



TECHNICAL GOVERNANCE COMMITTEE TERMS OF REFERENCE

Version 1 – Published July 2017

Table of Contents

- INTRODUCTION
- 1.0 MANDATE AND RESPONSIBILITIES
- 2.0 COMPOSITION
- 3.0 WORKING MODALITIES
- 4.0 TGC WORKING PROCEDURES
- 5.0 Liability of TGC Members

INTRODUCTION

This document defines the role, remit, authority and modalities of the Gold Standard Technical Governance Committee (TGC). These terms are designed to be compliant with the applicable requirements of the [ISEAL Codes of Good Practice](#).

It is highlighted that at the time of publication these TORs represent the best practice as related to Gold Standard technical governance. It is expected and intended that they will be updated over time.

1.0 MANDATE AND RESPONSIBILITIES

1.1 The TGC is an independent group of experts appointed by the Gold Standard (GS) to oversee (in line with the [Gold Standard Technical Governance Guiding Principles](#)) all technical aspects of GS activity related to standards, assurance and certification. The specific responsibilities are as follows:

- Provide the mandate to the relevant Working Group or Committee for the approval of all GS Standards and Standards revisions (as defined in the [Gold Standard Standards Setting Procedures](#)).
- Approval of the development, implementation and operation of the [Gold Standard Standards Setting Procedures](#) and all subsequent amendments and updates.
- Oversight of all grievances and/or procedural complaints related to Standards Setting (where relevant to technical matters) where such complaints are not adequately dealt with or unresolvable by the GS Secretariat.
- Review and comment on the GS annual workplan in relation to technical matters.
- Other specific tasks as may be added to the agenda by GS Secretariat and/or Board.
- Brief new members of the TGC including assisting in transition periods.

2.0 COMPOSITION

2.1 The TGC is to include the overall TGC Chair, the Chairs of any permanent Committees plus one other member per Committee along with governance expertise and expertise with regards to the Sustainable Development Goal policy process.

2.2 The TGC shall ideally consist of at least 6 and up to 8 members though noting that this depends on the composition of standing Committees. Composition, quantity and the addition of new members are confirmed by a majority vote of the existing members.

2.3 Membership is for a period of 3 years. The mandate is renewable once without a mandatory open call for candidates. Thereafter, one renewal is possible following an open call for candidates.

2.4 Therefore a member may remain on the Committee for a maximum period of 9 years, with the the final three year period being subject to an open call for which the member may re-apply. Note that this differs for the TGC Chair where a 4 year period, once renewable reflecting the terms of the GS Board are applied. In this case the TGC Chair shall also serve a final year after stepping down as Chair, thereby creating an equal maximum term of 9 years overall as for other members.

2.5 With their appointment the members accept these present Terms of Reference of the TGC. All members and as applicable all observers, experts and staff shall:

- Adhere to these terms, notifying GS Secretariat of any clarification, inconsistency, deviation or change of position.
- Duly represent the respective core stakeholder groups but serve in an individual capacity.
- Always act in the interest of GS.
- Support the purpose and goals of the GS including its vision, mission and [Gold Standard Technical Governance Guiding Principles](#).
- Provide personal expertise in the various fields of GS work as appropriate
- Match the profile and qualification criteria set by the GS Board and TGC
- Regularly participate and contribute in TGC calls and in-person meetings
- Actively contribute to the TGC tasks
- Properly prepare for TGC meetings and contribute to all follow-up actions as agreed and/or mentioned in the meeting minutes
- Declare all conflicts of interest at nomination and on an ongoing basis
- Be able to communicate fluently in the English language.

2.6 In order to ensure confidentiality (see 3.2) and to avoid potential recurring conflicts of interest, none of the voting TGC members shall be directly employed by or working on an operational level for GS Secretariat (note working in consortium or joint funded work arrangements is permitted). TGC members shall inform Secretariat where they are engaged to undertake work for any other standards and/or certification bodies. Members are expected to do the same in relation to informing other employers of their work with the GS.

2.7 TGC shall endeavor to achieve a gender, cultural and geographical balance for the group when considering each new appointment.

3.0 WORKING MODALITIES

The TGC shall execute its functions in an efficient manner. Members are asked to act accordingly and to aim for effective decision-taking through their behaviour but also by observing the following working principles. All decision making shall be taken ideally on

consensus of the group or at least by majority with a quorum with major objections identified and documented.

3.1. Language – Working language is English both for written and oral communication.

3.2. Confidentiality – Confidential information is to be managed in accordance with the Service Provider Agreement.

3.3 Meetings

3.3.1 Regular Meetings: The TGC shall meet monthly for a two hour webinar and up to twice annually face to face for a two day forum. To the extent feasible these meetings should be used for all decision-making and approvals.

3.3.2 Ad Hoc: Where necessary further meetings will be arranged to discuss certain topics. For example, detailed consideration of a new scope or standard or for information distribution about strategic matters.

3.3.3 TGC members must endeavor to limit their absence to below 20% of meetings, ideally lower.

3.3.4 TGC members who expect to be absent can provide input prior to the call or meeting, including votes on decisions included in the agenda wherever reasonable.

3.3.5 Meetings shall be arranged and supported by the GS Secretariat by sending of all necessary information to TGC members in a timely manner and through professional support of the calls and meetings. All members shall carefully study the information provided and prepare their contributions to the TGC discussions and decision making. All members shall contribute to follow-up actions after meetings as agreed and/or mentioned in the meeting minutes.

3.3.6 In between meetings, e-mail consultation may occur for papers which cannot wait for consideration during the next formal meeting of the TGC. The relevant papers should be reviewed and decided on by e-mail on the basis that decision making shall be taken ideally on consensus of the group or at least by majority with a quorum with major objections identified and documented.

3.4. Chair and Vice Chair

3.4.1 The TGC shall elect a Chair and a Vice-chair based on criteria provided by the GS Board. The Chair and the Vice-chair are elected for 4 years with the option of single renewal (subject to maximum period on TGC) followed by one final year as a TGC member after stepping down as Chair (maximum 9 years). Where the Chair steps down mid-term the individual shall revert to the standard TGC tenure periods noted in Section 2, less the term served to date as Chair.

3.4.2 The Chair approves the meeting agenda proposed by the GS Secretariat and supervises that all members are duly informed. In particular, the Chair checks whether all proposed points of the agenda fall into the decision authority of the TGC or whether they need to be delegated to the GS Secretariat or to referred to the GS Board.

3.4.3 The TGC Chair shall also hold a seat on the GS Board, subject to GS Board approval and the formal procedures for appointments to the GS Board.

3.4.4 The Vice-chair replaces the Chair in cases of absence, conflict of interest or other grounds found necessary by the TGC. The Vice-chair does not hold a seat on the GS Board though from time to time may be requested to assist the GS Board (for example in the instance of unexpected absence or sudden departure of Chair).

3.5. Committees and Working groups

3.5.1 The TGC shall mandate Committees and Working Groups to take decisions under the [Gold Standard Standards Setting Procedure](#) TGC shall define specific decision making modalities for each Committee or Working Group that clarify any decision making authority or limitations.

3.5.2 Committees are set up on a permanent or semi-permanent basis while Working Groups are set up on a temporary basis and dissolve once they have resolved their duties.

3.5.3 The TGC shall establish an Oversight & Assurance Committee with the responsibility to oversee Oversight, Assurance and Certification processes and procedures.

3.5.4 The TGC shall establish an Energy Committee with the responsibility to oversee and administer Technical Governance with regards to Category 2 decisions related to Energy projects, as per the Standards Setting Procedure.

3.5.5 The TGC shall establish a Land-use Committee with the responsibility to oversee and administer Technical Governance with regards to Category 2 decisions related to Land-use projects, as per the Standards Setting Procedure.

3.5.6 On an as-needs basis further Committees may be established by the TGC.

3.5.7 TGC Members may join any Committee or Working Group. Ideally this shall be from the start of the discussions concerning a given topic to avoid disruption to the work of the Committee or Working Group.

3.5.8 At the time of initial appointment of the TGC a number of Committees and Working Groups are already in operation with certain authorities for decision making in place. The TGC shall recognise these Committees and work diligently to continue and to enhance the working processes already in place.

3.5.9 The TGC shall support the GS Secretariat as appropriate to bring these existing committees into alignment with the requirements of this TOR if they are not already aligned. (eg writing updated TORs for committees, formally establishing O&A as a permanent committee, decision making matrix/authorities etc...)

3.6 Standards Setting – The TGC shall administer governance mandates in line with the [Gold Standard Technical Governance Guiding Principles](#) and [Standards Setting Procedure](#).

