

Terms of Reference of the Due Process Oversight Committee

1. The GRI Due Process Oversight Committee (DPOC) has been established as an independent committee under the auspices of GRI and has primary responsibility for ensuring that the standard-setting activities of the GRI GSSB are conducted in accordance with its due process, in order to increase public and stakeholder confidence that the standards are properly responsive to the public interest.
2. The authoritative pronouncements of the GSSB that are subject to the jurisdiction of the DPOC include GRI Standards and related interpretations.
3. These *Terms of Reference* set out the nature and remit of the DPOC's responsibilities. Changes to these *Terms of Reference* may only be made with the approval of the GRI Board of Directors.
4. The DPOC shall comprise four ordinary members, appointed by the Independent Appointments Committee (IAC). The IAC shall also appoint one additional person as the Chair of the DPOC. All members shall meet appropriate guidelines of independence established by the IAC. A Vice Chair will be chosen by the IAC in the event of the DPOC Chair cannot chair a meeting. The Vice Chair does not automatically become the next DPOC Chair upon retirement of the existing Chair. The Vice Chair will take over the Chair until the next year if the Chair resigns or is incapacitated.
5. Members of the DPOC shall be senior individuals of integrity and high reputation with an interest in and knowledge of international issues related to sustainability reporting, including a sound understanding of standard-setting processes, and a willingness to serve the public interest in an independent and unbiased manner.
6. Members of the DPOC shall be appointed for a term of three years, renewable once for a further term of three years. The Chair of the DPOC shall have the authority to remove a DPOC member before the end of the term for poor performance, conflicts of interest, or otherwise not acting in the public interest.
7. The DPOC shall meet twice a year in person, or more often as required in order to support the activities of the GSSB.
8. A DPOC meeting shall not be held unless there is a quorum present. "Quorum" is defined as a simple majority of the complete size of the DPOC.
9. The issuance by the GSSB of a GRI Standard and related interpretations requires DPOC approval that due process has been followed in their development. The application of due process by the GSSB will help to ensure that the public interest is embedded in the development of its standards.
10. The DPOC shall expedite the issuance of urgent interpretations when requested by the GSSB.

11. The DPOC shall neither undertake nor consider a technical assessment of proposed GRI Standards while forming its opinion on the application of due process by the GSSB. In forming an opinion, the DPOC will primarily rely on direct observation of the GSSB meetings by one DPOC member (attending in person as an observer) to assess the public interest responsiveness of deliberations and to make comments or recommendations at that meeting. The due process oversight will also take account of the reports from the Chair of the GSSB, the Head of the Standards Department and any other entity authorized to communicate with the DPOC under the *GSSB Due Process Protocol*.
12. Expressing an opinion that the GSSB has respected due process means that the DPOC has concluded that for the GRI Standard under review, all views and sensibilities were discussed and considered by the GSSB. This is the DPOC's primary responsibility, insofar as respect for due process will help to ensure that the public interest is embedded in the standard development.
13. In addition to forming a view about matters specifically relating to the GSSB's development of GRI Standards, the DPOC is to perform an annual review of, and publish an annual report on, the overall adherence of the GSSB to the application of due process in the public interest (including the development of interpretation related to GRI Standards).
14. The DPOC shall conduct a yearly self-evaluation to evaluate the effectiveness of its oversight activities.
15. The operations of the DPOC shall be funded solely by the GRI.
16. Expenses for travel and the reimbursement of expenses reasonably incurred on DPOC business shall be borne by GRI.
17. The DPOC shall post on the GSSB website, on an annual basis, a report on its activities.