

# The Supply Chain Initiative

## Rules of governance and operations

Adopted on 02 February 2018 by the Governance Group

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# Chapter 1 - Preamble

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1. The Supply Chain Initiative (SCI) was established on 1<sup>st</sup> April 2013 by the following European associations representing the food and drink industry (FoodDrinkEurope), branded goods manufacturers (AIM), the retail sector (EuroCommerce, ERRT, Independent Retail Europe, Euro Coop), small and medium-sized enterprises (UEAPME), and agricultural traders (CELCAA).
2. The SCI is a voluntary scheme developed in the context of the European Commission-led High-Level Forum on a Better Functioning Food Supply Chain. Its purpose is to promote good practice in the food supply chain as a basis for fair commercial dealings. It is based on commonly agreed Principles of Good Practice, which companies commit to integrate in their day-to-day operations; a set of process commitments to support their application, dispute resolution options, and the promotion of stakeholder dialogue both at EU and national level.
3. The SCI complements EU and national rules and regulations and other voluntary schemes. It was developed on the basis of four criteria set by Commissioner Barnier in 2013 for establishing a voluntary mechanism: efficiency, cost-effectiveness, effective control and transparency. Its performance is assessed against these criteria.
4. These Rules of Governance and Operations provide a framework for the management of the SCI.

# Chapter 2 - Purpose and Scope

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## 2.1. Overview

5. The Supply Chain Initiative (SCI) aims to promote B2B good practice in the food supply chain, by providing a mechanism to implement and enforce the Principles of Good Practice in Vertical Relationships in the Food Supply Chain, referred to as “the Principles of Good Practice”<sup>1</sup>.
6. The SCI is based on a registration system whereby economic operators, including SMEs<sup>2</sup>, voluntarily commit to implement the Principles of Good Practice as a basis for their commercial dealings and accept different options for the resolution of disputes. It aims to foster dialogue between the sectors concerned.

## 2.2 Geographical scope

7. This framework covers all the EU Member States. [Companies operating in EU-associated countries can join voluntarily].
8. Registered companies are expected to implement the Principles throughout their organisations, independently of the geographical origin of their business counterpart, provided that the obligations under the contract are to be performed in the EU.
9. Small and medium-sized enterprises (SMEs) based outside the EU may resort to the dispute resolution options covered by the SCI in their relations with counterparts that have registered, as long as the obligations under the contract are to be performed in the EU.

## 2.3 Product scope

10. These rules apply to food (fresh and processed) and drink products. However, companies who are part of the food and drink chain are encouraged to apply the principles throughout their organisations independently of the nature of the product if similar conditions exist (e.g. similar chain composition, similar product groups, or similar procurement policies).
11. These rules do not apply to the provision of services that input into the food chain and are merely instrumental to it (e.g. logistics, packaging).

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<sup>1</sup> Principles of Good Practice in Vertical Relationships in the Food supply Chain adopted on 29 November 2011 and as they may subsequently be amended

<sup>2</sup> EU SME definition: <http://eur-lex.europa.eu/LexUriServ/LexUriServ.do?uri=OJ:L:2003:124:0036:0041:EN:PDF>

# Chapter 3 - The Bodies of the SCI

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## 3.1 The Signatory Organisations

12. The Signatory Organisations are the European organisations that have signed the SCI: AIM, CELCAA, ERRT, EuroCommerce, Euro Coop, FoodDrinkEurope, Independent Retail Europe and UEAPME. This list can be amended as appropriate.
13. A Signatory Organisation can resign at any point in time, with a 12 months' notice period, whilst respecting its obligations for the financial year in which the notice period ends.
14. Signatory Organisations contribute to the funding of the SCI as referred to in Chapter 9.
15. Signatory Organisations appoint members of the Governance Group referred to in § 3.3.1.
16. Signatory Organisations shall approve any revision of the Principles of Good Practice and of the SCI Rules of Governance and Operation as referred to in Chapter 8.

## 3.2 The Chair

17. The Governance Group appoints an Independent Chair (hereafter called "the Chair").
18. The Chair:
  - **chairs meetings of the Governance Group** and ensures that rules and procedures are respected; he/she ensures a continuous dialogue with and reports to the Governance Group on his/her activities;
  - **receives confidential aggregated complaints and handles them in accordance with the procedure laid down in § 4.2.2. (§ 61-66).**
  - **with the consent of the governance group, issues guidance and recommendations of general interest that promote good practice.** In exceptional cases, the Chair may, having given due consideration to all views, proceed with issuing guidance or recommendations on his/her own initiative. Throughout this process, the Chair works with the Governance Group members and, as necessary, can call upon experts recommended by national platforms.
  - **represents and promotes the SCI to external audiences.**
19. In his capacity, the Chair is independent from any specific sector, national or company interest. The Chair is bound by the principles of collective responsibility, respect of confidentiality, and compliance with applicable laws that apply to Governance Group members as referred to in § 3.3.2. The Chair will sign a non-disclosure agreement.

