

## ICQA COUNCIL - TERMS OF REFERENCE

### 1. IATA CATERING QUALITY ASSURANCE (ICQA) PROGRAMME (Legal, Safe and Secure)

The IATA Catering Quality Assurance Programme (the “**ICQA Programme**”) is a programme established by IATA to address the four pillars of food production and delivery: Food Composition, Food Security, Food Hygiene and Passenger and Crew Food-related Information; as well as other aspects of food handling such as food processing quality.

Currently, the ICQA Programme is using the services of Medina Quality Assurance Services (“**Medina**”) and allows participating airlines (the “**ICQA Participants**”) to:

- (1) **Establish, update and promote** common airline-driven international Food Processing Safety and Food Processing Quality Standards (the “**ICQA Standards and Guidelines**”);
- (2) **Establish, update and promote** a common airline-driven international methodology for regularly assessing Caterers’ compliance with the ICQA Standards and Guidelines (the “**ICQA Audit Methodology**”);
- (3) **Select** Caterer facilities (the “**ICQA Facilities**”) that will benefit from regular, systematic and independent assessments of their compliance with ICQA Standards and Guidelines, using the ICQA Audit Methodology (the “**ICQA Audits**”);
- (4) **Review and approve** a schedule establishing dates when ICQA Audits will be conducted at each ICQA Facility for the following year (the “**ICQA Annual Audit Schedule**”);
- (5) **Pool** resources when ICQA Participants have submitted a common ICQA Facility, including the costs of conducting ICQA Audits and producing Audit Reports for that common ICQA Facility; and
- (6) **Work with** Caterers on promoting best-demonstrated practices in the areas of Food Processing Safety and Food Processing Quality.

IATA has engaged Medina’s services to develop and assist with the management and operation of the ICQA Programme, including conducting ICQA Audits and providing secure electronic access to Audit Reports for eligible ICQA Participants.

Medina is an independent, arm’s length quality assurance consultant and services provider that, among other things, develops and manages, in consultation with its clients, food processing safety, food processing quality, food quality and provisioning services quality assurance programs in the air transport industry and other industries.

**Notes:** Food Processing Safety Standards means minimum operational policies, practices and procedures that reduce the likelihood of serving inflight food that is a health risk to passengers and crewmembers, based on recommendations from the World Health Organisation’s Codex Alimentarius.

Food Processing Quality Standards means minimum operational policies, practices and procedures that increase the likelihood of serving inflight food to passengers and crewmembers that meet minimum quality standards.

## 2. ICQA PROGRAMME OBJECTIVES

- (1) **Protect and improve** the safety and quality of inflight food for the benefit of passengers and crewmembers.
- (2) **Create** a forum to enable airlines to effectively participate in and influence Food Processing Safety Standards and Food Processing Quality Standards around the world and ensure independence in auditing and enforcement.
- (3) **Introduce** common airline-driven international Food Processing Safety and Food Processing Quality Standards.
- (4) **Promote** best-demonstrated practices in the areas of Food Processing Safety and Food Processing Quality.
- (5) **Achieve** cost reductions for airlines currently conducting regular, systematic and independent caterer audits, and provide an affordable programme for those not yet doing so.
- (6) **Continually decrease** premiums for protection against the negative brand and financial impact of food poisoning incidents, and for ensuring value for money from services rendered by caterers.
- (7) **Reduce** caterers' workload and operational disruptions by harmonizing audit methodologies and by reducing the number of audits per year conducted at each facility.
- (8) **Demonstrate** that the airline industry can self-regulate the development of and compliance with Food Processing Safety and Food Processing Quality Standards.

## 3. ICQA COUNCIL MEMBERSHIP ELIGIBILITY

IATA Member airlines and non-IATA airlines may participate in the ICQA Programme, and thereby automatically join the ICQA Council. Railway companies may also participate in the ICQA Programme and join the ICQA Council.

**In order to be an ICQA Participant, and thereby a Member of the ICQA Council, each airline must enter into, and not be in default under, the ICQA Master Service Agreement with Medina for the provision of Caterer auditing services based on ICQA Standards and Guidelines and the ICQA Audit Methodology.**

When an airline becomes an ICQA Participant during a calendar year, it will be granted free access to the last Validation Audit Report and last e-Audit Report for each facility it submits under the ICQA Programme.

## 4. ICQA COUNCIL RESPONSIBILITIES

The ICQA Council shall be responsible for:

- Providing direction to and managing the ICQA Technical Committee.
- Adopting the ICQA Standards and Guidelines;
- Reviewing amendments to the ICQA Standards and Guidelines proposed by the ICQA Technical Committee and updating the ICQA Standards and Guidelines, as appropriate;
- Adopting the ICQA Audit Methodology;

- Reviewing amendments to the ICQA Audit Methodology proposed by the ICQA Technical Committee and updating the ICQA Audit Methodology, as appropriate;
- Reviewing the draft ICQA Annual Audit Schedule submitted by Medina and approving the final version;
- Developing strategic direction in terms of ICQA programme expansion and optimisation.
- Approving changes to the final ICQA Annual Audit Schedule throughout the year;
- Monitoring the ICQA Programme to ensure its objectives are met; and
- Supporting the growth of the ICQA Programme, in collaboration with IATA and Medina.

