



SCIENCE
BASED
TARGETS

DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

SBTi TECHNICAL COUNCIL TERMS OF REFERENCE

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VERSION HISTORY

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CONTENTS

VERSION HISTORY	2
CONTENTS	3
INTRODUCTION	4
ABOUT THE SBTI TECHNICAL COUNCIL	4
Responsibilities of the Technical Council	4
Appointment and terms	5
Composition	6
Commitment and individual responsibilities	7
Remuneration	7
WORKING PRINCIPLES	8
Language	8
Confidentiality	8
Observers	9
WORKING PROCESS	10
Chair	10
Meetings	10
Agenda and invitation	11
Decision-making principles	11
Decision-making guidelines	12
Meeting Minutes	13
Sub-committees and expert groups	13
Implementation of decisions	14
Miscellaneous	14
ANNEX I - CRITERIA FOR SELECTING SBTI TECHNICAL COUNCIL MEMBERS	15
ANNEX II – COMMUNICATION GUIDELINES	17

INTRODUCTION

1. This document outlines the role, scope, composition, appointment process and working principles of the Science Based Targets initiative's (SBTi) Technical Council (TC). These terms also reflect the decision-making procedures of the Technical Council.
2. The SBTi's standard-setting procedures are detailed in the *Procedure for Development of SBTi Standards*. Responsibility for formal adoption of this procedure rests with the SBTi Board of Trustees (the Board) after the Technical Council's approval.

ABOUT THE SBTI TECHNICAL COUNCIL

3. The SBTi Technical Council is an independent deliberation and technical decision-making body, with delegated authority from the Board, to review and approve SBTi standards and other normative documentation, according to the *Procedure for Development of SBTi Standards*, and exclusively in the public interest.

Responsibilities of the Technical Council

4. The specific scope and responsibilities of the Technical Council are as follows:
 - a. In line with the *Procedure for Development of SBTi Standards*, reviews and decides on the normative elements of the SBTi framework, including:
 - i. Principles that inform SBTi Standards;
 - ii. SBTi Standards;
 - iii. Mitigation pathways and target-setting methods that inform the development of emission and non-emission benchmarks used across SBTi Standards;
 - iv. Normative documents that supplement SBTi Standards (including annexes, guidelines, position papers, technical policies, etc.)
 - b. Advise, as requested by the SBTi, on decisions related to the development and maintenance of the SBTi Standards to ensure consistency with SBTi's mission and principles.
 - c. As appropriate, engage with the SBTi and Expert Advisory Groups to support deliberations.
 - d. Approve the *Procedure for Development of SBTi Standards* and submit it to the Board for final adoption.
 - e. Respond to complaints about the way SBTi standards are or were set if the initial responses from the SBTi Technical Department are unsatisfactory.
 - f. Ensure that all members of the Technical Council follow the *Conflict of Interest and Conflict of Loyalty Policy* and the *Principles for the Code of Conduct of the Technical Council*.

Appointment and terms

5. The Technical Council (TC) shall consist of 11–15 members, appointed by the SBTi Board of Trustees to three-year terms. To ensure continuity and predictable rotation, the TC operates a staggered rotation model under which no more than one-third of seats are filled through new appointments in any given year.
6. Members may serve up to two terms in total. After completing a term, former members may apply for their second term only after completing one full year off the Council. To establish the staggered rotation model, members of the inaugural cohort may serve their two terms consecutively and may be renewed for shorter transitional terms, with five members receiving twelve-month terms and five receiving twenty-four-month terms. These shorter terms and the possibility of consecutive renewal are granted solely for the purpose of implementing the staggered rotation system.
7. Technical Council members are appointed by the SBTi Board of Trustees, based on recommendations from an independent Technical Council Nominations Committee. The Committee is appointed by the Board and includes a representative from the Board of Trustees, the sitting Technical Council Chair and Vice-Chair, and two independent members with relevant expertise.
8. The Committee considers both new applicants and sitting or former members, taking into account the required expertise, individual qualifications and the overall composition needs of the Technical Council. New members are appointed following an open and transparent public call for applications. Recommendations for the appointment or renewal of sitting or former members also take into account assessments of past performance, including compliance with applicable SBTi policies and Technical Council Code of Conduct. The Technical Council Chair and Vice-Chair conduct these assessments with support from SBTi's Quality Team. The overall nominations process, including process documentation and oversight, is supported by SBTi's Quality Team.
9. The Board shall appoint one person as Chair of the Technical Council and another as Vice Chair. The Chair and Vice Chair shall be selected through an expression-of-interest process, followed by assessment and recommendation by the TC Nominations Committee, and formal appointment by the Board of Trustees. In making these appointments, the Board shall take into account the need to maintain diversity within the Technical Council, including geographical, gender, and stakeholder diversity.
10. The formal process of inviting the successful candidate(s) to take up their appointment(s) is managed by the SBTi and will include obtaining the necessary commitments and undertakings required by these Technical Council Terms of Reference.

