

TERMS OF REFERENCE FOR THE PUBLIC AFFAIRS AND COMMUNICATIONS COMMITTEE

1.0 GENERAL PRINCIPLES

Each Committee member will make decisions so as to:

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

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 “Board Chair” means the board chair of ABCRC appointed by the Board.
- 2.5 “Committee” means the Public Affairs and Communications Committee.
- 2.6 “Committee Chair” means the chair of the Committee appointed by the Board Chair.
- 2.7 “Common Collection System” means the Alberta collection system that collects and processes all non-refillable beverage containers.
- 2.8 “Directors” mean members of the Board.
- 2.9 “President” means the person appointed by the Board to serve as the most senior operating officer of ABCRC.
- 2.10 “Shareholders” mean the beneficial holders of all of the issued and outstanding shares in the capital of ABCRC.

3.0 INTERPRETATION

In these Terms of Reference, 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 “Public Affairs and Communications Committee” is established.

5.0 COMPOSITION OF THE COMMITTEE

The Committee shall consist of not less than three and not more than seven people, all of whom are resident Canadians (as defined in the Act). The majority of the Committee must be Directors but non-director members are allowed. The Board Chair shall be an ex-officio member of the Committee, with full voting rights.

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, having regard to the recommendation of the Governance Committee, 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, having regard to the recommendation of the Governance Committee, and shall be filled by the Board if the membership of the Committee is less than three people.

8.0 COMMITTEE CHAIR

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

9.0 ABSENCE OF COMMITTEE CHAIR

If the Committee Chair is not present at any meeting of the Committee, the President or 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 recording secretary.

11.0 MEETINGS

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

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. Notwithstanding the Board Chair's status as an ex-officio member of the committee, the Board Chair shall only be included when determining whether a quorum has been constituted if the Board Chair is present at that meeting. If the Board Chair is not present, a quorum shall be constituted based on the number of remaining members of the Committee.

13.0 NOTICE OF MEETINGS

Notice of the time and place of every meeting shall be given in writing and shall be sent by courier, personal delivery or electronic means 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 AT MEETINGS

14.1 All Committee members, including the applicable Directors, should strive for 100% attendance at Committee meetings while recognizing that from time to time there may be compelling reasons for a person to miss a meeting. While attendance in person at Committee meetings is preferred, particularly for individuals residing in Calgary, Alberta, participation via telephone or other telecommunication device is acceptable.

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

15.0 PROCEDURE, RECORDS AND REPORTING

15.1 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 meeting of the Board next following each applicable Committee meeting). The Board shall receive the minutes of Committee meetings as consent agenda items, as the Board deems appropriate, at each meeting of the Board and the Committee Chair shall address any recommended motions for the Board, any items excluded or removed from the consent agenda and any other questions raised by Directors at each meeting of the Board.

15.2 A portion of each Committee meeting will be held in-camera and, where appropriate, minutes kept of the in-camera session. Minutes taken in the in-camera session shall be sent to the corporate secretary for maintenance in the in-camera minute book.

16.0 VOTING RIGHTS

Questions arising at a Committee meeting shall be decided by a simple majority of the votes cast, excluding abstentions, and in the case of an equality of votes, no member shall be entitled to a casting vote.

17.0 REVIEW OF TERMS OF REFERENCE

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

18.0 GENERAL MANDATE

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

19.0 SPECIFIC MANDATES

The Committee shall, in consultation with the Board Chair and the President:

19.1 annually review and make recommendations to the Board on communication strategies with regards to senior government or political interface;

19.2 annually review and make recommendations to the Board on communication strategies with regards to obligations on manufacturers as that term is defined in the regulations;

19.3 annually review and make recommendations to Board on communication strategies with regards to issues that impact significantly other stakeholders;

19.4 annually review and make recommendations to the Board on stakeholder relation plans for key stake holders;

19.5 develop and annually review the policies and procedures of the Board regarding communication and public affairs (see schedule A)

19.6 on an annual basis, recommend to the Board communication strategies relative to new technology development;

19.7 oversee the Joint Marketing Committee in the development of marketing, advertising and promotional strategies and programs focused on increasing consumer awareness and participation in beverage container recycling;

19.8 on an annual basis, recommend to the Board strategies relative to communications and marketing including annual plans and budgets;

- 19.9 on an annual basis, review and make recommendations to the Board regarding the Confirmation of Collection System Agent signed by manufacturers; and
- 19.10 ensure that management updates ABCRC's web pages and any other portal used to communicate and store publically disclosed policies, procedures and other relevant material so that they continue to be current.

20.0 DUTIES OF THE COMMITTEE CHAIR

Generally, the Committee Chair shall assure the integrity of the Committee process including effectiveness of meetings and the Committee's adherence to these Terms of Reference. Specifically, the Committee Chair shall:

- 20.1 except as otherwise provided in these Terms of Reference, call all meetings of the Committee;
- 20.2 set or approve the agenda of all meetings of the Committee called by the Committee Chair;
- 20.3 establish the rules of procedure and rules of order to be followed at meetings of the Committee;
- 20.4 confer with the President regarding all items of business which the President wishes to bring before the Committee;
- 20.5 take reasonable measures to ensure that all Committee members are active and contributing;
- 20.6 confer with the Chair of the Governance Committee with regards to the appointment of new members to, or the rotation of members on the Committee;
- 20.7 together with the President advise the Committee of the business and affairs of ABCRC; and
- 20.8 ensure appropriate communication among the Committee members.