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TECHNICAL COUNCIL NOMINATIONS COMMITTEE TERMS OF REFERENCE

Version 1.1

February 2026

VERSION HISTORY

Version	Change/update description	Release date	Effective dates
1.0	<ul style="list-style-type: none">Initial Nomination Committee Terms of Reference approved	November, 2025	December 11, 2025
1.1	<ul style="list-style-type: none">Update to support operationalization and implementation of the Nomination Committee processesIntroduces Annex I (Chair and Vice-Chair Qualification Criteria) and Annex II (Observer Role)	February, 2026	February 6, 2026

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PURPOSE

The Technical Council Nominations Committee, “the Committee”, is a voluntary and unpaid body appointed by the SBTi Board of Trustees to oversee the process for identifying, assessing and nominating candidates for appointment or renewal to the Technical Council. Its purpose is to ensure that the recruitment and renewal process is fair, transparent, impartial and competency-based, and that it supports the independence and credibility of the Technical Council.

SCOPE

The Committee oversees the full nominations process for both:

1. The search, assessment and nomination of new Technical Council members, and
2. The assessment and nomination of existing members seeking renewal.

The Committee’s term aligns with the 2026 renewal process and will run from January 2026 and concludes once appointments have been made and the process is formally closed (estimated July 2026). The Committee does not make appointments; the objective of the committee is to deliberate and propose a shortlist of candidates to the board, with all final appointments made by the SBTi Board of Trustees.

COMPOSITION

The Technical Council Nominations Committee shall consist of five (5) members. Its composition is intended to ensure representation from the relevant SBTi governance bodies, while maintaining appropriate independence from the SBTi. The Committee shall have the following composition:

1. One (1) representative from the Board of Trustees.
2. Sitting Technical Council (TC) Chair
3. Sitting Technical Council (TC) Vice Chair
4. Two (2) independent members with recognised expertise in standard-setting and assurance governance. These independent members may be drawn, for example, from: the SBTi Validation Council; ISEAL or ISEAL member organisations; Experts in governance of standard-setting and certification bodies from academic or non-profit organisations.;

Independent members must not be current SBTi staff, Trustees, or Technical Council members. They are appointed in their personal capacity and are expected to exercise independent judgment in the public interest.

APPOINTMENT

Technical Council Nominations Committee members are appointed by the SBTi Board of Trustees as follows:

1. The Board of Trustees designates its own representative to serve on the Committee.
2. Independent members are proposed by the SBTi Quality Team, based on the agreed profile and eligibility criteria, and confirmed jointly by the Chair of the SBTi Board of Trustees and the Chair of the Technical Council.
3. The current Technical Council Chair and Vice-Chair serve on the Committee by virtue of their roles.

ROLES AND RESPONSIBILITIES

Responsibilities of the SBTi Board of Trustees

The SBTi Board of Trustees is the appointing authority for Technical Council members. Its responsibilities are to:

1. Approve the appointment process for Technical Council members.
2. Appoint the members of the Nominations Committee, including confirming the independent members.
3. Receive and review the Nomination Report submitted by the Nominations Committee.
4. Make final decisions on the appointment and renewal of Technical Council members.
5. Ensure that the approved cohort maintains the impartiality, credibility and composition required for SBTi technical decision-making.

Responsibilities of the Nominations Committee

The Nominations Committee is responsible for conducting the nominations process. Its core responsibilities are to:

1. Nominate Technical Council members with the aim of ensuring that the overall composition is aligned with the requirements set out in the Technical Council Terms of Reference.
2. Approve the assessment methodology for evaluating new applicants and existing members seeking renewal.
3. Shortlist and assess candidates based on the agreed methodology and applicable composition criteria.
4. Propose candidates for appointment or renewal to the SBTi Board of Trustees.

Responsibilities of the Technical Council Chair and Vice-Chair

The Technical Council Chair and Vice-Chair serve as voting members of the Nominations Committee. Their responsibilities are to:

1. Participate fully in the work and deliberations of the Nominations Committee.
2. Lead the performance assessment of existing Technical Council members seeking renewal, in line with the Technical Council Terms of Reference, Code of Conduct and other applicable policies.
3. Ensure the nominations and balanced composition of the Technical Council satisfies a remit of the Technical Council to 'protect the public interest'.

The performance assessment of the Chair and Vice-Chair themselves, when seeking renewal, is carried out by the SBTi Head of Quality and the SBTi Chief Technical Officer.

Responsibilities of SBTi's Quality Team

The SBTi Quality Team provides Secretariat and governance support to the nomination process. Its responsibilities are to:

1. Provide administrative, logistical and coordination support for all stages of the process and maintain documentation required for accountability.
2. Propose the assessment methodology for the Committee's approval.
3. Coordinate the open call for applicants, including preparation, dissemination and management of application intake.
4. Conduct the initial eligibility screening of applicants and prepare the longlist for Committee review.
5. Support the performance assessment of existing members in line with applicable policies.
6. Assess and manage potential conflicts of interest of Nominations Committee members, ensuring any identified conflicts are addressed in accordance with SBTi's applicable policies.
7. Provide additional support to the Committee where required to ensure a robust, transparent and well-governed process.

