



SCIENCE
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TARGETS

DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

SBTi Technical Council Terms of Reference

Version 2.0

June 2023

VERSION HISTORY

Version	Change/update description	Approved by	Publication
1.0	<ul style="list-style-type: none">Terms of Reference for member appointments to the Technical Council	SBTi Board and ELT	September, 2022
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INTRODUCTION

1. This document outlines the role, scope, composition, appointment process and working principles of the Science Based Targets initiative's (SBTi) Technical Council (TC). These terms also reflect the decision-making procedures of the Technical Council.
2. The SBTi's standard-setting procedures are detailed in the *Procedure for Development of SBTi Standards*. Responsibility for formal adoption of this procedure rests with the SBTi Board of Trustees (the Board) after the Technical Council's approval.

ABOUT THE SBTI TECHNICAL COUNCIL

3. The SBTi Technical Council is an independent deliberation and technical decision-making body, with delegated authority from the Board, to review and approve SBTi standards and other normative documentation, according to the *Procedure for Development of SBTi Standards*, and exclusively in the public interest.

Responsibilities of the Technical Council

4. The specific scope and responsibilities of the Technical Council are as follows:
 - a. In line with the *Procedure for Development of SBTi Standards*, reviews and decides on the normative elements of the SBTi framework, including:
 - i. Principles that inform SBTi Standards;
 - ii. SBTi Standards;
 - iii. Mitigation pathways and target-setting methods that inform the development of emission and non-emission benchmarks used across SBTi Standards;
 - iv. Normative documents that supplement SBTi Standards (including annexes, guidelines, position papers, technical policies, etc.)
 - b. Advise, as requested by the SBTi, on decisions related to the development and maintenance of the SBTi Standards to ensure consistency with SBTi's mission and principles.
 - c. As appropriate, engage with the SBTi and Expert Advisory Groups to support deliberations.
 - d. Approve the *Procedure for Development of SBTi Standards* and submit it to the Board for final adoption.
 - e. Respond to complaints about the way SBTi standards are or were set if the initial responses from the SBTi Technical Department are unsatisfactory.
 - f. Ensure that all members of the Technical Council follow the *Conflict of Interest and Conflict of Loyalty Policy* and the *Principles for the Code of Conduct of the Technical Council*.

Appointment and terms

5. Members of the Technical Council are appointed by the Board for a term of two years, with a two-term limit for any member.
6. Following the end of the first term, an assessment will be conducted that may lead to the renewal of an additional term for Technical Council members considering recommendations by the Chair and Vice Chair of Technical Council and as determined by the Board. This process also applies to the Chair and Vice Chair and the Board will conduct an assessment supported by the Chief Technical Officer and other relevant SBTi Directors.
7. The Board will establish a Nominations Committee with a Chair, and the Board appoints Technical Council members through recommendations from the Nominations Committee. The Nominations Committee is supported by the SBTi in identifying candidates with appropriate expertise.
8. The Nominations Committee is assigned to review and assess the role descriptions and competency requirements to ensure the candidates can be objectively assessed.
9. An open call for candidates will be issued by the SBTi to solicit applications for the Technical Council. The call will be disseminated through various channels, such as the SBTi website, media channels, and relevant publications. The call will clearly outline the desired qualifications and criteria for candidates, the application process, and the deadline for submission.
10. The SBTi presents the list of candidates to the Nominations Committee which shortlists the candidates and decides on conducting interviews with the most suitable candidates.
11. A report of the process undertaken including the recommendations of the Nominations Committee is compiled by the Chair of the Nominations Committee and presented to the Board.
12. The Board shall appoint one person as the Chair of the Technical Council and another person as Vice Chair. The appointment of a Chair and Vice Chair shall be made regarding the need to achieve diversity (including geographical, gender, and cultural diversity) within the Technical Council.
13. The appointment of the Chair and Vice Chair shall be for a two-year term, non-renewable. However, Technical Council members who have previously served in these roles are eligible to continue their involvement in the Technical Council for a second-term in a different capacity as specified in the document.
14. The formal process of inviting the successful candidate(s) to take up their appointment(s) is managed by the SBTi and will include obtaining the necessary commitments and undertakings required by the Technical Council Terms of Reference.

15. With their appointment the members accept these present *Terms of Reference for the Technical Council* and commit to follow the *Principles for Code of Conduct of the Technical Council*.

Composition

16. The 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 SBTi before the Technical Council.
17. The main qualifications for membership of the Technical Council shall be professional competence, independence, and relevant professional and academic experience.
18. The Board's Nomination Committee shall select members of the Technical Council consistently with the 'Criteria for SBTi Technical Council members' set out in the Annex to this document.
19. In a manner consistent with the 'Criteria for SBTi Technical Council members' as set out in the Annex to this document and 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, the 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 emission pathways and/or climate standards;
 - c. One to two experts in greenhouse gas 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.
20. The SBTi shall use its best endeavors to achieve balance and diversity amongst Technical Council members across regions, gender, and perspectives, amongst others.

