



The Accountability Framework initiative (AFi)

Governance for AFi Phase 2

(Including Terms of Reference for the AFi Steering Group, Backbone Team, and other entities)
January 2020

This document specifies the governance of the Accountability Framework initiative (AFi) during its Phase 2 (2020-2022) and defines Terms of Reference (TOR) for the roles of the Steering Group, Backbone Team, and other groups formally involved in the initiative. It supersedes the April 2017 TOR that guided the AFi's first phase from 2017 through 2019.

1. Overview of AFi roles

The AFi is led by a global coalition of civil society representatives (the Steering Group), further guided and implemented by Regional Teams and Supporting Partners, and supported by a secretariat (the Backbone Team). The AFi's approach to governance and operations – as outlined in this document and in the Phase 2 Strategy – 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 approach is accomplished, in part, through the Phase 2 strategy, Focused Uptake Strategies, and work plans. These enable 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 will operate, remain informed of how strategies and workplans are being implemented, and take decisions to adjust these as needed; and 3) take decisions regarding the content of the Accountability Framework. The SG delegates review and approval of certain other external-facing AFi products (e.g., communications materials) as described in Section 2, but may choose to take decisions themselves in the case of specific products that the SG deems to be of high importance or potential risk. SG members also actively participate in implementation of the Phase 2 Strategy, including promoting and supporting adoption of the Framework (“uptake”) and regional work, 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) in coordination with SG members, produce AFi strategies and workplans for SG review and approval; 3) implement those portions of the strategies and plans that are defined as BBT responsibilities once those plans have been approved by the SG; 4) foster effective coordination of AFi activities undertaken by SG members, BBT, and others; and 5) provide regular and effective communications to ensure that the SG members remain informed about AFi activities and are able to 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 SG member organizations and others) to implement portions of its mandate.



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

Regional Teams lead uptake efforts in geographic contexts where the AFi is pursuing focused regional uptake strategies. These teams will typically include one or more SG member organizations or their national/regional affiliates and may also include representatives of other non-SG organizations. Regional teams have latitude to design, implement, and fundraise for regional uptake work within the bounds of the Focused Uptake Strategies approved by the SG. Regional teams interact regularly with the AFi's global structure (i.e., the SG 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 Supporting Partners play an important role in extending the reach and impact of the AFi through its various outreach and uptake pathways and may also offer input on AFi strategies and plans. 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 initiative's formal decision-making and management processes outlined in Sections 2 and 3.

Full detail on the nomination, approval, roles, and operational aspects of AFi Supporting Partners is provided in the separate document entitled "Terms of Reference for AFi Supporting Partners."

AFi Drafting Groups may be established to lead the development of new Framework content (e.g., a new Operational Guidance document) or significant revisions to existing sections of content, if and as warranted in accordance with Section 3.2 of the Phase 2 Strategy (Framework refinement and updating). If Drafting Group(s) are established, the SG may choose to establish each such group as either an informal working group of self-nominated SG members or as a formally constituted group including both SG members and other experts. In the latter case, 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 implementation for each component of the Phase 2 Strategy as well as other key aspects of the initiative. 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 Reviewing and, if necessary, responding to claims and communications regarding use of the Accountability Framework by companies and other actors
- 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)



2.1 Framework refinement and updating

Steering Group roles	Backbone Team roles
<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 • Participate in Framework content development and revisions by providing input on SG calls, participating in drafting groups, and reviewing draft materials, as per the interests and capacity of each organization • Determine which Framework revisions or additions will undergo public consultation, and through what process, informed by BBT recommendation 	<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 Drafting 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) 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.
- **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 may be created during the course of Phase 2, this TOR defines a generalized approach to specify which kinds of products are to be approved by each of three entities in the communications decision hierarchy: Steering Group (highest level); Editorial Review Group¹ (ERG; middle level); and BBT (lowest

¹ The Editorial Review Group is constituted and authorized by the SG to review and approve certain communications products. Its composition and editorial review process are specified in the following document: <https://drive.google.com/open?id=1Zup9aatKJ7VxLWbm1AZAkTNMdC1NrDPT>.



level). Following are presumptions that will be followed unless an exception is defined in any given case. Exceptions may be defined in one of three ways: 1) a higher decision level delegates its presumed decision 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 decision 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 and approval at that level (e.g., ERG → SG).

Communications products/decisions presumed to require SG approval

- Tools developed to facilitate use of the Framework that are likely to be a main way that users interact with the Framework (e.g., self-assessment tools)
- Communications products that articulate positions of the AFi coalition at a high level (e.g., September 2019 Call to Action letter)
- 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)
- Major new features or functionalities on the AFi online platform

Communications products/decisions presumed to require only ERG approval

- Editorial products that promote or contextualize the AFi or Framework in a manner that goes beyond mainly summarizing existing Framework content and AFi positions²; these products may include blog posts, articles in external media, or others

Communications products/decisions presumed to require only BBT approval

- Communications or instructional materials that explain, summarize, or re-package existing Framework content and other approved products; such materials include instructional briefs, webinars, training materials, graphics, explanatory blog posts, or others
- Dissemination of all duly approved communications products through media outlets, social media, and coordination or cross-promotion with SG members, Supporting Partners, and others
- Maintenance, revisions, and additions to the online platform other than major new features or functionalities

Steering Group roles	Backbone Team roles
<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 • Participate in, or delegate an organizational colleague to participate in, the ERG, if desired (members may also choose not to participate in the ERG) 	<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

² For instance, a blog post or article that explains how application of the Framework contributes to nature-based climate solutions or how the Framework is similar to or builds upon current social auditing practice. This also includes general messaging about how the Framework relates to certification or other peer initiatives. However, external-facing publications that specifically describe the degree of alignment or misalignment between the Framework and other tools/initiatives are presumed to require SG approval.



