

## Terms of reference for the Integrity Council for the Voluntary Carbon Market

### Expert Panel

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This document sets out the terms of reference (TOR) for the Expert Panel of the Integrity Council for the Voluntary Carbon Market (ICVCM). The document shall be read in conjunction with the Modalities and Procedures of the ICVCM, the Code of Conduct, and any other relevant policies as determined by the Governing Board. This TOR is subject to periodic revision by the Governing Board.

#### 1. Composition and structure

**The Expert Panel** is a body of independent technical experts established under the ICVCM. Its independent members provide advice, analysis, and recommendations as and when requested by the Governing Board or the Standards Oversight Committee (SOC) (a committee of the Governing Board) to support the processes and decision-making of the Governing Board and ICVCM as a panel or as individuals.

##### 1.1. Composition There are three types of members:

- (a) **Expert Panel Co-Chairs (EPCC).** The Co-Chairs are technical experts with chairing and leadership expertise. Each Co-Chair may be appointed for a term of up to three years. There may be up to four Expert Panel Co-Chairs. The Co-Chairs also serve in an observer role to the Governing Board. Each EPCC may serve no more than two terms of three years (6 years) as an Expert Panel Co-Chair and may serve on the Expert Panel for no more than three terms (9 years), including all terms served as an Expert Panel Co-Chair.
- (b) **Core Experts.** The Core Experts are individuals with practical, deep, technical, and GHG and carbon project methodological expertise and/or related expertise such as human rights, social and environmental safeguards and Indigenous Peoples and/or local communities, and benefit sharing at programmatic and project level. A Core Expert may be appointed for a term of up to three years. A

Core Expert may serve no more than three terms of three years (9 years) in the Expert Panel.

- (c) **Subject Matter Experts** are individuals who contribute additional expertise, skills, and viewpoints to the ICVCM, including deep practical experience in carbon accounting and carbon project development, measurement of sustainable development aspects of carbon projects, implementation of and evaluation of social and environmental safeguards and/or have practical related expertise such as human rights, social and environmental safeguards and Indigenous Peoples and/or local communities. Subject Matter Experts may also be experts in related skills such as relevant laws and governance frameworks, insurance, carbon pricing, carbon market infrastructure, human rights, community engagement etc. A Subject Matter Expert may be appointed for a term of up to three years. A Subject Matter Expert may serve no more than three terms of three years (9 years) in the Expert Panel.

## 1.2. Term

1.2.1. Expert panel members (Expert Panel Co-Chairs, Core Experts and Subject Matter Experts) may serve for the periods stated above for as long as:

- (a) They are able to fulfill all their responsibilities set out in section 2 below, including willingness to undertake work and its completion in a timely manner;
- (b) They continue to have relevant expertise for upcoming tasks assigned to the Expert Panel;
- (c) They continue to participate in accordance with principles in this policy;
- (d) Their independence, as set out in this policy, continues to be applicable and interests and conflicts are declared in full;
- (e) They comply with the agreed standard contractual terms with ICVCM;
- (f) Their appointment is not terminated or suspended in accordance with section 6, paragraph 11, of the ICVCM [modalities and procedures](#).

1.2.2. To ensure diversity and inclusion of all expertise, Expert Panel members that are not provided in kind by their employer organizations or institutions are remunerated for their work by the Integrity Council.

1.2.3. Remunerated Expert Panel members will be paid for expert work undertaken, in accordance with the ICVCM rates for Expert Panel members.

- 1.2.4. Further details about the roles and responsibilities of the Expert Panel and associated Executive Secretariat staff can be found in section 2.

## **2. Roles and responsibilities within the Expert Panel**

### **2.1. The Expert Panel**

- 2.1.1. The Expert Panel shall provide (formal) Recommendations as a whole panel for the following:
- (a) On specific proposed revisions to the ICVCM Assessment Framework
  - (b) As requested by the Governing Board and/or the Standards Oversight Committee, for example in relation to specific technical matters.
- 2.1.2. When aiming to develop Recommendations, the Expert Panel and its sub-panels, if any, shall make all efforts to achieve consensus and resolve conflicting views, where consensus means that there is no sustained objection to a proposed solution or action. Where consensus cannot be achieved, the Expert Panel Co-Chairs shall ensure that the majority and minority views and related rationales, or options and related rationales will be reported to the Standards Oversight Committee, or Governing Board, or Executive Secretariat (as applicable depending on the matter).
- 2.1.3. Recommendations of the whole Expert Panel developed in accordance with 2.1.1 above will be made public.
- 2.1.4. The Conflicts of Interests Policy applies to all meetings and discussions of the Expert Panel and its members. Expert Panel members with a conflict of interest in relation to a specific matter or assignment, are required to recuse themselves from the discussion, the assignment and abstain from expressing a view on the matter, including abstaining from expressing support or opposition to a proposed Recommendation of the Expert Panel.

