

**FIFA HUMAN RIGHTS
ADVISORY BOARD**

Terms of Reference, January 2019



Fédération Internationale de Football Association

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1 Introduction

In 2016, FIFA decided to set up an independent advisory body composed of experts on human and labour rights to support it in its then newly introduced statutory commitment to respect all internationally recognised human rights (Article 3 of the FIFA Statutes). This Human Rights Advisory Board (henceforth: Advisory Board) provides FIFA with guidance on the implementation of its human rights-related responsibilities, including with regards to its policy commitments, due diligence processes and processes for remediation.

These Terms of Reference outline the purpose, scope and composition of the Advisory Board and describe its activities with regard to working methods, reporting and communication. They are valid for the period of 1 January 2019 to 31 December 2020.

These Terms of Reference are based on an initial version of the document, which was valid for the two-year initial pilot phase of the Advisory Board in 2017 and 2018. The initial Terms of Reference were drafted by a cross-functional working group at FIFA and included extensive feedback from external stakeholders. These revised Terms of Reference take into account the lessons learned during the initial pilot phase by FIFA, the Advisory Board members and key external stakeholders.

These Terms of Reference are publicly available and published on FIFA's website www.fifa.com.

2 Purpose and scope

The Advisory Board provides FIFA independent expert advice, critical evaluation, and recommendations with a view to supporting FIFA in its ongoing efforts to implement its commitments outlined in Article 3 of the FIFA Statutes and FIFA's Human Rights Policy¹, in accordance with FIFA's responsibilities under the UN Guiding Principles on Business and Human Rights.

¹ See https://resources.fifa.com/mm/document/affederation/footballgovernance/02/89/33/12/fifashumanrightspolicy_neutral.pdf

The scope of the Advisory Board's work includes all processes and issues it may consider relevant for the implementation of FIFA's commitment to respect human rights. Processes include but are not limited to developing and embedding policy commitments, the implementation of an effective human rights due diligence process and the development of access to effective remediation for those who may be adversely impacted by FIFA's operations.

3 Composition

The Advisory Board comprises a wide spectrum of external² stakeholders with expertise in the field of human rights, including international organisations, trade unions, civil society organisations, and FIFA Partners.³ The minimum number of members is five (5), while the maximum number of members is nine (9). The board strives for equal representation of men and women and no gender shall be represented with less than 30% of the total group.

Members of the Advisory Board are invited to join based on their recognised expertise in the field of human rights and act in their individual capacity. Invited members are expected to have a solution-oriented, hands-on approach with relevant technical competence in the human and/or labour rights field.

Members of the Advisory Board are appointed by the FIFA Secretary General. Upon confirming their acceptance of this appointment, members normally serve a fixed term of two (2) years. This will be open to renewal by mutual agreement with FIFA.

Members can terminate their affiliation with the Advisory Board at any time. FIFA has the right to terminate a member's appointment under the following circumstances: 1) if a member is seen to have acted in contravention of the Terms of Reference, in particular in regards to the clauses regarding confidentiality; 2) if a member is seen to fail to contribute to the work and purpose of the body in good faith; 3) if a member changes his or her institutional affiliation; or 4) absence at three

² This excludes all FIFA staff, staff of subsidiaries of FIFA and their subsidiaries, staff of FIFA's Member Associations and their members, staff of the regional football Confederations, football officials and members of any of FIFA's standing committees.

³ FIFA Partners are a group of key sponsorship affiliates of FIFA.

(3) consecutive meetings of the Advisory Board. Any decision by FIFA to terminate a member's appointment should take into account the opinions of the other members of the Advisory Board.

New members can be suggested by the Advisory Board members or by FIFA but must be approved by consensus among members and the FIFA Secretary General. As with the initial members of the Board, new members are then appointed by the FIFA Secretary General.

Local entities created or appointed to host FIFA competitions are not represented on the Advisory Board but, through FIFA, are requested to provide the body with information pertaining to human rights-related risks, impacts and procedures. Other competent local authorities may be invited to provide information or take part in meetings on an ad hoc basis and upon invitation by FIFA or the Advisory Board.

Members provide their services on a pro bono basis to preserve independence. For all meetings of the Advisory Board and for any other travel that FIFA deems necessary and that is agreed with the members of the Advisory Board, FIFA shall organise and book the travel as well as the accommodation of its choice for the members of the Advisory Board in accordance with FIFA's internal policies and shall bear the related costs. Advisory Board members do not receive daily allowances while traveling for Advisory Board-related work. FIFA shall be responsible for taking all appropriate measures for the safety and security of Advisory Board members when traveling for Advisory Board-related work.

4 Working methods

The FIFA Sustainability & Diversity Department acts as the secretariat of the Advisory Board. It is the main interlocutor of the Advisory Board, organises the meetings; prepares meeting minutes within four (4) weeks after each meeting; coordinates the reporting and facilitates any other necessary organisational arrangements. The work of the Advisory Board is linked to the FIFA Governance Committee's statutory mandate to advise the FIFA Council on human rights. Accordingly, the secretariat will facilitate appropriate interaction between the Advisory Board and the Committee.

FIFA shall organise regular meetings of the Advisory Board with a minimum of two (2) in-person meetings held per year. This can be complemented by video or telephone conferences or communication via email as needed. All

information, whether in person or via conference calls, will be shared in confidence to enable robust and frank discussion within the Advisory Board.

