

Modalities and Procedures for the Integrity Council for the Voluntary Carbon Market

Certain terms used in this document are defined in the Appendix.

Governance of the Integrity Council

- (1) The umbrella governance body of the Integrity Council will be 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. To this end, it will promote the integrity, liquidity and growth of the global VCM by ensuring high-integrity credits and uniting the fragmented governance landscape.
- (2) There are three parts to the umbrella governance body of the Integrity Council:
 - (a) Governing Board;
 - (b) Expert Panel; and
 - (c) Executive Secretariat.
- (3) The Integrity Council will take into account diverse expertise (e.g. carbon and financial markets, environment, governance, local communities) and representation from all geographies (including the Global South) in its work.

Governing Board

1. Governing Board

- (1) The Governing Board:
 - (a) Takes decisions on the Core Carbon Principles (CCPs) including but not limited to adopting and revising the CCPs; approving/rejecting carbon crediting programs and Categories of carbon credits in accordance with the relevant ICVCM assessment framework rules and assessment procedures;
 - (b) Provides oversight of the application of the relevant ICVCM rules relating to carbon crediting programs, in accordance with them;
 - (c) Adopts and revises as needed the strategic roadmap of the Integrity Council;
 - (d) In relation to (a) to (c) above, including on the basis of recommendations from relevant committees established in accordance with clause 4(11)(a) below, and taking into account input from the Expert Panel per the Expert Panel TORs and from the Executive Secretariat.

- (e) Has the power to delegate other decisions to any committee or other suitable persons in accordance with clause 4(11)(c). The Governing Board shall engage with VCM stakeholders to create a fit-for-purpose market.
- (2) The Governing Board shall comprise up to 22 members:
 - (a) seven Founding Sponsor representatives, of which two must be Independent: each Founding Sponsor may appoint one representative from their organization, serving only during the initial three-year phase of the Integrity Council unless otherwise determined by the Governing Board;
 - (b) nine Independent members: acting in the global interest (e.g. experts, researchers or former market participants), including representatives from multilateral and international organizations;
 - (c) three members representing market participants; and
 - (d) three members from IPs&LCs.
 - (3) All members of the Governing Board (including any alternates appointed in accordance with clause 4(10)) shall serve in their individual capacity and not on behalf of any organisation or community that has nominated them or which they are representing on the Governing Board.
 - (4) The Governing Board shall endeavour to have a majority of Independent members in order to ensure its independence.
 - (5) In accordance with clause 4(11), the Governing Board shall constitute a Governance Committee comprising members of the Governing Board. The size of the Governance Committee shall be determined by the Governing Board from time to time. The members of the Governance Committee shall elect from amongst themselves a chair. The Governance Committee may invite observers to attend its meetings.
 - (6) The Governing Board members shall be elected according to the following guidelines:
 - (a) Rolling seat terms will be staggered and last for up to three years. Upon the expiry of or during such tenure, a member may seek re-appointment to the Governing Board for one further term of three years. The provisions of this modalities and procedures document in relation to the appointment of members of the Governing Board, including the eligibility criteria, shall be applicable to the re-appointment of members.
 - (b) Notwithstanding sub-paragraph (a) above, the Governance Committee shall be entitled to allow, when necessary in their opinion, a member of the Governing Board to be re-appointed for a third term of up to three years.
 - (c) Subject to the other provisions of this clause, the Governance Committee shall make recommendations to the Governing Board to implement rolling

seat terms as described in clause 1 (6) (a) to ensure that the Governing Board has regular turnover in membership, whilst at the same time maintaining sufficient stability of membership in order to fulfil its duties and institutional memory.

