

Governance Model:

# Response to feedback received through the First Public Consultation

September 2025

Consolidated Mining Standard Initiative



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# 1 Introduction

## 1.1 Preamble

This document lays out the response of the Consolidated Mining Standard Initiative (CMSI) Partners to the feedback received on the Governance Model from the CMSI public consultation between 16 October and 16 December 2024.

We have attempted to faithfully respond to all the points raised as summarised within the [ERM Consultation Report](#). In addition, the revised Governance Model includes multiple edits made in response to specific suggestions that came through in the public consultation responses but that may not have been reflected in the ERM Consultation Report.

The public consultation feedback has challenged our original thinking, especially on the process to select the Board, and has greatly helped to improve upon the consultation draft. We are indebted to all stakeholders and rights-holders that provided such considered and thoughtful feedback through the public consultation process.

## 1.2 Background

The vision for the Consolidated Mining Standard Initiative (CMSI) is for a sustainable society, enabled by the responsible production, sourcing and recycling of metals and minerals. The aim is for the Consolidated Standard to be adopted by a wide range of mining companies – large and small, across all commodities and locations – to drive performance improvement at scale.

The Consolidated Standard combines the best of four existing standards into one comprehensive and practical standard supported by a robust Assurance Process, reducing complexity in the standards landscape and increasing adoption among companies seeking to follow a credible global benchmark. It establishes clear expectations for responsible practices that span multiple Performance Areas of concern to stakeholders and rights-holders that apply to all producers committed to responsible practices, regardless of size, commodity or location. The Consolidated Standard will help drive positive outcomes for both people and the environment along individual metals' value chains – from mining to smelting, refining and beyond.

The Consolidated Standard is to be governed by an independent Board that maintains a balanced representation of commercial and non-commercial interests from both the mining sector (upstream) and the broader value chain (downstream), ensuring no single group holds disproportionate influence. The Board embodies multi-stakeholder oversight, reinforcing the principle of consensus-based decision making, combined with protections to ensure that decisions cannot be made without the support of all groups on the Board when voting is required.

A first round of public consultation on the draft Consolidated Standard, Assurance Process, Claims Policy and Governance Model was undertaken between 16 October and 16 December 2024. During that period, sixty-seven stakeholders and rights-holders submitted comments on the Governance Model, including 13 consultancy stakeholders, 12 NGO/CSO stakeholders and 11 Upstream Mining Industry stakeholders. Overall, there were 162 comments received on the Governance Model.

The CMSI retained Environmental Resources Management, Inc. (ERM) to develop an online portal to support the public consultation process, analyse feedback received and produce a Consultation Report that presented the feedback received.

### 1.3 Content of the Executive Summary from the Consultation Report

The content of the Executive summary of the ERM Consultation Report related to the Governance Model is as follows in italics, while the highlighted text has been added by the CMSI Partners for the purposes of drawing attention to the main themes that came through the feedback provided:

*There was almost **unanimous support of the governing principles** highlighted in the Governance Model document, with some suggested additions such as gender equality and decision-making authority.*

*There were **conflicting opinions regarding the makeup of the Board**. Some stakeholders suggested it was industry-dominated and would be skewed towards industry supporters because three of the four founding organisations are industry associations. In contrast, other respondents stated the role of industry would be diminished and the evolution of the Consolidated Standard and its governance would lose sight of the need for practicality that would be best articulated through direct industry experience.*

*The basic structure proposed for **balance between commercial and non-commercial interests and between value chain and mining interests** was not called into question by respondents; however, **the extent to which the structure reflected a true balance of interest** was raised by some stakeholders. Respondents provided suggested alternatives for how the Board seats could be selected and renewed. Stakeholders also expressed **concern that the four CMSI Partners would select the independent chair**, who is in turn is charged with overseeing the formation of the Board, potentially resulting in a biased selection process.*

*The **role of Indigenous Peoples and FPIC** was raised by several stakeholders, stressing the importance of alignment with UNDRIP. Feedback indicated that Indigenous Peoples are rights holders with inherent authority over lands and not merely stakeholders. **Recommendations included involvement beyond advisory roles**, ensuring that decisions impacting their lands and communities reflect their input in relevant jurisdictions.*

From this feedback, the CMSI Partners' view is that most aspects of the Governance Model were well-received during the first public consultation. However, the proposed process for establishing the initial Board emerged as an area of broad concern. In particular, the extent to which the originally proposed process for Board selection would reflect a true balance of interests and not be subject to undue influence from the Partners was a recurring theme. In addition, there were some concerns around the role and degree of involvement of Indigenous Peoples.

