

# **SuRe® – the Standard for Sustainable and Resilient Infrastructure**

## **Governance Bodies Terms of Reference**

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Global Infrastructure Basel Foundation (GIB) is a Swiss non-profit foundation working to promote sustainable and resilient infrastructure globally. GIB engages with a wide range of stakeholders to build links between infrastructure projects and sources of finance. GIB is the Standard Owner of SuRe® – The Standard for Sustainable and Resilient Infrastructure, a private, voluntary, third-party verified certification standard.

Global Infrastructure Basel Foundation

Elisabethenstrasse 22

4051 Basel

Switzerland

Tel: +41 61 205 10 59

Fax: +41 61 271 10 10

<http://www.gib-foundation.org>

E-mail: [standard@gib-foundation.org](mailto:standard@gib-foundation.org)

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# SuRe® Governance Bodies Terms of Reference

## 1 Overview

The governance structure of the SuRe® Standard is set up in a way to fulfil the following goals and principles of the Standard, which are to:

- Safeguard a balance of global multi-stakeholder representation in standard decision-making;
- Provide transparency and due process safeguards;
- Ensure independence between standard-setting activities and other organisational activities of the Global Infrastructure Basel Foundation (GIB);
- Ensure that application to be part of the SuRe® Standard’s governance bodies is open to all stakeholders groups (according to the principles and procedures outlined in this document) that have an interest in advancing sustainable and resilient infrastructure in line with the SuRe® Standard’s environmental, social and governance (ESG) objectives and scope;
- Ensure that stakeholders from underrepresented or disadvantaged groups are encouraged to participate in the governance and development of the Standard, particularly striving towards inclusion of developing countries a gender balanced representation among its members.

## 2 Stakeholder Identification Process

### 2.1 General

GIB conducted a stakeholder mapping (please see Annex “A”.) in order to identify the main stakeholder groups for which the SuRe® Standard’s mandate is relevant. The three main stakeholder groups identified are:

#### 2.1.1 Project developers

This group refers to all participants in the infrastructure project throughout its life cycle and may include infrastructure project owners or companies, constructors, engineers working on the project, other contractors and subcontractors, operations and maintenance (O&M) agents depending on the nature and stage of development of the infrastructure project.

#### 2.1.2 Infrastructure financiers

This group refers to both public and private financiers, including financial services (e.g. banks, funds, private equity funds, investment analysts, asset managers etc.), public and development finance institutions, institutional investors, private companies and communities depending on the financing approach of the project and associated sources of finance.

#### 2.1.3 Public sector institutions

This group refers to all public sector departments and institutions that have authority to procure, select, authorise and/or finance infrastructure projects at local, regional, national and international levels depending on the location and scale of the infrastructure project.

### 2.2 Underrepresented and Disadvantaged Groups

In order to ensure that a fair and gender-balanced representation of stakeholders groups is maintained at all times and that their inputs help shape the content of the SuRe® Standard, GIB’s governance strategy is based on the collaborative functioning of two main governance bodies which oversee, make decisions and provide recommendations on the Standard development process: the Stakeholder Council and the Standard

Committee. (Please refer to Annex A.2.1 and A.2.2 a complete list of the Stakeholder Council and Standard Committee members at the time of writing).

The SuRe® Secretariat shall actively seek the contribution of underrepresented or disadvantaged groups by implementing strategies that can allow these groups to participate, for example: by allowing remote participation (skype, conference calls, etc.) to meetings, supporting the visa process of representatives flying in to GIB's offices for meetings by providing adequate documentation (e.g. invitation letter), and in some instances (when funding is available) contributing to a percentage of the expenses of the travel and/or accommodation costs. The outreach strategy will be done through personal and electronic invitations. A revision of the composition of the Stakeholder Council and the Standard Committee shall be carried out by the SuRe® Secretariat whenever deemed necessary in order to identify current disadvantaged or underrepresented groups and to seek their contribution and/or membership.

### **3 Stakeholder Council**

#### **3.1 Mandate**

The Stakeholder Council (SC) is the formal stakeholder forum within the Standard's governance structure. The Council's core purposes are to:

- Provide a forum for information exchange among the various stakeholder groups of SuRe®;
- Provide feedback to GIB to inform standard-setting activities, standard content and strategic planning;
- Nominate members of the Standard Committee;
- Make concur/non-concur recommendations to the Standard Committee about proposed new content, revisions and/or updates of the standard framework and guidelines. If appropriate this is achieved through the formation of thematic sub-committees;
- Act as advocates for GIB's vision and mission and facilitate new partnerships when possible.