- (d) Subject to the other provisions of this clause, a member shall be appointed by the Governing Board based on nominations presented by the Governance Committee as set out below. The Governance Committee may seek input on the nominations from the Executive Secretariat.
 - (e) Subject to paragraph (7) below, the Governance Committee shall determine the criteria for members representing Founding Sponsors, market participants and members from IPs&LCs. The Governance Committee shall establish procedures for application, nomination and appointment of the members of the Governing Board.
 - (f) Notwithstanding the nominations made by the Governance Committee, the Governing Board shall have the discretion to appoint or not appoint any such persons, including for reasons of reputation, conflicts of interest or such persons not being Fit and Proper Persons.
 - (g) In respect of persons who are members of the Governing Board at the time of adoption of this modalities and procedures document, the first three-year term in sub-paragraph (a) above will be considered to have commenced on 1 October 2021.
- (7) A person shall be appointed as an Independent member of the Governing Board only if the following criteria are fulfilled:
- (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.
- (8) In addition, the Founding Sponsors shall nominate two candidates who meet the eligibility criteria for Independent members of the Governing Board as set out in paragraph (7) above in accordance with the procedures established by the Governance Committee.

2. Suspension and termination of a member of the Governing Board

- (1) A person ceases to be a member of the Governing Board as soon as:
 - (a) that person has completed their three-year tenure and has not sought re-

appointment or has sought but not received re-appointment;

- (b) the Governing Board has resolved to terminate that person's membership for committing a breach of the conflict of interest or confidentiality provisions of the Code of Conduct or otherwise of their duties as a member of the Governing Board;
 - (c) a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - (d) notice is received by the Governing Board that the person is resigning from office and any period of notice given or agreed with the Governing Board expires;
 - (e) that person has been absent for two consecutive meetings of the Governing Board without permission of the co-Chair(s) and the members resolve that that person should cease to be a member;
 - (f) that person has ceased to be a Fit and Proper Person in the opinion of the Governing Board;
 - (g) in case of an Independent member, that person has ceased to be "Independent" (in accordance with clause 1(7) above);
 - (h) in case of a member representing a Founding Sponsor, the notice of withdrawal of that person's representation is given by the relevant Founding Sponsor; or
 - (i) the Governing Board resolves that that person should be removed from office for reasons of reputation and/or commercial or political or lobbying activities of that person.
- (2) Prior to the termination of a member's appointment for any of the grounds in paragraph (1) above, the Governing Board may resolve that that person shall be suspended from office without affecting the power to terminate that person from office in accordance with paragraph (1) subsequently.

3. Duties of the members of the Governing Board

- (1) The members (including any alternates appointed in accordance with clause 4(10)) shall:
 - (a) Adhere to the Code of Conduct and sign that they agree with the mission and mandate of the Integrity Council.
 - (b) Comply with any conflicts of interest policy adopted by the Governing Board.

- (c) Subject to their responsibilities to the Governing Board, not disclose any confidential or proprietary or market sensitive information coming to their knowledge by reason of their role in or duties to the Governing Board. The duty of the member or the alternate not to disclose confidential information constitutes a personal obligation of that member or that alternate and shall remain an obligation after the expiration or termination of that member's or that alternate's function for or role in the Governing Board.
 - (d) In addition, Independent members shall comply with and continue to meet the requirements of independence set out in clause 1(7) above.
 - (e) Be Fit and Proper Persons.
- (2) The Governing Board will be led by up to two co-Chairs elected by the Governing Board for a three-year term from amongst the Independent members of the Governing Board. The co-Chairs may be re-elected for a further term of up to three years, and where necessary in the opinion of the Governing Board, the co-Chairs may be re-elected for a third term of up to three years.
 - (3) Notwithstanding paragraph (2) above and unless there is only one co-Chair at the relevant time, one of the co-Chairs shall retire by rotation every year and may be re-elected by the Governing Board.
 - (4) The Governing Board shall invite observers from the Executive Secretariat and the Expert Panel to attend its meetings. Observers shall not have voting rights.
 - (5) In respect of persons occupying the positions of co-Chairs at the time of adoption of this modalities and procedures document, the first three-year term in clause 3(2) will be considered to have commenced on 1 October 2021.

