

Solar Stewardship Initiative

Governance:

Terms of Reference

Introduction

The Solar Stewardship Initiative (SSI), is a solar-specific sustainability assurance scheme based on independent third party verification with a multi-stakeholder governance. This document sets out the rules for the SSI multi-stakeholder governance structure. The SSI Board is the main decision approving body of the SSI. Its role is to take decisions about the direction of the SSI also taking into account recommendations from the Stakeholder Advisory Group (SAG).

Governance

The SSI's multi-stakeholder governance structure is based on the principle of equal representation, ensuring that no stakeholder category can dominate or overrule the others. This approach promotes balanced decision-making, with fair consideration of all interests.

The composition of the SSI Board shall reflect a balance of organisation types, geographical diversity, and gender. Furthermore, each Board member is required to possess expertise that is relevant to the mission and objectives of the SSI, ensuring that the Board remains aligned with the strategic goals of the SSI.

General Assembly of SSI Members and election of Board Members

Board members are elected by the SSI Members during the General Assembly for a term of two (2) year. Each SSI Member shall vote for 3 candidates for each stakeholder category (see table below) represented. The three candidates receiving the highest number of votes within each category shall be declared the winners and appointed as Board members.

Non-industry Board Members shall be elected by the Stakeholder Advisory Group.

Election of Association Members Observers

The General Assembly also elects two Association Members observers. For this election, each SSI Member will be entitled to vote for two candidates. The two associations that receive the most votes shall be appointed as observers members of the Board.

Quorum for General Assembly

A quorum for the General Assembly shall be constituted when at least 50% of the SSI Members are present or represented. In the absence of a quorum, the General Assembly shall be rescheduled, and a second meeting may take decisions irrespective of the number of members present.

Membership Renewal or Resignation

SSI Members must formally notify the SSI Secretariat of their decision to resign from membership by the 30th of September the year preceding the membership period they want to resign for. If no such notification is received by this date, membership shall be automatically renewed for the subsequent year without further action required.

Board

The **SSI Board** will be the main decision approving body of the SSI. Its role shall be to take decisions about the direction of the SSI also taking into account SAG recommendations.

The SSI Board is composed of twelve (12) members of which six (6) are industry representatives and six (6) are non-industry stakeholders.

The two (2) Association Members of the Board are observers with no voting rights.

More specifically the SSI Board is responsible for:

- Defining and setting the strategy for the SSI and empowering the SSI Secretariat to take decisions to translate the strategy into concrete actions.
- Approving the SSI Board annual report, budgets and accounts.
- Approving the SSI governance, statutes, membership fees.
- Approving the SSI Governance Terms of Reference and subsequent updates.

- Approving decisions on awarding certifications and authorising SSI claims.
- Overseeing the complaints and appeal mechanism and ensuring final resolution.
- Approving SSI standards based on input by SSI committees and working groups.
- Approving appointment of SAG members.
- Approving the creation of SSI committees, working groups and task forces.
- Approving the dissolution of SSI.

Table 2: Composition of the SSI Board

Stakeholder Category	Number of Seats
Buyers	3 seats
Manufacturers	3 seats (at least one headquartered in Europe)
Civil society	3 seats (at least one organisation active in the field of human rights or workers' rights)
Independent experts, finance, academia, standard setting organisations, multi-stakeholder organisations, government affiliated organisations and international organisations	3 seats
Trade Associations	2 seats (observers with no voting rights)
	Total number of votes: 12

Role and responsibilities of the Chair of the Board

The Chair of the SSI Board is responsible for:

- Providing leadership and direction to the SSI and the SSI Board.
- Ensuring that the SSI's work is in line with these terms of reference and the SSI's broader mission, vision and legal obligations.
- Providing guidance to the SSI Secretariat and the SSI Head of Secretariat.
- Providing guidance for the Board meeting preparations,
- Chairing the Board meetings.
- Representing the SSI externally, when necessary and when the SSI Head of Secretariat is not available.

