As of July 21, 2025, ERS has rebranded to Equitable Earth.

All references to “ERS” refer to the standard body now operating under the Equitable Earth name.

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PROGRAMME

Governance

SUMMARY

This document lays out ERS governance mechanisms and details the role and responsibilities of each internal Entity, namely the Executive Team, the Secretariat, the Certification Team, Research & Development (R&D), the External Relations Team and the Administrative Team. The Governing Board, Technical Advisory Board, and the Fiduciary Board are excluded from the scope of this document.

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NORMATIVE REFERENCES

This document must be read in conjunction with the following documents:

- ERS Programme
- Anti-Fraud Policy
- Code of Ethics and Business Conduct
- Long-Term Administration Plan
- Hiring Policy
- Rules of Procedure
- Standard Setting and Methodology Development Procedure
- Technical Advisory Board
- Validation and Verification Procedure
- Quality Management System

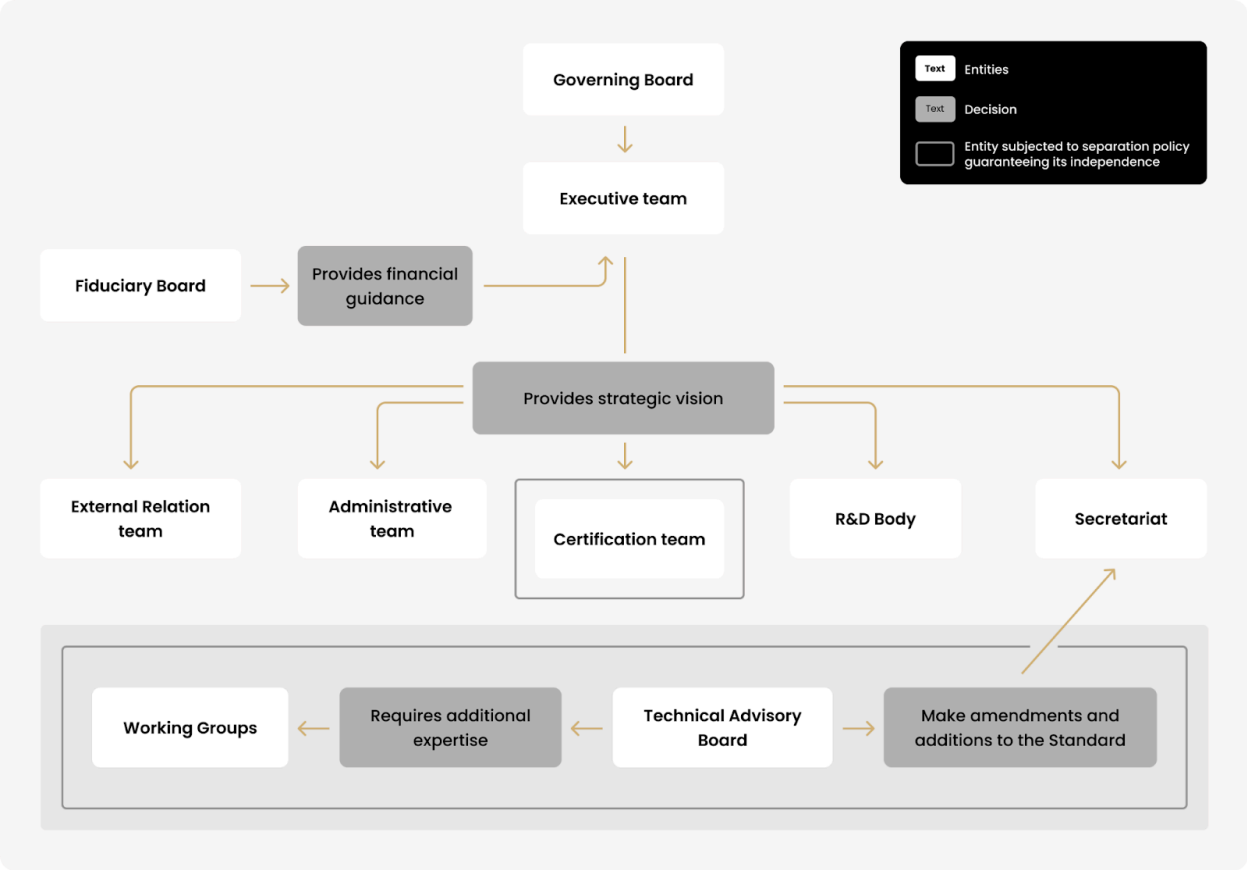
TEMPLATES

This document is linked with the following templates:

- Declaration of Interest
- Due Diligence Report
- Anti-Fraud Inquiry

ERS *Governance*

The Ecosystem Restoration Standard (ERS) is composed of several Entities that play different roles in its activities. The following sections detail ERS' governance, functioning, and each Entity's role.



