

General Terms of Reference for All IAATO Committees

1. "IAATO members" in these Terms of Reference refers to Operators (those who have fulfilled the requirements in Article III, Sections B and C, and Article X, as applicable); Provisional Operators; and Associates.
2. Only Operators are eligible to serve on the Executive, Membership, Finance, and Compliance and Dispute Resolution committees. Membership in the Antarctic Gateway Committee is restricted to Operators, but Associates may be consulted. Other committees (Field Operations, Marine, Bylaws, and Yacht) welcome Operators, Provisional Operators and Associates as members.
3. Each committee will have a chair, a chair and vice chair, or co-chairs who are Operators; voting in committees is limited to Operators.
4. If a committee member ceases to be engaged by an Operator or Associate, or if the Operator or Associate for whom they work ceases to be an IAATO member, the committee member must vacate their seat.
5. The actions of all committee members, including proxies, are to conform to IAATO antitrust policies.
6. All committee members should be mindful of their leadership role in IAATO and take care in any public statements, either to the press or on social media, not to disparage another IAATO member.
7. Committee members who disagree with the majority on a topic to be presented at the annual meeting for a vote, and who plan to speak independently of the Committee, must provide to the committee chair a written statement of their dissent, along with any relevant supporting documentation, before the Annual Meeting.
8. CONFIDENTIALITY POLICY. The unauthorized disclosure of non-public information regarding IAATO or its members or collaborators that a person obtains as a result of serving on an IAATO committee or working group is strictly prohibited. The disclosure, distribution, electronic transmission or copying of IAATO's or its members' confidential material is likewise strictly prohibited.
9. With the exception of the Executive Committee, chairs, vice chairs, co-chairs and other committee members are elected annually by the Membership.
10. The terms of chairs, vice chairs and co-chairs are expected not to exceed three years.
11. IAATO committees play pivotal roles in the health and effectiveness of the organization. IAATO cannot fulfill its mandate of advocating and promoting the practice of safe and environmentally responsible travel to the Antarctic without active, engaged committees. Therefore,
 - a. Each committee is expected to meet at least three times per year, in person or electronically;
 - b. For committees other than the EC, committee chairs, vice chairs or co-chairs are responsible for submitting a report of their committee's work progress to the EC no later than two weeks in advance of the Annual Meeting and of the EC's October and February meetings, and reporting on committee progress to members at the Annual Meeting;
 - c. Members of all committees are expected to participate, to be active and responsive to committee inquiries, and to contribute to the work of the committee during the year. If committee members are not able to be active during the year, unless caused by unforeseen circumstances, they should step down voluntarily or may be asked to step down and allow others to participate.
12. The following Terms of Reference for individual committees are intended to be dynamic and to change with time as IAATO continues to develop and diversify.

Terms of Reference for the Executive Committee

The Executive Committee (EC) plays a central role in working with the Executive Director (ED) and the Deputy Executive Director (DED) to formulate IAATO's policy direction and response to critical issues. The ED is responsible for driving IAATO policy and the work of the various IAATO committees as appropriate, with the EC setting priorities as defined by the Membership. In addition to adhering to the EC TORs, the EC also agrees to follow the Executive Committee Pledge for Good Governance, an internally agreed document that can be revised periodically at the discretion of the EC.

A. Core Duties of the Executive Committee

1. Provide guidance, advice and support to the ED;
2. Recruit, conduct annual performance reviews, and if required, terminate the ED's contract;
3. Represent the Membership in policy initiatives created by the ED;
4. Make decisions on behalf of the Membership, where appropriate and subject to ratification, and seek views of the Membership on initiatives and developments, as appropriate;
5. Update the Membership on activities, issues and developments, either by oral or written report, at the Annual Meeting and at least two additional times during the fiscal year;
6. Implement policy as defined and recommended by members;
7. Manage the performance of the ED via regular performance reviews. At least one performance review must be undertaken every 12 months;
8. Assist the ED in reviewing key policy papers;
9. Participate in meetings as needed;
10. Seek appropriate new representation on the EC, in advance of the Annual Meeting, to ensure ongoing, consistent management of the organization.