## 2 Detailed feedback from the Consultation Report

### 2.1 Responses to high level general questions

Before going into detailed responses, the ERM Consultation Report outlined the responses to some high-level questions from those stakeholders and rights-holders that responded, two of which related to governance (shaded in blue below). Their responses are summarised below in Table 1.

Table 1: Summary of General Question Responses for all Stakeholder Types

| Question   | *   | % All Respondents |
|--|-----|-------------------|
| From your perspective, does the <b>Consolidated Standard system</b> (including Assurance, Governance, Reporting and Claims) <b>meet expectations for driving performance improvement</b> across the industry at a global scale?  | +   | 63                |
|  | -   | 37                |
| Does the <b>scope, content, and narrative style</b> of the Consolidated Standard meet your individual expectations and the <b>collective industry expectation for responsible production practices</b> ?   | +   | 67                |
|  | -   | 33                |
| Do the <b>Requirements</b> meet your expectations for being <b>sufficiently clear</b> to support consistent and <b>practical implementation</b> and to achieve necessary performance improvement?  | +   | 56                |
|  | -   | 44                |
| From your perspective, does the <b>three-level performance structure</b> (Foundational, Good, Leading) of the Consolidated Standard meet your expectations for providing an <b>effective on-ramp</b> and clear articulation of good practice and effective path to <b>continuous improvement</b> ? | +   | 66                |
|  | -   | 34                |
| From your perspective, does the <b>Assurance process</b> meet your expectations of a <b>robust, credible, replicable and transparent approach</b> ?  | +   | 70                |
|  | -   | 30                |
| The <b>governance principles</b> that guided the development of the governance model are <b>inclusive, effective, credible, impact-driven, pragmatic and efficient</b> . From your perspective, does the proposed governance model meet expectations for consistency with these principles?        | +   | 72                |
|  | -   | 28                |
| Does the proposed <b>Governance Model</b> ensure no single group is able to <b>unduly influence decisions</b> ?  | Yes | 31                |
|  | No  | 11                |

*\*Note: '+' indicates combined Meets Expectations, Exceeds Expectations, and Significantly Exceeds Expectations responses and '-' indicates combined Below Expectations and Significantly Below Expectations responses.*

The CMSI Partners took two key takeaways from Table 1. The first is that overall, the Governance Model was seen to be strongly aligned with the principles that guided its development by 72% of respondents (i.e. inclusive, effective, credible, impact-driven, pragmatic and efficient). This was the highest affirmative response for all of the 'general questions' posed to respondents. The second is that notwithstanding this strong alignment, less than one third of

respondents believed that the proposed Governance Model protected against a single group exerting undue influence, whereas just over one tenth of respondents believed that the proposed Governance Model would not ensure protection against undue influence. Overall, 57% were undecided, which is a very significant fraction of respondents.

## 2.2 Responses to high-level questions differentiated by stakeholder type

Table 2 provides more detail on the responses to high-level questions from those that responded differentiated by stakeholder type, two of which related to governance (shaded in blue below). This reveals a high-level of recognition of alignment with the Governance Principles (except from NGOs/CSOs), but much less faith in the degree to which the proposed Governance Model protected against a single group exerting undue influence from all stakeholder groups (except the upstream mining industry).

Table 2 Summary of General Question Responses for Stakeholder Types with 10 or more Question Respondents

| Question                                   | *   | % Consultancy | % Midstream/<br>Downstream<br>Industry | % Upstream<br>Mining<br>Industry | % Industry/<br>Trade<br>Organisation | % NGO/CSO |
|--|-----|---------------|--|----------------------------------|--------------------------------------|-----------|
| Ability of Standard to Improve Performance | +   | 63            | 57                                     | 92                               | 67                                   | 14        |
|  | -   | 38            | 43                                     | 8                                | 33                                   | 86        |
| Scope, Content and Narrative of Standard   | +   | 63            | 89                                     | 88                               | 75                                   | 26        |
|  | -   | 38            | 11                                     | 12                               | 25                                   | 74        |
| Clarity and Applicability of Requirements  | +   | 50            | 13                                     | 81                               | 64                                   | 28        |
|  | -   | 50            | 88                                     | 19                               | 36                                   | 72        |
| Three-Level Performance Structure          | +   | 63            | 38                                     | 92                               | 64                                   | 33        |
|  | -   | 38            | 63                                     | 8                                | 36                                   | 67        |
| Assurance Process Approach                 | +   | 68            | 43                                     | 96                               | 71                                   | 38        |
|  | -   | 32            | 57                                     | 4                                | 29                                   | 62        |
| Governance Principles and Model            | +   | 78            | 71                                     | 88                               | 89                                   | 35        |
|  | -   | 22            | 29                                     | 12                               | 11                                   | 65        |
| Governance Decision-Making**               | Yes | 21            | 10                                     | 59                               | 21                                   | 23        |
|  | No  | 5             | 10                                     | 10                               | 0                                    | 23        |