### **2.2. Expert Panel Co-Chairs**

- 2.2.1. The Expert Panel Co-Chairs are responsible for:
- (a) Guiding and managing the work of the Expert Panel and ensuring the highest quality of all Expert Panel and individual Expert deliverables;
  - (b) Making recommendations and providing advice to the Governing Board and its Standards Oversight Committee on the work of the Expert Panel, including the proposed priorities and timelines;

- (c) Regularly updating the Governing Board and its Standards Oversight Committee on progress on the work of the Expert Panel, including individual Expert work;
- (d) Establishing and suspending sub-panels where required, while managing resources efficiently, and determining roles and assignments for such sub-panels;
- (e) Approving the agenda for meetings of the Expert Panel;
- (f) Presiding over meetings of the Expert Panel, developing content for the meetings and integrating different perspectives and manage the meeting to enable consensus building, including ensuring all Expert Panel members are able to present their views and Young Professionals<sup>1</sup> are actively encouraged to do so;
- (g) Ensuring the prompt completion of actions agreed at Expert Panel meetings and promptly addressing information requests from Expert Panel members, ensuring inclusive and transparent communication with all Expert Panel members and the Executive Secretariat;
- (h) Promptly responding to communications from the Chair of the Governing Board, the Standards Oversight Committee Co-Chairs; and the Executive Secretariat;
- (i) Making nominations to the Governing Board of Core Experts to be considered for appointment by the Governing Board, based on the evaluation of candidates by the Expert Panel Co Chairs and the Executive Secretariat;
- (j) Appointing Subject Matter Experts and informing the Governing Board of such appointments, based on the evaluation of candidates by the Expert Panel Co-Chairs and the Executive Secretariat;
- (k) Nominating experts to represent the Expert Panel through participation in ICVCM working groups or programs, including ensuring balanced nominations and ensuring appropriate numbers of Young Professionals are enabled to participate;
- (l) Allocating tasks to individual experts, in consultation with the Executive Secretariat;
- (m) Ensuring prompt and comprehensive updating of experts on work undertaken by the Standards Oversight Committee, including the Standards Oversight Committee's own recommendations to the Governing Board, and decisions of the Governing Board;

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<sup>1</sup> Young Professionals are defined as having less than 5 years' professional experience

- (n) Ensuring strong coordination of solutions to key issues arising in different working groups or sub-panels to ensure consistency and coherence;
- (o) Ensuring attendance of at least one Expert Panel Co-Chair at the meetings of the Standards Oversight Committee to ensure views of the Expert Panel members are fully and effectively communicated to the Standards Oversight Committee at the appropriate time;
- (p) Following agreed ICVCM processes and procedures; and
- (q) Ensuring that issues raised by Expert Panel members are promptly addressed and managed in a manner transparent to all Expert Panel members.

### **2.3. Individual members of the Expert Panel**

2.3.1 The Expert Panel Co-Chairs and/or Executive Secretariat may request work of individual Experts to:

- (a) Chair, support, participate or provide input to one or more continuous improvement work programs or multistakeholder working groups. Specific Terms of Reference apply to [CIWPs](#) and [MSWGs](#); these policies apply with these Terms of Reference to all Expert Panel members participating as individuals in CIWPs and MSWGs for the work related to those specific groups. The core requirements for those Expert Panel members invited to participate as individuals in CIWPs and MSWGs include:
  - Regularly conveying and explaining key points and issues raised in the relevant group with the Expert Panel, in a clear and timely manner; and
  - Conveying and explaining key points and issues raised by the Expert Panel back to the relevant group, in a clear and in a timely manner.
- (b) Undertake or review assessments of aspects of carbon crediting program applications, program documents, material changes or updates and/or or specific types of carbon credits, methodologies/related tools or aspects of methodologies/related tools and assurance activities relating to the above; and
- (c) Carry out specific research requested by the Governing Board or the Standards Oversight Committee (e.g., research papers, analysis).

