



Sustainability Reference Group

Terms of Reference and Operating Protocol

Adopted August 2005

1. Introduction

1.1. Purpose of this document

Part 1 of this document provides an introduction to the establishment of WSN Environmental Solutions' (WSN) Sustainability Reference Group (SRG). Part 2 of this document, the Terms of Reference, defines the role of the SRG. Part 3, the Operating Protocol, establishes the processes and procedures that will govern the way the SRG operates.

1.2. Background to the Sustainability Reference Group

WSN has established an SRG to provide external, expert perspectives on sustainability, community engagement and corporate social responsibility issues. WSN is undertaking this initiative as part of a broader shift within the organisation. It is determined to move from being a provider of waste disposal facilities to being a leader in resource recovery. In line with this, the organisation aims to achieve best practice in its sustainable business operations including its community engagement practices.

Furthermore, WSN's vision is to work with its stakeholders to shape the development of WSN as a sustainable business. In accordance with this vision WSN has made the following commitments:

- WSN treats its local communities, customers, regulators, local and state government bodies and other stakeholders as key partners.
- WSN recognises that, while providing an essential public service, its business has impacts on local communities and other stakeholders.
- WSN engages in open and honest dialogue with its stakeholders.
- The value of stakeholder engagement is recognised at every level in WSN, including the senior management and Board.

1.2.1 Definition of sustainability

WSN is a NSW Government-owned corporation established under the Waste Recycling and Processing Corporation Act 2001. Under this Act, one of the principle objectives of the organisation is:

to protect the environment by conducting its operations in compliance with the principles of ecologically sustainable development contained in section 6 (2) of the Protection of the Environment Administration Act 1991 .

The principles of ecologically sustainable development contained in Section 6(2) of the Protection of the Environment Administration Act focus largely on the environmental aspect of sustainability, and do not adequately reflect the social and economic aspects. However, the principles do capture the important concept of environmental valuation – the belief that environmental factors should be included in the valuation of assets and services.

The definition of sustainability given in the Council of Australian Governments (1992) National Strategy for Ecologically Sustainable Development reflects the three elements of sustainability:

Development that improves the total quality of life, both now and in the future, in a way that maintains the ecological processes on which life depends.

Objectives:

- *To enhance individual and community well-being and welfare by following a path of economic development that safeguards the welfare of future generations.*
- *To provide for equity within and between generations.*
- *To protect biological diversity and maintain essential ecological processes and life-support systems.*

Both of the documents referred to above reflect important aspects of the concept of sustainability. WSN will be developing a Sustainability Policy in the near future. The definition of sustainability used in that policy will then be incorporated into these Terms of Reference.

2. SRG Terms of Reference

2.1 Role of the SRG

To provide independent advice to help WSN to identify, reach and maintain standards of best practice in sustainability, in particular community engagement and corporate social responsibility.

2.2 Objectives of the SRG

- To provide advice on WSN's general corporate direction related to sustainability.
- To provide advice on specific sustainability initiatives WSN is undertaking.
- To raise relevant issues which SRG members believe WSN should consider addressing.
- To comment on broader waste, resource recovery and sustainability issues which are within WSN's area of interest.
- To monitor and comment on WSN's sustainability performance.

2.3 Relationship of the SRG to WSN

The nature of the relationship between the SRG and WSN involves cooperation, openness and critical reflection. The features of this relationship are:

- Members of the SRG and of WSN must commit to working together – this will be manifested through full participation in the group discussions and understanding the legitimacy of each other's opinions.
- Consensus amongst SRG members is not required. WSN values the views of all members and welcomes a diversity of views.
- The SRG will operate on a non-voting basis, however the diversity of opinions will be noted in the minutes as appropriate.
- WSN will commit to listening to, considering and responding to the views and recommendations made by the SRG. The SRG is not a decision-making body with express or implied veto rights on WSN proposals or decisions, and

decisions made by WSN may not necessarily reflect the views of the SRG or its individual members.

- SRG members, and/or any organisations that they represent, may have a relationship with WSN that is independent of their participation in the SRG; for example an SRG member may also relate to WSN as a customer, a regulator or a host council.

2.4 Relationship of the SRG to the CACs

While the SRG provides a strategic perspective and the CACs generally consider site-specific matters, there may be occasions where the interests of the SRG and the CACs intersect. The SRG will be asked for input on WSN's community engagement process and initiatives, and the CACs will be invited to provide feedback on some corporate-level initiatives. When both the SRG and the CACs provide feedback on the same issue, WSN will take all advice into consideration when making decisions.

A referral process will operate to allow the SRG and the CACs to seek each other's advice on appropriate issues. Matters referred by a CAC to the SRG must be of a strategic nature. The SRG does not sit in judgement on CAC matters.

2.5 Membership

The SRG will be comprised of a cross section of people who have knowledge, and experience in the area of sustainability. Some members were invited on the basis of their individual knowledge and experience, while others were nominated by an organisation that WSN had invited to provide a representative.

