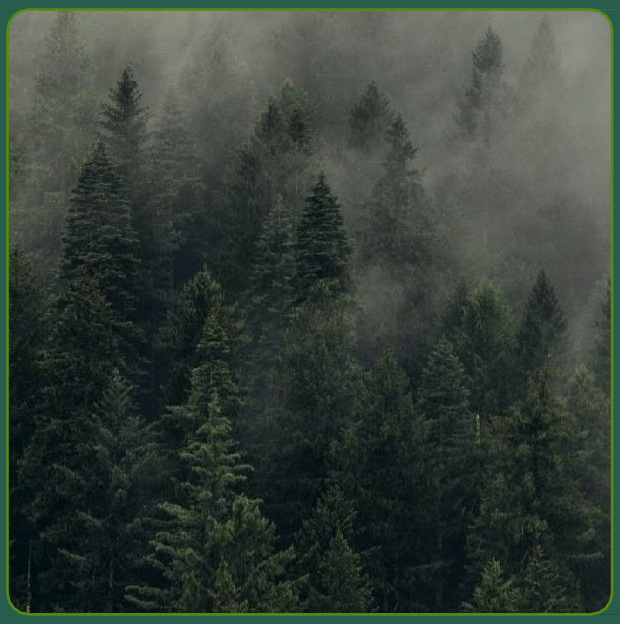

Policy

MEMBERSHIP ACCESS TO INFORMATION AND TRANSPARENCY POLICY

FSC FORESTS FOR ALL FOREVER™

Title:	Membership Access to Information and Transparency Policy	
Dates:	**Initial approval date:**	15 November 2024
	Effective date:	15 November 2025
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V 1-0	approved by the Board of Directors, BM100, on 15 November 2024, to come into force by 15 November 2025 i.e., within one year following approval.	15 November 2024
V 1-1	Updated as per the approval by the Board of Directors, BM105: renaming of Board “Closed” Sessions (as in V1.0) to Board “Confidential” Sessions, definition of Board-only sessions (Board Calibration Sessions), further elaborations on deferred sharing of Board papers and other minor updates.	15 April 2026

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1. Introduction

The Forest Stewardship Council (FSC) is a leader in sustainable Forestry, trusted to protect forests for all, forever.

Acting for the public good, FSC pursues its mission thanks to and in collaboration with a wide network of individuals and organisations, including its members, certificate holders, certification bodies, scientists, NGOs and foresters throughout the world.

As a matter of accountability to its members, but also to assert its legitimacy, bolster collaboration and boost efficiency, FSC is committed to high standards of transparency and disclosure as also stipulated in its statutes.

2. Scope

This Policy covers all information that is held:

- by the FSC AC and its subsidiaries for which it has operational control i.e. excluding ASI (Assurance Services International) organisations,
- be it in their premises and on the servers that they use.

The Policy outlines the criteria and processes determining and realising the access to that information for FSC members.

For short reference and for the sake of readability, the organisations falling within the scope of this policy are thereafter referred within it as FSC consolidated Group.

All policies, contracts and other documents regulating the collaboration between:

- the above listed organisations (bilaterally or multilaterally),
- any of the above-listed organisations and their staff,
- any of the above-listed organisations and members of their respective governance and operational bodies,

must comply with this policy.

At the same time, information that pertains exclusively to the activities of ASI and other third parties, including:

- our members,
- our Network Partners,
- FSC Certification bodies or
- FSC Certificate Holders,
- contractual partners, consultants and other third parties that interact with FSC,

remains property of those third parties and subject to their own information policies.

The rules regulating disclosure in the context of the Normative Framework apply as set by FSC-PRO-01-001 and FSC-PRO-60-006 and take precedence over this Policy.

3. Basic Principles

FSC consolidated Group proactively publishes and regularly updates a wide array of information, via its website (www.fsc.org) or its Members Portal (https://members.fsc.org/en/) and related online platforms which it has developed and maintains.

FSC consolidated Group proactive disclosure of documents is guided by its accountability imperative towards its membership, and the need to publish information in a clear, structured, and easily accessible manner.

Information held by FSC consolidated Group will be made available, subject to seven specific and limited exceptions as outlined further down in this Policy.

