

## Integrity Council for the Voluntary Carbon Market

### Conflicts of Interest Policy

This policy has been adopted by the Governing Board on 25 January 2024.

#### 1. Introduction

- (1) The Integrity Council for the Voluntary Carbon Market (the “**Integrity Council**”) is an independent, stakeholder-led and self-regulating body with the purpose of ensuring the voluntary carbon market accelerates a just transition to Net Zero. The Integrity Council will do this by setting and enforcing definitive global threshold standards, drawing on the best science and expertise available, so high-quality carbon credits channel finance into projects and programs that genuinely reduce or remove greenhouse gas emissions, and are genuinely additional.
- (2) The Integrity Council is committed to developing a voluntary carbon market of high environmental and social integrity. The Integrity Council includes individuals who are connected to market participants and organisations active in environmental work and may have a range of interests arising from such connections or otherwise. These interests bring diverse perspectives to the work of the Integrity Council but also raise the risk of conflicts of interest.
- (3) The aim of this policy is to manage conflicts of interest that may arise in the work of the Integrity Council and prevent such conflicts from affecting their decision-making or other activities. In that respect, the interpretation and application of this policy shall be guided by the following basic principles:
  - (a) all Covered Persons shall act in the best interests of the Integrity Council and the voluntary carbon market;
  - (b) no Covered Person may use their work for or role in the Integrity Council to obtain any improper financial or other benefit for themselves or for a third person; and
  - (c) no Covered Person shall seek to influence the operations or decisions of the Integrity Council on account of their other interests.
- (4) This policy should be read along with the Charter, the Governing Principles and the Modalities and Procedures of the Integrity Council.
- (5) This policy is meant to supplement good judgment. All Covered Persons should respect its spirit as well as its wording.

#### 2. Scope

- (1) This policy applies to the following persons:
  - (a) members of the Governing Board;
  - (b) co-chairs and all members of the Expert Panel;
  - (c) Employees of the Executive Secretariat; and
  - (d) any other person(s) or class of person(s) identified for this purpose by the Governance Committee,  
  
(together the “**Covered Persons**”).

- (2) This policy applies to all acts carried out by the Covered Persons in connection with the Integrity Council whichever form they may take, including all decision-making processes of the Integrity Council.

### 3. Conflicts of interest

- (1) A “**Conflict of Interest**” or a “**Conflict**” arises in respect of any matter being considered by the Integrity Council when a Covered Person has Interests that may affect the Covered Person’s ability to act fairly and independently and in a manner that furthers, or is not opposed to, the best interests of the Integrity Council.

- (2) “**Interests**” mean one or more of the following:

- (a) an interest that arises when a Covered Person or their Immediate Relative is, or has been in the previous two years, an officer, director, trustee, partner, employee of, or is a consultant to, or is linked in any manner to, an organisation that may obtain an advantage (including grants or donations), profit, right or share or may benefit in any manner from the actions of the Covered Person in relation to the Integrity Council (such an interest, “**Organisational Interest**”);
- (b) an interest that arises when a Covered Person or their Immediate Relative obtains an advantage, profit, right or share or may benefit in any manner from the actions of the Covered Person in relation to the Integrity Council (such an interest, “**Personal Interest**”);
- (c) an interest that arises when the Covered Person or their Immediate Relative has been or is engaged in discussions to have, directly or indirectly, through business or investment: (i) an ownership or investment interest in any entity or business with which the Integrity Council has a transaction (including grants or other donations), contract, arrangement or other matter; (ii) an ownership or investment interest in any entity, organisation or business which participates in the voluntary carbon market (such an interest, “**Financial Interest**”);
- (d) an interest that arises through representation of or advocacy for private, professional or organisational (current or in the previous two years) interests, including policy positions and goals, which is likely to influence the impartial performance of the Covered Person’s role and responsibilities in relation to the Integrity Council or be incompatible or in conflict with the mission, principles or objectives of the Integrity Council (such an interest, “**Representation Interest**”);

but excluding any financial interests less than US\$1,000 (unless the Governing Board determines otherwise).