FIFA shares the first draft of the agenda, including proposals from the Advisory Board and/or its members, with the members for their revision at least four (4) weeks prior to the respective meeting. The revisions that are received from the members up to two (2) weeks before the meeting are integrated into the agenda. FIFA shall ensure that all relevant information and documents on each topic on the agenda is given to members of the Advisory Board one (1) week in advance of each formal meeting or conference call and provide a written update on how FIFA has integrated previous recommendations in its operations.

Should the members of the Advisory Board or FIFA perceive the need for additional expertise on a specific topic, the participation of additional people at meetings may be considered on an ad hoc basis. Any additional participants must be agreed to by consensus among the members and are not to be considered members as such. As a general rule, FIFA covers the costs for the participation of one additional person per Advisory Board meeting. On an exceptional basis, the members of the Advisory Board can request the participation of two or more additional participants, subject to approval by FIFA. The role of additional participants is to provide information in relation to specific topics to the members for their deliberation. The responsibility to formulate and agree on recommendations to FIFA will continue to rest with the official members of the Advisory Board.

The Advisory Board can, within its own discretion, collect additional information from experts and/or specific stakeholders before and/or after its formal meetings with FIFA. The secretariat will assist the Advisory Board in arranging regular Advisory Board-only calls and informal meetings, in addition to its formal meetings.

The Advisory Board is a flat structure of equal members, with a procedural chairperson in charge of chairing meetings and serving as a coordinator between the Advisory Board and FIFA, being elected by and from among the members. The members shall decide whether they prefer a rotating chairperson or a chairperson for a fixed term. The members may wish to appoint one of the members as deputy chair and/or as a rapporteur to formulate and take note of recommendations.

The Advisory Board may choose to name contact persons from among the members for specific issues. The responsible Board member is expected to

consult bilaterally with the FIFA secretariat to inform a discussion among the whole Board on the issue and/or to follow up with FIFA on specific recommendations that the Board has made on the issue.

The Advisory Board aims to function on the basis of consensus with regards to all recommendations presented to the FIFA General Secretariat. In those instances where consensus cannot be reached amongst the members of the Advisory Board, the majority and minority perspectives are expressed in the Board's public statements.

Relevant FIFA staff attend the meetings in order to support deliberations and provide input. FIFA will arrange an exchange with the FIFA Secretary General during the formal meetings of the Advisory Board. Where this is not possible, FIFA will arrange another opportunity for exchange shortly after the meeting. Also, a representative of the FIFA Governance Committee shall be entitled to participate in formal Advisory Board meetings. Interaction with FIFA's President or representatives of his office will also be facilitated on a regular basis. At its discretion, the Advisory Board can hold certain parts of the meetings without the presence of FIFA staff.

Stakeholders can communicate their concerns and suggestions to the Advisory Board through the secretariat or directly to the procedural chairperson or another member of the Advisory Board.

Where situations arise that pose severe risks to specific stakeholders, the secretariat will update the Board on a more frequent basis.

The secretariat presents the Advisory Board's recommendations to FIFA's Secretary General and relevant Departments within FIFA. The relevant Departments within FIFA will take the recommendations into account in their effort towards ensuring respect for human rights throughout FIFA's operations.

5 Reporting and communication

The overall reporting obligation with regard to FIFA's efforts to meet its human rights responsibilities and progress on specific issues lies with FIFA.

The Advisory Board publishes at least two statements per year, which include information on the Board's work in general and the recommendations provided to FIFA. These update statements are

developed by the Advisory Board and published on an independently maintained website (<https://www.business-humanrights.org/en/fifa-human-rights-advisory-board>) after consultation with FIFA.

FIFA will publish regular implementation updates, describing progress and challenges related to the implementation of the Advisory Board's recommendations. These implementation updates also include a description of the implementation status of each recommendation as determined by the Advisory Board.⁴

While the Advisory Board and FIFA have sole editorial control of their respective statements, recommendations and updates, both parties have the right to have confidential information as well as factual errors removed before these are made public.

FIFA undertakes to disseminate the Advisory Board statement and updates on the implementation of the Board's recommendations among relevant units of the FIFA administration and other FIFA bodies.

6 Additional provisions

Members are bound to treat commercially or otherwise sensitive information received in their capacity as members of the Advisory Board with confidentiality. The secretariat determines which information should be treated as confidential and explicitly communicates this to the members of the Advisory Board.

During their term of appointment, members will not be permitted to take, or be offered, any paid consultancy services by FIFA, its member associations or local organising committees of FIFA competitions.

Members shall act with the highest degree of integrity and impartiality, and declare to the other members of the Board and to FIFA any potential conflict of interest that should arise in carrying out their role as a member or in the deliberation or development of any specific recommendations by the Advisory Board. A conflicted member shall refrain from discussing or developing related recommendations.

⁴ FIFA and the Advisory Board agreed on a tracking mechanism that differentiates between four status categories: 01 means implementation has not yet started; 02 means implementation is ongoing; 03 means implementation is at an advanced stage; and 04 means it has been fully implemented (or closed out).

Any proposed changes to the Terms of Reference by the members of the Advisory Board or FIFA before 31 December 2020 must be approved by all members of the Advisory Board and by FIFA. After the conclusion of the two-year period for which they are valid, these Terms of References will be reassessed and revised by FIFA with input from key stakeholders, including the Advisory Board members.

