



POLICY & BEHAVIOUR CHANGE COMMITTEE CHARTER

1 ABOUT THE CHARTER

Introduction

- (a) This charter sets out the End Food Waste Australia Limited (EFWAL) Policy & Behaviour Change Committee (PBCC) composition, responsibilities and meeting and reporting processes.

Establishment of Policy & Behaviour Change Committee

- (a) The Board of EFWAL (the Company) has established a Policy and Behaviour Change Committee (the Committee) to assist the Board discharge its responsibilities relating to ensuring:
- i. All activities relating to policy support, consumer behaviour change and [business solutions] are relevant to the objects of the Company and help achieve the KPIs agreed internally and with the Commonwealth; and
 - ii. All activities relating to policy support, consumer behaviour change and [business solutions] align with global best practice.
- (b) The Committee has authority from the Board to review and investigate matters within the scope of this Charter and make recommendation to the Board in relation to any action. Except where indicated to the contrary in this Charter, such as at item (c) below, the Committee has no delegated authority from the Board to approve any action arising from its reviews and investigations and the Board retains authority over such matters other than those matters detailed in the Company's Delegation Policy.
- (c) The Committee has the following delegated decision-making authority:
- i. Approval of individual contracts for expenditure between the value of \$400,001 and \$800,000 (inclusive) in accordance with any Board approved budget.
 - ii. Approval of proposals/bids for new cash income over \$1M in accordance with any Board agreed forecast and in accordance with the risk framework of the Company.
 - iii. Approval of the campaign partner due diligence policy
 - iv. Approval of the strategy to establish, resource, plan and operate a Policy Support function in accordance with any Board approved budget and risk framework.
 - v. Approval of strategy for income diversification in accordance with any Board approved forecast and risk framework.
- (d) This Committee, and the functions it performs, do not diminish the ultimate responsibility of the Board in the subject matter of this Charter.

2 COMPOSITION

Membership

- (a) Committee members will be appointed by the Board and comprise at least three (3) members who are Company non-executive directors plus any external members as determined by the Board.
- (b) The Chair of the Committee will be appointed by the Board and must be a Company non-executive director.
- (c) Should the Committee Chair be absent from a meeting, the members present at the meeting will choose one of their Company non-executive director number to be chair for that particular meeting.
- (d) The Committee Secretariat will be led by End Food Waste Australia.

Appointment and Term

- (a) The Board decides appointments, rotations and resignations within the Committee having regard to the Corporations Act 2001 (Cth) and EFWAL's Constitution.
- (b) In the event that a Company non-executive director Committee member ceases to be a Director of the Board, it will result in the automatic termination of appointment as a member of the Committee.
- (c) The term of external members is determined by the Board.

3 RESPONSIBILITIES

The Committee will review and where appropriate make recommendations to the Board on the following matters:

- (a) Co-design the campaign strategy alongside input from the Stakeholder Advisory Group. Make a recommendation to the board regarding the approval of the campaign strategy and budget. Delegation of campaign plan and activation to the campaign team.
- (b) Providing guidelines to - and delegating responsibility to the campaign team for - ensuring the campaign is aligned with global best practice and is consistent with our overall campaign goals.
- (c) Setting the organisation's policy for due diligence and risk management for the admission of campaign partners and funders to ensure the protection of the organisation's reputation.
- (d) Oversight of the delivery of the Australian Food Pact and Sector Action Plans and ensuring implementation is appropriately resourced.
- (e) Co-design and approval of a strategy to establish, resource, plan and operate a Policy Support function.
- (f) Oversight of the strategy to build effective collaborative partnerships with Federal and State Governments and industry (particularly agriculture, food supply systems and peak bodies).
- (g) Approval of the strategy for income diversification to ensure the future of the organisation. Delegation of activation plans to the relevant team(s).

4 MEETINGS

- (a) The Committee will meet as frequently as considered necessary by the Committee for it to discharge its role effectively. To meet its responsibilities set out below, it is anticipated that the Committee would meet 3 times a year.

- (b) The Committee Chair must convene a meeting if requested to do so by any Committee member or the Secretariat.
- (c) Members of the Board or other personnel who are not Committee members may attend Committee meetings at the invitation of the Committee Chair or the Secretariat.
- (d) The Secretariat will attend Committee meetings unless not required by the Committee Chair.
- (e) Meetings may be held in person, or by telephone, video or internet conferencing.
- (f) The timing of Committee meetings will be decided in consultation with management.
- (g) The Committee Chair, assisted by the Committee Secretariat, is responsible for creating and circulating the agenda for meetings, and keeping the minutes of meetings and circulating them to Committee members and to other Board members.
- (h) A quorum for a meeting consists of three people that are either members of the Committee or members of the Board.
- (i) A motion will be passed by a simple majority of votes cast in favour by Committee members and Board members (other than Committee members) present and eligible to vote. In the event of an equal number of votes being cast for and against a motion, the Committee Chair will have a casting vote.
- (j) The Committee may pass or approve a resolution without holding a meeting in accordance with the procedures (so far as they are appropriate) in section 248A of the *Corporations Act 2001 (Cth)*.

5 MINUTES OF COMMITTEE MEETINGS

- (a) The Committee must keep minutes of its meetings.
- (b) Minutes of each Committee meeting must be included in the papers for the next full Board meeting after each meeting of the Committee.
- (c) Minutes must be distributed to members of the Committee after the Chair has approved them.
- (d) Minutes, agendas and supporting papers are available to all directors upon request to the Committee Secretariat, except if a conflict of interest exists.

6 ACCESS

- (a) The Committee may seek information it considers necessary to fulfil its responsibilities.
- (b) The Committee has all reasonable access to external consultants within an annual budget approved by the Board and to senior management of the Company to fulfil its responsibilities.
- (c) The Committee Chair will brief the Board on any externally sourced advice at the next appropriate Board meeting.

7 FEES

Committee members are not entitled to receive remuneration for serving as a member of the Committee. Payment to non-director committee members is decided by the Board.

8 PUBLICATION

Key features of the Charter will be outlined in the Annual Report and a copy of the Charter placed on the Company website in line with best governance.

9 REVIEW

- (a) This Charter will be reviewed by the Committee, and if necessary, updated annually and any changes will be recommended to the Board for the Board's approval.
- (b) The Committee will review its performance annually and report to the Board on the outcome of that evaluation.

APPROVAL

Approved



John Webster

Date 15 July 2024

Chair FFWL Board

Document Version Control Table

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Document History

Version	Date Approved	Approver	Description of revision	Internal Distribution	
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1	10/11/2023	John Webster	Initial charter approved	11/10/2023	Board, committee, observers & additional meeting attendees
2	15/7/2024	John Webster	Updated COO to Secretariat, FFWA to EFWA and removed reference to Partnership Advisory Committee.	8/7/2024	PBCC, CEO, CFO and additional meeting attendees.