The Chair is appointed by the Board.

The Vice-Chair shall replace the Chair in the meetings of the SSI Board in case the Chair is unavailable.

Resignation and Vacancies of Board Members

In the event that a Board member resigns or their position becomes vacant for any reason, the remaining Board members may co-opt a replacement to serve until the end of the mandate of the Board member they are replacing.

If the vacancy pertains to a non-industry stakeholder representative, the remaining Board members must follow the recommendation of the SAG in selecting the co-opted member. The co-opted member will serve the remainder of the term and will be eligible for re-election at the next General Assembly.

If an individual Board member becomes unavailable, but their organisation wishes to remain on the Board, the organisation may nominate a new representative. This nomination must be approved by the Board. If an organisation decides to withdraw from the Board, the remaining Board members may co-opt another individual from a different organisation to fill the vacancy.

Quorum and Board voting rules

Quorum is achieved when at least 50% of the Board members are in attendance and at least one representative for each stakeholder category is present. Observers are not counted towards the quorum.

Each member of the SSI Board shall have one (1) vote (except the observers Association Members, see above) and the Board decisions require the approval of more than 50% of the votes cast, i.e. a majority exceeding half of the votes cast.

Proxy Procedure

A Board member may grant a proxy to another Board member if they are unable to attend a meeting. One Board member may hold up to two (2) proxies at any given time. The proxy authorisation must be submitted in writing to the Chair and the Secretariat prior to the meeting and must clearly state the scope and duration of the authorisation.

Emergency Break Procedure

Each stakeholder category (as outlined in the table above) has the right to exercise an emergency break (the Emergency Break) when it believes that a proposed decision could cause irreparable harm to its interests, the SSI mission and reputation or the broader solar sector and energy transition

The Emergency Break can be exercised when all three members of a given stakeholder category unanimously agree to invoke it. A simple dissenting vote of the members of the stakeholder category does not trigger the Emergency Break.

To exercise the Emergency Break, the stakeholder category must explain how the decision could cause irreparable harm to its interests or to the SSI mission and reputation or the broader solar sector and energy transition. This will be recorded in the minutes of the relevant Board meeting.

When a stakeholder category validly exercises the Emergency Break, the decision in question is immediately suspended. The Board cannot approve or implement the decision, even if it would otherwise have a majority of votes in favour. The matter must be deferred for further discussion or review until the concerns that led to the Emergency Break have been addressed.

To lift or resolve the Emergency Break, the same stakeholder category that invoked it must unanimously agree to suspend the Emergency Break on the specific subject matter.

The Emergency Break is intended to be used only in situations where the stakeholder category believes the decision would cause significant harm to their interests or the broader solar sector and energy transition is incompatible with the fundamental principles of the SSI. It is not to be used as a routine blocking tool.

Stakeholder Advisory Group (SAG)

The Stakeholder Advisory Group (SAG) represents the non-industry stakeholder perspective of the solar industry and is composed of non-governmental organisations (NGOs), experts and representatives from all sectors of the solar value chain..

The role of the SAG shall be to advise the SSI Board by providing recommendations on the implementation of the SSI's vision and mission. Quorum is achieved when at least 50% of the SAG members are in attendance. Decisions on recommendations are taken by consensus. If consensus cannot be achieved the SAG's decisions are taken with simple majority (50%+1). Each member of the SAG shall have one (1) vote . Members of the SSI SAG can also provide further clarifications to the SSI Board individually.

Its objectives are to:

- Elect Non Industry Board members
- Provide guidance on the direction and mission of the SSI.
- Provide input to the SSI standards and future revisions.
- Provide input to the SSI assurance system.
- Provide input to any other deliverable the SSI Board decides on.
- Consider topics of relevance which could impact the reputation and credibility of the SSI.
- Consider any other topic for which the Board is seeking input.
- Participate in Board meetings as an observer upon invitation by the SSI Board.

