



**GOVERNANCE RULES OF CARBON  
STANDARDS INTERNATIONAL AG  
(CSI)**



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# Preamble

Effective governance is a foundational principle that ensures the integrity and credibility of the carbon-crediting program of Carbon Standards International (CSI).

## 1. Carbon Standards International's Commitment to Effective Governance

In alignment with best practices and international expectations, CSI upholds transparent decision-making, inclusive stakeholder participation, and continuous improvement through the public availability of relevant documentation and information. As part of a well-established corporate group (EASY-CERT group) and the robust regulatory framework of our Swiss headquarters, we recognize the importance of effective governance rules. Based on Art. 15 para. 2 of the Articles of Association, these Governance Rules govern the organisation and management of CARBON STANDARDS International AG (CSI). They define the processes, the basic tasks and competences of the management bodies and other bodies of CSI.

There are procedures for meetings and reporting. For more information see "Meeting rules for CSI" 4000219EN "Internal Communication Guidelines CSI" 4000246EN, business confidential, not published

## 2. Governance Bodies of CSI are

- The Board of Directors (BoD)
- The Managing Director (CEO)
- The Chief Operating Officer (COO)
- Leadership Committee (LC)
- The Management Board (MB)

The organizational chart is part of the QM documentation of CSI and shows the governance structure.

The team is visible on the website, see [Carbon Standards | Team](#)

## 3. Board of Directors (BoD)

The Board of Directors adopts the governance rules and strategic direction of the company. It is the ultimate direction of CSI and the supervision of the management.

The Board of Directors brings their deep and broad experience across a range of different sectors to provide financial oversight and strategic governance to support our vision. They take the fiduciary responsibility for the organization and operate according robust bylaws.

### 3.1 Composition and Tasks

The President is the Head of the Board of Directors. The names of the Board of Directors are on the website: [Carbon Standards | Team](#), for information see "Board of Directors".

To ensure independence and avoid conflict of interests, the following criteria are taken into account in the composition of the BoD:

- Prevent individual interests from dominating
- Ensures the integrity and impartiality of decisions
- Ensure that no conflict of interests occurs
- Ensure representation of interested parties

The BoD should at least represent the following sectors:

- Climate Science / Carbon & Mitigation
- Finances and market observation
- Quality- and Assurance-Management
- EASY-CERT group Representative
- Scientific representative of Ithaka Institute

### **3.2 Organisation**

In organising the operational processes, the BoD pays particular attention to the proper separation of business procedures, and conflicts of interest that may arise. It shall organise appropriate controlling.

### **3.3 Finances**

The BoD oversees the organisation of the accounting system, financial control and financial planning. It approves the annual budget and the annual financial statements.

### **3.4 Human Resources**

The BoD shall make the following personnel decisions:

- Election and dismissal of the CEO and COO
- Confirmation of the Leadership Committee, the heads of division and members of the Management Board
- Confirmation of the Quality Manager.

The BoD determines the remuneration of the employees in a salary regulation. It regulates the occupational pension scheme and insurance.

### **3.5 Publish annual report**

The BoD approves the annual report prior to publication, for information see "annual reports" at [Carbon Standards | Company](#)

### **3.6 Authorisation to sign**

The BoD regulates the power of signing. The members of the Board of Directors, the CEO and the COO are authorised to sign. Changes must be entered in the commercial register without delay.

### **3.7 Special tasks, competences and documentation of decisions**

The BoD guarantees and reviews the independence and impartiality of the company annually. The composition of the Board of Directors ensures its impartiality and effectiveness. Resolutions and decisions of the Board of Directors are documented in writing. The records of the meeting include all decisions that were taken and are approved at the following BoD meeting. They are digitally filed.

Moreover the BoD holds a veto right regarding the publication or revision of standards. (Also see [Expert Network and Governance](#)).

## **4. Organisation of CSI**

### **4.1 Transfer of the management**

The BoD delegates the management and the representation of CSI to the CEO, the COO and the Management Board (MB). In principle, all business that is not expressly reserved for the Board of Directors by law, the Articles of Association or the Organisational Regulations is the responsibility of the CEO, COO, Leadership Committee or the Management Board. They shall make arrangements for mutual deputisation.

See the website: [Carbon Standards | Team](#)

CSI is divided into business divisions. The [Organization chart](#) provides a detailed overview of the structure.

### **4.2 Managing Director (CEO)**

The CEO is the head of the management board and leads and coordinates the activities of the business units. The CEO delegates responsibility for the operational business to the COO. (Detailed definition in "Job descriptions and requirements" 4000173EN, internal document, not published).