20. The Chair can delegate representation of the SCI to any Governance Group member, as appropriate, e.g. for the purpose of attending a conference or meeting with stakeholders.
21. The Chair’s term of office shall be two years, renewable twice.
22. The office of the Chair is remunerated.

### **3.3 The Governance Group**

#### **3.3.1 Composition**

23. The composition of the Governance Group reflects the different interests in the food supply chain. The number of representatives for each interest group will reflect its diversity. The maximum number of representatives per interest group are:
  - farmers and agri-cooperatives: 5<sup>3</sup>
  - food and drink industry and brand manufacturers: 5
  - retail: 5
  - agricultural traders: 1
  - a cross-cutting group representing SMEs: 1
24. Signatory Organisations appoint Governance Group Members who should have the authority to speak on behalf of their sector; company representatives are not permitted.
25. An Observer is a person authorised on a case-by-case basis by the Governance Group to attend a meeting without decision-making powers.

#### **3.3.2 Role, responsibilities and operating principles**

26. The Governance Group operates on the principles of collective responsibility, respect of confidentiality, and compliance with applicable laws. These principles also apply to Observers, as appropriate. The Governance Group Members shall have the relevant background to comply with these rules, including anti-trust compliance. They shall sign a non-disclosure agreement.
27. Governance Group Members shall exercise their mandate in good faith. Their primary role is not to defend particular interests but to make the SCI function effectively. Governance

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<sup>3</sup> These seats will be reserved for the associations representing farmers and agri-cooperatives if and when they join the framework.



Group Members and Observers shall communicate externally in a way that supports the Principles and the SCI.

28. The collective responsibilities of Governance Group Members include:
- ensuring compliance with the SCI Rules of Governance and Operations and ensuring that the obligations the latter set are fulfilled;
  - ensuring that the highest standards of governance are observed at all times;
  - ensuring a regular dialogue with the Chair on his/her activities, notably as concerns his/her external representation and his/her reporting of activities;
  - supervising the management of the SCI, including the registry of registered companies, the annual survey, the annual report, financing, communication and promotion, relationships with national platforms, and the mutual recognition of national schemes;
  - unanimously appointing and ending the mandate of the Chair; in particular, the Governance Group shall identify suitable candidates to the Chair position;
  - working with the Chair in developing guidance and recommendations of general interest that promote good practice;
  - assessing and making proposals to the Signatory Organisations for the revision of the Principles of Good Practice and Rules of Governance and Operation;
  - making proposals to the Signatory Organisations to wind up the SCI.

### **3.3.3 Governance Group meetings**

29. Governance Group **meetings** will be held at least four times per year in Brussels. A Governance Group meeting may be convened by the Chair or upon written request from at least two Governance Group Members.
30. **Notice** of a Governance Group meeting will be given by the Secretariat in writing (email) at least four weeks in advance. Failure to receive notice will not invalidate that meeting or the decisions made therein.
31. Governance Group Members may be **accompanied** by another staff member of their Signatory Organisation with prior notice. This staff member shall have the status of Observer. The Governance Group may decide to invite Observers or other parties to participate, as appropriate.
32. The **agenda and papers** for Governance Group meetings will be circulated five working days in advance by the Secretariat; in exceptional circumstances, this period may be shorter. Non-receipt of papers does not invalidate that meeting or the decisions made therein. With





the Chair's permission, papers may exceptionally be tabled during a Governance Group meeting.

