

Terms of Reference of the SBP Stakeholder Advisory Group

Approved by the SBP Board 13 December 2018

1 Introduction

1.1 The terms of reference (ToR) set herein provide a process in addition to the Articles of Association (AoA) to which each of the Stakeholder Advisory Group members (SADG members) hereby agree in relation to the operation of the Stakeholder Advisory Group (SADG or the Group) of the Sustainable Biomass Program (SBP).

2 Objectives

2.1 The Group is a representation of SBP stakeholders.

2.2 The role of the Group is to provide a platform for stakeholder input and encourage generation of stakeholder advice to support the SBP Standards Committee (StdCom) in:

2.2.1 Provision of advice on the development, implementation and maintenance of SBP standards and related documents.

2.2.2 Other relevant activities towards furthering SBP's development as a biomass certification system and making SBP an efficient and effective organisation.

3 Mandate

3.1 The Group is mandated to compile and discuss stakeholder input in order to:

3.1.1 Provide advice on SBP's processes and tools, including the SBP standards, process and consultation documents and procedures (i.e. guidance documents, normative interpretations, etc.).

3.1.2 Provide advice to the StdCom on stakeholder opinion regarding the market, production and use of biomass.

3.1.3 Contribute to the ongoing development of the SBP standard-setting processes by providing advice on best practice.

3.1.4 Propose topics for the establishment of subject-related SBP working groups and advice as to the composition of working groups.

3.1.5 Provide advice and guidance on specific issues solicited by the StdCom (e.g. the output from SBP working groups).

4 Composition

4.1 The size of the Group is not limited.

- 4.2 There shall be two (2) Stakeholder groups within the SADG.
- 4.2.1 The commercial interest group shall be made up of representatives from SBP Certificate Holders, for example, biomass producers / traders, biomass end-users, their associations and other relevant commercial interest groups.
- 4.2.2 The civil society group shall be made up of representatives from non-SBP certificate holders, for example, academia, science, social NGOs, unions, environmental / conservation NGOs, forest owners and other relevant civil society groups.

5 **Chair**

- 5.1 The Group shall appoint a Chair following an open call for nominations and a formal vote by the SADG members.
- 5.2 SADG members must be notified at least one (1) month in advance of the formal consideration of appointment or re-appointment of a Chair. Formal nominations for the position of a Chair should be submitted to the SBP Office Manager at least two (2) weeks in advance of the meeting at which consideration of the appointment or re-appointment of a Chair is made.
- 5.3 The Chair shall be appointed by a simple majority of the votes either at a duly convened meeting of the Group or conducted electronically, as needed, with a minimum requirement that at least 33% of the SADG members from each of the two Stakeholder Groups are in favour.
- 5.4 The Chair shall be appointed for an initial period of two (2) years.
- 5.5 Upon expiration of this term, the Chair shall be required to seek formal re-election from the Group if s/he wishes to be re-appointed. Where the Chair has held two (2) consecutive two (2) year terms of office, s/he must vacate the position of Chair for a period of not less than one (1) year.
- 5.6 Upon vacancy of the position of the Chair, the Group shall nominate a replacement who will serve the remaining term.
- 5.7 The Group may appoint a Vice-Chair. The Vice-Chair shall assume the responsibilities of the Chair on those occasions when the Chair is absent or when the Chair abstains due to a conflict of interest. The term of office of the Vice-Chair shall not exceed two (2) years. Upon expiration of the term of office, the Vice-Chair shall be required to seek re-election if s/he wishes to be re-appointed. Where the Vice-Chair has held two (2) consecutive two (2) year terms of office, s/he must vacate the position of Vice-Chair for a period of not less than one (1) year. The voting procedure is the same as for the Chair.
- 5.8 The Chair shall lead the Group and shall engage the SADG members on issues arising for StdCom consideration.
- 5.9 The Chair shall be responsible for setting the agenda in close coordination with the StdCom Co-Chairs. The Chair is responsible for chairing meetings of the SADG and reporting to the StdCom on the work of the Group.

5.10 In the first instance, the SBP CEO will chair the Group until a Chair has been voted in.

6 **SADG members Role**

6.1 SADG members shall be invited by SBP as individual expert advisers or as representatives of their organisations following an expression of interest via a formal registration process.

6.2 Representation is limited to one representative per organisation / institution.

6.3 Prior to appointment and during their tenure, all potential members shall advise the Chair of any potential conflicts of interest, including those of a commercial nature.

6.4 SBP Board, StdCom and Technical Committee (TC) members shall not be eligible for SADG membership.

7 **Registration**

7.1 Stakeholders wanting to join the SADG shall register with the SBP Secretariat.

8 **SADG members Removal**

8.1 A SADG member may be removed by the SBP Board for any of the following reasons:

8.1.1 s/he becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs; or

8.1.2 s/he, through a change in employment or other, no longer falls within one of the Stakeholder groups; or

8.1.3 s/he takes up employment with SBP or becomes a Director/ Board member or a member of the StdCom or TC; or

8.1.4 failure to perform (or likely failure based on reasonable evidence) as a SADG member or due to a conflict of interest that is antagonistic to the interests of SBP, or violation of the confidentiality rules; or

8.1.5 s/he is involved in the establishment or management or promotion of a competing certification system to SBP.

