (defined below); also, at their option, identify any such changes over which they would like to have more input or to have approval authority • Determine which Framework revisions or additions will undergo public consultation, and through what process, informed by BBT recommendation <p>Contributions to AFi as a coalition member</p> <ul style="list-style-type: none"> • Participate in Framework content development and revisions per the interests and capacity of each organization 	<ul style="list-style-type: none"> • Keep the SG apprised of major substantive revisions and additions to the Framework that are being drafted and facilitate the deliberation, review, and approval process for such materials • Provide technical, drafting, and/or editorial support (including facilitation of working groups) to prepare draft and final major substantive revisions and additions to the Framework • Prepare draft and final minor substantive revisions and additions to Framework documents; keep SG apprised of such work so that SG may review them or request greater input or approval authority if they so decide • Prepare and publish non-substantive revisions (defined below) to Framework documents when and as needed in BBT’s judgment, and inform the SG of these changes • Recommend which Framework revisions or additions will undergo public consultation, and through what process; manage public consultation processes, synthesize feedback, and present SG with recommendations on how to address comments

Definitions of types of Framework revisions and additions:

- **Major substantive revisions and additions:** a) modifications to the AFi position on existing topics at the level of the Core Principles; b) new Operational Guidance documents or significant additions or modifications to existing documents that change the intent of existing material or add entire new topics; and c) addition of definitions or modifications to the meaning of any definition.
- **Minor substantive revisions and additions:** a) revisions or modest additions to existing Operational Guidance documents that do not change the intent or add entire new topics (e.g., edits made to improve clarity, add detail, or provide examples in response to user feedback); b) revisions to a definition to improve clarity without changing meaning; c) publication of context-specific details or clarifying Q&As that are fully aligned with existing published Framework materials but provide additional contextualized guidance, explication, or clarification.
- **Non-substantive revisions:** a) cosmetic and formatting changes; b) regularizing or updating section references, hyperlinks, logos, etc; and c) correcting small errors in prior versions.



2.2 Communications and supporting materials

While it is difficult to anticipate every type of communications product, supporting tool, or other material that the AFI may wish to develop, this TOR defines a generalized approach to specify which kinds of products are to be approved or reviewed by each of three entities in the communications decision hierarchy: Steering Group (highest level); Editorial Review Group¹ (ERG; middle level); and BBT (lowest level). Following are presumptions that will be followed unless an exception is defined in any given case.²

Products/decisions presumed to require SG approval

- a) Communications products that publicly articulate positions of the AFI coalition at a high level, including sign-on letters. Any coalition member or the BBT may propose the development of such a product. Based on such proposals, the SG will take an initial decision about whether to proceed, about the general content of the communication, and about whether the piece will be published with or without the names and logos of coalition member organizations. Following a decision to proceed, all members of the coalition will be invited to review a draft version of the piece and propose edits or raise concerns. If edits are proposed or concerns raised that would change the original scope or intent agreed by the SG, then an additional round of SG approval will be required following revision. In the case of a sign-on letter (i.e., where specific coalition member names and logos are included), all members of the AFI coalition will be invited to endorse or sign on to the communication. In that case, even if the SG approves the creation of a such a letter, each coalition member retains the right to decide whether their own organization will attach their name and/or logo to the piece.
- b) Public-facing statements or analyses that characterize the degree of alignment between the Accountability Framework and other standards, tools, or guidelines (e.g., specific certification programs). SG-level review is required only for “primary” materials that serve as the AFI’s statement of record about the degree of alignment. Other communications (e.g., Powerpoint slides) derived from these primary materials require only BBT approval.
- c) Decisions about the ways in which the AFI will identify or feature supporters and users of the Framework on its website and in other communications materials, e.g., company users. Note that the SG’s oversight role is to approve the forms of, and main parameters for, communication about Framework supporters or users. Implementation of such agreed-upon forms of communications is delegated to the BBT, including the decision to feature specific users or supporters, in alignment with any parameters specified by the SG.
- d) Major new features or functionalities on the AFI online platform.