GOVERNANCE HISTORY

ERS has been continuously governed and operational since 2020. More information about the evolution of ERS's governance is as follows:

- ERS was incorporated on December 10th, 2020.
- In 2021, ERS performed research and development activities in partnership with the European and French Space agencies.

- In January 2022, ERS tested a first version of its Standard and tools to certify ecosystem restoration projects on the ground. Throughout the year, ERS certified three pilot projects based on the ERS 0.9 Programme and M000 Methodology.
- In March 2023, ERS launched the public consultation of the Ecosystem Restoration Standard, gathering more than 500 participants.
- In November 2023, the ERS 1.0 Programme and the M001 were released, integrating feedback from more than 60 stakeholders, including project developers, corporate carbon credit buyers, environmental organisations, researchers in ecosystem restoration, specialised consultancy companies, and the general public.
- In January 2024, an external Technical Advisory Board and a Fiduciary Board were assembled to strengthen the governance of the ERS Standard.
- In November 2024, the organisation's Statutes (i.e., Articles of Association) were updated and executed. These Articles of Association formalised the ERS Governing Board (also known as the "Strategic Committee"). The Governing Board is the highest governing body of ERS, assuming fiduciary responsibility for the organisation, and providing binding final decision-making on strategic, operational, and governance-related matters.

APPOINTMENT PRINCIPLES

ERS' appointment process is detailed in the Hiring Policy, and is guided by the following principles:

- **Transparency**. ERS openly advertises vacancies on ERS' platforms, clearly defining the qualifications and skills required. Appointments and the rationale behind decisions are made at ERS' discretion.

- **Merit and Diversity**. ERS evaluates candidates on their skills and experience while ensuring diversity in the team's backgrounds. The process actively encourages and ensures diversity in terms of gender, ethnicity, age, and other criteria. Blind recruitment methods may be employed to eliminate biases.

- **Integrity and Accountability**. Candidates undergo rigorous reference checks, and clear terms of reference are provided for roles, especially TAB Members, detailing their responsibilities and selection criteria. Furthermore, all ERS Agents must fill out the Declaration of Interest, ensuring alignment with ERS' values.

WORKING MODALITIES

Working modalities are the same for all ERS Agents and apply to them equally. They are defined as follows:

1. **Communication**. The working language is English for both written and oral communication.

2. **Duties**. To promote best practices, transparency and accountability, Agents must:

   2.1. Adhere to and abide by ERS' Rules of Procedure and the Code of Ethics and Business Conduct. Agents must read and sign both documents before taking office, as part of their employment contract or as an addendum.

   2.2. All ERS Agents must also confirm they hold no vested interests that could lead to a potential conflict of interest by completing and signing the Declaration of Interest.

3. **Independence of the Technical Advisory Board (TAB)**. ERS recognises the Secretariat's potential influence on the Technical Advisory Board. Refer to the Technical Advisory Board policy for more details regarding the procedures implemented to uphold the TAB's independence.

4. **Independence of the Certification team**. ERS separates its operational and commercial activities to maintain the integrity and independence of sourcing, certification and monitoring activities. To do so, ERS abides by the following rules:

4.1.1. The External Relations team must not seek to influence any aspect of the certification process at any stage.

4.1.2. The External Relations team cannot participate in Certification team meetings if the agenda of said meeting is related to an ongoing certification process.

4.1.3. ERS cannot be involved in the direct sales of issued credits; the External Relations team is in charge of promoting the Standard to potential Buyers, but it must not promote a specific Project.

4.1.4. The Certification team must refrain from giving strategic information on the Project to the External Relations team. The latter can only access Project documents and information once it is publicly disclosed on ERS Registry.

4.1.5. Certification team members are not allowed to participate in any event involving a prospective Developer, a Buyer, or their respective staff outside the scope of their work.

