

The Indigenous Peoples and Local Communities Voluntary Carbon Market Engagement Forum

Outline Terms of Reference

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1. Introduction

Disclaimer: The material within this document has been gathered through a series of consultation workshops and engagement sessions with Indigenous Peoples & Local Communities (IPs & LCs) representatives and best practice research, they do not represent a final decision on Terms of Reference (TOR) and should be used as a guide for those considering nomination to the Indigenous Peoples and Local Communities Voluntary Carbon Market (VCM) Engagement Forum Governing Board or who would like to become a Partner of the Forum.

This document is designed to provide an outline of draft content that will shape the Forum governing materials such as TOR, governing principles, charter, modalities and procedures etc. that the Governing Board will follow. Ahead of the first Governing Board meeting a full suite of draft governance materials will be completed for board consideration.

Once approved the final version of the TOR and wider governing material will be published on the Forums webpage.

When referring to ‘the Forum’ in this document, this shall collectively refer to both the Governing Board members and the Forum Secretariat as some tasks and responsibilities will be collaborative and others to be defined.

More information on the Forum can be found in the Forum concept note.

Most of the feedback received during the engagement and consultation process is reflected in this and other comprehensive documents. The decisions regarding which feedback to incorporate were made by the ICVCM IPs & LCs Task Force, with recommendations provided by the Secretariat team based on the level of support for ideas during consultation, adherence to best practices, and practical implementation considerations. Certain proposals will undergo further review during the development of the Forum Strategy and Implementation Plan, particularly if they remain relevant to practical delivery.

The Forum will receive a copy of all the collected feedback and may choose to reconsider certain suggestions at a later date. Furthermore, specific topics have been identified for the Forum's Governing Board to make decisions on once it is established.

2. Purpose and scope of the Forum

The VCM and high-integrity carbon credits can unlock urgently needed private capital that would not otherwise be available to reduce and remove billions of tons of Green House Gas (GHG) emissions, particularly in emerging markets. IPs & LCs are stewards of critical ecosystems worldwide, and many are potential hosts for or have active projects generating carbon credits. However, IPs & LCs remain among the most underserved segments of the population and receive the least assistance and benefits from climate finance.

A high-integrity VCM should ensure that IPs & LCs have the agency to continue managing vital ecosystem services at the local level. It is of primary importance that carbon-credit generation projects or programs deliver sustainable development benefits for the communities where they are hosted, ranging from financial profit and project ownership to job generation and well-being.

An active and inclusive engagement forum can unify voices across the VCM, to support and empower communities in the right way, growing IPs & LCs participation as shareholders, delivering benefits such as enhancing IPs & LCs participation within the VCM, income opportunities, and biodiversity protection.

The Forum is a common working space where together, public and private specialized agencies and organisations, market actors and representatives of IPs & LCs and the wider VCM can support IPs & LCs to be empowered and grow their participation in and enhance the benefits they receive from the VCM.

A VCM-wide engagement forum has great potential to strengthen and coordinate IPs & LCs engagement with the market, supporting and empowering communities in the right way and growing IPs & LCs participation as shareholders, delivering benefits such as income opportunities, and biodiversity protection.

The purpose of the Forum is:

- To contribute to the climate objectives of the Paris Agreement while safeguarding the rights of IPs and LCs in the VCM.
- To strengthen the contribution of IPs and LCs as partners in a high integrity VCM.

Informed by the feedback received, the following objectives are proposed to meet the Forum's purpose:

- Unify among the IPs & LCs actors a vision to influence VCM decision making with transparency, diligence and opportunity.
- Build united positions in a collegial manner with technical, solid and robust arguments.
- Strategically relate with IC-VCM, VCMI and other VCM governing entities, and organizations working towards high-integrity.
- Enhance awareness and capacities of the VCM across IP&LC

A central coordinating space for IPs & LCs enables market actors to engage with them in a more structured way. While the Forum will not replace community consultation and engagement, it can support the wider market with a range of activities, including defining best practice, releasing guidance on common topics and issues and how the market should approach its discussions and partnerships with IPs & LCs. The Forum Strategy and Implementation Plan, will define and develop what activity is required in more detail to deliver against the Forum Objectives.

The leadership and decision making of the Forum will be undertaken by the 'Governing Board', made up of IPs & LCs representatives from around the world.

3. Chair and secretariat

The Governing Board of the IPs & LCs Engagement Forum will be Chaired by the selected individual through the Governing Board nomination process, details on the characteristics of the Chair can be found in appendix 1. The Chair will be supported by a vice-Chair chosen by the Governing Board, and a secretariat team made up of individuals from Partner organisations including the Integrity Council for the Voluntary Carbon Market. The Forum may wish to explore an alternative chairing model, such as Co-Chairs, once they meet formally.

