

## COI PANEL – TERMS OF REFERENCE

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### 1. Panel Purpose

The Community of Interest stakeholder Advisory Panel (COI) will advise MCA and its member companies to achieve excellence in sustainability performance in implementing the Towards Sustainable Mining (TSM) program.

#### Panel Objectives

1. Advise MCA on the on-going development and implementation of TSM, review TSM implementation results and participate in post-verification review processes
2. Identify to the MCA Board current and emerging priority sustainability issues – with a focus on TSM - to inform strategic planning and support the sector and its communities of interest to position itself to meet new challenges
3. Consider information from the MCA on the industry's performance and on issues raised by its communities of interest
4. Provide a place for open and informed national-level dialogue, allowing MCA members to test industry policies and approaches and seek COI views
5. Contribute to the understanding, support and awareness of the goals and achievements of TSM among MCA communities of interest.

### 2. Panel Membership

#### 2.1 Composition

The Panel comprises up to 10-12 high-level, respected individuals from key minerals sector or related communities of interest external to the industry. Panel members will have the necessary respect and credibility within their respective communities/networks to be an authoritative voice on the Panel.

Panel member attributes include fitting panel categories, be well-respected, demonstrated expertise and commitment to open and constructive dialogue. Knowledge of the sector is a key attribute. Diversity among panel members will be strongly encouraged.

#### Core categories (no. of representatives)

First Nations (2)	Finance/investment (1)
Environmental non-government organisation (1-2)	Community/economic development (2)
Social non-government organisation (1)	Downstream/customer (1)
Labour/union (1)	

First Nations people and community representatives will be selected from geographically diverse mining regions.

#### Expert categories (1-2)

Expert (e.g. risk practitioner, social performance, human rights, biodiversity, government and academic specialists) participation, depending on the Panel needs.

#### Industry participation - MCA members

- MCA member company executives (4) - including those with operational experience.
- MCA CEO.

MCA members participate on an ex-officio basis (actively participate but are not part of decisions on advice to the MCA). Other MCA members may participate as observers.

## **2.2 Terms**

Panel members will be asked to serve a three year term, renewable once for a second term, beyond which re-nomination is required. MCA members participate on a minimum two-year basis wherever practical (in the absence of substantial role changes). Experts or Specialists may be invited for a shorter terms. A subset of panel and MCA members will guide the selection of replacement members.

Panel members may withdraw at from the panel at any time.

Panel members including MCA members are to be available for all meetings. Any member missing two meetings will be contacted by the MCA TSM secretariat to assess availability and if a third meeting is missed, the member will be asked to step down. As each member represents their own views and not that of their host organisation, proxies or alternatives are not permitted.

## **3. Operation of the Panel**

### **3.1 Panel chair and secretariat support**

Initially, the Panel will be co-chaired by the MCA CEO with a stakeholder representative.

Upon full implementation of TSM, the MCA will appoint an independent moderator to facilitate meetings and ensure agendas and meeting reports reflect Panel members' contributions. Key attributes of the moderator include: Experienced moderator with knowledge of the minerals sector and sustainability issues, inclusive of all views, the ability to remain open and impartial and drive the agenda forward.

Secretariat services including logistics, recordkeeping and support to the Panel will be provided by MCA and supported by the moderator.

### **3.2 Panel quorum**

A quorum shall comprise two-thirds (rounded up) of both industry and non-industry members (e.g. a panel comprising of 8 non-industry members and 5 industry members, will have quorum of 6 non-industry and 4 industry members).

### **3.3 Meeting frequency and agenda setting**

Panel meetings will be held twice per year and where possible, one meeting will be held at a regional site near an MCA member company facility/community. Meetings may also be held virtually, as required.

Panel members and MCA members share issues of importance to inform and jointly agree upon the agenda with these being set on an annual basis, with priority given to:

- 1) Discussion of substantive sustainability policy and performance issues facing the industry and the implications for its communities of interest
- 2) Focused discussion and review of industry TSM performance results and post-verification reviews
- 3) Advice on the continuing development of TSM.

Issues not raised in the annual agenda setting process can be tabled for discussion with the prior agreement of the Panel.

When deemed necessary, individuals from different interests or governments will be invited to make a presentation at a Panel meeting. Interested groups may also request participation through the Panel, via the MCA TSM Secretariat.

### **3.4 Materials for Meetings**

The agenda and supporting materials for meetings will be provided two weeks in advance of the meeting date, and will:

- Be distributed in electronic format, with hard copies available on request
- Draft materials can be distributed within member constituencies, with the requirement the content remain confidential. Non-finalised documents should be labelled DRAFT.

### **3.5 Meeting Reports**

Meeting reports will be prepared by the MCA TSM Secretariat or independent moderator<sup>1</sup> and will be distributed to Panel members within four weeks of the meeting date as a draft for comment. These reports will:

- Be non-attribution except 1) where formal presentations made; or 2) Panel member requests to have his/her views recorded
- Identify key issues and any resulting recommendations to send to the MCA Board.