B. Structure of the Executive Committee

1. The EC will consist of a chair and at least three other Operators, each of whom will be expected to serve for at least three years, and no more than five. This expected tenure is based on the need for continuity and experience in dealing with ongoing issues that typically span several years. Because of the workload, it is preferable to have a minimum of four but no more than seven, including the chair, on this committee. It is preferable that members represent the various sectors of the Association (Cat 1 and Cat 2 vessels, cruise only, deep field, yachts, etc.)
2. It is anticipated that members of the EC will rotate in the role of chair every two years in order to ensure a level of continuity for both the Membership and the Secretariat.
3. The EC will designate a vice chair who is capable and willing to assume the responsibilities of chair should circumstances require.
4. A voting quorum will consist of 51% of the current members.
5. If a committee seat is vacated during the year, the remaining committee members will make a determination – based on workload, the expertise of the departing member, time remaining until the next Annual Meeting, and the total number of members remaining – whether it is necessary to replace the departing member immediately. If it is agreed among the EC that a replacement is required before the next Annual Meeting, the EC will nominate an appropriate candidate for this position. The ED will then be directed to conduct a vote by electronic ballot among the Operators to elect the new EC member. To be eligible to serve on the EC, an individual must be a partner, owner or full-time employee of the Operator that the individual represents. The individual must also have three years of experience in IAATO *and* must be a representative of an Operator that has operated at least three seasons in Antarctica and is in good-standing. The individual preferably will have served on at least one other committee. When standing for election, candidates for the Executive Committee will be requested to

6. speak briefly about their sense of the state of IAATO, their vision for its future, and any special experience, knowledge or skills they will bring to the work of the EC during their tenure.

6. An EC member can be dismissed by a vote of two-thirds of all eligible Operators.

C. Interaction with the Executive Director

1. The ED and the DED are the primary spokespersons for IAATO. All IAATO members, including the EC, should therefore liaise closely with the ED and DED before speaking in any public forum on behalf of IAATO.
2. A close working relationship between the ED and the chair of the EC is essential for the benefit of IAATO as a whole.
3. The EC directs and oversees the responsibilities of the ED.
4. The EC will meet, in person or via a conference call, together with the ED at least three times per year. This should include at least one meeting in person per year, separate from the Annual Meeting, at which a quorum is present. The EC may invite chairs of other committees to participate in these meetings as appropriate. For such meetings, reasonable travel expenses shall be covered for the EC and invited participants, in accordance with the IAATO Travel Policy. The EC will also meet in conjunction with the Annual Meeting. At each of these meetings, the EC will review reports from all standing committees, and from the senior management of the Secretariat, and will provide feedback and direction. Within two weeks of the close of each of these meetings, the EC will provide the Membership with a report of decisions taken and actions planned.
5. EC members will also hold informal discussions among themselves or with the ED as issues arise during the year.

Terms of Reference for the Membership Committee

A. Core Duties of the Membership Committee

1. Prepare recommendations on Membership issues for the EC and Secretariat.
2. Provide a biennial review of Membership categories and the Membership application processes to ensure they are in line with the changing face of IAATO and responsible Antarctic travel.
3. Provide advice to the EC and Secretariat on how to develop or improve the Membership application processes.
4. Provide advice on specific Membership issues tasked to them by the EC, Secretariat or Membership as agreed at the Annual Meeting.
5. Assist the Secretariat in situations where additional input or assistance is required, e.g., assist in corresponding with and gathering information from an applicant.
6. In conjunction with the Secretariat, review the status of Operators and Provisional Operators to make sure they continue to meet all requirements necessary to maintain their Membership status, e.g., organizing travel programs to the Antarctic at least once within every three consecutive Antarctic seasons.
7. The Membership Committee should be fully aware of the IAATO Bylaws and Membership categories. If in doubt the committee should seek the advice of the Secretariat, EC and Bylaws Committee (BC).

B. General Process for the Membership Committee

1. Scrutinize new membership applications on behalf of the Membership to ensure prospective companies comply with IAATO Bylaws and standard operating procedures.
2. Complete the review of applications to become Provisional Operators prior to the Annual Meeting and advise the EC and Secretariat.
3. Complete the review of Observer reports as required and advise the EC and Secretariat.

4. Applications for Associate Membership may be submitted at any time and should be reviewed as they are submitted, including any necessary contact with the applicants prior to making recommendations to the EC and Secretariat. The applications can be voted on at any time thereafter by email ballot sent to the Operators.

