

## Terms of Reference for the Standards Oversight Committee of the Integrity Council

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### 1 Introduction

- 1.1 This document sets out the terms of reference (Terms of Reference) for the Standards Oversight Committee of the Integrity Council. The document shall be read in conjunction with the Modalities and Procedures, the Conflicts of Interest Policy, the Code of Conduct, and any other relevant policies as determined by the Governing Board.
- 1.2 Capitalized terms used but not defined herein, shall have the meaning ascribed thereto in the Modalities and Procedures or the Core Carbon Principles.

### 2 Purpose of the Standards Oversight Committee

- 2.1 The Standards Oversight Committee is a sub-committee of the Governing Board of the Integrity Council, comprising Independent Governing Board members, and established by decision of the Governing Board pursuant to 2.4.10 of the Modalities and Procedures<sup>1</sup>. The Standards Oversight Committee supports the processes and decision-making of the Governing Board including in relation to assessment and assurance of carbon-crediting programs and categories/methodologies and in relation to the evolution of the Assessment Framework. It provides review of assessment and assurance matters in order to make recommendations to the Governing Board. It works closely with the Expert Panel and engages with the Indigenous Peoples and local communities Engagement Forum.

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<sup>1</sup> “The Governing Board may (2.4.10.1) establish committees with such terms of reference and membership as it may deem appropriate” [...] (2.4.10.3) delegate to such committees [...] actions and authority to take steps on its behalf.

### 3 Composition and Term

#### 3.1 Composition

- 3.1.1 **Standard Oversight Committee Co-Chairs.** The Standards Oversight Committee shall have two co-Chairs. They shall have demonstrated deep technical expertise in relation to carbon markets and/or carbon finance with proven chairing and leadership expertise. Each co-Chair may serve as co-Chair for a term of up to three years during a period coinciding with the term of their seat as Independent member of the Governing Board. Each co-Chair may serve no more than two terms of three years as co-Chair of the Standards Oversight Committee.
- 3.1.2 **Standard Oversight Committee members.** The Standards Oversight Committee shall have such number of Independent members as determined by the Governing Board. Members shall have experience and expertise in one or more of the following areas: climate finance and climate policy, governance, GHG accounting, 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 member may serve on the Standards Oversight Committee, subject to and in accordance with these Terms of Reference. The Governing Board shall aim to have at least eight members, including the Standards Oversight Committee co-Chairs, serving in the Standards Oversight Committee.

#### 3.2 Term

- 3.2.1 Independent Governing Board members may serve on the Standards Oversight Committee for the duration of their membership/terms as Independent Governing Board member for so long as such member:
- 3.2.1.1 Is able to fulfill their responsibilities set out in section 4 below, including willingness to undertake work and its completion in a timely manner;
  - 3.2.1.2 Continues to have relevant expertise for upcoming tasks assigned to the Standards Oversight Committee;
  - 3.2.1.3 Continues to participate in accordance with policies of the Integrity Council;
  - 3.2.1.4 Continues to be Independent as set out in the Modalities and Procedures, and any interests and conflicts are declared in full, including at each meeting of the Standards Oversight Committee;
  - 3.2.1.5 Is a Governing Board member, meaning their appointment to the Governing Board is not terminated or suspended in accordance with clause 2.2 of the Modalities and Procedures;
  - 3.2.1.6 Attends the majority of the scheduled meetings of the Standards Oversight Committee and is available to do the work of the Standards Oversight Committee.
  - 3.2.1.7 Has not resigned from the Standards Oversight Committee, while remaining an Independent member of the Governing Board.