\*Note 1: '+' indicates combined Meets Expectations, Exceeds Expectations, and Significantly Exceeds Expectations responses and '-' indicates combined Below Expectations and Significantly Below Expectations responses.

\*\*Note 2: Most respondents to this question were undecided

*Note 3: Please note that the percentages referred to in Table 2 may not equal 100 percent due to rounding.*

The first key takeaway for the CMSI Partners from Table 2 is that in contrast to all other stakeholder groups, NGOs/CSOs were unconvinced that the proposed Governance Model was strongly aligned with the principles that guided its development. The second is that the perception that the proposed Governance Model did not protect against undue influence from any single group was widespread across respondent stakeholder groups.

Further insight is provided in Table 3, which summarises the text responses to whether the proposed Governance Model aligns with the principles of inclusivity, effectiveness, credibility, impact-driven, pragmatism and efficiency. For respondents whose expectations were met or exceed by the approach, there were some concerns that the complexity of the model may lead to inefficiencies, balancing inclusivity and effectiveness, the need for greater clarity on the selection process and whether NGOs/CSOs were adequately represented.

Where the approach fell below respondents' expectations, concerns remained over whether there was an appropriate balance of interest, notably for Indigenous Peoples and investors. In addition, there was concern that the Board as constituted would not provide robust independent oversight, coupled with a sense that the Board had an advisory role as opposed to a stronger governance role.

**Table 3: Summary of text responses on whether the proposed Governance Model aligns with the principles**

|                  | Response                           | Total Responses | Number of Optional Text Responses | Summary of Optional Text Responses  |
|------------------|------------------------------------|-----------------|-----------------------------------|---|
| Meets or exceeds | Significantly exceeds expectations | 7               | 2                                 | Approach is inclusive and equitable, balancing perspectives of mining companies and other interested parties.   |
|                  | Exceeds expectations               | 23              | 3                                 | Comprehensive and inclusive, giving all parties appropriate oversight and input: however, the complexity may result in some inefficiencies and NGO/CSO stakeholders could be further represented in the Model.  |
|                  | Meets expectations                 | 56              | 6                                 | Model appears to be effective and diverse in principle, but further clarity and guidance is needed on Board member selection process, including value chain representatives, and the role of investors. There are also concerns about balancing inclusivity and effectiveness due to broad structure. |
| Falls below      | Below expectations                 | 22              | 10                                | Multi-stakeholder approach is a positive for credibility and effectiveness, but the composition of the Board must truly balance and reflect all interests, including Indigenous Peoples and Investors.  |
|                  | Significantly below expectations   | 11              | 5                                 | Robust, independent oversight is essential to ensure credibility and accountability, but current Board and system do not meet expectations. An Advisory group is insufficient for the level of governance required.   |

Additional insights for the CMSI Partners were derived from Table 4 which summarises text responses to whether the proposed Governance Model would protect against a single group being unduly able to influence decisions. Quite a few of the observations here relate to the role of National Panels and the need for greater clarity on what these

would entail. The more significant concerns related to the potential for industry to exert too much control in a manner that could undermine the Consolidated Standard’s accountability measures, noting that some respondents had concerns that industry would have too little influence in the structure proposed.

