



## **Terms of Reference of the SBP Standards Committee**

*Approved by the Board of Directors of SBP on 10 December 2020*

### **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 Standards Committee members (StdCom members) hereby agree in relation to the operation of the Standards Committee (the Committee) of the Sustainable Biomass Program (SBP).

### **2 Objectives**

2.1 The Committee is a representation of SBP stakeholders.

2.2 The role of the Committee is to make decisions concerning certification system standard setting and to provide a wide range of views, advice, recommendations and options from a variety of informed perspectives about the operations of SBP in pursuit of its mission to the Board of Directors (Board) and other SBP committees as set by the Directors and according to these ToR.

2.3 The Committee's members reflect diverse experiences, geographies and interests in relation to the work of the SBP. The Committee is comprised of two (2) Stakeholder Groups (being Civil Society interests and Commercial interest) each with a Co-Chair. The Co-Chairs jointly lead the Committee.

2.4 The Committee's processes, including decision-making and the provision of advice to the Board, shall (i) follow the principles of inclusive participation, respect for diverse interests and transparency; (ii) promote the inclusion and consideration of the views of all stakeholders affected by or interested in the matters being considered; (iii) look to reconcile conflicting views on such matters; and (iv) seek to arrive at any decisions by way of consensus and general agreement, demonstrated by the absence of sustained substantial opposition but not always implying an absolute requirement for unanimity.

### 3 **Mandate**

3.1 The Committee's main functions are:

- 3.1.1 to make decisions on and approve new and amended SBP certification system standards;
- 3.1.2 to provide views, advice, recommendations and informed opinions to the Board on the SBP standards and their implementation and application through the program;
- 3.1.3 to review and provide advice and guidance on SBP's processes and tools including the SBP standards, process and consultation documents and procedures;
- 3.1.4 to contribute to the ongoing development of the SBP standards by providing advice on best practice;
- 3.1.5 to provide strategic and tactical advice on other functions of the organisation;
- 3.1.6 to provide advice and views on existing and emerging issues which may affect the ability of the SBP to implement the program and achieve its strategic goals;
- 3.1.7 to bring new issues that may affect the program's ability to achieve its mission to the attention of the SBP for consideration;
- 3.1.8 to propose topics for the establishment of subject-related SBP working groups and working group membership composition;
- 3.1.9 to review and provide advice and guidance on the work and output from SBP working groups; and
- 3.1.10 to address and give views on specific matters on which the Board, the Technical Committee or the SBP Secretariat requests advice.

3.2 In addition, the Committee shall also make decisions on and approve new and amended SBP certification system documents (including substantive changes to and/or review of these) as specified from time to time in the Document Development Procedure (DDP) document then in effect;

### 4 **Composition**

4.1 The Committee comprises of a maximum of twelve (12) StdCom members.

4.2 There shall be two (2) Stakeholder Groups within the Committee, each with up to six (6) StdCom members.

- 4.3 The commercial interest group shall be made up of representatives from, for example biomass producers / traders, biomass end-users, associations and other relevant commercial interest groups.
- 4.4 The civil society group shall be made up of representatives from, for example science, social NGOs, unions, environmental / conservation NGOs, forest owners and other relevant civil society groups.
- 4.5 StdCom membership should seek to ensure a representative balance from across regional geographies.