### **2.4. General responsibilities for all Expert Panel members**

**2.4.1. Each Expert Panel member must:**

- (a) If a Core Expert, attend all meetings to which they are invited, and if unable to attend, inform the Expert Panel Co-Chairs and the Executive Secretariat by email in advance of the meeting. Subject Matter Experts attend Expert Panel meetings when their expertise is relevant to the discussion;
- (b) Prepare appropriately for meetings, including by reading and reviewing all drafts or other documentation made available, within the allocated timeframes;
- (c) Actively engage in meetings, providing their expertise during the discussion;
- (d) Ensure their communications with the ICVCM are in accordance with the ICVCM processes;
- (e) Complete assigned work at the appropriate time and within the agreed timescales, and per their agreed standard contractual terms with ICVCM;
- (f) Act in their personal and independent capacity;
- (g) Where a Senior Professional<sup>2</sup>, use their experience to encourage and develop Young Professionals in accordance with the Young Professionals development program<sup>3</sup> of the ICVCM;
- (h) Update annually and also submit an updated conflict of interest form with the Expert Panel Co-Chairs and the Executive Secretariat if a new conflict or potential conflict arises;
- (i) In accordance with the Code of Conduct, [https://icvcm.org/wp-content/uploads/2024/02/Integrity-Council-Code-of-Conduct\\_Final\\_Adopted\\_20220707.pdf](https://icvcm.org/wp-content/uploads/2024/02/Integrity-Council-Code-of-Conduct_Final_Adopted_20220707.pdf) treat all information accessed or provided through their role as Expert Panel member confidential and sign the confidentiality form and not breach confidentiality obligations.

**2.5 Executive Secretariat**

- (1) The Executive Secretariat will support the Expert Panel by providing strategic recommendations and maintaining a regular communication process.

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<sup>2</sup> Senior Professionals are defined as having more than 10 years' of experience

<sup>3</sup> Under development

Its role includes:

- (a) **Strategic advice:** Advising the Expert Panel Co-Chairs on the potential work and priorities of the Expert Panel, including the proposed priorities and timelines;
- (b) **Process management:** Organizing the meetings of the Expert Panel and any sub-panels, including scheduling the timing of the meetings in consultation with the Expert Panel Co-Chairs, inviting members to participate in the meetings, preparing draft agendas for meeting, sharing actions of the meetings, and assisting the Expert Panel Co-Chairs in preparing draft presentations on agreed outcomes or progress updates, and supporting the Expert Panel Co Chairs to implement the agreed actions;
- (c) **Content development:** Supporting the development of the deliverables, and supporting the Expert Panel Co-Chairs in driving the content development and achieving consensus during meetings;
- (d) **Selection of Expert Panel members:** Supporting the selection of expert panel members by launching calls for experts agreed by the Expert Panel Co-Chairs, evaluating candidates against the criteria, and managing the process of on-boarding selected experts;
- (e) **Operations:** Project planning to ensure deliverables are met, budgeting and financial management the project, managing and agreeing contracts and analysis to support assessment and oversight.

### 3. Appointment and termination

#### 3.1. Selection criteria

3.1.1. Expert Panel Co-Chairs are selected based on the following criteria:

- (a) **Leadership** and organizational experience, including chairing and consensus building skills, in addition to the criteria for all expert panel members as set out in section 3.1.2 below.

3.1.2. Expert Panel members should be selected based on the following criteria:

- (a) **Expertise:** The Core Expert Panel should comprise individuals with practical, deep, technical, and GHG and carbon project methodological expertise and/or related expertise such as human rights, social and environmental safeguards and Indigenous Peoples and/or local communities, and benefit sharing at

programmatic and project level. Additionally, the Expert Panel includes Subject Matter Experts who contribute additional expertise, skills, and viewpoints to the ICVCM, including deep practical experience in carbon accounting and carbon project development, measurement of sustainable development aspects of carbon projects, implementation of and evaluation of social and environmental safeguards and/or have practical related expertise such as human rights, social and environmental safeguards and Indigenous Peoples and/or local communities. SMEs may also be experts in related skills such as relevant laws and governance frameworks, insurance, carbon pricing, carbon market infrastructure, human rights, community engagement etc.

- (b) **Diversity:** The Expert Panel should comprise individuals from a wide variety of domains (e.g., researchers, non-governmental organizations (NGOs), international and multilateral organizations, Indigenous Peoples, local communities) to bring diverse, and complementary perspectives and maximize diversity and legitimacy. In addition, the Expert Panel should comprise diversity in gender, geographical background and ensure presence of global perspectives and experience, in particular from the Global South.
- (c) **Independence:** Expert Panel Co-Chairs and Core Experts must, on a continuous basis throughout their term have limited actual or perceived pecuniary or non-pecuniary conflict of interest (see conflict of interest policy for full details). Employees of carbon crediting programs, carbon project developers or carbon credit/portfolio buyers/brokers may not serve as Expert Panel members.
- (d) **Availability:** The Expert Panel members must have the necessary time availability, as determined by the Governing Board and its Standards Oversight Committee or, where applicable, the Expert Panel Co-Chairs and as per contractual terms between the Expert and the ICVCM.