Commitment and individual responsibilities

21. Each member of the Technical Council will commit to and sign the *Conflict of Interest and Conflict of Loyalty Policy* and to follow the *Principles of the Code of Conduct*.

22. Members of the Technical Council are to be appointed in an individual capacity and shall not hold any position that might lead to or be perceived to lead to reasonable questioning of their independence of judgment when deciding on SBTi standards.
23. Each member of the Technical Council shall act in full independence from any other employment or association and shall agree contractually to act in the public interest and to have a regard to the SBTi mission and objectives in deciding on and revising SBTi Standards.
24. Individuals cannot be a member of any other SBTi governance or advisory body – including the Board or any other Advisory Group – and a Technical Council member at the same time.
25. When joining the Technical Council, members make the following commitments:
 - a. Adhere to these terms;
 - b. Conduct themselves in line with the Technical Council *Principles of the Code of Conduct*;
 - c. Know the SBTi mission, purpose and goals and the environment in which the organization operates;
 - d. Always act in the interest of the SBTi and not in the interest of individual members;
 - e. Dedicate an appropriate amount of time to the Technical Council;
 - f. Attend Technical Council meetings (both physical and virtual) and adequately prepare for meetings and discussions;
 - g. Allocate sufficient time to prepare to read written deliberations on SBTi technical decisions;
 - h. Declare all conflicts of interest at nomination and before taking part in decision-making processes in line with the SBTi Technical Council Conflict of Interest and Conflict of Loyalty Policy.

Remuneration

26. Being a member of the Technical Council is a part-time position. The SBTi will remunerate Technical Council members at a fixed rate to be defined by the Board.
27. 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 accommodation, and daily subsistence.

WORKING PRINCIPLES

28. To enable the Technical Council to carry out its functions with efficiency, members are requested to align their actions accordingly, striving for effective decision-making not only through their conduct but also by adhering to the working principles below.

Language

29. The working language for SBTi is English both for written and oral communication. As appropriate, SBTi shall arrange translations into languages other than English.

Confidentiality

30. Confidential information refers to all gathered information and documents during involvement in the Technical Council. Technical Council members acknowledge that SBTi is the rightful owner of all confidential information and takes appropriate measures to maintain confidentiality. There are three levels of confidentiality for information:
- a. "High": this level prohibits distribution outside the Technical Council. Written information must clearly indicate high confidentiality, and oral conversations must explicitly state it. The outcome of decisions remains confidential until minutes are published on the SBTi website.
 - b. "Regular": this level implies that information should not be circulated outside the Technical Council. However, if further consultation is required to fulfill appointed tasks, the information may be distributed to SBTi stakeholders for that purpose. The outcome of decisions remains confidential until minutes are shared with Technical Council members.
 - c. "Public": this level allows the free distribution of information if it is already in the public domain, such as being previously published or disclosed by SBTi. Information must have a clear indication of its confidentiality status. The outcome of decisions can be made public immediately after the Technical Council meeting.
31. Technical Council members must abide by SBTi's confidentiality rules. In case of breaches, the Board determines necessary actions.
32. Technical Council members follow the *SBTi Data Protection and Privacy Policy* (forthcoming).

Observers

33. SBTi members are eligible for permanent observer status. Requests from staff to participate in a Technical Council meeting should be communicated to the Chief Technical Officer. The Chief Technical Officer will make individual decisions on participation, considering factors such as added value, the total number of observers, and the confidentiality status of the items being discussed.
34. Consultants or other experts working with SBTi may be granted temporary observer status, typically limited to certain agenda items. SBTi staff should apply for observer status to the Chief Technical Officer. After consulting with the Technical Council Chair, the Chief Technical Officer will make the decision.

35. If the Technical Council Chair has not proactively approved requests for observer status, the requests are automatically approved when the draft Technical Council agenda is approved, provided that the requests for observer status are indicated.
36. All observers may take notes of the discussions or decisions for their own use unless the Chair explicitly requests confidentiality for a specific point. If confidentiality is required or for any other reason, the Chair may ask observers to leave the meeting or to agree to maintain confidentiality. Observers should ensure that if they share the content of the meeting with another party, they make it clear that it is not an official record of the meeting, unless it is based on the approved minutes.

