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DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

Open call: SBTi Services Limited Board of Non Executive Directors

May 2024

Summary	3
About the SBTi	3
Responsibilities of the Non-Executive Directors (Board)	3
Duties of the Non-Executive Directors (Board)	5
Selection Criteria	5
Term and time commitments	6

Summary

The SBTi Services Limited is calling for interested candidates to apply to be considered and appointed to the SBTi Services Limited's three member board ("The Board") as Non-Executive Directors. As the SBTi Services Limited progressive in its establishment, more board members will be considered. SBTi Services Limited (limited company number 15181058) is a wholly owned subsidiary of the Science Based Targets Initiative, a company incorporated in England and Wales (company number 14960097) and a charity regulated by the Charity Commission of England and Wales (charity number 1205768).

Additionally, the Board is expected to comply with the Companies Act 2006, which imposes certain general duties on a director of a UK limited company.

About the SBTi

The SBTi drives corporate climate action by enabling businesses and financial institutions globally to set science-based greenhouse gas (GHG) emissions reduction targets. The SBTi is incorporated as a charity in England and Wales, SBTi's wholly owned subsidiary SBTi Services Limited, will host the organisation's target validation services. SBTi's founding partners are CDP, the United Nations Global Compact, the We Mean Business Coalition, the World Resources Institute (WRI), and the World Wide Fund for Nature (WWF). The SBTi is in the process of establishing full legal independence from its founding partners whilst maintaining a collaborative relationship where each partner retains a seat on the SBTi Board of Trustees and acts exclusively in the best interests of the SBTi.

The SBTi's goal is to enable companies worldwide to do what climate science requires of the global economy: to halve emissions by 2030, and achieve net-zero before 2050. The SBTi develops standards, including criteria, tools and guidance to enable businesses and financial institutions to set greenhouse gas (GHG) emissions reduction targets in line with what science tells us is needed to keep global heating below 1.5°C. SBTi Services Limited will assess and validate companies' targets in conformity to the SBTi standards and related instruments.

Responsibilities of the Non-Executive Directors (the Board)

The Board will be appointed for their expertise and in their individual capacities and not as representatives of the organisations that employ them or to which they belong, should this be the case.

1. Overarching Responsibility/Accountability:

- a. Comply with legal duties as a board of directors of a company that is an independent subsidiary of a UK charity, including the overarching duty to act in the best interests of SBTi Services Limited.
2. Strategy:
 - a. Oversee the development of the strategic direction and plans and enable the company to meet its purpose, including safeguarding the legal, financial and strategic interests of SBTi Services Limited as agreed and approved by the SBTi Board of Trustees;
 - b. Provide strategic advice to the Executive Director of SBTi Services Limited in implementing the company's strategic plan and budget and oversee financial performance ;
 - c. Receive and review reports from the Executive Director pertaining to meeting the company's vision, mission, strategy, budget and business plan.
3. Governance:
 - a. Establish the SBTi Services Limited governance framework, including compliance framework, to ensure the company meets its obligations;
 - b. Establish the SBTi Services Ltd Board sub committees, including developing the terms of reference and the appointment (and removal) of committee members;
 - c. Approve SBTi Services Limited Board policies, including conflict of interest policy, and oversee and ensure implementation;
 - d. Develop the SBTi's Services Limited's organisational Code of Conduct;
 - e. Approve the SBTi Services Limited Board recruitment strategy;
 - f. Engage with and manage the Validation Council.
4. Related party transactions
 - a. Develop, approve, monitor, and review agreements and transactions with related parties to ensure independence of decision making , including with parent entities.
5. Finance:
 - a. Approve the annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities;
 - b. Receive and review reports on the financial performance of the organisation against agreed strategy and budgets;
 - c. Approve the company's annual reports and accounts;
6. Risk management:
 - a. Oversee the company's risk management strategy and risk management performance;
 - b. Identify, monitor and oversee risk mitigation strategies and take responsibility for implementing and documenting key decisions on serious incidents, including appeals.
7. Performance management and dispute resolution
 - a. Manage the performance of the Executive Director, the Validation Council and members of the Board's sub-committees;
 - b. Resolve disputes that arise, and
 - c. Assess the Board's own performance.