### **4.3 Chief Operating Officer (COO)**

The management of the day-to-day business is the responsibility of the COO. The COO is responsible for efficient and effective processes and services within the operational business. The COO is also responsible for the recruitment of personnel and for adherence to the budget and other management tasks appointed by the CEO. (Detailed definition in "Job descriptions and requirements" 4000173EN, internal document, not published).

#### **4.4 Leadership Committee (LC)**

The Leadership Committee strengthens the day-to-day management collaboration between the CEO, COO and their deputies. Together, they address short-term leadership and decision-making tasks, distribute CEO responsibilities more broadly, and involve the relevant team members whenever specific expertise is needed. In a weekly meeting they discuss urgent challenges and assign short-dated leadership tasks. The decisions and tasks are documented in the Microsoft Teams Planner "Leadership Committee". (Detailed definition in "Job descriptions and requirements" 4000173EN, internal document, not published).

#### **4.5 Management Board (MB)**

The members of the management board are responsible in particular for defining the strategic pathway, in addition to the BoD, the work processes and for drawing up and editing the Quality Management manual and the organizational regulations. Decisions on further development of standards, methods and IT applications and their revision are taken in the Business Development Department, if appropriate in consultation with the Management Board and the BoD. In regular meetings they discuss and set quarterly business focusses and assign them to the business units. The focus list is published in Microsoft Teams for the whole CSI Team. The decisions and tasks from the management meetings are documented in the Microsoft Teams Planner "Management" (detailed definition in "Job descriptions and requirements" 4000173EN, internal document, not published).

### **5. Impartiality Committee (UPA)**

The Committee for ensuring the impartiality of CSI is installed in EASY-CERT group AG and is responsible to ensure the impartiality. The names are mentioned here: [Carbon Standards | Company](#), see "Committee on Impartiality".

#### **5.1 Constitution**

The Board of Directors of EASY-CERT group AG decides on the admission of the members of the Committee. The Committee consists of a minimum of three people. In addition, CSI has the opportunity to propose representatives to the Board of Directors.

#### **5.2 Composition**

It has to be ensured that the following criteria are taken into account in the composition of the UPA:

- Preventing individual interests from prevailing
- Ensure a balanced representation of significantly interested parties, so that no individual interests predominate.

- o The separation of business decisions from decisions concerning the programme and standards of CSI, as well as certification/validation/verification/endorsement decisions.

### 5.3 Tasks

The tasks of the Impartiality Committee are:

For more details look at [Impartiality Committee](#) (internal document, not published)

## 6. Scientific Committee - Scientific Lead

CSI works in close, continuous collaboration with Ithaka Institute, leading scientific institutions and research bodies. Scientists from the Ithaka Institute together with representatives of the Carbon Standards International Business Development department are building the Scientific Committee. The Ithaka Institute appoints the Scientific Lead (see organizational chart) who represents the Ithaka Institute in the Scientific Committee, CSI appoints the Head of Business Development and Chief Standard Officer as representatives from the CSI side. They are in constant communication with the Technical Committee of CSI. The Scientific Committee is responsible for contentual decisions on a scientific basis and strategic proposals, while the Management Board makes decisions regarding the administration and market-relevant orientation of standards. The individuals for administering the different standards/methodologies and for the Global C-Sink registry are listed in the [organizational chart](#) and on the website, see [Carbon Standards | Team](#) .

The Head of Scientific Lead provides visionary leadership in the design of standards and standard content, oversees scientific research, efforts to ensure the highest quality and actuality of the standards, technologies and methodologies and ensures that the scientific activities comply with the regulatory guidelines of the organisation.

The [Ithaka Institute](#) is an international scientific institution for carbon strategies. It is a non-profit research foundation headquartered in Switzerland.

Ithaka established the European Biochar Certificate. The Ithaka Institute developed together with CSI the first C-sink standards (methodologies), including those for biochar, enhanced weathering, trees, and construction materials.

Over the past decade, Ithaka has become a leading developer in atmospheric carbon cycling, nano-carbon materials, and climate mitigation strategies. The Institute is known for its expertise in the production, post-production treatment, and application of biochar.

This ensures that the activities and methodologies are consistently aligned with the latest research findings, globally accepted frameworks, and scientifically validated approaches. This active integration of academic expertise enables CSI to respond flexibly and science-based to new developments and strengthens the societal and regulatory acceptance of its standards.