C. Structure of the Membership Committee

1. The Membership Committee will consist of a chair and at least three other Operators, each of whom is expected to serve for three years.
2. Committee members should represent the diversity of the Operators.
3. A voting quorum will consist of at least three individuals. If one of the members of the committee is absent, then a member of the BC or EC can be engaged to make a quorum.
4. If a committee seat is vacated during the year, leaving the Committee without a quorum, the ED will conduct an email vote among the Operators to elect a new committee member.
5. Membership Committee duties present particular challenges because of potentially sensitive issues that might arise between commercial competitors. A committee member should recuse themselves from specific Membership issues if there is potential for commercial or ethical conflict. Additionally, if a member of the committee is remunerated (either financially or in-kind) by a prospective member in relation to an application, they must recuse themselves from committee discussion and from voting on that application.

D. Interaction with the Executive Director requires that:

1. The ED or the Secretariat will have made contact (email, telephone or face-to-face discussions) with applicants prior to the application having been submitted.
2. The ED or the Secretariat will have sent appropriate material such as application forms to the applicant and will have received and collated the responses from the applicant.
3. The ED will appoint an Observer(s) when necessary and appropriate and will circulate the observer report(s) to the Membership Committee.
4. The ED will send any applications to become a Provisional Operator or an Operator, and all Observer reports to the Membership Committee at least 45 days before the Annual Meeting.
5. The ED will share all appropriate application information submitted by applicants with the Membership Committee.
6. The ED will share all appropriate information and correspondence regarding other membership issues with the Membership Committee.

Terms of Reference for the Marine Committee

A. Core Duties of the Marine Committee

1. Identify marine related issues that require further action.
2. Assist the Secretariat with information as needed for papers put forward prior to the Antarctic Treaty Consultative Meeting (ATCM) or other relevant meetings, or for papers requiring feedback afterwards.
3. Review yearly the emergency contingency plan, vessel communication, best practice and agreed standards; recommend changes if needed. Recommend new procedures as appropriate pending developments and agreement within the IMO and other maritime organizations.
4. Provide comment or recommendations on relevant Hydrographic Committee on Antarctica (HCA) issues and work tasks.
5. Support and as appropriate encourage participation by vessel operators in the IAATO/Association of Arctic Expedition Cruise Operators (AECO) hydrographic crowd sourcing initiative.
6. Provide comment to the International Ice Chart Working Group suggestions and work tasks.

7. Work closely with Cruise Lines International Association (CLIA) on relevant issues.
8. On issues that affect marine operators, the Membership will be advised via the Secretariat.
9. Liaise with all marine members as needed.
10. Work closely with the Secretariat as appropriate.

B. Structure of the Marine Committee

1. The Marine Committee will consist of a chair, vice chair, and at least three ship operators. Each committee member is expected to serve for three years. The committee may include additional members who are Provisional Operators, or who are Associate members whose business is the management of ships of an Operator or Provisional Operator. The committee may also consult with outside experts and stakeholders for advice on new guidelines and requirements as appropriate.
2. If a committee seat is vacated during the year, the Operator who employed the departing member may wish to nominate a replacement. Consultation should take place within the committee to determine if a new member needs to be elected prior to the Annual Meeting.

Terms of Reference for the Bylaws Committee

A. Core Duties of the Bylaws Committee

1. Make certain that the copy of the Bylaws posted on the IAATO website is current, including making any changes passed at the Annual Meeting within two months of the meeting's conclusion.
2. Review the Bylaws annually to ensure they reflect IAATO's current operating practice and the Strategic Plan.
3. Inform the Membership of any proposed changes to the Bylaws in advance of the Annual Meeting.
4. Propose wording to incorporate agreements or amendments made at the Annual Meeting into the Bylaws, and coordinate proposed wording with the Secretariat and EC.
5. Be watchful that Bylaws are not changed needlessly. If there is an alternative to changing the Bylaws – for example, creating a procedure to be inserted into the IAATO Operations Handbook – such a change is preferable to a change in the Bylaws.
6. Work closely with the Secretariat, the EC and the other committees, as needed.

B. Structure of the Bylaws Committee

1. The BC will consist of a chair and at least one other member, each of whom is expected to serve for three years.
2. If a committee seat is vacated during the year, consultation with the EC should take place to determine if a new member should be elected prior to the Annual Meeting.

Terms of Reference for the Finance Committee

A. Core Duties of the Finance Committee

1. Work closely with the Secretariat throughout the year, as required.
2. The Finance Committee (FC) is responsible for reviewing and commenting on quarterly reports, end-of-year reports, profit & loss, balance sheets, general ledger, open invoices, bank statements and any other documents relevant to the committee's tasks.
3. The Secretariat will provide the FC with copies of all relevant reports in a timely manner.
4. The FC is responsible to see that Operators are invoiced correctly for dues and fees, and the FC will be issued with relevant Estimated Dues & Fees updates.