4. Exception Framework

The FSC consolidated Group's commitment to disclosure towards its Members recognises seven legitimate grounds for not disclosing information:

4.1. Safety

FSC consolidated Group will not disclose information where to do so would put the safety of people at risk.

4.2. Protection of privacy

FSC consolidated Group will not disclose personal information about a natural third party which would breach his or her privacy rights as per the applicable law or FSC's Data Protection Policy.

4.3. Legal privilege

FSC consolidated Group will not disclose information which is privileged from production in legal or arbitration proceedings.

4.4. Legal, contractual and ethical obligations

FSC consolidated Group will not disclose information where to do so would constitute a breach of applicable law including competition law, of contractual obligations or of ethical duties, for example to protect the sources of information received in confidence.

4.5. Strategic interests

FSC consolidated Group will not disclose information or any business intelligence where to do so would significantly endanger its strategic interests. That is for example the case in connection with its Strategic Implementation Framework, with to its legally protected intellectual property or with its important commercial interests.

4.6. Internal communications among employees

Requests which central object is to access internal communications as such (e.g. internal e-mails or meetings) between FSC consolidated Group employees (management and staff) will not be disclosed by FSC consolidated Group.

4.7. Vexatious requests

FSC consolidated Group will not disclose information following vexatious requests. A request may be vexatious if it seeks information of a frivolous nature or if it is deemed to be willingly disrupting FSC consolidated Group's work.

5. Limits to Exceptions

At the same time, if one or more of the above-listed exceptions applies, it is still subject to the following imperatives:

5.1. Severability

Where only part of a document falls within the scope of an exception, the rest of the document, to the extent it may be reasonably severed from the exempt information, will still be disclosed. The resulting shared document will make visible where information has been severed.

5.2. Public Interest Override

Information will still be disclosed even if it falls within the scope of an exception, if public interest outweighs the interest protected by the exception.

6. Emergency Provision

In the first two calendar years following the effective date of this Policy, access to information requests may be denied by ultimate Board decision invoking a new type of exception, that had not yet been foreseen in the Policy.

Such Emergency recourse must be swiftly reported by the Board to the Membership (when applicable to the General Assembly) and must be recorded by a corresponding update to this Policy, following due process for its approval.

7. Information Officer

A staff member of the FSC consolidated Group's Legal Department shall be appointed by the Director General to concurrently serve as Information Officer following consultation with the Head of the Legal Department.

It is the responsibility of the Head of the Legal Department to ensure that the Information Officer position is not left vacant for more than three consecutive working days.

An equally competent staff member shall be appointed in the same manner as a substitute, with the same access and user rights to the e-mail address for that function.

The Information Officer:

- is the guardian of this Policy, implementing it in the case of formal requests for information,
- provides training to staff, management and Board members about this policy, including by sensitising them about FSC's commitment to disclosure and when confidentiality may be imperative,
- responds to requests for advice from members of staff, management or the Board, on questions of information disclosure.

8. Implementation

8.1. Proactive Disclosure

Some of the documents proactively disclosed by FSC consolidated Group are listed in the Annex. This list is regularly reviewed. Incidentally, a document, or a part thereof, otherwise subject to routine publication may fall within the scope of the Exception Framework.

8.2. How to make a request for Information

By filling out and submitting this form as available on the Policy page of the Members Portal (Access to Information Request Form – Fill out form) any current member of FSC AC may request to the Information Officer information from FSC consolidated Group.

If required, the Information Officer will ask for further clarification and, where necessary, provide assistance to a requester in formulating his or her request.

In case the requesting member needs the information in Spanish or French, they should explicitly so request. Importantly, it must be noted that such requests may extend the in-substance response time by up to two working days per document requested, as also outlined under (8.4) Response time.

8.3. Form of communicating information and fees

FSC consolidated Group commits to honour requests for information:

- in electronic form,
- in any of the official languages of the organisation and
- as can be generated through an automated process (e.g. automatically compiled from a single database).

In order to fulfil an information request, FSC consolidated Group will not produce new information.

