

SBTi Technical Council

Terms of Reference

Version 1.0

September, 2022

Introduction

1. The Science Based Targets initiative (SBTi) is a joint initiative by CDP, the United Nations Global Compact (UN Global Compact), the World Resources Institute (WRI), and the World Wildlife Fund for Nature (WWF) in collaboration with the We Mean Business Coalition.
2. The Science Based Targets initiative (SBTi) is the leading standard setting and certification body driving decarbonization in the real economy in line with our global climate goals. We develop climate alignment standards, based on the best available science, and independently assess targets from companies and financial institutions against these standards following publicly available protocols.
3. This document outlines the role, scope, composition and appointment process of the SBTi Technical Council (TC). Modalities of operation and the SBTi standard setting process will be described in detail in the *SBTi Rules of Procedure*. *SBTi Rules of Procedure* will be completed and approved by the SBTi Executive Board before the inauguration of the Technical Council.

About the SBTi Technical Council

4. The SBTi Technical Council is an independent deliberation body, within the Science Based Targets initiative, with the mandate of reviewing and approving, or providing recommendation of approval, of SBTi standards and other normative documentation, according to the SBTi Rules of Procedure, and exclusively in the public interest.
5. The SBTi Executive Board has a duty to oversee the entirety of the operations of the SBTi, including its Secretariat and Technical Council. The SBTi Executive Board plays an oversight role that includes the appointment and removal of Technical Council members, including the Chair, approval of the *SBTi Rules of Procedure*, and oversight of the SBTi standards-setting and certification processes.
6. As opposed to the permanent and project-specific Expert Advisory Groups that provide expert input throughout the development of technical resources, the Technical Council plays a primary role in the deliberation and approval of these resources.
7. The Specific scope and responsibilities of the SBTi Technical Council are as follows:

- a. In line with the SBTi *Rules of Procedure*, review and recommendation of approval for the normative elements of the SBTi framework, including:
 - i. Mitigation pathways informing the development of emission and non-emission benchmarks used across SBTi standards;
 - ii. Target-setting methods;
 - iii. Cross-sector standards;
 - iv. Sector specific standards and/or guidance.
- b. Advised as requested by the Secretariat on technical matters to ensure consistency with SBTi's mission and principles;
- c. As appropriate engage with the SBTi Secretariat and Expert Advisory Groups to support the deliberation on SBTi technical developments;
- d. Set up procedures for reviewing internal and external comments on published documents;

Composition

8. The SBTi Technical Council shall consist of eleven to fifteen members, including its Chair, and excluding the SBTi Chief Technical Officer that will act as ex-officio member representing the Secretariat before the Technical Council.
9. The main qualifications for membership of the SBTi Technical Council shall be professional competence, independence, and relevant professional and academic experience. The SBTi Executive Board shall select members of the Technical Council consistently with the 'Criteria for SBTi Technical Council members' set out in the Annex to this document.
10. In a manner consistent with the 'Criteria for SBTi Technical Council members' as set out in the Annex to this document and in order to ensure that the Technical Council encompasses the broad base of skills, knowledge, experience and perspectives needed to revise and make decisions on

SBTi standards, composition of the Technical Council is expected to cover the following fields of expertise:

- a. All members shall have a strong track record in advancing the climate/sustainability agenda;
- b. One to two experts in the development and/or interpretation of climate models, scenarios and/or emission pathways;
- c. One to two experts in carbon accounting, environmental impact assessment and/or life cycle assessment (attributional and consequential);
- d. One to two experts in climate mitigation in the energy, transport and/or industry sectors;
- e. One to two experts in climate mitigation in the land-use sector;
- f. One to two experts in climate mitigation in the financial sector;
- g. One to two experts in equity, human rights and environmental and/or climate justice

Appointment

11. The Executive Board approves nominations to the Technical Council through recommendations from a Nominations Committee, which is supported by the Secretariat in identifying candidates with appropriate expertise.
12. Members of the Technical Council are appointed by the SBTi Executive Board for a term of two years, with a two-term limit for any member. Following the end of the first two-year term, an assessment will be conducted that may lead to the renewal of term for a portion of the Technical Council members, to be determined by the Board. The SBTi will aim to have a minimum of 11 members at any given time.

