

HUMAN RIGHTS ADVISORY BOARD TERMS OF REFERENCE

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FIFA[®]

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1. Introduction

FIFA has decided to set up an independent advisory body composed of experts on human and labour rights to support it in its newly introduced statutory commitment to respect all internationally recognised human rights (Article 3 of the FIFA Statutes). This Human Rights 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.

The set-up of this Board builds on the announcement made by the FIFA President in Doha in April 2016, whereafter he mandated the FIFA Administration to further elaborate on the specific scope and objectives of such a body.

These Terms of Reference have been drafted by a cross-functional working group at FIFA with extensive feedback from numerous stakeholders and consideration given to the report by Professor John Ruggie mandated by FIFA, "FIFA and Human Rights". The Terms of Reference are publically available and are valid for the initial pilot phase, which concludes on 31 December 2018. After the conclusion of the pilot phase, these terms will be reassessed and revised by FIFA with input from key stakeholders, including the Advisory Board members. Any proposed changes to the Terms of Reference by the members of the Advisory Board or FIFA before the termination of the pilot phase must be approved by consensus by both parties.

2. Purpose

The Advisory Board provides the FIFA General Secretariat with external, expert advice, critical evaluation, and guidance on FIFA's human rights due diligence processes and processes for remediation with a view to

supporting FIFA in implementing concrete measures in connection with FIFA's operations. Recommendations from the Advisory Board are considered by the FIFA General Secretariat in its efforts to implement its human rights commitments enshrined in Article 3 of the FIFA Statutes.

3. Scope

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 as per Article 3 of FIFA's Statutes and following guidance from the UN Guiding Principles on Business and Human Rights. Processes include but are not limited to developing and embedding a human rights policy commitment, 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. Possible issues include but are not limited to labour standards, health and safety, property rights, security, discrimination and freedom of expression.

The prioritisation of issues dealt with by the Advisory Board should be guided by likelihood and severity of adverse human rights impacts and not on FIFA's commercial interests nor on FIFA's degree of influence over the situation.

4. Composition

The Advisory Board aims to represent a wide spectrum of external stakeholders with expertise in the field of human rights, including international organisations, trade unions, civil society organisations, and FIFA partners. 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.

The initial composition of the Advisory Board is based on a mapping of human rights-related experts and stakeholders undertaken by the FIFA Administration with support from external specialists in this 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. The inaugural members will be invited to serve on the Advisory Board until at least the end of the pilot phase.

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 (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.

FIFA shall not appoint any of its own employees to sit on the Advisory Board, but the FIFA Administration acts as its secretariat by providing relevant materials, setting dates for meetings, drafting the agenda, drafting

minutes of meetings and facilitating any other necessary organisational arrangements. The secretariat is composed of a cross-functional working group, led by FIFA's Human Rights Manager in the Sustainability & Diversity Department, and including staff from the Public Affairs Department, the Legal & Integrity Division and the Compliance Division.

The Local Organising Committees (LOCs) of, respectively internal business units of a FIFA Member Association made responsible by the respective FIFA Member Associations 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 the Advisory Board.

As mentioned above, members of the Advisory Board are invited to join based on their recognised expertise in the field of human rights and act in their professional 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 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.

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.

5. Working methods

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 meetings, whether in person or via conference calls, are held following the Chatham House rule, except in those cases where Advisory Board members wish to place on record their dissent or further considerations to perspectives reported in the meeting report.

FIFA shares the first draft of the agenda 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. Any background information from FIFA's side is sent to the members in due time before any in-person meetings or conference calls.

The structure of the Advisory Board is that of a flat hierarchy of equal members, with a procedural chairperson in charge of chairing

meetings 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 a rapporteur to formulate and take note of recommendations.

The Advisory Board aims to function on the basis of consensual decision-making and a "one voice" concept 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 recorded in the meeting report. Members have the possibility to explicitly express their dissent with a majority perspective or add additional considerations on the reported perspectives and have this included in the meeting report.

Relevant FIFA staff attend the meetings in order to support deliberations and provide input. Where necessary, interaction with FIFA's Secretary General will be facilitated. On an exceptional basis, the Advisory Board can request to 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 designated member of the Advisory Board. Relevant contact information shall be made public.

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 to ensure respect for human rights throughout FIFA's operations. The secretariat will at each meeting of the Advisory Board report on how FIFA has integrated previous recommendations in its operations.

6. Reporting

Bi-annual reports are drafted jointly by the Advisory Board members and the secretariat. The members report on the work of the Advisory Board in general and recommendations presented to FIFA. FIFA prepares a section for the report describing progress and challenges related to the implementation of the Advisory Board recommendations. While the Advisory Board and FIFA have sole editorial control of their respective sections of the report, both parties have the right to have confidential information as well as factual errors removed before the reports are made public.

7. 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 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.