

**Strathalbyn
Community Consultative
Committee**

Terms of Reference

22 October 2015

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1. Background

Terramin Australia Ltd (“the Company”) operates the Angas Zinc Lead mine located on Mineral Lease 6229 on Callington Road, Strathalbyn.

The Strathalbyn Community Consultative Committee (SCCC) was established in early 2006 as a forum for engagement between the Company and the local community.

2. Aims and Objectives

The specific objectives of the SCCC are:

- To develop and strengthen long-term relationships between the Company and key community stakeholders.
- To provide a forum for the Company to receive feedback from the broader community.
- To provide a forum for the Company to provide a response to the feedback of the community.
- To establish an efficient and transparent engagement process with the community and key stakeholders.
- To develop community trust and confidence in the mining operation.
- To provide a mechanism for community representatives to engage with regulatory and technical bodies.
- Ensure issues are managed collaboratively and that there are ‘no surprises’.

Whilst the SCCC is not a decision-making body they provide a forum for the community and the Company to engage. Ultimately the success of the SCCC depends on those who deliver it. Building relationships and trust takes time, energy and an ongoing commitment by the Company.

3. Roles

3.1 Role of the SCCC

The specific role of the SCCC is to:

- Discuss and provide feedback to the Company to address matters of environmental and operation concerns and impacts.
- Assist in establishing relationships between the Company, key stakeholders and wider community during all phases of the mining operations.
- Provide a conduit for the dissemination of information to and input from community members and other key stakeholders.
- Understand how the SCCC fits into community communication and engagement activities as outlined in the Company's Community Engagement Plan for the project to ensure they are meeting the expectations of the broader community.
- To conduct an annual review of the effectiveness of the SCCC to ensure it is meeting the expectations of the community.

3.2 Role of the Chairperson

The role of the Chairperson of the SCCC is to:

- Convene and chair the SCCC.
- Be objective about issues, facilitating and not leading the discussion.
- Set the meeting agenda and provide structure to the SCCC process.
- Facilitate, mediate and engage the SCCC appropriately.
- Engage with the State/Local Government, the Company or any other expert as required.
- May speak publically on behalf of the SCCC.
- Ensure that actions agreed at the meeting are captured and restated back to the group to ensure they are represented accurately in the meeting notes prior to circulation.
- Agree on the selection of the secretariat and work with secretary to review and approve the meeting notes.

3.3 Role of the Company

The role of the Company representatives on the SCCC is to:

- Provide timely and accurate reports on mining operations and compliance against approved environmental outcomes.
- Supply the SCCC with a copy of the Community Engagement Plan relating to the mining project and provide regular updates on the implementation of the plan.
- Provide information that is accessible, accurate, complete and written in plain English and in a format that is easy to understand.
- Provide copies of environmental management reports, audit reports and monitoring reports at least two (2) weeks prior to the SCCC meeting, in a manner and form discussed and agreed by the SCCC members.

- Engage with the SCCC if it intends to seek amendments to conditions of approval, change its operational requirements or expand the operations of the mine.
- Arrange site visits as requested by the SCCC.

3.4 Role of a SCCC Member

The role of a SCCC Member is to:

- Attend meetings and provide a constructive contribution to the SCCC to ensure the SCCC is able to function effectively and equitably.
- Have an understanding of and represent broader community interests.
- Act as a conduit between SCCC and the broader community by providing information presented at the SCCC meetings.

3.5 Role of the Secretariat

The secretariat role of the SCCC is to:

- Assist the Chairperson to set and prepare the agenda.
- Manage the meeting logistics and proceedings.
- Capture the notes of the meeting, specifically the resolutions and actions agreed.
- Present the notes to the Chairperson for review and revise accordingly.
- Circulate the agenda and draft meeting notes to members for review within a timeframe agreed by the SCCC
- Assist the Chairperson to respond to media enquiries as required.
- Update membership contacts listings, circulate all presentations, reports and ensure meeting notes are loaded on the Company website.

3.6 Role of the Regulator (Department of State Development (DSD))

The Regulator (Department of State Development (DSD)) will not formally be part of the SCCC membership however a representative will attend and provide information to the SCCC meetings at the request of the Chairperson.

4. Values and Behaviours

The following values and behaviours should underpin the relationship between the Company and the SCCC members.

Values	Behaviours
Integrity	Be respectful, honest and trustworthy
Wellbeing	Care for people, environment and community
Curiosity	Challenge the norm
Passion	Pursue excellence
Teamwork	Integrate the SCCC process into the mining operations consultation
Openness	Communicate openly
Engagement	Be inclusive, share understanding and solutions

These values and behaviours should be reviewed, modified if appropriate and adopted at a SCCC meeting.

