



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



Terms of Reference

Slow Food Foundation Board of Directors

Purpose

The Board of Directors (Board) is the top governing body of the Slow Food Foundation.

Composition

Size and composition

The Board of Directors is composed of a number of members varying from a minimum of 5 to a maximum of 13 - including the Slow Food Founder, identified in the person of Mr. Carlo Petrini who will remain in office for life unless he renounces.

The Board should be:

- **diverse:** The individual leaders who compose the Board are a reflection of the diversity of the movement, in particular:
 - the Board should aim for balance in geographic reach and cultural diversity
 - the Board 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 cultivates a culture of trust, candor, and respect — none of which is possible without a culture of inclusion. All board members are encouraged to bring their perspectives and experience to their board service. The Board ensures that all board members are equally engaged and invested, sharing power and responsibility for the organization's mission and the board's work.

Members of the Board of Directors shall forfeit their office after three consecutive unexcused absences. The following are grounds for exclusion from the Board of Directors:

- failure to comply with the statutory rules and regulations issued;
- having carried out acts that damage the assets or image of the Foundation.

Exclusion is decided by the Board of Directors by secret ballot and by an absolute majority of those present, with a reasoned decision.

Skills, Knowledge and Experience

Members of the Board of Directors should have proven extensive experience in the Slow Food movement, and should have contributed to the development of the global network, whether through work at geographical level or on specific global themes.

The Board should draw on the skills, talents, and perspectives of a broad and diverse range of leaders, in particular with respect to their proven experience in work relating to the priorities of work of Slow Food:

- defend biological and cultural diversity
 - educate, inspire, and mobilize citizens
 - influence policies in the private and public sector
 - community and network development
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The Board should also include members with experience in communication and fundraising.

Roles and Responsibilities

Board of Directors Responsibilities

The Board of Directors is endowed with all the powers of ordinary and extraordinary administration of the Foundation, adopting every consequent measure necessary for the achievement of the Foundation's aims and in particular, by way of example, it is responsible to:

- elect, among its members, the President and the Secretary General
- approve the budget and the final balance sheet
- determine the methods of contribution of the Participants
- identify the Foundation's areas of activity
- appoint and revoke for just cause the members of the Advisory Board
- appoint and revoke for cause the members of the International Council
- appoint three members of the Board of Arbitrators
- determine the procedures for allocating resources of any kind accruing to the Foundation's assets or management fund in cases not expressly governed by the Statute or in doubtful cases
- deliberate on any amendments to the Statute
- deliberate on the dissolution of the Foundation and the devolution of its residual assets
- pass resolutions on the admission and exclusion of Participants
- pass resolutions regarding the hiring of personnel and the assignment of tasks to collaborators and consultants following proposals formulated by the President
- approve and modify any Foundation regulations.

Board Member Responsibilities

General: members of the Board of Directors are expected to act in the best interests of the Foundation. They prepare for, attend and contribute to all meetings. In addition, members keep their constituency category apprised and endeavor to provide the perspectives of their constituencies as and when appropriate. Members also coordinate with staff at headquarters to develop and implement global strategies.

Attendance: In recognition of the importance of continuous participation of members appointed by name for the work of the Board of Directors, Board members are expected to attend all Board meetings, including face-to-face meetings and virtual meetings.

Time Commitment: Generally, Board members are expected to commit time to the work of the Board of Directors and be available to travel.

Members of the Board of Directors are not entitled to remuneration for services as members of the Board. They can be paid if they work for Slow Food on a given project or with a specific operational task.

Meetings and Transparency

The Board of Directors meets in ordinary session at least twice a year and is convened by the President of the Foundation, who presides over it. The Board of Directors is convened by the President in extraordinary sessions whenever he deems it necessary or upon request of at least half of the directors.

The place of convocation of the Board of Directors may be established anywhere in the world. The Board of Directors is convened by registered letter with return receipt, communication by PEC (certified electronic mail) or by e-mail to the addresses expressly indicated by the individual directors at the time of their appointment and which they must take care to keep updated. The convocation must contain the indication of the agenda, the time and place of the meeting and must be sent at least seven days before the meeting.



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The meetings of the Board of Directors may be held, if necessary, online.

The staff supporting the Board of Directors shall take minutes at the Board meetings and the minutes shall be approved at subsequent meetings. Minutes will be kept and stored in accordance with the organization's practice and by the Secretary.