Table 4: Summary of text responses on whether a single group could unduly influence decisions

| Response | Total Responses | Number of Optional Text Responses | Summary of Optional Text Responses  |
|----------|-----------------|-----------------------------------|---|
| Yes      | 51              | 2                                 | Support for National Panels.  |
| Unsure   | 93              | 16                                | Clarity is needed on Model’s jurisdictional relevance and national legislation, role of national panels, details undecided in the Reporting and Claims Policy, and sufficient support for Secretariat to meet described responsibilities.   |
| No       | 18              | 9                                 | Clarity is needed on the role of National Panels and Board’s authority and decision-making role. Conflicting concerns related to industry input, with some concerns that too much industry control will impact the Standard’s accountability measures and other concerns that Board does not have enough industry representation. |

## 2.3 Responses by section of the Governance Model Consultation Report

As a reminder, 162 comments were received on the proposed Governance Model from sixty-seven stakeholders, including 13 consultancy stakeholders, 12 NGO/CSO stakeholders and 11 upstream industry stakeholders. The top 5 stakeholder groups providing comments on the proposed Governance Model are summarised in Table 5 (taken directly from the ERM Consultation Report). This shows the numbers of comments received from consultancies, NGOs/CSOs, the upstream mining industry, Indigenous Peoples organisations, industry/trade organisations and all other stakeholder types (the latter accounting for just under 25% of the total comments received).

These responses are mapped to the 14 sections of the consultation draft Governance Model disaggregated by stakeholder group. This provides information on which sections attracted the most comments and from which groups.

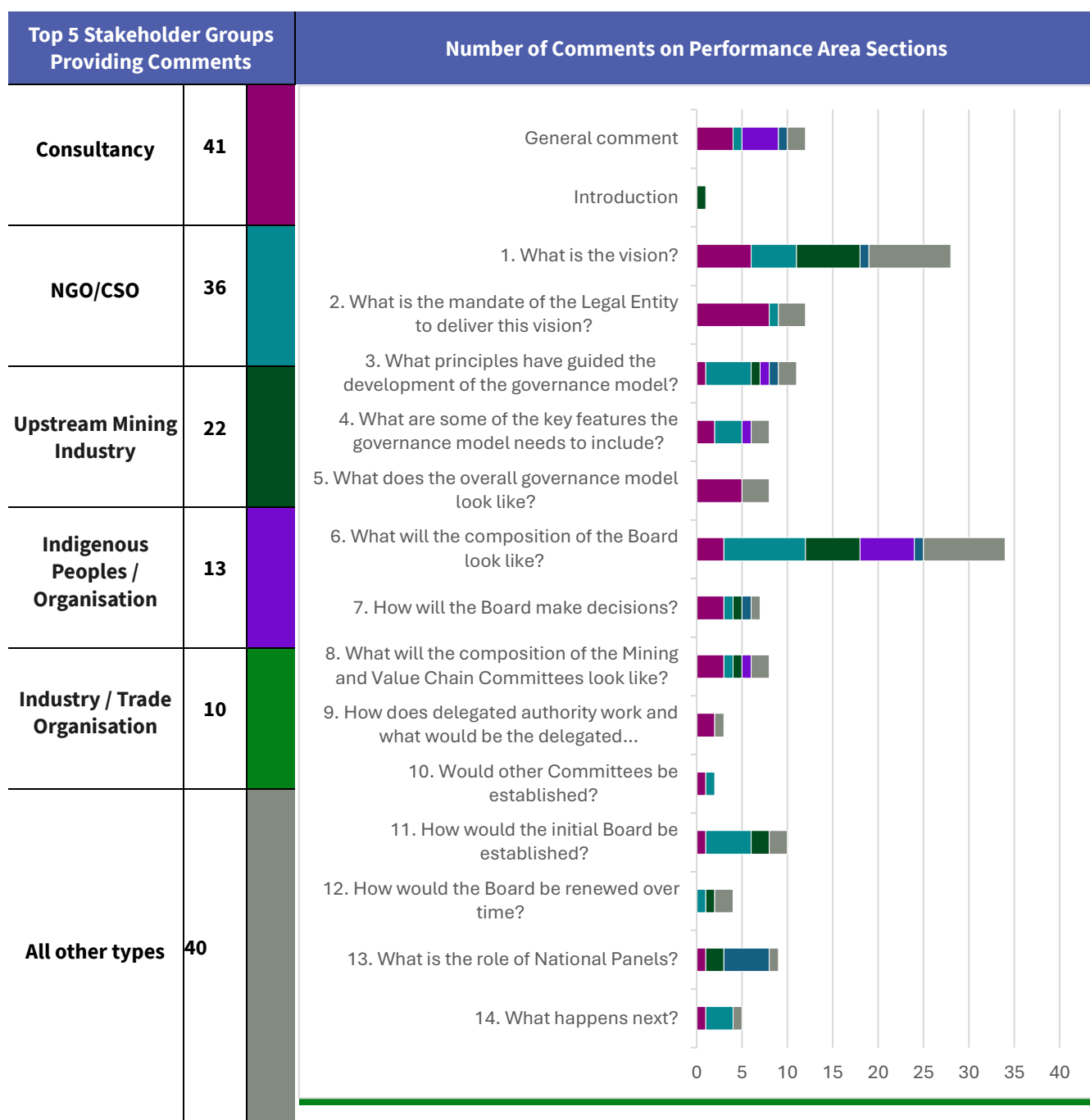
The greatest numbers of comments concerned the composition of the Board (section 6), with almost half of the 34 comments on this section attributable to NGOs/CSOs. The other section that attracted several comments was the vision for the CMSI (section 1), where the comments were distributed across several different stakeholder groups).