Products/decisions presumed to require only ERG review

- a) Stock messaging about the Accountability Framework and the AFI, including top-level descriptors and messages as well as other standard messages (e.g., oriented to specific audiences or contexts) and responses to FAQs.
- b) Case studies about how Framework users have applied the Framework.
- c) Editorial products (such as blog posts or articles in external media) that promote, contextualize, or illustrate applications of the Framework in a manner that substantively goes beyond the content

¹ The Editorial Review Group (ERG) is constituted and authorized by the SG to review certain communications products. Each SG member and each Supporting Partner is welcome to participate in the ERG, represented either by the member’s usual AFI representative(s) or by a communications-focused colleague within the member organization.

² Exceptions may be defined in one of three ways: 1) a higher decision level delegates its presumed authority to a lower decision level in the case of a particular product (e.g., ERG → BBT); 2) a higher decision level chooses to exert authority in a case where a lower decision level would ordinarily have that authority (e.g., ERG → SG); or 3) a lower decision level that has authority requests a higher level decision in a given case because they judge the given product to merit review or approval at that level (e.g., ERG → SG).



parameters already agreed by the SG or reviewed by the ERG. This typically includes editorial products that are not included in item (a) in the next subsection.

Products/decisions presumed to require only BBT approval

- a) Editorial products (such as blog posts or articles in external media) that promote, contextualize, or illustrate applications of the Framework in a manner that substantively adheres to the content parameters already agreed by the SG or reviewed by the ERG. This includes:
 - i. Pieces that are largely based on the stock messaging referenced in item (a) of the preceding subsection
 - ii. Pieces that are largely summaries, re-packing, or derivations of any section of the Accountability Framework or any item (a)-(c) from the above list of “Products/decisions presumed to require SG approval”
- b) Instructional and supporting materials that explain, summarize, or re-package existing Framework content and other approved products. Such materials include topical summaries, instructional briefs, how-to guides, self-assessment tools, webinars, training materials, graphics, explanatory blog posts, or others.
- c) Communications highlighting uses of and support for the Framework or the AFi, consistent with the overall approach to such communications agreed by the SG (item [c] of products/decisions presumed to require SG approval). This may include stakeholder testimonials and summaries of company uses, among others.
- d) Dissemination of all duly approved communications products through media outlets, social media, and coordination or cross-promotion with SG members, Supporting Partners, and others
- e) Maintenance, revisions, and additions to the online platform other than major new features or functionalities

Steering Group roles	Backbone Team roles
<p>Strategic leadership & governance</p> <ul style="list-style-type: none"> • Review and approve products presumed to require SG approval (defined above), unless such decisions are delegated to ERG or BBT <p>Contributions to AFi as a coalition member</p> <ul style="list-style-type: none"> • Participate in, or delegate an organizational colleague to participate in, the ERG, if desired (members may also choose not to participate in the ERG) • Recommend the development of specific communications products or supporting materials that SG members judge are needed or would be useful • Support AFi communications through both “inreach” to organizational colleagues and “outreach” to the member’s partners and stakeholders, per interests and capacity of each organization • In coordination with the BBT, author communications about the AFi for publication by AFi or external outlets, as per capacity and interest of each organization 	<ul style="list-style-type: none"> • Develop tools and supporting materials that support awareness and use of the Framework • Author communications products (or coordinate and review products developed by SG members or other organizations) about the AFi for publication by the AFi and/or external outlets • Keep the SG apprised of communications products and supporting materials that are being drafted, identify timeframes for review and approval, and facilitate approval processes according to the decision-making roles specified above (or any agreed-upon case-specific deviations from these presumed roles) • Lead the publication and dissemination of approved communications products through the AFi website, social media, and/or other media • Coordinate with SG members and other partners to foster broad and aligned dissemination of AFi communications products and messages • Lead and/or coordinate additional outreach and learning efforts such as webinars, presentations, and training sessions for uptake target groups



<ul style="list-style-type: none"> • Provide advice on the selection and scope of analyses to assess alignment between the Framework and other standards, tools, or guidelines, based on member’s capacity and involvement in such initiatives 	<ul style="list-style-type: none"> • Maintain and regularly update the AFi online platform, including adding or revising content and improving the platform’s design, organization, and functionality, subject to SG approval of major new features • In consideration of SG advice, and where priorities dictate and resources permit, conduct or commission analyses to assess alignment between the Framework and other standards, tools, or guidelines
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2.3 Uptake by global and demand-side actors