## 5 **Co-Chairs**

- 5.1 Each of the Stakeholder Groups shall nominate one (1) Co-Chair from amongst their number, following an open call for nominations and a formal vote by StdCom members of that Stakeholder Group. Nominations shall be endorsed by the Board prior to appointment.
- 5.2 StdCom members must be notified at least one (1) month in advance of the formal consideration of appointment or re-appointment of a Co-Chair. Formal nominations for the position of Co-Chair should be submitted to the Committee Manager at least one (1) week in advance of the meeting at which consideration of the appointment or re-appointment of a Co-Chair is made.
- 5.3 A Co-Chair shall be appointed by a simple majority of the votes of a Stakeholder Group, either at a duly convened meeting of the Committee or conducted electronically as needed.
- 5.4 Co-Chairs shall be appointed for an initial period of two (2) years, serving on a staggered basis. The initial Co-Chair of the Commercial Interest Group serves for two (2) years first and the Co-Chair of the Civil Society Group for three (3) years. On the termination of the period of office of one (1) Co-Chair each year, the respective Stakeholder Group shall appoint / reappoint a Co-Chair such that at all times there are two (2) Co-Chairs.
- 5.5 Upon expiration of this term, the Co-Chair shall be required to seek formal re-election from the Committee if s/he wishes to be reappointed, subject to the provisions on StdCom membership such that each StdCom member may serve a maximum of two (2) consecutive terms, upon conclusion of which they may not serve on the Committee for at least one (1) year. (as provided for at 8.6 below)
- 5.6 For the avoidance of doubt, no Co-Chair shall continue in post for any period for which he/she is not a member of the Committee. Upon a vacancy in the position of a Co-Chair, a replacement shall be nominated in accordance with these ToR.
- 5.7 The Co-Chairs shall lead the Committee and shall engage StdCom members on issues arising for Board, Technical Committee and CEO consideration. The Committee may also submit views directly to the Board and the Board must consider them.
- 5.8 The Co-Chairs shall be responsible for chairing meetings of the Committee and reporting to the Board on the work of the Committee.

## **6 Committee Members Role and Commitments**

### **6.1 StdCom members shall:**

- 6.1.1 be invited as individual expert advisers, nominated in a personal capacity (the individual is appointed to represent an interest group, for example end-users, producers and not the employer of the person) and chosen for their knowledge, integrity, expertise and basic support for SBP's objective.
- 6.1.2 at all times and in the utmost good faith, work openly and constructively to fulfil the Objectives and Mandate of the Committee and the aims of SBP.
- 6.1.3 ensure they are able to participate fully in any decision-making processes of the Committee by engaging throughout any such process. If it is likely that a Committee member would not be able to perform their role (including attending all meetings of the Committee) throughout a particular decision-making process; the Committee member should notify the Co-Chairs at the outset.
- 6.1.4 not to frustrate the business of the Committee by failure to attend or participate in the meetings of the Committee.

## **7 StdCom members Nominations**

- 7.1 New StdCom members to the Committee shall be selected through a nominations procedure that shall be directed and managed by the Co-Chairs. The Board has a veto right in the nominations process if e.g. a nominated member is working against the best interest of SBP. The Co-Chairs shall establish a nominations committee consisting of a group of StdCom members and the Co-Chairs.
- 7.2 From time to time as needed to maintain and renew the Committee, the nominations committee shall solicit nominations from among current StdCom members, and may also receive nominations from other places, including the Board, the Technical Committee, the CEO and other stakeholders. The nominations committee shall ask relevant biomass producer associations to nominate candidates for appointment as a StdCom member to represent biomass producers in the commercial interest group.
- 7.3 Nominations for re-appointment shall be reviewed with regards to performance of StdCom members in terms of attendance at meetings and involvement in the business of the Committee between meetings and shall require a positive affirmation from the StdCom member about their willingness and interest in continuing to serve.

## **8 StdCom members Appointment and Term**

- 8.1 Candidates for appointment as a StdCom member are identified by a nominations committee and appointed by the acting Committee.
- 8.2 The candidate(s) shall be appointed by a simple majority of the votes, with a minimum requirement that at least one (1) StdCom member from each of the two (2) Stakeholder

Groups is in favour, at a duly convened meeting of the Committee, except that where a Stakeholder Group has two (2) or less StdCom members then an appointment of an additional StdCom member to that Stakeholder Group may be made by the simple majority of StdCom members representing that Stakeholder Group.