The Forum is anticipated to review its formal supporting structures during the development of its Strategy and Implementation Plan, any additional committees or groups will be considered at this stage.

4. Membership

The Forum Governing Board will contain members of IPs & LCs from around the world, with regional, national, legislative and community knowledge. The full list of member seats is as follows:

- 2 x Africa
- 2 x Asia
- 2 x Latin America (LATAM)
- 1 x Northern Region
- 1 x Oceania
- 1 x Chair*

**A vice-Chair will be chosen by the Governing Board from its members.*

Members will present the regional interests of their community and can knowledgeably defend IPs & LCs regional interests during engagement with external actors, governments and VCM industry actors.

Once the Forum develops its strategy it will consider the most appropriate way to include technical expertise within its decision making. In the interim, Co-hosts and wider partners will provide technical support as required. Members of the Governing Board will be responsible for translating interests of their community, wider IPs and LCs and providing strategic guidance, views, proposals and taking collective decisions on Forum Strategy and providing direction for the practical delivery by the Forum Secretariat team.

Membership is on an individual basis (rather than an organisational basis) to ensure the independent voice of the IP&LC.

Members should be well respected individuals with relevant expertise to be able to contribute to the discussions and commit their own time to the Forum Governing Board. As a result, a member who steps down will not be automatically replaced by someone from their organisation.

For each member a suitable alternate will also be selected, this will be done through the same public nomination process as the Governing Board member selection, a member does not select their own alternate.

Individuals who wish to become Governing Board members will self-nominate through a public process. Selection during the first members appointment will be undertaken by the Forum Secretariat and IP&LC Selection Panel using the outline criteria specified in appendix 1, with more details to be released once the nomination process is closed. Members will be appointed for a 2-year term during the first round of appointments. Once the Governing Board of the Forum is established, it will determine the most suitable approach to ongoing seat rotation, such as a 50% seat rotation system every 2 years.

As the Forums work develops, it is likely that Discussion Groups and committees of the Governing Board will be established to deal with deep dives on specific topics. These groups and committees will consist of relevant board members, external subject matter experts, wider VCM actors and other stakeholders.

On occasion and where deemed appropriate individual or organisation participants may be invited to attend specific Governing Board or Discussion Group meetings. Any participants will be expected to comply with this document and the full terms of reference and modalities and procedures developed ahead of the first Forum Governing Board meeting.

5. Discussion Groups

The Forum will periodically place open requests-for-information or participation on specific topics relevant to the Forums Strategy, capacity building efforts or emerging themes. Organisations will be asked to submit either a response to the query raised in writing or to nominate a member of staff with the relevant skills and experience to engage in discussions on the topic in a temporary Discussion Group.

The Forum will review responses and select membership of Discussion Groups comprising members with the relevant knowledge and expertise. Discussion Groups and the members of the Forum Governing Board, will all be supported by the Forums Secretariat. Detailed TOR of any discussion group including cadence, commitments and specific selection processes will be announced at the time of the request being made. Specific Terms of Reference will be prepared for discussion groups at a later date;

however, they will align with the Governing Principles of the Forum Governing Board such as confidentiality, conflicts of interest, information sharing etc.

At this time, it is not anticipated that remuneration will be offered for Discussion Group attendance, however the Forum Governing Board may review if required.

Decisions on the publication of Discussion Group outputs will be taken on a case-by-case basis and will be specified during the request for participation.

The Discussion Groups will provide valuable insight and inform wider decision making; however, the Forum Governing Board will not be bound to accept any recommendations that any Discussion Group makes.

The detailed processes for Discussion Groups will be developed by the Forum Secretariat at a later date.

6. Responsibilities and activities

Governing Board members will be expected to offer informed frank and robust contributions and challenges to any discussions that take place.

The Chair will lead the Governing Board meetings and will be responsible for agreeing draft minutes and meeting agendas. Subject to agreement from the Chair, Governing Board members may nominate themselves to lead an agenda point or present their work.

The Governing Board of the Forum is the ultimate decision-making body for the Forum, in time it may choose to delegate some of its authority to committees as deemed required.

Members of the Governing Board are expected to:

- Set the strategy for the Forum and shape its forward agenda;
- attend physical¹/ Virtual meetings as required, including Discussion Groups and committees (where applicable), unless otherwise agreed with the Chair;
- provide expert perspectives and inputs to the discussions;
- Support fundraising and partnership development efforts through use of their network;
- act in a personal capacity and to contribute to the Governing Board with a view to sharing perspectives that reflect their community as whole, rather than representing the views or interests of their individual organisations; and
- treat information disclosed or opinions expressed during Governing Board meetings as confidential unless and until the Governing Board has authorised their public release.