## 7. Technical Committee

The Technical Committee is the internal scientific committee. Its members are the Product Managers (PMs) of the different standards and the Chief Standard Officer. The Chief Standard Officer appoints a person for the coordination and preparation of the Committee Meetings and tasks.

The Technical Committee is responsible

- for processing pending requests relating to the standards
- for the development and update of standards/methodologies in consultation with the Scientific Committee.

## 8. Expert Network

In addition to the Technical Committee and Scientific Committee described above, an independent network of experts form the "Expert Network". It brings additional expertise into the CSI business to be able to meet the requirements of the evolving Carbon Dioxide Removal (CDR) market at all times. CSI maintains a flexible, thematically broad expert network. Experts are not assigned to specific standards but are invited on an ad hoc basis. CSI reviews potential conflicts of interest. For further information see "[Expert Network & Governance](#)"

## 9. Stakeholders

To promote inclusivity and transparency, CSI has established clear processes for stakeholder engagement at both local and global levels. All relevant stakeholders, including partners, clients, certification/validation/verification bodies, and regulatory authorities. The development of existing or new standards and methods relies on worldwide public stakeholder consultations to ensure transparency and feasibility for implementation.

A stakeholder can be an individual or group that has an interest in any part of CSI. Comments from interested stakeholders allow CSI to improve their standards/methodologies and projects and take decisions based on evidence, experience including regional and local experience most affected by the rules.

### 9.1 Public stakeholder consultation

The following matters require public consultation:

- New standards/ methodologies
- Revisions and updates of standards
- Projects and Project Design Document (PDD)
- Regional adaptations of existing standards
- Scope expansion

## 9.2 Solicitation

It is the responsibility of CSI to identify the relevant stakeholders for a specific topic and proactively inform them about new developments or revisions of existing standards by a newsletter and call on the website. A public consultation will be open for comment for a minimum of 30 days. Consultation processes will be managed through an appropriate CSI online tool, accessible for anybody.

## 10. Public Documentation for Transparency and Accounting

CSI also ensures that all key program documents — such as standards, methodologies, procedures, tools, supporting materials, and project documentation — are publicly accessible at the website, except where confidentiality is warranted by data protection or privacy laws.

- All projects are visible. The project verification status can be accessed publicly on [Global C-Sink Registry](#)
- Public consultation of projects: Each project undergoes a public consultation process, which is accessible on the website.
- Standards/Methodologies: Any changes to the standard undergo a public consultation process, which is accessible on the website. These standards can be accessed publicly at <https://www.carbon-standards.com/en/standards#c-sink> (e.g. Global C-Sink Standard).
- Versioning: Global C-Sink Standards have a transparent versioning system to ensure the clarity and traceability of updates over time. The versions are visible on the website.
- Registry: Credit issuances are publicly available on the [Global C-Sink Registry](#). Upon successful verification, C-Sink units are issued and made visible in the Global C-Sink Registry with the status 'verified'.

For more information look at the document "[Principles of Global C- Sink Standards](#)"

We also maintain

- Independent and accessible complaints, grievances and appeals mechanisms to address concerns in a timely and fair manner, see "[Complaints, Grievances and Appeals Procedure](#)".  
Enforced compliance guidelines, including Anti-Bribery and Anti-Corruption mechanisms, see Compliance Guidelines Established and implemented robust corporate social and environmental responsibility policies, see "[Compliance Guidelines](#)"
- Regular publication of annual reports detailing our operations and performance: [Carbon Standards | Company](#), see "Annual Reports".

## 11. Compliance with international endorsement schemes

CSI fully complies with the governance requirements set out under [the International Carbon Reduction and Offset Alliance \(ICROA\)](#) and goes beyond them by maintaining a

transparent and robust corporate governance framework. This includes clear reporting and disclosure practices, and comprehensive risk management policies.

The standards are in the accreditation process according to the ISO 14065/17029 by the International Accreditation Body ANSI National Accreditation Board (ANAB).

Our aim is to build our structure and processes in accordance with the Carbon Offsetting and Reduction Scheme for International Aviation (CORSI) and the Integrity Council for the Voluntary Carbon Market (ICVCM) Core Carbon Principles (CCP), hence, CSI ensures long-term organizational resilience through strong governance systems. These systems provide a framework of checks and balances that guide our governing body and staff in making accountable, ethical decisions.

### **Enter into force**

These Governance Rules shall enter into force as of March 1<sup>st</sup>, 2026.