751.EARTH FAMILY GROUP
Since Time Began

BOARD CHARTER

GOVERNANCE FRAMEWORK AND TERMS OF REFERENCE

Defining the Authority, Structure and Accountability of the Board of Directors

751 EARTH LTD | Company No. 15950608

Registered Office: 7 Millfield Avenue, Northallerton, England, DL6 1AT

www.751.earth

Approved by: Dr Karen Sumser-Lupson, Founder and Principal
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1. PURPOSE AND AUTHORITY

This Charter sets out the role, composition, responsibilities, and operating procedures of the Board of Directors of 751 Earth Ltd, trading as the 751.Earth Family Group. It applies to the Board and all committees established under it, and governs how the organisation is directed and held accountable across every trading name and country office within the Group.

The Board derives its authority from the company's Articles of Association and English company law. This Charter does not replace those legal instruments but sets out how the Board chooses to exercise its authority in practice, providing the transparency that funding partners, Accredited Entities, and regulators expect from an institution of our scale and ambition.

This Charter should be read alongside the two-volume 751.Earth Policy Manual, which sets out the detailed safeguard, financial, and operational policies the Board oversees, and the Corporate Strategic Plan 2026 to 2031, which sets out the strategic direction this governance structure exists to deliver.

2. ROLE OF THE BOARD

The Board is collectively responsible for the long-term success of the 751.Earth Family Group. It sets strategic direction, approves major decisions, and holds the organisation to account against the commitments made in its Strategic Plan and to its funding partners.

2.1 CORE RESPONSIBILITIES

a) Approve the Corporate Strategic Plan and review progress against it at least annually
b) Approve the annual budget, financial statements, and any material change in financial position
c) Approve new programmes above a defined value threshold before they are submitted to any Accredited Entity or funding partner
d) Oversee the organisation's system of governance, risk management, and internal control, including the safeguard policies set out in the Policy Manual
e) Appoint, support, and where necessary remove the Founder and Principal and other senior officers
f) Ensure the organisation meets its legal, regulatory, and fiduciary obligations in every country in which it operates
g) Safeguard the reputation and integrity of the 751.Earth Family Group and all of its trading names

2.2 Matters Reserved to the Board

The following decisions require full Board approval and cannot be delegated to any committee or individual officer.

Decision Area	Threshold Requiring Board Approval
New programme approval	Any programme with a total value exceeding USD 5,000,000
Annual budget and accounts	All years, no threshold
Material change in strategy	Any change to the four strategic verticals or their stated ambition
Senior appointments	Founder and Principal, and any Director-level appointment
Borrowing or guarantees	Any amount exceeding USD 500,000
Entry into new countries of operation	Any new country not already named in the Strategic Plan
Material litigation or regulatory action	All instances

3. BOARD COMPOSITION AND APPOINTMENT

The Board is composed of bringing together founding leadership, independent oversight, and the specific technical expertise the organisation's climate finance mandate requires.

3.1 Composition

Role	Description
Founder and Principal	Provides founding vision, strategic leadership, and day-to-day executive authority, currently held by Dr Karen Sumser-Lupson
Chair of the Board	Leads Board meetings, ensures effective governance, and acts as the primary link between the Board and the Founder and Principal
Independent Non-Executive Directors	Bring external expertise in climate finance, law, safeguarding, or financial management, and provide independent challenge
Executive Directors	Senior officers with day-to-day operational responsibility, such as a Finance Director or Programmes Director, appointed as the organisation scales

3.2 Board Size and Balance

The Board shall comprise no fewer than three and no more than nine Directors. As the organisation grows in line with the Corporate Strategic Plan, the target composition is a majority of independent Non-Executive Directors, ensuring the Board is never dominated by executive interests alone.

3.3 Appointment and Terms

Directors are appointed by resolution of the Board, following a recommendation from the Governance and Nominations function

Non-Executive Directors serve an initial term of three years, renewable once, to balance continuity with fresh perspective

The Founder and Principal holds a permanent seat on the Board in recognition of founding authority, subject to the ordinary legal duties of a Director

All new Directors receive a formal induction covering this Charter, the Policy Manual, and the Corporate Strategic Plan

4. COMMITTEE STRUCTURE

The Board delegates specific areas of oversight to standing committees, each governed by its own terms of reference approved by the full Board. Committees strengthen governance by allowing focused, expert attention on complex areas, while all final decisions of consequence remain with the full Board.

Committee	Core Mandate
Audit and Risk Committee	Oversees financial reporting integrity, external audit, and the organisation's risk register
Programmes and Investment Committee	Reviews and recommends new programme approvals before submission to Accredited Entities or funding partners
Governance and Nominations Committee	Oversees Board composition, Director appointments, and annual governance review
Safeguarding and Ethics Committee	Oversees implementation of the Policy Manual, including PSEA, child protection, and the Complaints and Independent Redress Mechanism

5. TERMS OF REFERENCE, AUDIT AND RISK COMMITTEE

5.1 Purpose

The Audit and Risk Committee assists the Board in fulfilling its oversight responsibilities for financial reporting, external audit, internal control, and enterprise risk management, consistent with the standards expected by GCF, UNDP, and World Bank fiduciary assessments.

5.2 Composition

- At least three Directors, a majority of whom must be independent Non-Executive Directors
- At least one member with recent and relevant financial or audit experience
- The Chair of the Board shall not chair this Committee, to preserve independence

5.3 Responsibilities

1. Review and recommend the annual financial statements to the Board before approval
2. Oversee the appointment, independence, and performance of the external auditor
3. Review the effectiveness of internal financial controls, in line with the Financial Management Manual in Volume 2 of the Policy Manual
4. Maintain and review the organisation's Risk Register at least quarterly
5. Review the outcomes of any Partner Due Diligence or Sanctions Screening flagged as high risk

5.4 Meetings and Reporting

The Committee meets at least quarterly, and reports formally to every full Board meeting. Minutes are retained for a minimum of five years, consistent with the record-keeping standards in Volume 2 of the Policy Manual.