33. **The quorum** for Governance Group meetings is 75% of Governance Group Members, including at least one representative of the supply side and one representative of the distributive trade side. Governance Group Members attending by remote link will be considered to be present at the Governance Group meeting.
34. Governance Group Member **substitutions** are not allowed. Exceptionally, where a Governance Group Member cannot participate due to a conflict of interest, a substitute may be appointed who must comply with these Rules.
35. All attendances and absences by Governance Group Members for all or part of a Governance Group meeting will be recorded in the minutes of the meeting.
36. A Governance Group Member may give a **proxy** to another Governance Group Member to represent her/his views at a meeting. These proxies will be communicated to the Chair and the Secretariat at least one day beforehand and be noted in the minutes of the meeting.
37. Decisions will be taken by consensus. All decisions, including abstentions, will be recorded. Where necessary, the Governance Group can approve decisions between meetings by written procedure.
38. When formulating its guidance or interpretation of the Principles and/or linked examples, a Governance Group member can request a review by an external legal counsel. An external legal counsel can be invited to attend a meeting when the agenda requires it, but only for the relevant points therein.
39. Any Governance Group Member or any meeting participant subject to a **Conflict of Interest** will inform the Chair about it. The Chair will exclude any person subject to a Conflict of Interest from the relevant part of the meeting. If the Chair is subject to a conflict of interest, he/she shall notify the Governance Group and shall be excused from that agenda point.
40. If any Governance Group Member does not adhere to the roles and responsibilities of the Governance Group, the Chair may, depending on the gravity of the breach, issue a warning to the Governance Group Member or suggest issuing a letter to the Signatory Organisation concerned. The Chair may recommend the replacement of the Governance Group Member concerned.



41. The Secretariat will prepare the draft agenda and the draft **minutes** of Governance Group meetings. These will be sent to the Chair for agreement before they are circulated to Governance Group Members and presented for approval at the following meeting.
42. The Governance Group may **delegate** tasks to ad hoc sub-groups (or similar) when deemed necessary. The sub-groups may not require the participation of the Chair.

### 3.4 The Secretariat

43. The Secretariat means the person(s) providing the administrative support to the Chair and the Governance Group. The Secretariat is bound by the same rules of responsibility, confidentiality and compliance with applicable laws as those applying to the Chair and Governance Group members.
44. The Secretariat will sign a non-disclosure agreement.

### 3.5 National Platforms

45. A National Platform is a structure set up at national level for the purpose of implementing the Principles and the SCI at national level. Signatories recognise that disputes are generally best dealt with at national level.
46. The Governance Group recognises National Platforms through a mutual recognition process as referred to in Chapter 5.

## Chapter 4 - Operational Framework

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47. The operation of the SCI is based on the following elements:
  - registration, implementation of the Principles and compliance with the process commitments by participating companies;
  - addressing disputes and finding solutions for alleged breaches of the Principles;
  - addressing disputes and finding solutions for alleged breaches of process commitments;
  - developing guidance and recommendations of general interest;
  - verifying compliance, evaluating the success and developing the SCI;
  - simpler procedures for SMEs;
  - communication and awareness.

## 4.1 Registration and implementation of the Principles by participating companies

48. Companies register on the SCI web site.
49. Before registering companies must carry out a **self-assessment** by reviewing their internal procedures as appropriate to ensure compliance with the Principles (including training, ability to participate in the dispute resolution options, communication and establishment of contact person for internal dispute resolution). At the moment of registration, companies confirm that they have completed this self-assessment and taken the necessary measures to comply with the Principles and procedures for implementation and enforcement, including their agreement to engage in any of the dispute resolution options according to the provisions of this framework.
50. **Registration** (and resignation) must be **by an executive** or a number of executives having the power to commit the whole company in the EU, including all subsidiaries in the EU, in accordance with each company's corporate structure (i.e. more than one executive may need to sign the registration if no single executive has that power or if registration by the company's national subsidiaries is required). Each registered company also designates a **process contact person** for any follow-up actions such as monitoring, etc. The names and titles of registering executives and dispute resolution contact persons are published on the website.
51. Participating companies **set up and/or adapt training** to ensure compliance with the Principles of Good Practice. Because their resources are lower, micro and small enterprises do not need to carry out training and medium-sized enterprises may resort to simpler training options.
52. Before registration, companies prepare for the **dispute resolution procedure** set out below and **designate a dispute resolution contact point**. The designated dispute resolution contact point must be independent from the commercial negotiation and is responsible for issues related to the resolution of disputes. The dispute resolution contact point can be different from the process contact person mentioned above.
53. Registered companies are required to **inform business partners** of their participation in the framework. Companies are free to choose the means by which this is done (e.g. through a mention in contracts, written notice in negotiation meeting rooms). Registered companies are encouraged to offer public information on the participation and on the implementation of the Principles (e.g. on company website, publications).