4. Decision-making of the Governing Board

- (1) The general rule about decision-making by the members of the Governing Board is that any decision must be either a decision in accordance with clause 4(4) or a decision taken in accordance with clause 4(6).
- (2) The Governing Board shall meet as it may deem necessary but not less than four times in a calendar year. Any member of the Governing Board may call a meeting of the Governing Board by giving at least 20 days' notice of the meeting to the other members. Meetings may be called by shorter notice if shorter notice is agreed by at least two-thirds of the members of the Governing Board.
- (3) At a meeting of the Governing Board, not less than a half of the total members of the Governing Board must be present and a majority of the members present must be Independent in order to constitute a quorum. At a meeting of the Governing Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- (4) The decisions of the Governing Board shall be taken by consensus, whenever possible. If all efforts at reaching a consensus have been exhausted and no agreement has been reached, decisions shall be taken by a two-thirds majority of the members (including any alternates appointed in accordance with clause 4(10)) present and voting. A vote by a member as a proxyholder of another member in accordance with clause 4(5) shall be counted in addition to the proxyholder's vote in their own capacity. Persons abstaining from voting shall be considered as not voting.
- (5) If a member of the Governing Board is unable to attend a meeting of the Governing Board that is conducted in accordance with clause 4(3) (including, for the avoidance of doubt, the quorum requirements in clause 4(3)), such member may appoint another member of the Governing Board as their proxy to vote on their behalf on the matters transacted at the meeting. A member who wishes to appoint a proxy will be required to communicate such appointment in writing (including in any electronic form) by way of a proxy notice to the Chair(s) at least 24 hours in advance of the meeting. A proxyholder shall be treated as having the discretion as to how to vote on the matters transacted at the meeting unless otherwise indicated in the proxy notice. A member who has appointed another member as their proxyholder is entitled to revoke such appointment by notice in writing to the Chair(s) ahead of the start of the relevant meeting.
- (6) Where it is not practical to vote on a proposal at a meeting of the Governing Board, a resolution in writing signed by a two-thirds majority of the members of the Governing Board, who are at the relevant time entitled to receive notice of a meeting of the Governing Board and who would be entitled to vote on the matter and whose vote would have been counted had it been proposed at a meeting of the Governing Board, shall be as valid and effectual as a decision taken at a meeting of the Governing Board properly called and constituted. Such written consent to the decision or the resolution may be contained in one or more documents or communications in any electric form each signed by one or more of the members of the Governing Board concerned. A decision may not be taken in accordance with this clause 4(6) if the members of the Governing Board who have signed the resolution would not have formed a quorum at a meeting of the Governing Board in accordance with clause 4(3).
- (7) A member of the Governing Board or an alternate appointed in accordance with clause 4(10) who is not permitted to vote on a matter by reason of a conflict of interest in accordance with the conflicts of interest policy adopted by the Governing Board shall continue to count towards the quorum but shall be considered as non-voting. Such member shall not be entitled to vote by way of a written resolution in accordance with clause 4(6).
- (8) A vote by a proxyholder in accordance with clause 4(5) shall not be counted if the proxyholder and/or the member who has appointed the proxyholder are not permitted to vote on the matter by reason of a conflict of interest in accordance with the conflicts of interest policy adopted by the Governing Board.

- (9) The members of the Governing Board will be expected to attend meetings of the Governing Board themselves.
- (10) Notwithstanding clause 4(9), in exceptional circumstances, a member of the Governing Board may appoint another person to act as their alternate with the prior approval of the co-Chairs who may allow such appointment at their discretion.
- (11) The Governing Board may:
 - (a) establish committees with such terms of reference and membership as it may deem appropriate;
 - (b) establish one or more market and stakeholder groups with such terms of reference and membership as it may deem appropriate; and
 - (c) delegate to such committees or the Executive Secretariat or any Executive Secretariat Organisation or any other person actions and authority to take steps on its behalf.