13. The SBTi Executive Board shall use its best endeavors to achieve balance and diversity amongst Technical Council members across regions, gender and perspectives, amongst others. The work of the Technical Council shall not be invalidated by its inability to achieve an optimum level of diversity.
14. The SBTi Executive Board shall appoint one person as the Chair of the SBTi Technical Council and one other person as Vice-Chair. The role of the Chair shall be to chair meetings of the Technical Council, to represent the Technical Council in external contacts when requested to do so, to ensure that the Technical Council is working in accordance with its Terms of Reference, and to represent the Technical Council before the Executive Board, as needed. The Vice role of the Vice-Chair shall be to chair meetings of the Technical Council in the absence of the Chair, and to support with other tasks as requested by the Chair. The appointment of the Chair and Vice-Chair shall be for a three-year term, non-renewable. The appointment of a Chair and Vice-Chair shall be made with regard to the need to achieve diversity (including geographical, gender, and cultural diversity) within the Technical Council.
15. Members of the SBTi Technical Council are to be appointed in an individual capacity and shall not hold any position that might lead to reasonable questioning of their independence of judgment when deciding on SBTi standards.
16. Each member of the SBTi Technical Council shall act in full independence from any other employment and shall agree contractually to act in the public interest and to have regard to the SBTi mission and objectives in deciding on and revising SBTi Standards.
17. Members are subject to a conflict-of-interest policy that includes the requirement to declare all potential conflicts of interest at the nomination and on an ongoing basis.
18. No individual shall be both a member of any other SBTi governance or advisory body – including the SBTi Executive Board or any other Expert Advisory Group – and a Technical Council member at the same time.

Decision-making

19. Modalities for the development, review and approval of standards will be developed in detail in the SBTi *Rules of Procedure* and will represent the primary basis to inform the operation of the Technical Council.

20. A Technical Council meeting shall not be held unless there is a quorum present. ‘Quorum’ is defined as two-thirds of the Technical Council membership, to be present at the time of the meeting. If the Chair is not present, or it is known that the Chair will not be able to attend, and the Technical Council members present comprise a quorum, then the meeting shall be held with the Vice-Chair presiding.
21. The SBTi aims to develop standards and other technical resources with an aspiration of reaching the maximum level of agreement across stakeholders, balancing perspectives across interest groups while upholding public interest and the mission of the initiative. Technical Council decisions are to be taken by vote following supermajority principles, requiring support or consent of at least 2/3 of members participating in the meeting, with any dissenting views noted.
22. Each member of the SBTi Technical Council shall have one vote. On both technical and other matters, proxy voting shall not be permitted nor shall members of the Technical Council be entitled to appoint alternates to attend meetings. In the event of a tied vote the Chair shall have an additional casting vote.
23. Members of the Technical Council are expected to take decisions adhering to the following principles:
 - a. **Consensus-seeking:** Attempt to generate as much agreement as possible through a solutions-oriented approach.
 - b. **Rigor:** Attempt to shape decisions that reflect best available science, considering practical implications and using publication of dissenting opinions when necessary.
 - c. **Integrity:** Strive for the best possible decision for the SBTi upholding the public interest and mission of the initiative, rather than an organizational or personal preference.
 - d. **Informed:** Actively solicit the input and participation of experts.
24. The Chair of the Technical Council will be expected to join relevant SBTi Executive Board meetings, as requested by the Chair of the SBTi Executive Board.
25. The SBTi Chief Technical Officer will be appointed as ex-officio non-voting members on the Technical Council in order to ensure that decisions are viable for implementation by the Secretariat and to represent Technical Council decisions towards the SBTi Executive Leadership Team and Technical Departments. At the request of the CTO, and upon confirmation from the Chair, other members of the Secretariat may join Technical Council meetings as needed to present relevant aspects of SBTi technical developments.