## 4.2 Addressing disputes and finding solutions for alleged breaches of the Principles

54. The following provisions apply when a dispute arises regarding an alleged breach of the Principles of Good Practice.

### 4.2.1 *Individual disputes*

55. Companies have the following options to solve their disputes:
- a. **commercial track:** the complainant may decide to take the issue to a higher level within the commercial hierarchy of the company allegedly in breach;
  - b. **contract options:** the complainant may resort to any mechanisms of dispute resolution foreseen in the contract;
  - c. **internal dispute resolution:** the complainant may resort to the internal dispute resolution body of the company allegedly in breach. With the exception of small companies, registered companies must have an internal dispute resolution procedure in place. This internal dispute resolution procedure must be independent<sup>4</sup> of the commercial negotiations and be impartial and quick. It should be elaborated in such a way that it reassures that the complainant will not be subject to commercial retaliation;
  - d. **mediation or arbitration:** parties may choose to resort to an independent third party to solve their dispute either through a non-binding solution (mediation) or a binding decision (arbitration). These options require the agreement of both parties. The sharing of costs for this option is determined by the applicable law. The arbitration process should give effective guarantees of defence. The burden of proof rests with the complainant;
  - e. **judicial methods:** the complainant may choose to resort to the ordinary judicial methods according to national rules and regulations.
56. Commercial retaliation against any company for using these mechanisms is a serious breach of the Principles of Good Practice.
57. The choice of dispute resolution mechanism lies with the complaining company unless this would infringe national law. The latter may choose the option that best fits its needs provided that this choice is proportionate, taking into account cost efficiency and effectiveness in relation to the nature of the dispute. This means that companies are expected to resort first to the options that are less adversarial and costly.

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<sup>4</sup> Upon registration, a company may justify that due to its small size it is not able to ensure such independence.

58. By registering, companies accept to solve their disputes related to the application of the Principles by any of these options. Therefore, before registering, companies are required to ensure that they are prepared to engage in any of these options. It is expected that, with the exception of disputes solved through mediation, arbitration and traditional judicial methods, the vast majority of disputes handled through these options can be resolved within a timeframe of four months.
59. The remedies, sanctions, and/or penalties, including financial compensation for any actual and proven damages, for non-compliance with the Principles of Good Practice, including commercial retaliation, are determined by the dispute resolution options used. They are enforceable according to the applicable law.
60. National Platforms as referred to in § 3.4 are encouraged to help companies identify appropriate mediators and arbitrators.

#### **4.2.2    *Aggregated disputes***

61. A group of companies or an association acting on their behalf may submit an aggregated complaint to the Chair person. In doing so, it will:
  - collect the relevant information in a legally compliant manner in order to verify that the complaint has substance and merit, and;
  - guarantee, throughout the procedure, the anonymity of all the parties concerned, as well as the confidentiality of the process and of any sensitive information.
62. Groups of companies or associations acting on their behalf involved in the preparation and submission of an aggregated complaint are expected to comply with all applicable legislation, in particular with rules on the exchange of sensitive information and coordination of behaviour in the market.
63. The Chair guarantees, throughout the procedure, the anonymity of all the parties concerned, as well as the confidentiality of the process and of any sensitive information. In assessing whether the complaint is receivable, the Chair will, in a legally compliant manner:
  - appreciate whether it has a cross-border impact or whether no national platform is available to which to refer the dispute;
  - verify that the complaint has substance and merit.
64. If no National Platform or similar suitable scheme is in place at national level, the Chair will, as a first step, assess whether there is an appropriate means to handle the issue nationally.



Should this not be possible within a reasonable timeframe, the Chair will assess whether the complaint is receivable.

65. If the complaint is receivable, the Chair shall hear parties involved and, if justified, require the party allegedly in breach to comply or explain. If necessary, and with the agreement of the parties concerned, the Chair may refer them to an external mediator or arbitrator.
66. If the case is of general interest, the Chair shall work with the Governance Group to issue guidance and recommendations of general interest that promote good practice. The guidance shall be communicated to all registered companies via the public website and included in the annual report.

### **4.3 Addressing disputes and finding solutions for alleged breaches of process commitments**

67. A registered company must comply with a set of commitments called the “process commitments”, i.e. ensure that it:
  - complies with the Principles of Good Practice;
  - has undertaken a self-assessment;
  - has set up or adapted training of senior executives and relevant staff to ensure compliance with the Principles of Good Practice;
  - prepared to engage in the dispute resolution options provided under the SCI;
  - communicates its registration to business partners;
  - has appointed contact persons for internal dispute resolution and for process-related issues; these can be the same or different persons;
  - shall not take retaliatory action;
  - in the context of an aggregated complaint, shall respond to a request by the Chair to comply or explain;
  - shall respect and follow up on any decision of the Chair concerning a complaint in which it is involved.
68. If a company comes across an anomaly (e.g. the contact person for internal dispute resolution, whose name is mentioned on the website, has left the company and has not been replaced), it can:
  - a) raise the matter with the company concerned;
  - b) directly inform the Chair of the SCI, who will ensure anonymity and confidentiality.