- (3) A Conflict may be an Actual Conflict or a Potential Conflict. An “**Actual Conflict**” exists when the Covered Person has a real and existing Conflict. A “**Potential Conflict**” exists when the Covered Person may have a Conflict in the future.
- (4) A Conflict, whether an Actual Conflict or a Potential Conflict, can be a Perceived Conflict. A “**Perceived Conflict**” arises in respect of any matter being considered by the Integrity Council when a Covered Person has Interests that, in the judgment of a reasonable third person knowing the relevant facts, may affect the Covered Person’s ability to act fairly and independently and in a manner that furthers, or is not opposed to, the best interests of the Integrity Council.

### 4. Duty to disclose

- (1) Within four weeks from the beginning of each calendar year, Covered Persons will be required to declare their Interests that may conflict with or be relevant to the work of the Integrity Council. The format for declaration of Interests is provided in the Schedule. The

declaration of Interests needs to be updated whenever any material changes occur. The Executive Secretariat shall maintain a register of Interests.

- (2) If a Covered Person is unsure whether to declare a particular Interest, or whether/when the declaration needs to be updated, the Covered Person is advised to err on the side of caution. The Covered Person may approach the Executive Secretariat for confidential guidance.
- (3) In respect of any proposed transaction, arrangement, policy, project, program, credits or other matter being considered by the Integrity Council, a Covered Person shall promptly disclose any Actual Conflict or Potential Conflict to the secretary of the Governance Committee.
- (4) Regardless of whether disclosure has been made by the Covered Person under clause 4(3), if a Covered Person has reason to believe that another Covered Person has an Actual Conflict or Potential Conflict, they may inform the Chair of the Governance Committee appropriately.
- (5) When in doubt, the relevant persons should disclose matters as appropriate to the Governance Committee.
- (6) A Conflict that arises or becomes apparent in a meeting of the Governing Board or the Expert Panel or any other committee or body of the Integrity Council shall be dealt with in accordance with clause 7.

## **5. Determining whether a Conflict exists**

- (1) When a Covered Person declares or acknowledges and accepts an Actual Conflict or a Potential Conflict in connection with any matter being considered by the Integrity Council, the provisions of this policy which set out the consequences of a Conflict shall apply.
- (2) If a Covered Person does not declare or acknowledge or accept a Conflict, or doubts arise as to whether or not a Conflict exists, upon receipt of disclosures relating to an Actual Conflict or a Potential Conflict, the Governance Committee may require the Interested Person to provide such further information as it deems necessary. Based on the information available, the Governance Committee shall determine whether or not the circumstances give rise to an Actual Conflict or a Potential Conflict.
- (3) The finding of whether or not a Conflict exists by the Governance Committee is conclusive unless challenged by the Interested Person within one week of such decision by notice to the Executive Secretariat. Upon receipt of such notice, the Executive Secretariat shall promptly inform the Chair(s) of the Governing Board of such challenge. The Chair / Co-Chairs(s) shall assess the determination of the Governance Committee and decide whether or not to reverse such determination. The decision of the Chair / Co-Chairs(s) in this respect shall be final and binding.

## **6. Management of Conflicts**

- (1) Upon declaration / acknowledgment / acceptance or determination that a Conflict exists in accordance with clause 5, the Interested Person shall:
  - (a) refrain from using their personal influence (either at or outside a meeting) to influence the decision-making or activities of the Integrity Council in respect of any matter in which such person has a Conflict; and
  - (b) abstain from voting on any matter in which such person has a Conflict but shall be counted towards a quorum in relation to such matter.

- (2) The Governance Committee may recommend other measures to mitigate or manage the Conflict depending on the nature and extent of the Conflict, including waiver of the Conflict. In proposing such measures, the Governance Committee should:
  - (a) assess the nature and extent of the Conflict;
  - (b) assess the risk or threat to the integrity of the decision-making or other actions of the Integrity Council; and
  - (c) assess whether the Conflict is serious (for example, the Conflict is acute or extensive; relates to a significant decision or risks significantly damaging the integrity or reputation of the Integrity Council).
- (3) Notwithstanding clause 6(2) above, when considering the Conflict, the Governance Committee must take all relevant factors into account, make decisions only in the best interests of the Integrity Council and always protect the reputation of the Integrity Council.
- (4) All decisions in relation to a Conflict, including decisions pursuant to clause 7, will be recorded by the Executive Secretariat and such record will include the nature and extent of the Conflict and the measures taken to manage or mitigate the Conflict.