11. With their appointment the members accept these present *Terms of Reference for the Technical Council* and commit to follow the *Principles for Code of Conduct of the Technical Council*.

Composition

12. The Technical Council shall consist of eleven to fifteen members, including its Chair, and excluding the SBTi Chief Technical Officer that will act as ex-officio member representing the SBTi before the Technical Council.
13. The main qualifications for membership of the Technical Council shall be professional competence, independence, and relevant professional and academic experience.
14. The Board's Nomination Committee shall select members of the Technical Council consistently with the 'Criteria for SBTi Technical Council members' set out in the Annex to this document.
15. In a manner consistent with the 'Criteria for SBTi Technical Council members' as set out in the Annex to this document and to ensure that the Technical Council encompasses the broad base of skills, knowledge, experience and perspectives needed to revise and make decisions on SBTi Standards, the composition of the Technical Council shall cover a balanced representation from the following fields of expertise:
 - a. All members shall have a strong track record in advancing the climate/sustainability agenda;
 - b. At least three experts in real-economy mitigation expertise (incl. industry, energy & transport);
 - c. At least two experts in climate mitigation in the financial sector;
 - d. At least three experts in climate mitigation in the land-use sector;
 - e. One to two experts in the development and/or interpretation of climate models, scenarios, emission pathways and/or target setting methods;
 - f. One to two experts in greenhouse gas accounting, environmental impact assessment and/or life cycle assessment (attributional and consequential);
 - g. One to two experts in sustainability standard-setting and assurance systems
 - h. One to two experts in equity, human rights and environmental and/or climate justice.
16. The composition of the Technical Council shall reflect a broad range of perspectives, with balance across stakeholder groups, regions and gender. The Nominations Committee may propose moderate deviations from this composition when strictly necessary to address expertise needs.
17. The Council shall include a balanced multi-stakeholder composition. This includes up to four members from the private sector and at least three members from each of the following: civil society, academia and think-tanks, and standard-setting organisations.

18. The Technical Council should include no more than four members from North America and no more than four from Europe. At least five members shall come from other regions.
19. The Council should aim for balance across genders and shall ensure that female representation is at least forty per cent.

Commitment and individual responsibilities

20. Each member of the Technical Council will commit to and sign the *Conflict of Interest and Conflict of Loyalty Policy* and to follow the *Principles of the Code of Conduct*.
21. Members of the Technical Council are to be appointed in an individual capacity and shall not hold any position that might lead to or be perceived to lead to reasonable questioning of their independence of judgment when deciding on SBTi standards.
22. Each member of the Technical Council shall act in full independence from any other employment or association and shall agree contractually to act solely in the public interest and to have a regard to the SBTi mission and objectives in deciding on and revising SBTi Standards.
23. Individuals cannot be a member of any other SBTi governance or advisory body – including the Board or any other Advisory Group – and a Technical Council member at the same time.
24. When joining the Technical Council, members make the following commitments:
 - a. Adhere to these terms;
 - b. Conduct themselves in line with the Technical Council *Principles of the Code of Conduct*;
 - c. Know the SBTi mission, purpose and goals and the environment in which the organization operates;
 - d. Always act in the public interest in line with the mission and objectives of the SBTi;
 - e. Dedicate an appropriate amount of time to the Technical Council;
 - f. Attend Technical Council meetings (both physical and virtual) and adequately prepare for meetings and discussions;
 - g. Allocate sufficient time to prepare and to read written deliberations on SBTi technical decisions;
 - h. Declare all conflicts of interest at nomination and before taking part in decision-making processes in line with the SBTi Technical Council Conflict of Interest and Conflict of Loyalty Policy.