69. Upon receipt of a complaint or if he/she becomes aware of an alleged breach of a process commitment, the Chair will assess the alleged breach in a proportionate and gradual manner:
- a) for **minor breaches**, the Chair asks the company to remedy the situation. No publication of the company name is foreseen;
  - b) for **major breaches**:
    - **suspension**: if a breach is confirmed, the Chair asks the company to remedy the situation. If after 30 calendar days, no action is communicated, the Chair may issue a warning letter. If after a further 30 calendar days the company continues to breach its process commitments, it could be temporarily suspended pending rectification of the breach. This suspension means that the company cannot benefit from the SCI but continues to be bound by its obligations. Information about the suspension will be given on the website;
    - **exclusion**: for persistent, intentional and unexplained breaches, having first followed the gradual procedure mentioned above, the Chair may ultimately decide to exclude the company from the SCI. This decision would be published on the website and in the annual report. The duration of the exclusion will be for a minimum of six months and for as long as it will take for the Chair to obtain sufficient guarantees that the concerns will be sustainably remedied. The excluded party will need to reapply should it wish to join the SCI again. The Governance Group may agree to reconsider the decision, provided that new evidence or arguments are introduced.
70. The Chair focuses on ensuring that non-compliant behaviour is corrected as quickly as possible. He/she ensures that any sanction is both proportionate to the nature of the breach and effective. At all times the parties concerned will be given an opportunity to explain.

#### **4.4 Developing guidance and recommendations of general interest**

71. At any time, including following the handling of an aggregated complaint, the Chair and/or Members of the Governance Group may raise issues related to the application and/or interpretation of the Principles. Such request shall be based on concrete and demonstrable evidence justifying the need for guidance or recommendations of general interest.
72. The Chair establishes the need for such guidance and, in order to put the full weight of the sectors behind it, discusses it with the Governance Group and seeks their approval. The names of the companies involved remain confidential and anonymous throughout the entire process.
- .....

73. Non-respect of confidentiality obligations will be considered a breach of process commitments and therefore can be subject to sanctions in line with the procedure laid down in § 4.3.
74. Any guidance or recommendation of general interest is published on the website and communicated to all concerned. Companies will be expected to consider it in applying the Principles. Such guidance or recommendations shall have effect only for the future with no retroactive effect and no effect on any on-going disputes.

## **4.5 Verifying compliance, evaluating the success and developing the SCI**

75. The Governance Group is responsible for monitoring the functioning and the development of the SCI. This monitoring consists of an annual independent survey of registered companies, the results of which are published in an annual report.

### **4.5.1 Annual Survey**

76. All registered companies, except micro and small companies<sup>5</sup>, must participate in the annual survey. Each company whose registration covers more than one country will ensure that all national subsidiaries covered by its registration complete the survey at national level in each of the EU Member State in which it is present.
77. The survey serves as a basis for evaluating compliance with regard to the Principles and process commitment. It reports on the following elements:
  - country, size of company, and part of the food supply chain;
  - number of complaints filed and received by sector ;
  - the principles that have allegedly been breached;
  - number of dispute(s) resolved through each dispute resolution option;
  - satisfaction with the framework, including reassurance against the fear of commercial retaliation, and suggestions for improvement.
78. In order to guarantee anonymity and confidentiality of information, the survey will not cover the substance of any disputes handled under this framework.
79. The Governance Group appoints a third party bound by strict rules of confidentiality to conduct the independent survey. Results are aggregated and published in a way that respects anonymity and confidentiality of information.

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<sup>5</sup> See § 4.6 on simpler procedures for SMEs



#### 4.5.2 *Annual Report*

80. The Governance Group produces an annual report which covers:

- the results of the survey;
- a report of activities of the Chair and Governance Group.