#### **3.2 Terms**

The Stakeholder Council has no official legal authority or accountability within the organisation. However its role and the contribution of Council members play a vital part in assuring that GIB's work is relevant and useful to actors involved in infrastructure development and implementation across different regions. It represents the needs and aspirations of diverse stakeholders, culminating in a unified and powerful force leading to transformative change globally.

The Stakeholder Council does not hold voting rights. It only provides guidance and recommendations to the SuRe® Secretariat and Standard Committee, who will report on how the guidance and recommendations have been taken into account. Recommendations can be submitted by the Stakeholder Council as a whole (concur) or by an individual/subgroup of the body (non-concur). Where appropriate, Council members form working groups with a member of the Standard Committee as chair on certain thematic or regional issues.

#### **3.3 Composition**

Up to 40 members sit on the Stakeholder Council. Its membership is diverse and drawn from the following regions: (1) Africa, (2) Asia (3) Europe/North America (4) Latin America/Caribbean, (5) Middle East/North Africa. Stakeholder groups represented include Project Originators/developers, Academia, Civil Society Organisations, Financiers, Sectoral and Sustainability Experts the Public Sector and International Organisations. Forum membership evolves to include the most relevant representatives within stakeholder

organisations (please refer to Annex A.2.1 for a complete list of the current members of the Stakeholder Council at the time of writing).

### 3.4 Appointment Process

All interested actors and organisations who identify themselves as belonging to a stakeholder group and who commit to the mandate of the Stakeholder Council can apply for membership in writing to the SuRe® Secretariat at [standard@gib-foundation.org](mailto:standard@gib-foundation.org). They shall include statements on (1) their interest in the standard and how they relate to it/use it and (2) suggestions on who could represent them most effectively in the Council. The SuRe® Secretariat will evaluate the request.

Members are selected for three years, after which membership can be renewed. Every three years, the SuRe® Secretariat reviews the composition of the Stakeholder Council to make sure it continuously represents a balance of key stakeholders. If changes to the composition should be made, the SuRe® Secretariat submits a recommendation to the Foundation Board for approval.

### 3.5 Meetings and Communication

The Stakeholder Council shall attend the yearly webinar organized by the SuRe® Secretariat at a convenient date for the majority of the stakeholders. The meeting shall be used as an opportunity to:

- Collect feedback on the implementation of the Standard;
- Present progress updates;
- Present and discuss developments in GIB strategy, operations and programmes;
- Set planning and implementation goals;
- Facilitate networking and information exchange on sustainable infrastructure issues.

Between meetings, regular communication is retained with Council members and other stakeholders on all-important matters relating to standard-setting, revision, implementation etc.

## 4 Standard Committee

### 4.1 Mandate

The Standard Committee is the main governance body of the Standard scheme, bringing together experienced, passionate and influential individuals representing the different stakeholder groups, who can help create and implement an effective standard scheme which meets its goals, as defined in the SuRe® Terms of Reference.

Standard Committee members actively contribute to the development of the Standard, by strategic and content-related decision-making, reinforcement of GIB and the Standard's stance in the infrastructure sector, and diverse experience and insight. Thus, the Committee contributes to maintaining the quality and coherence of the Standard framework.

In specific, the Standard Committee has the authority to:

- Approve and adopt Standard content, criteria and programme outlines;
- Actively give input on Standard content, criteria and programme outlines, if necessary by leading a thematic working group/sub-committee;
- Get recommendations and accept decisions of the GIB Foundation Board regarding due process.

### 4.2 Terms

The Standard Committee approves all drafts and adopts final versions/revisions of the standard scheme and guidelines, according to the Standard-Setting Procedures (Document PR01). In decision-making the body

strives for consensus. If consensus not reached, the alternative decision-making procedures are enacted, as laid out in said Standard Setting Procedures.

### 4.3 Composition

The Standard Committee is composed of 11 to 15 members, who represent the main stakeholder groups of the Stakeholder Council in addition to a representative of GIB (Please refer to Annex A.2.2 for a complete list of the current member of the Standard Committee at the time of writing):

- Three seats shall be reserved for project originators/developers/contractors;
- Three seats for infrastructure financiers/investor/banks;
- Three seats for members representing civil society and/or sustainability interests;
- One member representing a public authority (e.g. procurement authority);
- One member representing GIB;
- The remaining seats shall be open nominations, including for example academics, certifiers or policy setters.

