

Green Deal Alliance Governance Charter



Department of Transport
Main Roads Western Australia
Public Transport Authority



Green Deal Alliance Purpose

The Green Deal Alliance (GDA) was established with the mission of fulfilling the vision of the Western Australian State Government's Waste Avoidance and Resource Recovery Strategy 2030 (WARRS) – 'Western Australia will become a sustainable, low-waste, circular economy in which human health and the environment are protected from the impacts of waste'.

The GDA will work to investigate and develop arrangements to 'fast track' the establishment of waste derived products to be used in the delivery of state government (OMTID) transport infrastructure projects to fulfill the vision of the WARRS.

Charter Overview

This Charter has been prepared to outline the governance framework and working principles for the Green Deal Alliance. It is a living document and will be updated from time to time to meet the needs of the Alliance.

Green Deal Alliance Roles and Responsibilities

A broad outline of the key roles and responsibilities within the GDA is given in the figure below.

The Office of Major Transport Infrastructure Delivery (OMTID) is interested to develop arrangements with other parties to secure waste derived materials. It seeks to collaborate with local governments, industry associations and governing bodies to establish Strategic Partnerships in the form of an 'alliance of all parties' participating in the production of waste derived materials.

'Facilities' shall be established by Regional Councils and other industry partners to produce the required waste derived products to agreed standards and specifications.

The OMTID Sustainability Waste Alliance (SWA) will facilitate the GDA in accordance with its 'Terms of Reference'.

Green Deal Alliance			
Alliance Leadership Team (ALT)			
Alliance Management Team (AMT) – SWA Innovation Hub			
SWA as 'Facilitator'	OMTID as State Government 'Host' agency	EMRC as local government member and 'Host' of Trust Account	Other core members from local government and industry
Facilitate and grow the Alliance to deliver a range of program benefits			

SWA, through its Innovation Hub, shall lead the preparation of strategic business cases for the supply of waste derived products and by-products for major infrastructure projects, facilitate discussions with key stakeholders, drive the development of fit for purpose specifications and design guidance, direct product stewardship activities, and audit the overall process to ensure product quality and cost effectiveness.

It is envisaged that other parties (such as other regional local governments, industry associations, statutory authorities and not for profit bodies) in the Perth, Peel and Southwest regions will become core members of the Alliance, with all agreeing to work together in accordance with the Alliance principles.

Separate agreements between all interested parties will define the roles, responsibilities and obligations of all those participating in specific elements of the Alliance program or work.

The Heads of Agreement signed between OMTID and 'Other Parties' is a non-binding agreement setting out the framework for a future binding agreement, the various parties are contemplating entering into. To be a core member, the organisation must be a signatory to the GDA Heads of Agreement or its addenda.

The Green Deal Alliance Principles

All GDA members agree to adopt good alliancing principles including:

- Promoting a shared vision to help enable positive change
- Collaborating so each organisation gains benefit individually whilst working towards a shared outcome ('win-win' outcomes)
- Being open and transparent with each other
- Supporting *Towards 100* outcomes
- Focusing on easy wins and simplified processes to build momentum rapidly
- Working to effectively embed knowledge back into 'business-as-usual' processes
- Showing joint leadership in exhibiting corporate social responsibility
- Complying with governing legislation, regulations and policies
- Working together towards creating a circular economy in Western Australia

The Green Deal Alliance Structure

The GDA shall be a member based strategic alliance with all members working collaboratively together to achieve 'win-win' outcomes of mutual benefit. The GDA shall not be a formal legal entity but instead shall deliver its objectives through the formal mechanisms of its core members.

The Green Deal Alliance shall have an Alliance Leadership Team (ALT) to govern the Alliance and an Alliance Management Team (AMT) to oversight the management of GDA operations.

