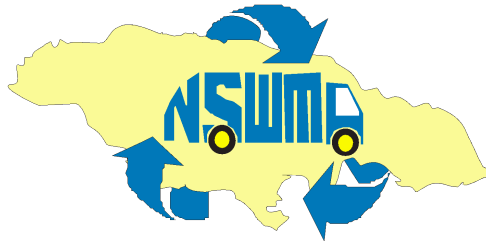


NATIONAL SOLID WASTE MANAGEMENT AUTHORITY (“NSWMA”)



TERMS OF REFERENCE TECHNICAL & OPERATIONS COMMITTEE OF THE BOARD

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NATIONAL SOLID WASTE MANAGEMENT AUTHORITY

Terms of Reference

Technical & Operations Committee (To incorporate Logistics and Security)

1. Establishment

The Board of the National Solid Waste Management Authority (NSWMA) having so resolved established a Board Committee known as the Technical & Operations Committee

2. Purpose

- 2.1. The purpose of the Committee is to provide direction and leadership on the functional responsibilities detailed below.
- 2.2. The Committee shall prudently employ any powers delegated to it by the Board of Directors for the purpose of carrying out its duties or fulfilling its purpose.

3. MEMBERSHIP & STRUCTURE

- 3.1. The Committee shall consist of independent directors and other members as allowed by law. The members of the Committee shall be no fewer than three (3) non-executive directors or more than six (6) members. A maximum of three (3) members may be co-opted. The Executive Director shall be an ex-officio member.
- 3.2. The Chairman of the Board shall appoint the Chairman of the Committee who should be an independent non-executive Director competent in the areas of health, sanitation and environmental engineering or science and technology and management. Project management would be an asset; save and except that such person should not be a representative of the parent Ministry of the NSWMA.
- 3.3. The members of the Committee shall be ratified by the Board.

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- 3.4. Committee members shall serve for no more than 3 years at the first instance, and in respect of Directors of the Board, shall be eligible for reappointment for a further term of no more than 3 years.
- 3.5. A Committee member shall resign by giving at least one (1) month's notice in writing to the Chairman of the committee, which shall be copied to the Chairman of the Board.
- 3.6. Membership of the Committee may, with the approval of the Chairman of the Board, be terminated for failure to attend three consecutive meetings where no acceptable excuse has been provided; or for any other reason deemed valid by the Committee.

4. QUORUM

The quorum of the Committee shall be two non-executive members at least one of whom shall be a director of the NSWMA Board.

5. CO-OPTED MEMBERS & INVITEES

- 5.1. The Chairman of the Committee shall be at liberty to co-opt or invite to its Committee meetings any individual who is not a member of the Board but who possesses the necessary skills and qualifications to assist the Committee to adequately perform its functions.
- 5.2. Co-opted members shall not be more than two and shall have the same rights and responsibilities as Director Committee members.
- 5.3. Invitees are not allowed to vote and cannot be counted for purposes of a quorum.
- 5.4. Any member of the Board may attend meetings of the Committee; save that such a Director who is not a member of the Technical & Operations Committee shall not be entitled to vote at the Committee meeting and would not constitute a part of the quorum.

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5.5. All persons have an obligation to appear before the Committee once an invitation has been issued.

5.6. Invitees may include:

- a) the respective NSWMA Department Heads;
- b) other members of the Executive and Managers of the NSWMA as required; and
- c) internal or external specialists or experts.

6. SECRETARY

6.1. The Secretary of the Committee shall be the Company Secretary or such other person as the Committee appoints.

6.2. The Secretary shall:

- a) prepare the notice and agenda for the meeting and circulate same at least 7 clear days prior to the meeting;
- b) draft the minutes of the meetings and all other reports as directed by the Chairman;
- c) collect and disseminate information necessary for the proper functioning of the Committee.

7. ADVISOR(S)

7.1. The Committee is authorized by the board to seek appropriate professional advice both internally or external to the Authority as and when it considers this necessary.

7.2. The Committee shall receive the funding it deems necessary or appropriate for ordinary administrative expenses with the approval of the Board

8. MEETINGS:

8.1. The Committee shall meet as often as required but no less than quarterly. Meetings shall be scheduled annually in advance where possible.

8.2. The Committee may meet by video conference or telephone conference call if its members so decide.

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- 8.3. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities and responsibilities of the Committee. A member's participation in a meeting by video link or audio link shall be regarded as valid for these purposes.
- 8.4. Decisions are taken by simple majority. In the event of equality of voting, the chairperson's vote is decisive.
- 8.5. The Secretary, at the request of the chairperson, shall summon meetings of the Committee.
- 8.6. Notice shall be given to each member of the venue, time and date of each meeting. The agenda of items to be considered at each meeting, together with supporting papers, will normally be furnished to each member at least 3 days in advance of the meeting.
- 8.7. Circulation of documents may be affected by email but with hard copies made available to members at least 3 days before the meeting.

