

Terms of Reference:

Proba Standard Advisory Board

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Purpose of this document

Purpose of this document is to establish clear guidelines and expectations for the Proba Standard Advisory Board's role, responsibilities and operations. It defines scope of work, membership structure, meeting protocols, decision-making processes and documentation requirements.

Proba Standard Governance Structure

The Proba Standard governance is designed to ensure transparent decision-making, effective and inclusive participation and feedback to support continuous improvement.

Proba has established four entities with specific roles and responsibilities to carry out independent governance and the day-to-day operations:

Entity	Function
Staff team	Oversees the day-to-day activities and decisions. They are the key points of contact for Project Developers and other project stakeholders.
Proba Management Board	The Proba Management Board (PMB) is composed of the Directors of Proba. The PMB is responsible for assessing the eligibility of GHG projects against the Proba Standard. The assessment is performed after completion of the Project Overview Document (POD).
Proba Standard Advisory Board	Validates or rejects any proposed changes from the Proba Technical Committee in the Proba Standard. Also makes suggestions to the Proba Technical Committee for improvements, based on their expertise, developments in the VCM, and feedback from the market. The Proba Standard Advisory Board also assesses the development process of newly developed or updated methodologies.
Proba Technical Committee	Is responsible for continuous improvement of the Proba Standard, based on feedback from customers, developments in the VCM, and feedback from the market. Also performs public consultation and requests input from experts and Proba stakeholders, including the Proba Management Board. The Proba Technical Committee is composed of Proba staff and makes proposals for change to the Advisory Board in order to improve the Proba Standard. The Proba Technical Committee can also advise the Proba Management Board during the assessment of the POD. The Proba Technical Committee manages the development process for new or existing methodologies.

Members of the different entities can be found on the [Proba website](https://proba.world/about-proba)¹.

¹ <https://proba.world/about-proba>

Proba Standard Advisory Board

Role and responsibility

Proba has appointed a Proba Standard Advisory Board to oversee and govern the Proba Standard and its related processes. The Proba Technical Committee makes proposals for change to the Standard Advisory Board in order to improve the Proba Standard and its related processes. The Proba Standard Advisory Board also assesses the development process of newly developed or updated methodologies. The Proba Technical Committee will inform and advise the Proba Advisory Board on the findings from the public consultation, the expert review and the latest improvements made to the methodology. The Proba Advisory Board can request additional changes if needed or approve the methodology.

The independent Proba Standard Advisory Board is not involved in the day-to-day and commercial operations of Proba; they are not involved in GHG projects.

Appointment and discontinuation process

Appointment is based on the following rules:

- The Proba Standard Advisory Board was initially appointed by the Proba Management Board. Members were selected following interviews with candidates who had relevant and specific expertise in areas of Proba's business.
- Only Standard Advisory Board members can nominate new members.

Membership to the Proba Standard Advisory Board will be tacitly renewed every year.

Discontinuation is based on the following rules:

- In case an existing member does not want to renew their membership, this should be communicated at least two months before the annual renewal cycle.
- Discontinuation initiated by Proba can be caused by conflicts of interest, lack of participation or failure to provide valuable advice. A potential discontinuation should be discussed with key stakeholders, such as the Proba Management Board, Proba Technical Committee and other Standard Advisory Board Members, to ensure there is a consensus on the need for discontinuation.

Composition

The Proba Standard Advisory Board is composed of a minimum of two members and a maximum of five members, including a Chair and a Secretary.

Decision-making

Decisions within the Proba Standard Advisory Board shall be made by consensus whenever possible. If consensus cannot be reached, decisions will be made by a majority vote of the members present. Only Proba Standard Advisory Board members have the right to vote on decision items during Standard Advisory Board meetings. In the event of a tie, the Chair can exercise the casting vote.

In case a specific technical issue arises, the Proba Standard Advisory Board may consult the Proba Technical Committee for advice on this topic. However, the final decision shall always be made by the Proba Standard Advisory Board.

Meetings and documentation

The Proba Standard Advisory Board shall meet quarterly with the Proba Technical Committee. Additional meetings may be scheduled as needed, based on the urgency of issues or at the request of the Chair or the Proba Technical Committee.

Members of the Proba Standard Advisory Board are expected to attend all scheduled quarterly meetings. If a member is unable to attend, they should notify the Proba Technical Committee as soon as possible.

The agenda for each meeting shall be prepared by the Proba Technical Committee. The agenda and supporting documents shall be distributed to all members at least one week prior to the meeting. Any member may request the inclusion of specific items on the agenda by notifying the Proba Technical Committee at least two weeks before the meeting date.

The Proba Technical Committee shall be responsible for recording the minutes of each quarterly meeting. Minutes shall include key discussions, decisions and action items, and will be distributed to all members within two weeks following the meeting. Approved minutes shall be maintained as a formal record of the Proba Standard Advisory Board's activities.

Conflict of interest and confidentiality

Proba has a [Code of Conduct](#) that applies to all employees and parties working on behalf of Proba, including the Proba Standard Advisory Board members. Proba Standard Advisory Board members are expected to sign and adhere to the Proba Code of Conduct.

Compensation

Members of the Standard Advisory Board will be receiving payment for their advisory work.