

## Community Engagement Committee Terms of Reference

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### 1 Establishment

The Community Engagement Committee (the Committee) is a body established by Berrybank Development Pty. Ltd. (the Company) to provide a forum for open discussion between representatives of the Company, the community, the local councils and other key stakeholders on issues directly relating to the project, including performance against any conditions, and to keep the community informed on these matters.

In these Terms of Reference, the term 'Company' is a generic term that refers to the holder of an approval for a State significant project or the proponent of such a project.

### 2 Purpose of Committee

The purpose of the Committee is to provide a forum to:

- a) Establish good working relationships between the Company, the community and other key stakeholders on individual projects.
- b) Allow ongoing communication of information on the project and environmental performance, including about:
  - the development of new projects, including site selection, design and any mitigation measures;
  - development assessment --- including scoping of issues for assessment and commenting on assessment documentation (optional);
  - implementation of conditions of approval and any management plans;
  - results of environmental monitoring;
  - annual review reports; and
  - outcomes of audit reports (including audits required as a condition of consent).
- c) Comment on the project's performance against any conditions of approval.
- d) Discuss community concerns and review the resolution of community complaints.
- e) Discuss how best to communicate relevant information about the project and its performance to the broader community.
- f) Work together towards social, environmental and economic outcomes that benefit immediate neighbours, the local and regional community, and the development.

The Committee performs an empowerment and advisory role and is not a decision-making body. The Committee may:

- 1. Provide advice to the Company on the development of new projects and measures that could be implemented to minimise any impacts.
- 2. Identify key issues for the assessment of projects and comment on any assessment documentation.

### 3 Communication with the broader community

Committee members are encouraged to discuss issues and disseminate information about the facility with the wider community, including special interest groups. If appropriate, the chairperson of the committee may also give briefings to community organisations such as the Chamber of Commerce, environmental or heritage organisations or parents and citizens committees. Individual committee members may make comments to the media or in public forums on behalf of themselves or the stakeholders that they represent, but not on behalf of the committee. There is a presumption that all documents and other information considered by the committee should be generally available to the community. However, any member may request that particular information (e.g. a declaration of a personal interest, or information which the company considers to be commercial-in-confidence; including names of members) be kept confidential to the committee. In the absence of full consensus amongst the committee over whether such information should be kept confidential, the decision of the chairperson shall be final and be binding on all members.

### 4 Membership

Membership of the Committee shall be as follows

- a) Members appointed by the Company as it determines
- b) Three members of the local community selected and appointed by the Company
- c) Two members appointed by Golden Plains Shire
- d) Two members appointed by Corangamite Shire
- e) A member appointed by DELWP
- f) Other stakeholder members appointed by the Company

#### Application to join committee

For those that wish to join the Community Engagement Committee must supply a letter to the Company outlining the reasons for joining the committee and must attend at least 1 meeting as an observer. The Company and the Committee will provide written notice of outcome from application no more than 30 days from meeting date that applicant attended as observer.

#### Terms of office

Appointed members shall continue to serve on the Committee until their appointment lapses, except that in the case of Community members those members will hold their positions on the committee for a period of 2 calendar years, so as to enable the appointment of a new community representative to join the committee on expiration of their term. In the event of there not being a new representative selected to join the committee the outgoing member may re-apply to the committee to remain as a community representative.

#### Attendance

Committee members must attend at least 4 meetings per calendar year and when a member fails to attend 3 consecutive meetings, the chairperson may request the replacement of that member.

### 5 Committee observers

Committee Observers are community or stakeholder representatives that can attend the meeting in a non-committee member capacity. Observers may raise questions; however, they

will not be able to contribute to decision making matters. Observers must follow the same code of conduct as the committee members and must gain approval from the Chair before attending. The Chair will only approve a maximum of four observers per meeting.

## 6 Committee meetings

### Timing and location of meetings

The committee shall determine the frequency of its meetings. It is suggested that the committee meet at least six times per annum initially and reducing to four meetings per year over time. Any member may request that the chairperson convene an extraordinary meeting of the committee to discuss any matter warranting urgent consideration. The chairperson shall determine whether an extraordinary meeting is warranted. At least two weeks' notice must be given to all members of any meeting of the committee (except extraordinary meetings where one-week notice can be given). Meetings should be held at a time and place generally convenient to the committee. The company shall provide facilities for committee meetings, if required to do so by the committee.