Remuneration

25. Being a member of the Technical Council is a part-time position. Technical Council members receive an annual honorarium intended to recognise the time, expertise, and commitment required to fulfil their responsibilities, while maintaining the

independence and public-interest nature of the role. The annual honoraria are set as follows: USD 10,000 for Technical Council members, USD 15,000 for the Vice Chair, and USD 20,000 for the Chair.

26. Expenses for travel and the reimbursement of reasonable expenses incurred on SBTi business shall be met by the SBTi. Reimbursable costs include economy class airfare, hotel accommodation, and daily subsistence.

WORKING PRINCIPLES

27. To enable the Technical Council to carry out its functions with efficiency, members are requested to work collaboratively, striving for effective decision-making not only through their conduct but also by adhering to the working principles below.

Language

28. The working language for the SBTi is English both for written and oral communication. As appropriate, SBTi shall arrange translations into languages other than English.

Confidentiality

29. Technical Council members acknowledge that they will have access to SBTi information that is confidential and proprietary including without limitation the terms of these Terms of Reference, trade secrets, technology, and information pertaining to business operations and strategies, customers, pricing, marketing, finances, sourcing, personnel, or any other information that has been identified as confidential or which the reasonable person would deem confidential, in each case whether spoken, written, printed, electronic, or in any other form or medium (collectively, the “Confidential Information”). Technical Council members acknowledge that SBTi is the rightful owner of all confidential information and takes appropriate measures to maintain confidentiality. There are three levels of confidentiality for information:
- a. "High": this level prohibits distribution outside the Technical Council. Written information must clearly indicate high confidentiality, and oral conversations must explicitly state it. The outcome of decisions remains confidential until minutes are published on the SBTi website.
 - b. "Regular": this level implies that information should not be circulated outside the Technical Council. However, if further consultation is required to fulfill appointed tasks, the information may be distributed to SBTi stakeholders for that purpose. The outcome of decisions remains confidential until minutes are shared with Technical Council members and made publicly available.
 - c. "Public": this level allows the free distribution of information if it is already in the public domain, such as being previously published or disclosed by SBTi. Information must have a clear indication of its confidentiality status. The

outcome of decisions can be made public immediately after the Technical Council meeting.

30. Subject to and in accordance with paragraph 34a.-c. above, Technical Council member agrees to treat all Confidential Information accessed or developed in connection with these Terms of Reference as strictly confidential, not to disclose Confidential Information or permit it to be disclosed, in whole or part, to any third party without the prior written consent of SBTi in each instance, and not to use any Confidential Information for any purpose except as required in the performance of the services set out in these Terms of Reference. Technical Council members shall notify SBTi promptly in the event of any unauthorized loss or disclosure of any confidential information.
31. Confidential Information shall not include information that:
- a. information was already known by Technical Council member prior to disclosure by SBTi;
 - b. is or becomes generally available to the public other than through breach of these Terms of Reference; or
 - c. is communicated by a third party that had no confidentiality obligations with respect to such information.
32. Nothing herein shall be construed to prevent disclosure of Confidential Information as may be required by applicable law or regulation, or pursuant to the valid order of a court of competent jurisdiction or an authorized government agency, provided that the disclosure does not exceed the extent of disclosure required by such law, regulation, or order. Technical Council member agrees to provide written notice of any such order to an authorized officer of SBTi as soon as possible after receiving such order, but in any event sufficiently in advance of making any disclosure to permit SBTi to contest the order or seek confidentiality protections, as determined in the SBTi's sole discretion.
33. Technical Council members follow the [SBTi Data Privacy and Confidentiality Policy](#).
34. For the avoidance of doubt, the obligation of confidentiality shall survive the termination or expiry of these Terms of Reference for whatever reason.

Observers

35. SBTi staff are eligible for permanent observer status. Requests from staff to participate in a Technical Council meeting should be communicated to the Chief Technical Officer. The Chief Technical Officer will make individual decisions on participation, considering factors such as added value, the total number of observers, and the confidentiality status of the items being discussed.
36. Consultants or other experts working with SBTi may be granted temporary observer status, typically limited to certain agenda items. SBTi staff should apply for observer

status to the Chief Technical Officer. After consulting with the Technical Council Chair, the Chief Technical Officer will make the decision.