The ERM Consultation Report summarised the overall feedback on the proposed Governance Model as follows:

*There were **conflicting opinions** regarding the makeup of the Board. **Some felt it was industry-dominated** and would be skewed towards industry supporters because three of the four founding organisations are industry associations. In contrast, others stated the **role of industry would be diminished** and the evolution of the Consolidated Standard and its governance would lose sight of the need for practicality. Respondents provided suggested alternatives for how the Board seats could be selected and renewed. Stakeholders also expressed **concern that the four CMSI Partners would select the independent chair**, who is, in turn, charged with overseeing the formation of the Board, potentially resulting in a biased selection process.*



Table 5: Feedback on the Governance Model from Top 5 stakeholder groups



These specific points of concern come though more clearly in the detailed feedback outlined in the ERM Consultation Report.

The next section includes a tabular summary of that detailed feedback from the ERM Consultation Report, coupled with the response from the CMSI Partners on how feedback was responded to.



### 3 CMSI Partners Response to the Detailed Feedback

The CMSI Partners' responses to the detailed feedback is provided in Table 6. The first two columns are taken directly from pages 134 -138 of the ERM Consultation Report, which summarised the detailed feedback from stakeholders in each of the 14 sections of the proposed Governance Model that was publicly consulted on. The third column provides the response of the CMSI Partners, which are reflected in the revised Governance Model.

We have moved section 11 in the consultation draft Governance Model to appear as section 7 in the revised Governance Model as the logical place for this content to appear. To avoid any confusion, where section numbers have changed between the original and revised Governance Model, we indicate this in the left-hand column of Table 6.

As noted in the preamble, we have attempted to faithfully respond to all the points as summarised within the ERM Consultation Report. In addition, the revised Governance Model includes multiple other edits made in response to specific suggestions that came through in the public consultation responses, which have greatly helped to improve upon the original draft. We are indebted to the stakeholders and rights-holders that provided feedback through the public consultation process.

Lastly, we encourage all stakeholders and rights-holders with an interest in the Governance Model to refer to the Governance Model published on the [CMSI website](#).

