

GOVERNANCE

TERMS OF REFERENCE: TECHNICAL ADVISORY COMMITTEE – GOVERNANCE, GUIDELINES AND RESPONSIBILITIES

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SCOPE

This document sets out the mission, function and working modalities of the Gold Standard Technical Advisory Committee(s) (hereafter “TAC”) and the working groups mandated to make decisions following the Standards Setting Procedure.

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1| INTRODUCTION AND PURPOSE

This document sets out the mission, function and working modalities of the Gold Standard Technical Advisory Committee(s) (hereafter “TAC”) and working groups constituted with a mandate to make decisions following the [Standards Setting Procedure](#). It represents the Terms of Reference of the appointment of TAC Members and informs Gold Standard Secretariat (hereafter “Secretariat”) interface with TAC, day to day working and operation of TAC.

2| MISSION OF TECHNICAL ADVISORY COMMITTEE

Our Vision and Mission which inform all actions taken by Gold Standard and all decisions by TAC can be found [here](#).

[Gold Standard for the Global Goals \(GS4GG\)](#) is a standard that sets requirements to design projects for maximum positive impact in climate and development -and to measure and report outcomes in the most credible and efficient way. It provides the Principles & Requirements, Activity Requirements, Methodologies and Product Requirements (collectively referred to as ‘Standards’) for a variety of end-users, including:

- **Environmental Markets:** For example, the carbon markets, energy markets and other environmental attributes such as water benefits. This pathway typically involves the issuance of a monetizable unit or commodity, such as a carbon credit.
- **Corporate Sustainability reporting:** For example, projects and programmes of action by a company within their supply chain, for the purposes of inventory reporting.
- **Impact Funds:** For example, portfolios of investment projects by a fund in order to aggregate and report its climate and other SDG impacts at the fund level.
- **Climate Policy:** For example, Gold Standard participation in working groups for compliance schemes

The TAC is a body of independent technical experts, selected by their peers and appointed by Secretariat. TAC provides transparent, credible and timely expert advice, strategic input and decision making to Gold Standard to ensure credibility, environmental integrity and a positive impact on sustainable development for Gold Standard certified project activities.

3| RESPONSIBILITIES OF TECHNICAL ADVISORY COMMITTEE

3.1 | Standards Development

Standards Development activities including approval of new standards, standards updates, rule changes and clarifications (where required), based on (not exhaustive):

- Developments under the UNFCCC, the Paris Agreement, the Sustainable Development Goals (SDGs) and other relevant reference frameworks
- Developments in the end-user markets served by Gold Standard and GS4GG
- Developments in best practice and research as relevant to Gold Standard and GS4GG
- Proposals from Secretariat, Gold Standard Board and the NGO supporter community
- Feedback and suggestions from market actors submitted to the TAC through Secretariat; and
- Emergence of innovations suitable for addition to the Gold Standard activities.

In the context of Environmental Markets, the TAC is also the body in charge of operationalising any future scope expansions of Gold Standard for Global Goals based on previous 'in principal' Board approval. Decision on whether to approve a change of scope ideally requires consensus among TAC members (of the relevant committee like Energy/Land Use) or a two third absolute majority of the TAC committee. Such approval should be based on the advice of the Secretariat and informed by a public stakeholder consultation where required.

3.2 | Certification

The Certification process is managed by SustainCERTGold Standard. All Certification decisions are made by Validation and Verification Bodies (VVB)~~SustainCERT~~, in line with the relevant requirements of the standards. As part of the certification process, at key review milestones, TAC is notified (by SustainCERTGold Standard) of an ~~impending~~ review and certification decision. TAC Members may review and comment on project documentation at these times, such that SustainCERT-Gold Standard takes account of any concerns, queries or clarifications requested as part of the review. In case of any grievance received on a project, TAC oversees the investigation process ~~run-managed~~ by Secretariat.

4| APPOINTMENT OF COMMITTEES AND WORKING GROUPS

A committee is defined by its autonomous decision-making authority on technical issues.