Duties of the Non-Executive Directors (the Board)

1. You must act:
 - a. Honestly and in good faith,
 - b. In the best interests of the company,
 - c. With integrity and impartiality,
 - d. In a financially responsible manner,
 - e. With a reasonable degree of care, diligence and skill,
 - f. According to the agreement or document that founded SBTi Services Limited,
 - g. In line with SBTi Services Limited's relevant and applicable policies, regulations and organisational Code of Conduct and in accordance with the mission, purpose and goals of both SBTi and SBTi Services Limited.
2. Dedicate an appropriate amount of time to the SBTi Services Limited's Board including allocating sufficient time to prepare and read pre read documents in order to make informed decisions during meetings;
3. Attend meetings (physical and/or virtual) and adequately prepare for discussions and contribute to the decision making process;
4. Agree to participate in development activities: onboarding program, on-going Board development activities and individual growth and development opportunities;
5. Avoid any conflict of interest between the interests of SBTi Services, and any personal, professional, and/or business interests. This commitment includes the ongoing declaration of any potential, perceived or actual conflicts of interest that may affect you;
6. Conduct oneself ethically and in accordance with the Organisation Code of Conduct.

As a Board of Director, you must NOT:

1. Disclose any confidential or privileged information you have due to your position at the SBTi Services Limited;
2. Use your position to gain an advantage for yourself or others;
3. Use your position to cause harm to the organisation
4. Communicate externally about the affairs of the SBTi Services Limited without seeking written approval.

Selection Criteria

Overall

- Minimum of 5 years' board experience as a non-executive director or trustee (either non-profit or for-profit): plus extensive professional experience with significant executive leadership accomplishments in business, social enterprises and/or managing third party certification, validation or verification schemes.

Specific

- **Finance experience:** Experience in demonstrated financial management, strategy, and accounting. Candidates should also be familiar with financial controls, regulations and risk management practices, including internal controls and auditing procedures.
- **Legal experience:** Legal expertise in several areas including employment, data protection, data privacy, UK company and charity law, conflict resolution, risk management, compliance, procurement, contracts, commercial, patents, trademark, and intellectual property law.
- **Certification experience:** Experience in 3rd party certification, validation or verification schemes, including performing conformity assessment and addressing complaints, allegations and appeals.
- **Strategic Thinker:** Proven ability to use critical thinking to solve complex problems and plan for the future and accomplish long-term financial and operational sustainability.
- **Communication skills:** Effective oral and written communication skills are necessary. These skills include the ability to communicate effectively in private and public, and in written materials, 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.
- **Judicious decision-making:** Non-Executive Directors should be capable of considering varied viewpoints, weighing the evidence presented in an impartial manner, and reaching well-reasoned decisions in a timely fashion.
- **Ethical Leadership:** : Non-Executive Directors must have conducted their employment with integrity, honesty, decency and respect and consideration for one another's views and those of third parties..
- **Integrity, objectivity and discipline:** The credibility of the Non-Executive Directors should be demonstrated through their integrity and impartiality. This includes intellectual integrity as well as integrity in dealing with fellow members of the SBTi Services Limited Board and others. Non-Executive Directors should demonstrate an ability to be objective in reaching decisions and an ability to show rigorous discipline.
- **Commitment to the SBTi Services Limited's mission:** Non-Executive Directors should be committed to achieving the objective of SBTi Services Limited to produce validation decisions that are comparable and adhering to established and approved governance procedures.

Term and time commitments

- SBTi Services Limited's Non-Executive Directors (the Board) are appointed by the SBTi's Board of Trustees for a term of three years, with a two-term limit subject to ongoing compliance with the commitments of the role.

- The SBTi Services Limited Board plans to convene on a quarterly basis and from time to time Non-Executive Directors (the Board) should have the availability to convene for additional extraordinary meetings.

How to apply

- Send your CV, relevant certifications, and cover letter detailing how your profile fits the requirements specified in this call and why you wish to be considered for the SBTi Services Limited Non Executive Board of Directors to **kris@climate17.com** with the subject "SBTi Services Limited Non Executive Board of Directors Application" by 25th June 2024.

Selection Process

- Climate 17 will conduct an assessment of candidates applications (review of documentation)
- Selected candidates will be contacted for interviews by the SBTi team
- Candidates will be presented to the SBTi Board of Trustees Nominations Committee (candidates can expect to be call for a 2nd round of interviews if needed)
- The Nominations Committee will present a list of recommended candidates to the SBTi Board of Trustees for consideration, and approval



Science Based Targets Initiative is a registered charity in England and Wales (1205768) and a limited company registered in England and Wales (14960097). Registered address: First Floor, 10 Queen Street Place, London, England, EC4R 1BE. SBTi Services Limited is a limited company registered in England and Wales (15181058). Registered address: First Floor, 10 Queen Street Place, London, England, EC4R 1BE. SBTi Services Limited is a wholly owned subsidiary of Science Based Targets Initiative. © SBTi 2024