Table 6: Detailed consultation feedback and CMSI Partner responses

| All Sections   | Consultation feedback   | CMSI partner responses  |
|--|---|---|
| General Comments   | <ul style="list-style-type: none"> <li>The Board structure heavily favours industry, limiting Indigenous Peoples' and non-industry stakeholder influence. For meaningful governance, Indigenous Peoples, rights holders and other non-industry voices must share decision-making authority to ensure balanced power, transparency and accountability;</li> <li>Only 10 out of 53 Board seats are allocated to 'mining-affected stakeholders', a term that groups Indigenous Peoples with labour and environmental advocates. This broad categorisation risks diluting Indigenous Peoples' perspectives and influence; and</li> <li>Commit to Transparency and Accountability: Real-time reporting, independent audits and explicit accountability measures will enhance the CMSI's transparency and credibility.</li> </ul> | <ul style="list-style-type: none"> <li>The Board involves the equal participation of commercial and non-commercial interests to ensure that industry is not disproportionately advantaged. The Board has responsibility for the vision, strategy, governance and resourcing. We have strengthened the language to more clearly convey our unwavering commitment to shared governance.</li> <li>Of the 16 Board seats (in addition to the Chair), mining affected stakeholders hold 4 seats (equal to mining companies). The decision-making rules (see section 8 of the revised Governance Model) affords equal protection and influence to each of these groups. A minimum of one seat will be filled by an Indigenous representative. In addition, the revised Governance Model states that <i>"One of the latter three seats would also ideally be Indigenous."</i></li> <li>The accountability aspects (including independent audits and transparent disclosures) are covered by the Assurance Process and Claims Policy which are currently under revision.</li> </ul> |
| 1. What is the vision?   | <ul style="list-style-type: none"> <li>Consider the European Union Critical Raw Materials Act definition of multi-stakeholder governance;</li> <li>Concern that the four CMSI Partners will select the independent chair, who is, in turn, charged with overseeing the formation of the Board. No transparency over the criteria or process being used to guide the selection of the leaders who will drive decision-making, or more critically, of the 'independent chair' tasks with oversight of the Board; and</li> <li>Generally, respondents gave strong support for the governing principles.</li> </ul>   | <ul style="list-style-type: none"> <li>The CMSI is not seeking to prioritise any one regulatory system.</li> <li>The revised Governance Model removes the CMSI Partners from having a role in the process to select the Chair, who must not have worked for industry for a period of at least 3 years. It further diminishes the role of the Chair to facilitating the process to recruit other Board members by engaging nominations sub-committees (comprising members of the <a href="#">Stakeholder Advisory Group</a>) through a process of consensus (see section 7 of the revised Governance Model).</li> <li>These have been further strengthened (see comments on section 3 in this Table).</li> </ul>   |
| 2. What is the mandate of the Legal Entity to deliver this vision? | <ul style="list-style-type: none"> <li>Concern that if the Assurance Process culminates in the Board finally resolving client-assurer disputes by qualified-majority vote, this could potentially place untenable public and political pressure upon the assurance provider. Recommended that both</li> </ul>   | <ul style="list-style-type: none"> <li>The Assurance Process details the Dispute Resolution Process, which includes the assurance provider, the facility and the Secretariat (in a first instance) or a sub-committee of the Board. Both parties are represented in the process.</li> </ul>   |

| All Sections  | Consultation feedback   | CMSI partner responses   |
|---|---|--|
|   | <p>the client and the assurance provider be represented in the group that decides how the dispute is resolved; and</p> <ul style="list-style-type: none"> <li>There is potential for conflict of interest if the clients of the assurance providers fund the Secretariat.</li> </ul>  | <ul style="list-style-type: none"> <li>A violation of the requirement to act independently and free from any bias by the assurance provider is grounds for the Secretariat to suspend or remove their approval. While the business relationship between the assurance provider and the client could include a potential of a conflict of interest, their conduct is monitored through the assurance provider oversight process.</li> </ul>   |
| 3. What principles have guided the development of the Governance Model?     | <ul style="list-style-type: none"> <li>The meaning of ‘realistic’ (i.e. pragmatic) in the last general principle is vague;</li> <li>The wording of ‘include and go beyond DEI criteria’ was seen as odd phrasing; and</li> <li>Suggested adding a specific mention of gender considerations and the inclusion of women's voices.</li> </ul>   | <ul style="list-style-type: none"> <li>We have clarified that this is intended to leverage the existing knowledge and infrastructure of the founding Partners, in particular, The Copper Mark.</li> <li>We agree and have changed this to say “include but not be limited to criteria, to reflect gender balance, ethnicity, a diversity of interests, etc.”</li> <li>This is included in the revised Governance Model.</li> </ul>   |
| 4. What are some of the key features the Governance Model needs to include? | <ul style="list-style-type: none"> <li>Several respondents focused on multi-stakeholder oversight. They considered it is not enough to just have multi-stakeholder decision-making in all aspects of the certification scheme. This includes agreement around the design of the Consolidated Standard and its Governance Model; and</li> <li>There were comments suggesting governments appear to be omitted from the proposed structure, yet they are uniquely positioned to help mining companies meet the Requirements of the CMSI.</li> </ul> | <ul style="list-style-type: none"> <li>The CMSI Partners acknowledge that the starting point for this process is not truly multi-stakeholder, as it involves the four Partners retiring their own standards to simplify the standards landscape. Our response is to establish the Board as early as possible and prior to the finalisation of the standard. Consequently, the Partners communicated (e.g. on the CMSI website and in the consultation draft Governance Model) prior to last years’ public consultation that we would not consult on governance a second time to enable this to happen.</li> <li>It is very difficult to expect a representative of any individual government to reflect the broader interests of multiple governments. As a proxy for governments, we have made provision for multi-lateral organisations to participate, recognising that they have the ability to represent multiple government interests as opposed to just one. However, governments have been and will continue to be consulted.</li> </ul> |
| 5. What does the overall Governance Model look like?                        | <ul style="list-style-type: none"> <li>There were questions concerning to whom the Board will be accountable; and</li> <li>There should be a description of the conflict resolution process in the terms of reference of the Board.</li> </ul>  | <ul style="list-style-type: none"> <li>The Board is responsible for overseeing the Legal Entity in delivering its mandate in section 2 of the revised Governance Model. Beyond the accountability of Board members to one another, Board members have a broader responsibility to reflect the interests or area of expertise they were appointed to the Board to reflect and a fiduciary obligation to act in the</li> </ul>   |