The Chair is responsible for:

- Guiding and moderating the discussions in meetings;
- inviting Participants to attend meetings and/or Discussion Groups, where appropriate;

¹ Where a physical meeting of the Forum is held or a Governing Board member representing the Forum is required to travel, the Forum shall incur all Travel, accommodation and subsistence expenses for the Governing Board Member only. A policy for expenses will be developed in due course and any costs incurred on behalf of the Forum are required to be agreed with the Chair before they are incurred, any expenses incurred without Chair approval may not be reimbursed.

- Taking decisions within delegated authority as required, such as approval of Forum budget expenditure etc.; and
- obtaining members' agreement on any proposed outputs.

The Secretariat will be responsible for:

- The organisation and coordination of the Governing Board activities, including timely circulation of minutes after meetings;
- Developing and delivering all aspects of the Forum Strategy implementation plan;
- Ensure that the Forum is sustainable through the securing of partnerships and fund-raising activity;
- preparation of the agenda and materials for the meetings, which may incorporate input from members; and
- co-ordinating any outreach to other market participants and stakeholders, if required.

The Governing Board will meet on a monthly basis, at times meetings may be required more often to support delivery of the implementation plan and to enable timely decision-making. Meetings will be held at a time which is the most reasonable for all members, however as a global Forum it is understood that members will need to be flexible to attend meetings and that for some this will be outside of the normal working day.

The Secretariat will share with Members drafts of summaries and minutes of the discussions held during the meetings after each meeting. Members may communicate any comments or edits on the content to the Secretariat within one week of receiving the summary. Members will approve minutes of the previous meeting at the start of the next meeting.

As the Governing Board ToR and Modalities and Procedures are developed, the processes around meetings and responsibilities will be finalised.

7. Reporting, confidentiality and accountability

Once established the Governing Board will consider transparency of discussions and decision making and how best to align this with ensuring appropriate confidentiality.

Any information provided or opinions expressed during a closed Forum meeting such as the Governing Board or Discussion Groups will be treated as confidential unless otherwise specified to attendees. Governing Board members will have access to non-public information in the course of their work with the Forum. Governing Board members and anyone involved in other Forum meetings such as Discussion Group meetings are expected to accept responsibility for ensuring that no third party is able to access any information shared with them through Forum business, this includes appropriate data protection measures and ensuring attendance of virtual meetings is in an appropriate private environment.

Where confidential information is used or disclosed by a Governing Board member or Participant in the course of their participation in Forum activity, they agree to:

- keep such information confidential;
- not use or exploit the information in any way except for the purposes of the Forum as set out in the full Terms of Reference;
- not directly or indirectly disclose or make available any such confidential information in whole or in part to any person, except as expressly permitted in writing by the Governing Board Chair or in accordance with the full Terms of Reference; and

- not to copy, reduce to writing or otherwise record confidential information except as strictly necessary for the purposes of the Forum as set out in the full Terms of Reference.

Governing Board members will be expected to sign a non-disclosure and confidentiality agreement, this may also be required of Discussion Group members but will be determined on a case-by-case basis if it is proportional.

The Governing Board will carefully consider transparency of its decision making and discussions to provide a balance between confidentiality where required and openness.

8. Intellectual Property

Governing Board Members and Participants accept that by participating in the Forum they will not gain any ownership rights to any intellectual property in the output of the Forum, any Intellectual Property Rights in such outputs shall remain vested in the Forum.

However, nothing in these terms is intended to affect any pre-existing intellectual property rights in material brought into the Forum by Governing Board members or Participants. It is the responsibility of the relevant Governing Board member or Participant to draw attention to intellectual property rights subsisting in information shared within the Forum.

9. Relationship to the wider VCM and other engagement groups

Throughout the Forum development consultation, stakeholders have been clear that the IPs & LCs VCM Engagement Forum should have its own place within the market, but must ensure it maintains positive relationships with wider VCM groups. It is proposed that the Forum ensures this alignment in the following ways:

- Members of the Governing Board to be individuals who have experience as members of IPs & LCs; and
- To hold focused discussion groups with wider VCM actors, technical experts and stakeholders as required to ensure a diverse and inclusive range of views feed into Forum debates and inform decision making.

As the Forum becomes more established, it may wish to expand how it engages with the wider VCM and other IPs & LCs engagement groups. However, as the above shows, the Forum concept at inception includes alignment and collaboration with the wider VCM and other IPs & LCs groups to ensure the best possible outcomes for all.

10. Conflicts of interest and information sharing

Members of the Governing Board are responsible for identifying financial or other interests that could create or be seen to create a conflict of interest as a member of the Forum, as soon as they arise. This includes reviewing the forward agenda and identifying and declaring any conflicts of interest to the Secretariat and Chair before every meeting. If a member finds that a conflict of interest becomes apparent only as the meeting progresses, the nature of the conflict should be declared as soon as practicable to the Chair. The Chair will then decide how the conflict should be managed, including whether the member should:

- leave the meeting during discussions relating to the conflicted matter;
- stay in the meeting but not participate in the discussion; or
- stay in the meeting and participate freely.

