

Rooted in responsibility, driven by purpose.

# GOVERNANCE

## Handbook

V5.0 NOVEMBER 2026

RESPONSIBLE JEWELLERY COUNCIL

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Dated: November 2026
Version 5.0

# ABOUT THE RJC

The Council for Responsible Jewellery Practices Ltd., hereinafter referred to by its trading name, the Responsible Jewellery Council (RJC or Council), was founded in 2005 as a not-for-profit organisation with the aim of ensuring consumer confidence in the jewellery and watch industry. The resulting RJC certification standards have become the industry's recognised standards for due diligence and supply chain integrity.

The RJC certification system enables participating member companies to demonstrate conformance to the highest global ethical, social, human rights and environmental business practices.

The RJC system is representative of industry best practice and complies with the ISEAL Code of Good Practice for Sustainability Systems.

The Responsible Jewellery Council has the following vision, mission and values.

# MISSION

We strive to be the recognised standards and certification organisation for supply chain integrity and sustainability in the global jewellery and watch industry.

# VISION

Our vision is a responsible worldwide supply chain that promotes trust in the global jewellery and watch industry.

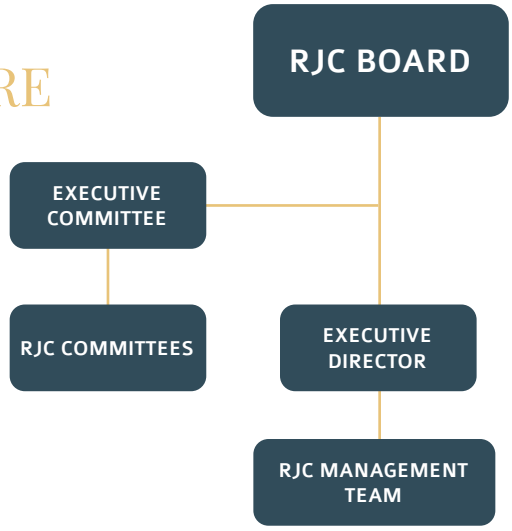
# VALUES

These values guide our decisions and actions:

- We are respectful and fair
- We practice honesty, integrity, and accountability
- We engage in open collaboration

# GOVERNANCE STRUCTURE

The governance structure of the RJC is:




The current members of the Board and the committee chairs can be found on the RJC website at **https://www.responsiblejewellery.com/about-rjc/governance**

# ABOUT THIS HANDBOOK

This handbook stipulates the requirements regarding the implementation of the RJC Memorandum of Association and the Articles of Association, and the management of the Board, its committees and Council and the Complaints and Grievance Mechanism.

This is a version-controlled document and the RJC reserves the right to revise it when necessary. The version posted on the RJC website supersedes all other versions.

To verify this document is current, please visit: https://www.responsiblejewellery.com/about/governance/

**DISCLAIMER**

No guarantee, warranty or representation is made as to the accuracy or completeness of this document and other documents or information sources referenced in it. If there is any discrepancy between this document and the Articles of Association, then the Articles of Association will take precedence. Use of this document is not intended to and does not replace, contravene or otherwise alter the requirements of any applicable national, state or local governmental statutes, laws, regulations, ordinances or other requirements regarding the matters included herein.

Use of this document is neither intended to, nor does it, create, establish or recognise any legally enforceable obligations or rights against the RJC and/or its members or signatories. Non-members shall have no legal cause of action against the RJC, its Directors, employees, workers and contractors (including consultants) and/or its members for failure to comply with this document.

# ENQUIRIES, FEEDBACK OR COMPLAINTS

The RJC welcomes feedback on this document. Please contact the Responsible Jewellery Council by email, telephone or post:

Email: info@responsiblejewellery.com

Telephone: +44 (0)20 7321 0992

Responsible Jewellery Council
3rd Floor, Hind House
2-3 Hind Court
London EC4A 3DL, United Kingdom

The Responsible Jewellery Council is a trading name of the Council for Responsible Jewellery Practices Ltd, which is registered in England and Wales with company number 05449042.

Any complaints relating to this document can be submitted through the RJC Complaints and Grievance Mechanism https://www.responsiblejewellery.com/contact-rjc/#complaints or by telephone: +44 (0)20 7321 0992.