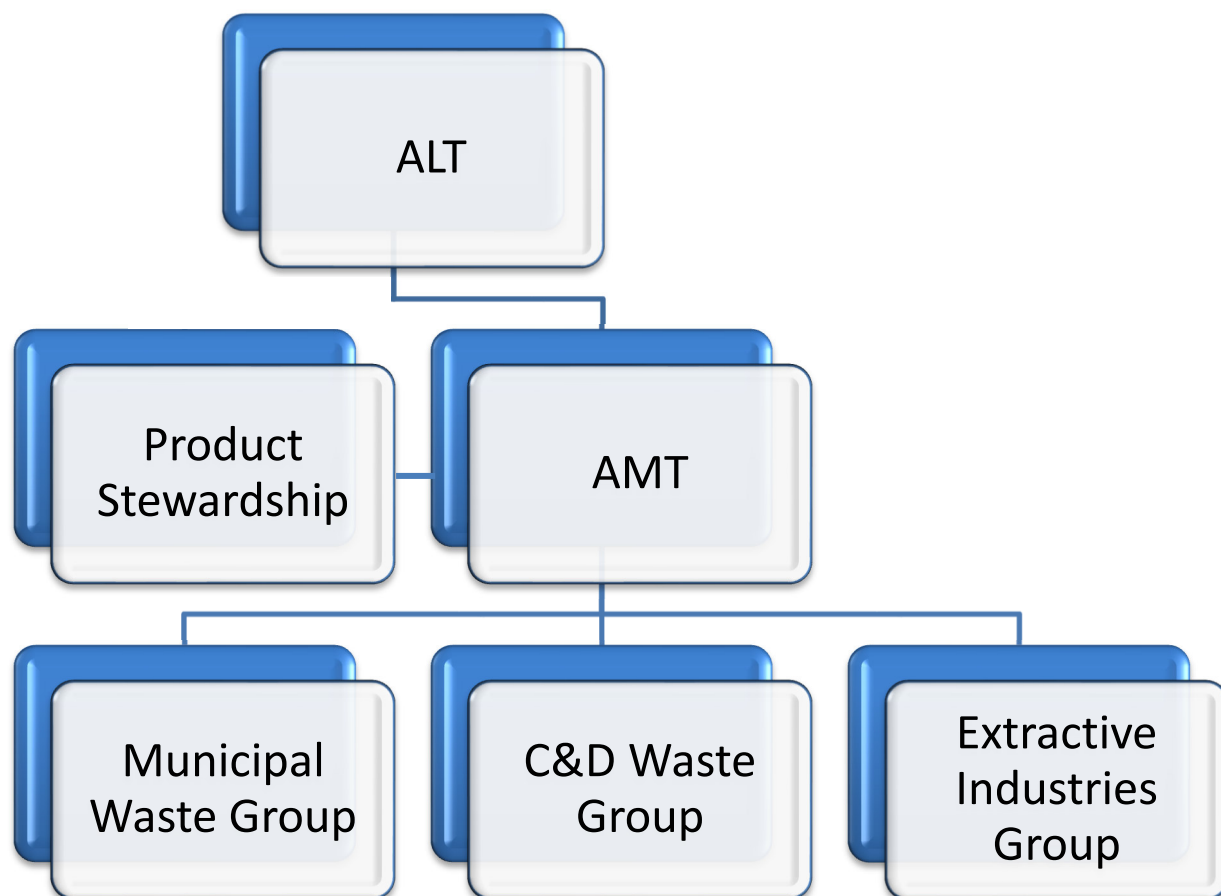
The ALT will comprise a core leadership team, with responsibility for overall direction, governance and strategic positioning for the initiative. It will be independently chaired by SWA and supported by an Alliance Director appointed from the SWA Innovation Hub. ALT members shall be signatories of the GDA Heads of Agreement (and its addenda), i.e. core members.

ALT members will bring a range of complimentary competencies to the table in accordance with the essential and desirable criteria contained in the ALT Skills Matrix (refer Appendix A). ALT members will jointly promote the Alliance and its plans, as well as act to facilitate the full range of program benefits.

The Alliance Management Team (AMT) will manage matters of an operational nature and will be facilitated through the SWA Innovation Hub and led by the GDA Alliance Director. The AMT will be represented by members of SWA, OMTID, other GDA signatories and key stakeholders and other specialists as determined by the ALT.

AMT activities will centre around the operation of a series of distinct and well defined focus groups as shown in the image below. Focus groups shall be defined to best coordinate discussions and activities pertaining to specific areas of interest of GDA collaborators. Representation shall not be limited to one focus group should the interests or skills of a particular organisation extend to more than one group.

A Chair of each focus group will be appointed. The Chairs will be appointed following consultation with the ALT.



Charter Outline

The Green Deal Alliance does not create a binding agreement between the parties and will not be enforceable. Only future agreements, duly executed by the parties, will be enforceable. The terms and conditions of any future agreements will supersede any terms and conditions contained in the Heads of Agreement. The parties are not prevented from entering negotiations with other third parties regarding the subject matter of this Document.

1. Alliance Expanded Mission

The Mission of the Green Deal Alliance is 'to seek collaboration with interested parties to fast track the production of waste derived materials to be used in the delivery of OMTID infrastructure projects towards achieving the vision of WARRS 2030'.