Expert Panel

5. Role of the Expert Panel

- (1) The Expert Panel is a body of technical experts established under the Integrity Council to provide advice, analysis and recommendations to the Governing Board on key technical issues.
- (2) The Governing Board provides oversight over the work of the Expert Panel.

6. Terms of Reference for the Expert Panel

- (1) The Governing Board shall establish Terms of Reference for the Expert Panel which shall govern issues relating to its operation, including, but not limited to, its composition and structure, criteria for nomination and selection to the Expert Panel, and the processes for decision-making within the Expert Panel.
- (2) The Terms of Reference for the Expert Panel may be revised periodically by the Governing Board, based on recommendations from the Executive Secretariat and/or any Committee of the Governing Board.

7. Suspension and termination of a member of the Expert Panel

- (1) The appointment of the co-chairs of the Expert Panel may be terminated (prior to the expiry of their term) or suspended by the Governing Board upon recommendation to that effect made by the co-Chair(s) of the Governing Board on the following grounds:
 - (a) that person has committed a breach of the conflict of interest or confidentiality provisions of the Code of Conduct or other duties;

- (b) a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - (c) that person has been absent without permission and the Governing Board resolves that that person's appointment should be terminated;
 - (d) that person has ceased to be a Fit and Proper Person in the opinion of the Governing Board; or
 - (e) the Governing Board resolves that that person should be removed from office for reasons of reputation and/or commercial or political or lobbying activities of that person.
- (2) The appointment of members of the Expert Panel may be terminated (prior to the expiry of their term) or suspended by the co-chairs of the Expert Panel on the following grounds:
- (a) that person has committed a breach of the conflict of interest or confidentiality provisions of the Code of Conduct or other duties;
 - (b) a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - (c) that person has been absent without permission and the co-chairs of the Expert Panel resolve that that person's appointment should be terminated;
 - (d) that person has ceased to be a Fit and Proper Person in the opinion of the co-chairs of the Expert Panel; or
 - (e) the co-chairs of the Expert Panel resolve that that person should be removed from office for reasons of reputation and/or commercial or political or lobbying activities of that person.

Executive Secretariat

8. Role of the Executive Secretariat

- (1) The Executive Secretariat shall develop recommendations for strategic decisions of the Integrity Council for approval by the Governing Board and carry out operational tasks (e.g. coordinating work, supporting experts, managing stakeholder relationships and communications, engaging market participants and preparing market infrastructure). The Executive Secretariat shall support the Governing Board and the Expert Panel in the course of their work for the Integrity Council.
- (2) Under the oversight of the Governing Board, the Executive Secretariat shall:

- (a) take steps on behalf of the Governing Board or the Integrity Council;
 - (b) commission reports and provide recommendations to inform the decisions of the Governing Board or as may be requested by the Governing Board; and
 - (c) report periodically on strategy, risks, status and progress of the action taken by the Integrity Council, and budgets and plans of the Integrity Council.
- (3) Where disagreements arise within the Expert Panel (or its sub-panels), the Executive Secretariat shall support the co-chairs of the Expert Panel in establishing consensus and where necessary escalate the matter for consideration and resolution by the Governing Board.