# PURPOSE AND SCOPE

The Governance Handbook has been approved by the Board of Directors in November 2026. It provides:

- direction to the Council on the responsibilities of the Board and the establishment, composition and terms of reference for committees of the Council;
- the criteria for membership of the Council;
- member subscriptions;
- disciplinary action against members;
- election or appointment of directors of the Council; and
- requirements for proceedings of the Board that are all governed by the Articles of Association and the composition and terms of reference of the committees.

# INTRODUCTION

The Memorandum of Association and the Articles of Association are the founding documents of the Council.

- The Memorandum of Association records the incorporation of the Council as a private company registered in England and Wales under the UK Companies Act and establishes the Council's objectives and powers.
- The Articles of Association (the Articles) provide details about the Council's internal management, including the powers and responsibilities of the Board as well as disciplinary action.

This handbook stipulates the requirements on how the Council is managed. If there is any variation between this handbook and the Memorandum of Association or the Articles, then the Memorandum of Association and the Articles will take precedence.

The RJC seeks to ensure transparent, representative and appropriate governance for its entire membership. This handbook preserves the RJC's philosophy of seeking the consensus of all participants in the decisions of the various RJC committees. However, it provides for mechanisms that can allow decisions to be made when consensus cannot be achieved.

# ANTITRUST POLICY AND RULES

The RJC is committed to complying with all relevant antitrust and competition laws and regulations and, to that end, has adopted an antitrust policy statement, compliance with which is a condition of continued RJC membership. Failure to abide by these laws can potentially have extremely serious consequences for the RJC and its members, including heavy fines and, in some jurisdictions, imprisonment for individuals. Members are therefore asked to have due regard to this policy in respect of all RJC activity.

# MEMBERSHIP AND OTHER AFFILIATIONS

Membership is divided into commercial members and association members.

Commercial membership is open to those organisations that are actively involved for commercial reasons in the industry. Commercial members are divided into member forums each representing a particular stage or activity within the jewellery and watch supply chain. Upon joining the RJC, applicants achieve uncertified RJC membership status until their first certification audit takes place and their first certificate is issued. Resigned members applying to return shall adhere to the relevant resigned members rules.

**Applicants for commercial membership of the RJC must complete all required details and supply all required documents to allow the RJC Membership team to complete due diligence with respect to the applicant entities and individuals. The application document is completed in digital format and is called the Commercial Membership Application Form and Membership Agreement. The Membership Agreement constitutes a legal agreement between the applicant and the RJC. The application procedure is explained by the Commercial Membership Application Guidance.**

Association membership is open to any trade association representing organisations actively involved for commercial reasons in the industry. Association members shall be members of the Council in their own right as an association with the full right to attend and vote at relevant meetings, but such membership shall not confer membership of the Council or any rights or obligations in relation thereto on the individual members of such trade association.

Applicants for association membership must complete all required details and supply the required documents, using the application document in digital format – the Association Application Form and Membership Agreement - available on the RJC website.

Other affiliations are as follows.

Supporter status is open at the discretion of the Board. A supporter is an organisation that is not part of the jewellery and watch supply chain from mine to retail, but which seeks to support the RJC's work through financial and/or in-kind support. Supporters of the RJC play the very important role of extending the outreach of the RJC through disseminating information about the Council and its activities to their respective contacts and supporting its key activities. Supporter eligibility requirements are those that don't meet the commercial or association membership requirements, are not part of the jewellery and watch supply chain from mine to retail and are exempt from the role of consultant, advisor, third-party auditor or any other similar entity.

Stakeholder status is open, at the discretion of the Board, to governmental and non-governmental organisations and other interested persons that wish to enter into dialogue with the Council and to assist the Council in attaining its objectives. Stakeholders shall be entitled to make their views known to the Council through co-option onto a relevant committee or otherwise as the Board or Executive Committee may decide from time to time but shall, otherwise, be entitled to attend meetings of the Council or of its committees by invitation only and shall not be entitled to vote at any such meeting.

Every member is required to pay an annual subscription at such times and according to such scales as determined by the Board. The Board has the right from time to time to make additional calls on the commercial members for such amount and according to such scales as they deem necessary to fund expenditure in relation to specific projects implemented by the Council.

Every member will, while it is a member and after its membership comes to an end, keep confidential all material with which it comes into contact through its position as a member save to the extent that disclosure of such material is required by law or by the requirements of any court of competent jurisdiction or the rules of any recognised stock exchange or relevant regulatory authority.

