



Advisory Committee – Terms of Reference

Draft Release - vs 0.4 – April '20

1. Objective, Tasks and Responsibilities

The Advisory Committee is an independent steering body, overseeing the development process and implementation of the CNG Certification Program, based on a detailed assessment of content and procedures (see 'Terms of Reference for the development of the CNG Certification Program', further referred to as the 'ToR').

This entails:

- The Advisory Committee is composed of representatives of each stakeholder group and as such each member represents the objectives, interests and complexities (and acts on behalf) of this stakeholder group;
- The Advisory Committee holds detailed content discussions at least twice per year, and provides strategic advice to CNG's Development Team, in line with the 'spirit of the Standard' (see also the 'Theory of Change');
- The Advisory Committee gives strategic direction to CNG to enhance market-value and attractiveness of the Certification Program (in comparison to other similar schemes), as well direction to its organisational set-up, e.g. collaboration with other schemes;
- The Advisory Committee approves the final version of the ToR and all interim and final versions of the Standard, Assurance Protocol and Claims Policy (and oversees if the ToR was properly adhered during the development of these documents);
- The Advisory Committee acts as a final decision-making authority¹ in case consensus on stakeholder feedback cannot be reached by the CNG Development Team;

2. Composition

Seat	Stakeholder Role	Stakeholder Category	Conditions	Voting right	Person
1	CNG – Executive Team	Category 1: <i>Stakeholder Body</i>	CNG Executive Team Member	No	Arjen Struijk Climate Neutral Group
2	Client - Product	Category 2: <i>Key Stakeholder</i>	CNG client, certified for scope 'product'	Yes	Martijn Duin Ahold Delhaize Coffee Company
3	Client - Organisation	Category 2: <i>Key Stakeholder</i>	CNG client, certified for scope 'organisation'	Yes	
4	Certification Body	Category 3: <i>Key Content Resource</i>	Acknowledged by CNG to conduct audits	Yes	Edwin Aalders DNV GL
5	Governmental/ Regulatory/ Governance body	Category 3: <i>Key Content Resource</i>	Overarching entity that defines (inter)national regulation that CNG shall comply with	Yes	
6	NGO	Category 3: <i>Key Content Resource</i>	Active in energy management, climate change or environmental issues	Yes	
7	Other (e.g. Consulting Firm, Service Provider, University, Research Institute)	Category 4: <i>Appreciated Stakeholder</i>	Providing 3 rd party services to CNG's Certification Program	Yes	Leo Smit Smartertrackers
8	Other (e.g. Consulting Firm, Service Provider, University, Research Institute) OR CNG - Shareholder	Category 4: <i>Appreciated Stakeholder</i> Category 1: <i>Stakeholder Body</i>	Providing 3 rd party services to CNG's Certification Program CNG Shareholder Representative	Yes Yes	

¹ The Advisory Committee can only be overruled by CNG in exceptional situations, see clause 3.5.



2.1 Member selection: Members are typically senior stakeholder representatives and selected based on: a) fair representation of stakeholders², and b) the mix of expertise deemed necessary. Therefore, seats 1 to 7 represent fixed 'stakeholder roles' (see table above, second column), whereas seat 8 allows for flexible allocation, depending on the needs. If deemed necessary, more seats can be appointed, provided the Advisory Committee always comprises an odd number of members with voting rights.

2.2 Term of membership: Members are appointed (and serve in their individual capacity) for a fixed period of three years, with a one-time option of re-appointment (totalling to 6 years), this to accommodate both a staggered turnover of membership and retention of expertise.

2.3 Vacancies: For anticipated vacancies, CNG is responsible for presenting new candidates that suit the stakeholder role at least 1 month before the vacancy becomes available to the Chair. In the event of a sudden retirement, the vacancy remains open, till a new suitable candidate has been found. Candidates (and any re-appointments) are to be approved by the Advisory Committee following the decision-making procedure.

2.4 Appointment and role of the Chair: The Advisory Committee Chair is to be elected at the first meeting of the calendar year and will be appointed for one year, with possibility of a one-year renewal period.

3. Operating Procedures

3.1 Meetings: The meeting interval is twice per year with a minimum of one face-to-face meeting and one teleconference. During years of development of a new version of any of the Certification Program documents (Standard, Assurance Protocol, Claims Policy), or if required on request of any of the members, more meetings can be convened. Members participate at least in one meeting per year.

3.2 Quorum: A minimum of 50% of members (with voting rights) constitute a quorum.

3.3. Records: The draft agenda will be set and distributed by the Chair latest one week prior to the meeting, for all other members to feedback to provide input on. The CNG Member appoints a minute taker (outside the Advisory Committee). Minutes are shared with all Members within 2 weeks after the meeting has taken place.

3.4 Decision-making procedure: Decisions are made in consensus³, but does not require unanimity. Whenever a consensus is not possible, decisions are taken by majority vote with any dissenting views noted if wished. As such, the Advisory Committee is composed of an un odd number of members with voting rights. Seat 1 (CNG Member) has no voting right, except for the unlikely event of a tie. If (in exceptional situations) decisions are to be taken outside the regular meeting schedule, a voting process by email is facilitated by CNG.

3.5 Decision-overruling: CNG's Executive team reserves the right to overrule decisions made by the Advisory Committee, but only in case it can demonstrate evidence that the outcome of the decision made will (negatively) impact's CNG's overall business integrity and/ or business model.

3.6 Conflict of Interest: Members must declare all (potential) conflicts of interest and may not steer discussions or decision-making for their own personal benefit. The Chair will advise if the member is to refrain from participating in any discussion or decision-making process. Any (potential) conflict of interest will be recorded in the minutes.

² As defined in the 'Terms of Reference of the CNG Certification Program' (ToR)

³ Defined as: the absence of sustained opposition.



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3.7 Confidentiality: By accepting seat, members automatically agree to keep ongoing activities as well as unpublished material (prepared for or during the meetings) confidential unless notified otherwise.

3.8 Compensation: The position of an Advisory Committee member is honorary and will not be remunerated. Members do receive reimbursement for their expenses (at real yet reasonable cost incurred). This includes: travel to/ from the meeting venue, food and accommodation, communication costs. To receive reimbursement, members shall fill in the reimbursement form (Annex 1) and submit this form together with all evidence of incurred costs (e.g. copies of receipts) within 2 weeks to: certification@climateneutralgroup.com

3.9 Adoption and amendment: These '*Advisory Committee - Terms of Reference*' becomes effective from the 23rd of March 2020, and shall be reviewed every three years. Changes shall be approved by the Advisory Committee.



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Annex 1: Reimbursement Form

Event (for which cost was made): _____

Date of Event: _____

Please write clearly!

After having signed, please submit this form
+ copies of all evidence (receipts) to:
certification@climateneutralgroup.com

Reimbursement requests will only be processed if copies of evidence /receipts are submitted for each expense declared.

	Explanation of costs	Amount in foreign currency (if applicable)	Amount in EUR
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
Total in EUR			

Bank details:

Name bank: _____ Country bank: _____

Account number (including IBAN/ BIC): _____

Name account holder: _____

I certify all declared expenses were incurred by me, in accordance with the 'Advisory Committee - Terms of Reference', and I have attached relevant evidence.

Name (of submitter): _____

Signature (of submitter): _____

Date: _____

For internal use only:

Validated and approved by: _____

Signature: _____

Date: _____