

This document details the mission, governance terms and responsibilities of the Sustainable Brands' Advisory Board.

1. Advisory Board Mission:

The Sustainable Brands' Advisory Board exists to advance the organization's mission of enabling more brands to prosper by leading the way to a better world and future. The Advisory Board's objectives are to ensure successful delivery on its brand promise and voice, (see attached: SB's Dream statement) to ensure the integrity of Sustainable Brands and its operations; to provide critical skills required to scale its impact on brands, its community and the world; and to catalyze constant innovation to maintain leadership in the field.

In serving the global Sustainable Brands community and its executive leadership, the Advisory Board shall inspire, encourage and help enable the Sustainable Brands community to demonstrate global leadership and spur cultural momentum for sustainable consumption and a better future for ourselves and generations to come. In addition, the board functions as "evangelists" on behalf of Sustainable Brands to build community and to provide guidance and strategic advice designed to advance the power of sustainable brands on a global basis.

2. Advisory Board Responsibilities Summary:

The Advisory Board shall meet two times per year which will occur in June (in conjunction with Sustainable Brands' June conference) and in conjunction with its year end member meeting (currently held in December). Advisory Board members are required to attend both meetings as well as to participate in periodic Advisory Board and/or subcommittee conference calls throughout the year. Advisory Board members will be financially responsible for their own travel expenses associated with attendance at Advisory Board meetings. Advisory Board members may not send a substitute or alternate attendee to the meetings or calls unless previously approved by the Advisory Board chair. Regular absence from meetings or calls shall be deemed an indication of lack of suitability for the role and may result in a request to step down. Special Advisory Board meetings and/or conference calls can be scheduled by SB's CEO or the Advisory Board Chair as needed.

In summary, responsibilities of Advisory Board members include:

- Advancing the objectives of Sustainable Brands through internal engagement with members and external engagement with key stakeholders.
- Contributing one's time and talent to grow the Sustainable Brands' community and to deepening its impact.
- Assisting, as needed, in identifying prospective Advisory Board and standing committee members
- Attending two Advisory Board meetings per year in person (held in December & June).
- Participating in periodic Advisory Board calls.
- Serving on at least one Advisory Board Standing Committee or Project Team.

3. Advisory Board Structure:

3.1 Advisory Board Membership:

The Advisory Board members will include the CEO of Sustainable Brands plus sustainability, brand and communications professionals, as well as representatives from other corporate roles as appropriate (HR, Supply Chain, Procurement) drawn from major brand companies, advertising and public relations firms, solution providers, sustainability consultants, academia, and non-government organizations. This make-up is designed to ensure diverse perspectives, knowledge assets and a comprehensive representation of the community.

3.2 Advisory Board Membership Categories:

There will be four categories of Advisory Board membership: Regular, Life, Ex Officio, and International.

3.2.1 Advisory Board Chair

The Advisory Board Chair will be appointed by SB's CEO, after consultation with Advisory Board members, and must have a minimum of one (1) year of prior Advisory Board service. SB's CEO reserves the right to request any member of the Advisory Board to step down should a conflict of interest or non-performance arise.

3.2.2 Regular Advisory Board Members:

There will be 30 Regular Advisory Board Members of which two-thirds will come from Sustainable Brands' corporate membership and one-third will come from a combination of NGOs and solution providers. This is intended to reflect the organization's focus on enabling brand's profitable leadership toward a sustainable economy while recognizing the critical value of engaging the expertise of, and partnership with, NGO and solution provider representatives.

3.2.3 Ex-Officio Advisory Board Members:

In addition to Regular Board Members, there may be up to five Ex-Officio members serving on the Advisory Board at any given time. Ex-Officio Advisory Board Members are non-voting members who serve primarily in an advisory capacity. Ex-Officio members may include high profile individuals who may not be able to commit the time needed to serve on the full Advisory Board but who can add value to SB's overall mission and business operations.

3.2.4 Lifetime Advisory Board Members:

There may also be up to five Lifetime Members serving at any given time. Lifetime Advisory Board Members are designed to ensure an ongoing consistency of SB's work throughout turnover of Regular and Ex-Officio Advisory Board members. The Lifetime Advisory Board members will serve with all the privileges and responsibilities of regular members.

3.2.5 International Members:

Finally, 2 International Board Members will be selected from the group of managing partners who are actively hosting SB events outside the US. The intention is provide a global perspective to all Board activities, and a seamless integration of new initiatives to any new SB events.

3.3 Advisory Board Standing Committees:

There will be various Advisory Board Committees, to be determined annually by the Board Design & Culture Committee. To see a current list of committees, view the [Advisory Board page](#) on SustainableBrands.com.

All Advisory Board members are required to serve on at least one standing committee, but are limited to serving on no more than three (3) at any one time in order to ensure diversity as well as engagement by all Advisory Board members. Any Sustainable Brands' community members are welcome to pursue participation on the standing committees but only Advisory Board members can serve as Standing Committee chairs.

