

TERMS OF REFERENCE

PROTERRA STANDARD REVISION AND DEVELOPMENT

VERSION 1.0|2020

1. Scope

This Document of Terms of Reference specifies general requirements for transparent and accountable revision of the ProTerra Standard.

2. Revision Process

2.1 The ProTerra Standard shall be reviewed at least every five years taking comments from stakeholders into account.

2.2 Proterra Foundation shall, before initiating a revision, develop or update lists of sectors that have an interest in the standard and key stakeholder groups within those sectors, based on the standard's scope.

2.3 Proterra Foundation shall make publicly available a summary of the revision process that shall include at least: a rationale for the revision (see section 5), steps in the standard-setting process, including timelines, and clearly identified opportunities for contributing and decision-making procedures in relation to the revision process.

2.4 Direct communication with key stakeholders (refer to 2.2) on the revision process is also to occur before the opening of the public consultation phase (2.5).

2.5 A public consultation phase for ProTerra Standard revision will be composed of one round of consultation, that will remain open for 60 days for comment submissions by stakeholders. Stakeholders shall be invited to give suggestion on elements that should be modified in the new version that is to be developed having as starting point the current valid ProTerra Standard version.

2.6 Upon the completion of the initial period of public consultation, ProTerra Foundation will identify stakeholder groups that are not adequately represented and proactively seek their contributions.

2.7 ProTerra Foundation's Certification and Standards Committee will compile all comments received during a consultation period; prepare a written synopsis of how each issue has been addressed in the standard revision; make the synopsis publicly available; and send it to all parties that submitted comments. Names of individuals and companies will be omitted, information will be presented by sector.

2.8 ProTerra Foundation will make original comments received during a consultation period publicly available. Names of individuals and companies will be omitted, information will be presented by sector.

2.9 In the case of non-substantive changes to the standard (e.g. to clarify language or correct a spelling or formatting mistake), ProTerra Foundation will not conduct a formal revision process but shall communicate changes to stakeholders.

2.109 In the event of the development of a **new** Standard of ProTerra Foundation, all the above steps, are applicable. However, a draft version of the new standard, developed by ProTerra technical staff and approved by the Certification and Standards Committee, and ratified by the Board of Directors, shall be made available for public consultation at least 90 days for comment submissions by stakeholders. Stakeholder shall be invited to give suggestion on elements that should be modified or considered in the new standard to be launched having as starting point the draft version.

3. Responsibilities

3.1 ProTerra Foundation Managing Director will define one individual with the overall responsibility to organize and mediate all discussion related to the revision process. This individual will also have responsibility in developing and implementing activities listed under section 2 above.

3.2 A team of at least 3 experts, nominated by the ProTerra Foundation Managing Director with the approval of the ProTerra Board of Directors, will form the working group of the revision. This may be members of the Certification and Standard committee, or further expert individuals may be requested to join the team, if necessary. This group, led by the Managing Director, or a person authorized by him/her, will analyse and answer all the comments made by stakeholders, defining what elements are to be included in the new version of the standard. The working group will try to reach a consensus (characterised by the absence of sustained opposition to substantial issues) when making decisions. All decisions will be justified in writing.

The team of experts will review and issue a final version, which is to be approved by the Certification and Standards Committee and sent to the Board for ratification.

3.3 All answers to stakeholders and proposed modifications to the Standard will be submitted to the Certification and Standards Committee approval, and to the ProTerra Foundation Board of Directors for ratification, and inclusion in the new version of ProTerra Standard.

3.4 A final draft of the standard will be prepared based on the results of item 3.3. This version shall be subjected to proofreading by an individual not engaged in any of the previous steps.

3.5 A final version of the revised ProTerra Standard will be made available on the ProTerra website.

4. Transition Period

4.1 ProTerra Foundation will define a transition period based on the complexity of the modification in the new version of the ProTerra Standard and inform its stakeholders of the revised standard and transition period for adoption and enforcement of the same, in particular certification bodies and where feasible, certified enterprises.

4.2 ProTerra Foundation will offer webinars open to all stakeholders, explaining the differences with the old and new version of the Standard, and training to certification body auditors and internal auditors of interested parties

5. Development of a New Standard

5.1 At the outset of a new standards development process ProTerra Foundation in connection with the Certification and Standards Committee shall:

- Define the proposed scope of the standard and the intended geographic application;
- Establish a justification of the need for the standard including: an assessment of the most important sustainability issues falling within the scope of the standard; an explanation of whether the proposed standard will meet an expressed need; and documentation of other standards operating or in development that meet all or part of the expressed need;
- Indicate social, environmental and economic outcomes that the standard seeks to achieve and how those are linked to the organisation's intended change
- Assess risks in implementing the standard and how to mitigate these, including: identification of factors that could have a negative impact on the ability of the standard to achieve its outcomes; unintended consequences that could arise from its implementation; and possible corrective actions that could be taken to address these potential risks.

5.2 All information development under 5.1 above will be made available to stakeholders as part of the summary of the revision process (refer to 2.3 above). As part of the public consultation process, stakeholders will be asked also to give input and further suggestions to the topics under 5.1.