NOMINATION PROCESS

The nominations process comprises three components: (i) the search and assessment of new members by the Nominations Committee, (ii) the expression of interest and assessment of existing members seeking renewal by the Nominations Committee, and (iii) the nomination of candidates by the SBTi Board of Trustees. The Nominations Committee is responsible for this process, with support from the SBTi Quality Team.

Identification of new members to be recommended for appointment

An open call for new members is coordinated by the SBTi Quality Team, which is responsible for the preparation and dissemination of the call, managing application intake and conducting the initial eligibility screening based on the agreed methodology. Eligible applicants are presented to the Nominations Committee as a longlist.

Each Committee member assesses and scores all longlisted candidates individually using the approved assessment methodology. The Committee then convenes to review the individual assessments and agree on a shortlist of candidates for further evaluation.

Shortlisted candidates are interviewed by members of the Nominations Committee, with interviews and due diligence supported by the Quality Team as required.

Following interviews, the Committee jointly reviews all evidence and identifies the new candidates to be recommended for appointment, taking into account the intended composition of the Technical Council for the forthcoming term and the current members proposed for renewal.

Identification of existing members to be recommended for renewal

Existing Technical Council members may submit an expression of interest for renewal. Renewal candidates are assessed against the Technical Council Terms of Reference and relevant SBTi policies, informed by a performance assessment led by the Technical Council Chair, Vice-Chair and the Head of Quality.

The performance assessment of the Chair and Vice-Chair themselves, when they seek Technical Council renewal, is carried out by the Head of Quality and the Chief Technical Officer.

The Nominations Committee reviews the performance assessments of all renewal candidates and determines which members should be proposed for renewal and for which term length, taking into account the staggered rotation model, individual performance and the overall composition needs of the Technical Council.

Nomination to the SBTi Board of Trustees

Following the assessment of both new candidates and existing members seeking renewal, the Nominations Committee determines the proposed nominees. With support from the SBTi Quality Team, the Committee prepares a Nomination Report for the SBTi Board of Trustees that summarises the process followed, the criteria applied and the rationale for each recommended candidate, including how the proposed cohort meets the composition requirements set out in the Technical Council Terms of Reference.

The Nomination Report is submitted to the Board of Trustees, which makes the final appointment decisions. Once appointments are confirmed, the Committee supports any necessary formal communication before the process is handed over to the Secretariat for contracting and onboarding.

DECISION-MAKING

The Nominations Committee aims to reach consensus on the full composition of the list of candidates to be recommended to the SBTi Board of Trustees. Consensus is defined as all Committee members supporting the inclusion of a candidate in the proposal.

Where full consensus cannot be reached, the Committee will proceed as follows:

- Candidates for whom consensus exists will be included in the proposed list.
- For any remaining positions where consensus has not been achieved, the Committee will identify the candidates with the highest individual scores supported by the largest number of Committee members, based on the approved assessment methodology. For these candidates, the Committee will document any risks, concerns or objections raised by individual members, together with the Committee's rationale for recommending the candidate despite these considerations.

The basis for all recommendations, including any risks, concerns or objections relating to candidates that did not achieve full-consensus assessment, will be clearly documented for inclusion in the Nomination Report to the SBTi Board of Trustees.

PROCESS INTEGRITY

Confidentiality

All Committee discussions, materials and candidate information are confidential. Members must not disclose applicant information or Committee deliberations outside the Committee, except as required in the Nomination Report to the Board of Trustees and in accordance with SBTi confidentiality and data-protection policies.

Conflicts of interest

Members are required to declare any actual, potential or perceived conflicts of interest as soon as they become aware of them. Conflicts may arise from personal, professional or financial relationships with candidates, or from any other circumstance that could impair, or appear to impair, a member's impartiality.

Where a conflict of interest is identified, the affected member must recuse themselves from the assessment, discussion and consideration of the relevant candidate. All declarations and recusals will be documented in the Committee's records. The SBTi Quality Team is responsible for overseeing conflict-of-interest matters and ensuring that conflicts are assessed and managed in line with SBTi governance and integrity policies including, when appropriate, through SBTi's Legal department.

TIME COMMITMENT

The Nominations Committee will meet as required to carry out its responsibilities, including meetings to initiate the process, review the longlist, conduct interviews and agree the final slate of recommended candidates. Meetings may be held by videoconference and will be convened and coordinated by the SBTi Quality Team, which is responsible for scheduling, providing meeting materials and documenting key decisions. Participation in the Committee is expected to require approximately three to five working days per member over the course of the nomination process.