The members of the Standard Committee can invite along colleagues or be represented by a colleague if they feel their specific set of expertise is beneficial to the process.

### 4.4 Appointment Process

The members of the Standard Committee representing the main stakeholder groups are recommended by the Stakeholder Council. The one member of the Standard Committee representing GIB is recommended by the SuRe® Secretariat. The GIB Foundation Board evaluates the recommendation and gives approval. If approval is not received, the SuRe® Secretariat will take up a mediating role between Stakeholder Council and Foundation Board to appoint (a) suitable representative(s).

Members should have sufficient time to input into appropriate aspects and depth of activities outlined under “mandate” and “meetings and communication”. Moreover, they shall have the expertise to substantively contribute to the development of the standard.

Members are elected for a period of one or two years according to their preference with possibility of renewal. The GIB Foundation Board reviews individual membership of the Standard Committee every three years.

### 4.5 Meetings and Communication

During standard-setting or revision periods, the Standard Committee shall meet at least three times per year (in person or virtually) to discuss open questions and take outstanding decisions. If appropriate, members of the Standard Committee chair a thematic working group, which meets regularly on specific topics and reports to/gives recommendations to the Standard Committee. In periods where no standard-setting or revision activities are on-going, the Standard Committee meets at least once a year to facilitate the implementation of its mandate.

### 4.6 Transitional Standard Committee

During the first year of standard development, a Transitional Standard Committee will take up the functions of the Standard Committee, in order to facilitate decision-making until there is a functioning Stakeholder Council, which can nominate a Standard Committee. This transitional body will be selected by the SuRe® Secretariat and confirmed by the GIB Foundation Board.

### 4.7 SuRe® Secretariat

The SuRe® Secretariat comprises the GIB Foundation and Natixis Bank. The SuRe® Secretariat shall take up all secretarial functions linked to the work of the Standard Committee.



## 4.8 Fee Schedule

Currently, participation in the Stakeholder Council and the Standard Committee is free of charge. The SuRe® Secretariat has the right to put forward a proposal for a different membership structure if deemed necessary. Any changes to the membership structure shall be subject to the Standard Committee and GIB Foundation Board's approval.

## 5 GIB Foundation Board

### 5.1 Mandate

The Foundation Board is responsible for all financial, legal and governance aspects of the GIB Foundation, including the determination of strategic and policy direction, supervision of the management fulfilment of specific tasks attributed to it by GIB Statutes. Regarding the governance of SuRe®, the Board has the following mandate:

- Provide Input into and approval of the strategic, programmatic and operational plans linked to the standard;
- Provide final authority on due process in all standard-setting and revision processes, thus monitoring the compliance with the Standard-Setting Processes (Document PR01).

### 5.2 Terms, Composition and Appointment Process

The terms, composition and appointment process of the GIB Foundation Board are governed by GIB's statutes and the GIB Board by-laws. Information about the current members of the GIB Foundation Board can be accessed on GIB's website under the following link: <http://www.gib-foundation.org/board/>

### 5.3 Meetings and Communication

According to the GIB Statutes, the GIB Foundation Board meets at least twice a year. At these meetings, the SuRe® Secretariat shall present a progress update on standard-related issues to the GIB Foundation Board. Between Meetings, GIB Board members are updated by the SuRe® Secretariat about all important processes, meeting outcomes and decisions relating to standard development, revision and/or implementation, even if their final approval is not required.

### 5.4 Contact Information

Global Infrastructure Basel Foundation encourages stakeholder involvement and participation. Comments received on the present document shall be incorporated in the next review process. You are welcomed to submit your comments through the following channels and get in contact with the SuRe® Secretariat at any time.

Contact information:

Global Infrastructure Basel Foundation (GIB)

Elisabethenstrasse 22

CH-4051 Basel

Switzerland

Tel: +41 61 205 10 59

Fax: +41 61 271 10 10

<http://www.gib-foundation.org>

E-mail: [standard@gib-foundation.org](mailto:standard@gib-foundation.org)

