

Greenhouse Gas Protocol

Corporate Standards Update Process

Technical Working Groups

Terms of Reference

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1	Introduction	3
2	Remit and Oversight	4
3	Responsibilities	4
4	Composition	6
5	Meeting Organization and Documentation	8
6	Making of Recommendations	9
7	Commitment, Remuneration and Acknowledgement.....	10
8	Interpretation of Governing Documents	11

1 Introduction

1.1 Definitions

- 1.1.1 “Co-Hosts” refers to the co-hosts of the Greenhouse Gas (GHG) Protocol, i.e., the World Resources Institute (WRI) and World Business Council for Sustainable Development (WBCSD). GHG Protocol is an unincorporated joint initiative of WRI and WBCSD.
- 1.1.2 “GHG Protocol” describes the partnership established between the Co-Hosts to work with academia, businesses, governments, industry associations, nongovernmental organizations and others to develop the most credible, accessible and widely used GHG accounting and reporting standards and to actively support their global adoption and implementation in order to enable all private and public entities to account for and reduce their GHG emissions in line with the global warming limits required by science.
- 1.1.3 “Independent Standards Board” (ISB) describes the body that oversees the standards development process, including but not limited to advising the GHG Protocol Steering Committee (SC) on the need for, objectives and scope of new and/or revised standards, reviewing and approving GHG Protocol Standards according to the *GHG Protocol Standard Development and Revision Procedure*, appointing Technical Working Group (TWG) members, and making decisions related to the content of standards.
- 1.1.4 “Secretariat” describes the body that runs the day-to-day activities of GHG Protocol, including but not limited to drafting standards and supporting the SC and ISB with meetings and documentation.
- 1.1.5 “Standard” describes any normative document informed by subject matter experts and approved by GHG Protocol governance bodies that provides guidance on the accounting of GHG emissions and supports implementation.
- 1.1.6 “Steering Committee” describes the body that provides strategic guidance on the goals and direction of GHG Protocol, including advising the Co-Hosts on the optimal organizational set-up and governance structure. It approves the strategy of GHG Protocol, including its overarching mission, vision, short- and long-term strategic goals, appoints ISB members, decides whether new or revised standards are needed, and ratifies the ISB’s decisions to publish final standards.
- 1.1.7 “Technical Working Groups” are the multi-stakeholder bodies that support the development of GHG Protocol Standards’ technical content according to the *GHG Protocol Standard Development and Revision Procedure*.

1.2 Abbreviations

The following abbreviations are used in this document:

GHG	Greenhouse Gas
GHG Protocol	Greenhouse Gas Protocol
ISB	Independent Standards Board
SC	Steering Committee

ToR	Terms of Reference
TWG	Technical Working Group
WBCSD	World Business Council for Sustainable Development
WRI	World Resources Institute

1.3 About This Document

- 1.3.1 This document outlines the remit and oversight, responsibilities, composition, appointment and process for recommendations from Technical Working Groups (TWGs).
- 1.3.2 Additional details regarding the role the TWGs play in relation to other GHG Protocol governance bodies, and how they operate within the context of standards development and revision, can be found in the *GHG Protocol Governance Overview* and *GHG Protocol Standard Development and Revision Procedure*.
- 1.3.3 The TWG Terms of Reference (ToRs) are the intellectual property of the Co-Hosts and are approved by the ISB. All rights, title and interests in and to the TWG ToRs are owned exclusively by the Co-Hosts.
- 1.3.4 The latest version of the TWG ToRs will be made publicly available on the GHG Protocol website and shall supersede any previous versions thereof. It is the user's responsibility to check that any printed copies correspond to the current version.

2 Remit and Oversight

2.1 Remit

- 2.1.1 TWGs support the development of the technical content of GHG Protocol Standards according to the *GHG Protocol Standard Development and Revision Procedure*, operating in the public interest and with the objective of maximizing the impact of GHG Protocol.
- 2.1.2 A TWG is not a legal body or separate incorporated or registered entity and shall not be considered or deemed as such.

2.2 Oversight

- 2.2.1 The creation of TWGs is duly authorized by the Co-Hosts, which are the legal entities that oversee GHG Protocol.
- 2.2.2 TWGs are overseen by the ISB, which has a duty to appoint and remove TWG members, informed by the recommendations of the Secretariat, and request the Secretariat to convene the TWGs.
- 2.2.3 The focus of individual TWGs and their day-to-day activities are managed by the Secretariat.