## 4 Scope of Work

### 4.1 Assessment and Assurance/Oversight

- 4.1.1 The Standards Oversight Committee shall provide recommendations as a whole committee to the Governing Board for the following:
- 4.1.1.1 On proposed assessment decisions for carbon-crediting programs that have applied to be assessed, per the Assessment Procedure;
  - 4.1.1.2 On proposed assessment decisions for categories/methodologies applied by CCP-Eligible programs, including any related remedial actions, conditions or other considerations, per the Assessment Procedure;
  - 4.1.1.3 On specific proposed assurance/oversight decisions, per the Assessment Procedure.
- 4.1.2 In relation to any recommendation to be made per 4.1.1.1 and 4.1.1.2 above, the Standards Oversight Committee shall take account of:
- 4.1.2.1 The content of the Assessment Report/Evaluation Report;
  - 4.1.2.2 The views of the Expert Panel members who provided input on the assessment;
  - 4.1.2.3 The outcomes of any Multistakeholder Working Groups (MSWGs), if applicable;
  - 4.1.2.4 Input from the Indigenous Peoples and local communities Engagement Forum, as applicable;
  - 4.1.2.5 Stakeholder input received prior to the completion of the consideration of the assessment by the Standards Oversight Committee, as applicable;
  - 4.1.2.6 The further information provided by the carbon-crediting program per the Assessment Procedure during the assessment, if any;
  - 4.1.2.7 The report from the Hearing, if any, per the Assessment Procedure;
  - 4.1.2.8 The anticipated market impact of the possible recommendation, if that recommendation were to become a Decision;
  - 4.1.2.9 Any policy considerations, per the Assessment Procedure;
  - 4.1.2.10 Any other further scientific information (for example, peer reviewed literature, research, analysis) identified as relevant that has become available since the preparation of the Assessment Report/Evaluation Report.
- 4.1.3 In relation to any assurance or oversight matter in relation to which a recommendation will be made per 4.1.1.3 above, the Standards Oversight Committee shall take account of:
- 4.1.3.1 The findings of any review or investigation by the Executive Secretariat in relation to the matter;

- 4.1.3.2 The views of any Expert Panel members who provided input on the matter, if any;
  - 4.1.3.3 Input from the Indigenous peoples and local communities Engagement Forum, if any;
  - 4.1.3.4 Stakeholder input received prior to the completion of the consideration of the matter by the Standards Oversight Committee, if any;
  - 4.1.3.5 The further information provided by the carbon-crediting program per the Assessment Procedure, if any;
  - 4.1.3.6 The report from the Hearing, if any, per the Assessment Procedure;
  - 4.1.3.7 The anticipated market impact of the possible recommendation, if that recommendation were to become a Decision;
  - 4.1.3.8 Any legal advice obtained for the ICVCM in relation to the matter;
  - 4.1.3.9 Any other information identified to the Standards Oversight Committee by the Executive Secretariat as relevant to the matter;
  - 4.1.3.10 Any policy considerations, per the Assessment Procedure;
  - 4.1.3.11 Any other further scientific information (for example, peer reviewed literature, research, analysis) identified as relevant that has become available since the preparation of the Assessment Report/Evaluation Report.
- 4.1.4 In relation to the recommendations referred to in 4.1.1.1 and 4.1.1.2 above:
- 4.1.4.1 Where the recommendation to be made by the Standards Oversight Committee diverges materially from the views of the Expert Panel members that provided input on the assessment, those Expert Panel member views shall be provided to the Governing Board as part of the relevant documentation for the assessment and clearly noted as materially diverging;
  - 4.1.4.2 Anticipated market impacts are considered by the Standards Oversight Committee for the purpose of understanding the market and do not alter the findings in the Assessment Report/Evaluation Report.

## **4.2 Evolutions of the Assessment Framework**

- 4.2.1 The Standards Oversight Committee shall, subject to and in accordance with any delegations to it from the Governing Board, and always in accordance with the rules and procedures for evolving the Assessment Framework<sup>2</sup>, as may be amended from time to time and the procedures and delegations therein, undertake work on proposed interpretations, clarifications, revisions, additions and technical updates/notices to the Assessment Framework.

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<sup>2</sup> Under development

- 4.2.2 In relation to any work pursuant to 4.2.1 above the Standards Oversight Committee shall, in accordance with the rules and procedures for evolving the Assessment Framework and subject to them, take into account the following:
- 4.2.2.1 The Recommendations on the matter that have been developed by the Expert Panel for the Governing Board pursuant to the Terms of Reference of the Expert Panel (per those Terms of Reference) and in accordance with the rules and procedures for evolving the Assessment Framework and subject to them;<sup>3</sup>
  - 4.2.2.2 Input from the Indigenous Peoples and local communities Engagement Forum, if any;
  - 4.2.2.3 The public consultation responses and stakeholder input, including CCP-Eligible Programs, if any on the matter;
  - 4.2.2.4 Relevant findings, experience gained, and lessons learned from the assessment and assurance processes (including from CCP-Eligible Programs, Expert Panel members, the Executive Secretariat), continuous improvement work programs (including unpublished content), the published outputs of the work under the Science and Research Network;
  - 4.2.2.5 Any relevant scientific information or other peer reviewed literature or other academic research (taking into account the source institution and its processes for development of that research) that was not previously considered by the Expert Panel, in developing its own Recommendation on the matter for the Governing Board (see 4.2.2.1), if any.