**ANNEX A**

**A.1 Stakeholder Mapping**

<b>SuRe® Stakeholder Mapping 2015</b>			
<b>Category</b>	<b>Sub-categories</b>	<b>Participation Goals</b>	<b>How to reach / Representation</b>
Academia	International	Academics will have an interest that latest scientific findings are represented in the standard.	Identification of researchers and their projects, initiatives, invite to regional meeting(s).
	Switzerland		Identification of researchers and their projects, initiatives, invite to expert group. (ETH, HSR, etc.)
States/Governments		Procurement of projects, regulation, stability	Through intergovernmental org. (OECD, G20, UN) and relevant ministries
Producers	National/municipal governments	Project owners and developers will be among the primary users of the standard (e.g. include ESG criteria in their proposals) → give input on its material content, as well as the guidelines. Applicability tests. Engineering associations should be on board as they are expected to be among the promoters of the standard.	Easy to reach in large number through city networks such as ICLEI and C40, which should be represented in expert group. Have cities in regional meeting(s).
	EPC firms / project developers		Firms who do international projects in different countries might be most suitable.
	Engineering associations		Are best reached through FIDIC, the international association.
	City planners		Integrate as representatives of municipal governments.
Consumers	Users and consumers	Making sure that issues like inclusiveness, universal access, socially acceptable prices are included.	Reach through consumer organisations and NGOs.
	Affected communities and disadvantaged groups	Especially interested in issues like land rights.	Best reached through NGO representation in the expert group and case study testing.
Financiers	Public sector	Since infrastructure financiers should accept the standard as a risk-mitigation tool, their understanding of sustainability should be heard and understood.	Representation through city networks and through PPP experts, such as C.R.E.A.M.
	National and multilateral development banks		Might have different approaches for different regions. Stay in contact with suitable contacts at several big MDBs. The AfDB as a broker for implementation in Africa.
	Private investors		Invite to expert meetings representatives of private investment firms who already

			have interest in ESG.
	Banks		Invite banks to expert meeting who have a strong interest in project finance
Interest groups / NGOs	Society / Development	Making sure that infrastructure is developed in respect of human rights and labour standards, is inclusive and developmental.	Include NGOs (e.g. through Alliance Sud, e.g. Transparency International) in expert group; Inform suitable NGOs of public consultation.
	Environment	Making sure that infrastructure is developed in an environmentally sound manner.	Include organisations such as BAFU, WWF etc. in expert group; Inform suitable NGOs of public consultation.
	Economy / Governance	Assuring sound financial and managerial governance in infrastructure, especially regarding transparency/corruption.	Include Transparency International in Expert Group; Inform suitable NGOs of public consultation.
Other schemes	Strategic guidelines	Interested to know what potential competitors are doing. Establish common terminology. Want to assure compatibility and work towards mutual recognition. Avoid too many overlaps.	Foster bilateral relationship with schemes closest to SuRe Standard; keep them informed about scope and process of standard and draw on their experience; collaborate and work towards mutual recognition.
	Management and decision-support tools		
	Responsible investment		
	Standard and certification schemes		
Sectors	Energy (generation and efficiency)	Industry experts from different infrastructure sectors have an interest to make sure the standard is applicable in their field, refers to specific issues in each sector etc.	Hold sectoral expert meetings to confront standard content with “reality”; Later: conduct case studies and sectoral testing of standard.
	Water (including waste water)		
	Transport		
	Solid waste		
	Soft infrastructure		
	Public space		
Regions	Africa	Regional representatives have an interest to make sure the global standard is applicable in different regions and reflects geographical realities and challenges.	Hold regional expert meetings to confront standard with geographical “realities”; Conduct case studies and regional testing of standard.
	Asia		
	Europe		
	Latin America		
	MENA		
	North America		

**A.1.1 Stakeholder Council Matrix**

The following matrix shows the constitution of the Stakeholder Council per sector and geographical region at the time of writing.

<b>REGIONS</b> <b>SECTORS</b>	<b>Africa</b>	<b>Asia &amp; Pacific</b>	<b>Europe &amp; North America</b>	<b>Latin America &amp; Carribeans</b>	<b>MENA</b>	<b>Global</b>	<b>TOTAL</b>
<b>Developers &amp; contractors</b>	0	2	2	0	0	0	4
<b>Financial Services</b>	1	0	3	0	1	2	7
<b>Public sector</b>	1	0	2	1	0	0	4
<b>Civil society</b>	1	0	5	0	1	2	9
<b>Certifiers &amp; consultants</b>	0	0	1	0	0	1	2
<b>Academia</b>	2	0	0	0	0	0	2
<b>Others</b>	0	0	1	0	0	2	3
<b>TOTAL</b>	5	2	14	1	2	7	31

Legend

- Financial Services include private and public finance as well as insurers;
- Certifiers and consultants include also legal services;
- Civil society includes Non-Governmental Institutions;
- “Others” include United Nations agencies, international organizations, cooperation and or alliances.