8.3 If more candidates are nominated for appointment and/or offer themselves for re-appointment than there are member vacancies and the StdCom members are unable to reach agreement by applying the voting procedure on which candidates shall be appointed and/or re-appointed the procedure for appointing and/or re appointing such StdCom members shall be as follows:

8.3.1 if the voting is to be for the appointment of one (1) StdCom member only from more than one (1) candidate, the voting procedure to be used shall be Instant Runoff Voting;

8.3.2 if the voting is to be for the appointment of more than one (1) StdCom member vacancies from more candidates than there are StdCom member vacancies, the voting procedure to be used will be the Single Transferable Vote;

8.3.3 the Instant Runoff Voting procedure and the Single Transferable Vote procedure shall be applied substantially in accordance with the appropriate rules for such procedures published from time to time by the Center for Voting and Democracy which is a non-profit organisation located in Maryland, USA. If the Center for Voting and Democracy shall cease to publish rules for the required voting procedures referred to above, the Co-Chairs shall be entitled to adopt substantially similar voting procedures published by a different entity, which is qualified in such matters and of good reputation. The Co-Chairs shall, in consultation with the CEO, prepare and distribute to all StdCom members and candidates for appointment as StdCom members a definitive set of rules for any particular occasion when one (1) or more StdCom members are to be appointed by one (1) or other of the above procedures, and such rules shall be binding on all parties. The Co-Chairs shall be entitled to appoint, if they deem necessary, a suitably qualified organisation/expert to oversee, manage, operate, count, and announce the outcome of the voting on any particular occasion.

8.4 No person shall be appointed as a StdCom member:

8.4.1 unless s/he has attained the age of eighteen years;

8.4.2 if his/her appointment would cause the number of StdCom members to exceed any number defined as the maximum number of StdCom members in the AoA and/or these ToR (both in total and per Stakeholder Group).

8.5 No person shall be appointed or reappointed a StdCom member unless s/he has executed an appointment letter addressed to the Co-Chairs stating that he/she is willing to be appointed or re-appointed as a StdCom member, will comply with these ToR and applicable policies of SBP and applying to become a StdCom member.

8.6 For each Stakeholder Group, three (3) StdCom members shall initially be appointed for a three (3) year term and two (2) StdCom members shall be initially appointed for a two (2)

year term. After that all appointments shall be for two (2) years and StdCom members are eligible for re-appointment for a subsequent period of (up to) two (2) years, upon conclusion of which they may not serve on the Committee for at least one (1) year.

- 8.7 Prior to appointment, all potential StdCom members shall advise the Co-Chairs of any potential conflicts of interest including those of a commercial nature.
- 8.8 StdCom members shall not appoint alternates.
- 8.9 StdCom members shall not be a member of the Board or a member of the SBP Technical committee.

## 9 **StdCom Members Removal**

- 9.1 A StdCom member may be removed by the Co-Chairs of the Committee or by the Board for any of the following reasons:
  - 9.1.1 s/he becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
  - 9.1.2 s/he resigns his/her office by notice to the Co-Chairs;
  - 9.1.3 s/he is absent without permission of the responsible stakeholder group Co-Chair from more than one (1) in-person meeting of the Committee;
  - 9.1.4 s/he, through a change in employment or other, no longer falls within one (1) of the qualifying categories within a Stakeholder Group;
  - 9.1.5 s/he takes up employment with the SBP, an accreditation body or a certification body or becomes a Director/ Board member or a member of the Technical Committee; ;
  - 9.1.6 failure to perform (or likely failure based on reasonable evidence) as a StdCom member (having regard, inter alia, to the terms of Clause 6 above and the expectations (including acting in good faith) placed upon members) or due to a conflict of interest that is antagonistic to the interests of the SBP, or to a violation of the confidentiality rules.
  - 9.1.7 s/he is involved in the establishment or management or promotion of a competing certification system to SBP.

## 10 **Representing SBP**

- 10.1 The Committee shall work with the Co-Chairs to establish guidelines and materials enabling clear and consistent communications regarding SBP, as well as to position SBP in the public domain.