5. The FC works with the Secretariat and EC to create a working budget for future FYs, and compares and comments on current FY budgets against projections or actuals when available.
6. The FC ensures that the Secretariat and IAATO's bookkeeper and accountants prepare accounts in a timely manner in accordance with the Bylaws, legal and tax requirements, and general accounting principles.
7. The FC is responsible to provide a detailed balance sheet and profit & loss statement to Members within four months of the close of the fiscal year.
8. The FC presents a report at the Annual Meeting on IAATO's financial status and ensures that the Membership votes on the previous year's financial statements and on future budgets.
9. The FC reviews the expense reports of IAATO personnel and contractors, which must be provided to the FC within 60 days of incurring the expense.

B. Structure of the Finance Committee

1. The FC will consist of a chair and at least one other Operator, and a maximum of three Operators including the chair.
2. If a committee seat is vacated during the year, consultation should take place with the EC to determine if a new Operator should be elected prior to the Annual Meeting.

Terms of Reference for the Field Operations Committee

A. Core Duties of the Field Operations Committee

1. Assist the Secretariat in matters related to field operations management; the review of site guidelines, either for existing sites with already approved Antarctic Treaty System (ATS) or IAATO Guidelines or; or of other matters related to field operations or field staff, including but not limited to standards and training, providing feedback and advice as requested and in a timely manner.

B. Structure of the Field Operations Committee

1. The Field Operations Committee (FOC) will consist of a chair, a vice chair and up to one representative per Operator and ideally up to three Associates [not to exceed 1 Associate per 7 Operators].
2. The chair and vice chair should be Operator representatives.
3. The chair and vice chair should be the only representative from the Operator with one vote each.
4. Committee members should include, but not be exclusively limited to, active field staff.
5. Committee members should represent the diversity of the Membership.
6. Outside experts and stakeholders may be consulted in order to contribute to the development of new guidelines and requirements as appropriate.
7. If a committee seat is vacated during the year, it is acceptable for the Operator that employed the departing committee member to nominate another individual within that company to serve on the committee.
8. With prior notification to the chair, or the vice chair if the chair is not available, of the FOC, a member may appoint a proxy from their company to participate in any FOC meetings or e-meetings in which the elected member is not able to participate. If the chair needs to appoint a proxy for themselves, prior notification should be sent to the Secretariat.

Terms of Reference for the Compliance and Dispute Resolution Committee

A. Core Duties of the Compliance and Dispute Resolution Committee

1. Familiarity with the IAATO Rules of Procedure for Enforcing Compliance and Dispute Resolution and understanding of IAATO Bylaws and other association policies – e.g., Field Operations Manual, standard operating procedures and actions.
2. Willingness to impartially apply the Rules of Procedure on behalf of the Membership to determine if any member being reviewed for non-compliance has violated IAATO Bylaws or other agreed IAATO policies.
3. Ensure that the review process proceeds in a timely and objective manner.
4. Prepare recommendations as necessary on compliance and dispute issues for the Secretariat, the Executive Committee (EC) and the Members.
5. Provide advice to the EC and Secretariat on how to improve the Compliance Dispute Resolution Process and the Rules of Procedure to ensure they remain current.
6. Inform the Members, via the Secretariat, of any proposed changes to the Rules of Procedure or the Compliance and Dispute Resolution Process and ensure that such changes align with the Bylaws.
7. Provide advice on specific compliance and dispute resolution issues tasked to them by the EC, Secretariat or Members.
8. Assist the Secretariat in situations where input or assistance is required, e.g., assist in corresponding with and gathering information in a member dispute or compliance review.

B. Structure of the Compliance and Dispute Resolution Committee

1. The Compliance and Dispute Resolution Committee (CDRC) will consist of a chair and at least two additional Operators who are not members of the EC, each of whom is expected to serve for at least two years.
2. In addition to these committee members, an independent, impartial advisor, unaffiliated with any member company, may also sit on the committee. This advisor must sign a confidentiality agreement, serve on a voluntary basis, and will not have any voting rights within the committee.
3. To be eligible to chair the CDRC, an individual should have at least three years of experience in attending Annual Meetings, as well as experience as a member of other IAATO committees.
4. If a committee seat is vacated, resulting in total membership fewer than three, the chair of the Membership Committee shall serve as an interim member until a new member can be elected.
5. A voting quorum will consist of at least three CDRC members. If fewer than three members are eligible to participate, due to recusals, the chair of the Membership Committee shall be engaged to make a quorum.
6. CDRC duties present particular challenges because of potentially sensitive issues that might arise between commercial competitors. No member of the committee may participate in the review of a complaint if that person is or may be a witness or complainant in the case, or if their participation would otherwise create, or appear to create, a conflict of interest. The EC may select an interim replacement for any member of the CDRC who is unable to participate in a particular review for this reason.