At the time of writing, GIB Foundation is actively encouraging more stakeholder representation from certifiers, consultants and “others” particularly from the Asia & Pacific, Latin America & the Caribbean and the Middle East and North Africa (MENA) regions.

## A.2 Governance Bodies – List of Members

### A.2.1 SuRe<sup>®</sup> Stakeholder Council

At the time of writing, the Stakeholder Council included the following members:

	Name	Organization	Categorization
1	Alexandrino Diogenes	City of Fortaleza	Public Sector
2	Anne Maassen	World Resources Institute (WIR) Ross Centre	Civil Society
3	Archana Hingorani	Infrastructure and Leasing & Financial Services (IL&FS)	Developers & Contractors
4	Blake Robinson	Sustainability Institute	Academia
5	Camille Maclet	Environmental Resources Management (ERM)	Certifiers & Consultants
6	Caroline Huwiler	Institute for Development, Environment and Energy (IDE-E)	Civil Society
7	Cedric Grant	City of New Orleans	Public Sector
8	Dario Liguti	General Electric	Developers & Contractors
9	Dean Alborough	African Infrastructure Investors Managers (AIIM)	Financial Services
10	Jack Makau	Slum Dwellers International (SDI)	Civil Society
11	Dorothee Allain-Dupre	Organization for Economic Co-operation and Development (OECD)	Others
12	Enrico Vink	International Federation of Consulting Engineers (FIDIC)	Developers & Contractors
13	Inga Beie	GIZ (Gesellschaft für Internationale Zusammenarbeit)	Others
14	Jean-Pierre Méan	Individual: Lawyer and Independent Anti-Bribery expert	Other
15	Linda Krueger	The Nature Conservancy	Civil Society
16	Mischa Lentz	European Bank for Reconstruction and Development (EBRD)	Financial Services
17	Nikolaj Gilbert	United Nations Office for Project Services	Civil Society
18	Oliver Greenfield	Green Economy Coalition	Civil Society

19	Dr. Renard Siew	Sime Darby	Developers and Contractors
20	Robert Kehew	UN Habitat	Others
21	Prof. Shuaib Lwasa	Makerere University (Uganda)	Academia
22	Suhail Hajee	Arqaam Capital	Financial Services
23	Silvio Leonardi	True&fair.expert	Certifiers and Consultants
24	Travis Sheehan	City of Boston	Public Sector
25	Stefanie Lindenber	European Investment Bank (EIB)	Financial Services
26	Eugene Zhuchenko	Long Term Infrastructure Investors Association (LTIIA)	Financial Services
27	Sybren Steensma	Climate-KIC Switzerland	Civil Society
28	Xiaomei Tan	Global Environmental Facility (GEF)	Financial Services
29.	Jason Zhengrong Lu	Individual: Infrastructure Finance Expert	Others
30.	Timothy Geer	Retired Director, Public Sector Partnerships at WWF International	Others
31	<b>Doly Mafa</b>	City of Tshwane	Public Sector

### A.2.2 SuRe® Standard Committee

At the time of writing, the Standard Committee included the following members:

NAME	Organisation	Stakeholder Group
Boswell, Peter	International Federation of Consulting Engineers (FIDIC)	Project developer
Loa Buchli	Federal Office for the Environment (FOEN)	Public Sector
Alejandro Eder (Caicedo Pérez, Mariana)	Fundación para el Desarrollo Integral del Pacífico (FDI - GIP)	NGO
Guez, Hervé (Emmanuelle Ostiari)	Mirova	Finance
Jelic, Zoran	Community Realization European Aid Masterplan (C.R.E.A.M) Europe	Others
Marques, Ana	ICLEI - Local Governments for Sustainability	NGO
Rendlen, Britta	WWF Switzerland	NGO
Srivastava, Palash	Infrastructure Development Finance Company (IDFC)	Finance
Stronati, Davide	Mott MacDonald	Others
Zah, Rainer	Quantis Zürich	Others
Zhang, Ruijie	China Association of Plant Engineering Consultants (CAPEC)	Project developer
Venessa Otto-Mentz	Santam	Finance
Godinot, Marie-Luce (Claire Boilley-Forestier)	Bouygues Construction	Project developer
Schneider-Roos, Katharina	GIB Foundation	SuRe® Secretariat