| All Sections  | Consultation feedback  | CMSI partner responses   |
|---|--|--|
|   |  | <p>best interest of the organisation Ultimately the Board is accountable under UK companies' law.</p> <ul style="list-style-type: none"> <li>A conflict resolution process may be included in the Articles of Association for the Board but sits outside of this Governance Model.</li> </ul>  |
| <p>6. What will the composition of the Board look like?</p>   | <ul style="list-style-type: none"> <li>If director terms are three years, can a new director from the same company apply to be on the Board? Or is it also the company term for a director seat? How long does a company have to wait until they can be on the Board again?; and</li> <li>Some felt it was important that major mining representatives be included in governance.</li> </ul>   | <ul style="list-style-type: none"> <li>Director's terms are covered in section 7 of the revised Governance Model, as is the point about balancing different sized companies in the Mining Company group. While theoretically possible that a Board Director could succeed another from the same company, it is likely that the nomination committee would want to select from a different company.</li> <li>Some recurring concerns around balancing commercial and non-commercial interests on the Board are also reflected throughout the revised Governance Model.</li> </ul> |
| <p>7. How will the Board make decisions?</p> <p><i>[Note: This is now section 8 in the revised Governance Model]</i></p>  | <ul style="list-style-type: none"> <li>This question was suggested to extend to the Secretariat and committees; and</li> <li>The transition period for the Copper Mark Board to be replaced by relevant commercial or stakeholder interests should be stipulated upfront rather than 'in due course', which is too vague.</li> </ul>   | <ul style="list-style-type: none"> <li>The Secretariat is composed of technical staff and responsible for delivering the strategy and objectives of the organisation as set out by the Board. In doing so, it is accountable to the Board as the decision-making body. However, that same model of decision-making would extend to the Mining and Value Chain Committees.</li> <li>We have left this open as a matter for the Board to determine, as part of the process of Board renewal (under the Governance Committee).</li> </ul>   |
| <p>8. What will the composition of the Mining and Value Chain Committees look like?</p> <p><i>[Note: This is now section 9 in the revised Governance Model]</i></p> | <ul style="list-style-type: none"> <li>How will the CMSI ensure recruitment of representatives from small or mid-tier companies, fabricators and recyclers?; and</li> <li>The mining committee should be comprised entirely of mining industry representatives. To ensure that all mining types are adequately represented, the committee should be comprised of any national level mining association and mining company representative that wants to participate.</li> </ul> | <ul style="list-style-type: none"> <li>The need to achieve such a balance is stipulated in the revised Governance Model (section 7). Recruitment will be based on an open call for applications using the process outlined in section 7.</li> <li>This suggestion has been rejected in favour of the balance between commercial and non-commercial interests in the consultation draft and revised Governance Model.</li> </ul>  |
| <p>9. How does delegated authority work and what would the delegated responsibilities of</p>  | <ul style="list-style-type: none"> <li>Duplication of Board members in the committees would set up the potential for dominant 'Board' voices at the committee level; and to diminish independence of review/oversight role of the Board for those directors; and</li> </ul>  | <ul style="list-style-type: none"> <li>We see greater advantage than disadvantage in involving Board members in the Mining and Value Chain Committees. There will be a minimum of 2 and maximum of 4 Board members in each committee, ensuring that their voices will not dominate the total of 18 committee members.</li> </ul>   |

