

TERMS OF REFERENCE FOR THE COMMUNICATIONS AND STAKEHOLDER RELATIONS COMMITTEE

1.0 General Principles

Each Committee member will make decisions so as to:

- 1.1 ensure high standards of transparency and accountability;
- 1.2 minimize the cost of beverage container recycling;
- 1.3 promote and encourage beverage container recovery;
- 1.4 ensure each container type (material/size) is self-funding;
- 1.5 strive for continuous improvement in operations;
- 1.6 maintain a safe and healthy environment for employees; and
- 1.7 provide a culture of honesty and integrity.

2.0 Definitions

In these Terms of Reference the following terms have the meaning ascribed to them:

- 2.1 "ABCRC" means Alberta Beverage Container Recycling Corporation.
- 2.2 "Act" means the *Business Corporations Act* (Alberta).
- 2.3 "Board" means the board of directors of ABCRC.
- 2.4 "Committee" means the Communications and Stakeholder Relations Committee.
- 2.5 "Directors" means members of the Board.
- 2.6 "President" means the person appointed by the Board to serve as the most senior operating officer of ABCRC.
- 2.7 "Shareholders" means the beneficial holders of all of the issued and outstanding shares in the capital of ABCRC.

3.0 Interpretation

In the Terms of Reference for the Committee, except if defined in Section 2.0 or the context does not permit:

3.1 words and expressions defined in the Act have the meaning given to them in the Act;

3.2 words importing the singular include the plural and vice versa; and

3.3 words importing gender include masculine, feminine and neuter genders.

4.0 Committee

A committee to be known as the "Communications and Stakeholder Relations Committee" is established.

5.0 Composition of the Committee

The Committee shall consist of not less than three and not more than five people, all of whom are resident Canadians (as defined in the Act). The majority of the Committee must be Directors but non-Directors are allowed.

6.0 Appointment of Committee Members

Members of the Committee shall be appointed at the meeting of the Directors immediately following the annual meeting of Shareholders, and shall hold office until the next annual meeting, or until their successors are appointed.

7.0 Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than three people.

8.0 Committee Chair

The Board shall appoint a Director to serve as Chair for the Committee.

9.0 Absence of Committee Chair

If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

10.0 Secretary of the Committee

The Committee shall appoint a secretary.

11.0 **Meetings**

The Chair of the Committee or any two members of the Committee may call a meeting of the Committee. The Committee shall meet at its discretion but at least semi-annually.

12.0 **Quorum**

A majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum.

13.0 **Notice of Meetings**

Notice of the time and place of every meeting shall be given in writing or facsimile communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of a meeting; and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

14.0 **Attendance of ABCRC Officers at Meetings**

At the invitation of the Chair of the Committee, one or more officers of ABCRC may attend any meeting of the Committee.

15.0 **Procedure, Records and Reporting**

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).

16.0 **Review of Terms of Reference**

The Committee shall review its terms of reference annually or otherwise as it deems appropriate and propose or recommend changes to the Governance Committee and the Board.

17.0 **General Mandate**

The mandate of the Committee is to recommend policies with respect to communications with all stakeholders of ABCRC and to enhance relations between ABCRC and its stakeholders.

18.0 **Specific Mandates**

The Committee shall:

- 18.1 review and make recommendations to the Board on policy matters which require senior government or political interface;
- 18.2 review and make recommendations to the Board on policy matters which introduce new significant obligations on manufacturers as that term is defined in the regulations;
- 18.3 review and make recommendations to Board on policy matters which impact significantly other stakeholders;
- 18.4 review and make recommendations to the Board on stakeholder relation plans with government, regulatory boards, and bottle depots;
- 18.5 develop the policies and procedures of the Board regarding communication issues, including communication of policy statements;
- 18.6 on an annual basis, recommend to the Board strategies relative to the new technology development fund; and
- 18.7 on an annual basis, recommend to the Board strategies relative to communications including annual plans and budgets.