



**Independent Advisory Board (IAB)
for ICROA (International Carbon Reduction and Offset Alliance)**

Terms of Reference

1. Objective:

The primary objective of the ICROA Independent Advisory Board [herein after the IAB] is to review, challenge and advise on ICROA strategy and policy.

2. Remit:

The IAB will provide guidance to ICROA in the following areas:

- ICROA strategy.
- ICROA policy, including but not limited to the ICROA Programme and Policy Framework 2008.
- Compliance reporting protocol procedure and process.
- The evolving voluntary carbon market and how ICROA can promote its sustainable growth.

The objectives and remit of the IAB will be reviewed annually and may be amended, under advice from the IAB and with the approval of the ICROA Executive Committee.

3. Membership:

The IAB membership categories will comprise of: Governments, NGOs, project developers, development NGOs, climate change policy experts, academics, conservation groups, environmental NGOs, consumer groups.

4. Modus Operandi:

ICROA
The Tower Building
Floor Three
York Road
LONDON SE1 7NX
United Kingdom



Carbon Clear
The CarbonNeutral
Company
ClimateCare
Climate Friendly
Climate Neutral Group
co2balance
First Climate
NativeEnergy
targetneutral
TerraPass

- The IAB will be chaired by Alexia Kelly of the World Resources Institute, at least for the first year.
- The ICROA co-chairs will participate in the meetings, on behalf of the ICROA Executive Committee. The ICROA Secretariat will facilitate the meetings.
- The IAB will advise upon, rather than vote on, the issues presented for consideration.
- The IAB cannot mandate the ICROA Executive Committee to accept its advice and ICROA may choose not to accept the advice given. The IAB bears no responsibility or liability in the event that the ICROA Executive Committee fails to follow the IAB's advice.
- The ICROA Executive Committee is required to justify its decision to accept or reject the IAB's advice on a case by case basis. Statements describing these decisions will be made public on the ICROA website.
- The IAB will not be a member of, or participate in, the ICROA Executive Committee.
- The IAB does not have executive or governing power.
- In between meetings, the ICROA Secretariat may occasionally consult the IAB via email or phone.

5. Time commitment and Remuneration:

- The IAB will convene twice a year. The meetings will be held as webinars unless an in-person meeting is deemed more appropriate by the IAB chair and the ICROA co-chairs.
- The IAB will not be remunerated; however ICROA may contribute to travelling and networking costs.

6. Powers of the IAB:

- The IAB has no governing powers and does not have voting rights on the ICROA Executive Committee.
- Individual and collective views of the IAB will be presented to the ICROA Executive Committee, by the Secretariat, in the form of a report that has been reviewed by members of the IAB and signed off by the Chair of the IAB.
- The Terms of Reference of the IAB will be made publically available on the ICROA website.

7. Appointment and Retirement of IAB Members:

- Members of the IAB will be invited to serve an initial term of one year with an option to renew the terms of their membership after 1 year, if the Member is in good standing

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- IAB members are free to resign from the IAB at any time. ICROA may require the resignation of an IAB member in the following circumstances:
 1. The member fails to attend 2 consecutive IAB meetings, and does not respond to reasonable requests for input for and in between meetings.
 2. The member brings ICROA or the IAB into disrepute.
 3. The members' independence and ability to operate effectively in the IAB is comprised due to conflicts of interest.
 4. The member is declared bankrupt or is convicted for a serious criminal offence.
 5. The member breaches the confidentiality agreement that each IAB member is required to accept with respect to the dissemination of commercially sensitive information provided by ICROA to the IAB, so that it may execute its duties effectively.

6. Public Recognition of IAB Membership:

ICROA will place the names of IAB members in the public domain, and provide short resumes for each on its website. It will note whether Members are acting in their personal capacity, or representing the views of a specific organisation.

7. Confidentiality and Disclosure:

IAB members are required to uphold the confidentiality of any information that :

- is provided by ICROA Secretariat to the IAB in the course of its duties; and,
- is generated by Members in the course of their work for the IAB.
- pertains to members specific business activities.

The work of the IAB is intended to inform both ICROA and the wider public, and as far as possible, the briefing papers, reports, meeting minutes, and other outputs from the IAB are placed in the public domain, provided doing so does not compromise ICROA or its member's commercial interests.

The Chair of the IAB releases outputs from the IAB to the ICROA Secretariat for public disclosure. The Secretariat must keep confidential any data that ICROA member companies submit during the compliance reporting process. The

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Secretariat has the right to keep IAB outputs confidential, except in the following instances:

- Reports from the IAB to the Executive Committee covering its activities in the past year, and its high level recommendations to the Executive Committee for its work in the coming year.
- Statements from individual IAB Members who wish to express a minority opinion on a material issue.
- Statements from the Executive Committee explaining why they have chosen to accept or reject the IAB's advice on a case by case basis.

10. Acceptance of Remit

Members of the IAB sign and return a copy of this document to the Secretariat to confirm their acceptance of the IAB's Terms of Reference.

Member Date

Chair, ICROA Independent Advisory Board Date

Co-chairs, ICROA Executive Committee Date

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