FSC consolidated Group will not charge any fees to process requests for information, unless the disclosure consists in the sharing of a publication that FSC consolidated Group provides for sale, in which case the published price will be charged.

8.4. Response time

The Information Officer will provide an initial acknowledgement of receipt within 7 working days and, to the best of their ability, respond in substance promptly and no later than 20 working days from the day of the receipt of a request. Such deadline may be extended by another 10 working days if closer consideration has to be given to the Exception Framework.

In case the requesting member had explicitly asked for the information in Spanish or French, this may extend the in-substance response time by up to two working days per document requested. In such a case, machine translation may be used by FSC Consolidated Group to accommodate that need.

8.5. Specificities for Board information

Board proceedings allow the Board to receive reports, discuss issues or take decisions, may it be in a physical or a virtual meeting, or via written correspondence.

The **agenda** of Board meetings shall be published on the Members Portal within two working days following its approval by the Chairperson of the Board (with input from the ExCo and after consideration of the opinion from other Board members), whereby:

- The agenda shall make a distinction between ***regular*** sessions and ***confidential*** sessions, which will be dedicated to topics falling under the Exception Framework of this Policy.
- The published agenda must also outline *confidential session* topics unless the sheer mentioning of the topic itself would fall under the Exception Framework, in which case they need to specify the respective exception motivating its confidentiality.
- As the Board meeting unfolds, parts of regular sessions may have confidential elements.
- Furthermore, the Board may also hold *Board-Calibration Sessions*[1]. These are primarily Board-only, while other individuals may be explicitly invited in. The purpose of these sessions is to allow Board members:
    1. to reflect on the Board's internal dynamics, or
    2. to discuss and decide on the Board's constitution (i.e. liaison roles on the Board and composition of internal Board Committees), or
    3. to discuss, reflect and decide on personnel evaluations within the Board's responsibility, or
    4. to align on topics ahead of engagement with staff or other participants in a Board meeting, or
    5. to discuss any other type of internal Board matters deemed necessary by the Board, provided these are duly recorded in the internal notes prepared for Board Calibration Sessions.

  Such sessions are **limited** to these five types of matters.
  Decisions arising from Board Calibration sessions are formally recorded. Furthermore, internal notes may or may not be prepared in connection with Board Calibration Sessions. These are for internal Board purposes only and are not shared outside the Board.
-

The Chairperson of the Board, with input from the **Board Executive Committee** (ExCo), shall agree in consultation with the Director General and the Information Officer what topics cannot be deliberated in *regular session* and must be considered in *confidential session*.

Written Board communication concerning matters falling within the Exception Framework of this Policy as determined by the Executive Committee following consultation with the Director General shall be labelled as *CONFIDENTIAL – BOARD ONLY* in the subject line and on the first line of the message's body.

[1] Formerly known as C*losed Board Sessions* before this Policy was adopted.

The Board meeting **minutes** will be published on the Members' Portal within two working days following their approval by the Board of Directors, whereby:

- They outline main considerations presented and arguments made in deliberations without attributing these to individual Board members, unless explicitly so requested by the Board member concerned as a minority view.
- They outline voting results without attributing these to individual Board members, unless explicitly so requested by the Board member concerned as a minority vote.
- Confidential passages are redacted from the minutes whereby each redacted passage should be replaced by a text box stipulating "*Redacted confidential passage [Exception X]"* with *X* being substituted with the respective exception invoked.
- They may only outline the decisions arising from *confidential sessions* and from *Board Calibration sessions* to the extent that these decisions do not fall under the Exception Framework.

The **papers for the <u>regular</u> Board meeting sessions** will be published on the Members' Portal no later than
one week following their circulation to the Board members, whereby

1) Board paper cover notes will be shared in all three FSC official languages.
2) The annexes to the cover notes will only be made available in English.
3) Board papers and associated supporting documents that are consulted in the context of the Normative Framework as set by FSC-PRO-01-001 and FSC-PRO-60-006 will not be shared as such, but aspects thereof, as foreseen by the specific applicable consultation process.
4) Papers concerning a formal consultation outside the Normative Framework will be published as foreseen by the applicable process.
5) Papers requiring first exclusive consideration by the Board will be published on the Members' Portal at an appropriate time after the Board meeting. Where this provision is leveraged, the reason for such prior exclusive consideration will be stipulated as a footnote in the published agenda.

