



8th Slow Food
International Congress
Pollenzo, Italy - 2022 July 16-17



Terms of Reference

Slow Food Foundation Board of Arbitrators

Definition of Arbitrator

An Arbitrator is a person who, enjoying particular esteem and prestige for their skills and proven honesty, is called to be part of collegial bodies, public bodies, associations, parties, with the task of giving opinions, judge the performance of an institution, exercise conciliatory functions between conflicting parties.

Purpose

The Board of Arbitrators, in accordance with the Foundation's bylaws and regulations, performs the following duties:

- a) oversees the compliance of the behavior of the Participants and members of the Foundation's bodies with the rules of the Statute, the Foundation's regulations and more generally with the rules of good conduct dictated by law and common sense;
- b) examines reports of acts and conduct of the above-mentioned subjects that may constitute violations of the rules of conduct referred to in the preceding paragraph;
- c) at the end of each proceeding, it submits to the Board of Directors the acts of the same with the conclusions of the Board of Arbitrators, including any proposals for disciplinary measures.

Composition

Size and composition

The Board of Arbitrators is composed of five members, chosen from among persons with experience in the Foundation's areas of activity, who have distinguished themselves for their authority and moral standing, and whose characteristics meet the indications established in these Terms of Reference.

Three members of the Board of Arbitrators are appointed by the Board of Directors, and two appointed by the Assembly of Participants.

Preferably, the members have a good knowledge of the English language and is able to interact with the rest of Foundation's key persons.

The Board of Arbitrators should be:

- **diverse:** The members of the Board are a reflection of the diversity of the movement, in particular:
 - the Board of Arbitrators should aim for balance in geographic reach and cultural diversity
 - the Board of Arbitrators should be gender balanced and it commits to diversity and respect for people from all backgrounds, including gender, race, ethnicity, religion, sexual orientation, disability, and other dimensions of diversity
- **inclusive:** The Board of Arbitrators cultivates a culture of trust, candor, and respect — none of which is possible without a culture of inclusion.

The Board of Arbitrators remains in office for 4 financial years and its members may be reappointed for more than one term. The members of the Board of Arbitrators may be revoked at any time, even individually, by the respective appointing bodies, without any need for just cause.



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If, for any reason, a member of the Board of Arbitrators leaves office, the person who appointed him/her shall indicate a replacement.

Meetings and Transparency

The Board of Arbitrators elects a President from among its members, who has the task of coordinating the activities of the Board of Arbitrators and representing it in dealings with the bodies of the Foundation.

The Board of Arbitrators is convened by the President whenever an opinion has been requested by the Board of Directors, the President of the Foundation or the Assembly of Participants.

The meetings of the Board of Arbitrators may be held, if necessary, also with interventions in different places, contiguous or distant, audio/video connected, provided that

- a) those present are allowed to take part in the discussion and vote at the same time on the items on the agenda;
- b) the President of the meeting is allowed to ascertain the identity of the participants, the regularity of the meeting, to ascertain and proclaim the results of the vote, as well as to view, receive or transmit documents;
- c) the person taking the minutes is allowed to adequately perceive the events of the meeting being minuted.

The meeting of the Board of Arbitrators is chaired by the President of the Board. The Board is validly constituted with the presence of at least 3 of its members.

Resolutions of the Board of Arbitrators shall be passed by a majority vote of those present. In the event of a tie, the vote of the Chairman shall prevail.

The position of Arbitrator is incompatible with that of member of other organs of the Foundation. Those who find themselves in the conditions provided for by Art. 15, paragraph 1, Law no. 55 of 19 March 1990, letters a), b), c), d), f), and its subsequent amendments and additions, as well as those who find themselves in the conditions provided for by Art. 2382 of the Civil Code, cannot be appointed as an Arbitrator.