37. If the Technical Council Chair has not proactively approved observer requests, any outstanding requests submitted alongside the agenda shall be automatically approved when the agenda is approved.
38. All observers may take notes of the discussions or decisions for their own use unless the Chair explicitly requests confidentiality for a specific point. If confidentiality is required or for any other reason, the Chair may ask observers to leave the meeting or to agree to maintain confidentiality.

WORKING PROCESS

Chair

39. The role of the Chair shall be to:
 - a. Chair meetings of the Technical Council.
 - b. Approve the meeting agenda proposed by the SBTi Technical Department and ensure all members are informed, checking whether all proposed points of the agenda fall into the decision authority of the Technical Council or whether they need to be delegated to the Technical Department or to the Board.
 - c. The Technical Council may delegate certain decisions to the Chair and Vice-Chair. Procedural decisions needed for meeting preparation may be taken by the Chair and Vice-Chair together with the Chief Technical Officer. Content-related decisions may be taken by the Chair and Vice-Chair when the Council has authorised them to do so. All decisions made under delegated authority must be reported back to the Council with the accompanying rationale.
 - d. Represent the Technical Council in external contacts when requested to do so by the Chief Technical Officer.
 - e. Ensure that the Technical Council is working in accordance with its Terms of Reference
 - f. Calls for and approves expert and working groups and any subcommittee of the Technical Council.
40. The role of the Vice Chair shall be to chair meetings of the Technical Council in the absence of the Chair, and to support with other tasks as requested by the Chair and indicated in this document. The Vice Chair replaces the Chair in cases of absence, conflict of interest or other grounds found necessary by the Technical Council and / or the Board.

Meetings

41. The Technical Council convenes as required, and at least once per quarter. Meetings can be conducted either in person or virtually. A schedule of meetings will be programmed at the beginning of each calendar year. The Board or the SBTi may request additional meetings.
42. The SBTi Technical Department is responsible for ensuring proper preparation of meetings by providing all necessary information to Technical Council members in a timely manner. All members are expected to thoroughly review the provided information and prepare their contributions. Additionally, all members are required to participate in follow-up actions as agreed upon and recorded in the meeting minutes.
43. In cases where urgent approval is needed before the next scheduled Technical Council meeting, email consultation may take place. These papers should be commented on, and decisions made through email correspondence.
44. Overall, Technical Council members may expect to commit up to twenty days per year to SBTi Technical Council activities.

Agenda and invitation

45. To facilitate effective planning and ensure that all members are well-informed and adequately prepared for the meetings, the following guidelines apply when setting agendas:
 - a. SBTi and Technical Council members are encouraged to inform the Chief Technical Officer and/or the TC Secretary in writing about any items they wish to include on the agenda. It is their responsibility to provide the necessary papers related to those items in a timely manner.
 - b. The aim is to make the draft agenda available to members at least four weeks before the meeting. This allows for sufficient time for review and preparation.
 - c. The final agenda for meetings is determined by the Chief Technical Officer and is proposed to the Chair at least 14 days prior to the meeting.
 - d. The Chair is responsible for approving the agenda within three working days of receiving the proposed agenda.
 - e. The Chief Technical Officer or the TC Secretary will send out the agenda, along with all associated papers, to the Technical Council members at least ten days before the meeting.
 - f. If a Technical Council member has a potential conflict of interest related to any agenda item, they should declare it via email to the TC Chair, the SBTi CTO, and the TC Secretary before the meeting.

Decision-making principles

46. The following principles aim to ensure the Technical Council's decision-making process is fair and objective and serves the collective interests of the SBTi:

- a. Decisions are made based on the papers submitted by the SBTi, as well as other relevant facts and evidence. The discussions that take place during meetings also contribute to the decision-making process.
- b. The Technical Council carefully considers all available evidence and takes into account the perspectives of all members. Each member's input is valued and weighed during the decision-making process.
- c. When making decisions, all members have a responsibility to consider the best interests of the SBTi as a whole. This overarching concern for achievement of the SBTi mission and public good takes precedence over the interests of any single stakeholder group or the members' own affiliations.