3 Responsibilities

3.1 Guidance

- 3.1.1 TWGs are responsible for providing technical input to the Secretariat in support of the development and revision of GHG Protocol Standards.
- 3.1.2 Each TWG will be assigned a scope of work by the Secretariat, in line with the *Standard Development Plan* approved by the ISB.
- 3.1.3 With regard to the particular scope of work, TWG responsibilities include, but are not limited to the following:
 - i. Provide expert input and recommendations on the issues requested by the Secretariat and in compliance with the GHG Protocol decision-making criteria and hierarchy, as set out in the *GHG Protocol Governance Overview*, to inform new and revised standards to be presented by the Secretariat to the ISB.
 - ii. Develop proposals and recommendations for the content of GHG Protocol Standards, contribute to drafting text on the issues (for example, through TWG subgroups on specific topics), and review draft text or proposals at the request of the Secretariat.
 - iii. Work collaboratively with other TWG members and the Secretariat to reach consensus on technical issues assigned to and presented within the TWG.
 - iv. Review and respond to feedback from the ISB, Secretariat, duly authorized TWG subgroups pursuant to Section 4.2, other TWGs and public consultation.

3.2 Limitations

- 3.2.1 The TWGs make recommendations on the content of standards to the Secretariat, for ultimate consideration by the ISB where relevant and applicable.
- 3.2.2 TWGs do not have the power to take decisions on the final content of standards. Following completion of the Standards Development and Revision Procedure, final GHG Protocol standards are reviewed and approved by the ISB, prior to ratification by the SC and publication by the Co-Hosts.

4 Composition

4.1 Membership

- 4.1.1 A TWG is expected to consist of at least thirty (30) members to ensure a variety of expertise, balance of representation and diverse perspectives. The number of total members will vary by TWG, based on the remit of the group and on anticipated use of subgroups. The Secretariat will establish the number of members for each TWG.
- 4.1.2 Each Co-Host shall have the option to appoint one representative respectively for every TWG convened.
- 4.1.3 TWGs shall consist of experts in GHG emissions accounting, reporting, target-setting, mitigation and related fields, with experience in the broader application of GHG emissions accounting standards within the global economy, with additional specific expertise and experience relating to an individual TWG's focus.
- 4.1.4 Guiding principles and criteria for the selection of individuals for TWG membership are:
 - i. General expertise and experience in GHG accounting.
 - ii. Specific expertise and experience in topics addressed by each relevant workstream.
 - iii. Prior engagement with
 - a. GHG Protocol (e.g., surveys, previous standard development work, etc.)
 - b. other standard setters/programs/governance bodies, etc.
 - iv. Professional occupation or specialized discipline, if relevant.
- 4.1.5 TWG members should serve in their individual capacity, rather than as representatives of specific organizations or institutions, and in particular should not advocate on behalf of external consortia or associations within a TWG during a development and revision process, with the exception of those members representing the Co-Hosts.
- 4.1.6 Each member of a TWG should act in full independence from any other employment and disclose all conflicts of interest subject to the *Conflict-of-Interest Policy* (described in Section 4.1.7), and shall agree to act in the public interest and to prioritize the GHG Protocol mission and objectives when making recommendations.
- 4.1.7 TWG members are subject to a *Conflict-of-Interest Policy* that includes the requirement to declare all potential conflicts of interest (both real and perceived) at time of nomination and on an ongoing basis.
- 4.1.8 To ensure diverse representation, members should be selected to reflect a broad base of skills, knowledge, experience and perspectives. The composition of a TWG should include roughly balanced representation from academia/research, civil society, the private sector (from multiple sectors of the economy) and government/multilateral bodies.
- 4.1.9 In appointing TWG members, the ISB shall, in consultation with the Secretariat, use its best efforts to achieve balance and diversity amongst TWG members across geographic region, ethnicity, gender identity, institutional background, professional background and perspective, amongst others.
- 4.1.10 In general, membership in a TWG will be restricted to one member from any one organization or employer, unless an exception is warranted based on a qualified and necessary need. Any exemption request shall be submitted to the Secretariat and must be approved by the ISB.

- 4.1.11 This limitation shall not apply between different TWGs convened simultaneously. However, diversity in the organizations that participate across multiple TWGs is prioritized.
- 4.1.12 No individual shall be both a member of a GHG Protocol TWG and any other GHG Protocol governance or advisory body—including the SC or ISB—at the same time.
- 4.1.13 A list of all active and past TWG members appointed under this ToR shall be made publicly available on the GHG Protocol website.

4.2 Subgroups

- 4.2.1 Duly authorized TWG subgroups with a defined remit and assignment consisting of TWG members may be formed and dissolved at the direction of the Secretariat.
- 4.2.2 All provisions of this ToR shall apply to any subgroups formed. TWG subgroup members shall have the same responsibilities as TWG members, pursuant to Section 3.

