



PlanetMark

Terms of Reference for the Planet Mark Certification Governance Board

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Introduction

Planet Mark operates Certification Scheme Rules that help organisations to become more sustainable.

Each of the schemes is covered by a Planet Mark standard, which defines the Rules, Procedures and Management of the scheme.

The Certification Governance Board (CGB) is the Planet Mark forum that governs Planet Mark's Certification Schemes, which are publicly available via our website and Member forums. It comprises of a panel of predominately independent external experts who must formally review, critique and approve any updates, changes or rule interpretations before Planet Mark can implement them to the Certification Scheme Rules. The CGB ensures that Planet Mark receive robust feedback, guidance and stewardship on everything that underpins Certification methodology.

The Certification Schemes include (but are not limited to):

- Planet Mark Business Certification Scheme Rules
- Planet Mark Development Scheme Rules
- Planet Mark Property Scheme Rules

1. Scope

This document defines the Terms of Reference for the Planet Mark Certification Governance Board (CGB).

This document is effective as of the date of approval by the OpCo and supersedes previous versions.

2. Definitions

Certification Governance Board (CGB)

The Planet Mark forum that governs the Certification Schemes.

Certification Schemes

The Planet Mark certification schemes, including (but not limited to):

- Planet Mark Business Certification Scheme
- Planet Mark New Development Certification Scheme

CGB Chair

The Chair of the CGB, as appointed by the OpCo.

CGB Members

The members of the CGB, as appointed by the OpCo.

Operations Committee (OpCo)

The board-equivalent senior leadership body within Planet Mark.

Planet Mark Assessment Body (PMAB)

An organisation which has been approved by Planet Mark to perform certification activities under the Certification Scheme (including Planet Mark itself).

3. CGB Membership

3.1 Appointment of CGB Members

The members of the CGB are appointed by the OpCo.

The CGB comprises a minimum of five members, of which a majority must be external experts who are not employees of Planet Mark.

3.2 Term of CGB Members

CGB members are appointed for an initial period of three years, which may be renewed.

The CGB Chair will maintain a list of CGB Members and dates of appointment.

3.3 Resignation of a Member

A CGB Member may resign from the CGB for any reason at any time. To resign from the CGB, the CGB Member shall send a letter of resignation to the CGB Chair. The CGB Member loses their member status two weeks after receipt of the resignation by the CGB Chair unless otherwise stated in their resignation.

3.4 Termination of CGB Membership

The OpCo may terminate the CGB membership of any CGB Member at any time and without needing to provide a reason.

3.5 CGB Chair

The members of the CGB will appoint a Chair, who has responsibility for reporting to the OpCo.

The CGB Members may also decide to appoint a Vice-Chair who will act on behalf of the CGB Chair when that person cannot attend meetings.

The CGB Chair is responsible for the planning the yearly activities in CGB and ensuring those activities are accomplished. This includes setting up and chairing all meetings.

The CGB chair is also responsible for the CGB reporting to the OpCo.

4. Reporting & Responsibilities

4.1 Reporting

The CGB reports to the OpCo and has overall responsibility for the governance of the Certification Schemes.

4.2 Responsibilities

The CGB is responsible for and has oversight of all elements of the Certification Schemes.

These responsibilities include:

- Approval of documents for the Certification Schemes, including those that describe

the procedures, methods, guidelines, and tools used for certification.

- The assessment procedures for PMABs, and the appointment of PMABs.
- Providing interpretation and clarification of the requirements for the Certification Schemes and maintaining a reference list of these interpretations and clarifications.
- Ensuring the Certification Schemes comply with all appropriate legislation and are operated in an impartial manner.
- Oversight of the complaints and appeals process.

4.3 Ownership of the Certification Process

Planet First Limited owns the Certification Schemes and all associated documentation.

4.4 Direct Report to Operations Committee (OpCo)

The CGB shall report directly to the OpCo when requested by the OpCo.

Communications on behalf of the CGB outside of CGB meetings shall be between the Chair of the OpCo and the CGB Chair.

5. CGB Meetings and Operation

5.1 Meetings

The CGB will hold meetings or teleconferences at least annually. A year plan covering the planned meetings over a calendar year will be established in advance.

The CGB Chair shall announce the date, time, and location of meetings not less than three weeks prior to the meeting. The CGB members can waive this requirement for announcements using their normal decision-making process.

The CGB may hold ad-hoc meetings in addition to planned meetings provided that all CGB Members are in agreement.