- 10.2 Committee members are required to ensure that any external communications conform with guidelines so established.
- 10.3 Committee Members shall not, unless expressly authorised by SBP, represent SBP to external stakeholders.
- 10.4 All representation of SBP to external stakeholders is the responsibility of the Chair of the Board, the CEO and the SBP Secretariat.

## 11 **Scope of Meetings**

- 11.1 The Committee shall select relevant issues and topics for its focus and discussion in pursuit of its objectives. The Co-Chairs shall consult with the SBP Board, SBP Technical Committee and the SBP Secretariat (who will also relay any comments from the Stakeholder Advisory Group) to also suggest topics for the Committee's consideration.
- 11.2 Only StdCom members have the right to attend Committee meetings. The Chair of the Board and the CEO shall be invited to attend for all or part of any meeting as considered appropriate but have no right to vote. Others such as the Chair(s) of any working groups, committees, advisory bodies or similar may be invited to attend for all or part of any meeting, as and when appropriate.

## 12 **Frequency of Meetings**

- 12.1 The Committee shall meet as often as is required to fulfil its Objectives and Mandate.
- 12.2 In normal circumstances the Committee is expected to meet no more often than four (4) times in a year. The Co-Chairs, in consultation with the Committee members and the CEO, shall determine and set out a working methodology for the Committee as best allows it to fulfil its responsibilities, including the holding of an appropriate number of physical and/or virtual meetings and/or conference calls (or any combination of these formats as best facilitates the work of the Committee) at which all members of the Committee are to be invited to participate or attend.
- 12.3 The Co-Chairs should seek to set scheduled meeting dates at least six (6) months in advance.
- 12.4 If circumstances require it, additional, alternative or other meetings or virtual meetings of the Committee (as referenced above) may be called by the Co-Chairs at shorter notice.

## 13 **Observers & Experts**

- 13.1 At the Co-Chair's discretion and following notification to the Committee, TC members, technical experts or others who can help take forward the work of the Committee may be invited to attend meetings as non-voting, participating observers.

- 13.2 Requests for observer status must be submitted at least two (2) weeks prior to the meeting to the Co-Chairs.
- 13.3 Observers shall be provided specified opportunities to make statements in the meetings.
- 13.4 Observers shall not participate in the discussion otherwise unless expressly invited to do so by the Co-Chairs.
- 13.5 Permanent observer status may be granted to particular organisations or individuals with an on-going interest in the work of the SBP, such as representatives of accreditation and certification bodies. Permanent observer status must be requested in writing and may be revoked by the Co-Chairs.
- 13.6 The Co-Chairs shall ensure that observers are bound by appropriate confidentiality commitments or undertakings prior to participating in any StdCom meeting. The Co-Chairs shall ensure a record is kept of all such commitments and undertakings.

#### 14 **Meeting Management**

- 14.1 The Co-Chairs shall determine the agenda for meetings after inviting input at least two (2) weeks before the agenda is finalised. The Co-Chairs shall co-ordinate but not censor topics they receive. The Co-Chairs will also consult with the Chair of the Board, the Chair of the Technical Committee and the CEO for agenda topics from which they desire Committee input.
- 14.2 Any StdCom member may have any matter which is relevant to the function of the Committee as set out herein for discussion at the meeting. This must be by notice to the Co-Chairs and must be received at least ten (10) days prior to the date on which the meeting of the Committee is to be held. The Co-Chairs may in his/her absolute discretion determine whether a matter so notified to him/her is relevant.
- 14.3 No business shall be discussed at any formal meeting of Committee unless a quorum is present.
- 14.4 A quorate meeting of the Committee will be constituted by:
- 14.4.1 Ordinary Business Matters:
- In the normal course of Committee business (an “Ordinary Business” matter) (specifically excluding matters referenced at 14.4.2 immediately below), the presence of at least Fifty per cent (50%) of the Committee members from each Stakeholder Group, or
- 14.4.2 Sustainability Standards Matters:
- For a meeting of the Committee at which a decision on a substantive change to, variation or creation of a new sustainability standard (a “Sustainability Standards” matter); the presence of at least Eighty per cent (80%) of the Committee members from each Stakeholder Group.