Each member who provides assistance to the Council agrees that any materials created solely in the course of providing assistance to the Council shall vest in the Council, and the Council is not bound to give a credit of any kind or nature to the authors in such material.

## COMPLAINTS AND GRIEVANCE MECHANISM

The RJC Complaints and Grievance Mechanism (the Complaints Mechanism) enables the fair, predictable, rights-compatible and transparent resolution of complaints and grievances raised with the RJC. The Complaints Mechanism defines how the RJC responds to them and serves as a legitimate and effective channel for affected individuals and communities to raise concerns early, openly, with due protection and in a manner that is respectful of human rights.

All RJC members, approved certification bodies and their auditors are required to submit to the Complaints Mechanism and be bound by the decisions of the RJC as a condition of RJC membership and participation in RJC activities.

The Complaints Mechanism is available in full at
**https://www.responsiblejewellery.com/contact-rjc/#complaints**.

# DISCIPLINARY ACTION AGAINST MEMBERS

As per the RJC's Articles of Association, 3.13 and Schedule 2, available at **https://www.responsiblejewellery.com/about/governance/**, if any member shall be accused of:

- failing to comply with any minimum standards of behaviour set by the Board; or
- otherwise engaging in any dishonourable, improper or unprofessional conduct, or being engaged in conduct or party or subject to measures, practices, or acts against the best interests of the organisation, arrangements or other circumstances (including, without limitation, being designated under Sanctions or acting in breach or violation of Sanctions) which might bring the Council into disrepute or result in reputational harm to the Council, the member may be disciplined including suspension or expulsion from membership.

## Rights of Appeal

- Any person whose membership application was rejected by the Council or any member subject to Disciplinary Action has the right, within three months of notification by the Council, to refer any dispute arising out of or in connection with his or its unsuccessful membership application or Disciplinary Action or other termination or suspension of membership (as the case may be) for final resolution by arbitration under the rules of the Chartered Institute of Arbitrators from time to time ("the Rules"), and these Rules are deemed to be incorporated by reference into the Articles of Association. The arbitral tribunal shall consist of a sole arbitrator to be appointed by the President for the time being of the Chartered Institute of Arbitrators.

## Sanctions

- Notwithstanding the Disciplinary Action procedure, in order for the Council to comply with all applicable laws and regulations, or to avoid assuming an unacceptable level of risk in relation to the potential breach or violation of Sanctions, if a member, any undertaking within the member's Group, any of the member's directors or equivalent officers, any of the member's Ultimate Beneficial Owners, any other company or person or undertaking who owns or controls the member or who is under the ownership or control of the member or who is in a material business relationship with the member, is designated under Sanctions, or carries on business activities with sanctioned persons in breach or violation of applicable Sanctions or otherwise acts in breach or violation of applicable Sanctions, the Board may, in its absolute discretion suspend or terminate the member's membership.

# BOARD OF DIRECTORS

The overall management of the Council is entrusted to the Board of the Council, which comprises the directors. In accordance with the Articles, the Board is entrusted with the ultimate responsibility for the overall management of the Council. However, the general management and supervision of the Council is delegated to the Executive Committee. The Board appoints the Executive Director, and determines the Executive Director's powers, duties and responsibilities.

Directors are predominantly elected by Member Forums, however, they may also be appointed by the Board to fill vacancies or as additional Directors. Directors need not be members of the Council. The Council does not expect members to seek to become Directors until certified. As such, until a member is certified they will be actively discouraged from nominating or being nominated as directors or officers of the Council in order to safeguard the reputation of the Council. Directors have specific duties and responsibilities, a number of which are very briefly set out below. Directors also have a duty to attend duly convened Board meetings. It is understood that it is not always possible to do so. However, if a member knows he or she will not be able to commit the time necessary to attend regularly, that member should not accept the appointment, or if having been appointed fails to attend regularly, then the Board reserves the right to ask the director to stand down so somebody who is able to commit the time can take his or her place.

