

INDUSTRY IMPACT COMMITTEE CHARTER

1 ABOUT THE CHARTER

Introduction

This charter sets out the End Food Waste Australia (EFWA) Industry Impact Committee's (IIC) composition, responsibilities and meeting and reporting processes.

Establishment of CRC Impact Committee

- (a) The Board of EFWA (the Board) has established an Industry Impact Committee (the Committee) to assist the Board discharge its responsibilities relating to:
 - (i) measuring progress in delivering the first two elements of the Company's Objects in Section 2 of the Company's Constitution:
 - (A) maximise the economic, environmental & social returns from food waste for industry participants and to develop the circular food economy;
 - (B) facilitate the achievement of UN Sustainable Development Goal 12.3: By 2030, halve per capita global food waste at the retail and consumer levels and reduce food losses along production and supply chains, including post-harvest losses;
 - (ii) considering and reporting progress against all relevant frameworks (local, national and global) and targets;
 - (iii) ensuring a consistent approach to impact measurement across all program areas and no duplication or double counting in all Company produced impact measurement metrics; and
 - (iv) overseeing reviews of stakeholder engagement.
- (b) The Committee will work closely with all program areas of the organisation.
- (c) 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. 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.
- (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 secretary will be agreed between the Committee and the CEO.

Appointment and Term

- (a) The Board decides appointments, rotations and resignations within the Committee having regard to the Corporations Act 2001 (Cth) and FFWL'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

Maximise the economic, environmental & social returns from food waste for industry participants and to develop the circular food economy

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

- (a) Development of a system to measure the aggregate forecast and actual Impact across all EFWA activities in line with company strategy;
- (b) Review of Management reports that detail the current forecast and actual Impact of all EFWA activities; and
- (c) The continuing appropriateness of Impact measurement policies and procedures.

Facilitate the achievement of UN Sustainable Development Goal 12.3: By 2030, halve per capita global food waste at the retail and consumer levels and reduce food losses along production and supply chains, including post-harvest losses

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

- (a) Development of a system to measure the aggregate forecast and actual Waste Reduction across all EFWA activities in line with company strategy;
- (b) Review of Management reports that detail the current forecast and actual Waste Reduction of all EFWA activities; and
- (c) The continuing appropriateness of Waste Reduction measurement policies and procedures.

Reviews of stakeholder engagement

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

- (a) The process for assessment of external stakeholder engagement and satisfaction;

- (b) Individual stakeholder engagement surveys and results;
- (c) Any resultant recommendations for Company performance improvement; and
- (d) The continuing appropriateness of stakeholder engagement policies and procedures.

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 at least quarterly.
- (b) The Committee Chair must convene a meeting if requested to do so by any Committee member or the CEO.
- (c) Members of the Board who are not Committee members may attend Committee meetings.
- (d) The CEO 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 secretary, 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 two 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 secretary, 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 4 March 2025

Chair EFWA Board

Document Version Control Table

Policy Author:	FFWL	Policy Owner:	Company Secretary
Status:	Draft	Review period:	Annual
Version:	3.0	Next review date:	
Effective Date:		Document Location:	Board/Committees/Charter

Document History

Version	Date Approved	Approver	Description of revision	Internal Distribution	
				Date	Recipient/s
1	24 October 2018	FFWL Board	Initial version	24 Oct 2018	Board Members
2	30 April 2020	FFWL Board	<ul style="list-style-type: none"> ▪ To correct name of Committee to Industry Impact Committee (was Impact Committee) ▪ To allow for board members that are in attendance but not members of the committee to count towards the attainment of a quorum and for passing motions. Also to reduce number required for quorum from 3 to 2. 	19 May 2020	Board Members
3	4 March 2025	EFWA Board	<ul style="list-style-type: none"> ▪ Updated to extend to the whole organisation (beyond the CRC) 		