- a) Create a truly collaborative approach with a shared vision to help enable positive change, where each organisation gains benefit individually whilst working towards a shared outcome;
- b) Build momentum by rapidly exploring the benefits of using waste derived materials on Western Australian infrastructure projects;
- c) Encourage the diversion of waste from landfill to more environmentally sustainable solutions;
- d) Raise community awareness, understanding and acceptance of using waste derived materials;
- e) Working towards creating a circular economy in Western Australia;

2. Application for Membership

Core members of the GDA shall be signatories of the GDA Heads of Agreement (or Addenda) and will contribute at least an amount of funds at a level set by the ALT. This level shall vary from one focus area to another to reflect the amount of resources needed to be invested by the GDA to achieve the objectives and the benefits that are likely to accrue.

The GDA Alliance Director shall have the formal authority to invite new GDA members and sign addenda to the GDA Heads of Agreement on behalf of the signatories following agreement by the ALT to their invitation in accordance with these 'Application for Membership' requirements.

The Due Diligence procedure to accept core members shall be as follows:

- i. In considering whether or not to engage a company, organisation, institution or individual as a Core Member, the Alliance must screen and evaluate the interested party. SWA will evaluate whether or not the interested party's products, services and business practices:
 - (a) are consistent with the Charter and core values of the Alliance;
 - (b) are compliant with the rules and regulations of the jurisdictions where the Alliance is operating;
 - (c) in no way have the potential to embarrass or in any way undermine the reputation or reduce the respect due to the brand of the Alliance and its existing Core Members and of the Alliance name; and

- (d) are consistent with the rules, procedures and protocols relating to the Alliance, and SWA as the facilitator, including the agreed Communications Protocols.
- ii. Alliance 'other core members' shall include interested parties that:
 - (a) are leaders in exhibiting corporate social responsibility through policy and practice;
 - (b) respond positively to, champion activities and practices aimed at accelerating the safe use and introduction of waste derived materials for infrastructure projects;
 - (c) provide waste derived products and services that relate to the Alliance core principles and who would be the best possible members in helping the Alliance to achieve its aims, increase its reach, and enhance awareness of its work;
 - (d) promote the innovation and implementation of new technologies;
 - (e) agree to positively contribute to achieving the Alliance objectives;
 - (f) promote responsible production and use of their products and services and adhere to the goals of sustainable development; and
 - (g) have a positive image, good reputation and a track record of good ethical behaviour.
- iii. Applications from interested parties must be screened and evaluated in accordance with this Charter and where there is any major dispute the ALT will have the final right of decision making based on a simple two thirds majority of members.
- iv. Core members must maintain and deliver against their commitments to the Alliance. Those who do not will be referred to the ALT for review before potentially being removed as a core member within the Alliance.
- v. Core member contributions and commitments will be reviewed annually by the ALT.
- vi. Additional core members that join the Alliance shall sign a Heads of Agreement Addenda and make contributions consistent with their role before they receive voting, representation, resource allocation and other rights. This addenda shall be countersigned on behalf of the signatories by the Alliance Director.

3. Governance and Oversight

- a) The Alliance Leadership Team brings together interested partners to jointly contribute to facilitate and grow the Alliance to deliver a range of program benefits.
- b) Each Member will provide a single representative and shall be entitled to one vote where a vote is required.
- c) Agenda

Agendas must be circulated by SWA a minimum of 24 hours before any scheduled meetings. For any meeting and its decisions to be binding there must be a quorum of 50% of core members present at all scheduled meetings.
- d) Voting

Voting on all elements of the Green Deal Alliance are on the basis of a one vote entitlement per authorised representative of core members present at the meeting.

e) Delegates

Core member representatives may nominate alternates, being mindful of their high level strategic role in the Alliance.

f) Financial Management

A GDA Trust account shall be set up and administered by the EMRC, approved and overseen through the ALT, and managed by the Alliance Director. The Trust Account will be used to fund activities and work programs related to the Green Deal Alliance. A valid funds transfer remittance will be provided directly to the 'EMRC', and the EMRC will issue a receipt for funds received.

Members of the Alliance Leadership Team (ALT) shall contribute an agreed minimum amount into the trust fund in order to participate.

The Alliance Director shall review and authorise all invoices to core members, which will be sent by the EMRC. All expenditure shall be reviewed by the Alliance Director against the ALT approved budget and a recommendation made for payment to the EMRC. The Alliance Director shall have sole discretion to authorise funds outside budget up to an amount of \$500. All other approved expenditure must be in accordance with the ALT approved budget or otherwise submitted to ALT for formal approval. Payments made by the EMRC shall strictly be in accordance with the Green Deal Alliance Financial Transactions Procedure.