5.2 Meeting Agendas

The CGB Chair should send the proposed agenda for a meeting to all CGB Members at least one week prior to the meeting, unless otherwise agreed by the CGB Members.

5.3 Meeting Minutes

The CGB shall record minutes for all meetings. Meeting minutes will contain, but may not be limited to, a summary of each agenda item discussed, attendance list, decisions made, voting results record, a list of recently approved documents and the assignment of actions.

The CGB Chair will distribute draft meeting minutes by email to all attendees within two weeks of the meeting.

The draft minutes will be approved at the next CGB meeting. The approval of meeting minutes requires a simple majority of those present at the meeting where the minutes are approved.

5.4 Meeting Quorum

The meeting quorum is a minimum of five CGB Members, including the CGB Chair.

5.5 Decision Making and Voting Process

Any CGB Member is eligible to cast a vote on any item which requires a decision. A CGB Member may name a proxy for the purposes of voting. The proxy is treated the same as the member with respect to voting and attendance.

The CGB Chair shall maintain a voting record for all votes. The voting record shall contain:

- The votes by all CGB Members including any supplied reasons with the vote.
- The CGB Members that did not vote.
- The outcome of the vote.

The voting record shall be part of the meeting minutes.

5.6 Administration of The Scheme

The CGB Chair and Planet Mark may choose to appoint an administrator to support the operation of the CGB.

6. Required Activities

6.1 Review of the Schemes

The CGB will review all the Schemes on an annual basis to ensure continual improvement and that they are being applied in a consistent manner. The CGB will consider feedback from stakeholders in its review.

The CGB will decide if additional ad-hoc reviews are required; for example, if there are significant changes in industry best practice, policy changes, market trends and sector specific requirements that merit short term changes to certification policies and assessment criteria.

6.2 Changes in Specified Requirements

The CGB shall monitor the development of any standards and other normative documents which define the specified requirements used in the Certification Schemes.

Where changes in these documents occur, the CGB shall identify the necessary changes to the Scheme and manage the implementation of the changes (e.g. transition period) by the Assessment Bodies (PMABs), clients and, where necessary, other stakeholders.

6.3 Oversight of the Operation of the Certification Schemes

The CGB will ensure that the Certification Scheme is operated in an impartial manner.

As part of the CGB's oversight of the Certification Schemes, the CGB will ensure that complaints and appeals, and the assessment of PMABs are handled in a robust and impartial manner.

6.4 Complaints and Appeals

The CGB will request reports from all PMABs of any complaints and appeals made against their certification decisions.

In the event a complainant is unsatisfied with the outcome of the PMAB's decision, the CGB will review the appeal making its findings and decision in writing to the PMAB and its complainant.

6.5 Reporting to the OpCo

The CGB will report to the OpCo on each of the Schemes, at least annually.

7. Management of Task Forces

From time to time the CGB may form task forces to focus on specific certification issues. The CGB may dissolve these task forces at any time.

The composition and membership requirements of the task force are determined by the CGB at the creation of the task force. Any CGB Member may join any task force at any time.

The chair of the task force shall be approved by the CGB. These task forces may hold separate meetings and conduct business in any manner as seen fit by the members of the task force. Agenda and minutes of the task force meetings shall be distributed to the CGB via the CGB Chair.

The task forces shall limit their work to recommendations and proposals on certification policies and procedures. Work outside recommendations and proposals shall be approved by the CGB prior to work starting and all decisions that affect certification procedures or policies require ratification by the CGB.

Annexes

Annex 1 Revision History

| Version | Date | Comments |
|---------|--------------|--|
| 1.0 | 16 Aug 2021 | First version |
| 1.1 | 23 Feb 2024 | Updated with new company address and to reflect updated governance structure within Planet Mark from “Board of Directors” to “Operations Committee” Addition of Property Certification to Annex 2 |
| 1.2 | 10 June 2024 | Updated to reflect a higher minimum number of CGB Members and voting quorum of 5 Members, a majority of whom must be external experts who are not employees of Planet Mark. Small amount of tidying up of the text and structure. |

Annex 2 Documents For Which The CGB Has Responsibility

The CGB has responsibility for the following Planet Mark documents:

| Document Name |
|--|
| Planet Mark Businesses Certification, Certification Scheme Rules, Procedures and Management |
| Planet Mark Development Certification, Certification Scheme Rules, Procedures and Management |
| Planet Mark Property Certification, Certification Scheme Rules, Procedures and Management |
| Terms of Reference for the Planet Mark Certification Governance Board |