4.1.6. All matters related to fees and pricing must be treated following the ERS fee schedule, as detailed in ERS Programme.

4.2. Any violation of this policy will be investigated and may be sanctioned according to the Code of Ethics and Business Conduct.

ERS *Entities* Roles & *Responsibilities*

1. Executive Team

1.1. **Role.** The Executive team is responsible for setting the organisation's overall direction and strategy, managing day-to-day operations, and making key decisions that impact ERS' goals and success.

1.2. **Composition**

1.2.1. **Chief Executive Officer (CEO)**, the head of ERS. The CEO is responsible for the overall strategic planning, decision-making, and management of ERS. It sets the vision for the company and communicates it to ERS Agents, Stakeholders, and investors.

1.2.2. **Managing Director**, the co-head of ERS. The Managing Director is responsible for overseeing day-to-day operations of the entire company, ensuring all processes and safeguards are in place and observed, facilitating cross-team collaboration and ensuring the timely achievement of ERS' milestones.

1.2.3. **Director of Secretariat**, the head of the Secretariat. The Director of Secretariat drives the Secretariat's core functions, which include collecting feedback from the different ERS Entities, drafting Standard documents, managing Technical Advisory Board (TAB) meetings, ensuring the transparent disclosure of standard documents and processes, managing anti-fraud policies, investigating grievances, managing issuance and conversion of Restoration Units on ERS Registry, and supervising ERS' network of Validation and Verification Bodies.

1.2.4. **Director of Certification**, head of the Certification team. The Director of Certification manages a team of Certification Agents,

who are responsible for the selection, feasibility, assessment, and ongoing measurement and reporting of Projects.

1.2.5. **Chief of Staff**, head of the Administrative team. The Chief of Staff manages the company's finances, including budgeting, financial planning, and accounting. It ensures the company has the necessary resources to achieve its goals and manage financial risk. The Chief of Staff is also responsible for managing Human Resources and Communication.

1.2.6. **Director of Product**, head of the Product team. The Director of Product is responsible for defining the product strategy, which includes determining the product roadmap, identifying key product features, and prioritising development efforts based on market needs. The Director of Product is responsible for designing tools and workflows to digitise and improve all steps of certification and MRV.

1.2.7. **Director of Engineering**, head of R&D. The Director of Engineering is responsible for overseeing and managing the development and implementation of scientific models into a technological solution. The main role of the Director of Engineering is to coordinate Research & Development operations, to ensure ERS' models, tools and workflows are updated based on state-of-the-art technology and science.

2. Secretariat

2.1. Role

2.1.1. **Feedback**. The Secretariat gathers feedback, updates, proposals and requests from all other ERS entities. Such feedback can lead to Standard updates, or the evolution of the ERS Programme in line with the ERS Administration Plan.

- The Secretariat has no obligation to implement this feedback and is the sole judge of the opportunity for such implementation.

2.1.2. **Standard updates**. Building upon the feedback it receives, the Secretariat is responsible for drafting Standard documents and methodologies following the Standard Setting and Methodology Development Procedure and under the guidance of the Technical Advisory Board.

2.1.3. **TAB administration**. The Secretariat is responsible for organising the administrative and logistical aspects of TAB activities. This includes:

- Scheduling meetings;
- Drafting the agenda for each meeting;
- Drafting the meetings' minutes.

2.1.4. **VVBs**. The Secretariat manages ERS' network of validation and verification bodies by accrediting, training and mandating them to audit ERS Projects, in line with the Validation and Verification Procedure.

2.1.5. **Integrity.** The Secretariat must ensure ERS complies with the highest integrity principles. This includes:

- Inquiring when suspicions emerge, determining the nature and severity of the suspicion and applying the appropriate level of response.
- Managing all requests issued through ERS' Grievance Mechanism, especially Suspicious Activity Reports (SARs).
- Applying the Anti-Fraud Policy internally.

2.1.6. **Registry management**. The Secretariat is responsible for overseeing and managing operations on the ERS Registry,

ensuring accurate recording, tracking, and verification of Restoration Units. This includes issuance, transfers, conversion, and cancellation of PRUs and VRUs. For more information, refer to the Registry Procedures.

2.1.7. **Record-keeping**. The Secretariat must keep a permanent record of:

- All elements and versions of the Standard and its related documentation;
- Every version of Standard Revision Propositions;
- All elements related to the Public Comment Periods, including the Public Comment Digest and other feedback and suggestions.