4.3 Appointment and Removal of TWG Members

- 4.3.1 The members of a TWG are appointed by the ISB, based on the recommendations of the Secretariat, for the duration of the development or revision of a particular standard.
- 4.3.2 Upon publication of the final version of a standard, the relevant TWG shall be dissolved and all membership shall cease.
- 4.3.3 Following dissolution, former members of a TWG shall be eligible for further membership in a new or existing TWG.
- 4.3.4 While TWG members generally shall be appointed at the beginning of a standards development or revision process, based on the recommendation of the Secretariat, the ISB may at any time appoint further TWG members, should a significant representation gap, specific area of expertise or other need be identified.
- 4.3.5 If a TWG member changes employment or affiliation during their term, the member shall inform the Secretariat, who will consider whether and how this may affect the balance and composition of the TWG. The Secretariat will make a recommendation to the ISB on whether to remove the member from the TWG or appoint another individual from the organization to maintain balance.
- 4.3.6 Should a TWG member be unable to finish the term, written notice shall be given to the Chair of the ISB and the Secretariat. A replacement may be nominated by the Secretariat for appointment by the ISB.
- 4.3.7 A TWG member may be removed by consensus or majority vote by the ISB on reasonable grounds, based on the recommendation of the Secretariat. Such grounds include but are not limited to:
 - i. Lack of attendance or active participation.
 - ii. Lack of adherence to the provisions of this ToR or the *GHG Protocol Standard Development and Revision Procedure*.
 - iii. Violations of the *Conflict-of-Interest Policy* or inappropriate conduct that risks the reputation, impartiality or independence of GHG Protocol.
 - iv. Other reasonable causes in the view of the ISB.

5 Meeting Organization and Documentation

5.1 Support

- 5.1.1 The Secretariat will prepare working documents, pre-reads and meeting agendas and serve as secretary to convene meetings, facilitate deliberations and capture minutes and recommendations.

5.2 Frequency

- 5.2.1 TWG meetings will be held at the discretion of the Secretariat, with an expectation of the following cadence:
 - i. During the development of a first draft: online meetings every two (2) to three (3) weeks for a duration of approximately two (2) to three (3) hours, based on the needs of the respective TWG, with optional participation in additional subgroup meetings and additional ad-hoc/preparatory meetings as necessary.
 - ii. Subsequent phases of the process: Additional online meetings depending on the needs of the development phase, subject to change as necessary.
- 5.2.2 Of these, a small number of meetings (no more than three (3)) may be held as in-person meetings at the discretion of the Secretariat.
- 5.2.3 A preliminary schedule of meetings for the next twelve (12) months shall be published by the Secretariat at the beginning of the standard development or revision process based on the proposed work program and updated on a quarterly basis.
- 5.2.4 A TWG meeting shall not be held outside of the schedule unless reasonable notice of ten (10) working days has been given.

5.3 Agenda

- 5.3.1 The Secretariat shall decide on the agenda for a TWG meeting and make its best effort to incorporate input from the TWG.
- 5.3.2 The meeting agenda shall be sent to TWG members and any additional participants by the Secretariat at least five (5) working days prior to a meeting alongside any preparatory or information materials, including as relevant:
 - i. Slide deck(s)
 - ii. Background research (e.g., issue papers, research papers, discussion papers, technical briefs)
 - iii. Other relevant materials, if any.

5.4 Participation

- 5.4.1 Members of a TWG shall endeavor to participate in all TWG meetings.
- 5.4.2 Where a member foreseeably is indisposed for a particular meeting, reasonable advance notice shall be given to the Secretariat in writing.

- 5.4.3 Where a member is unexpectedly indisposed for a particular meeting, the member shall inform the Secretariat as soon as possible.
- 5.4.4 In addition to TWG members, the Secretariat may invite subject matter experts to present during TWG meetings on specific topics, as needed. These advisers are guests and shall not have the right to participate in the formulation of recommendations or decision-making whatsoever.
- 5.4.5 To support with meeting facilitation and documentation, members of the Secretariat will be assigned to participate in the meetings.

5.5 Meeting minutes

- 5.5.1 The Secretariat shall prepare the minutes of each TWG meeting, including a list of participants and summary of the meeting deliberations, outcomes and recommendations.
- 5.5.2 Contributions shall not be attributed to individual members without prior written consent.
- 5.5.3 Meeting minutes and any updated documentation, where applicable, shall be distributed to the meeting participants at least five (5) working days after a meeting and kept on record for five (5) years.
- 5.5.4 All meeting minutes as well as any relevant materials shall be made publicly available on the GHG Protocol website.

