

SHEEP SUSTAINABILITY FRAMEWORK STEERING GROUP TERMS OF REFERENCE

1 Background and Purpose

- 1.1 The Sheep Sustainability Framework Steering Group (**Panel**) is a panel established by the Sheep Sustainability Framework Board (**SSFB**) and is supported by Meat & Livestock Australia (**MLA**) and Australian Wool Innovation (**AWI**).
- 1.2 The Panel is accountable to the two Peak Industry Councils (**PICs**), Sheep Producers Australia (**SPA**) and WoolProducers Australia (**WPA**).
- 1.3 The Panel acts in an advisory capacity in accordance with these terms of reference (**TORs**).
- 1.4 The objectives of the Panel are to:
 - (a) to integrate the Sheep Sustainability Framework (**SSF**) across the value chain, and
 - (b) continuously strengthen the impact and relevance of the SSF through material issue examination and robust annual reporting.

2 Role and responsibilities of the committee

- 2.1 The role of the Panel is to provide advice and make recommendations to the SSFB and MLA on:
 - (a) the design, development, and delivery of the SSF;
 - (b) the development and delivery of the strategic and operational plan for the SSF;
 - (c) the delivery of Framework outputs, ensuring achievement of the SSF's desired outcomes;
 - (d) other issues relating to the SSF as the Panel considers appropriate.
- 2.2 The role of MLA is to support the industry owned SSF and the Panel by providing:
 - (a) On going resources including but not limited to full-time secretariat service,
 - (b) Consultation with and access to relevant expertise, information and data, and
 - (c) Provision of an annual budget for approved project work including materiality studies, meeting and event support and sitting fees and expenses.
- 2.3 The role of AWI is to support the industry owned SSF by providing:
 - (a) Consultation with and access to relevant expertise, information and data, and
 - (b) Provision of budget for approved project work.

3 Membership

- 3.1 The Panel must comprise the Chair plus a minimum of six (6) members, up to a maximum of eight (8) members, which represent various sectors of the sheep and wool supply chains.
- 3.2 The role of the Chair is (including but not limited) to:
 - (a) Lead the Panel to ensure impactful administration and sound delivery of the SSF's Annual Report for the industry;
 - (b) Effectively managing the Panel's activities and reporting its advice and outcomes to the SSFB to inform its decision-making, and

- (c) Where appropriate, facilitating events or presenting on the Panel's activities to internal and external stakeholders.

3.3 The role of a Member is to is to:

- (a) use their experiences, skills, and knowledge of specific topics or sectors to support the continuous improvement of the SSF Framework, and
- (b) to represent and positively promote the Framework in relevant parts of the value chain, state or region in which they are active.

4 Recruitment/Selection

4.1 The Chair or Member will be recruited via a call for Expressions of Interest or direct nomination by the SSFB, as required.

4.2 The tenure for the Chair and Members will be 3 x 12-month (1 year) terms.

5 Code of Conduct

5.1 In performing the duties and responsibilities of the Panel, members will:

- (a) act in accordance with the terms set out in the Letter of Appointment;
- (b) act in the best interests of the industry;
- (c) have a duty of care and diligence in fulfilling their functions;
- (d) treat all fellow stakeholders with courtesy and respect;
- (e) be provided with well researched, complete, accurate and meaningful information in a timely manner prior to meetings;
- (f) be given reasonable time to consult with their members and stakeholders to make key decisions;
- (g) be open and honest during discussions;
- (h) work constructively with all members to towards achieving consensus on decisions;
- (i) not make improper use of information acquired as a member of the Panel; and
- (j) not distribute confidential information acquired as a member of the Panel outside the Panel without the prior written consent of MLA (including within own organisations) and subject to the terms of any separate confidentiality agreement.

6 Safety

6.1 Members of the Panel must ensure that its activities comply with all applicable materials, food, product and consumer safety laws and regulations, all applicable occupational health and safety laws and regulations and all other applicable industry codes of practice and Australian Standards relating to safety.

7 Meetings

- 7.1 The Panel must meet at least five (5) times each year or more frequently as required.
- 7.2 A quorum for Panel meetings is at least 50% of Members, including the Chair.
- 7.3 The Panel will endeavour to make decisions by consensus. If a consensus decision is not possible and a matter is voted on, a decision of the Panel will be effective if passed by a vote of 75% of those members present and voting on the matter.
- 7.4 The Panel may meet in person or by telephone or other means of audio or audio-visual communication, or any combination of these.
- 7.5 A representative from MLA and AWI is entitled to attend and participate in the Panel's meetings.
- 7.6 The Panel may invite any other person to attend and participate in meetings.
- 7.7 The Chair and eligible members are entitled to sitting fees in accordance with MLA's sitting fee policy and reimbursement of expenses associated with membership of the Panel (as described in the Letter of Appointment). Other members [Federal and State government members if applicable] do not receive sitting fees and are responsible for their own expenses associated with membership of the Panel.

8 Conflict of interest

- 8.1 If at any stage a conflict of interest arises or appears likely to arise, the member must:
 - (a) notify MLA immediately in writing;
 - (b) make full disclosure of all relevant information relating to the conflict; and
 - (c) take such steps as MLA reasonably requires to resolve or otherwise deal with the conflict.
- 8.2 The process for reporting and managing conflicts of interest will be a standing agenda item and emphasised at the start of each meeting.
- 8.3 At the commencement of each meeting, each member must declare (and provide sufficient details) if they have a conflict of interest or likely conflict of interest that may in any way impact the member's role in relation to any of the meeting agenda items.
- 8.4 If during a meeting, a conflict of interest, or likely conflict of interest is declared:
 - (a) the chair must record details of the conflict in the minutes of the meeting and the conflict register for the Panel;
 - (b) the declaring member must make full disclosure of all relevant information relating to the conflict;
 - (c) the declaring member must take such steps as the Panel reasonably requires to resolve or otherwise deal with the conflict; and
 - (d) the chair must record the steps taken/required to resolve or otherwise deal with the conflict.

9 Anti-competitive conduct

- 9.1 Members of the Panel must not engage in any collusion, anti-competitive or similar conduct with any other Panel member or person. This includes (but is not limited to) discussion

between competitors or potential competitors of prices, bids, production plans, customers or suppliers or sharing confidential or competitively sensitive information.

10 Access to information and advice

- 10.1 The Panel may obtain information from staff of MLA as it considers necessary for the performance of its role and responsibilities.
- 10.2 The Panel may obtain such other information and advice as it considers necessary for the performance of its role and responsibilities, subject to obtaining the prior approval of MLA as to any costs to be incurred in obtaining that information or advice.

11 Reporting

- 11.1 The Panel will arrange for minutes of its meetings to be prepared and will provide MLA with copies of them following each meeting.
- 11.2 When providing any advice or recommendation in accordance with these TORs, the Panel will:
 - (a) provide information and material substantiating the advice or recommendation;
 - (b) provide any other information requested by the party receiving the advice or recommendation; and
 - (c) if the advice or recommendation did not result from a consensus decision, provide details of Panel voting on the matter.
- 11.3 The work of the Panel is advisory to MLA. Any media enquiries received by Panel members should be conveyed to the MLA's Manager – Sheep Sustainability Framework in person or by telephone who will notify MLA's Media Manager or General Manager, Communication & Adoption. Non-urgent media enquiries can be notified by email.

12 Secretariat

- 12.1 MLA will provide secretariat support to the Panel as required.

13 Review

- 13.1 MLA may review these TORs from time to time to keep them up to date and consistent with the Panel's role and advice that may be provided by the Panel. MLA will notify each member of the Panel of any changes to these TORs.