2.2. **Composition.** The Secretariat encompasses the Director of Secretariat and the Secretariat Associates, responsible for running Secretariat day-to-day operations.

3. Certification Team

3.1. **Role**

3.1.1. **Certification, Measurement & Reporting**. The Certification team selects, assesses and continuously measures and reports on ERS-certified Projects.

3.1.2. **Feedback**. Based on its operational expertise, the Certification team may submit suggestions for amendments and additions to ERS' methodologies to the Secretariat.

3.2. **Composition.** It comprises the Director of Certification and Certification Agents, who perform all certification activities.

4. Research And Development (R&D)

4.1. Role

4.1.1. **Model building**. The role of R&D is to build ERS models and algorithms, according to the latest science. The R&D team explores several areas of expertise, including GHG emissions and removals quantification, biodiversity and ecological recovery monitoring. It aims to reach the highest level of accuracy in all quantification methodologies.

4.1.2. **Continuous improvement**. The R&D team assesses the accuracy of ERS' data providers over time. It closely follows and assesses relevant scientific developments to continuously improve ERS' models and workflows.

4.1.3. **Product development**. The R&D team also develops ERS Apps and all tools supporting ERS certification processes.

4.1.4. **Feedback**. Based on its scientific and technical expertise, the R&D team may submit suggestions for amendments and additions to ERS' methodologies to the Secretariat.

4.2. Composition.

4.2.1. **Product department.** It comprises the Director of Product and the UX/UI Designer. They are responsible for defining the product's vision in line with the company's strategy and continuously improving product features to meet users' needs and expectations.

4.2.2. **Engineering department.** It comprises the Director of Engineering, who oversees software development projects in line with the company's strategy and leads the Development and Data teams.

- **Development team.** It comprises the Lead Developer and Full Stack Developers. They are responsible for developing

the mobile and web applications that enable ERS to certify and monitor Projects.

- **Data team.** It comprises Remote Sensing Engineers, Machine Learning Engineers, Data Engineers and Data Analysts. They are responsible for developing and integrating satellite imagery models to estimate and monitor Projects' carbon stock and biomass using machine learning, algorithms and datasets.

5. External Relations Team

5.1. **Role**

5.1.1. **Sourcing**. The External Relations team is responsible for developing partnerships and liaising with Stakeholders to identify and source suitable Projects to be certified. These are then transferred to the Certification team for selection and assessment, if they meet the scope and eligibility criteria of ERS Programme and related methodologies.

5.1.2. **Demand.** The External Relations team is also tasked with promoting the standard to Buyers in the voluntary carbon market. This includes attending conferences, building relationships with market players and articulating the ERS approach to them. The External Relations team is strictly prohibited from participating in any commercial transactions between a Buyer and a Developer.

5.1.3. **Feedback**. After each event, the External Relations team gathers Stakeholders feedback and submits a summary of this feedback to the Secretariat.

5.2. **Composition.** It comprises External Relations Representatives, responsible for prospecting and establishing partnerships with relevant market players.

6. Administrative Team

6.1. Role.

6.1.1. **Finance, Legal and Administration.** The Administrative team manages the financial aspects of operations and compliance with all legal and regulatory requirements, including contracting.

6.1.2. **Human Resources**. The Administrative team manages and structures ERS Entities, from recruitment, onboarding, and organisation of company events, to CSR obligations.

6.1.3. **Communication**. The Administrative Team oversees all internal and external communications for ERS.

6.1.4. **Anti-Fraud**. The Administrative team must uphold the Anti-Fraud Policy, most notably:

