Advanced and Indirect Mitigation (AIM) Platform

Terms of Reference (ToR) for the Governing Committee – Version 2.0

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I. Objectives and Background

This document outlines the terms of reference and procedures of the AIM Platform Governing Committee. The AIM Platform Governing Committee will be comprised of a maximum of 15 individual independent members with relevant subject-matter expertise across a range of sectors. The Governing Committee membership will achieve balanced representation among environmental non-profits, standard setting bodies and academia, and private sector experts.

II. Purpose

The purpose of the Governing Committee is to review and approve AIM Platform publications, and advise the Secretariat on:

- Technical carbon accounting, reporting, and claiming topics,
- Stakeholder engagement plans, and
- Publication strategies

III. Composition and Appointment

Composition

- The Governing Committee will include a maximum of 15 individual independent members. The individuals comprising the Governing Committee will represent one of the following three groups: 1) environmental non-profits, 2) standard setting bodies and academia, and 3) private sector experts. No group shall have more than 7 individuals on the Governing Committee so as to avoid a supermajority and in order to achieve balanced, participatory representation.
- The Governing Committee will be facilitated by the AIM Platform Organizers
- The Governing Committee will be joined by a select group of invited Observers to ensure comprehensive coverage of views

Appointment

- The initial Governing Committee members will be invited and appointed by the AIM Platform Organizers.
- Starting January 1, 2025, the Secretariat will propose new Governing Committee members to the Governing Committee to fill vacancies based on identified gaps and needs. Existing Governing Committee members are responsible for voting to approve proposed candidates (refer to 'Voting Model and Quorum' below).

- The Governing Committee will maintain a makeup that balances subject matter expertise, representativeness across civil society and the private sector, and efficiency in its operation.

IV. Member Duties and Responsibilities

The following outlines the duties and responsibilities of Governing Committee members:

1. Governing Committee members serve in their personal capacity as individuals and represent their own expert views
2. Notwithstanding point (1) above, Governing Committee members may voice the interests of the stakeholder type and entity that they are associated with when conducting work on behalf of the AIM Platform with the objective of developing output that is clear, relevant, and actionable for other stakeholders and organizations operating in that sector
3. Each Governing Committee member shall:
    a. Act to further the interests, mission and vision of the AIM Platform, and not for personal or professional gain
    b. Not collude or engage in anti-competitive behavior (e.g., sharing confidential business data)
    c. Respect the roles of the Secretariat in managing Governing Committee meetings and the AIM Platform workplans.
4. Governing Committee members are required to:
    a. Support the Organizers in setting the strategic direction and priorities for the AIM Platform.
    b. Make final decisions on all AIM Platform Standard and Guidance publications through voting (refer to 'Voting Model and Quorum' below), taking into account stakeholder and pilot tester feedback, materials prepared by the Secretariat, and discussions from the Governing Committee and Observers. In consultation with the Secretariat, invite Observers to participate in Governing Committee meetings as necessary to ensure comprehensive coverage of views.

V. Term Limits

All Governing Committee members will adhere to the following term limits:

- The initial term of all Governing Committee members will be two years.
- Membership may be renewed, up to a total of 3, two-year terms (6 years total).

VI. Meeting Frequency

- The Governing Committee is expected to convene on a monthly cadence with the Secretariat. As needed the Governing Committee may meet more frequently, and form subcommittees as the work requires. Governing Committee members are expected to attend a minimum 2/3 of scheduled meetings during their term. Should these expectations (or other expectations listed in this document) not be consistently met, Governing Committee members may decide to vote to remove the member following the quorum and voting thresholds described below[i].
    - If a Governing Committee member cannot attend a scheduled Governing Committee meeting, that member may appoint a non-voting replacement (hereafter 'replacement') to attend the meeting on their behalf. The procedure to request a replacement is as follows:
        - A request for the replacement's attendance at a given Governing Committee meeting is provided to the Secretariat via email at least three (3) business days in advance of said meeting.
        - At the beginning of said Governing Committee meeting, the Secretariat must state that said Governing Committee member is being represented by said replacement.
        - Replacements may not attend meetings where a vote is scheduled to occur. Replacements do not have the ability to vote on behalf of the Governing Committee member they are sitting in for.
        - Replacements must follow the rules laid out above regarding the organization and rules of Governing Committee member meetings.
        - Replacements are responsible for any personal conflicts of interest.

VII. Meetings Organization and Rules

Governing Committee Meetings: The Governing Committee is expected to convene on a monthly cadence with the Secretariat. As needed the Governing Committee may meet more frequently, and form subcommittees as the work requires. The Secretariat shall chair and moderate all Governing Committee meetings. Governing Committee members can moderate Governing Committee meetings at their own request. Meetings will operate under Chatham House Rule. Additional rules for Governing Committee meetings are as follows:

- The Secretariat will be responsible for recording meeting minutes. While the Secretariat will be attributed, Governing Committee members will not be attributed in the minutes.

- The Secretariat will distributed finalized meeting minutes to Governing Committee members for final approval within one (1) business day of the conclusion of a Governing Committee meeting. The Governing Committee members have seven (7) days from receipt of the meeting minutes to approve them. Failure of a Governing Committee member to respond within seven (7) days will be considered an approval of the meeting minutes.
- Meeting minutes will be publicly posted on the AIM Platform website no longer than two (2) weeks after the conclusion of a Governing Committee meeting.

VIII. Voting Model and Quorum

Actions requiring Governing Committee approval, including but not limited to, finalizing Standard and Guidance publications, and adding or removing Governing Committee members, shall follow the voting and quorum model.

- A quorum is required for Governing Committee votes. Quorum is defined as 50% of the membership plus one.
- Voting decisions will be made by a super majority of at least three-quarters of voting members. If ¾ of Governing Committee members is not a whole number, the vote needed shall be rounded up to the next whole number. Votes may be collected electronically or during a Governing Committee meeting.
- A Governing Committee member may serve as a proxy for another Governing Committee member in a vote if explicit written approval is provided. The Secretariat reserves the right to follow up with a Governing Committee member to confirm their decision to vote by proxy.
- The Secretariat shall seek to send draft publications and supporting documents at least 10 calendar days prior to a Governing Committee vote.

IX. Subcommittees

The Governing Committee may vote to form subcommittees to develop and review sector-specific technical accounting guidance, and to address other topics as needed.

[i] It would be the responsibility to the Governing Committee to take action to remove a Governing Committee member that is not meeting expectations. However, in extenuating circumstances (i.e. criminal activity, sexual harassment), the Secretariat shall have the authority to remove Governing Committee members