### **4.3 Other matters**

- 4.3.1 The Standards Oversight Committee may undertake work delegated to it by the Governing Board in accordance with 2.4.10.1 and 2.4.10.3 of the Modalities and Procedures. These Terms of Reference shall continue to apply to the work of the Standards Oversight Committee when undertaking such work.
- 4.3.2 The Standards Oversight Committee may request Recommendations from the Expert Panel in relation to specific technical matters pursuant to the Terms of Reference of the Expert Panel. In accordance with 2.1.3 of those Terms of Reference, such Recommendations will be made public.
- 4.3.3 The Standards Oversight Committee may invite the Indigenous Peoples and local communities Engagement Forum to engage with it, participate in meetings, or otherwise support its work.

## **5 Responsibilities in the Standards Oversight Committee**

- 5.1 The Standards Oversight Committee co-Chairs are responsible for:

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<sup>3</sup> Note for information only, that the Expert Panel Recommendation to the Governing Board would also be expected to take into account the information noted in 4.2.2.2 to 4.2.2.4 above and relevant scientific information or other peer reviewed literature or other academic research (taking into account the source institution and its processes for development of that research);

- 5.1.1 The proper management of meetings of the Standards Oversight Committee including:
  - 5.1.1.1 Aiming to achieve consensus within the Standards Oversight Committee and to resolve conflicting views, where consensus means that there is no sustained objection to a proposed solution or action, and where consensus cannot be achieved, ensuring that the majority and minority views and related rationales, or options and related rationales are reported to the Governing Board;
  - 5.1.1.2 Guiding and managing the work of the Standards Oversight Committee and ensuring the highest quality of all Standards Oversight deliverables in a timely and efficient manner;
  - 5.1.1.3 Seeking the guidance of the Chair of the Governing Board where consensus among members on a proposed Recommendation to the Governing Board cannot be achieved;
  - 5.1.1.4 Ensuring the proper application of the Conflicts of Interest Policy to all meetings and discussions, that members with an interest in relation to a specific matter are requested to declare this at the start each meeting, and where members have a Conflict of Interest in relation to a matter is for recommendation, such members abstain from providing views as to the nature of the recommendation;
  - 5.1.1.5 Regularly updating the Governing Board on progress on the work of the Standards Oversight Committee;
  - 5.1.1.6 Ensuring attendance of at least one co-Chair at each meeting of the Standards Oversight Committee, the meeting of the Joint co-Chairs of the Expert Panel and the Standards Oversight Committee (JCC) and each meeting of the Governing Board, including to ensure Recommendations from the Standards Oversight Committee and views of the Standards Oversight Committee are fully and effectively communicated to the Governing Board at the appropriate time;
  - 5.1.1.7 Following agreed and adopted Integrity Council policies and procedures and ensuring that the Standards Oversight Committee does the same;
  - 5.1.1.8 Ensuring that issues raised by Standards Oversight Committee members in the context of the work of the Standards Oversight Committee are promptly addressed and managed in a manner transparent to all members;
  - 5.1.1.9 Ensuring attendance at coordination meetings with the Executive Secretariat and working with the Executive Secretariat to set the agenda for meetings and manage processes prior to, during and after meetings, including timely review of minutes, reports and outcomes from meetings;
  - 5.1.1.10 Referring matters to the Governance Committee as needed, taking into account the Terms of Reference of that committee and the Conflicts of Interest Policy;
  - 5.1.1.11 Where the Co-Chairs deem appropriate and are invited by the Expert Panel co-Chairs, attending Expert Panel meetings to engage with Expert Panel members, including explaining Recommendations made by the Standards Oversight Committee to the Governing Board;

- 5.1.1.12 Where appropriate, approving the use of written procedures in respect of assessment and assurance, such that Recommendations may be agreed through written procedure; and
- 5.1.1.13 Where invited to do so by the Executive Secretariat, speaking on behalf of and representing the Integrity Council in engagement with stakeholders, including events.