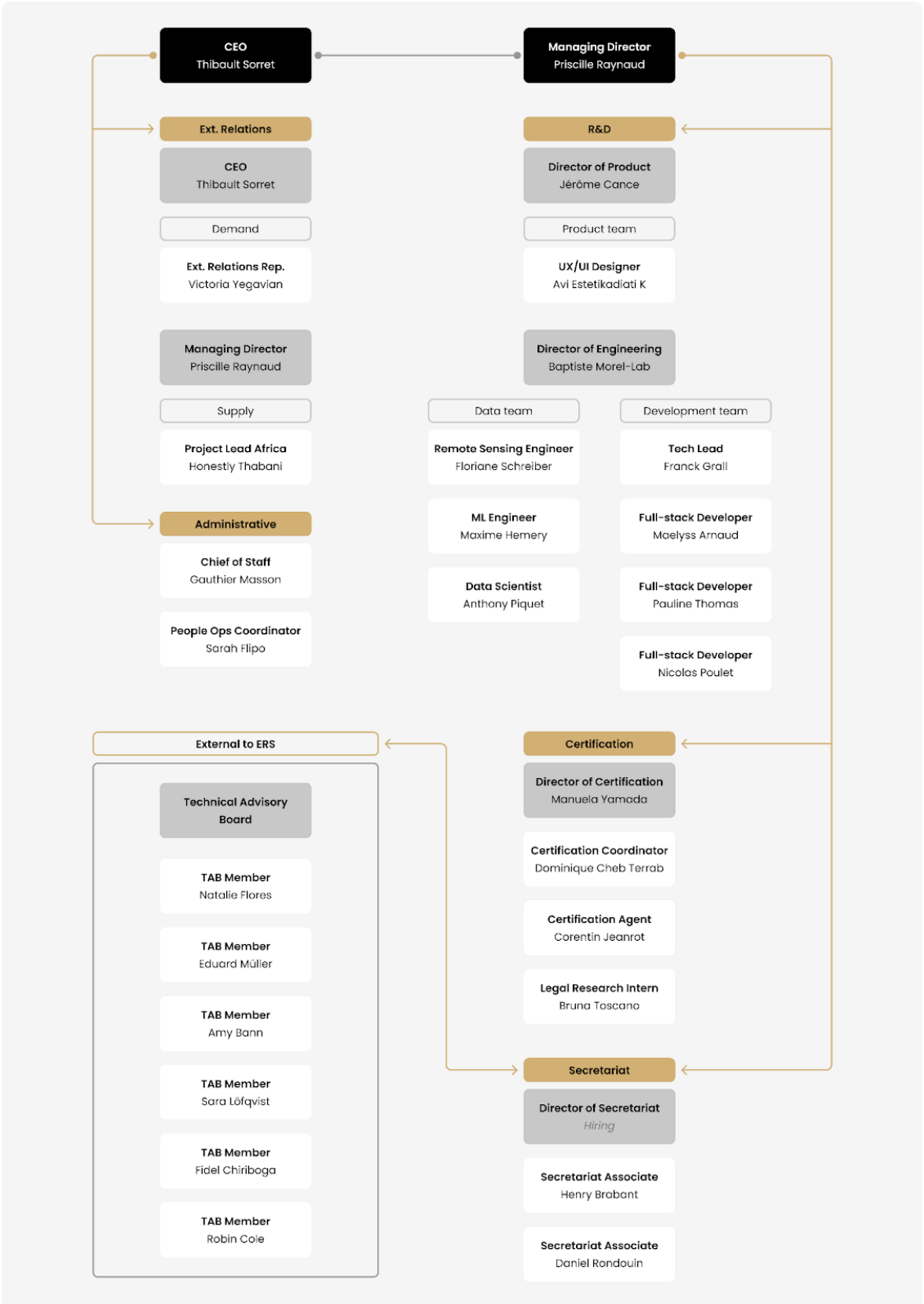
- **Continuous training**. ERS regularly trains its Agents on anticorruption, conflicts of interest and anti-money laundering, and counter-terrorism financing (AML/CTF),
- **Accounting measures**, namely:
    - **Transaction Monitoring**. ERS monitors all its financial transactions in real time. Any irregularity can trigger an immediate investigation.
    - **Budget Analysis**. Monthly meetings with ERS' subcontracting accountant to reconcile financial records with bank statements and accurately compare budgeted and actual expenses with revenues.

6.1.5. **Internal Audits**. The Administrative team is responsible for conducting yearly randomised internal audits focusing on high-risk areas. These consist of:

- **Regular Operational Reviews**. Examine the efficiency and effectiveness of various operational processes to ensure they align with ERS' objectives. Refer to ERS Quality Management System for more information.
- **Compliance Checks.** Verify that all activities comply with local, national, and international laws and regulations. The administrative team is responsible for mandating a third-party auditor to audit the Secretariat's governance and processes annually.

6.2. **Composition.** It encompasses the Chief of Staff and the People Operations Coordinator.

Organisational *Chart*



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