Steering Group roles	Backbone Team roles
<p>Contributions to AFi as a coalition member</p> <ul style="list-style-type: none"> • Provide tactical guidance on priorities and approach for driving uptake among the AFi’s target uptake groups • Provide input to any uptake strategies that may be developed for coordinated uptake work in specific sectors • Promote and support Framework uptake by the priority global and demand-side target users identified in the AFi’s results frameworks, workplans, and uptake tracker, per interests and capacity of each organization • Furnish the BBT with information about uptake activities and results for the companies and other organizations with whom the member is pursuing uptake so that the BBT can include this information within the AFi’s overall uptake tracking and M&E systems 	<ul style="list-style-type: none"> • Provide overall AFi-wide coordination and tracking of uptake by global and demand-side actors • Establish and operate effective mechanisms for coalition members to remain apprised of uptake progress (at both the aggregate level and with regard to specific organizations) on a frequent basis • Provide technical backstopping to coalition members, service providers, and other organizations that are engaging directly with potential uptake target organizations (e.g., companies), for instance by providing slide decks and clarifying questions about the Framework’s content • As capacity allows, and where coalition members or other partners do not play this role, provide a first point of contact for inquiries, expressions of interest, or questions about applying the Framework (after this first point of contact, BBT will generally seek to turn engagement over to coalition members, service providers, or other organizations) • Lead or coordinate uptake activities with selected peer sustainability initiatives (e.g., roundtables and sector sustainability initiatives) and industry associations • Lead the AFi’s efforts to engage with the reporting and assessment community to help align and strengthen accountability mechanisms related to deforestation and human rights risks and impacts of supply chains³ • Track relevant global events and coordinate AFi’s participation in these events (including participation by coalition members, the BBT, and/or other relevant partners); furnish this information to the coalition on a regular basis

³ This includes reporting platforms such as CDP Forests, assessment methodologies such as Forest 500, and metrics systems developed to guide investor decision-making.



	<ul style="list-style-type: none"> As priorities dictate and resources permit, develop and conduct trainings on the Accountability Framework to support uptake by global and demand-side actors
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2.4 Application in key commodity-producing regions

Steering Group roles	Backbone Team roles
<p>Contributions to AFI as a coalition member</p> <ul style="list-style-type: none"> Participate in the development of uptake strategies and workplans that may be developed for coordinated uptake work in specific regions, per interest and capacity of each organization Provide input into regional uptake strategies Lead or participate in uptake efforts in specific regions per interests and capacity of each organization; this may include joining, or nominating national or regional colleagues to join, Regional Teams as/if appropriate 	<ul style="list-style-type: none"> Coordinate and participate in the development of regional uptake strategies and workplans with coalition members and Regional Teams Support the implementation of regional uptake strategies by providing technical backstopping (e.g., ensuring translation of relevant documents, furnishing training materials, and providing other support) and fostering effective coordination and two-way feedback between the AFI’s global activities and regional uptake efforts In coordination with Regional Teams (where present), provide regular updates to the SG on the status of regional uptake activities and identify upcoming decisions requiring SG consideration

2.5 Communications and claims about use of the Accountability Framework

This section addresses oversight of claims or communications made about the AFI by other organizations as well as the process by which the AFI may choose to endorse or recognize initiatives, tools, or guidance documents that have applied and aligned with the Accountability Framework. With regard to oversight of other entities’ claims/communications, the roles identified in this section are based on the AFI Claims and Communications policy (posted on the AFI website) as well as the internal claims response protocol for monitoring claims and communications – both approved by the SG in May 2019. Pursuant to these documents, it is not the role of the AFI SG or BBT to review and/or approve use of claims made by companies in advance of their publication. However, the SG has recognized that it will be important to monitor published claims and intervene, as necessary, if inappropriate claims are being made.