The governance and funding for the SWA-ChemCentre Product Stewardship Scheme (PSS) shall be administered separately to the Green Deal Alliance.

4. Secretariat

The Green Deal Alliance will be supported and facilitated by the GDA Alliance Director and the SWA Innovation Hub to lead the preparation of strategic business cases for the supply of waste derived products, facilitate discussions with key stakeholders, drive the development of fit for purpose specifications and design guidance, manage communications and Alliance collateral (e.g., website, prospectus, videos), and audit the overall process to ensure product quality and cost effectiveness.

5. Program Performance Measurement

The Heads of Agreement includes a requirement for the ALT to develop a Performance Management Plan (PMP) in the first 12 months with clear 'Minimum Conditions of Satisfaction' (MCOS's), Key Result Area's (KRA's), Key Performance Indicator's (KPI's) and Incentivised Targets to drive behaviours towards excellence through genuine innovations.

The ALT is to conduct a self-assessment of its performance annually in accordance with the protocol given in Appendix B.

6. Media and Communications Protocol

- a) GDA communications activities shall focus on the promotion of progress towards the Alliance Mission and achievements of Key Outcomes.

This GDA Media and Communications Protocol serves to define both general GDA communications activities and those more specifically relating to OMTID/METRONET projects.

It is understood that Alliance members will undertake communications in relation to their own circular economy activities. However, communications that involve the promotion of activities that occur in collaboration between Alliance members will be coordinated by OMTID, via the METRONET Communications Team.

- b) Media or similar information associated with OMTID METRONET delivery projects are required to comply with State Government and Ministerial Communications Policy and Protocols. This applies to all METRONET demonstration projects as well as any other SWA and OMTID led activities associated with the state government transport portfolio.

Any proposed GDA partner media or similar information associated with OMTID METRONET delivery projects shall be coordinated with and approved by the METRONET Office Communications Team.

The OMTID METRONET delivery projects include:

- Denny Ave Level Crossing removal
- Thornlie-Cockburn Link
- Yanchep Rail Extension
- New Bayswater Station
- Morley Ellenbrook Line
- Byford Rail Extension
- Victoria Park -Canning Level Crossing removal

The METRONET Office Communications Team will work cooperatively with GDA partners to help develop and distribute media or similar information associated with OMTID METRONET delivery projects.

- c) Use of State Government, OMTID, METRONET and GDA member logos will be included in Alliance communication materials with permission of the branding owner. This includes use of the SWA, GDA and *Towards100* branding. Use of core member logos and branding must retain all elements of the original artwork unless changes are approved by the branding owner. Approved communications materials (including media releases, artwork and social media posts) will be made available to Alliance members for use in their own networks.
- d) The Chair of the ALT shall be the single point of accountability for approval of communications for release by the GDA.

7. Confidentiality and Intellectual Property (IP)

All of the confidentiality and IP terms and conditions as specified in the Alliance Heads of Agreement, Letters of Association, Agreements of Intent, and other binding documentation relating to the Green Deal Alliance apply.

Core members are encouraged to bring ideas, concepts, technology solutions, etc. to the attention of the wider Alliance with the understanding that these will be protected within the Alliance and only used with the permission of the IP holder.

The Alliance Director shall have delegated authority to enter into confidentiality agreements, non-disclosure agreements and related agreements on behalf of the GDA signatories/core members providing they are consistent with the general intent of the GDA Heads of Agreement.

8. Understand and comply with laws, regulations and policies

Compliance with governing legislation, regulations and policies is paramount to the GDA. Some relevant laws include *The National Privacy Act*, the *Corporations Act*, the *Equal Opportunity Acts* (various), *Occupational Health and Safety Acts* (various), the *Workplace Relations Act*, the *Competition and Consumer Act*, *Road Traffic Acts* (various).

All Alliance members and their representatives should inform themselves of all relevant legal, regulatory and policy requirements to ensure they are strictly compliant.

9. Amendment of Charter Statement

This Charter may be amended with the approval of the Alliance Leadership Team providing it is consistent with the policies and procedures of the signatories of the Heads of Agreement (and its addenda).

Appendix A: ALT Skills Matrix

This ALT Skills Matrix provides a guide as to the skills, knowledge, experience, personal attributes, and other criteria appropriate for the ALT of the GDA. The ALT has identified this matrix as a useful tool to assist with professional development initiatives for ALT members and for succession planning.