6 Making of Recommendations

6.1 Quorum

- 6.1.1 Recommendations shall not be formally agreed upon during a TWG meeting unless there is a quorum present.
- 6.1.2 A quorum is defined as a majority of members present in person or via telecommunications. Any member that is unable to take part in a meeting but chooses to provide written input to the Secretariat in advance shall be counted towards fulfilling the quorum.
- 6.1.3 If in advance of a meeting in which recommendations shall be agreed upon it is clear that a quorum will not be achieved, the Secretariat may reschedule the meeting, giving ten (10) working days' notice to all participants of the new meeting date.

6.2 Consensus

- 6.2.1 GHG Protocol aims to develop consensus standards, guidance and other technical resources with an aspiration of reaching the maximum level of agreement possible while upholding the public interest and the mission of the initiative.
- 6.2.2 If consensus (defined as the absence of sustained opposition) as to the recommendation on a specific topic cannot be reached within a TWG as determined by the Secretariat, a summary of the issues in question along with options or proposals for a solution and/or resolution shall be developed by the Secretariat in collaboration with TWG members. This information shall be presented to the ISB by the Secretariat for evaluation, recommendation and/or final decision.

- 6.2.3 In certain cases, the Secretariat may elect to hold an indicative vote of TWG members during a meeting, to understand the extent of support for or acceptance of different options among TWG members.
- 6.2.4 The Secretariat shall keep track of any indicative vote and its outcome, including the extent and nature of different underlying perspectives, and shall provide a detailed breakdown of number of voting members, votes for and against as well as abstentions alongside additional relevant considerations to the ISB.
- 6.2.5 In line with the limitations of the TWGs pursuant to Section 3.2, no indicative votes shall be construed to represent a binding decision.
- 6.2.6 The Secretariat may additionally seek to poll TWG members to gather informal insights into the general range of views.
- 6.2.7 TWG members are expected to make recommendations that adhere to the following principles:
 - i. Consensus-seeking: Attempting to generate as much agreement amongst TWG members as possible through a focus on finding solutions.
 - ii. Rigor: Attempting to shape decisions that reflect the GHG Protocol decision-making criteria and hierarchy as in the *GHG Protocol Governance Overview*.
 - iii. Integrity: Striving for the best possible decisions which uphold the public interest and mission of GHG Protocol, rather than an organizational or personal preference.

7 Commitment, Remuneration and Acknowledgement

7.1 Commitment

- 7.1.1 When joining a TWG and for the duration of a standards development or revisions process, members commit to:
 - i. Knowing GHG Protocol, its standards, guidance and tools, and the environment in which it operates.
 - ii. Following relevant research and new developments in carbon accounting and target-setting.
 - iii. Dedicating an appropriate amount of time to TWG activities, as described within this ToR, as well as the *GHG Protocol Standard Development and Revision Procedure*.
 - iv. Attending TWG meetings and preparing for meetings, discussions and other activities.
 - v. Respecting any confidentiality requirements as advised by the Secretariat.
- 7.1.2 TWG members may expect to dedicate at least ten (10) to fifteen (15) hours per month to the TWG, including preparatory time and depending on the degree of consensus achieved in the TWGs.

7.2 Remuneration

- 7.2.1 Being a TWG member is a voluntary, unpaid, and part-time position.
- 7.2.2 GHG Protocol may reimburse reasonable, documented expenses incurred on GHG Protocol business, such as attending TWG meetings, to a subset of TWG members based on need, in conformance with relevant guidelines provided by the Secretariat.

- 7.2.3 Where GHG Protocol elects to reimburse expenses, all air, rail and accommodation bookings require prior authorization from the Secretariat, and in most instances will be booked directly by the Secretariat.

7.3 Acknowledgment

- 7.3.1 TWG members shall be acknowledged as such and listed by name and affiliation on the GHG Protocol website and in the final publication of standards or guidance to which they contribute.

8 Interpretation of Governing Documents

- 8.1.1 GHG Protocol governance structures and processes to develop, revise and approve any standards owned, published and maintained by GHG Protocol are governed by the ToRs and related documents, collectively referred to as the “Governing Documents,” as detailed in the *GHG Protocol Governance Overview*.
- 8.1.2 These documents shall be interpreted together as a whole and not separately. In the event of any conflict or inconsistency between the provisions of any of the Governing Documents, the provisions shall be interpreted in a manner that best supports the overall governance and objectives of GHG Protocol, to the fullest extent possible. Where necessary, any questions of interpretation should be referred to the body responsible for approving the respective ToR or document.