The agreed final report will be posted on the MCA TSM website. Panel members can use meeting reports to inform and engage with their respective communities of interest

### **3.6 Annual Statement<sup>2</sup>**

The Panel will prepare an annual statement which fairly represents the Panel's perspectives on TSM performance and on broader issues addressed in the Panel's work, to be posted on the MCA TSM website.

### **3.7 Evaluation**

The operation of the Panel will be evaluated every three years. The Panel are to agree on the process for this review.

## **4. Approach to Panel Work**

### **4.1 Basis for Participation**

- Members participate to bring their understanding and expertise to the table and bring the views and perspectives of their particular communities of interest
- Each member commits to communicating with their communities of interest to inform their perspectives for Panel meetings, and provide updates on Panel progress and issues. MCA is available to support any Panel members in engaging with their communities of interest by providing materials, advice and/or attending relevant events, upon request where possible.

### **4.2 Panel Advice and Decision Making**

- The Panel acts as an advisory body to MCA, to inform MCA decision-making, not to endorse MCA activities beyond the work of the Panel
- Decisions on Panel recommendations to MCA are to be taken on a consensus basis to the extent possible (e.g. recommendations regarding Panel member nominations, recommending revised TSM Protocols for approval). Where consensus is not reached, different views of Panel members are recorded and issues discussed.
- Panel advice may be provided to MCA without consensus where it is intended to help MCA understand the range of perspectives that may exist on a given issue (e.g. early advice/input on TSM Protocol reviews, exploring topics unrelated to TSM Protocols)
- MCA will provide a written response to the Panel's recommendations.

### **4.3 General Principles**

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<sup>1</sup> Upon full implementation the independent moderator may take on this responsibility

<sup>2</sup> Annual Statements will begin after the full implementation of TSM in Australia

- Mutual respect, openness to diverse opinions
- Two-way dialogue and constructive, frank exchange
- Transparency in process and information sharing – balanced with need for confidentiality of discussions
- Maintenance of trust necessary for the frank and productive exchange between Panel members
- Work collaboratively to identify and address issues in a constructive manner to advance the sustainability performance of the minerals sector.

#### **4.4 Treatment of Issues and addressing Industry performance (local, national and international)**

- Advise on TSM performance of MCA members collectively and not focus on individual company TSM performance unless part of post-verification review discussions
- Identify issues related to industry performance beyond TSM implementation for MCA member companies to take back to address through their individual management systems and practices
- Raise and debate in a 'safe space' important issues faced by the minerals industry or identified by communities of interest
- Understand mutual accountabilities around issues raised
- Where necessary, bring in outside expertise to inform debate on issues.
- A focus on building understanding and not agreement on all matters
- Focus on relevant national issues and TSM performance to inform international performance and practice of MCA member companies
- Panel members to link with their networks of individuals and organisations to enhance communications within their respective COIs to report on and inform the work of the Panel
- Encourage regional-level dialogue and input on issues addressed by the Panel
- Help create the conditions for local communities to speak to companies about relations and performance of facilities
- Avoid duplication with other local, national and international forums/organisations

#### **4.5 Participation inconsistent with the terms of reference**

Panel members including MCA representatives participating in a manner inconsistent with this terms of reference will be contacted by the MCA TSM secretariat or independent moderator. If the member is not able to comply with the Panel terms of reference, they will be asked to step down by the panel.

## **5. Communications and Reporting Protocol**

The purpose of this Communications Protocol is to ensure clarity among the Panel and MCA on external communications related to the work and results of the work of the Panel, and to ensure an appropriate balance of transparency with confidentiality of discussions.

### **5.1 Information Dissemination**

- Only materials specified in this terms of reference (meeting reports and the annual statement) are to be made public, unless explicitly approved by the Panel
- All public documents will be made available online
- Public documents will be available in electronic format, with hard copies available on request
- Information included in draft documents that are distributed within constituencies prior to Panel meetings must be kept confidential.
- Panel materials/records will be kept in-confidence by the Panel and the MCA TSM secretariat.

### **5.2 Panel Information and Communications**

- MCA will regularly communicate with Panel members on aspects of its activities relevant to the TSM Initiative
- Panel members will keep confidential any information stated as such, whether provided by a Panel member, MCA or individual companies
- Panel members will not speak to the media about panel discussions unless approved by all panel members

### **5.3 Reference to Panel by MCA Members**

Representatives of MCA or its member companies will not reference the Panel's advice to MCA or otherwise imply Panel endorsement without the formal approval of all Panel members<sup>3</sup>:

- In its participation in regulatory or policy processes,
- In its involvement in any role in legal court cases, legal challenges or where it has intervener status in a legal proceeding
- In any sustainability reports, speeches, public statements or other publications

### **5.4 Reference to MCA by Panel Members**

- Panel members will not speak on behalf of or in the name of MCA in any circumstance
- Panel members will not speak on behalf of the Panel without formal approval of all Panel members

### **5.5 Communications with government and the media**

- Panel members will not speak or correspond with government officials or the media about the discussions or advice provided by Panel members to MCA, under the name of or on behalf of the COI Panel.

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<sup>3</sup> Note: approval may be inferred when the panel has approved and published information