| All Sections  | Consultation feedback  | CMSI partner responses   |
|---|--|--|
| <p><b>Mining and Value Chain Committees be?</b></p> <p><i>[Note: This is now section 9 in the revised Governance Model]</i></p>           | <ul style="list-style-type: none"> <li>The term ‘delegated authority’ is used to describe the functions of the mining committee and the value chain committee. This implies that the Secretariat will not retain responsibility for the assurance process, grievance mechanism and Claims Policy.</li> </ul>   | <ul style="list-style-type: none"> <li>The Board retains ultimate accountability for the Assurance Process, grievance mechanism and Claims Policy, but the responsibility for implementing these remains with the Secretariat.</li> </ul>  |
| <p><b>10. Would other Committees be established?</b></p>  | <ul style="list-style-type: none"> <li>No specific comment on this topic.</li> </ul>   | <ul style="list-style-type: none"> <li>Not applicable</li> </ul>   |
| <p><b>11. How would the initial Board be established?</b></p> <p><i>[Note: This is now section 7 in the revised Governance Model]</i></p> | <ul style="list-style-type: none"> <li>Some respondents felt there is no transparency around the specific criteria or process used to guide the selection of the leaders driving decision-making on the Board, or more critically, of the ‘independent chair’ tasked with overseeing it. Additionally, they stated this lack of transparency could extend to the committee level where industry interests might still disproportionately influence decisions;</li> <li>Others stated the basis for the selection process is not clearly defined and that a set of criteria should be established; and</li> <li>It was suggested the criteria for selection of an independent chair should be included in the second round of public consultation.</li> </ul> | <ul style="list-style-type: none"> <li>This entire section has been substantially reworked to provide greater transparency over the process. The revised Governance Model removes the CMSI Partners from having a role in the process to select the Chair. It further diminishes the role of the Chair to facilitating the process to recruit other Board members by engaging nominations sub-committees (primarily comprising members of the Stakeholder Advisory Group) through a process of consensus. A similar approach will be applied to selecting the inaugural members of the Mining Committee and Value Chain Committee.</li> <li>The nominations sub-committees in the revised Governance model will operate to clearly defined Terms of Reference (for the Chair and all other Board positions) which will be made public. A draft of the details of the Board member expected attributes and responsibilities are included as an Appendix to the revised Governance Model.</li> </ul> |
| <p><b>12. How would the Board be renewed over time?</b></p>   | <ul style="list-style-type: none"> <li>There were limited comments, but the comments were focused on the balance of mining stakeholders with Indigenous Peoples and other non-mining stakeholders.</li> </ul>  | <ul style="list-style-type: none"> <li>There are four Board seats for Mining Stakeholders. A minimum of one seat will be filled by an Indigenous representative. In addition, the revised Governance Model states that “<i>One of the latter three seats would also ideally be Indigenous</i>”.</li> </ul>   |
| <p><b>13. What is the role of National Panels?</b></p>  | <ul style="list-style-type: none"> <li>It was stated the ability to ‘provide country-specific interpretation to implementers and assurance providers’ would need some guard rails and regular oversight from the main Secretariat;</li> </ul>  | <ul style="list-style-type: none"> <li>That is correct, although the oversight will primarily come from the Board. The revised Governance Model states that National Panels “<i>would be required to adhere to Terms of Reference (ToR) developed by the Mining Committee and approved by the Board that set out minimum expectations for multi-interest participation, operational procedures and transparency.</i>” It further states that “<i>Any guidance provided to Assurance Providers by</i></li> </ul>  |

| All Sections           | Consultation feedback  | CMSI partner responses   |
|------------------------|--|--|
|                        | <ul style="list-style-type: none"> <li>Given the proposed national panels are not mandatory, what is the priority of the CMSI in this regard? How will the CMSI incentivise their creation?; and</li> <li>A number of suggestions were provided as to the makeup of the National Panels to include independent experts reflecting a balance of individuals from different backgrounds, including civil society, community, private sectors (both mining and value chain) and existing relevant initiatives.</li> </ul> | <p><i>National Panels must be approved by the Board of the Legal entity and published on its website”.</i></p> <ul style="list-style-type: none"> <li>The priority afforded to the creation of National Panels will be for the Board to consider.</li> <li>The suggestions are noted and welcomed and will be provided to the Mining Committee to support the development of Terms of Reference (ToR) for National Panels to be approved by the Board that will set out minimum expectations for multi-interest participation, operational procedures and transparency.</li> </ul> |
| 14. What happens next? | <ul style="list-style-type: none"> <li>The language outlining who is classified as a mining and value chain stakeholder was stated as needing to be strengthened to guarantee the perspectives of rights holders and civil society will be represented.</li> </ul>   | <ul style="list-style-type: none"> <li>This specific point has been addressed through extensive revisions to sections 6 and 7 of the revised Governance Model.</li> <li>More generally, the next step is that having processed the feedback received through the consultation process and adjusted the original draft to reflect much of this, the four Partners will move to implement the Governance Model as outlined above.</li> </ul>   |

## Consolidated Mining Standard Initiative

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