5. Membership

Members of the SCCC will comprise representatives from different stakeholder groups potentially affected by the mining operations. Ultimately, the goal is to have a group of people with a diverse mix of skills, knowledge and viewpoints to better represent the community at large.

A maximum of 11 members is recommended, and should comprise the following representatives:

- Independent Chairperson.
- Local stakeholder and community representation (up to 6).
- Alexandrina Council representative (1 elected member)
- Company representative (2), at a level that enables communication of the Company's position on matters.
- Traditional landowner (1) (if applicable).

The Regulator and other State Government agencies will not be represented on the membership of the SCCC however a representative will attend the SCCC meetings at the request of the Chairperson.

Technical advisors or specialists will attend meetings as required at the request of the Chairperson.

An employee of the Company cannot act as a community representative.

6. Recruitment and Selection

6.1 Selection Panel

To oversee the appointment of the SCCC Chairperson and members, a selection panel will be established as required by the SCCC, the outgoing Chairperson may act as the facilitator of the Selection Panel if available. The Selection Panel will comprise:

- 2 community SCCC representatives.
- 1 Alexandrina Council elected member
- 1 representative from the Company.

6.2 Selection Process for Chairperson

The selection process for the SCCC Chairperson will be overseen by the Selection Panel. The Selection Panel may appoint a professional independent facilitator or the outgoing Chairperson to convene the Selection Panel meeting. The Selection Panel will determine the selection process, which may include advertising, to seek applications from suitable candidates for consideration.

Discussion of the suitability of these candidates will be conducted by the Selection Panel, with a view to reaching a unanimous decision on a suitable candidate.

The initial appointment of the Chairperson will be undertaken by the Selection Panel, followed by subsequent majority endorsement of the full SCCC.

6.3 Criteria for Chairperson

The Chairperson must meet the following criteria:

- Is independent and refrains from the perception of bias.
- Provides structure and process to effectively facilitate meetings to allow the SCCC to operate smoothly and in a timely manner.
- Has no decision-making authority but supports the SCCC in its deliberations.
- Can mediate and engage with SCCC members appropriately.
- Is available as required in-between SCCC meetings.
- Is aware of relevant local and regional issues.

6.4 Selection Process for Secretariat Services

The Company in consultation with the Chairperson will determine the process for selecting and appointing the Secretariat Services.

6.5 Selection Process for SCCC Community Representative

The Selection Panel should use local knowledge to identify community groups and key individuals to be invited to participate in the SCCC.

The Selection Panel will also seek registrations of interest from community members volunteering their interest in participating in the SCCC. Invitations may be:

- Placed in the relevant local newspapers.

- Sent to established local community committees.
- Posted on the Company's website.
- Sent to local traditional landowners.

The selection process is dependent on nominations being received and community members volunteering their interest in participating on the SCCC. Notwithstanding this, every attempt must be made to ensure the SCCC contains a representative sample of local community stakeholders i.e. not just adjoining landowners. If there is an overwhelming response to join the SCCC, the selection panel must use its discretion to select those that best meet the criteria.

The recruitment should be based on skills and knowledge, to ensure diversity of members and viewpoints to better represent the community at large. If there are several landowners or adjoining landowners that wish to participate, then each stakeholder group will need to put forward a representative on their behalf wherever possible.

6.6 Criteria for a Community Representative

The Community Representative should meet the following criteria:

- Preferably resides in the local area.
- Has awareness and appreciation of local issues pertaining to the mining operations.
- Understands and represents wider community issues or interests.

Ultimately the goal is to have a group of people with a diverse mix of skills, knowledge and viewpoints to better represent the local community.

6.7 Term of Appointment

The appointment of the SCCC members will be reviewed two (2) yearly to ensure the aims and objectives of SCCC are still being met.

There is no automatic requirement to change the SCCC membership following the review. In terms of continuity, accumulated learning and corporate knowledge, it is preferable to maintain SCCC members for as long as possible.

The appointment of the chairperson will be reviewed two (2) yearly by the Selection Panel.

6.8 Company and Alexandrina Council

The Senior Company representative and Alexandrina Council elected member are to be appointed by the Company and the Alexandrina Council respectively.

6.9 General Attendance

The SCCC will be a public meeting with members of the public able to attend the meeting in the gallery. The public members cannot participate in the business of the SCCC, unless invited to do so by the Chairperson.

6.10 Resignation and Mid-Term Replacement

Resignations must be made in writing to the Chairperson of the SCCC. On receipt of the resignation, the Selection Panel may reconvene and seek nominations to replace the vacant position using the same process as outlined in Section 6.5.

7. Operations

7.1 Time and Location of Meeting

SCCC Chairperson will determine the frequency of meetings, which may vary depending on the stage of the mining operations. As a guideline it is recommended that the SCCC meets at least quarterly.