With regard to AFI’s endorsement or recognition of initiatives or products such as tools or guidance documents that have applied and aligned with the Accountability Framework, the following terms are used:

- Endorse:** To validate the content and recommend the use of a product or initiative because it is highly aligned with the Accountability Framework (on the topics for which its scope and uses overlap with those of the Framework), references the Framework clearly and appropriately, and is seen by the AFI as an effective way for companies to act in accordance with the Framework. Endorsement is typically considered when a product or initiative provides useful detail, contextualization or applicability for a sector, context, or user group whose needs are not fully met by the Accountability Framework as it exists



at that time. As such, endorsement is a means for the AFi to put its support behind additional guidance oriented to its target users without needing to develop such guidance itself.⁴

- **Recognize:** To communicate positively about an initiative, tool, or guidance document that has applied and aligned with the Accountability Framework, without stating or implying that the AFi recommends its use or that it is fully aligned with the Framework. Recognition is an important way to raise awareness of ‘multipliers’ that have aligned with the Framework, thereby promoting wider adoption of Framework-aligned tools, standards and guidelines while creating greater incentives for multipliers to align with the Framework in the first place. Recognition is predicated on technical alignment with the Framework and is achieved primarily through communications products such as blog posts, social media posts, or webinars.⁵

Steering Group roles	Backbone Team roles
<p>Strategic leadership & governance</p> <ul style="list-style-type: none"> ● Identify and review claims made by companies or other organizations regarding use of or alignment with the Accountability Framework; this may be done in a proactive or reactive mode, per level of interest and capacity of each member ● Make the BBT aware of any potentially inaccurate or inappropriate claims identified through such review so that BBT may coordinate SG deliberation and/or response according to the agreed protocol ● Approve statements or responses made in relation to inappropriate claims⁶ ● Approve any AFi endorsement of initiatives or products that provide a robust pathway for users to apply and act in accordance with the Framework ● Approve procedures and guidelines, developed by the BBT, for when and how the AFi endorses or recognizes peer sustainability initiatives, guidelines, or other instances of ‘multiplier’ uptake 	<ul style="list-style-type: none"> ● Identify and review claims made by companies or other organizations regarding use of or alignment with the Accountability Framework to identify inaccurate or inappropriate claims (this will be done systematically although not comprehensively, as outlined in the claims response protocol and subject to BBT capacity) ● Develop standard procedures and guidelines for when and how the AFi endorses or recognizes peer sustainability initiatives, guidelines, or other instances of ‘multiplier’ uptake that have aligned with or incorporated the Framework or its elements ● When appropriate, in accordance with the above-mentioned procedures/guidelines and definitions, develop and disseminate communications materials to recognize other initiatives, tools, or guidance documents that have applied and aligned with the Accountability Framework ● When appropriate, in accordance with the above-mentioned procedures/guidelines and definitions, recommend specific initiatives, tools, or guidance documents to the SG for endorsement

⁴ An example of endorsement is the Steering Group’s December 2021 decision to endorse the Deforestation-Free Finance Roadmap. The SG approved the following statement to communicate this endorsement: *The Accountability Framework initiative (AFi) endorses this roadmap as a means to help financial institutions to act in accordance with the Accountability Framework to address deforestation, ecosystem conversion, and associated human rights risks. By following this roadmap, financial institutions can join other users of the Accountability Framework to help bring about a “new normal” of responsible agricultural and forestry supply chains that protect forests, ecosystems, and human rights.* A recommendation to endorse a given tool/instrument would typically be preceded by an assessment of its alignment with the Framework.

⁵ Examples from late 2021 and early 2022 include promotion of the “deforestation risk toolkit” which portrays how the Accountability Framework, Trase, and Global Forest Watch Pro can be used as complementary tools; and the blog post and newsletter item in February 2022 to help raise awareness of the SBTi FLAG public consultation and to applaud the inclusion of no-deforestation commitment requirement in the draft FLAG guidance.

⁶ Note: because the AFi has not observed any instances of inappropriate claims or communications as of the date of this TOR, the roles outlined here are an initial approach. This approach could change, by SG decision, if warranted by the AFi’s subsequent experience in managing claims or communications.



	<ul style="list-style-type: none"> • If and when peer sustainability initiatives or reporting and assessment initiatives that are working with the AFi on uptake wish to make statements about their user of or alignment with the Framework, provide review of or advice on such statements to encourage accurate and clear communication • Prepare draft statements or responses related to inappropriate claims, as outlined in the claims response protocol
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2.6 Fundraising and management of budget and the BBT

Steering Group roles	Backbone Team roles
<p>Strategic leadership & governance</p> <ul style="list-style-type: none"> • Provide input on how best to optimize use of AFi resources <p>Contributions to AFi as a coalition member</p> <ul style="list-style-type: none"> • Review and provide advice on operational workplans⁷ • Support fundraising to enable implementation of the AFi Phase 2 strategy and associated plans (per level of interest and capacity of each member) • Lead fundraising where a specific SG member is best positioned to lead, including for global-level AFi activities and/or program priorities identified within regional uptake strategies • Inform the BBT about funding needs or requests for each SG member to carry out AFi-related activities 	<ul style="list-style-type: none"> • Prepare operational workplans for SG input⁸ • Coordinate fundraising for the AFi overall • Lead global fundraising efforts where BBT is best positioned to lead⁸ • Coordinate and/or support fundraising for regional efforts on behalf of AFi based on uptake priorities identified for each region by members of the AFi coalition, regional teams, and the BBT • Review and take operational decisions about budget and personnel as necessary to optimally advance strategies and workplans, fulfill obligations to funders, and maintain the most relevant and necessary sets of skills and experience within the BBT • Keep the SG informed about funding needs, fundraising efforts, budgets, and planned major expenditures (e.g., large sub-grants or major contracts) • Select, retain, and manage consultants and subgrantees (or provide other types of support, such as travel support or honoraria) to optimally advance the AFi and achieve the intended program results • Keep the SG updated on BBT composition and on the roles of each BBT team member

2.7 Monitoring and evaluation (M&E)

Steering Group roles	Backbone Team roles
Strategic leadership & governance	<ul style="list-style-type: none"> • Carry out M&E activities following the AFi's multi-year results frameworks and funder M&E requirements

⁷ As of the date of this TOR, this is done through the SG's review and discussion of annual workplans prepared by the BBT early each year, as well as biannual progress updates, which include a set of priorities for the upcoming quarters.

⁸ SG member logos will not be used on funding proposals except when explicitly authorized.



<ul style="list-style-type: none">• Provide input into the AFI's M&E approach as desired• Review M&E results and make recommendations for adjusting AFI strategies, tactics, priorities, or activities accordingly⁹	<ul style="list-style-type: none">• Summarize M&E results to the coalition and engage the coalition members in discussions about the initiative's progress and any needs for adjustment¹⁰
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3. Steering Group decision-making, membership, and communications

3.1 Steering Group decision-making process

This sub-section specifies the process for taking decisions that require SG approval or agreement, as per the decision-making roles described in Section 2.¹⁰

The SG will strive to make decisions by consensus, meaning that all SG members are either supportive of a proposed decision or are not fully supportive but choose not to block the group from moving forward with a decision supported by the other SG members. If one or more SG members are not fully supportive of a decision but choose not to block it, they may choose to have their dissent and the reason for it recorded. This is an important mechanism for identifying minority views so that they may be considered in the further development of the AFI. Members may also abstain from a pending decision, which also shall not prevent a decision from being considered to have been taken by consensus. An SG member who disagrees with a proposed decision may choose to block the SG from taking that decision by consensus. In that event, the decision is considered not to have been approved, and the SG will continue to engage in dialogue with the aim of developing a revised proposal that will be amenable to consensus-based approval. If it becomes clear after such further deliberation that consensus cannot be achieved, the SG will take a decision about whether and how best to move forward to either accommodate the minority view or find an alternative course of action that advances the mission of the AFI.

Decisions requiring SG approval will generally be discussed and may be taken during SG meetings (in-person or via tele-conference). If any members are absent from such meetings or request additional time to consult with organizational colleagues prior to taking a decision, then a subsequent no-objections period may be used to invite input from all members or to confirm a provisional decision taken during a SG meeting. A no-objections review period may also be used, with or without a prior SG meeting, to confirm approval of documents, including those identified in Section 2.2 as requiring SG approval. The BBT will recommend the length of the no-objection period based on relevant factors in each given case, such as the importance of the decision, complexity of the topic and/or need for review by SG members' internal colleagues. SG members may request a longer no-objections period than the one proposed by the BBT, if they so deem necessary. The no-objections review period will commence with the BBT sending an e-mail to the SG listserv summarizing the nature of the decision to be made, the provisional decision or recommendation under consideration, any relevant documents or supporting materials, and the deadline for responding.