PART A – COLLECTIVE SKILLS

Skill Area	Description	E (Essential) D (Desirable)	Key ALT Member Strengths			
			OMTID	SWA	Regional Councils	Industry and Other
Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the relevant policies and priorities of the organisation.	E				
Policy development	Ability to identify key issues and opportunities for the Alliance and develop appropriate policies to define the parameters within which the Alliance should operate.	D				
Risk and compliance oversight	Ability to identify key risks to Alliance members in a wide range of areas including legal and regulatory compliance and insurance, and to monitor risk and compliance management frameworks and systems.	E				

Skill Area	Description	E (Essential) D (Desirable)	Key ALT Member Strengths			
			OMTID	SWA	Regional Councils	Industry and Other
Communication and engagement	Knowledge and experience in the strategic use and governance of communication and government affairs to grow the share of voice and influence of the Alliance so it can more effectively achieve its goals.	E				
Political influence	Understanding of the political environment, who has influence, how to enlist support, who can be useful, when to take action, and when to push the agenda forward at a political level.	E				
Commercial acumen and financial management	A broad range of commercial/business experience, in areas including business planning, financial management and oversight, business systems, and effective operational delivery.	E				
Product development, innovation and alignment	Understanding the current drivers of waste derived product development and innovation. Experience in delivering new innovative product offerings that align with the Green Deal Alliance to achieve market leadership or to take advantage of opportunities to promote the innovation agenda of the Alliance.	E				

Skill Area	Description	E (Essential) D (Desirable)	Key ALT Member Strengths			
			OMTID	SWA	Regional Councils	Industry and Other
Previous relevant Board or Alliance experience	The ALT should collectively comprise members who demonstrate competence and experience at Board/ Alliance level and/or who have completed formal training in directorship/governance.	E				
Inclusion and diversity	The ALT should include members that can represent the views, cultures, genders and interests of different community groups of relevance including Aboriginal business.	D				

PART B: PERSONAL ATTRIBUTES

Attributes	Description
Integrity (ethics)	<p>A commitment to:</p> <ul style="list-style-type: none"> (a) understanding and fulfilling the duties and responsibilities of an ALT member, and maintain knowledge in this regard through professional development; (b) putting the Alliance's interests before any personal interests; (c) not giving friends and family preferential treatment; (d) acting in a transparent manner and declaring any activities or conduct that might be a potential conflict; and (e) maintaining Alliance confidentiality at all times.
Effective listener, collaborator and communicator	<p>The ability to:</p> <ul style="list-style-type: none"> (a) listen to, and constructively and appropriately debate, other people's viewpoints; (b) develop and deliver cogent arguments; (c) be collaborative and inclusive of other people; and (d) communicate effectively and tactfully with a broad range of stakeholders.
Curiosity and courage	<p>The preparedness to ask questions and challenge management and peer ALT members in a constructive and appropriate way about key issues.</p>
Contributor and team player	<p>The ability to work as part of a team and demonstrate the passion and time to make a genuine and active contribution to the Alliance including delivering upon all Alliance agreed actions within the agreed timeframes.</p>
Passion	<p>A visible passion for, and commitment to, the purpose for which the Green Deal Alliance has been established and operates, and its on-going success.</p>
Outcomes driven and agile	<p>Good business instincts and acumen, and the ability to get to the crux of the issue quickly, to critically analyse the issues, and to be agile as the needs of the Alliance require.</p>
Influencer and negotiator	<p>The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain stakeholder and funding support for the Alliance's decisions.</p>

Attributes	Description
Innovative thinker	The ability to develop innovative approaches and solutions to problems.
Leadership	Innate leadership skills including the ability to: (a) appropriately represent the Alliance; (b) set appropriate culture; and (c) make and take responsibility for decisions and actions.

Appendix B: ALT Assessment Process

1. Is the ALT delivering the intended purpose and objectives of the Alliance?
2. Is the ALT effectively monitoring and supervising the activities carried out under its direction?
3. Is the ALT missing any skill set that it needs to adequately perform its role?
4. Is the contribution being made by the ALT members of an equally high standard?
5. Is the ALT developing and implementing change where required, to ensure the continued success of the Alliance, and the retention of system knowledge?
6. Is the ALT effectively contributing to strategy formulation?
7. Is the ALT sufficiently future focussed?
8. Is the ALT complying with its obligations and providing adequate accountability?
9. Is the ALT working effectively with and through the Chair and Alliance Director?
10. Is the ALT performing satisfactorily and achieving agreed outcomes?