## **7. Disclosure and management of Conflicts during meetings**

- (1) At the beginning of every meeting of the Governing Board or the Expert Panel or any other committee or body of the Integrity Council and during the course of such meetings, the Covered Persons present will be required wherever possible to disclose any Conflicts in respect of the matters to be considered by reference to the agenda items and papers provided for such meeting and in any case as soon as the Conflict becomes apparent to them. If any such declarations are made, the person(s) chairing the meeting shall take measures to mitigate or manage the Conflict, which may include measures to exclude the Interested Person from the quorum or voting or require their recusal in relation to the item or matter giving rise to the Conflict. The chair(s) may seek further information from the Interested Person and allow the members present to deliberate on such Conflict.
- (2) Notwithstanding clause 7(1), in any such meeting, if the chair(s) have reason to believe that a Covered Person therein participating has a Conflict that might affect the integrity of such meeting or the matters being considered, the chair(s) may take measures to mitigate or manage the Conflict, which may include measures to exclude the Interested Person from the quorum or voting or require their recusal. The chair(s) may seek further information from the Interested Person and allow the members present to deliberate on such Conflict.
- (3) If a Conflict is perceived in accordance with clauses 7(1) or 7(2), the chair(s) shall within a reasonable time after inform the Chair of the Governance Committee in accordance with clause 4(4) and the procedures for determination of Conflict and consequences thereof as set out in this policy shall apply. The Governance Committee may review any measures undertaken pursuant to clauses 7(1) or 7(2) and may affirm or modify the measures as it deems appropriate in accordance with clause 6.
- (4) If in any such meeting or proceedings, if a majority of the persons have declared or have been perceived to have a Conflict or the meeting is inquorate on account of the measures taken by the chair(s), the chair(s) shall adjourn the meeting or proceedings to a later date and take measures to manage or mitigate such Conflicts for future meetings.

## **8. Failure to comply with this policy**

- (1) If the Governance Committee determines that an Interested Person has intentionally failed to disclose a Conflict, the Governance Committee may recommend corrective actions as they deem appropriate.
- (2) As part of the corrective actions, the Governance Committee may require the Interested Person to explain and provide reasons for the failure to disclose the Conflict, and where the breach of this policy is egregious (in the opinion of the Governance Committee), the Governance Committee may recommend the cessation of such Interested Person's role in the Integrity Council to the appropriate person (as per the Modalities and Procedures).

## **9. Conflicts review prior to appointment**

- (1) At the time of appointment of Covered Persons, such candidates will be required to declare their Interests in the format for declaration of Interests provided in the Schedule or any other format used for this purpose by the relevant appointing body within the Integrity Council (as per the Modalities and Procedures).
- (2) Based on the declaration of Interests at the time of appointment, the Executive Secretariat and the relevant appointing body within the Integrity Council (as per the Modalities and Procedures) shall assess the extent of Potential Conflict(s) that such candidate may have in connection with their work for and role in the Integrity Council. For this purpose, the Executive Secretariat and the relevant appointing body may require such candidate to provide further information as necessary.
- (3) Upon such assessment, the Executive Secretariat and the relevant appointing body may make recommendations to manage and mitigate the Potential Conflict(s) in accordance with clause 6(2). Nevertheless, if the Executive Secretariat and the relevant appointing body are of the opinion that the Potential Conflict(s) cannot be mitigated or managed, they will consider not appointing such candidate.

## **10. Administration of this policy**

- (1) Except as otherwise provided, this policy shall be administered generally by the Governance Committee with the assistance of the Executive Secretariat.
- (2) The Chair/co-Chairs, the co-chairs of the Expert Panel and the chairs / co-chairs of the other committees shall provide necessary guidance and oversight when issues arise with respect to the interpretation and application of this policy.
- (3) If any Conflicts arise amongst the members of the Governance Committee that in the opinion of the Chair/co-Chairs prevents the fair and impartial interpretation and application of this policy, the Chair/co-Chairs will formulate a short-term framework to implement this policy in such circumstances.

## **11. Miscellaneous**

- (1) Any information provided pursuant to this policy will be processed in accordance with data protection principles as set out in the UK General Data Protection Regulation (UK GDPR) and the Data Protection Act 2018.
- (2) This policy may only be varied by the Governing Board with the consent of two-thirds of the members of the Governing Board.