The lack of response on a proposed decision during a no-objections review period will be construed as support for the proposed decision under the SG consensus-based decision-making approach. If SG members provide minor

⁹ As of the date of this TOR, this is done through the SG's review and discussion of biannual progress updates, which including monitoring data as well as qualitative assessments of the initiative's progress.

¹⁰ For decisions on matters not specified as requiring SG approval, such as on administrative matters (e.g., scheduling of SG meetings), there is no formal decision-making process defined as part of the AFI's governance. The SG and BBT will strive to make such decisions in an inclusive and efficient manner, with the BBT serving to facilitate this process.



comments during the no-objections period (e.g., on a draft document), the BBT will incorporate them into the final version, which will then be considered to reflect the consensus of the SG. If members provide major comments or raise blocking concerns during the no-objections period, then the BBT will facilitate further deliberation with the aim of reaching consensus by addressing blocking concerns and/or confirming that incorporation of the major comments is agreeable to the full SG membership.

3.2 Steering Group composition and membership

Composition

The SG will consist of up to 16 members at any given time. The BBT and SG members will endeavor to recruit and retain a membership that includes representation from both global perspectives and tropical commodity-producing countries and that includes expertise and reflects civil society leadership on the range of environmental and human rights issues included in the AFI scope, as well as on the key applications of the Framework required to achieve the initiative's outcomes and impacts in accordance with its theory of change. To the extent that it proves impracticable to recruit or retain some of these desired representatives at any given time, the BBT and SG members will seek to engage organizations, experts, and leaders with these same characteristics in the AFI in other ways (e.g., as Supporting Partners or participants in working groups or regional teams).

Criteria for inclusion

Steering Group members must meet the following criteria:

- The organization that the member represents or is affiliated with must have a mission and objectives that support and are aligned with the [AFI's vision](#) and the [Core Principles of the Accountability Framework](#).
- The organization is not promoting positions or engaging in activities that are contrary to the AFI's vision and the Core Principles of the Accountability Framework.
- There is no conflict of interest.
- The organization has interest and capacity to engage with the AFI on topics of mutual interest and benefit.
- The organization is interested and able to engage with specific target audiences to help drive awareness and uptake of the Accountability Framework.

Steering Group representation

Each SG member serves with the intent of representing the perspectives of the specific entity that this person has been designated to represent. This may be an organization or, particularly in the case of regional representatives, the perspective of stakeholders in that region. A SG member might also serve as an individual member, representing a certain area of expertise. SG members shall be independently nominated by their respective organization or stakeholder group.

Each SG member has a designated alternate (and second-alternate if desired by the SG member) who represents the organization or stakeholder group in the event that the member is unable to participate in any given meeting or activity. Individual members do not need an alternate.



Addition, removal, or resignation of Steering Group members

SG members may be added to the SG to fill a vacancy due to the departure of a SG member or to increase the diversity of representation. The following process is used to add an SG member:

- Step 1: The SG or BBT identifies an organization or stakeholder group that they believe would be important to have represented on the SG.
- Step 2: An SG or BBT member invites the organization or stakeholder group to nominate a representative to serve on the SG; the organization or stakeholder group indicates interest in doing so and nominates a representative.
- Step 3: The SG takes a decision on whether to approve the candidate SG member, following the ordinary SG decision-making process.
- Step 4: If the decision is taken to approve the candidate SG member, that person is considered formally part of the SG once s/he acknowledges and agrees to these Terms of Reference.

An SG member may change the designated representative of their organization or stakeholder group at any time without the need for SG approval. However, to ensure continuity in representation, these changes should be made infrequently, if at all.

If an organization or stakeholder group no longer wishes to be represented on the SG, the SG member representing that organization may resign at any time. However, it is requested that before taking this step, the SG member would inform the SG or BBT as to the reason for resigning such that there is an opportunity for these reasons to be discussed and possibly resolved before proceeding with resignation. If the SG member decides to resign, then it is requested that the SG member, the SG and the BBT work together to agree on public-facing communications regarding the resignation.

The SG may ask an SG member to resign, or may involuntarily expel a member, if either of the following two breaches of SG member responsibility occur:

- the SG member behaves in a way that actively undermines the objectives, strategy, or integrity of the AFi; or
- the SG member consistently fails to fulfill the expectations of this Terms of Reference, including frequent absences from meetings without coverage by an alternate.