Decision-making guidelines

- 47. Procedures for the development, review and approval of standards are detailed in the 'Standard Operating Procedure (SOP) for Development of SBTi Standards' and will represent the primary basis to inform the operation of the Technical Council.
- 48. A Technical Council meeting shall not be held unless there is a quorum present. 'Quorum' is defined as two-thirds of the Technical Council membership, to be present at the time of the meeting. If the Chair is not present, or it is known that the Chair will not be able to attend, and the Technical Council members present comprise a quorum, then the meeting shall be held with the Vice Chair presiding.
- 49. The SBTi aims to develop standards and other technical resources with an aspiration of reaching the maximum level of agreement across stakeholders, balancing perspectives across interest groups while upholding public interest and the mission of the initiative.
- 50. The Technical Council endeavors to reach decisions through consensus, meaning absence of sustained opposition.
- 51. If the Chair feels that consensus is not achievable, the Chair will ask the members whether further discussion, stakeholder input or alternative wording of the standard could lead to consensus. In particular, members who are in opposition to the proposal shall actively propose options that are more likely to reach consensus.
- 52. In cases where consensus cannot be reached, majority decision-making procedures shall be utilized, with any dissenting views noted. Decisions will be determined by a 60% majority, where abstentions are not considered as votes.
- 53. Each member of the SBTi Technical Council shall have one vote on both technical and other matters. Proxy voting shall not be permitted, nor shall members of the Technical Council be entitled to appoint alternates to attend meetings. In the event of a tied vote the Chair shall have an additional casting vote. In case of a tie and of absence of the Chair, the vote of the Vice Chair will decide. In case of a tie the Chair (or in their absence, the Vice Chair) cannot abstain.

54. When a decision that the Technical Council must take constitutes a conflict of interest for one of its members, the member will be excluded from voting on this decision and will not be counted towards quorum. Conflicts of interest need to be announced by the relevant member to the Chair in line with the *Conflict of Interest and Conflict of Loyalty Policy*.
55. Secret voting by ballot is only conducted upon the request of a member. Otherwise, voting is conducted by a show of hands.
56. The SBTi Chief Technical Officer will be appointed as ex-officio non-voting member on the Technical Council to ensure that decisions are viable for implementation by the SBTi and to represent Technical Council decisions towards the SBTi Executive Leadership Team and the Technical Department.

Meeting Minutes

57. The SBTi is responsible for taking minutes during meetings and filing the recorded minutes. Meeting minutes should be distributed to the Technical Council as early as possible, but no later than 21 days after the meeting.
58. Minutes are approved by the Technical Council Chair before finalization. Draft minutes are sent by the Technical Department to all Technical Council members, requesting their comments within five days. The Technical Council Chair supports the SBTi to appropriately incorporate comments from Technical Council members. A second round of comments is conducted only if necessary.
59. Once approved, the minutes may be circulated to interested parties. They are routinely shared with the Board and the SBTi and a public summary made freely available on the SBTi website.
60. Minutes may be distributed to the Board before approval if required. Extracts from the minutes may be shared with SBTi before approval upon special request or when there is a specific need.

Sub-committees and expert groups

61. The Technical Council Chair may call for sub-committees and expert groups to conduct research or take decisions on specific responsibilities or issues on behalf of the Technical Council. If this is the case the Technical Council shall define specific Terms of Reference for each sub-committee or expert group, including the duration of these. The subcommittees are composed of at least one Technical Council member and external experts / stakeholders / SBTi staff, with or without voting rights as specified in the subcommittee or expert group Terms of Reference.

Implementation of decisions

62. The implementation of Technical Council decisions is primarily the responsibility of the SBTi Technical Department, unless otherwise specified. It is important to identify and determine the need for additional consultation with SBTi stakeholders during the decision-making process. This ensures that the appropriate steps are taken to involve and engage relevant parties in the implementation process. The SBTi plays a crucial role in facilitating and coordinating these consultations to ensure effective execution of Technical Council decisions.

Miscellaneous

63. These present Terms of Reference undergo revision as required and at least every 5 years. Technical Council members are encouraged to continuously assess the suitability of the Terms of Reference and propose any necessary amendments. The Terms of Reference are approved by the SBTi Board of Trustees.