Papers concerning topics considered by the Board in ***confidential session*** shall be watermarked as '*Confidential –Board only*'. They will not be published and may not be shared.

Board Committees are appointed by and accountable to the Board. All Board Committee documents, including agenda, documents and minutes are confidential and only accessible by Board members concerned and supporting staff (whether at management level or else). Board Committee documents shared with the Board for a regular Board session will be treated as Board meeting papers and accordingly published.

Any preparatory session to a Board meeting must be treated confidentially if it concerns ongoing or concluded consultation processes, or items scheduled to be discussed in confidential Board sessions.

Board members are free to use information and communications not marked as "*Confidential - Board only*". At the same time, in line with the Chatham Rules, they may not reveal what peer has been taking which position, be it in vote, in formal deliberations, or in informal conversations.

When engaging with their respective sub-chambers, Board members are not precluded to share their views on published documents and hear Members' perspectives. Such engagements should not be used for undue lobbying on the tail of already concluded Membership consultation processes.

The Board Executive Committee is the custodian of all Board information and can be contacted in that respect via the Director General.

Board meeting	Attendance: Board members +…	Board papers shared with members?	In Agenda shared with Members?	Decision-Record and Minutes shared with Members?
Regular sessions	FSC leadership + FSC secretariat staff during specific agenda items where responsible/competent + invited individuals	**YES**	**YES**	**YES,** with confidential passages (if any) redacted and replaced by a text box stipulating the applicable exception
Confidential sessions	FSC leadership + FSC secretariat staff during specific agenda items where responsible/competent + invited individuals	**NO**	**YES** with declaration of exception **unless** sheer mentioning falls itself under exception, which is still to be declared	**YES,** with confidential passages redacted (which could include the entire section) and replaced by a text box stipulating the applicable exception
Board Calibration sessions	invited individuals	**NO** (however normally not applicable)	**No** but limited to a clear range of agenda items	**YES**, decisions made in calibration sessions are shared with members with confidential passages redacted (which could include the entire section) and replaced by a text box stipulating the applicable exception **NO** minutes are shared as only summary notes may be taken for internal Board purposes.

Overview of the various types of Board meeting sessions and their regime of disclosure.

8.6. Request Assessment Process

1. Upon receipt of a request, the Information Officer shall promptly contact the colleague who is custodian of the document. In case the custodian is absent, the colleague acting for them assumes that responsibility.

2. It is the duty of every Head of Unit at FSC to ensure that their staff gives priority to such requests.

3. In the case of a Board document, the Information Officer will contact the ExCo via the Director General.

4. When requesting the document from the custodian, the Information Officer shall specify that a submission denial may only be considered based on arguments as to why (at least) one of the provisions from the Exception Framework defined in this policy applies.