WORKING PROCESS

Chair

37. The role of the Chair shall be to:
- a. Chair meetings of the Technical Council.
 - b. Approve the meeting agenda proposed by the SBTi Technical Department and ensure all members are informed, checking whether all proposed points of the agenda fall into the decision authority of the Technical Council or whether they need to be delegated to the Technical Department or to the Board.
 - c. The Chair together with the Chief Technical Officer may take decisions on procedural issues in preparation of the meetings. The Chair may also take content-linked decisions in between meetings if asked by the Chief Technical Officer. Such processes need to be reported to the Technical Council's next meeting with a rationale and in full transparency.
 - d. Represent the Technical Council in external contacts when requested to do so.
 - e. Ensure that the Technical Council is working in accordance with its Terms of Reference
 - f. Calls for and approves expert and working groups and any subcommittee of the Technical Council.
38. The 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 Vice Chair replaces the Chair in cases of absence, conflict of interest or other grounds found necessary by the Technical Council and / or the Board.

Meetings

39. The Technical Council convenes as required, and at least once per quarter is considered standard practice. Meetings can be conducted either in person or virtually. A schedule of meetings will be programmed at the beginning of each calendar year. The Board or the SBTi may request additional meetings.

40. The SBTi Technical Department is responsible for ensuring proper preparation of meetings by providing all necessary information to Technical Council members in a timely manner. All members are expected to thoroughly review the provided information and prepare their contributions for the Technical Council. Additionally, all members are required to participate in follow-up actions as agreed upon and mentioned in the meeting minutes.
41. In cases where urgent approval is needed before the next scheduled Technical Council meeting, email consultation may take place for relevant documents. These papers should be commented on, and decisions made through email correspondence.
42. Overall, Technical Council members may expect to commit ten to twelve days per year to SBTi Technical Council activities.

Agenda and invitation

43. To facilitate effective planning and ensure that all members are well-informed and adequately prepared for the meetings, the following guidelines apply when setting agendas:
 - a. SBTi and Technical Council members are encouraged to inform the Chief Technical Officer in writing about any items they wish to include on the agenda. It is their responsibility to provide the necessary papers related to those items in a timely manner.
 - b. The aim is to make the draft agenda available to members at least four weeks before the meeting. This allows for sufficient time for review and preparation.
 - c. The final agenda for meetings is determined by the Chief Technical Officer and is proposed to the Chair at least 14 days prior to the meeting.
 - d. The Chair is responsible for approving the agenda within three working days of receiving the proposed agenda.
 - e. The Chief Technical Officer will send out the agenda, along with all associated papers, to the Technical Council members at least ten days before the meeting.

Decision-making principles

44. The following principles aim to ensure the Technical Council's decision-making process is fair and objective and serves the collective interests of the SBTi:
 - a. Decisions are made based on the papers submitted by the SBTi, as well as other relevant facts and evidence. The discussions that take place during meetings also contribute to the decision-making process.
 - b. The Technical Council carefully considers all available evidence and takes into account the perspectives of all members. Each member's input is valued and weighed during the decision-making process.
 - c. When making decisions, all members have a responsibility to consider the best interests of the SBTi as a whole. This overarching concern for the SBTi

takes precedence over the interests of any single stakeholder group or the members' own affiliations.

Decision-making guidelines

45. Procedures for the development, review and approval of standards are detailed in the Procedures for the Development of SBTi Standards and will represent the primary basis to inform the operation of the Technical Council.
46. 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.
47. 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.
48. The Technical Council endeavors to reach decisions through consensus, which means that decisions are made without any votes against them.
49. If the Chair feels that consensus is not achievable, the Chair will ask the members whether further discussion and alternative wording of the standard could lead to consensus. In particular, members who are in opposition to the proposal shall actively propose options that are more likely to reach consensus.
50. In cases where consensus cannot be reached, majority decision-making procedures shall be utilized, with any dissenting views noted. Decisions will be determined by a 60% majority, where abstentions are not considered as votes.
51. 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. In case of a tie and of absence of the Chair, the vote of the Vice Chair will decide. In case of a tie the Chair (or in their absence, the Vice Chair) cannot abstain.
52. When a decision that the Technical Council must take constitutes a conflict of interest for one of its members, the member will be excluded from voting on this decision and will not be counted towards quorum. Conflicts of interest need to be announced by the relevant member to the Chair in line with the *Conflict of Interest and Conflict of Loyalty Policy*.
53. Secret voting by ballot is only conducted upon the request of a member. Otherwise, voting is conducted by a show of hands.

54. The SBTi Chief Technical Officer will be appointed as ex-officio non-voting member on the Technical Council to ensure that decisions are viable for implementation by the SBTi and to represent Technical Council decisions towards the SBTi Executive Leadership Team and the Technical Department.