## **12. Definitions**

- (1) In this policy, unless the context requires otherwise:

“Actual Conflict” has the meaning given in clause 3(3);

“Charter” means the charter (as amended and adopted from time to time in accordance with the procedures agreed by the Integrity Council) which sets out the objects of the Integrity Council;

“Chair/co-Chairs” means the Chair or co-Chairs of the Governing Board;

“Conflict of Interest” or “Conflict” has the meaning given in clause 3(1);

“Covered Person” has the meaning given in clause 2(1);

“Executive Secretariat” has the meaning given to such term in the Modalities and Procedures;

“Executive Secretariat Organisation” means each of the British Standards Institution, the Center for Climate and Energy Solutions, the Green Finance Institute and the International Emissions Trading Association;

“Expert Panel” has the meaning given to such term in the Modalities and Procedures;

“Financial Interest” has the meaning given in clause 3(2)(c);

“Governing Board” ” has the meaning given to such term in the Modalities and Procedures;

“Governing Principles” means the document (as amended and adopted from time to time in accordance with the procedures agreed by the Integrity Council) which sets out the governing principles of the Integrity Council;

“Immediate Relative” means a child, stepchild, parent, grandchild, grandparent, sibling, spouse or civil partner of, or any person living with, the relevant Covered Person;

“Independent” means a Covered Person who fulfils the following criteria: (a) such person shall not have been employed by or been in a pecuniary relationship in any material manner with any for-profit active market participant generating revenue in or deriving revenue from the VCM in the two-year period prior to their appointment; and (b) such person shall not be employed by organisations which are material buyers of or investors in carbon credits, or organisations involved in setting standards in relation to carbon credits;

“Integrity Council” has the meaning given in clause 1(1);

“Interested Person” means a Covered Person who has a Conflict in respect of any matter being considered by the Integrity Council;

“Interests” has the meaning given in clause 3(2);

“Employees of the Executive Secretariat” means all persons engaged in the work of the Executive Secretariat, including employees, consultants and other persons retained by the Integrity Council or any of the Executive Secretariat Organisations in connection with the affairs of the Integrity Council;

“Modalities and Procedures” means the document (as amended and adopted from time to time in accordance with the procedures agreed by the Integrity Council) which sets out the modalities and procedures of the Integrity Council;

“Governance Committee” has the meaning given to such term in the Modalities and Procedures;

“Organisational Interest” has the meaning given in clause 3(2)(a);

“Perceived Conflict” has the meaning given in clause 3(4);

“Personal Interest” has the meaning given in clause 3(2)(b);

“Potential Conflict” has the meaning given in clause 3(3);

“Representation Interest” has the meaning given in clause 3(2)(d); and

“voluntary carbon market” or “VCM” means a market in which carbon credits are traded apart from the compliance markets.

- (2) Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Charter or the Modalities and Procedures.



## Schedule

### Format for declaration of Interests

I [.....insert name.....] as [.....insert role.....] have set out below my interests in accordance with the conflicts of interest policy of the Integrity Council for the Voluntary Carbon Market.

Category	Details
Details of current Organisational Interests of yourself and your Immediate Relatives that may conflict with or be relevant to the work of the Integrity Council	
Details of Organisational Interests in the past two years of yourself and your Immediate Relatives that may conflict with or be relevant to the work of the Integrity Council	
Details of Personal Interests of yourself and your Immediate Relatives that may conflict with or be relevant to the work of the Integrity Council	
Details of Financial Interests of yourself and your Immediate Relatives that may conflict with or be relevant to the work of the Integrity Council. Please also specify the name of the relevant entity / business / organisation and the extent of the ownership / investment interest.	
Details of Representation Interests of yourself that may conflict with or be relevant to the work of the Integrity Council.	

*[Guidance: Whilst completing the above table, interests that might be relevant for disclosure include roles (of yourself/ your Immediate Relative / your organisation) as: (i) researcher in the VCM space; (ii) advocacy player in the VCM space; (iii) consultant in the carbon credit markets; (iv) member in technical committee / expert panel / board of a carbon crediting program; (v) market participants (e.g., carbon crediting program, project developer or a trader offering carbon credits on the market); and (vi) program officer / manager for an international organisation in the VCM space.]*

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided as soon as practicable after a change takes place and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

I understand that the information provided will be held in accordance with the privacy policy of the Integrity Council.

Signed:

Role in the Integrity Council:

Date: