

Terms of Reference (ToR)

For the User Forum of Climate Action Data Trust Limited (the "Climate Action Data Trust")

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This draft document outlines the terms of reference and procedures of the User Forum (the "**Forum**"), an advisory body to the council (the "**Council**") but ultimately supervised by the Board of Directors of the Climate Action Data Trust. The Forum will be appointed by the Council for a two-year term starting in March 2023 (the "**Interim Period**"), with the possibility for this period being extended by six months due to any unforeseen circumstances. This document will be subject to legal review and amendments to modify it for the permanent governance period after the Interim Period.

1. Purpose

The purpose of the Forum is to act as a market sounding board for the Council and the Technical Committee for technical, political, and business questions. This will include, but will not be limited to, understanding and providing input to the Council's priorities during the Interim Period when prompted; reviewing and commenting on the data model resulting from the work of the Technical Committee, including to suggest future changes; identifying potential data use cases; communicating market needs to enable better data use; and identifying desired IT updates and inputting into future feature development.

The Council may use the Forum as a body for ad-hoc stakeholder consultations within a smaller, defined group; additionally, the Forum may form sub-committees or workstreams for different topics. The Forum will also recommend to the Council how to proceed with the group in the medium term to help the Council to develop Climate Action Data Trust's governance approach for the period after the Interim Period.

The decisions taken, and opinions expressed in the Forum will not be binding, on the Council who, in turn, will make recommendations to the Board. The Council is encouraged to establish a regular consultative cadence with this body.

The Board may at its own initiative and in accordance with its supervisory role independently seek the Forum's views on the aforementioned.

2. Composition

Size

- a. The Forum shall be comprised of 40-60 members ("**Forum Members**") during the Interim Period.
- b. The Council shall decide whether to enforce a maximum number of Forum Members.

Appointment of the Forum

- c. Forum Members will be appointed by the Council in consideration of the balance between expertise, representativeness, and efficiency for the responsibilities.
- d. The initial term of all Forum Members will be until the end of the Interim Period.
- e. Forum Members can serve the mission of the Climate Action Data Trust in their personal capacity as individuals or as representatives of their employer (e.g., government, company, agency, or other entity).
- f. Notwithstanding the above, where a Member serves in their personal capacity, such Member will be expected to carry out their role reflecting the interests of the stakeholder type and region of the entity that they are associated with when conducting work on behalf of the Climate Action Data Trust.
- g. Each Member shall:
 - a. act to further the interests, mission and vision of the Climate Action Data Trust and not for personal or professional gain;
 - b. not collude or engage in anti-competitive behaviour (e.g., sharing confidential business data)
 - c. treat other Members, Secretariat and governance bodies with respect at all times;
 - d. respect the roles of the Chair and other staff in managing and steering the meetings;

Interim Period Member selection

- h. IETA will put forward an initial list of entities or persons for the Forum to the Council for consideration, prepared in consultation with the World Bank and the Singapore Government (the "**Founding Sponsors**").
- a. This initial list will draw upon the entities involved in the initial stakeholder consultation on governance and finance for the Climate Warehouse, the Climate Warehouse simulations process, and best practices from similar market initiatives; it may also include observers.
- i. The Council shall assess the suitability of the listed entities to undertake responsibilities in the Forum, make any desired changes, and confirm the intended composition of the Forum in their first meeting.
- j. After the list is approved, the Council will instruct the Secretariat to approach these entities and solicit nominations of a willing candidate to serve as a Forum Member.
- k. The invitation for an entity to submit a candidate for the Forum will be independent and separate from that entity's membership on the Interim Council or the Technical Committee.
- l. If a Member wishes to withdraw from the Forum or cease to be associated with the entity which put them forward, the Council will solicit the entity to nominate a replacement for the Interim Period.
- m. Subject to any maximum number of Forum Members specified by the Council, the Council will be free to recruit further Forum Members at any point using a method and criteria they deem appropriate.

Renewal and Transition to Permanent Governance

- n. The Council shall establish all requisite procedures for the election or appointment of new Forum Members for the period following the end of the Interim Period.
- o. Forum Members may provide recommendations on the structure and composition of the Forum to aid the Council in this process.

3. Procedures and Organisation

Roles and organisation

- a. The Forum shall have one Chairperson (Chair) or up to two (2) Co-Chairs.
- b. The Forum Chair or Co-Chairs shall be confirmed by the Council after a recommendation from the Forum Members as part of the first Forum meeting.

Meetings

- c. The Forum will meet at a reasonable frequency determined by the Chair, but no less than [four (4) times] per calendar year.
- d. The meetings may be carried out in person or using remote internet or phone communications.
- e. The Forum may also employ alternative methods of discussion, exchanging information and communicating preferences, e.g., online/email surveys, submitting written responses to a prompt or consultation shared via the Secretariat, and others.