Meeting Minutes

55. The SBTi is responsible for taking minutes during meetings and filing the recorded minutes. Meeting minutes should be distributed to the Technical Council as early as possible, but no later than 21 days after the meeting.
56. Minutes are approved by Technical Council Chair before finalization. Draft minutes are sent by the Technical Department to all Technical Council members, requesting their comments within five days. The Technical Council Chair supports the SBTi to appropriately incorporate comments from Technical Council members. A second round of comments is conducted only if necessary.
57. Once approved, the minutes may be circulated to interested parties. They are routinely shared with the Board and the SBTi.
58. Minutes may be distributed to the Board before approval if required. Extracts from the minutes may be shared with SBTi before approval upon special request or when there is a specific need.

Sub-committees and expert groups

59. The Technical Council Chair may call for sub-committees and expert groups to conduct research or take decisions on specific responsibilities or issues on behalf of the Technical Council. If this is the case the Technical Council shall define specific Terms of Reference for each sub-committee or expert group, including the duration of these. The subcommittees are composed of at least one Technical Council member and external experts / stakeholders / SBTi staff, with or without voting rights as specified in the subcommittee or expert group Terms of Reference.
60. The Technical Council shall set up an Oversight Committee (maximum of four members) with the responsibility for ensuring correct implementation of SBTi's standard development based on the *Procedure for Development of SBTi Standards*, including compliance criteria, validation processes and other activities are operating in line with SBTi's mission and objectives. The Technical Council delegates all decisions in this area to the Oversight Committee and thus cannot override them. Technical experts with knowledge on standard-setting and/or previous experience in decision-making in an accredited validation, certification, or verification body form this subcommittee. Members sitting on this Oversight Committee cannot be part of the Technical Council.

Implementation of decisions

61. The implementation of Technical Council decisions is primarily the responsibility of the SBTi Technical Department, unless otherwise specified. It is important to identify and determine the need for additional consultation with SBTi stakeholders during the decision-making process. This ensures that the appropriate steps are taken to involve and engage relevant parties in the implementation process. The SBTi plays a crucial role in facilitating and coordinating these consultations to ensure effective execution of Technical Council decisions.

Miscellaneous

62. These present Terms of Reference undergo regular updates. Technical Council members are encouraged to continuously assess the suitability of the Terms of Reference and propose any necessary amendments.

ANNEX I - CRITERIA FOR SELECTING 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 Technical Council, 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 Technical Council 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 Technical Council 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 Technical Council 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 Technical Council, 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 Technical Council 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 Technical Council 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 Technical Council 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 Technical Council should also be committed to serving the public interest.

ANNEX II – COMMUNICATION GUIDELINES

1. Technical Council members shall use the following wording when communicating their membership:
 - a. *Member of the Science Based Targets initiative (SBTi) Technical Council OR*
 - b. *Member of the Science Based Targets initiative (SBTi) Technical Council for a two-year term from 2023. The Technical Council is appointed by the SBTi Board with delegated authorities as a permanent, independent decision-making body to ensure the robustness and credibility of SBTi standards, methods and guidance.*
2. In circumstances in which a full description of the Technical Council is required, Technical Council members shall use the following wording:
 - c. *The SBTi Technical Council is an independent deliberation and technical decision-making body, with delegated authority from the Board, to review and approve SBTi standards and other normative documentation, according to the Procedures for Development of SBTi Standards, and exclusively in the public interest.*
 - d. *The scope of the Technical Council covers all normative elements of the SBTi framework, including SBTi standards, principles that inform SBTi standards, mitigation pathways, target-setting methods and documents that supplement SBTi standards (including annexes, guidelines, position papers, policies, etc.)*
3. Membership of the Technical Council does not constitute being an SBTi employee. Members must avoid describing themselves as such or using terms which could be interpreted as implying that they are an SBTi employee.
4. With exception of the Technical Council Chair and Vice Chair, Technical Council members are not expected to comment publicly on the work of the Technical Council or act as a spokesperson on behalf of the Technical Council as a whole or other Technical Council members. Any communications on behalf of the Technical Council as a whole will be issued by the Chair (or Vice Chair acting on the Chair's behalf) in collaboration with the SBTi Chief Technical Officer and the Communications Department (communications@sciencebasedtargets.org).
5. Any media/journalist enquiries about the work of the Technical Council should be forwarded to and managed via the SBTi Communications Department (communications@sciencebasedtargets.org) that, where appropriate, will liaise with the SBTi Chief Technical Officer and the Technical Council Chair (or Vice Chair acting on the Chair's behalf) to provide a response.
6. Technical Council members are selected for their expertise and independence of thought, so it is recognized that they may undertake media or public speaking appearances or comment publicly about broader topics which are not directly related to the work of the SBTi or its Technical Council.



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