3.4 Advisory Board Oversight:

The Executive Committee, made up of the SB CEO, Advisory Board Chair and Board Administrator shall be responsible for monitoring and reporting on the progress of the Advisory Board and will produce updates for distribution prior to the full Advisory Board meetings/calls. In addition, the Executive Committee may elect to hold additional calls/meetings in order to ensure progress on the goals and activities undertaken by the Advisory Board Standing Committees. The Board Design & Culture Committee will provide guidance and input, gleaned through Advisory Board engagement, to the SB Executive Committee for planning Advisory Board meetings and calls. In addition, the Board Design & Culture Committee will provide ongoing strategic advice regarding the effectiveness of Advisory Board operations and organization, including ensuring Advisory Board transparency and communications to all Sustainable Brands' members.

4. Advisory Board Terms:

4.1 Advisory Board Make-Up:

The Advisory Board will be comprised of (1) CEO of Sustainable Brands, thirty (30) Regular members and two (2) international members, each serving three year terms, five (5) Lifetime members serving indefinite terms, and five (5) Ex-Officio members serving two year terms.

Each Advisory Board seat is connected to the individual accepted to the Advisory Board and the company they represent at the time they join the Advisory Board. We understand the unique circumstances this creates in the case of movement from position or company. Refer to these guidelines in the following scenarios:

1. Should an Advisory Board member representing a corporate member company change companies, they will be allowed to serve out the remainder of their term, regardless of their new affiliation, and an additional seat will be temporarily added to the Advisory Board to make available an Advisory Board seat to the company initially represented on the Advisory Board.
2. Should an existing Advisory Board member move from one corporate member company to another during their term on the Advisory Board, leading to two Advisory Board members serving from the same company, only one vote from that company will be recognized during any given vote, which shall be determined between the two company representatives.
3. Should any Advisory Board Member resign from/leave their company, their seat will be put in a "transition" status, and they will have until the next June cycle to either retain their current seat with a new company (if this fits with the current board seat structure; i.e. moving from one corporate member to another), or to relinquish their seat.

Note: SB's CEO or the Advisory Board Chair may choose to extend the term of any particular board member should they deem it in the best interest of the functioning of the board.

Service on the part of all Advisory Board members remains at the discretion of the Executive Committee and any Advisory Board member may be asked to step down for cases of non-performance, conflict of interest or other reason deemed appropriate by the Executive Committee.

Advisory Board member terms shall begin during the nominations held in conjunction with SB's June meeting, with annual classes of ten (10) regular Advisory Board members rotating off and on to the Board over a three year period to ensure continuity, unless asked to retain their role by the Executive Committee.

Regular Advisory Board members shall serve no more than two successive three-year terms, unless serving on the Executive Committee, in which case that member's term may be extended through invitation by SB's CEO. Advisory Board members may be reappointed following a one year hiatus.

4.2 Standing Committees:

Advisory Board members must volunteer to serve on at least one Standing Committee. Advisory Board members may serve on no more than three Standing Committees at one time in order to ensure full Advisory Board engagement and diversity.

Each Standing Committee will elect a Chair from among the Advisory Board members committed to serve on each Committee. In addition to the described Standing Committees, new Committees may be formed as needed for specific project work or issues based on recommendation by the group of lifetime members.

Each Committee will re-elect a new Chair in the event that the Committee Chair can no longer fulfill the duty, resigns from the Chair post or is asked by SB's CEO to step down from the Committee Chair post.

Standing Committee Chairs will be selected from among full Advisory Board members, however Committee chairs can recruit or otherwise include members from the broader Sustainable Brands membership as needed, or as interest develops, and can assign a Committee Co-chair from among non-board Committee members if desired and/or needed.

5. Advisory Board Nominations:

5.1 Ongoing Governance Policy Incorporation:

There will be an open period for all Sustainable Brands members to nominate new Advisory Board members as governance positions become available and terms transition. Advisory Board nominations will be overseen by the Executive Committee and SB's executive leadership to ensure inclusion, transparency and diversity regarding the Advisory Board selection process.

Advisory Board members will be asked to serve based on a combination of nominations from current Sustainable Brands' members as well as direct invitation from the Advisory Board Chair, following approval from the Executive Committee (or Board Design & Culture Committee), as deemed appropriate to maintain a diversity of skills and knowledge assets.

NGO, Solution Provider, and Ex-Officio seats do not need to be filled with current Sustainable Brands community members but, if not, representatives need to bring either substantial expertise, business acumen, additional skills or external perspective that adds value to the Advisory Board and subsequently advances Sustainable Brands' goals.

6. Reporting and Transparency:

6.1 Self-Assessment:

There will be an annual self-assessment of Advisory Board performance, directed by the Board Culture and Design Committee, with input from the full Advisory Board to determine effectiveness and identify potential corrections. A summary of self-assessment results will be distributed to all Advisory Board members as a means to discuss effectiveness in carrying out responsibilities and identify challenges that require action or recalibration for enhanced Advisory Board functioning and progress.

6.2 Transparency:

There will be a summary of key points distributed to all Advisory Board members following all Advisory Board meetings and conference calls. The summary will follow the Chatham House Rules and attributions will not be included in the distributed summary. Selected key findings and progress updates will be incorporated into SB Membership communications and updates as deemed appropriated by SB's Executive team with input from other appropriate subcommittees.

This governance document, together with annual self-assessment and planned adjustments to board structure or operations, will be made publicly available to the SB community on SustainableBrands.com

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