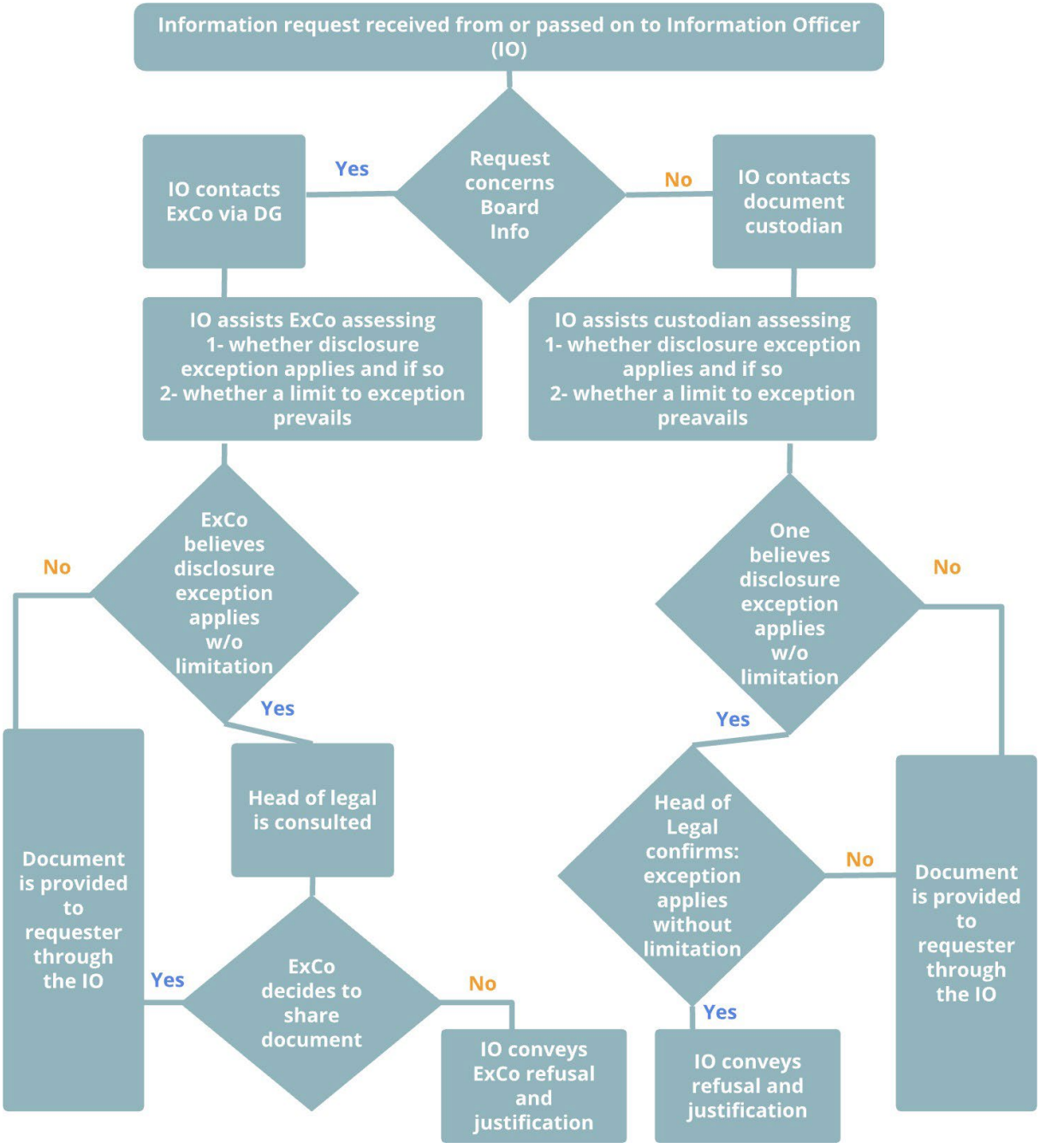
5. As the guardian of this Policy, the Information Officer shall assist and potentially challenge the custodian in determining whether the Exception Framework applies and if so, whether a Limit to Exceptions prevails.

6. Thereafter, if at least one of the two (Information and document custodian) is of the view that the disclosure of the requested document must be denied, this must be first confirmed by the FSC Head of the Legal Department or his/her substitute.

7. In the case of Board information, the decision of the ExCo prevails, following consideration of advice from the Information Officer and ultimately from the FSC Head of Legal Department or his/her substitute.

8. In cases where any of the individuals involved in the evaluation of the request for information (steps 6 or 7 above) find themselves in a conflict of interests, by their own judgement or in the unanimous assessment of the other individuals involved, such conflicted individual must recuse themselves from the deliberations. If the FSC Head of the Legal Department is conflicted, his/her substitute shall step in. If the FSC Head of the Legal Department is absent and his/her substitute is conflicted, the Director General shall step in.

9. In any reply denying disclosure of information, the Information Officer shall outline the reasons for denial, explicitly citing applicable exception(s) with reference to this Policy. Such a reply will be subject to reporting and two appeal levels, as outlined further down this Policy.



Flowchart illustrating information request assessment process

8.7. Decision Responsibilities

As per the above-outlined *Request Assessment Process*:

- The Information Officer and the document custodian decide jointly on disclosure. If at least one of them thinks that disclosure must be denied, the FSC Head of the Legal Department must take the final decision.
- In the case of Board information, the ExCo decides on disclosure.