3.7. Remuneration

3.7.1 All members are entitled to reimbursement of travel and subsistence costs in line with GSF travel policy (included in the Service Level Agreement). All flights and train fares shall be economy class unless by prior agreement with GS Board. Accommodation shall be ideally three to four stars and respectful of GS NGO status. Payments are made when a member explicitly requests them by presenting adequate invoices and/or receipts and that these are approved by the GS Secretariat.

3.7.2 Fees are paid to members in line with the Service Provider Agreement. These are determined separately to the TORs.

4.0 TGC WORKING PROCEDURES

4.1. Agenda and invitation

4.1.1 The agenda for meetings is drafted by the GS Secretariat and proposed to the Chair at least 10 days before the meeting. The Chair approves the agenda ideally within 3 working days where needed. The GS Secretariat sends out the agenda with all associated papers to the members at least 7 days before the meeting.

4.1.2 TGC members may inform the GS Secretariat about an item to be included in the agenda in writing and are responsible for providing the necessary supporting information in a timely fashion.

4.2. Decision taking

4.2.1. Principles – The TGC takes decisions based on papers submitted and other facts and evidence available as well as taking into account the discussion that occurs during meetings. Decisions are taken by careful consideration of all available evidence and all members' perspectives on the topic at hand. When making decisions (or delegating authority where appropriate), all members are responsible for considering what is in the best interests of the GS as a whole. This must be considered before the interests of a single stakeholder group or their own constituency though these views should also be put forward.

4.2.2. Physical meetings and conference calls –

4.2.2.1 The TGC aims to achieve decisions by consensus, defined as decisions taken with no

votes against. If the Chair feels that consensus is not achievable, the Chair will ask the TGC members whether further discussion and alternative wording could lead to consensus. In particular, if the most affected stakeholders are in opposition to the proposal at hand then they should actively propose options that are more likely to reach consensus.

4.2.2.2. If this evaluation does not lead to any solution built on consensus the majority decision-making procedures should be used. In this case, decisions can be taken by quorum (defined as 50% of members plus one). Secret voting by ballot is only done on demand of a TGC member. In other cases, voting shall be by show of hands or other affirmation.

4.2.2.3 In case of a tie the vote of the Chair will decide. In case of a tie and of absence of the Chair, the vote of the Vice Chair shall decide.

4.2.2.4 When a decision before the TGC constitutes a conflict of interest for any of its members, the affected member(s) will be excluded from voting on this decision and the quorum adjusted accordingly. Conflicts of interest must be announced by the relevant member(s) to the Chair before the item is considered, preferably when the agenda is agreed upon during the opening of the meeting. Responsibility for declaration of conflicts of interest lies with the members.

4.3 Decision making in between meetings or conference calls

Decision making via email may consist of one or two rounds.

First round: A first mailing of papers is sent out by the GS Secretariat with a request for comments to be received within a reasonable, set number of working days (typically a minimum of 5 unless otherwise pre-agreed). If a TGC member has not reacted within this period then they shall be removed from quorum. At least the Chair or the Vice-chair plus two other members of the TGC must have reacted within the set period for any decision to be valid.

Second round: Where major comments are received from members in the first round, the GS Secretariat is responsible for having the papers adapted according to the comments received and a second mailing of the amended papers is sent out for comments to be received within an additional 5 working days (unless otherwise agreed in advance). Quorum for any decision making by members in the second round shall be in line with first round procedure described above.

4.4 Minutes

4.4.1 The GS Secretariat shall provide staff to take minutes of the meetings. Minutes are distributed to the members at earliest convenience, however not later than 5 days (unless circumstances prevent) after the meeting unless otherwise agreed with the Chair.

4.4.2 Minutes are formally approved by TGC members. Draft minutes are sent by GS Secretariat to all TGC members and are open for a period of 5 working days for comments. If a TGC member has not reacted within 5 days then the that member is considered to have accepted the minutes as provided. Should comments or corrections be raised by members then the GS Secretariat shall revise the minutes and reissue, thus restarting the 5 day cycle. In the event of a dispute the Chair shall decide.

4.5 Implementation – The Secretariat is responsible for implementation of the TGC decisions unless specifically determined otherwise.

5.0 Liability of TGC Members

5.1 GSF indemnifies each TGC member for any third party claims made against him or her during their TGC term arising in connection with his or her provision of services to GSF on the TGC, except to the extent that such claim arises from the gross negligence, intentional misrepresentation or willful wrongdoing of the TGC member.