

Greenhouse Gas Protocol

Conflict-of-Interest Policy

Version No.	Date adopted	Description of Amendment
1	19.09.2024	

1. Purpose

Greenhouse Gas Protocol (“GHG Protocol”) operates in the public interest. Integrity and collaboration are two of GHG Protocol’s core values and are fundamental to its work. Maintaining GHG Protocol’s integrity throughout its cooperation with a wide range of stakeholders is essential to its mission and the public interest.

As even the perception of a conflict of interest can damage GHG Protocol’s reputation, effectiveness, and relationships with its stakeholders, the integrity and credibility of GHG Protocol needs to be always maintained.

The purpose of this Conflict-of-Interest Policy is to ensure:

- That all covered persons exercise due care in administering GHG Protocol’s affairs and put the best interests of GHG Protocol ahead of their own personal interests or those of a third-party.
- That all conflicts of interest are made transparent and managed or mitigated appropriately, whether
 - **actual** (i.e., a person’s private interests directly conflict with their professional duties, leading to a situation where their decisions or actions could benefit them personally);
 - **potential** (i.e., a situation could develop into an actual conflict of interest and/or a person is not sure if a conflict exists and is seeking clarification by the respective governance bodies); or
 - **perceived** (i.e., a third-party believes that a person has a conflict of interest).

2. Scope

This policy applies to persons in the following roles (“covered persons”):

- Members of the GHG Protocol Steering Committee (SC);
- Members of the GHG Protocol Independent Standards Board (ISB);
- Members of Technical Working Groups (TWG); and
- Any other person or group identified for this purpose by the GHG Protocol Steering Committee or Secretariat.

3. Types of Conflict of Interest

A conflict of interest arises when a person’s personal interests, or those of an institution they represent, interfere, or appear to interfere, in any way with the interests of GHG Protocol. Potential conflicts include, but are not limited to:

- **Financial Interests:** significant ownership, employment, or other financial interests in entities that seek to do business with GHG Protocol or may benefit from GHG Protocol’s decisions.
- **Personal Relationships:** Relationships with individuals or entities that may benefit from GHG Protocol’s decisions, including being in a position of hiring, appointing, supervising, reviewing, or having influence on the performance evaluation, pay or benefits of any immediate family member that is also associated with GHG Protocol.
- **Professional Interests:** Membership in other organizations, boards or committees that may have conflicting interests or may detract from a covered person’s ability to carry out assigned GHG Protocol responsibilities.

4. General Policy

All covered persons shall exercise good faith in all transactions relating to their duties to GHG Protocol and shall not use their positions in any manner that is contrary to the best interests of GHG Protocol or to promote their own business interests or those of family, friends, business partners, or employers. Covered persons should also avoid any situation that might lead to their loyalties becoming divided in a manner that creates a conflict of interest or the appearance of a conflict of interest.

Covered persons must abstain from acting on behalf of GHG Protocol in matters where a conflict of interest may exist and should disclose any actual or potential conflict of interest as soon as it is discovered.

5. Procedure

Full disclosure of all actual and potential conflicts of interest, and recusal from decisions related to matters affected by such conflict of interest, are required regardless of intention or degree of harm posed to the GHG Protocol.

5.1 Initial Declaration

Upon joining a GHG Protocol governance body or TWG, all covered persons shall complete and sign the Conflict-of-Interest Disclosure Statement (Annex A) that affirms such member:

- (a) has received a copy of the Conflict-of-Interest Policy;
- (b) has read and understands the policy;
- (c) has agreed to comply with the policy; and
- (d) has declared all potential and existing conflicts of interest.

All Conflict-of-Interest Disclosure Statements shall be returned to the Secretariat's Governance Unit at governance@ghgprotocol.org.

5.2 Annual Statement

On an annual basis, all members of the SC and ISB shall anew complete and sign the Conflict-of-Interest statement (Annex A).

All annual Conflict-of-Interest Disclosure Statements shall be returned to the Secretariat's Governance Unit at governance@ghgprotocol.org.

5.3 On-going Disclosure

In connection with any actual or potential conflict of interest, a covered person has a continuing obligation to disclose the existence of an actual or potential conflict as soon as it is known, or reasonably should be known.

A covered person shall disclose the material facts about any actual or potential conflicts of interest as soon as an actual or potential conflict of interest arises (Annex B).

The following instances in Table 1 shall be referred to in case of a current or potential conflict of interest:

Table 1.

Covered person is	Governing body/role to be informed	With copy to
SC Chair	Co-hosts	governance@ghgprotocol.org
SC member	SC Chair	governance@ghgprotocol.org
ISB Chair	SC Chair	governance@ghgprotocol.org
ISB member	ISB Chair	governance@ghgprotocol.org
TWG member	GHG Protocol Secretariat (that will inform ISB Chair)	governance@ghgprotocol.org

5.4 Perceived Conflicts of Interest – Raising Concerns

If concerns arise that a covered person has failed to disclose an actual or potential conflict of interest, notification should be provided to the Secretariat’s Governance Unit at governance@ghgprotocol.org.

5.5 Review of Actual or Potential Conflicts

If an actual or potential conflict of interest is disclosed, the applicable body/role referenced in Table 1 shall:

- acknowledge receipt of the disclosure;
- be responsible for reviewing the matter in consultation with the GHG Protocol Secretariat’s Governance Unit;
- communicate as necessary with the submitting party to obtain clarification or further information as appropriate; and
- ultimately take appropriate action to mitigate or manage the conflict as necessary to protect the interests of GHG Protocol.