## **5.2 Responsibilities of Standards Oversight Committee members**

5.2.1 Each member must:

- 5.2.1.1 Attend all meetings to which they are invited, and if unable to attend, inform the Executive Secretariat in writing in advance of the meeting. The Executive Secretariat will indicate to the Standards Oversight Committee any member that does not attend at least three-quarters of meetings in a rolling quarter;
- 5.2.1.2 Prepare appropriately for meetings, including by reading and reviewing all drafts or other documentation made available, within the allocated timeframes;
- 5.2.1.3 Actively engage in meetings, providing their expertise during the discussion;
- 5.2.1.4 Comply with all Integrity Council policies, including the Conflicts of Interest Policy (see below) and the Code of Conduct, in particular declaring any interests at the start of meetings, and where they have a Conflict of Interest<sup>4</sup> in relation to a matter for recommendation, abstaining from providing views as to the nature of the recommendation;
- 5.2.1.5 In accordance with the Code of Conduct, treat all information accessed or provided as confidential, sign the Confidentiality form, and comply with the Confidentiality obligations, including after the expiry or termination of membership of the Governing Board;
- 5.2.1.6 Ensure their communications, both oral and written, with other members, Executive Secretariat staff and members of the Expert Panel comply with all Integrity Council policies;
- 5.2.1.7 Complete assigned work at the appropriate time and within the agreed timescales;
- 5.2.1.8 Act in their personal and independent capacity;
- 5.2.1.9 Adhere to these terms of reference and all Integrity Council Policies, and any other policies determined by the Governing Board.

## **6 Appointment, Suspension and termination**

### **6.1 Appointment**

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<sup>4</sup> In determining this, members may be guided by checking whether they would be eligible to vote on the matter at the Governing Board, by reference to the Decision-specific conflict of interest form.

- 6.1.1 Independent members of the Governing Board are appointed to the Standards Oversight Committee by the Governing Board, following the member's written expression of interest to the Executive Secretariat.
- 6.1.2 Co-Chairs of the Standards Oversight Committee are appointed by the Governing Board from among Standards Oversight Committee members.

## **6.2 Suspension, Termination**

- 6.2.1 The appointment of a member (including a co-Chair) to the Standards Oversight Committee shall be deemed terminated automatically where termination per the Modalities and Procedures applies<sup>5</sup>.
- 6.2.2 A member (including a co-Chair) shall be deemed suspended automatically from the Standards Oversight Committee where 2.2.2 of the Modalities and Procedures applies.
- 6.2.3 In addition to 6.2.1 and 6.2.2 above, the Standards Oversight Committee co-Chairs may refer any member, and a majority of members may refer any co-Chair, to the Governance Committee where:
  - 6.2.3.1 The member has breached the conflict of interest or confidentiality provisions of the Code of Conduct or other policies or procedures of the Integrity Council in relation to the work of the Standards Oversight Committee;
  - 6.2.3.2 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;
  - 6.2.3.3 the member is or appears to be causing reputational harm to the Integrity Council including by commercial or political or lobbying activities or seeking to obtain financial advantage from their role as Standards Oversight Committee member; or
  - 6.2.3.4 the member does not work in accordance with the roles and responsibilities as set out in section 2 of this Terms of Reference and the co-Chairs of the Standards Oversight Committee have already requested the member to comply with these Terms of Reference on at least one occasion.

## **7 Meetings**

- 7.1 At meetings, no less than three members plus at least one Expert Panel co-Chair (as observer(s) without membership rights) must be present to constitute a quorum of the Standards Oversight Committee.
- 7.2 The Expert Panel co-Chairs may attend all meetings of the Standards Oversight Committee.

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<sup>5</sup> Section 2.2 of the Modalities and Procedures contains the provisions relating to how person ceases to be a member of the Governing Board.