ANNEX I - CRITERIA FOR SELECTING SBTi TECHNICAL COUNCIL MEMBERS

The criteria for SBTi Technical Council membership are:

1. **Demonstrated technical competence and knowledge of decarbonisation and climate mitigation:** All members of the Technical Council, regardless of whether they are practitioners, advocates, users or academics, should have demonstrated a high level of knowledge and technical competence in climate mitigation, including a general understanding of climate science, expert knowledge of carbon accounting and good understanding of science-based target setting. A broad base of skills, experience and perspectives is needed, therefore Technical Council members may also have professional backgrounds that reflect a diverse range of expertise and roles that are relevant to the mission of the SBTi. The credibility of the Technical Council and its individual members and the effectiveness and efficiency of the organization will be enhanced by members who have such knowledge and skills from recent experience.
2. **Ability to analyze:** Members of the Technical Council should have demonstrated the ability to analyze issues and consider the implications of that analysis for the decision-making process.
3. **Communication skills:** Effective oral and written communication skills are necessary. These skills include the ability to communicate effectively in private meetings with members of the Technical Council, in public meetings, and in written materials, speeches, articles, memos and external correspondence. Communication skills also include the ability to listen to and consider the views of others. While a working knowledge of English is necessary, there should be no discrimination in selection against those for whom English is not their first language.
4. **Judicious decision-making:** Members of the Technical Council should be capable of considering varied viewpoints, weighing the evidence presented in an impartial fashion, and reaching well-reasoned and supportable decisions in a timely fashion.
5. **Knowledge of the climate mitigation environment:** Members of the Technical Council should have an understanding of the global economic environment in which SBTi operates. This global awareness should include awareness of sustainability, climate mitigation, business and financial reporting issues that are relevant to the mission of the SBTi worldwide.
6. **Ability to work in a collegial atmosphere:** Members should be able to show respect, tact and consideration for one another's views and those of third parties. Members must be able to work with one another in making deliberations based on the objective of the SBTi to develop high-quality and transparent climate standards. Members must be able to put the objective of the SBTi above individual philosophies and interests.

7. **Integrity, objectivity and discipline:** The credibility of members should be demonstrated through their integrity and objectivity. This includes intellectual integrity as well as integrity in dealing with fellow members of the Technical Council and others. Members should demonstrate an ability to be objective in reaching decisions. Members should also demonstrate an ability to show rigorous discipline and carry a demanding workload.
8. **Commitment to the SBTi's mission and public interest:** Members should be committed to achieving the objective of the SBTi of establishing Climate Standards that are of high quality, comparable and transparent. A candidate for the Technical Council should also be committed to serving the public interest.

ANNEX II – COMMUNICATION GUIDELINES

1. Technical Council members shall use the following wording when communicating their membership:

Member of the Science Based Targets initiative (SBTi) Technical Council The Technical Council is appointed by the SBTi Board with delegated authorities as a permanent, independent decision-making body to ensure the robustness and credibility of SBTi standards, methods and guidance.

2. In circumstances in which a full description of the Technical Council is required, Technical Council members shall use the following wording:
 - a. *The SBTi Technical Council is an independent deliberation and technical decision-making body, with delegated authority from the Board, to review and approve SBTi standards and other normative documentation, according to the Procedures for Development of SBTi Standards, and exclusively in the public interest.*
 - b. *The scope of the Technical Council covers all normative elements of the SBTi framework, including SBTi standards, principles that inform SBTi standards, mitigation pathways, target-setting methods and documents that supplement SBTi standards (including annexes, guidelines, position papers, policies, etc.).*
3. Membership of the Technical Council does not constitute being an SBTi employee. Members must avoid describing themselves as such or using terms which could be interpreted as implying that they are an SBTi employee.
4. With exception of the Technical Council Chair and Vice Chair, Technical Council members are not expected to comment publicly on the work of the Technical Council or act as a spokesperson on behalf of the Technical Council as a whole or other Technical Council members. Any communications on behalf of the Technical Council as a whole will be issued by the Chair (or Vice Chair acting on the Chair's behalf) in collaboration with the SBTi Chief Technical Officer and the Communications Department (communications@sciencebasedtargets.org).
5. Any media/journalist enquiries about the work of the Technical Council should be forwarded to and managed via the SBTi Communications Department (communications@sciencebasedtargets.org) that, where appropriate, will liaise with the SBTi Chief Technical Officer and the Technical Council Chair (or Vice Chair acting on the Chair's behalf) to provide a response.
6. Technical Council members are selected for their expertise and independence of thought, so it is recognized that they may undertake media or public speaking appearances or comment publicly about broader topics which are not directly related to the work of the SBTi or its Technical Council.



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