9. Composition of the Executive Secretariat

- (1) The Executive Secretariat shall consist of a Chief Executive Officer, a Chief Operating Officer, functional heads and such number of full-time employees as may be determined by the Executive Secretariat. The Chief Executive Officer and the Chief Operating Officer shall serve as observers on the Governing Board.
- (2) The appointment of Chief Executive Officer and the Chief Operating Officer of the Executive Secretariat shall be subject to approval by the Governance Committee
- (3) The role and responsibility of the Chief Executive Officer and Chief Operating Officer will be proposed by the Executive Secretariat and will be subject to approval by the Governing Board.
- (4) The Executive Secretariat shall be independent of any market participants and host organizations. All persons, including organisations, directly engaged in the work of the Executive Secretariat shall fully and transparently disclose information about any conflicts of interest in accordance with any conflicts of interest policies adopted by the Governing Board.
- (5) The appointment of any person to one of the Key Executive Secretariat Positions may be terminated (prior to the expiry of their term) by the Governing Board upon recommendation to that effect made by the co-Chair(s) on the following grounds:
 - (a) that person has committed a breach of the conflict of interest or confidentiality provisions of the Code of Conduct or other duties;
 - (b) a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - (c) that person has been absent without permission and the Governing Board resolves that that person's appointment should be terminated;
 - (d) that person has ceased to be a Fit and Proper Person in the opinion of the

Governing Board;

- (e) the Governing Board resolves that that person should be removed from office for reasons of reputation and/or commercial or political or lobbying activities of that person; or
 - (f) the service level agreement with the Executive Secretariat Organisation pursuant to which that person was appointed has ceased to be effective.
- (6) For purposes of paragraph (5) above, “Key Executive Secretariat Positions” means the Chief Executive Officer and the Chief Operating Officer.

Funders

10. Funders

- (1) The Integrity Council shall operate on a not-for-profit basis and shall have the power to raise funds from third parties including from governments/ public institutions, corporates and philanthropic institutions (“**Funders**”).
- (2) The Governing Board may authorise any other entity to raise funds on behalf of the Integrity Council.
- (3) The Funders shall have no power, rights or privileges on account of their funding.
- (4) The Governing Board may establish a business model based on market fees whilst preserving independence in decision-making for the Integrity Council in the future.

Distinguished Advisory Group

11. Role of the Distinguished Advisory Group

- (1) The Governing Board may establish and maintain an Distinguished Advisory Group to provide strategic advice and help engage stakeholders in their networks on behalf of the Integrity Council.
- (2) The Distinguished Advisory Group shall comprise senior figures, publicly recognised and respected for their commitment to effective public purpose-driven carbon markets, climate mitigation and sustainable development, acting in an independent capacity.
- (3) The members of the Advisory Group shall, as and when requested by the Governing Board:
 - (a) Provide strategic advice and unique perspectives to the Governing Board;
 - (b) Promote the Integrity Council as the authority on voluntary carbon market standards, by:

- (i) Leveraging and providing access to a network across geographies, industries, and stakeholder groups; and
 - (ii) Engaging the public (e.g. through articles, interviews, public discussions, social media activity).
- (c) Proactively engage with key stakeholders such as market participants, regulators or non-governmental organizations across geographies to:
 - (i) Anticipate needs, trends, opportunities and challenges; and
 - (ii) Promote awareness of and support to decisions and activities of the Integrity Council.
- (4) The Distinguished Advisory Group will not have decision-making powers.

12. Composition of the Distinguished Advisory Group

- (1) The Distinguished Advisory Group should consist of members drawn from diverse sectors and geographies, including stakeholder groups involved in or affected by the VCM.
- (2) The Distinguished Advisory Group members will be nominated and appointed by the Governing Board.
- (3) The appointment of any person to the Distinguished Advisory Group may be terminated by the Governing Board upon recommendation to that effect made by the co-Chair(s), including on the basis of the following grounds:
 - (a) that person, or an organisation that they are affiliated to, has made statements or supported / adopted policy positions or goals that are incompatible or in conflict with the mission, principles or objectives of the Integrity Council;
 - (b) the Governing Board resolves that that person should be removed from office for reasons of reputation and/or commercial or political or lobbying activities of that person;
 - (c) a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
 - (d) notice is received by the Governing Board that the person is resigning from office and any period of notice given or agreed with the Governing Board expires.