9 **Representing SBP**

9.1 SADG members shall not, unless expressly authorised by SBP, represent SBP to external stakeholders. All representation of SBP to external stakeholders is the responsibility of the Chair of the Board, the SBP CEO and the SBP Secretariat.

10 **Commitment of Committee Members**

10.1 SADG members are required to work openly and constructively towards generating tangible advice to the StdCom.

10.2 SADG members are strongly encouraged to participate in the Group activities and to participate (physically or virtually) in at least two (2) meetings each year.

11 **Scope of Meetings**

- 11.1 The Group shall select relevant issues and topics for its focus and discussion in pursuit of its objectives. Further, the Chair shall consult with the StdCom Co-Chairs and the SBP Secretariat to suggest topics for the Group's consideration.

12 **Frequency of Meetings**

- 12.1 The Group shall meet formally up to four times a year.
- 12.2 The Chair, in consultation with the StdCom Co-Chairs and the SBP Secretariat, shall set official meeting dates well in advance, coordinated with the scheduled StdCom meetings.
- 12.3 The Chair may organise ad-hoc virtual meetings at short notice.

13 **Observers and Experts**

- 13.1 At the Chair's discretion and following notification to the Group, technical experts or other non-Group members, who can help take forward the work of the Group, may be invited to attend meetings as non-voting, participating observers. Invited observers and experts are obliged to sign a non-disclosure agreement prior to their participation.
- 13.2 SBP Board members, StdCom members, TC members and SBP Secretariat staff are invited to attend any meeting.

14 **Meeting Management**

- 14.1 The agenda for each meeting will be circulated to all SADG members in advance of the meeting. Agendas should identify agenda items, responsibilities, indicative timings and should cross-reference to supporting papers, where appropriate. Supporting papers shall be distributed in advance of each meeting.
- 14.2 Each meeting shall be recorded and a summary table of actions produced. Draft notes of the meeting will be made available to the Chair and following approval the notes will be circulated to all Group members.
- 14.3 If any SADG member disagrees with the content of the notes of the meeting the concern must be communicated to all SADG members by email. However, once circulated, notes of the meeting may only be amended by consensus at the next meeting of the Group.
- 14.4 Group papers, Group minutes of meetings, any SBP-related documents and information gained in Group meetings shall be regarded as confidential.

15 **Honorarium, travel and subsistence expenses**

- 15.1 Members are not eligible for an honorarium or travel and subsistence expenses.

16 **Advice**

- 16.1 The Chair should seek to develop consensus-based advice and recommendations for the StdCom.

- 16.2 Any issue may be determined by a simple majority of the votes cast at any physical or remote meeting.
- 16.3 Any advice proposed by SADG members shall be recorded, and any proposed advice supported by at least five (5) SADG members (present or in absentia) shall be submitted to the StdCom as an official advice of the Group with a remark as to whether the advice is consensus-based, majority-based or minority-based.
- 16.4 For advice to be considered at a meeting of the StdCom, such advice shall be submitted in writing to the StdCom Co-Chairs and the SBP Secretariat.
- 16.5 Advice developed by the Group shall not be made public.

17 **Public statements**

- 17.1 The Group shall not issue public statements pertaining to issues relevant to SBP.

18 **Competition/Anti-trust requirements, Conflicts of Interest and Confidentiality**

- 18.1 Group members shall adhere to SBP's Anti-Trust Compliance Policy Statement as referred to in the appendix. This statement shall be referenced at the beginning of each meeting by the Chair.
- 18.2 Group members with any conflicts of interest with particular agenda items shall advise the Chair ahead of, or at the beginning of, each meeting and absent themselves from the meeting during consideration of the item. The fact that a Group member is a participant in or interested in the biomass industry (including as an employee, officer, consultant, contractor or other representative of any company, entity, organisation or body which has an interest in the biomass industry or the work or decisions of the Company) is not a conflict of interest for these purposes.
- 18.3 Group members shall maintain strict confidentiality regarding the business and affairs of SBP, including any commercially or politically sensitive information, matters discussed at meetings and otherwise in accordance with non-disclosure agreements entered into with SBP.
- 18.4 Group members shall agree with the roles and responsibilities of Group members and obligations related, but not limited to, the documents listed in the appendix by signing a non-disclosure agreement with SBP.

19 **Management, administration and resourcing**

- 19.1 The SBP Office Manager will support the Chair in co-ordinating Group meetings, sending out agendas and supporting papers for Group meetings.
- 19.2 Taking and producing notes of Group meetings is the responsibility of the Chair and the SADG members.
- 19.3 The Chair shall draft a budget per meeting if any costs to conduct a meeting are expected. The budget requires approval by the CEO prior to each meeting.

20 **SBP Articles of Association (AoA) Govern**

20.1 If any provision herein is inconsistent with the SBP AoA, SBP AoA shall govern.

20.2 Changes to these ToR require the approval of the SBP Board.

21 **Appendix**

21.1 The following appendices apply in addition to these ToR:

21.1.1 SBP Articles of Association

21.1.2 SBP Anti-trust Compliance Policy Statement

21.1.3 SBP Glossary of Terms and Definitions