The following people constitute the initial membership of the SRG:

- Matthew Taylor - Chief Executive Officer, Keep Australia Beautiful NSW
- Jeff Angel – Director, Total Environment Centre (TEC)
- Jenny Kent – Sustainability Coordinator, Department of Education and Training
- Steve Beaman - Manager, Sydney Waste, NSW Department of Environment and Conservation
- Bob Verhey – Senior Policy Advisor, Local Government Association
- Simon Longstaff – St James Ethics Centre
- Liz Jeremy - Director Environment and Recreation, Blacktown City Council
- Ron Smith - Manager Waste Services, Sutherland Shire Council
- Daniel Lovett - Senior Sustainability Planner, Warringah Council

WSN will be represented on the SRG by:

- Ken Kanofski – Chief Executive Officer
- Anita Mitchell – General Manager Sustainability and Assurance
- Anna Mitchell – Manager Community Engagement

Members may send a representative if they are unable to attend, however consistent attendance is encouraged to maximise the productivity of the group.

The membership term is two years. At the end of that period members may choose to resign from the SRG or, subject to the agreement of WSN, commit to another

term. If an SRG member is unable to complete the membership term, their organisation (if applicable) may nominate a replacement member to serve the remainder of the membership term. If the organisation does not wish to nominate a replacement member, or if the member in question does not represent an organisation, WSN may choose to invite a new member to join the SRG.

2.6 Conflicts of interest

If an actual or potential conflict of interest arises in relation to a particular issue, SRG members must inform the Chair and the rest of the group as soon as practicable. This can be done out-of-session via email, or during a meeting of the SRG. If, following discussion by SRG members, the conflict of interest is considered to be significant, the member may be required to vacate the meeting room during discussion of the relevant issue. The Chair will be the final decision-maker regarding the requirement for an SRG member to vacate the room.

3. Operating Protocol

3.1 Roles and responsibilities

SRG members

Each SRG Member will:

- Prepare for and attend SRG meetings approximately four times per year.
- Voice their individual and constituency-based values, attitudes and knowledge.
- Act in accordance with the Terms of Reference and Operating Protocol.

Chair

The WSN CEO will chair the SRG. The Chair will be responsible for:

- Approving a draft agenda for SRG meetings.
- Managing the time and agenda items of each SRG meeting.
- Ensure each member has a reasonable opportunity to express their views.

Secretariat

The Secretariat of the SRG will be fulfilled by the Community Engagement Manager of WSN and will be responsible for:

- Confirming the date, time and venue of quarterly SRG meetings.
- Developing draft agendas for approval by Chair.
- Distributing the agenda prior to SRG meetings.
- Preparing and disseminating SRG meeting minutes (additional resources for minuting meetings will be provided if necessary).
- Distributing any relevant information in-between meetings where necessary.

- Following up and addressing issues/requests generated by the SRG.
- Acting as an internal advocate for the SRG within WSN.

3.2 Meeting frequency, timing and venue

The SRG will hold quarterly meetings. Members may be requested to provide additional advice outside of these meetings via teleconference or group email. WSN will seek out-of-session advice from all SRG members, not from individual members.

Meetings will be held during working hours at the time most convenient for the majority of members. Meetings will be held at WSN's head office in Chatswood unless members prefer an alternative venue.

3.3 Agendas and minutes

Meeting agendas will be prepared will be prepared by the Secretariat and approved by the Chair. All members are welcome to suggest agenda items. The agenda will be distributed via email two weeks prior to each meeting.

Draft minutes will be prepared by the Secretariat and approved by the Chair. The minutes will not be a verbatim record but will capture the key comments, agreements and actions. Minutes will capture the diversity of views expressed by the SRG. Minutes will be adopted by the SRG at the next meeting (with amendments if required) and then placed on the WSN website. Once adopted by the SRG, the minutes will be considered by all members to provide a fair and accurate record of the meeting.

3.4 Confidentiality

Whilst the discussions of the SRG will be publicly reported in the minutes, there may be occasions where WSN, or another member, wishes to present confidential information to the group. It is the responsibility of the member presenting that information to advise the group that it is confidential. All members are required to keep such information confidential.

3.5 Liability

WSN will pay the fees, costs and expenses reasonably incurred by any member of the SRG in investigating, defending, settling or appealing any legal proceedings commenced by a third party against WSN and the member in relation to any matter on which the SRG has advised WSN and in which an allegation is made concerning the appropriateness of the advice provided by that member.

Any such costs may only be incurred with the prior approval of WSN.

3.6 Media/public comment

SRG members may not speak to the media as an SRG representative without prior agreement from WSN. However, SRG members are not in any way restricted from expressing their own or their organisation's views about WSN (positive or negative) on any matter relevant to WSN.

No member may discuss views expressed by another member without their knowledge and consent. WSN will not present information about the SRG or their

discussions in the media or in public statements, beyond that which is recorded in adopted meeting minutes.

3.7 Expenses

A sitting fee of \$250 per meeting will be offered to non-profit organisations that have a representative on the SRG. All other members will be reimbursed for reasonable expenses associated with participation in the group, such as travel or administrative costs upon request.