- 14.5 If neither of the Co-Chairs is present within fifteen (15) minutes after the time elected for holding the formal meeting, any other StdCom member selected by a majority of StdCom members present may serve as temporary Chair.
- 14.6 Communication from StdCom members between meetings should be directed to the relevant Co-Chair, who will then in consultation with the other Co-Chair, determine how best to approach the issue. All communication to the CEO concerning Committee issues should therefore be directed to the relevant Co-Chair, who will then deal directly with the relevant persons to address the issue.
- 14.7 Meetings of the Committee shall be summoned by the SBP Secretariat at the request of the Co-Chairs.
- 14.8 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each StdCom member no later than five (5) working days before the date of the meeting. Supporting papers shall be sent to StdCom members and to other attendees as appropriate, at the same time. Agendas shall identify agenda items, responsibilities, indicative timings and shall cross-reference to supporting papers, where appropriate.
- 14.9 The Co-Chairs shall ensure that an appropriate record or note of all actions and decisions is taken of all meetings, including the names of those present and in attendance.
- 14.10 Those records or notes in draft shall be made available to the Co-Chairs for approval. Following approval, the draft record or notes shall be circulated promptly to all StdCom members and approved at the next Committee meeting. If any StdCom member disagrees with the content of the record or notes the concern must be communicated to all StdCom members by email. However, once circulated, record or notes may only be amended by consensus agreement at the next meeting of the Committee.
- 14.11 StdCom papers, StdCom record or notes, any SBP related documents and information gained in StdCom meetings shall be regarded as confidential.

## 15 **Decision Making at Meetings**

- 15.1 The Co-Chairs shall, at all times, seek to achieve consensus-based decisions by the Committee. All decisions must be the result of a process (which might involve stakeholder engagement through other committees and groups within the organisation) that seeks to take into account the views of all stakeholders, ensuring, where necessary, those particularly affected (including for example, communities, interest groups or local businesses) are given due consideration.
- 15.2 Decisions of the Committee should represent substantial agreement among the Committee members, without sustained substantial opposition.
- 15.3 When consensus cannot be achieved, as anticipated at 15.1, deadlock on a single matter should not preclude progress on other matters before the Committee (this would not be in the interests of the wider stakeholder community).

- 15.4 In such circumstances, where consensus cannot be achieved, the Co-Chairs will notify the Secretariat. The Secretariat will support and work with the Co-Chairs in considering additional or alternative processes to achieve a consensus. (These could include by way of examples only: establishing a sub-group of the Committee to resolve the issue; or conduct a wider stakeholder engagement on the matter to allow Committee members to determine a better understanding of views,)
- 15.5 If the Co-Chairs are of the view that the process at 15.4 has achieved consensus the matter will be brought back to the Committee for a decision.
- 15.6 If the matter continues to be unresolved but the Co-Chairs are satisfied (having regard to 15.9 below) that the process at 15.4 has been fulfilled, they will then, along with the Secretariat develop a proposal on the matter reflecting the additional findings (if any) from the process at 15.4 which will then be brought back to the Committee for decision.
- 15.7 To support fair representation of stakeholder views, the Co-Chairs will take all reasonable steps to ensure full participation of members in such a meeting as anticipated at 15.6 . (This could include, for example, through offering potential meeting dates spread over more than a two-week period; and allowing remote/online access to the meeting.)
- 15.8 Any matter put back to the Committee for decision in such circumstances may be determined if:
- 15.8.1 in the case of an Ordinary Business matter; a simple majority (more than 50%) at a quorate meeting is in favour, with a minimum of at least one (1) member from each of the two Stakeholder Groups are in favour, or
  - 15.8.2 In the case of a Sustainability Standards matter; three quarters (75% or more) of the members at a quorate meeting are in favour;
  - 15.8.3 subject always, in either case, to there being at least three (3) members from both Stakeholder Groups that are in favour of the decision.
- 15.9 The submission of any such matters back to the Committee for decision, may only be done if the Co-Chairs are satisfied that the provisions of 15.4 have been complied with and the views of all affected stakeholders properly aired and considered.