On Secretariat's recommendation or on needs basis, the Technical Governance Committee (TGC) can establish and mandate new Technical Advisory Committees (TAC) to make decisions following the Standards Setting Procedure.

The committees are set up on a permanent or semi-permanent basis as required. On Secretariat's recommendation or on needs basis, an appointed TAC may set up temporary working groups and dissolve once they have resolved their duties. The permanent committee defines specific decision-making modalities for Committees and Working Group that clarify any decision-making authority or limitations. With regards to Category 2 decisions as referred Standards Setting Procedure, two permanent TAC bodies are already in operation with the responsibility to oversee and administer Technical Governance;

- i. Energy Committee for Energy projects and
- ii. Land-use Committee for Land use portfolio of projects

The scope of responsibilities of these committees has been outlined in annex A of this document.

5| COMPOSITION OF COMMITTEE

The TAC shall have a Chair, a Vice-Chair and members with specialist expertise as deemed necessary. The working groups may be chaired by a non-voting Secretariat staff member. The minimum size of a committee is six members, and the maximum size of twelve members (unless agreed between Secretariat and TAC Chair). The minimum number of working group members is defined at the time of appointment considering the scope of responsibilities and expertise required. The TAC Chair is elected by the TAC members with minimum two third majority votes. The Chair is elected for four years with possible renewable once, i.e., for an overall maximum of 8 years.

The Members of the TAC are recruited through the Gold Standard Secretariat in cooperation with the TAC Chair and Vice-Chair. The Secretariat requests application via an open call for nominations and/or recommendation from TAC Members. The candidates must provide the Secretariat with a letter of motivation and CV for consideration by the TAC. New TAC Members must be confirmed by a unanimous vote of the current TAC members. All TAC members are contracted in their function through a separate and individual Service Provider Agreement with The Gold Standard.

Each TAC member is expected to serve as TAC Vice-Chair on a one-year rotational basis, nominated in chronological order of joining the TAC. The Vice- Chair acts as the Chair in cases of Chair's absence, conflict of interest, sudden departure or other grounds found necessary by the two third majority of TAC members. If neither the Chair nor the Vice-Chair can attend the meeting or conference call, no final decisions can be adopted without a confirmation from either of them within the week following the meeting or at the next session.

One individual can typically serve on a maximum of three committees including working groups (TGC, TAC and Working Group), provided that the expert has the expertise required and time availability, subject to approval by the Secretariat. It is generally expected that member would serve on only one committee. However, this can be varied with quorum agreement of the additional committee and in consultation with the Secretariat. Where TAC members serve on additional committees, it is expected that this entails full commitment and involvement as with the original committee to avoid disruption. TAC members joining an additional committee shall have voting rights and form part of the quorum for that committee. TAC members may join any working group as an Observer at any time.

The TAC shall have a fair distribution between developed and developing country representatives with a suitable geographic, subject matter expertise, and professional/organisational background. TAC shall also have a fair distribution of Gold Standard's Stakeholder Groups within selected members. It may not be possible to include some stakeholder groups, such as directly affected stakeholders for example, but for any groups not included, their concerns/priorities will be represented on TAC through other stakeholder groups, like project developers/technical experts and NGOs. TAC shall strive for gender balance, where reasonably possible. Affiliation to NGO supporters is an asset but not a condition.

6| WORKING MODALITIES

The TAC shall efficiently execute its functions. Members are asked to act accordingly and to aim for effective decision-making 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.

6.1 | Language

Working language is English both for written and oral communication.

6.2 | Confidentiality, Transparency and COI

All TAC members act in personal capacity and Members' names, country of residence and professional affiliations are listed on [Gold Standard Website](#).

Confidential information and Conflict of Interest (CoI) is to be managed as per the Service Provider Agreement (SPA).

6.3 | Agenda and Invitation

The agenda for meetings is drafted by the Secretariat and provided with all associated documents to the members at least five working days before the meeting.

TAC members may inform the 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.

Strategic issues and issues related to new standards, methodologies and updates to requirements are discussed in plenary meetings, monthly conference calls and via emails.

6.4 | Meetings

- Regular Meetings: The TAC shall meet monthly for a two hour online and up to once annually face to face for a two-day forum, when possible. To the extent feasible, these meetings should be used for all decision-making and approvals.

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

6.5 | Mode of Meetings

Meetings shall be arranged by the Secretariat using professional services such as gotomeeting, skype etc.

All members shall carefully study the information provided and prepare their contributions to the TAC discussions and decision making. All members are expected to contribute to follow-up actions after meetings as agreed and/or mentioned in the meeting minutes.

In between meetings, email consultation may occur for items which cannot wait for consideration during the next formal meeting of the TAC. The relevant items should be reviewed and decided on by email 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.

6.6 | Decision Making

The TAC aims to achieve decision by consensus, i.e., a decision with no votes against it. If the Chair feels that consensus is not achievable, the Chair will ask the TAC 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.

The TAC takes decisions based on documents 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 Gold Standard 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.

If the 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 a quorum (defined as 50% of members plus one).
A decision may also be made via email between the monthly calls. This may consist of one or two rounds.

- **First round:** the Secretariat sends the document to TAC members 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 TAC

member has not reacted within this period, then they shall be removed from the quorum. At least the Chair or the Vice-chair plus two other members of the TAC 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 Secretariat shall amend the documents in line with the comments received and send the revised documents for TAC members review with a request for feedback in an additional 5 working days (unless otherwise agreed in advance). A quorum for any decision making by members in the second round shall be in line with first round procedure described above.

When a decision before the TAC 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 the declaration of conflicts of interest lies with the members.

The TAC Chair or Vice-Chair or any other TAC member, as well as the Secretariat, can ask TAC members to abstain from the decision-making process or to be excluded from the discussions if there is a perceived conflict of interest.

The Market participants may also request to restrict information to specific TAC members by providing credible and transparent rationale to the Gold Standard Secretariat. However, the final decision lies with the TAC Chair or the Vice-Chair, who if in doubt can seek a vote by the entire TAC.

6.7 | Minutes

Minutes are formally approved by TAC members. The draft minutes are sent by Secretariat to all TAC members with a request to provide feedback in five working days. If a TAC member has not reacted within five working days, then that member is considered to have accepted the minutes as provided. Should comments or corrections be raised by members, then the Secretariat shall revise the minutes and reissue, thus restarting the 5-day cycle. In the event of a dispute, the Chair shall decide.

The Secretariat shall record calls and prepare and share minutes of the meetings at the earliest convenience, but no later than five working days (unless circumstances prevent) after the meeting unless otherwise agreed with the Chair.

6.8 | Implementation of TAC Decisions

The Secretariat is responsible for the implementation of the TAC decisions unless explicitly determined otherwise.

TAC discussions are confidential, but TAC decision on project specific issues, new standards, standards updates, rule changes and clarifications will be made available on the Gold Standard website.

6.9 | Attendance

TAC members must endeavour to limit their absence to below 20% of meetings, ideally lower. TAC members who expect to be absent can provide input before the call or meeting, including votes on decisions included in the agenda wherever reasonable. The TAC Chair in consultation with the TAC members and Secretariat may decide to cancel the TAC members nomination or ask for resignation if the TAC member(s) does not comply with the requirement.

7| REMUNERATION

TAC members receive no remuneration for services for regular (i.e. monthly and occasional ad hoc discussions). However the members are entitled to reimbursement of travel and subsistence costs in line with Gold Standard travel policy (included in the Service Provider Agreement).

From time to time, Gold Standard convenes funded working groups for different topics that may require TAC input. In such cases, members may be requested to join or provide review and input to deliverables. Remuneration is clarified and applied on a case to case basis.

8| LIABILITY OF TAC MEMBERS

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

ANNEX – A: TAC – ENERGY AND LAND USE

1| SCOPE

At the time of writing (December 2019) the Technical Governance Committees (TGC) has mandated;

- Energy Technical Advisory Committee– responsible for the Gold Standard Energy Scope and portfolio of projects
- Land-use Technical Advisory Committee – responsible as below for the Gold Standard Land-use Scope and portfolio of projects

These committees have been broadly mandated to take decisions on GS4GG standards concerning Environmental Markets offerings including but not limited to the carbon markets, energy markets and other environmental attributes such as water benefits, where required.