DISSOLUTION

The Nominations Committee is established specifically for the 2026 Technical Council nominations process. It will be dissolved once the Board of Trustees has made the appointments, successful candidates have been notified and the handover to the Secretariat for contracting and onboarding is complete. The Board may establish a Nominations Committee for future renewal cycles or related appointments as needed.

ANNEX I: CHAIR & VICE-CHAIR QUALIFICATION CRITERIA

Chair & Vice-Chair selection criteria (qualifications profile)

Before being invited to an interview the candidates should be asked if they would like to be considered for the Chair or the Vice Chair position. Based on the expression of interest the following should be considered.

In addition to meeting the baseline eligibility and member criteria (including independence, acting in the public interest, conflict-of-interest management, confidentiality, and the technical competence expected of all TC members), the Nominations Committee should seek a Chair and Vice-Chair who have a demonstrated track record of leading international, multi-stakeholder technical decision-making bodies, and who can safeguard the integrity, quality, and credibility of SBTi's standard-setting and related normative decisions.

The Chair (and Vice-Chair) should be assessed against the following qualifications, expertise, and experience, evidenced through prior roles, references, and interview:

1. **Proven chairing experience and reputation in the field:** Significant experience in chairing or leading technical committees, expert groups, or other senior decision-making bodies, and a recognised reputation for professionalism and balanced leadership.
2. **Impartial leadership:** Ability to act neutrally and independently, not representing any individual organisation or interest, and ensuring fair and balanced consideration of all perspectives.
3. **Consensus-building in complex, contested topics:** Demonstrated ability to guide diverse groups toward consensus, encourage inclusive participation, manage differing views constructively, and resolve issues through informed and transparent deliberation.
4. **Strong command of due process and procedural discipline:** Clear understanding of good-practice standard-setting processes, including transparency, balanced participation, structured decision-making, and defined escalation pathways when consensus cannot be reached.
5. **Technical credibility and strategic leadership:** Recognised expertise in fields relevant to SBTi's remit, combined with the ability to provide high-level scientific and strategic leadership and to understand implications for real-economy application and sectoral contexts.
6. **Cross-cultural facilitation and protection of fair participation:** Capacity to facilitate discussion among experts from different regions, cultures, and stakeholder groups, ensuring equal participation and safeguarding against dominance or marginalisation.
7. **Sound judgement, integrity, and conflict handling:** Proven ability to exercise sound judgement under pressure, maintain high integrity, and manage conflicts of interest and sensitive information appropriately, setting the tone for the Council's conduct.
8. **Time commitment and delivery mindset:** Ability to commit the necessary time to fulfil the Chair's responsibilities (can be double the time required from members), ensure meeting readiness, follow through on decisions, and maintain progress against timelines.

9. **Vice-Chair emphasis:** The Vice-Chair should meet the full Chair profile, with particular emphasis on the demonstrated ability to step in fully for the Chair when needed, including chairing complex sessions, ensuring process integrity, and maintaining continuity during any absence or conflict.

ANNEX II: OBSERVERS ROLE

The Nominations Committee may permit observers to attend its meetings in order to support transparency and appropriate oversight, while fully safeguarding the Committee's independence, confidentiality and decision-making integrity. Observers are not members of the Committee, hold no voting rights, and do not participate in assessments, deliberations, or decision-making.

1. **Eligibility:** Up to five observers can participate in the process, subject to confirmation from the Nominations Committee. Observers may include: (i) Trustees, (ii) members of the SBTi Executive Leadership Team, (iii) current Technical Council members not applying for a second period and (iv) heads from the Technical Department.
2. **Role and limitations:** Observers may attend meetings only with prior approval. They may receive meeting materials strictly on a need-to-know basis and solely for the purpose of their approved observation. Observers do not score candidates, participate in discussions, or influence decisions.
3. **Confidentiality and conflicts:** Observers are bound by the same confidentiality requirements of their Board, Staff and Technical Council membership.
4. **Request and approval process:** Requests to observe a meeting must be submitted in writing to the Technical Council Secretary in advance, specifying the meeting date, purpose of attendance. The Secretariat will consult the Nominations Committee and confirm approval or refusal in writing. Approval is discretionary and may consider the purpose of the request, the number of observers, meeting logistics, and the confidentiality level of agenda items.
5. **Observer Escalation Pathway:** If an Observer wishes to raise a concern, comment, or recommendation regarding the NomCom's process, materials, or emerging conclusions, they should do so in writing to the Technical Council Secretary. The Technical Council Secretary will acknowledge receipt and, as appropriate, discuss the input with the Head of Quality to determine the most suitable handling route. Where the input is procedural or administrative, it may be addressed directly by the Secretariat through clarification or a proposed process adjustment; where the input is substantive and relevant to the NomCom's deliberations, the Secretariat may escalate it to the NomCom in writing and/or propose it as an agenda item for the next NomCom meeting (or circulate it between meetings where time-sensitive). The Secretariat will keep the Observer informed of the outcome to the extent possible, subject to confidentiality, data protection, and the integrity of the recruitment process.