- 7.3 If neither co-Chair of the Standards Oversight Committee is present, the members shall select one of the members attending to chair the meeting.
- 7.4 At each meeting the Standards Oversight Committee members will (a) declare all Conflicts (b) consider the minutes of the last meeting (c) agree an agenda for the meeting, based on a proposed agenda put forward by the co-Chairs.
- 7.5 The co-Chairs may, in relation to any upcoming meeting, propose to the Standards Oversight Committee to invite one or more Expert Panel member(s), or the whole Expert Panel to join that upcoming meeting, for the purpose of engaging with the Expert Panel/Expert Panel members(s). The same shall apply for the Indigenous Peoples and local communities Engagement Forum.

## 8 Decisions made by the SOC

### 8.1 Decisions at meetings

- 8.1.1 **By consensus:** When making recommendations or decisions, the Standards Oversight Committee co-Chairs should seek to achieve consensus - where consensus means that there is no sustained objection to a proposed solution or action - and resolve conflicting views.
- 8.1.2 **By two-thirds majority:** If, in the opinion of the co-Chairs, all reasonable 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 who are present and eligible<sup>6</sup>, with dissenting views, if any, recorded and presented to the Governing Board where the decision relates to a recommendation to be made to the Governing Board.

### 8.2 Decisions by written procedure

- 8.2.1 Where in the view of the Standards Oversight Committee co-Chairs a matter may be considered through written procedure, the requirements of the Standard Oversight Committee's written procedure shall apply, with the minimum two-thirds majority of members eligible to vote being required for the decision to be passed...

## 9 Role of the Executive Secretariat

- 9.1 The Executive Secretariat supports the Standards Oversight Committee.
- 9.2 Its role includes:
  - 9.2.1 Coordinating Standards Oversight Committee consideration of program and category assessments and assurance processes per the Assessment Procedure, including preparation of documentation and liaison with carbon-crediting programs, providing strategic advice and obtaining data and information to support assessment as required, and scheduling the

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<sup>6</sup> Meaning would be eligible to vote on the matter were it to be voted on, in accordance with the Conflicts of interest Policy.

consideration by the Standards Oversight Committee of assessment and assurance items, in coordination with the co-Chairs;

- 9.2.2 Strategic advice: Advising the Standards Oversight Committee co-Chairs on the potential work and priorities of the Standards Oversight Committee, including the proposed priorities and timelines;
- 9.2.3 Market information: Ensuring that the Standards Oversight Committee has relevant information and data to enable it to do its work, and ensuring it is apprised of any market impacts relating to its proposed recommendations/decisions.
- 9.2.4 Process management: Organizing the meetings of the Standards Oversight Committee , including scheduling the timing of the meetings in consultation with the Standards Oversight Committee co-Chairs, inviting members to participate in the meetings, preparing draft agendas for meeting, sharing actions of the meetings, and assisting the Standards Oversight Committee co-Chairs in preparing draft presentations on agreed outcomes or progress updates, and supporting the Standards Oversight Committee co-Chairs to implement the agreed actions; and
- 9.2.5 Operational support: Project, budget and financial planning and management to ensure deliverables are met.

## **10 Review and Amendment**

- 10.1 These Terms of Reference shall be reviewed as often as the co-Chairs of the Standards Oversight Committee or the Chair of the Governing Board deems necessary but at least once every three years.
- 10.2 These Terms of Reference may be amended by the Governing Board.

### Version Control

Version	Date	Summary of Changes
1.1	26 February 2026	<p>Amendments to:</p> <ul style="list-style-type: none"> <li>• clarify the purpose of the Standards Oversight Committee;</li> <li>• update details of the composition of the Standards Oversight Committee, and the term of its members;</li> <li>• update the scope of work of the Standards Oversight Committee;</li> <li>• update the details of the responsibilities of members of the Standards Oversight Committee, and provide details on the responsibilities of the co-Chairs of the Standards Oversight Committee, including in relation to the management of conflicts of interest;</li> <li>• clarify details regarding the appointment, suspension and termination of members of the Standards Oversight Committee;</li> <li>• clarify details regarding meeting processes, including quorum requirements, agenda, and process for inviting observers;</li> <li>• clarify details regarding decision making processes of the Standards Oversight Committee;</li> <li>• clarify details regarding the role of the Executive Secretariat in relation to the Standards Oversight Committee;</li> <li>• clarify when and how these Terms of Reference should be reviewed; and</li> <li>• update the numbering structure of the document.</li> </ul>
1.0	25 May 2022	Original version