Before proceeding with a request to resign or an expulsion, the SG or BBT will attempt to work with the SG member to amicably and effectively remedy the matter of concern. If the SG proceeds with a request to resign or an expulsion, the SG, at its discretion, may (but need not) seek to replace the outgoing SG member with a new SG member representing the same organization or stakeholder group. By mutual agreement, an outgoing SG member and the AFi may choose to develop a joint statement on the reason for the member's departure.

3.3 Meetings and communications

Communication to and among the SG as a whole will take place primarily via e-mail as well as during meetings. SG e-mails will be sent to all active SG members with a copy to all designated alternates.

The SG will meet regularly to conduct its business. AFi coalition workshops (including both the SG and the Supporting Partners) are expected to take place approximately twice per year for 2-3 days per meeting, with a mix of virtual and in-person meetings as dictated by meeting objective, cost, and logistical considerations. Additionally, the SG as well as the full AFi coalition are each expected to meet regularly by tele-conference. Meeting frequency and duration will be determined by the BBT in a manner that reflects the preferences of the SG and the full coalition, respectively. Indicatively, the SG and the full coalition would each meet roughly four times per year for 90 minutes per meeting, in addition to the two multi-day workshop sessions. Other virtual work sessions may also



be conducted periodically as necessary. Every effort will be made to hold meetings in places and at times that are convenient for the largest possible number of SG members.

Meeting proceedings will be documented in meeting summaries that include at a minimum: 1) a list of all participants; 2) a list of agenda topics and any additional substantive issues discussed; and 3) outcomes of any decisions, including the reason for the decision and the results of the decision-making process as described in Section 3.1. Meeting summaries will be circulated to SG members via the SG listserv and/or other convenient means.

In addition, the BBT will regularly keep the SG informed of the initiative's progress and relevant activities. This will be done primarily by means of regular progress reports, supplemented, as needed, by email or other methods, as appropriate. Examples of topics and activities on which updates will be provided are included in the tables in Section 2.

4. Steering Group conduct and participation

To ensure the effectiveness of the SG and the AFi overall, SG members agree to the following roles for conduct and participation:

Serving as an effective representative

- understand and adhere to these Terms of Reference
- interface with the BBT periodically, sharing updates on uptake activities in which the SG member and his/her respective organization has been engaged, and coordinate future engagement opportunities
- present views, proposals or recommendations (in SG deliberations and other workstreams) that reflect the perspectives of the organization or stakeholder group that the SG member represents
- seek to secure and maintain organizational-level support for and endorsement of AFi – ideally at the executive level – as well as incorporation of the Accountability Framework in the organization's work related to forest and ecosystem conservation, human rights, and supply chain accountability
 - bring concerns to the attention of the SG or BBT if challenges are encountered with the above efforts; these should be identified at an early stage so that such challenges may be addressed to the extent possible
- raise any potential concerns about participation in the SG or AFi overall (e.g., capacity constraints, misalignment with organizational priorities, etc.) with the BBT at an early stage so that such issues can be discussed and potentially resolved in a constructive manner
- disclose any perceived or actual conflict of interest to the BBT and SG at the time that any such matter becomes known to the SG member

Fostering effective and efficient meetings and decision processes

- participate in all in-person and virtual SG meetings; when unavailable, ensure participation of a designated alternate
 - if both are unavailable: notify the BBT of the planned absence ahead of time, providing any necessary input ahead of time, and review the meeting summary afterwards to stay abreast of discussions, decisions, and next steps
 - the SG member is responsible for ensuring coordination with the alternate in order to maintain effective and continuous representation on the SG
- offer timely and constructive input on proposals and draft documents to help accelerate the decision-making process
- adhere to the decision-making rules (Section 3.1)



Promoting awareness, appreciation, and uptake of the Accountability Framework

- conduct 'inreach' within the SG member's organization or stakeholder group to raise awareness of the Accountability Framework and to enable and encourage colleagues to serve as effective ambassadors for its use
- communicate about the AFi and Accountability Framework to external audiences through the use of AFi-developed messages and media (e.g., slide decks, talking points, and AFi communications products), or other messages and media that are derived from or consistent with them

5. Terms of Reference review and revision

This Terms of Reference remains in force until it is superseded or annulled.