### Meeting proceedings

The chairperson shall convene and chair meetings of the committee. Meetings of the committee should follow good meeting practice. The committee may agree to adopt any particular set of standard meeting practices if it wishes to do so. As the committee is not a decision-making body, it is not a requirement that consensus be reached on issues discussed. The chairperson shall determine the agenda items. Any member may propose a matter for inclusion on the agenda, either before or during a meeting, providing the matter is within the purpose of the committee. The chairperson should ensure that issues of concern raised by community representatives on behalf of the community are properly considered. Late items may be deferred to a following meeting. The meeting agenda items would normally include:

- Apologies
- Declaration of pecuniary or other interests
- Confirmation of the minutes of the previous meeting
- Business arising from previous minutes — response to issues raised or provision of additional information requested
- Correspondence
- Project Update – Vestas
- Community Update – GPG
- Council Update – Golden Plains and Corangamite Shire Councils
- DEWLP Update
- Issues and comments identified by the community or local government representatives
- General business
- Next meeting

### Meeting minutes

Minutes are to be kept of all meetings of the committee. The Minutes shall record issues raised and actions to be undertaken, who is responsible for taking those actions and by when. If a member so requests, then the Minutes shall record that member's dissenting views on any matter. The Minutes are normally to be recorded by the company. The Minutes are to be distributed to all members. The company shall ensure that a copy of the Minutes is made

available on the company's website and in another public place agreed to by the committee (e.g. the local council offices or a public notice board) within 28 days of each meeting. The Minutes must be endorsed by the chairperson prior to them being distributed or placed on the company's website. The Minutes must be endorsed by the committee at its following meeting. If the Minutes are amended by the committee, then the amended version must be placed on the company's website. Meetings can only be recorded with the prior and considered agreement of the chairperson and the committee.

## 7 Code of Conduct

### Conduct of members

In meetings of the committee and when otherwise involved in the business and activities of the committee, members and alternate representatives shall, to the best of their abilities:

- a) Act properly, honestly and in accordance with an open and transparent process
  - Perform their functions impartially and in the best interests of the local and broader communities
  - Be respectful to fellow members and not engage in unconstructive, threatening, intimidating or disorderly behaviour
- b) Refrain from any form of conduct which may cause any reasonable person unwarranted offence or embarrassment.

The chairperson should bring any breach of these requirements to the attention of the persons concerned. Following three such breaches, the chairperson may request the:

1. Organisation which appointed them (in the case of a company or council representative or alternative representative), or
2. Community member (in the case of an alternative community representative)

replace the member or alternative representative. The chairperson may similarly request the replacement of any member who fails to attend 3 consecutive meetings. The Code of Conduct Agreement (attached) must be signed by all members upon joining the Committee.

### Pecuniary and other interests

Members should declare any pecuniary or other interest, which may be considered to prevent them undertaking their role impartially and in the best interests of the local and broader communities. Examples include holding a private contract with the company or holding voluntary acquisition rights. These guidelines establish no requirement in respect of personal interests other than declaration. However, the committee may determine that a personal interest is sufficient that a member should withdraw from discussion on a particular issue.

## 8 Committee Funding and remuneration

The committee may seek annual or one-off funding from the company for activities related to its purposes. It is within the company's discretion whether or not to agree to such requests.

## 9 Obligations of the Company

The company shall regularly provide the committee with timely, accurate and comprehensive reports on the facilities operations and performance on its project progress, environmental management and community relations. Annual environmental management reports, audit reports, monitoring reports and the like are to be distributed to committee members at the

same time as they are submitted to agencies. The company shall consult with the committee if it intends to seek amendments to conditions of approval, to change operational requirements, or to expand the operations of the facility. The company shall respond in a timely fashion to any questions or advice the committee may give it concerning the facilities environmental performance or community relations. The company shall forward to each committee member within 28 days of the committee's meeting:

- A copy of the minutes (if they are recorded by the company)
- The company's response to any questions or advice by the committee
- Any information requested at the meeting by the chairperson.

The company shall organise regular inspections of the facility for the committee. The frequency of inspections is to be determined by the committee, but the inspections should usually be undertaken in conjunction with committee meetings. In addition, the company shall accommodate any reasonable request by the chairperson for the committee to undertake additional inspections, providing at least 48 hours' notice has been given to the company by the chairperson.

## 10 Dispute resolution

The committee is encouraged to discuss and seek agreement on all matters that may be the subject of substantial disagreement between its members. The chairperson carries a particular responsibility in respect of dispute resolution, in regard to both disputes between members of the committee and also between the committee and the company. If a dispute between the committee and the company cannot be resolved by the chairperson, the chairperson should seek the advice of the DEWLP Representative. For Where three or more members are concerned about the manner in which the chairperson is fulfilling the role (e.g. there is an ongoing perception of bias, inappropriate control, refusal to share information or to adhere to the wishes of the committee), they may request a review of the chairperson's appointment, with a view to making a new appointment.