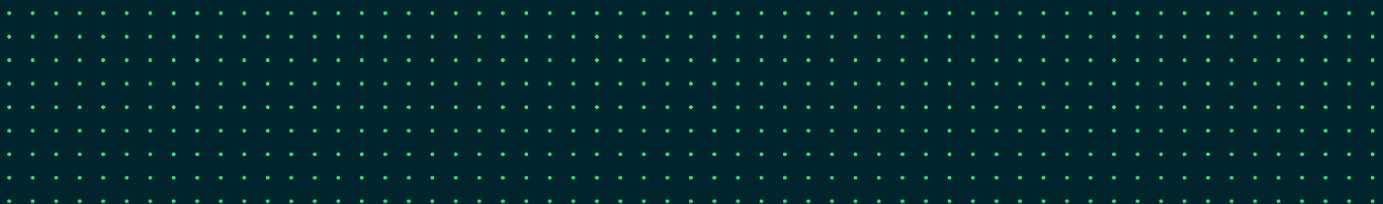




# Terms of Reference (ToR)

For the Secretariat of the Climate Action Data Trust



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This document outlines the terms of reference and procedures of the Secretariat (the “**Secretariat**”) of Climate Action Data Trust to support the Board, the council of the Climate Action Data Trust (the “**Council**”), as well as the Technical Committee and User Forum, and any other bodies. These Terms of Reference may be subject to legal review and amendment at the end of the interim period, which is foreseen to be 31 December 2024.

### 1. Purpose

The purpose of the Secretariat is to prepare and execute a work programme to support the Council in delivering the strategic vision for operationalizing the Climate Action Data Trust. The work programme will comprise fundraising, fostering adoption by the registries of independent carbon crediting programmes and national registries, capacity building activities, managing interaction with the governing and advisory bodies, stakeholder outreach, and overseeing finances and day-to-day operations.

### 2. Composition and Appointment

#### Composition and appointment of the Secretariat

- a. Before the official launch, IETA shall carry out the Secretariat functions by agreement between IETA, the World Bank and Singapore Government (the “**Founding Sponsors**”) to ensure continuity with the work started under the World Bank’s Climate Warehouse initiative and transferred to the Climate Action Data Trust.
- b. After the launch, the Board, in consultation with the Council, shall review the continuation of IETA in this capacity for an initial period of two (2) years from the date of the launch (the “**Initial Period**”).
- c. If approved, IETA shall be appointed to operate and administer the Secretariat for the Initial Period in accordance with the terms of the Service Level Agreement (“**SLA**”) between IETA and Climate Action Data Trust.
- d. IETA shall recruit for the various roles envisioned for the Secretariat, such as: [Executive Director, Technical Director, Operations Lead, Communications and Marketing Lead and two (2) Analysts.] [Such persons shall be employed by [IETA][Climate Action Data Trust].]

## Transition after the Initial Period

At the end of the Initial Period, the operation and administration of the Secretariat will be either:

- a. shifted to Climate Action Data Trust; or
- b. continue to be serviced by IETA or another entity.

The decision on the above will be made by the Board in consultation with the Council and, if needed, reflected in a new SLA between Climate Action Data Trust and either IETA or such other agreed entity.

The Board shall establish all requisite procedures for the transition or renewal of the Secretariat functions. IETA shall comply with and support a transition process for the Secretariat, if needed.

### **3. Duties and Responsibilities**

Under the oversight of the Board, the Secretariat will be responsible for the day-to-day operations of Climate Action Data Trust, providing administrative, legal, and financial services. In particular, the Secretariat will:

- a. Implement a work programme approved by the Board in consultation with the Council
- b. Provide operational support to the Board and other bodies including establishing a regular cadence of meetings, coordinating invitations and attendance, setting meeting agendas, preparing meeting materials, recording minutes and decisions, and arranging follow up activities
- c. Provide sufficient human resources and allocate clear roles and responsibilities to implement the work programme
- d. Organise and execute all administrative duties associated with the work programme
- e. Arrange service provider contracts to implement the work programme
- f. Conduct outreach with stakeholders, members, and external agencies and third parties (including multilateral institutions, agencies and governments).
- g. Manage the day-day to financial resources to implement the work programme
- h. Conduct fund-raising activities [as agreed in the SLA] to secure sufficient financial resources to implement the work programme
- i. Provide oversight of the financial management of the Climate Action Data Trust including reporting financial and other information on the activities of Climate Action Data Trust to the Board
- j. Carry out monitoring and evaluation functions.
- k. Establish and run effective knowledge management practices;
- l. Consider the adoption of functions such as cash flow projections, resource mobilisation and audit management.

- m. Consider administrative items such as business continuity management, information technology services and insurance for the Climate Action Data Trust; and
- n. Perform any other functions assigned to it by the Board in consultation with the Council.

### 3. Legal obligations

- a. Climate Action Data Trust is incorporated under the Companies Act of 1965 of Singapore.
- b. IETA will act in accordance with the SLA between Climate Action Data Trust and IETA.
- c. Staff are expected to carry out the duties of their office:
  - i. honestly and in good faith;
  - ii. in the best interests of the Climate Action Data Trust; and
  - iii. with the care, diligence, and skill of a reasonably prudent person.
- d. The Secretariat (including for the avoidance of doubt each member of the Secretariat) shall comply with confidentiality and other good governance policies adopted by the Board from time to time.
- e. [The Secretariat shall be independent of any market participants and Founding Sponsors. All persons, including entities or organisations, directly engaged in the work of the Secretariat shall disclose, with full transparency, any conflicts of interest in accordance with the conflicts of interest policy adopted by the Board.]

Please note that these Terms of Reference remain subject to the other governing documents, the Constitution of the Climate Action Data Trust and the laws generally applicable in Singapore from time to time (including under the Companies Act 1965).

## ANNEX I:

### RECOMMENDATIONS FOR THE SECRETARIAT FROM THE PUBLIC CONSULTATION ON GOVERNANCE AND FINANCE<sup>1</sup>

#### Secretariat

A small Secretariat will be needed to establish the Climate Action Data Trust and deliver in its aims, starting with fundraising and funder engagement, driving adoption and coordinating technical/IT work. The Secretariat will also have to work closely with the Board, the Council and the Committees to implement the decisions made.

Driving adoption with data providers and users will be a key part of the tasks in the short term.

- The Secretariat should work closely with the Council to achieve buy-in and adoption of the data specifications among the key independent standards.
- As the involvement of governments will help deliver the full potential of the Climate Action Data Trust, the Secretariat should engage closely with governments to facilitate their participation.
- Driving adoption with users will also be important. Roadshows, demos and similar activities may be required for this.

In the Interim phase, the Secretariat could require the following roles:

- **Executive Director:** to lead the Secretariat, liaise with the Council and act as an external ambassador of the Warehouse
- **Technical Director:** to support the Director, help implement the strategy of the Climate Action Data Trust and lead fundraising
- **Community Manager:** to Lead Technical and User Committees, liaise between them and the Council, manage ongoing IT and stakeholder tasks, coordinate IT updates and help support onboarding of new Standards
- **Operations Lead:** to coordinate the main workstreams, help implement strategy, coordinate HR and administrative functions
- **Communications and Marketing Lead:** to lead marketing strategy and drive adoption with data providers and users
- **2x Analyst:** to implement the policy, technical and admin tasks of the Secretariat.

Considering the need for fast operationalization of the Climate Action Data Trust, interim arrangements for the Secretariat will also be needed, with the intention to hand over these duties to an independent body in future.