Terms of Reference for the Yacht Committee

A. Core Duties of the Yacht Committee

1. Identify yacht-related issues that require further action, including those that overlap with other IAATO committees where IAATO Yacht Operators have expertise; e.g., overnight camping, climbing, skiing, diving, etc.

2. Assist the Secretariat and provide information as well as advice on yacht-related issues as needed – specifically regarding yacht-related papers put forward prior to the ATCM or requiring feedback afterwards.
3. Assist the Membership Committee in evaluating membership applications from Yacht Operators, when requested.
4. Monitor IMO Polar Code developments, specifically those relating to non-SOLAS vessels. Identify and discuss such issues with the Marine Committee and communicate with the IAATO yacht fleet as requested.
5. Periodically review IAATO communications policies and protocols, best practices and agreed standards for Yacht Operators; recommend changes or new procedures if needed, and provide advice on specific yacht-related issues, as agreed at the Annual Meeting.
6. Assist the Secretariat to analyze concerns and issues prompted by reported activities or practices of non-IAATO yachts that potentially affect the overall perception of Antarctic yachts by external stakeholders and the media.
7. Liaise with all yacht members as needed, always taking into account the different types of yachts IAATO deals with e.g., small sailing yachts, super yachts, mega yachts as well as mega power boats, etc. and be sensitive to the differences these yachts entail when formulating policy.

B. Structure of the Yacht Committee

1. The Yacht Committee will consist of a chair or two co-chairs and a minimum of three members that are yacht operators or yacht service providers. Each committee member is expected to serve for at least three years.
2. To be eligible to chair the Yacht Committee, an individual should have at least three years of experience as an IAATO Operator operating in Antarctica or the sub-Antarctic islands, as well as some experience as a member of other IAATO committees.
3. If a committee seat is vacated during the year, the Operator who employed the departing member may wish to nominate a replacement. Consultation should take place within the committee to determine if a new member needs to be elected prior to the Annual Meeting.

Terms of Reference for the Antarctic Gateway Committee

In this context, “gateway” is defined as a key passenger exchange port or airport outside of Antarctica (such as Ushuaia, Puerto Williams, Punta Arenas, Stanley, Hobart, Bluff, Cape Town, etc.)

A. Core Duties of the Antarctic Gateway Committee

1. In consultation with the EC and Secretariat, develop a strategy for IAATO to encourage safe, secure, sustainable, viable, efficient and environmentally responsible operations at Antarctic gateways, including starting points across the world for Antarctic travel and access points located in Antarctica.
2. Identify and prioritize gateway operational issues that are subject to improvement in order to support sustainable, viable, efficient, and environmentally responsible functioning and collaborate with the appropriate parties. These parties may include but are not limited to:
 - a. Government-appointed gateway managers; e.g., port authorities, airport concessions;
 - b. Government agencies, both regional and national;
 - c. IAATO members and other stakeholders active at the relevant gateways.
3. Seek advice from IAATO members and third parties who have special knowledge of the management of Antarctic gateways to:
 - a. Identify key relationships that need to be fostered and developed across all gateways;

- b. Identify those factors that are specific to gateway activities within Antarctica that may require further action, and;
 - c. Develop a strategy for communicating diplomatically and sensitively with all stakeholders in Antarctic gateway operations.
4. Recommend new procedures as appropriate pending developments and agreements with stakeholders.
5. Liaise with other committees as needed.

B. Structure of the Antarctic Gateway Committee

1. The Antarctic Gateway Committee will be led by a chair or two co-chairs.
2. The Committee may temporarily appoint a committee member to act on behalf of the Antarctic Gateway Committee for a specific gateway.
3. The rest of the committee will consist of at least four Operators. Each committee member is expected to serve for at least three years.
4. If a committee seat is vacated during the year, the Operator who employed the departing member may wish to nominate a replacement. Consultation should take place within the committee to determine if a new member needs to be elected prior to the Annual Meeting.
5. Associates and other experts may be consulted as appropriate.