At their discretion, the applicable body/role reviewing the conflict, may select a number of impartial members from the same governing body to join in consideration of the disclosure.

6. Management of Conflicts of Interest

Management or mitigation actions will be tailored to the nature and severity of the conflict and the risk it poses to GHG Protocol. Resolutions may include taking note without further action needed, removing conflicted topics from an agenda, refusing that the covered person takes certain action/decision, or, in severe cases, removal of the covered person from the applicable GHG Protocol governance or advisory body according to the procedures in that body’s respective Terms of Reference.

In any case, the covered person shall recuse themselves from participating in any decisions in which the covered person has an actual conflict of interest. In case a potential conflict of interest has been disclosed and the evaluation resolves that it is not an actual conflict of interest, the covered person may participate in decisions on the respective matter.

Furthermore, the covered person who has an actual or potential conflict of interest with respect to a proposed decision, action or transaction shall not participate in, or be present during, the deliberations and decision-making of GHG Protocol with respect to such decision, action or transaction.

7. Records

All annual statements and additional disclosures shall be maintained in confidence by the GHG Protocol Secretariat and accessible only by relevant Secretariat staff and those authorized to review the disclosure pursuant to section 5.5.

When a conflict of interest is determined, the nature and extent of the conflict, a summary of any deliberation, and any actions taken to manage or mitigate the conflict will be documented in the recorded minutes of the most recently occurred meeting of the SC or ISB, as applicable.

The covered person will be given the opportunity to review the report before it is finalized and request that certain information be redacted or made confidential, with final determination made by the applicable governing body/role in Table 1.

8. Violations of the Conflicts of Interest Policy

If there is reasonable cause to believe that a covered person has failed to disclose actual or possible conflicts of interest, such covered person will be informed and will be afforded an opportunity to explain the alleged failure to disclose and to correct the omission.

If, after hearing such response and after making further investigation as warranted by the circumstances, the SC, ISB or the Secretariat (as appropriate) determines the covered person has failed to disclose an actual or potential conflict of interest, appropriate disciplinary and corrective action may be taken.

In severe cases, this may include expulsion of the covered person from the applicable governance or advisory body according to the procedures in that body's respective Terms of Reference.

Annex A: Conflict-of-Interest Disclosure Statement

This form shall be used for all initial or annual declarations.

Please select the applicable statements and complete all other sections of this form.

Required

☐ I have received and have read Greenhouse Gas Protocol's Conflict-of-Interest Policy. I understand the policy and agree to comply with both the wording and the intent of the policy. I agree that if at any time during the year, the information on this statement changes materially, I will disclose such changes by completing and submitting an *Ad-hoc Conflict-of-Interest Disclosure Statement (Annex B)*.

Select one

☐ I have no actual or potential conflicts of interest to declare.

OR

☐ I have an actual or potential conflict of interest to declare and have provided applicable details below. To the best of my knowledge, I have no other actual or potential conflicts of interest beyond those disclosed.

Please provide details of all actual or potential conflicts of interest:

Additional questions

Please answer the following (ensuring you have ticked a box for each question):

YES

NO

1. Are you currently serving or have you in the past 12 months served as an officer, director, trustee, key employee, partner or member of an entity (or a shareholder of a professional corporate) doing business with GHG Protocol?
2. Are you currently serving or have you in the past 12 months served as an officer, director, trustee, key employee, partner or member of an entity that is

☐

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active in areas related to the mission of the GHG Protocol (e.g. VCMi, SBTi, ISSB, ...)?

- | | | |
|---|--------------------------|--------------------------|
| 3. Are any of your family members currently having or have they in the past 12 months had a direct or indirect business relationship with GHG Protocol? | ☐ | ☐ |
| 4. Does any entity in which you hold ownership of more than 10% currently have or had in the past 12 months a direct or indirect business relationship with GHG Protocol? | ☐ | ☐ |
| 5. Do you currently or did you in the past 12 months have a family relationship or business relationship with any director, manager, or key employee of the GHG Protocol Secretariat or a member of its Steering Committee, Independent Standards Board, or Technical Working Groups? | ☐ | ☐ |

If you answered YES to any of the above, please provide further details:

By signing below, I certify that the above information is correct to the best of my knowledge and belief.

Printed Name: _____

GHG Protocol Role: _____

Signature: _____

Date: _____

Please return the completed form via email to governance@ghgprotocol.org, including the subject line "Annual Conflict of Interest Disclosure".

Annex B: Ad-hoc Conflict-of-Interest Disclosure Statement

This form shall be used in case of a new, actual or potential conflict of interest.

Please complete all sections of this form.

☐ I have an actual or potential conflict of interest to declare and am providing applicable details below. To the best of my knowledge, I have no other actual or potential conflicts of interest beyond the disclosed below.

Please provide details of the actual or potential conflicts of interest:

By signing below, I certify that the above information is correct to the best of my knowledge and belief.

Printed Name: _____

GHG Protocol Role: _____

Signature: _____

Date: _____

Please return the completed form via email to governance@ghgprotocol.org, including the subject line "New Conflict of Interest Disclosure".