## 5. ICQA COUNCIL MEETINGS

ICQA Council Members shall meet at least twice annually at a time and place determined by its preceding meeting or as determined by the Chairman in consultation with the Vice-Chairman and the Secretary. Special meetings of the ICQA Council may be called, upon the written request of a simple majority of ICQA Participants, or by the Chairman and Vice-Chairman in consultation with the Secretary.

Notice of annual meetings of the ICQA Council shall be given to ICQA Council Members at least sixty (60) days prior to the date of the meeting requesting submission of items for the Agenda. The Agenda and documentation for such meetings shall be available to all ICQA Council Members at least thirty (30) days prior to the date of the meeting and shall contain sufficient information to permit ICQA Participants to form a reasoned judgment on decisions to be taken.

Notice of special meetings shall be given to ICQA Council Members at least thirty (30) days in advance of the date of the meeting and the Agenda and documentation for such meetings shall be available at least ten (10) days in advance of the date of the meeting.

Additional items may be added to the Agenda of an annual or special meeting at a later time, but for discussion purposes only, and no action may be taken upon any such item at the meeting unless a simple majority of ICQA Participants present so agree.

**Each ICQA Participant shall inform the Secretary in writing of its Designated Representative and Alternate in advance of the meeting.** Designated Representatives and Alternates should be of a level senior enough within each ICQA Participant's organization to be in a position to make final decisions on matters related to the ICQA Programme.

Only a Designated Representative, or in the absence of a Designated Representative, an Alternate, is entitled to represent an ICQA Participant.

No ICQA Participant may send more than two (2) representatives to any meeting unless permission is received in advance from the Chairman.

IATA and Medina will each send one (1) representative who will not have any voting right at any meeting.

Each ICQA Participant shall have the right to exercise one (1) vote.

**A quorum for annual meetings and any special meeting shall consist of fifty percent (50%) of ICQA Participants.** Any ICQA Participant who wishes to be represented by another ICQA Participant of its choice may do so via proxy and shall inform the Secretary in writing in advance of the meeting. Notice of each meeting shall remind ICQA Participants of the right to vote by proxy.

**All decisions of the ICQA Council shall be taken by a two-thirds (2/3) majority vote of ICQA Participants present.**

## 6. ICQA COUNCIL OFFICERS

ICQA Participants shall elect:

- **A Chairman**, for a two-year term, amongst ICQA Participant Designated Representatives from IATA Member airlines  
(maximum two (2) consecutive terms)
- **A Vice-Chairman** for a three-year term, and for a two-year term thereafter, amongst ICQA Participant Designated Representatives from IATA Member and non-IATA airlines  
(maximum two (2) consecutive terms)

Voting in Officer elections shall be opened to all ICQA Participants present and decided by simple majority. Abstentions will not be counted.

IATA shall act as the ICQA Council **Secretary** through its representative.

## 7. ICQA TECHNICAL COMMITTEE MEETINGS

The ICQA Council shall establish a permanent ICQA Technical Committee that will be responsible for:

- Reviewing, on a regular basis, the ICQA Standards and Guidelines to ensure compliance with, as a minimum, the World Health Organisation's Codex Alimentarius, and may include regional or local regulations, as appropriate;
- Reviewing the ICQA Audit Methodology, on a regular basis;
- Proposing amendments to the ICQA Standards and Guidelines to ICQA Council Members, as necessary; and
- Proposing amendments to the ICQA Audit Methodology to ICQA Council Members, as necessary.
- If approved by the ICQA Council, these amendments would take effect 1 January of the following year.

ICQA Council Members are automatically Members of the ICQA Technical Committee, which reports to the ICQA Council.

Meetings of the ICQA Technical Committee shall be called, upon the written request of a simple majority of its Members, or by its Chairman and Vice-Chairman in consultation with its Secretary. The ICQA Technical Committee shall meet, as a minimum, once per year.

Notice of meetings shall be given to ICQA Technical Committee Members at least thirty (30) days in advance of the date of the meeting and the Agenda and documentation for such meetings shall be available at least ten (10) days in advance of the date of the meeting and shall contain sufficient information to permit ICQA Participants to form a reasoned judgment on decisions to be taken.

Additional items may be added to the Agenda of a meeting at a later time, but for discussion purposes only, and no action may be taken upon any such item at the meeting unless a simple majority of ICQA Participants present so agree.