The SSI Secretariat shall convene all meetings of the SAG as a co-chair and be responsible for drafting minutes.

The SSI SAG's composition should ensure that:

- A balance of diverse non-industry stakeholders is represented
- Members are based in geographically diverse locations to reflect the solar value chain.
- Members are free of conflict interest.
- The SAG is gender balanced.

The SAG is open to a diverse variety of non-industry stakeholders. Examples of non-industry stakeholders include (but are not limited to):

- Civil society non-profit organisations, such as human rights and environmental NGOs
- Workers organisations, labour unions
- Multi-stakeholder initiatives
- Academia
- Intergovernmental organisations
- Standard setting organisations
- Government affiliated organisations
- Independent experts
- Financial Institutions, banks

Independent experts are individuals with relevant expertise in any aspect of the solar value chain, ESG, business and human rights, environmental protection, anti-corruption who do not represent any organisation.

Consulting for-profit companies and SSI Assessment Bodies with expertise in the solar industry and supply chain transparency may be permitted to participate as observers, offering their knowledge and insights to the SAG. To facilitate this, a Technical Advisory Group can be established for the specific purpose of providing expert guidance and input.

The SSI Board is responsible for the approval of appointment of SAG members. The SSI Board will consider each nomination and appoint members based on the consideration of the eligibility criteria set out above and relevant experience of the industry.

Each SAG member's tenure will be until resignation. Resignation should be provided to the SSI Secretariat with a 3 month notice.

The Board, upon recommendation from the Chair, may remove a member from the SAG for inactivity or serious reasons negatively affecting the SSI mission or reputation.

The Chair of the SAG shall be chosen by the SAG members by "most votes" procedure and shall be responsible for:

- Providing leadership and direction to the SAG.
- Ensuring that the SAG's work is in line with these terms of reference and its mission and vision.
- Together with the SSI Secretariat, drafting the agenda for each meeting.
- Ensuring that the recommendations of the SAG are shared with the SSI Board.
- Ensuring that feedback from the SSI Board on previous SAG recommendations are shared with the SAG members.
- Undertaking ad hoc work as the chair of the SAG (e.g., through the provision of advice and attendance at other relevant meetings & events).

Vice-chairs may also be appointed to support the Chair and represent them in case of absence.

All recommendations made by the SAG shall be made in an impartial and independent manner. All members of the SAG must declare potential or perceived conflicts of interest annually and each time a perceived or actual conflict of interest arises. These shall be reviewed by the Chair and the SSI Secretariat.

Committees, tasks forces

The SSI shall have various committees and task forces composed of SSI members. Committees and task forces may be created by the SSI Board. Committee and task force members are appointed by the SSI Board. Committees and task forces will be responsible for matters such as:

- Providing input to SSI Standards.
- Providing input to SSI assurance system.
- Providing input to other SSI products such as the online platform.
- Contributing to dissemination efforts of the SSI such as events and conferences.

- Considering any other topic for which the Board is seeking input.

SAG members may participate in SSI members committee meetings, upon invitation from the SSI Secretariat.

Secretariat

The **Secretariat** of the SSI is responsible for the day-to-day management and implementation of the SSI, including:

- Providing administrative support to the Board, SAG, Committees, and SSI members.
- Coordinating meetings of the SSI bodies.
- Managing SSI finances.
- Representing the SSI in external venues and events.
- Ensuring that the SAG's work is in line with these terms of reference and its mission and vision.
- Supporting the Chair in drafting meeting agendas.
- Preparing meeting minutes.
- Ensuring the SSI complies with legal and regulatory requirements.

The SSI Secretariat will consist of the SolarPower Europe appointed Head of Secretariat and TDi Sustainability until March 2026. From March 2026 the composition of the SSI Secretariat will be decided by the SSI Board.

Budget

The SSI budget is consulted with and approved with SolarPower Europe as long as the SSI is not incorporated as a separate legal entity. Any surplus should be in reserve.