It is a requirement that at least 3 weeks' notice of the meeting is given, and a schedule of meetings is prepared at the beginning of the calendar year for the following 12 months. This schedule of meetings should be available on the Company's website. SCCC members should be advised by email or letter (if email unavailable).

The Chairperson may call an extraordinary meeting of the SCCC to discuss any issue that is urgent or requires specific consideration. Appropriate notice will be given for these meetings.

Meetings shall be held at a convenient time and location as agreed by the SCCC members.

Members should commit to attend all SCCC meetings and if unable to attend must provide appropriate notice. If a member attends less than 50% of meetings during a 12 month period the Chairperson can deem the member to have resigned.

7.2 Meeting Proceedings

The Chairperson will issue an agenda no later than two weeks prior to the meetings.

If there are any large reports that need to be considered by the SCCC it is expected that members have at least 14 days prior to the meeting to adequately read and review the reports.

The Chairperson shall determine the agenda items and members of the SCCC can request matters for inclusion on the agenda if inclusion is within the purpose of the SCCC.

Members will be encouraged to provide updates back to their local community and bring information back to the meetings about any feedback they have received.

Any conflict of interest should be declared by members.

An example of an agenda is as follows:

1. Welcome and Opening Remarks (Acknowledgment of Country)
2. Present and apologies
3. Declaration of any conflict of interest
4. Confirmation of Previous Meeting Notes
5. Action Items
6. Key Staff & Organisational Changes
7. Chairpersons Quarterly Activity Report
8. Company's Report on Status of Current Operations (inc. Forward Plan)
 - (1) Commissioning and Production Update
 - (a) Report against conditions of approval
 - (b) Non-compliance, potential non-compliance and corrective actions

- (2) Current Regulatory Issues
- (3) Management Systems Review
- (4) Community Engagement Activities
- (5) Future Developments Projects
9. DSD Report
10. General Business
11. Next Meeting
12. Close

All information provided should be accurate, complete and timely and presented in a manner that is easy to understand.

When a response cannot be given at the meetings, questions shall be taken on notice and a reply given via e-mail updates or presentation at subsequent meeting, specially convened if required.

As the SCCC is not a decision making body, it is not a requirement that consensus be reached on all issues. Areas of disagreement should be included in the meeting notes.

In the event that the SCCC recommends they do not need frequent formal meetings, it may be appropriate to provide a quarterly email update to members.

7.3 Meeting Notes

The purpose of the meeting notes is to record issues raised, information presented, community concerns and resulting actions and responsibilities. They will not provide a verbatim transcript of the proceedings. The meeting notes shall include an accumulated record of SCCC attendance.

The secretariat will be responsible for taking the notes. After vetting by the Chairperson and within 14 days of the meeting the draft notes will be distributed to all SCCC members. Members should comment on the draft only where there is information that they feel does not represent the intent of that member's comment or contribution. The meeting notes must be endorsed by the Chairperson prior to being published.

Once endorsed, the meeting notes will be published on the Company's website within fifteen business days of the meeting and members provided with an electronic copy or hard copy if requested.

7.4 Training

The SCCC can seek resources from the Company to develop a SCCC member's knowledge considered necessary to achieve the purpose of the SCCC.

Examples of training requests may include:

- Overview on best practice environmental management.
- Site visits to the Angas mine site and other mine sites.
- Technical expertise and specialist presentations.

The Company should make every endeavour to support reasonable requests from the SCCC for necessary training or skills development.

7.5 SCCC Resources and Remuneration

Members will not be paid money for their service, however refreshments will be provided at SCCC meetings. The community members of the SCCC can seek a payment for out-of-pocket expenses such as additional fuel or phone calls for its members, but these will be assessed on a case by case basis.

The Company may at its discretion make a payment to cover SCCC community members out-of-pocket expenses.

The Chairperson and Secretariat services will be reimbursed for preparation and attendance at the SCCC meetings.

Any fees or expenses that are paid to the Chairperson or SCCC members should be indicated on the Company's website, so the broader community remains fully informed.

7.6 Communication

The SCCC should aim to disseminate information in a transparent, timely and accurate manner.

Information on the SCCC, its composition and objectives should be included on the Company's website. This shall include the:

- Role of the SCCC.
- Names and a brief profile of current members.
- Contact details for Chairperson of SCCC.
- Schedule of meeting dates.
- Previous meeting notes, including all meeting presentations and technical reports.
- SCCC Terms of Reference.

8. Media

Members are encouraged to discuss issues and disseminate information about the mining operations with the wider community, including special interest groups.

The SCCC may agree to release media statements. However, only the Chairperson may speak publically on behalf of the SCCC.

No SCCC member shall make public statements or communicate with the media purporting to represent the views of the SCCC.

The media are welcome to attend the SCCC meetings. At the beginning of the meeting, the Chairperson should address the gallery and ask if there are any media in attendance.