Members will be required to declare any conflicts of interest when they first join the Governing Board, a secure record of any conflicts of interest will be held by the Secretariat. It is the responsibility of the individual members to ensure their record of interests is kept up to date.

It is the responsibility of any Member to ensure that they are satisfied with the level of protection for any information shared by them. If they are not satisfied, then it is the Member's responsibility to not share any such information.

11. Accessibility

The Forum shall be committed to ensuring high standards of accessibility and inclusion as a guiding principle of its work. As a result, members should make it known within their application or at any time that their circumstances change, should they need additional support to participate in the Governing Board or wider Forum activities.

In this case accessibility may include activity such as (but not limited to) a translator, sign language interpretation etc.

In cases where an adjustment may require discretion; the Chair and Secretariat Lead will be empowered to use their authority and discretionary funds to provide any support that is required confidentially.

12. Remuneration

Remuneration will not be offered as standard to Governing Board members or other participants in Forum activities. However, in instances where finances would be a barrier to a member or other participants involvement in Forum activities or to provide very specific support this will be considered, should this impact you please raise it in your application. Where remuneration is required, this will be offered as a flat rate to all, the Forum will not negotiate on the level of remuneration offered.

13. Appendix

1. Membership selection process and criteria

Selection process

To be considered for a seat of the Forum Governing Board an individual must complete a nomination form. This form should be completed as fully as possible and should be completed by the individual as it contains personal data.

If the individual does not complete the form fully this may impact their being selected as a member of the Forums Governing Board.

The expression of interest will ask an individual to provide a summary of why they wish to be a board member, a copy of their CV, any endorsements and confirmation of their skills, experience and suitability to be a member based on a number of questions.

The nomination process and the Forum objectives, activities and governance have been shaped through open consultation with representatives of IPs & LCs and will continue to be as the Forum develops.

The nominations process will close on the 25th of February 2024, once the process closes the Forum Secretariat and IP&LC Forum Selection Panel will review the applications and create a shortlist to proceed to the final stage.

The final stage process is in development; however, it is possible a second form, references and/or interview may be required to cover any queries raised in the shortlisting process and to ensure due diligence is completed.

All nominees for **Regional Seats** will be informed of the initial outcome of their application by no later than the end of April 2024, with final decisions by no later than the end of June 2024. Once the final decisions have been made, all Regional Seat nominees will be informed of the outcome of the process and the final selection of Regional Seat Holders members made public no later than the end of June 2024

If an individual has been selected as a **Regional Seat member** (or alternate) of the Forum Governing Board, the Forum Secretariat will be in contact to complete any additional paperwork and with details regarding the first Forum meeting which is anticipated will be held in June 2024.

Nomination applications for the position of **Forum Chair** shall be evaluated by Regional Seat Members after their appointment. This process will start during the first Forum meeting, which is anticipated to be held in June 2024. After this meeting, an update from the Forum Secretariat shall be provided to Forum Chair Nominees.

Should an insufficient number of suitable members (including alternates) be appointed, then a further nomination process may be required, the details of which will be announced at a later date.

Composition and Participation

<p>Regional</p> <ul style="list-style-type: none"> • Be an indigenous person or member of a local community • Are able to represent all IPs & LCs from their region impartially • Have knowledge in regional issues and legislative contexts • Person with knowledge or interest in the voluntary carbon market • Be endorsed by their community, institutions or organisations • Have experience in decision-making committees or groups • Have the time and commitment to attend meetings
<p>•</p>
<p>Regional – North Region</p> <ul style="list-style-type: none"> • Be an indigenous person or member of a local community • Are able to represent all IPs & LCs from their region impartially • Have knowledge in regional issues and legislative contexts • Be endorsed by their community, institutions or organisations • Have experience in decision-making committees or groups • Have the time and commitment to attend meetings • Person with knowledge or interest in the voluntary carbon market • •
<p>Regional – Oceania</p> <ul style="list-style-type: none"> • Person with knowledge or interest in the voluntary carbon market • Be an indigenous person or member of a local community • Are able to represent all IPs & LCs from their region impartially • Have knowledge in regional issues and legislative contexts • Be endorsed by their community, institutions or organisations • Have experience in decision-making committees or groups

- Have the time and commitment to attend meetings

Chair and Vice-Chair Seats

- Proven record of previous or active roles as chair of technical working groups
- Have knowledge of carbon markets
- I have knowledge or experience directly with IPs & LCs
- Expertise in managing disagreements between groups
- Experience navigating dynamics within complex political systems •
Neutral global positioning

All members

- Experience promoting the inclusion, participation and engagement of women, youth, people with disabilities and other marginalized groups
- Access to internet and the technology needed to actively participate in online calls and conferences