**Directors are required to attend an annual director's duties training programme provided by an independent corporate governance specialist. The programme is designed to ensure that RJC directors keep up to date with respect to their statutory accountabilities under the UK Companies Act, their liabilities and the principles of good corporate governance. The training also includes the core functions of the RJC, in particular: standards and standards development, auditing and certification.**

# BOARD OF DIRECTORS GENERAL DUTIES

- To comply with the Council's constitution.
- To act in good faith, or in a way that is most likely to promote the success of the Council for the benefit of its members as a whole, with regard to the likely consequences of any decision in the long term; the interests of the Council's employees; the need to foster the Council's business relationships with suppliers, customers and other stakeholders; and the impact of the Council's operations on the community and the environment.
- To have regard for the desirability of the Council in maintaining a reputation for high-standard business conduct, and the need to act fairly as between members of the Council.
- To exercise independent judgement, that is, not to subordinate the director's power to the will of others. This does not prevent directors from relying on advice, so long as they exercise their own judgement on whether or not to follow it.
- To exercise reasonable care, skill and diligence. This requires a director to be diligent, careful and well informed about the Council's affairs. If a director has particular knowledge, skill or experience relevant to his or her function, expectations regarding what is 'reasonable' will be judged accordingly.
- To avoid conflicts (or possible conflicts) between the interests of the director and those of the Council.
- Where a matter is in potential or actual conflict between the interests of a director and those of the Council, the director must declare the conflict and recuse themselves from any relevant decision.
- To make decisions in the interest of all members of the Council.
- Not to accept benefits from third parties by reason of being a director or doing anything as director.
- To declare any interest in a proposed transaction or arrangement. The declaration must be made before the transaction is entered into, and the declaration applies to indirect interests as well as direct interests.
- To consider or act in the interests of creditors (particularly in times of threatened insolvency).
- To maintain confidentiality of the Council's affairs.

Each commercial member forum and association member forum is able to elect a maximum of three directors. Directors elected as member forum directors are elected in their personal capacity and not as a representative of any member by whom they are employed, and therefore members do not have the right to nominate a replacement if a director vacates office for any reason. Directors automatically vacate office if they are either no longer a member themselves or if they are no longer employed by a member within the relevant member forum. Although, they may stand for re-election.

One member forum director from each member forum retires at each annual general meeting and the vacancies are filled by one member forum director elected by each member forum. The directors to retire by rotation are those who have been in office longest since their last appointment or reappointment. No director is eligible to remain a director for more than nine consecutive years unless specifically agreed by the Board.

Directors are entitled to attend all Executive Committee meetings, other committee meetings, general meetings and meetings of any subcommittee.

The Board may appoint a person who is willing to act as a director either to fill a vacancy or as an additional director provided that the number of directors doesn't exceed the maximum number permitted.

The Board may appoint one or more of the directors to any executive office in the employment of the Council or provide for the provision by them of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the Board determine, and they may remunerate any such director for these services as they think fit. Any appointment of a director to an executive office shall terminate if she or he ceases to be a director.

The directors may regulate their proceedings as they think fit. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed is five persons. Unless otherwise decided by the Board, any decision shall be taken by a simple majority. In the case of any equality, the chair has a casting vote. The Board makes the final decision on approving new or revised RJC standards and certification models. The Board is also responsible for the appointment of external financial auditors and receipt of the audit report.

Alternate directors may also be appointed. An alternate director is a person who is appointed to act as a director as a substitute for an existing director. An alternate director generally has the same powers as a director to attend, speak and vote at meetings as the principal director would have had, had the alternate not been appointed. Any appointment or removal of an alternate director shall be by notice to the Council signed by the director making or revoking the appointment.

The maximum number of directors (excluding any director sitting ex officio) is 35.

## THE OFFICERS AND THE EXECUTIVE DIRECTOR

The officers of the Council consist of the chair, vice chair, honorary treasurer and honorary secretary.

Officers serve a three-year term and are elected at the annual general meeting by a simple majority decided by secret ballot. The Officers are eligible for re-election; the chair, however, may serve one additional term only – a maximum of six years.

The Executive Director reports to the Board through the Executive Committee. The Executive Director is appointed by the Board to be responsible for the day-to-day administration of the Council; only the Board and the Executive Committee have authority to direct the Executive Director. The Executive Director remains accountable to the Executive Committee and Board, as set out above.

No person can be elected as chair other than a person whose nomination has been approved by the Board and unless she or he receives valid votes from not less than one half of the members entitled to vote and voting in the elections.

Unless otherwise agreed by the Board, only persons who are employees or representatives of a commercial or association member shall be entitled to be officers. Officers are elected in their personal capacity and not as representatives of a member, and if an officer vacates office for any reason during his or her term, the vacancy may be filled by the Board, but only until the next Annual General Meeting, and not by nomination by the member concerned. In the event of an officer ceasing to be an employee or representative of the nominating member, that employee or representative shall not be required to vacate the office to which he or she was elected if he or she is employed (or offered employment to take effect following any restriction period) by or appointed as representative by another member.

Each officer shall, if not already a director, become a director of the Council ex officio for so long as she or he is an officer

In the event of an officer vacancy occurring between one annual general meeting and another, the Board may appoint an employee or representative of a member to fill the vacancy; but the person so appointed shall hold office only until the next annual general meeting.

Notice of the annual general meeting shall include a list of all nominations for the above offices.

# EXECUTIVE DIRECTOR: ROLE & RESPONSIBILITIES

The Executive Director is responsible for the strategic direction and overseeing the day-to-day management and operations of the RJC. The Executive Director reports to the Board through the Executive Committee.

Principal responsibilities of the Executive Director include the following:

- Providing timely strategic counsel to the Chair, the Executive Committee and the Board;
- Serve as a member of the Executive Committee;
- Ensuring compliance with RJC values and governance requirements;
- Accountable for the development of RJC standards;
- Creating, developing and implementing the strategic vision, objectives and direction of the RJC, with the guidance of the Board;
- Executing and ensuring compliance with RJC internal policies and procedures;
- Ensuring best practice is adopted during on-boarding, recruitment, retention management, promotions, salary reviews and bonus awards for full time employees;
- Holding the ultimate decision-making authority on both the recruitment of employees and consultants and the termination of employee contracts and consultancy agreements within the approved financial budget;
- Reviewing, overseeing and managing the approved annual budget;
- Engaging services of specialist consultants;
- Creating developing and managing existing and new relationships with external stakeholders; and
- Being the official spokesperson and key external representative of the RJC in consultation with The Executive Committee.

# OFFICERS: ROLE QUALIFICATIONS & RESPONSIBILITIES

## Officers Role Requirements – General

The RJC is a Company registered in England & Wales. All RJC Board members are accountable for the governance of the RJC generally and in accordance with the UK Companies Act. This accountability is especially important for RJC Officers. This guidance is intended to ensure that those who serve in the capacity of an Officer of the RJC are fully conversant with their specific responsibilities.

The Officers of the RJC consist of the Chair, Vice Chair, Honorary Treasurer and Honorary Secretary and are elected for a three-year term at the Annual General Meeting. Each Officer duly elected also becomes a director of the RJC, for so long as they are an Officer and will also be members of the Executive Committee. Therefore, it is important that members nominating for the role of an Officer fully understand the level of dedication required and responsibility assumed, as these are positions which demand considerable time commitment and legal accountability. In addition to the specific responsibilities of each Officer role, Officers also have obligations as directors of the Council. Officers are also expected to act as ambassadors for the Council.

## Chair

### Qualifications

The Chair of the RJC must be a senior executive of a current RJC member company or an office-bearer of an RJC trade association member. Any nomination must be supported by and approved by the RJC Board of Directors.

### Role Responsibilities

The Chair's role responsibilities include:

- Chairing all RJC members meetings;
- Chairing all Board of Directors meetings;
- Chairing all Executive Committee meetings
- Providing leadership to the Board
- Responsibility for the Board's development
- Ensuring that the Board receives accurate and timely information
- Planning and conducting Board meetings effectively
- Supporting the Executive Director

The Chair is also ultimately responsible, together with other Executive Committee members, for the legal compliance and the operational supervision, as agreed by the Board, of the RJC.

## Vice Chair

### Qualifications

The Vice Chair of the RJC must be a senior executive of a current RJC member company or an office-bearer of an RJC trade association member.

### Role Responsibilities

The Vice Chair is responsible, in association with the Chair, for ensuring the correct and legal compliance of the RJC. Those responsibilities include deputising for the chair and fulfilling the powers and duties of the Chair in the absence of the Chair, including chairing meetings, assisting the Chair in organising the work program of the Board and Committees, and ensuring that they are carried out effectively, and supporting the Chair generally.

## Honorary Treasurer

### Qualifications

The position of Honorary Treasurer carries significant responsibility in terms of time, expertise as well as financial, and legal accountability. The Honorary Treasurer must have financial or business management qualifications and significant experience in financial administration.

### Role responsibilities

The Honorary Treasurer is effectively the Chief Financial Officer for the RJC. Responsibilities include the following:

- Oversight of the Annual Financial Statements;
- Presentation of the Annual Financial Statements to the AGM;
- Financial reporting in compliance with the UK Companies Act and other relevant legislation;
- Oversight of RJC financial administration;
- Preparation of regular financial reports to the RJC Executive Committee and Board.
- Oversight of the preparation and presentation of budgets, financial planning, banking and investment policy

## Honorary Secretary

### Qualifications

The Honorary Secretary is effectively the Company Secretary for the RJC. This position carries legal accountability under the UK Companies Act and other relevant legislation. The Honorary Secretary must have legal qualifications or company secretary experience and an understanding of the requirements of the UK Companies Act.

**Role responsibilities**

The responsibilities of the Honorary Secretary include, but are not necessarily limited to:

- Reporting to Companies House with respect to, inter alia, the Annual Financial Statements and changes to RJC directors;
- Governance of the board meetings and the AGM including communications to the membership, agenda setting, resolutions, quorum, voting and minutes;
- Governance of the RJC Executive Committee, Board and Committees
- Supporting the Chair
- Oversight of the statutory books

# COMMITTEES OF THE COUNCIL

Committees, subcommittees and taskforces, may be formed from time to time by the Board as required or, by the Executive Committee, to assist in conducting the business of the Council. The Board shall approve the terms of reference for all committees, subcommittees and taskforces of the Council and may delegate to them such powers as it considers appropriate, subject to its continuing oversight and any limitations specified in their terms of reference.

Currently there are four committees of the Council:

- the Executive Committee,
- the Finance Committee,
- the Assurance Committee, and
- the Standards Committee

A committee may be supported by taskforces or subcommittees, which will report to the relevant committee.

While subject to the overall guidance of the Board in relation to the external policy of the Council, each committee is responsible for the business of the Council within its terms of reference and shall (unless otherwise determined by the Board or the Executive Committee) be entitled to act without prior reference to the Board in relation to those matters. The chair of each committee will report formally to the Board at least annually in a manner and form as determined by the Board from time to time.

Except for the Executive Committee, the membership of any other committee is determined by the Executive Committee and/or the Board, as specified in the relevant committee's terms of reference. Members of committees need not be directors and, if the Executive Committee and/or Board decides, as relevant, may include stakeholders and non-members.

## Rules for committees

The Executive Committee on the recommendations of the Executive Director (which recommendations it need not follow) will appoint the members of the committees and the chair of each committee, subject to final Board approval, as per relevant committee terms of reference. The Executive Director's recommendation will be based upon consideration of the criteria for membership as determined by each of the existing chairs of the committees, based on the relevant committee terms of reference. It is expected that members will be appointed every three years so as to ensure that continuity of membership and experience is maintained. Any member of the Executive Committee or the Board may nominate a chair, and any member may nominate members for committees. The Executive Committee may vary rules and/or procedures for any committee. Appointments of committee members are confirmed by the Board and/or the Executive Committee.

In the event of resignations or vacancies due to a lack of nominees, additional calls for nominations and appointments may be conducted at any time. The term for committee members appointed under this method will be coterminous with the original appointments.

If for any reason the number of members of a committee falls below the quorum, a call for nominations and/or elections shall be held as soon as practicable, with committee members appointed by the Board and/or the Executive Committee, as relevant, for the remainder of the applicable period

Guests of the Assurance Committee or the Standards Committee may be appointed in their personal capacity to support and advise on specific projects or work-streams. Appointed for their specialist expertise, Guests may be invited to attend Committee meetings. Guests do not have voting and decision-making authority.

Management shall monitor and maintain a record of Committee member attendance. Persistent absence may be referred to the Executive Committee, which, taking into account the circumstances giving rise to the absence, may determine whether the member should continue to serve on the Committee.

Committee meetings will be conducted using electronic means such as teleconferences to the extent possible to support broad participation. Committee meetings shall be open to all elected and appointed members of the committee, and their participation in discussion and debate will be encouraged, subject to appropriate confidentiality constraints being formally acknowledged, conflicts and potential conflicts of interest being declared and any further practical matters considered.

## Committees composition

**Table 1** gives a summary of committee composition requirements.

| Committee | Eligible committee members | Forum | Min/max number of members |
|---|---|---|---|
| **Executive** | 1. Officers of the Council<br>2. Co-Chairs of the Standards Committee<br>3. Chair of the Assurance Committee<br>4. Any others appointed by the Board, such as the Executive Director | N/A | N/A |
| **Finance** | 1. Hon. Treasurer (Chair)<br>2. RJC Independent Accountant<br>3. Two Board members<br>4. Executive Director<br>Other Participants: relevant non-board individuals with finance or other relevant expertise may be invited to attend meetings on a case-by-case basis, in an advisory capacity. | N/A | Maximum 6 members |
| **Assurance** | 1. Chair of Assurance Committee<br>2. RJC industry representatives who are employed by RJC members<br>3. Individual non-RJC member subject matter experts<br>4. RJC appointed assurance provider<br>4. Guests of the Committee | 1 Industry representative from each RJC member forum | 6-10 in total, with 2 experts and 1 assurance provider |
| **Standards** | 1. Co-Chairs of Standards Committee<br>2. Industry representatives who are employed by RJC members<br>3. Individual non-RJC member subject matter experts<br>4. Guests of the Committee | 2 Industry representatives from each RJC member forum, with an equal number of Individual non-RJC member subject matter experts | 32 seats in total |

## Duties of committee members

Committee members have the duty to exercise loyalty to the Council and provide the perspectives of materially affected parties, free of any conflicting interests of a personal or professional/commercial nature or to any other party.

Committee members shall abide by all policies approved by the Board. Policies are available on the RJC website at: www.responsiblejewellery.com/about-us/policies.

Committee members shall make reasonable effort to regularly attend committee meetings, but in any event no less than two per annum. If committee members do not regularly attend committee meetings, the Executive Committee reserves the right to ask them to stand down.

## Decision-making

Committee meetings will be conducted so as to endeavour to reach decisions through the consensus of all participants. Consensus is defined here as general agreement characterised by the absence of sustained opposition to substantial issues by any important stakeholder group: it is not necessarily unanimity. Consensus should be the result of a process seeking to take into account the views of interested parties and reconcile any conflicting arguments (ISO/IEC Guide 2:2004).

To work towards consensus on significant decisions, committee chairs will ensure that all participants in meetings are invited to express their views. Sufficient time to discuss and debate decisions of significance should be allocated.

Additional time and/or information may be requested by committee members to help facilitate a consensus outcome.

In the event that a consensus cannot be reached on a decision of significance, a vote will be taken among the committee members. This may be taken during the meeting if a balance of interests is present, otherwise it will be conducted by electronic poll following the meeting. The Executive Director or a delegate will act as the returning officer. The electronic poll will require a quorum of ballots cast and will be deemed to have passed by a simple majority.

Individuals attending meetings who are not Board-appointed members of a committee are not eligible to vote.

A committee member may appoint another committee member as their proxy to vote on their behalf but may not delegate their voting authority to a non-committee member.

# EXECUTIVE COMMITTEE

The Executive Committee provides operational guidance and support to the Executive Director in relation to the day-to-day management of the Council.

**Terms of reference**

## Committee responsibilities and duties

- Administer the general management and operational supervision of the Council.
- Pursuant to the authority of the Board, develop and implement the strategic direction of the Council.
- Monitor the functioning of committees and make recommendations to the Board on the terms of reference of committees.
- Appoint members and the chair of each of the committees having considered the recommendations of the Executive Director.
- Receive and consider recommendations from committees on matters requiring approval by the Board and make recommendations to the Board on those matters.
- The duty to refer significant or controversial matters to the Board, ensuring full and frank disclosure of the arguments for and against, allow sufficient time in the agenda for the matter to be considered, and invite a senior member of the RJC staff to explain the issues to the Board.
- Provide guidance and where appropriate assist in the implementation of policies – and the protection of confidential information – processes and procedures relating to the investigation of complaints.
- Administer member disciplinary matters in accordance with the Articles.
- Provide strategic, operational guidance and support to the Executive Director in relation to the day-to-day management of the Council.

## Membership

**Composition**

The members of the Executive Committee are the Officers of the Council, together with any others as are appointed by the Board from time to time, which may include the Executive Director. The Chairs of the Standards and Assurance Committees will attend Executive Meetings, ex officio, to present, discuss and agree on matters relevant to the work of the Committees that they Chair.

## Chair and Vice Chair

The chair and vicechair of the Council shall be the chair and vicechair of the Executive Committee. The Executive Director may chair the Executive Committee, with the agreement of the RJC chair.

## Secretary

The honorary secretary to the Council shall be the secretary to the Executive Committee.

## Support

Support will be provided by the Executive Director and the employees of the Council as appropriate.

## Quorum

The quorum shall be a minimum of three members, including the chair or the vice chair.

## Meeting frequency

At least six meetings shall be held annually. Minutes of meetings will be recorded by the secretary or as appointed by the chair.

# FINANCE COMMITTEE

The Finance Committee monitors the financial management, budgets, and fiscal policy of the Council, reporting directly to the full Board.

## Committee Responsibilities and Duties

1. **Financial Oversight**
   To review the financial position of the RJC on a regular basis, with specific reference to the monthly management accounts prepared by the Independent Accountant.
2. **Budget Monitoring**
   To monitor performance against the approved annual budget, reviewing the monthly management accounts in the context of year-to-date and full-year expectations.

   To review and provide oversight of the proposed annual budget each year, ensuring alignment with strategic priorities and financial capacity before recommending it to the Board for approval.
3. **Annual Financial Statements**
   To review the Annual Financial Statements following completion of the external audit (typically March/April), and to provide recommendations to the Board regarding approval thereof.
4. **Capital Expenditure**
   To oversee the capital budget, including progress of expenditure against the approved plan and any variances requiring escalation.
5. **Other Financial Matters**
   To consider any other material financial matters referred to the Committee or requiring its attention, and to make recommendations to the Board where appropriate.

## Membership

**Composition**

The Finance Committee will comprise of up to six members:

- Hon. Treasurer (Chair)
- RJC Independent Accountant
- Two additional Board members
- Executive Director

Other Participants: relevant non-board individuals with finance or other relevant expertise may be invited to attend meetings on a case-by-case basis, in an advisory capacity.

## Nomination & Appointment

Nominations for membership of the Finance Committee will be made by the Executive Committee and proposed to the Board for approval.

## Quorum

The quorum will comprise of four members: Hon Treasurer, Executive Director, Independent Accountant, and 1 Board member.

## Term of Appointment

Directors will be appointed for a term coinciding with their term as RJC Directors.

## Meeting frequency

The Committee will meet at least twice per year, with a preference for quarterly meetings scheduled ahead of Board meetings.

## Reporting

Updates from the Committee will be incorporated into the Honorary Treasurer's standing agenda item at each Board meeting.

# ASSURANCE COMMITTEE

The Assurance Committee oversees the development, continuous improvement and maintenance of the RJC assurance system, as well as associated reporting (e.g. quality checks, critical breach cases, risk management, complaints and incidents).

The Committee provides reviews, recommendations and technical advice on assurance and certification matters, including assurance policies, procedures, requirements and manuals.

Full details of the Committee's responsibilities, membership, appointments, decision-making arrangements, reporting requirements and governance procedures are set out in the RJC Assurance Committee Terms of Reference, available at **https://www.responsiblejewellery.com/about/governance/**.

# STANDARDS COMMITTEE

The Standards Committee provides oversight and recommendations on the design, development and continuous improvement of RJC standards, including the potential expansion of their scope. It also advises on stakeholder consultation and engagement throughout the standards development process and oversees RJC's compliance with the ISEAL Code of Good Practice for Sustainability Systems, as relevant to Standards development and implementation. The Committee maintains links with RJC's assurance, compliance and quality functions, and monitoring and evaluation (M&E) Impacts activities to support a consistent approach towards meeting RJC's wider strategic objectives.

The Committee makes recommendations to the Executive Committee and Board on matters within its remit, with the Board retaining final approval authority where required. The Committee also maintains a relationship with the RJC Strategic Task Force on strategic Board matters relevant to RJC's standards.

Individuals appointed to the Standards Committee shall meet the qualification and appointment criteria, ensuring appropriate technical expertise and geographical representation.

The Committee shall maintain an equal balance of Industry representatives employed by RJC members and non-RJC members who are subject matter experts. with one Co-Chair from each representative group. The Committee may be supported by Guests of the committee, temporary task forces or specialist contributors where additional expertise is required.

Exceptions apply where an organisation is specifically represented pursuant to a separate memorandum of understanding (MoU) with RJC,

Full details of the Committee's responsibilities, membership, appointments, decision-making arrangements, reporting requirements and governance procedures are set out in the RJC Standards Committee Terms of Reference, available at **https://www.responsiblejewellery.com/about/governance/**.

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