

The Copper Mark Advisory Council Terms of Reference

Revision Date:	Publication Date:	Organization:
07 / 02 / 2020	N/A	The Copper Mark
Title:		Type:
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Objective

The purpose of the Copper Mark Advisory Council (herein “the Advisory Council”) is to advise the Copper Mark Board of Directors (herein “the Board”) by providing recommendations on the implementation of the Copper Mark’s vision and mission.

Overview

The vision of the Copper Mark is for copper supply chain actors with the Copper Mark to be recognized by their employees, neighbors, customers, investors and civil society as having adopted internationally-accepted responsible operating practices and making significant contributions to the UN Sustainable Development Goals.

To help achieve this goal, the Copper Mark integrates the multi-stakeholder Advisory Council in its governance structure. The Advisory Council plays an instrumental role in ensuring the Copper Mark’s assurance framework is recognized as a credible way for companies to meet current and emerging responsible production expectations of their customers, investors and civil society stakeholders.

Roles and Responsibilities

The Advisory Council’s shall advise the Board on the Copper Mark’s program development and implementation, as well as its organizational development.

The Advisory Council’s responsibilities include, but are not limited to:

Organizational development:

- Advise the Board on the vision and mission of the Copper Mark, taking into account evolving and emerging expectations of customers, investors, regulators and civil society regarding responsible production and responsible sourcing practices;
- Advise the Board on the strategy to achieve the Copper Mark’s vision and mission;
- Identify opportunities for continuous improvement to strengthen the Copper Mark organization, including but not limited to, a regular review of its governance structure.

Program development and implementation:

- Provide recommendations to the Board regarding the design and implementation of the Copper Mark Assurance Framework so as to ensure the Copper Mark is recognized by all key stakeholders as a credible and transparent framework;
- Advise the Board on the design, roll out and implementation of additional program elements envisaged by the Copper Mark including, but not limited to:
 - Due Diligence Standard
 - Chain of custody system
 - Addition of fabricators to the Copper Mark assurance framework
 - Inclusion of recycled material
 - Integration of additional SDGs

- Recommend the establishment of working groups to the Board;
- Delegate tasks to working groups and oversee their implementation.

Advisory Council Participation

Composition

The Advisory Council shall be composed by copper industry and non-industry representatives in such a manner that ensures a balanced representation of interests. The following stakeholders are considered for the Advisory Council:

Industry:

- Producers (miners / smelters / refiners)
- Trading companies
- Fabricators
- Downstream users

Non-industry:

- Civil Society Organizations
- Academia
- Financial Institutions
- Metal Exchanges
- Governmental Organizations

Advisory Council participants shall be appointed by the Board and will serve in their individual capacity for a two (2) year term. Participants may extend their participation once, for another two (2) year term, subject to approval of the Board. The Board will appoint the Chair for the Advisory Council.

Participant Contributions

Participants are expected to contribute to the Advisory Council by:

- Attending meetings via teleconference;
- Attending up to two (2) in-person meetings per year;
- Reviewing materials prepared by the Copper Mark working groups or staff in advance or in between meetings of the Advisory Council;
- Provide input and feedback on the materials prepared by the Copper Mark working groups or staff in writing and / or during the Advisory Council meetings;
- Raising awareness of the Copper Mark among their organizations and networks;
- Identify and bring to the attention of the Copper Mark staff any opportunities for improvement for the Copper Mark organization and its programs.

Agenda Setting & Decision Making

The Advisory Council sets its own agenda following direction of the Board.

The Advisory Council is a forum for discussion but may submit proposals to the Board. The Advisory Council shall seek agreement from all participants on a proposal. Where agreement cannot be reached, the proposal shall be put to a vote. Each Advisory Council participant has one vote.

Proposals with a material impact the Copper Mark organization or programs will be presented by the Copper Mark staff to the Board for review and decision. Where no consensus was reached, minority participants of the Advisory Council shall be allowed to present their views directly to the Board. The Board will record all proposals received from the Advisory Council and will inform the Advisory Council of its decision.

Proposals that do not present material impacts to the Copper Mark organization or programs will be evaluated and, where feasible and appropriate, implemented by the Copper Mark staff.

Working Groups

The Advisory Council may propose the formation of working groups to further develop the Copper Mark program. Such proposals shall include:

- The proposed composition of the working group;
- The working group's roles and responsibilities;
- Expected deliverables of the working group;
- An estimated timeline for the working group to develop the deliverables.

Working groups may be composed of Advisory Council participants as well as any other stakeholders. Working groups will be chaired by the Copper Mark staff or an Advisory Council participant.

Deliverables of the working groups will be presented to the Advisory Council for review and adoption.

Administration

The working language of the Copper Mark Advisory Council is English.

Compensation

For **non-industry** Advisory Council participants, the Copper Mark may pay the following:

- Costs incurred to attend Advisory Council in-person meetings will be reimbursed for lowest economy class airfare(return) and accommodation, up to a maximum of US\$1'500 per person, per meeting.
- An honorarium of US\$3'000 per person, per year of service. Advisory Council participants may decide to waive the honorarium if their time is otherwise compensated.

Amendments to the Terms of Reference

The Copper Mark will review the Terms of Reference with the Advisory Council on a regular basis, but no less frequent than every two (2) years.