<ul style="list-style-type: none"> • 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 • 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 	<p>approval, and facilitate approval processes according to the decision-making roles specified above (or any agreed-upon case-specific deviations from these presumed roles)</p> <ul style="list-style-type: none"> • 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 • 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
<ul style="list-style-type: none"> • Based on the Phase 2 strategy, provide tactical guidance on priorities and approach for driving uptake among the target uptake groups • Review and approve any Focused Uptake Strategies that may be developed for coordinated uptake work in specific commodity sectors³ • Promote and support Framework uptake by the priority global and demand-side target users identified in the Phase 2 strategy, Focused Uptake Strategies, and 	<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 SG 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 SG 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 SG 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

³ Focused Uptake Strategies are used to develop a situation analysis, theory of change, strategy, and tactics to guide a concerted and coordinated uptake approach for specific regions or commodity sectors. It is anticipated that such strategies may be developed for a subset of the commodity sectors on which the AFi focuses (e.g., palm oil, beef/leather, pulp/timber, soy, rubber) where it is most critical to develop a systematic and synergistic approach to prioritize and drive uptake with key companies, associations, and influencers within a given sector.



<p>uptake tracker, per interests and capacity of each organization</p>	<p>point of contact, BBT will generally seek to turn engagement over to SG members, Supporting Partners, service providers, or other organizations)</p> <ul style="list-style-type: none"> • 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 chains⁴ • Track relevant global events and coordinate AFI's participation in these events (including participation by SG members, the BBT, and/or other relevant partners); furnish this information to the SG on a regular basis • 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
<ul style="list-style-type: none"> • Participate in the development of Focused Uptake Strategies that may be developed for coordinated uptake work in specific regions⁵, per interest and capacity of each organization • Review and approve regional Focused 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 Focused Uptake Strategies with SG members, Regional Teams, and/or Supporting Partners • Support the implementation of SG-approved Focused 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

⁴ This includes reporting platforms such as CDP Forests, assessment methodologies such as Forest 500, and metrics systems developed to guide investor decision-making.

⁵ Focused Uptake Strategies are used to develop a situation analysis, theory of change, strategy, and tactics to guide a concerted and coordinated uptake approach for specific regions or commodity sectors. It is anticipated that such strategies may be developed for certain regions where a coordinated approach is needed to drive uptake by key companies and NGOs in consideration of the local enabling environment.



2.5 Managing claims and communications related to use of the Accountability Framework

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.

Steering Group roles	Backbone Team roles
<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 	<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) 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 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

2.6 Fundraising and management of budget and the BBT

Steering Group roles	Backbone Team roles
<ul style="list-style-type: none"> Review and approve operational workplans 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 	<ul style="list-style-type: none"> Prepare operational workplans for SG review and approval Coordinate fundraising for the AFi overall Lead global fundraising efforts where BBT is best positioned to lead⁷ Coordinate and/or support fundraising for regional efforts on behalf of AFi based on approved Focused Uptake Strategies Review and take operational decisions about budget and personnel as necessary to optimally advance

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.

⁷ SG member logos will not be used on funding proposals except when explicitly authorized.



<p>within approved Focused Uptake Strategies</p> <ul style="list-style-type: none"> • Inform the BBT about funding needs or requests for each SG member to carry out AFi-related activities • Review AFi budgets and provide input on how best to manage and optimize use of AFi resources 	<p>strategies and workplans, fulfill obligations to funders, and maintain the most relevant and necessary sets of skills and experience within the BBT</p> <ul style="list-style-type: none"> • Keep the SG informed about funding needs, fundraising efforts, budgets, and planned major expenditures (e.g., large sub-grants for regional uptake partners or major contracts, such as for building the Online Platform) • Select, retain, and manage consultants and subgrantees (or provide other types of support, such as travel support or honoraria) to execute activities that BBT is responsible for carrying out or coordinating with project resources that BBT manages • Keep SG updated on BBT composition and on the roles of each BBT team member
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2.7 Monitoring and evaluation (M&E)

Steering Group roles	Backbone Team roles
<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 accordingly 	<ul style="list-style-type: none"> • Carry out M&E activities following the Phase 2 Strategy and funder M&E requirements • Summarize M&E results to SG and engage SG in discussions about the initiative's progress and any needs for adjustment

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 2.⁸

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. If a SG member disagrees with a proposed decision, s/he may choose to block the SG from taking that decision by

⁸ 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 BBT serving to facilitate this process.



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 a document that has been changed since its last SG review. 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 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 15 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. 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).

The composition of the SG as of the date of this document is as follows:

	Members represent
1	National Wildlife Federation
2	Proforest
3	Rainforest Alliance
4	ResourceTrust
5	Social Accountability International
6	Silas Siakor (independent – Liberia)



7	Gita Syahrani (independent – Indonesia)
8	The Nature Conservancy
9	Verité
10	World Resources Institute
11	WWF

Steering Group representation

Each SG member serves with the intent of representing the perspectives of the specific entity that s/he 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, s/he 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. In-person meetings are expected to take place approximately twice per year for 2-3 days per meeting; virtual meetings are expected to take place approximately once a month for 90 minutes per meeting. Longer 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.

In addition, the BBT will regularly keep the SG informed of relevant activities not discussed during meetings via email, uptake trackers, 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 between him/herself and 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 shall be in force for the duration of AFi Phase 2 (i.e., through the end of 2022), unless it is revised sooner, which may be done according to the regular decision-making process (Section 3.1). The SG will endeavor to renew or update this TOR prior to the end of 2022.