81. The Signatory Organisations will actively disseminate the Annual Report.

#### 4.6 **Simpler procedures for SMEs**

82. Simpler procedures are developed to help SMEs register and benefit from the SCI:

- **micro and small companies** only need to register to show commitment to the SCI and the Principles. They are invited to take part in the Annual Survey, but are not obliged;
- **medium-sized companies** need to register to show commitment to the SCI and benefit from a basic self-assessment tool, basic training obligations and a special rate for the on-line training tool. No independent contact person is necessary where lack of resources justify this, but there is an obligation to take part in the annual survey.

#### 4.7 **Communication and awareness**

83. The Signatory Organisations commit to promote wide participation by their members. In particular, they encourage:

- companies to register so as to fully benefit from the provisions of this framework;
- national federations, national platforms and public authorities to develop, support and implement awareness-raising tools, including training on the basis of the common tools developed at EU level.



# Chapter 5 - Relations with existing national rules and regulations, other voluntary schemes and cross-border implications

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## 5.1 Relations with national rules and regulations

84. National rules and regulations take precedence over the SCI Rules of Governance and Operation and the Principles of Good Practice and examples. The SCI is intended to offer a complement to existing regulations and solutions where no other mechanisms exist.

## 5.2 Relations with other voluntary schemes and mutual recognition

85. In line with the principles of subsidiarity and mutual recognition, voluntary schemes may request the Governance Group to recognise their scheme as compliant with this framework. Companies complying with such a scheme, whether national or international, would then be considered compliant with the SCI Rules of Governance and Operations as well. They would still need to formally register with the SCI and comply with the rules for registered companies in the SCI framework.

86. In cases when the handling of an aggregated complaint at national level leads the National Platform as referred to in § 3.4 to interpret one or more Principle(s) and adopt guidance accordingly, its guidance opinion should be communicated in English within ten working days to the Chair, who will disseminate and discuss it with the Governance Group. The Chair and Governance Group will verify that this does not contradict the Principles and SCI guidance, and will (where feasible) take account of relevant national guidance that is brought to his/her attention, with the aim of achieving consistency. This process should be completed within four weeks if possible. If a contradiction arises, the Chair will use his/her best endeavours to ensure a coherent interpretation of the Principles in consultation with the National Platform concerned, if necessary by issuing his/her own guidance.

87. The Rules of Procedure applicable to the governance of National Platforms should conform where possible to these rules of governance and operation. However, they may deviate in order to ensure coherence with national laws and self-regulatory customs.

### 5.3 Cross-border aspects

88. In case of a cross-border dispute, the jurisdictional aspects (e.g. venue, procedural rules, etc.) required for settling the dispute will be determined by the laws applicable to the underlying commercial relationship.

## Chapter 6 – Relations with EU Institutions

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89. The SCI and Principles of Good Practice were developed within the context of the European Commission-led High-Level Forum on a Better Functioning Food Supply Chain. The Chair will report on the results and conclusions of its work to the European Commission to ensure accountability and transparency.
90. The Commission has the possibility to address recommendations to the Governance Group for the operation of the system. The Commission will not play any role in the arbitration of individual or aggregated disputes.

## Chapter 7 - Funding and Budget

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91. The SCI is financed by the Signatory Organisations, who contribute on the basis of a commonly agreed contribution, and by other possible sources of income. The Governance Group approves the budget on an annual basis, the financial year running from 1 January to 31 December.
92. A draft budget for the following year shall be provided to the Governance Group members for review at least two months (e.g. 1 November) before the start of the financial year it covers.

## Chapter 8 - Amendments to the Principles of Good Practice and to the SCI Rules of Governance and Operations; winding-up the SCI

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93. When appropriate, the Governance Group shall conduct an evaluation of the SCI Rules of Governance and Operation, including the relation with national rules and regulations. It shall assess performance against the criteria set for its inception, namely, efficiency, cost-effectiveness, effective control and transparency.
94. If necessary, and on the basis of a proper assessment of performance and consultation of the National Platforms, the Signatory Organisations may decide on adjustments to the Rules of Governance and Operations and/or the Principles of Good Practice or on the winding-up of the SCI. They shall inform registered companies of significant changes and give them the possibility to reconsider their registration.

## Chapter 9 – Antitrust Guideline

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95. Governance Group Members, Observers and participants in any SCI meeting shall not enter into any discussion, activity or conduct that may infringe, on its part or on the part of its members and participants, any applicable competition laws. This applies not only to discussions in formal meetings but also to informal discussions before, during or after meetings. All present will be made aware of this obligation at the start of every meeting.
96. Minutes are taken at all meetings (by the Secretariat), so that there is evidence that all restrictions under competition law are duly observed.