## 16 **Honorarium, travel and subsistence expenses**

- 16.1 StdCom members are eligible to a honorarium reflecting their participation in the equivalent of up to four (4) full-day StdCom meetings that a StdCom member attends. The honorarium is determined and annually reviewed by the Board.
- 16.2 StdCom members are eligible for reimbursement of reasonable travel and subsistence expenses according to SBP's travel policy.
- 16.3 Invited guests and experts can be eligible for honorarium on a case to case basis and are eligible for reasonable travel and subsistence expenses according to SBP's travel policy.

16.4 Refunds will be made against evidence of expenditure according to SBP travel cost refunding procedures.

**17 Advice**

17.1 The Co-Chairs shall seek to develop consensus-based advice and recommendations for the Board. When there is a majority view but consensus is not achieved, minority views shall,(subject to ensuring the terms of 2.4 above has been adhered to) be duly noted.

17.2 The StdCom shall fully consider and respond in due time and in writing to all advice and recommendations received from the Board and the Technical Committee and justify why they were or were not taken.

**18 Public statements**

18.1 The Committee shall not issue public statements pertaining to issues relevant to SBP.

**19 Working Groups**

19.1 The Committee may propose the establishment of working groups with the objective to advance work outside of the regular meetings.

19.2 Working groups may consist of non-StdCom members in addition to StdCom members, as proposed by the Committee.

19.3 The Committee shall draft and propose clear ToR and member composition for every working group as well as a timeline and a budget.

19.4 A working group shall be phased out when it has achieved its goal(s).

19.5 Proposals for the establishment of working groups shall be submitted to the SBP Secretariat and require Board approval.

19.6 The SBP Secretariat manages and supports working groups. Working groups report to the SBP Secretariat.

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

20.1 StdCom 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 Co-Chairs.

20.2 StdCom members will comply with any Conflicts of Interest policy that may be set for and approved by the Committee from time to time. In addition the StdCom members will

comply with the intent of the relevant parts of the Articles of Association as may apply to conflicts of interest as if they were written with reference to the Committee. Any StdCom members with any conflicts of interest with particular agenda items shall advise the Co-Chairs ahead of, or at the beginning of, each meeting and absent themselves from the meeting room during consideration of the item. The fact that a StdCom 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.

20.3 StdCom 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.

20.4 StdCom members shall agree with the roles and responsibilities of StdCom members and obligations related but not limited to the documents listed in the Appendix by signing an NDA with SBP.

## 21 **Management, administration and resourcing**

21.1 The CEO shall appoint a member of the SBP secretariat to assist and support the Co-Chair in facilitating the organisation of the Committee and its meetings. The Co-Chair will remain responsible for leading and co-ordinating Committee meetings (dates, venues etc.), providing agenda and supporting papers for Committee meetings.

21.2 On an as-needs-basis the Co-Chairs may contract outside specialist services, for example for meeting facilitation.

21.3 If expenditure for a meeting is expected, the Co-Chairs shall draft and agree a budget with the CEO prior to the meeting.

## 22 **SBP Articles of Association Govern**

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

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

23      **Appendix**

23.1      The following appendices apply in addition to these ToR:

23.1.1      SBP Articles of Association

23.1.2      SBP Anti-trust Compliance Policy Statement

23.1.3      SBP Travel Policy

23.1.4      SBP Glossary of Terms

23.1.5      SBP Non-Disclosure Agreement