### 3.2. Selection process

#### 3.2.1. Expert Panel members are appointed as follows:

- (a) Expert Panel Co-Chairs are appointed by the Governing Board.
- (b) Core Experts are appointed by the Governing Board, based on recommendations by the Expert Panel Co-Chairs.
- (c) Subject Matter experts are appointed by the Expert Panel Co-Chairs.

#### 3.2.2 All appointments to the Expert Panel are subject to the agreement to standard contractual terms with ICVCM. Termination of such contract causes immediate termination of the role of Expert Panel member/Subject Matter Expert.



- 3.2.3 To select Core Experts and Subject Matter Experts, the Expert Panel Co-Chairs may launch calls for experts. Interested individuals responding to such calls should submit an Expression of Interest to the Executive Secretariat and provide all requested information. The Executive Secretariat should evaluate the candidates by assessing them against the selection criteria. The Expert Panel Co-Chairs shall consider the evaluation by the Executive Secretariat and appoint Subject Matter Experts or, in the case of Core Experts, make recommendations on the appointment for approval by the Governing Board.
- 3.2.4 When making recommendations or decisions on the selection of experts, the Expert Panel Co-Chairs should seek to achieve consensus; if consensus cannot be achieved, the Expert Panel Co-Chairs may decide by majority. In the event of a strong disagreement amongst the Expert Panel Co-Chairs, the matter of question should be brought to the attention of the Governing Board.
- 3.2.5 New members will be provided with a structured onboarding process and access to key resources.

### **3.3 Termination**

3.3.1. 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; or
- (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; or
- (c) that person has been absent without permission and the Governing Board resolves that that person's appointment should be terminated; or
- (d) 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
- (e) that person does not work in accordance with the roles and responsibilities as set out in section 2 of this policy; or
- (f) that person fails to follow ICVCM processes and procedures; or

- (g) that person has broken the terms of their contract.

3.3.2. The appointment to the Expert Panel may be terminated (prior to the expiry of their term) or suspended by the Expert Panel Co-Chairs on the following grounds:

- (a) The Expert has breached the conflict of interest or confidentiality provisions of the Code of Conduct or other policies or procedures of the ICVCM; or
- (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; or that person has failed to attend meetings or complete work without appropriate prior notification or reasonable excuse;
- (c) the Expert Panel member causing material reputation harm to the ICVCM including by commercial or political or lobbying activities or seeking to obtain financial advantage from their role as Expert Panel member;
- (d) the Expert does not work in accordance with the roles and responsibilities as set out in section 2 of this policy;
- (e) that person fails to follow ICVCM processes and procedures; or
- (f) With immediate effect, where that person has breached the terms of their contract (including those relating to quality of work, availability, timely completion of work, breach of confidentiality, as examples only).

#### **4 Application of the ICVCM Conflict of Interest policy**

**4.1.** A key feature of the ICVCM Expert Panel is its independence. This means independent from the influence of any other organizations or resource dependency. In the Expert Panel this is implemented by reference to the [ICVCM Conflicts of Interest Policy](#). The independence requirement is ongoing throughout the term of the Expert Panel member. Any change in circumstances that affects the independence of the Expert Panel member must be declared in writing to the Executive Secretariat and Expert Panel Co-Chairs and an updated Conflict of Interest form completed and submitted.

**4.1.2. Declaration at time of application:** Candidates submitting an Expression of Interest shall complete a conflict-of-interest form. Expert Panel members are required to update and reshare the conflict-of-interest form with the Executive Secretariat and the Expert Panel Co-Chairs at any point where a new conflict or potential conflict arises.

**4.1.3. Declaration at start of each meeting** Members shall declare if they have a conflict of interest at the start of a meeting, whenever pertinent to the agenda, or at any point at which a conflict may arise throughout the discussion.

**4.1.4. Declaration when requested to undertake specific work.** Members shall declare if they have a conflict of interest when assigned work or at any point at which a conflict may arise when the work is in progress.

**4.1.5. Mitigation measures:** Whenever Expert Panel members have a conflict of interest in association to a specific assignment, the experts are required to recuse themselves from the discussion and abstain from decision-making.