

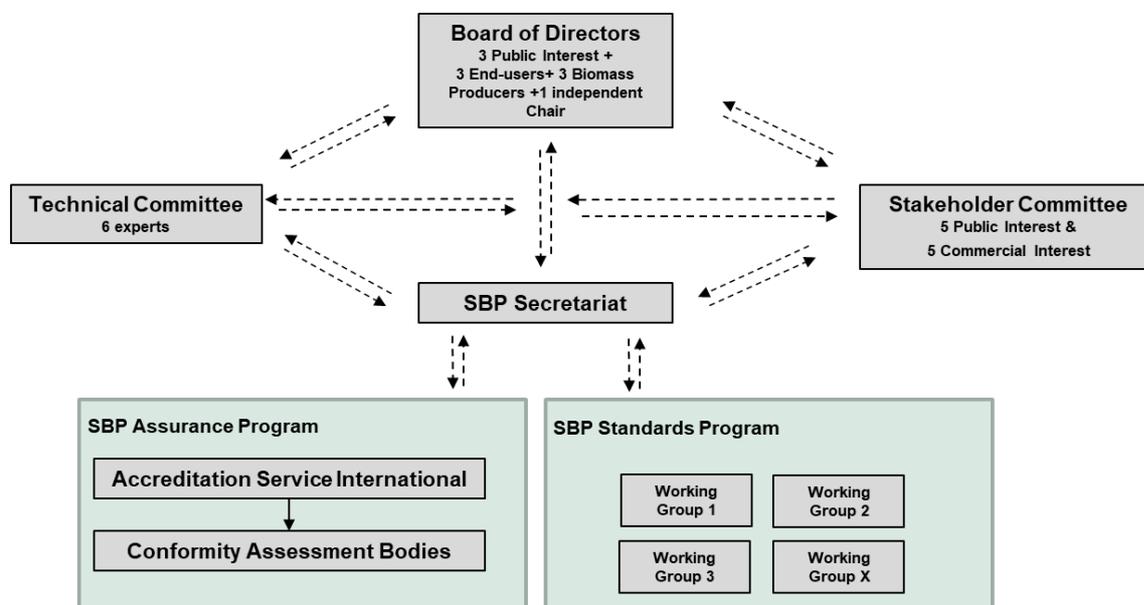
SBP Governance Transition Process Summary

Introduction

Following a comprehensive review of 12 certification systems in operation across a variety of sectors a proposal for the new governance arrangements for SBP has been developed. The overriding objective is to transform SBP into a multi-stakeholder governed organisation. A summary of the new structure is given below. Further details on the governance transition process may be viewed [here](#).

Future structure and governance arrangements

The proposed new structure for SBP is illustrated below:



At the core of SBP's future governance arrangements will be:

- A Board of Directors;
- A Stakeholder Committee; and
- A Technical Committee.

Board of Directors

The Board of Directors (BoD) is responsible for overseeing the realisation of SBP's mission and vision, and the implementation of the new governance arrangements, as well as setting the overall strategy, direction and budget. A three-quarters majority vote is required to amend the Articles of Association, thereby safeguarding SBP's objectives. Decisions on standard setting are delegated to the new Stakeholder Committee.

The objective is to have a new BoD comprising a maximum of ten (10) Board members. There shall be three (3) Stakeholder Groups within the Board, each with up to three (3) members. The composition of the Board shall be as follows:

- One (1) independent Chair;
- Three (3) biomass producers;
- Three (3) end-users; and
- Three (3) public interest groups.

The biomass producers group shall be made up of representatives from biomass producing companies and/or biomass producer associations. The end-users group shall be made up of representatives from biomass end-users and/or biomass user associations. The public interest group shall be made up of representatives from, for example, science, social NGOs, unions, environmental/conservation NGOs and/or other relevant public interest bodies.

The current BoD will initially appoint the new Board members. BoD members serve in a non-partisan capacity (that is, the individual is appointed to represent the stakeholder group, for example, end-users, producers etc, not the organisation the BoD member is affiliated to) chosen for their knowledge, integrity, expertise and support for SBP's objectives. Members of the BoD will have a three-year term. New members of the BoD following the transition will be identified by a nominations committee and appointed by the serving BoD.

Stakeholder Committee

The main functions of the Stakeholder Committee (SC) are:

- to make decisions on and approve new and amended standards;
- to provide views, advice, recommendations and informed opinions to the BoD on the standards and their implementation and application through the program;
- to provide strategic and tactical advice on other functions of the organisation;
- to provide advice and views on existing and emerging issues which may affect the ability of the system to implement its program and achieve its strategic goals;
- to bring attention to new issues/influences that may affect the system's ability to achieve its mission; and
- to address and give views on specific matters on which the BoD requests advice.

The objective is to have an SC comprising a maximum of ten (10) members. There shall be two (2) stakeholder groups within the SC, each with up to five (5) members. The composition of the SC shall be as follows:

- Five (5) public interest groups
- Five (5) commercial interest groups

The public interest group shall be made up of representatives from, for example, science, social NGOs, unions, environmental/conservation NGOs and/or other relevant public interests groups. The commercial interest group shall be made up of representatives from, for example, biomass producers, biomass end-users, biomass traders, forest managers/owners and/or other relevant commercial interest groups.

The new BoD will initially appoint the SC members. SC members serve in a non-partisan capacity, not as representatives of their organisations, chosen for their knowledge, expertise and support for SBP. SC members are appointed for a two-year term. The SC members will appoint two Co-Chairs, one for the *commercial interest group* and one for the *public interest*

group. New SC members will be identified by existing SC members and appointed by the serving SC.

Technical Committee

The Technical Committee (TC) advises the BoD on technical and scientific matters, including advising on the SBP standards, maintaining documents relating to the standards, developing methodologies for certification and accreditation and reviewing and advising on the progress of certifications.

The objective is to have a TC comprising a maximum of six (6) members. Stakeholder groups are not relevant for the TC. The new BoD will initially appoint the TC members. TC members serve in a non-partisan capacity, not as representatives of their organisations, chosen for their knowledge, expertise and support for SBP. TC members are appointed for a three-year term. The TC appoints its Chair. New members will be identified by existing TC members and appointed by the serving TC.

Consultation

As part of the governance transition process, SBP is now consulting on the key documents that will underpin the new structure and define the core of SBP's future governance arrangements, namely:

1. Articles of Association;
2. Board of Directors Terms of Reference;
3. Stakeholder Committee Terms of Reference; and
4. Technical Committee Terms of Reference.

Details on how to participate in the consultation process may be viewed [here](#).