Commitment and remuneration

26. When joining the SBTi Technical Council, members make the following commitments:
- Commitment to know the SBTi and the environment in which the organization operates;
 - Ability to dedicate an appropriate amount of time to the Technical Council;
 - Attendance to Technical Council meetings (both physical and virtual) and adequate preparation for meetings and discussions;
 - Time to prepare written deliberations on SBTi technical decisions;
 - Disclose participation in other activities that could cause potential or perceived conflict of interest;
 - Confirmation on the Terms of Reference for the Technical Council.
27. The Technical Council is expected to meet virtually at least one per quarter and in-person once per year. If needed, the Secretariat can request additional ad-hoc / preparatory meetings to support the delivery of the annual work plan. A schedule of meetings will be programmed at the beginning of each calendar year. Time should also be provisioned for the preparation of the different meetings and other activities within the Scope of the Technical Council. Overall, Technical Council members may expect to commit 10-12 days per year to SBTi Technical Council activities.
28. Being a member of the SBTi Technical Council is a voluntary, part-time position. The SBTi will remunerate Technical Council members at a fixed rate to be defined by the SBTi Executive Board.
29. Expenses for travel and the reimbursement of reasonable expenses incurred on SBTi business shall be met by the SBTi. Reimbursable costs include economy class airfare, hotel accommodations, and daily subsistence.

Annex - Criteria for SBTi Technical Council members

The criteria for SBTi Technical Council membership are:

1. **Demonstrated technical competence and knowledge of climate mitigation**—all members of the TC, regardless of whether they are practitioners, advocates, users or academics, should have demonstrated a high level of knowledge and technical competence in climate mitigation, including a general understanding of climate science, expert knowledge of carbon accounting and good understanding of science-based target setting. A broad base of skills, experience and perspectives is needed, therefore TC members may also have professional backgrounds that reflect a diverse range of expertise and roles that are relevant to the mission of the SBTi. The credibility of the TC and its individual members and the effectiveness and efficiency of the organization will be enhanced by members who have such knowledge and skills from recent experience.
2. **Ability to analyze**—members of the TC should have demonstrated the ability to analyze issues and consider the implications of that analysis for the decision-making process.
3. **Communication skills**—effective oral and written communication skills are necessary. These skills include the ability to communicate effectively in private meetings with members of the TC, in public meetings, and in written materials, speeches, articles, memos and external correspondence. Communication skills also include the ability to listen to and consider the views of others. While a working knowledge of English is necessary, there should be no discrimination in selection against those for whom English is not their first language.
4. **Judicious decision-making**—members of the TC should be capable of considering varied viewpoints, weighing the evidence presented in an impartial fashion, and reaching well-reasoned and supportable decisions in a timely fashion.
5. **Awareness of the climate mitigation environment**—members of the TC should have an understanding of the global economic environment in which SBTi operates. This global awareness should include awareness of sustainability, climate mitigation, business and financial reporting issues that are relevant to the mission of the SBTi in the various capital markets worldwide.

6. **Ability to work in a collegial atmosphere**—members should be able to show respect, tact and consideration for one another’s views and those of third parties. Members must be able to work with one another in making deliberations based on the objective of the SBTi to develop high-quality and transparent climate standards. Members must be able to put the objective of the SBTi above individual philosophies and interests.
7. **Integrity, objectivity and discipline**—the credibility of members should be demonstrated through their integrity and objectivity. This includes intellectual integrity as well as integrity in dealing with fellow members of the TC and others. Members should demonstrate an ability to be objective in reaching decisions. Members should also demonstrate an ability to show rigorous discipline and carry a demanding workload.
8. **Commitment to the SBTi’s mission and public interest**— members should be committed to achieving the objective of the SBTi of establishing Climate Standards that are of high quality, comparable and transparent. A candidate for the TC should also be committed to serving the public interest.