

AUSTRALIAN BEEF SUSTAINABILITY FRAMEWORK ADVISORY BOARD TERMS OF REFERENCE

1 Background and Purpose

- 1.1 The Australian Beef Sustainability Framework (ABSF) Advisory Board is established by Cattle Australia (CA), Australian Lot Feeders' Association (ALFA) and the Australian Meat Industry Council (AMIC) and supported by Meat & Livestock Australia (MLA) and Australian Meat Processors Corporation (AMPC).
- 1.2 The Australian Beef Sustainability Framework (ABSF) was initiated in 2017 to improve transparency of the industry and report across the broad areas of sustainability at an industry level.
- 1.3 The ABSF Advisory Board is responsible for the governance of the ABSF, and responsible for decisions and approvals concerning the ABSF, including:
 - (a) Continuously strengthen the impact and relevance of the ABSF through material issue examination and robust annual reporting.
 - (b) To provide oversight of a globally leading sustainability framework, ensuring science-based objective representation of material topics to the industry.
 - (c) To provide strategic direction on communication activities of the ABSF across the value chain
- 1.4 The ABSF Advisory Board is accountable to CA, ALFA, and AMIC, who are contributing levy payer funds to the ABSF.
- 1.5 The ABSF Advisory Board acts in accordance with these terms of reference (TOR).

2 Role and responsibilities of the committee

- 2.1 The role of the ABSF Advisory Board is to provide advice and make recommendations on:
 - (a) The interests of a range of industry stakeholders are recognised and relevant issues are addressed;
 - (b) Approving ABSF strategic plans and annual operating plans;
 - (c) Approving ABSF annual communication and engagement plan;
 - (d) Approving the ABSF Annual Updates and launch event;
 - (e) Selecting and approving the appointment of Steering Group (SG) Chair, and composition and appointment of the SG;
 - (f) Approving recommendations from the SG on priorities areas to drive progress in material sustainability areas, as guided by the ABSF strategic plan and materiality assessments;
 - (g) Consider outcomes of the Global Roundtable for Sustainable Beef (GRSB) meetings and other sustainability conferences and how they may inform future priorities of the ABSF; and
 - (h) Other issues relating to ABSF as the ABSF Advisory Board considers appropriate.
- 2.2 The role of MLA is to support the ABSF Advisory Board by providing:
 - (a) On going resources including but not limited to secretariat services,

- (b) Consultation with and access to relevant expertise, information and data, and
- (c) Provision of an annual budget for meeting expenses and sitting fees.

2.3 The role of AMPC is to support the ABSF Advisory Board by providing:

- (a) Consultation with and access to relevant expertise, information and data.

3 Membership

3.1 An Independent Chair may be appointed by CA, ALFA, and AMIC to lead the ABSF Advisory Board.

3.2 The role of the ABSF Advisory Board Chair is (including but not limited to):

- (a) Represent the ABSF Advisory Board and lead the ABSF Advisory Board to ensure impactful administration and sound delivery of the ABSF for the industry as a whole,
- (b) Effectively manage the ABSF Advisory Board's activities and reporting its advice and outcomes to CA, ALFA, AMIC, MLA and AMPC,
- (c) Obtaining ABSF Advisory Board consensus in accordance with item 7.3,
- (d) Meet with the SG when required, and
- (e) Participate in ABSF events and consultation as required.

3.3 Members of the ABSF Advisory Board may include the CEO of CA (or equivalent), the CEO of ALFA (or equivalent), the CEO of AMIC (or equivalent), plus a maximum one (1) additional representative from each organisation.

3.4 The role of a Member is to use their experiences, skills, and knowledge of specific topics or sectors to support the strategic direction and effective governance of the ABSF.

4 Recruitment/Selection

4.1 The Independent Chair will be recruited via a call for Expressions of Interest or direct nomination by the ABSF Advisory Board, as required.

4.2 The tenure for the Independent Chair will be 12 months, with a maximum of up to 3 consecutive terms.

4.3 Excluding the CEO of CA, ALFA, and AMIC, representatives will be recruited via a call for Expression of Interest, or via direct nomination from CA, ALFA, and AMIC, with endorsement by the ABSF Advisory Board Chair and ABSF Advisory Board as required.

4.4 Excluding the CEO of CA, ALFA, and AMIC, the tenure for a representatives will be 12 months, with a maximum of up to 3 consecutive terms.

5 Code of Conduct

5.1 In performing the duties and responsibilities of the ABSF Advisory Board, 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 ABSF Advisory Board.

6 Safety

- 6.1 Members of the ABSF Advisory Board 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 ABSF Advisory Board must meet at least four (4) times each year and more frequently as required.
- 7.2 A quorum for ABSF Advisory Board meetings is 66% and must include at least one representative each from CA, ALFA and AMIC.
- 7.3 In the event a Member is unable to attend a meeting, they are able to nominate a proxy if the ABSF Advisory Board is notified prior to the meeting in writing.
- 7.4 The ABSFB will make all decisions by consensus.
- 7.5 The ABSF Advisory Board may meet in person or by other means of audio or audio-visual communication, or any combination of these.
- 7.6 Representative/s from both MLA and AMPC are entitled to attend and participate in ABSF Advisory Board meetings, but do not hold voting rights.
- 7.7 The ABSF Advisory Board may invite any other person to attend and participate in ABSF Advisory Board meetings if required and deemed necessary by the ABSF Advisory Board Chair.
- 7.8 The ABSF Advisory Board Chair and Members may be entitled to sitting fees in accordance with MLA's sitting fee policy and reimbursement of expenses associated with Membership of the ABSF Advisory Board (as described in the Letter of Appointment). Members who do not meet the above policy are responsible for their own expenses associated with Membership of the ABSF Advisory Board.

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 the ABSF Advisory Board Chair, MLA, and AMPC immediately in writing;
 - (b) make full disclosure of all relevant information relating to the conflict; and
 - (c) take such steps as the ABSF Advisory Board 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 ABSF Advisory Board Chair must record details of the conflict in the minutes of the meeting and the conflict register for the ABSF Advisory Board;
 - (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 ABSF Advisory Board reasonably requires to resolve or otherwise deal with the conflict; and
 - (d) the ABSF Advisory Board Chair must record the steps taken/required to resolve or otherwise deal with the conflict.

9 Anti-competitive conduct

- 9.1 Members of the ABSF Advisory Board must not engage in any collusion, anti-competitive or similar conduct with any other ABSF Advisory Board 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 ABSF Advisory Board may obtain information from staff of MLA and AMPC as it considers necessary for the performance of its role and responsibilities.
- 10.2 The ABSF Advisory Board 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 or AMPC as to any costs to be incurred in obtaining that information or advice.

11 Reporting

- 11.1 The Secretariat will take minutes at ABSF Advisory Board meetings. The draft minutes from each meeting will be circulated amongst Members for approval, before being provided to MLA and AMPC.
- 11.2 When providing any advice or recommendation in accordance with these TORs, the ABSF Advisory Board 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.

11.3 Any media enquiries received by ABSF Advisory Board Members should be conveyed to the MLA's Manager – Beef Sustainability and the SG Chair who will notify MLA's Media Manager or MLA Group Manager – Communications, along with AMPC via email.

12 Secretariat

12.1 MLA will provide secretariat support to the ABSF Advisory Board as required.

13 Review

13.1 CA, ALFA, and AMIC may review these TORs from time to time to keep them up to date and consistent with the Advisory Board's role and advice that may be provided by the Advisory Board. The ABSF Advisory Board will notify each member of the ABSF Advisory Board, MLA, and AMPC of any changes to these TORs.