9. MINUTES

- 9.1. The Committee shall keep minutes of its proceedings and report regularly to the Board.
- 9.2. Minutes, upon confirmation, will be signed by the Chairperson of the meeting and the Recording Secretary and will form a part of the permanent records of the Company.
- 9.3. Each member of the Committee will receive a copy of the Minutes before the next meeting of the Committee.
- 9.4. The Minutes of meetings of the Committee and all other reports circulated shall be reviewed prior to the meetings of the Committee.

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10. Duties and Responsibilities

10.1. *Operations, Logistics and Security*

- 10.1.1. Establish in conjunction with management and review the performance targets to be achieved by the NSWMA.
- 10.1.2. Review the policies, which directly affect the Company's operations.
- 10.1.3. Review the technical and physical infrastructure required for effective operations, and security.
- 10.1.4. To advise of Permit requirements and breaches;
- 10.1.5. Review and assess accidents and matters of security, on a quarterly basis.

10.2. Landfill/disposal site Management:

- 10.2.1. Enforce landfill management in compliance with Permit terms and company policy;
- 10.2.2. Recommend measures for improving management of disposal sites/landfills;
- 10.2.3. Assess ability to operate according to Permit terms;
- 10.2.4. Obtain and review reports from Permit monitoring committee as are necessary.
- 10.2.5. Keep abreast of state of the art, science, technology and innovations in solid waste management and where practicable and feasible, introduce them into the operations of the NSWMA.
- 10.2.6. Receive and review quarterly monitoring reports from all solid waste disposal sites in all regions.
- 10.2.7. Develop policies which will promote the use of cutting edge information technology.

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- 10.2.8. Foster the development and maintenance of a culture of data base management in the operations and throughout the organization, as practicable.
- 10.2.9. Foster and promote zero waste production systems, the principles of the 4 Rs and trash to cash processes, with minimal environmental impacts throughout its operations and the wider society.
- 10.2.10. Ensure NSWMA's participation in the development and implementation of public awareness and education programmes.
- 10.2.11. In general promote increased capacity utilization, increased efficiency and cost effectiveness through the use of state of the art project planning, development and management systems across its operations.
- 10.2.12. Evaluate the effectiveness of the NSWMA's policies and systems for identifying and managing health, safety environmental and community risks material to the group's operations;
- 10.2.13. Assess the policies and systems within the NSWMA for ensuring compliance with applicable health, safety, environment and community legal and regulatory requirements;
- 10.2.14. Assess the performance of the NSWMA with regard to the impact of health, safety and environmental issues.
- 10.2.15. Evaluate and oversee, on behalf of the Board, the quality and integrity of any reporting to external stakeholders concerning environmental, health and safety issues;
- 10.2.16. Ensure the development, implementation and monitoring of an effective Environmental Health & Safety policy throughout the organization; and

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- 10.2.17. Review the results of any independent audits of the NSWMA's performance in regard to environmental, health and safety matters and review any strategies and action plans developed by management in response to issues raised and, where appropriate, make recommendations to the Board concerning the same.

11. **REPORTS TO THE COMMITTEE**

- 11.2. The respective Departments shall submit monthly reports to the Committee for review.
- 11.3. The reports shall include but not be limited to details of action taken in response to specific instructions given by the Committee, explanation of variances and corrective measures taken.
- 11.4. These reports should be circulated to Committee members at least 3 days prior to the Committee meeting.

12. **REPORTS BY THE COMMITTEE**

- 12.2. In fulfilling its tasks, the Committee shall regularly consult with the Authority's Chairperson.
- 12.3. The Chairperson of the Committee will report to the Board after each meeting of the Committee on its findings and on any action taken by it and any matter which require the approval of the Board.
- 12.4. Board members shall have access to all records of the Committee.

13. **GENERAL**

- 13.2. The Committee shall:
- a) Consider and report on all of the above matters to the Board.

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- b) Review and monitoring of Accidents:
Review accident reports and into accidents involving vehicles owned and/or operated by the NSWMA and shall set general policy guidelines including remedial actions and accident prevention programmes.
- (d) Refer to regulations, standards and best practices in the course of conducting its duties.

13.3. This Terms of Reference will come into force upon its adoption by the Board of Directors, except where expressly mentioned otherwise.

13.4. These Terms of Reference can be amended at any time by a decision of the Board of Directors.

Amended at January 2016 TOC meeting