8. 8. Implementation Guidelines

The Information Officer shall over time compile and publish *Implementation Guidelines* which record the practical implementation of this Policy, and in particular document:

- what type of information falls under which exception and, conversely,
- what grounds were recognised as limits to exceptions.

8.9. Staff at FSC consolidated Group

Every staff member of FSC consolidated Group is trained to implement established routines of proactive disclosure/ publication and to support promptly the Information Officer's response to information requests.

It is the duty of every staff member of the FSC consolidated Group to:

- seek the advice of the Information Officer whenever they encounter any uncertainty in the exercise of their responsibility to implement such routines of proactive disclosure and
- to redirect to the Information Officer requests for information they may receive whenever they believe that confidentiality may apply.

FSC consolidated Group interns, volunteers and consultants may also be requested to support the Information Officer in implementing this Policy.

9. Appeals

Not least as the evaluation for the Exception Framework will often be subject to judgement, anyone who believes that the FSC consolidated Group has failed to properly apply this Policy to their request for information may appeal to the ExCo (exco.info@fsc.org), as delegated to the Board for that purpose by approval of this Policy. Any such appeal shall be decided within 30 working days of it having been duly lodged.

If after that appeal, the requester still believes that this Policy was not properly applied, the requester may further appeal to the full Board (exco.info@fsc.org). Any such second appeal shall be decided within 60 working days of it having been duly lodged.

10. Reporting

The Information Officer will publish and present to the ExCo on a yearly basis a report on the implementation of this Policy including a register of:

- formal information requests including their specific object (excluding the identity of the requesting member),
- the FSC consolidated Group's response time,
- the reason (exception) given for denial of disclosure (if applicable),

as well as

- the latest version of the Policy Implementation Guidelines.

In the context of that presentation the ExCo shall explicitly discuss cases where exceptions were invoked, and disclosure denied.

The ExCo will report accordingly to the Board on a yearly basis.

The Board will annually present to the Members and where applicable to the General Assembly a written report concerning the application of this policy, including:

- the Information Officer's report,
- Appeals to the ExCo (if applicable) and corresponding decisions,
- 2nd level appeals to the full Board (if applicable) and corresponding decisions,
- The use by the Board of the Emergency Provision justifying invoking a new exception,
- the latest version of the Policy Implementation Guidelines.

11. Policy Review

In light of the lessons learnt in the practical implementation of this policy and following consultation with the Head of the Legal Department and the Director General, the Information Officer shall advise the ExCo yearly about the potential need for amendments to this policy. Such amendments are to be ultimately submitted to the approval of the Board of Directors.

In particular, no later than two years following the first approval of this Policy, the Board shall consider approving provisions policing the automatic expiration of the confidentiality status for certain documents and/ or types of information.

End of Policy.

ANNEX TO POLICY

The following is a non-exhaustive list of data and documents that FSC is committed to make available online to its Members and to update regularly:

- Mission
- Statutes
- Financial statements
- Strategic Plan
- Member List (FSC AC)
- FSC certificate holders
- Policy for Association cases
- FSC Policies, Standards, Procedures and other normative documents.
- Overview of Policies, Standards and Procedures being developed or revised with contact details and opportunity to register for participation in consultation,
- Reports on Internal and external impact evaluations
- Remedy cases
- Impressum

- Membership Access to Information and Transparency Policy
- Contact details of information Officer
- Implementation Guidelines to the Membership Access to Information and Transparency Policy
- Internal governance documentation, including
  - Board
    - Board members biographies and their FSC contact details
    - Board of Directors Operating Manual
    - Before Board meeting:
      - Cover notes of papers related to regular Board sessions
      - Annexes to cover notes related to regular Board sessions
    - After Board meeting:
      - Minutes of regular Board meeting sessions
      - Papers related to regular Board meeting sessions resulting from a Membership Consultation process
  - Membership regulations
  - General Assemblies
    - Agendas
    - Documents for approval including Motions
    - Minutes
    - Approved Motions
- Engagement
  - Internal events
  - Member Consultations
  - Member-exclusive discussions fora
  - FSC Organigramme and Unit contact details
- Internal News and Update

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