**Each ICQA Participant shall inform the Secretary in writing of its Designated Representative and Alternate in advance of the meeting.**

Only a Designated Representative, or in the absence of a Designated Representative, an Alternate, is entitled to represent an ICQA Participant.

IATA and Medina will each send one (1) representative who will not have any voting right at any meeting.

All Caterers audited under the ICQA programme shall receive a Request for Submissions at least ninety (90) days prior to each ICQA Technical Committee meeting and shall have thirty (30) days to respond in writing to IATA, with a copy to ITCA and IFSA. ITCA and IFSA shall have thirty (30) days to select five (5) delegates each, amongst those Caterers that have responded in writing to the Request for Submissions within the prescribed deadline, and to inform the Secretary. The ten (10) delegates so selected shall include ten (10) different Caterers, reflecting as much as possible regional and Caterer size representation. These delegates shall attend ICQA Technical Committee meetings in a non-voting capacity.

**No formal quorum for ICQA Technical Committee meetings shall be required.** However, ICQA Participants are strongly encouraged to attend ICQA Technical Committee meetings. Any ICQA Participant who wishes to be represented by a representative of its choice may do so via proxy and shall inform the Secretary in writing in advance of the meeting. Notice of each meeting shall remind ICQA Participants of the right to vote by proxy.

Each ICQA Participant shall have the right to exercise one (1) vote.

**All decisions of the ICQA Technical Committee shall be taken by a two-thirds (2/3) majority vote of ICQA Participants present.**

## 8. ICQA TECHNICAL COMMITTEE OFFICERS

ICQA Participants shall elect:

- ▶ **A Chairman**, for a two-year term, amongst ICQA Participant Designated Representatives from IATA Member airlines  
(maximum two (2) consecutive terms)
- ▶ **A Vice-Chairman** for a three-year term, and for a two-year term thereafter, amongst ICQA Participant Designated Representatives from IATA Member and non-IATA airlines  
(maximum two (2) consecutive terms)

Voting in Officer elections shall be opened to all ICQA Participants present and decided by simple majority. Abstentions will not be counted.

IATA shall act as the ICQA Technical Committee **Secretary** through its representative.

In order to support the launch of the ICQA Programme, and by exception, the first Chairman and Vice-Chairman of the ICQA Technical Committee shall be appointed by the ICQA Council, such appointments being valid only for one (1) term.

## 9. TRIAL OPTION

Each potential ICQA Participant will have a one-time option to engage Medina to conduct up to five (5) Validation Audits and up to five (5) e-Audits within any consecutive three (3) month period, notwithstanding that the potential ICQA Participant has not entered into an ICQA Master Service Agreement with Medina, provided however that such potential ICQA Participant that has decided to exercise this option enter into a Confidentiality Agreement and Non-Disclosure Agreement with Medina. Medina will invoice for these Audits the potential ICQA Participant, and ICQA Participants pooling at the facilities selected for such a trial, as per the applicable ICQA Audit Fee Schedule at that time.

Each potential ICQA Participant may also send one (1) representative to one (1) ICQA Council meeting in a non-voting capacity, subject to prior approval by the Chairman.

## 10. TASK FORCES

The ICQA Council may establish Task Forces and their terms of reference. The duties assigned to a Task Force are to be completed and reported to the ICQA Council as per the Task Force's terms of reference.

Voting within the Task Forces shall be on the basis of a simple majority of those Task Force Members present and voting. Abstentions will not be counted.

## 11. TERMINATION OF ICQA COUNCIL MEMBERSHIP

The Secretary may terminate the membership of any ICQA Council Member when the Member ceases to be eligible pursuant to item 3 above.

## 12. TERMINATION OF ICQA PROGRAMME

The Secretary may terminate the ICQA Programme should the aggregate number of Validation Audits and e-Audits Medina is contractually engaged to conduct by all of the ICQA Participants from 01 January to 31 December of any Year (as demonstrated by and pursuant to all of the ICQA Master Services Agreements entered into between each and all ICQA Participants and Medina), is less than 200 Validation Audits and 300 e-Audits (the "**ICQA Programme Pre-Requisites**"), unless Medina has expressly consented in writing at its sole discretion to providing the Services notwithstanding that the ICQA Programme Pre-Requisites are not met.

## 13. OTHER ADMINISTRATIVE RULES AND PROCEDURES

Other administrative rules and procedures may be established, by decision of the ICQA Council, and these Terms of Reference amended, as necessary.

## 14. ICQA PROGRAMME EXPANSION

Currently the ICQA Programme requires Participants to manage Food Processing Safety and Food Processing Quality using the ICQA Audit Methodology.

The ICQA Programme may be expanded in the future to include other types of inflight food suppliers, food products and services suppliers, standards, guidelines and methodologies as they relate to the inflight catering or food industry, by decision of the ICQA Council. ICQA Participants would then be able to voluntarily expand into these areas.