Transparency

13. Transparency measures

- (1) The Governing Board shall establish a transparency mechanism for disclosing information relating to projects, programs and credits in the voluntary carbon market. The Governing Board shall decide the nature of information that should be publicly disclosed and the manner of disclosure.
- (2) The Governing Board shall instruct the Executive Secretariat to recommend and implement appropriate consultation processes with its stakeholders and the public in relation to policy decisions which are material to the voluntary carbon market. The stakeholders and the public can provide comments and suggest modifications in such consultation process.
- (3) The Governing Board shall commission from time to time an independent review by a third-party organisation to assess one or more of the following:
 - (a) the effectiveness of the Integrity Council;
 - (b) the transparency measures adopted by the Integrity Council;
 - (c) the advancement of the Integrity Council;
 - (d) the success of the VCM in contributing to global climate action; or
 - (e) such other matters as the Governing Board shall determine.
- (4) The Governing Board may establish procedures for the disclosure of the decisions taken by the Governing Board and the recommendations of the Expert Panel. The Integrity Council will provide disclosure of its financial information and annual reports of its activities.

14. Variation of the Constitutional Documents

- (1) The Constitutional Documents may only be varied by the Governing Board with the consent of two-thirds of the members of the Governing Board.
- (2) Upon such variation, the Executive Secretariat shall prepare a written version of the Constitutional Documents and have it initialled by the co-Chairs.

Appendix

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

“Chair” or “co-Chair” means the chair or the co-chair, as applicable, of the Governing Board of the Integrity Council;

“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;

“Code of Conduct” means a code of conduct including, among others, confirmations and undertakings consistent with the duty to disclose conflicts of interest and the duty of confidentiality;

“Constitutional Documents” means the charter; the document containing the governing principles of the Integrity Council; and this modalities and procedures document;

“Executive Secretariat” means the organ of the Integrity Council having the role as described in clause 8;

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

“Fit and Proper Person” means a person who, in the opinion of the Governing Board or the co-chairs of the Expert Panel, as applicable, is fit and proper for their role in the Integrity Council, and for this purpose, the Governing Board or the co-chairs of the Expert Panel shall consider whether such person: (i) has demonstrated by experience and training that they are suitable for their role in the Integrity Council; (ii) has adequate time to perform their role in the Integrity Council; (iii) has been convicted of a serious criminal offence in any jurisdiction; (iv) has been found guilty of misconduct or breach of any regulatory, professional or ethical obligations in any jurisdiction; (v) has been dismissed or asked to resign for cause and resigned from employment or from a position of trust, fiduciary appointment or similar appointments; (vi) has been disqualified from acting as a director (or equivalent) of a company or other body corporate in any jurisdiction; (vii) has been a director, partner or otherwise concerned in the management of a business that has gone into insolvency, liquidation or administration in any jurisdiction; (viii) has been the subject of any judgment debt or award in any jurisdiction that remains outstanding or was not satisfied within a reasonable period; and (ix) has, in any jurisdiction, (a) made any arrangements with their creditors, (b) filed for bankruptcy or insolvency, (c) been adjudged bankrupt, (d) had assets sequestrated, or (e) been involved in proceedings related to any of these things;

“Founding Sponsors” means Breakthrough Energy; Conservation International; Ecosystem Marketplace; Environmental Defense Fund; High Tide Foundation; Institute of International Finance; National University of Singapore; Öko-Institut e.V.; SouthSouthNorth; the Nature Conservancy; World Business Council for Sustainable Development; and World Resources Institute;

“Governing Board” means the governing board of the Integrity Council constituted in accordance with the charter and this document;

“Independent” has been used to refer to the members of the Governing Board who fulfil the criteria set out in clause 1(7);

“Integrity Council for the Voluntary Carbon Market” or “Integrity Council” means the independent, stakeholder-led and self-regulating body with the mission to advance ready solutions to the global climate crisis which has been established pursuant to the TSVCM Report;

“IPs&LCs” means Indigenous Peoples and Local Communities;

“TSVCM” means the Taskforce on Scaling Voluntary Carbon Market;

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