2| STANDARDS

In relation to standards, the TAC's primary responsibilities are: Standards Development activities including

- Approval of new standards, standards updates and rule changes
- Decisions upon project rule clarifications and deviation requests
- Project non-compliance pathways and their resolution or rejection
- Approval of Scope-related methodologies
- The continuous improvement and adaptation of The Gold Standard rules and procedures to the latest best practice and market and stakeholder demands.

3| PROJECT REGISTRATION, CREDIT AND LABEL ISSUANCE

The Secretariat ~~and/or SustainCERT (via Gold Standard)~~ can seek TAC members' opinion at its discretion on any issue related to a specific project activity.

The members are invited to voluntarily review and comment on project documentation during the certification reviews - design and performance review.

This provides an opportunity to members for requesting corrective actions or clarifications within the 4-week design certification or 3-week performance review period, respectively. The interested members shall provide comments to

SustainCERT Gold Standard at least a week before the review end date. These requests are

compiled by SustainCERT Gold Standard and must be addressed by the VVB and/or project applicants/developer as applicable. If a

member requested a follow up review of the revised documents, SustainCERT Gold Standard

shall submit the documents with feedback for member's review. The member will be provided 5-working days to complete the review and send feedback to

SustainCERT Gold Standard. The similar 5-days cycle will be followed for any subsequent review. In the event of a dispute, the Chair shall make a decision.

Gold Standard NGO Supporters and Stakeholders can also request a full review by the TAC for a given project activity in addition to SustainCERT's Gold Standard's review. The request for TAC review must be made through Secretariat within the first week of the design or performance certification review period.

Project-related decisions by the TAC are in principle taken by consensus and in the absence of consensus with a simple majority vote. The simple majority is calculated based on the number of TAC members who provided opinions.

The quorum for a valid decision requires a minimum of four TAC members; including either Chair or the Vice-Chair. The Chair or Vice-chair must provide opinion on the considered issue during the meetings/conference calls or emails or calls with Gold Standard Technical Director or in the week following or preceding the scheduled meetings/calls.

If a VVB recommends rejecting a project activity or certification request—based on a pre-feasibility assessment, validation, design certification review, verification, or performance certification review—the project developer may appeal the decision through the VVB's appeal process. If this doesn't yield a satisfactory outcome, the developer can then appeal to the Technical Advisory Committee (TAC) for a full review. This TAC appeal can only be made after exhausting the VVB's 'Appeals Mechanism'. The TAC may either mandate a full review by a sub-committee of three TAC members or decide to reject the project proponent's developer's appeal. If a project activity is rejected by SustainCERT based on a pre-feasibility assessment, an internal validation, a design certification review, or a performance certification review, the project proponent may appeal the decision and request a full review by the TAC. Such a request can only be made after having gone through the 'Appeals Mechanism' provided by SustainCERT.

TAC may decide to reject the project proponent's appeal right away or undertake a full review

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DOCUMENT REVISION HISTORY

Version number	Release date	Summary of changes
<u>Version 3.0</u>	<u>Nov 2024</u>	<u>a. Revisions to the document to reflect the certification decision-making process in accordance with the updated Assurance model</u>
Version 2.1 (Current version)	April 2021	<ul style="list-style-type: none"> a. Revision of the document template b. Modifying recommendations to mandatory requirements on achieving a fair and balanced TAC structure c. Making editorial improvements
Version 2.0	April 2020	<ul style="list-style-type: none"> a. Revision of the document template b. Making editorial improvements
Version 0.2	Aug 2019	<ul style="list-style-type: none"> a. Revision of the document template b. Inclusion of Climate Policy in the TAC mission statement c. Introduction of further clarity around TAC remuneration d. Addition of the scope of responsibilities of TAC as Annex-A e. Making editorial improvements
Version 0.1 (Initial version)	July 2019	Initial adoption