6. TERMS OF REFERENCE, PROGRAMMES AND INVESTMENT COMMITTEE

6.1 Purpose

The Programmes and Investment Committee provides technical and strategic scrutiny of new and existing programmes across all four strategic verticals, ensuring every programme entering the pipeline is aligned with the Corporate Strategic Plan and meets the organisation's quality and safeguard standards.

6.2 Composition

- At least three Directors, including at least one Director with direct climate finance or GCF process experience
- May co-opt external technical advisors for specific programme reviews, without voting rights

6.3 Responsibilities

1. Review and recommend all new concept notes and full proposals above USD 5,000,000 before Board approval
2. Monitor progress of the active pipeline against the KPI framework set out in the Corporate Strategic Plan
3. Review Environmental and Social Risk Category assignments for new programmes, in line with the ESMS Policy in Volume 2 of the Policy Manual
4. Recommend Accredited Entity partnerships and diversification strategy to the Board

6.4 Meetings and Reporting

The Committee meets at least quarterly, and reports to every full Board meeting, providing a rolling pipeline update against the KPI framework.

7. TERMS OF REFERENCE, GOVERNANCE AND NOMINATIONS COMMITTEE

7.1 Purpose

The Governance and Nominations Committee ensures the Board itself remains fit for purpose as the organisation scales, overseeing Board composition, succession planning, and the annual governance review.

7.2 Composition

At least two Directors, including the Chair of the Board. The Founder and Principal may attend but does not chair this Committee, to preserve independent oversight of succession matters.

7.3 Responsibilities

1. Lead the recruitment and induction process for new Directors
2. Conduct an annual review of Board composition, skills, and independence balance
3. Oversee succession planning for the Founder and Principal and other senior officers
4. Lead the annual review of this Charter and recommend amendments to the full Board

7.4 Meetings and Reporting

The Committee meets at least twice per year, and reports to the full Board following each meeting.

8. TERMS OF REFERENCE, SAFEGUARDING AND ETHICS COMMITTEE

8.1 Purpose

The Safeguarding and Ethics Committee oversees the implementation of the safeguard, ethics, and integrity policies set out across both volumes of the Policy Manual, ensuring these standards are lived in practice, not just written on paper.

8.2 Composition

At least two Directors, including at least one Director with relevant safeguarding, human rights, or ethics experience. May co-opt an independent external safeguarding advisor.

8.3 Responsibilities

1. Review the operation of the Complaints and Independent Redress Mechanism, including any complaint concerning senior leadership
2. Oversee compliance with the Child Protection, PSEA, and Whistleblower and Witness Protection Policies

3. Review annual safeguarding training completion and incident reports across all country offices
4. Report any material safeguarding concern directly and immediately to the full Board, bypassing normal reporting cycles where urgency requires

8.4 Meetings and Reporting

The Committee meets at least twice per year, or immediately in the event of a material safeguarding concern, and reports to the full Board following each meeting.

9. BOARD MEETINGS AND DECISION MAKING

Meeting Type	Frequency	Quorum
Full Board meeting	At least quarterly	A majority of Directors, including at least one independent Non-Executive Director
Annual Strategy Review	Once per year	Full Board
Extraordinary Board meeting	As required	As set out in the Articles of Association

9.1 Decision Making

Decisions are made by simple majority of Directors present, with the Chair holding a casting vote in the event of a tie

Any Director with a conflict of interest in a matter under discussion must declare it and withdraw from the decision, in line with the Conflict of Interest Policy in Volume 1 of the Policy Manual

Minutes of every Board and Committee meeting are recorded, approved at the following meeting, and retained for a minimum of five years

10. ANNUAL GOVERNANCE CALENDAR

The table below sets out the standing rhythm of governance activity across the year, ensuring that strategic review, financial oversight, and safeguard assurance happen consistently rather than reactively.

Quarter	Board Focus	Committee Activity
Q1	Approve annual accounts, review prior year KPI performance	Audit and Risk Committee reviews external audit outcome
Q2	Review pipeline growth against Strategic Plan targets	Programmes and Investment Committee reviews new concept notes
Q3	Annual Strategy Review, revisit four-pillar KPI framework	Governance and Nominations Committee conducts annual Board review
Q4	Approve following year's budget and programme pipeline	Safeguarding and Ethics Committee reviews annual safeguarding report

11. RELATIONSHIP BETWEEN THE BOARD AND EXECUTIVE LEADERSHIP

The Board sets strategy and holds the organisation to account. Day-to-day executive leadership, including the operational delivery of the Corporate Strategic Plan, sits with the Founder and Principal and the senior team appointed to support her.

This division of responsibility allows the organisation to move quickly on programme origination and delivery, the pace climate finance work demands, while ensuring that major decisions receive full Board scrutiny and that governance never becomes a bottleneck to legitimate opportunity.

12. REVIEW AND AMENDMENT

This Charter is reviewed annually by the Governance and Nominations Committee, and any amendment must be approved by resolution of the full Board. This Charter is also reviewed immediately following any material change in the organisation's structure, such as the establishment of a new country office or a material change to the strategic verticals set out in the Corporate Strategic Plan.

This Charter was approved by the Board of 751 Earth Ltd on the date shown below.

Approved by: Dr Karen Sumser-Lupson

Founder and Principal

On behalf of the Board of Directors, 751 Earth Ltd

Date: April 2026