Rules and Procedures

- f. The Forum shall conform to the governing documents, these Terms of Reference or other guidelines that may be imposed on it by the Board or the Council and shall report all relevant acts and proceedings to the Council as soon as reasonably practicable.
- g. The Council shall review and recommend to the Board the approval of the draft Terms of Reference before the first meeting of the Forum.
- h. Except as otherwise stated in these Terms of Reference, the Forum shall determine its own procedures.

Decision-making

- i. Forum decisions shall be made by a vote. Each Forum Member will have one vote.
- j. A quorum for a Forum meeting shall exist when the majority of its Forum Members are present in person, by telephone, or other live electronic means.
- k. The Forum shall make decisions by a simple majority of the votes of the Forum Members present at a meeting where a quorum has been reached.

Secretariat

- l. The Forum shall be supported by a Secretariat during the Interim Period.
- m. The main Secretariat point of contact for the Forum shall be the Engagement Lead of the Secretariat.
- n. The Secretariat will be the primary communication channel with the Council.

4. Duties and Responsibilities

The Forum shall address:

Data model development and updates

- a. Review the data model inherited from the World Bank simulations once prompted by the Technical Committee.
- b. Suggest desired changes to the data model to enable more or better use cases.
- c. Participate in a standards development process if this approach is taken and the Forum is called upon.

IT development

- d. Review the Climate Action Data Trust's draft IT development roadmap prepared by the Technical Committee and provide comments and recommendations.
- e. Identify and communicate desired platform updates (e.g., user interface or easier integration with third party software, etc) at a regular cadence.

General matters

- g. If asked, review [the Council's Interim Period priorities] [the Secretariat draft work plan] and provide comments for consideration.

Transition beyond the Interim Period

- i. Provide input into a medium-term roadmap recommendation for the period following the end of the Interim Period for the approval of the Council. The chapters of this will include topics such as, but not limited to:
 - i. Priorities for IT development
 - ii. Priorities for data model development and iterative reviews
 - iii. Business model, including potential user fees

5. Individual Member obligations

A Member is not a fiduciary of the Climate Action Data Trust.

Each Member shall:

- a. Attend all Forum meetings to the best of their ability.
- b. Be informed about the Climate Action Data Trust, services, policies, and programs.
- c. Carry out additional roles within the Forum, if appointed (e.g., Chair, Co-Chair, etc).
- d. Review the agenda and supporting materials prior to Forum meetings.
- e. Inform others about the Climate Action Data Trust; advocate for the Climate Action Data Trust.
- f. Suggest possible nominees to the Forum who can make significant contributions to the work of the Forum and the Climate Action Data Trust.
- g. Keep up to date on developments in the relevant industries.

- h. Follow conflict-of-interest, confidentiality and other good governance policies adopted by the Board from time to time.

Please note that these Terms of Reference remain subject to the other governing documents, the Constitution of the Climate Action Data Trust and the laws generally applicable in Singapore from time to time (including under the Companies Act 1965).

ANNEX I:

RECOMMENDATIONS FOR THE USER COMMITTEE FROM THE FINAL REPORT FROM THE PUBLIC CONSULTATION ON GOVERNANCE AND FINANCE

User Committee

The Board should convene a Technical Committee to oversee the data specification development for the Warehouse and the collaboration with IT providers such as Chia Network. This body would make the decisions and recommendations, but ultimately report to the Board.

The data specification development process should build on the World Bank simulations. The initial product should take into account both the need to act quickly and the Warehouse mission to maximise programme participation. **The data specifications will have to ensure the relative ease of programme participation required to drive adoption quickly, while offering data users sufficient information to judge programme legitimacy and environmental integrity.** Technical expertise in the subject matter and consensus-building will likely be the main qualities required for this process.

The Board should be able to recruit personnel for the Technical Committee, depending on need. Suitable candidates may include technical experts from Independent Standards and Governments, the World Bank, Chia Network, independent experts, as well as potential data users or stakeholders whose processes may be impacted by the decisions on the data model (i.e., project developers). It may also benefit from broader community consultations via the User Committee or a formal public consultation process.

The Technical Committee may also wish to seek outside support on the specification development process or outputs, including but not limited to consultations with, or outsourcing parts of the process to, national or international standard development organisations (e.g., BSI, Enterprise Singapore, ISO). Alternatively, it may decide to elevate the agreed data specifications to an (inter)national standard to increase legitimacy and adoption, if deemed necessary. **Considering the data model flexibility built into the latest prototype, the Technical Committee is advised to seek fast agreement on the minimum viable set of specifications which would enable operationalization while preserving environmental integrity.**