

### Terms-of-Reference

This document outlines the terms and reference for the Public Advisory Committee (herein referenced as the PAC) for the Lystek Southgate Organic Materials Recovery Centre (herein referenced as the OMRC). The PAC plays an important role in furthering communications and consultation between Lystek International Inc. (Owner), the local community, the Township of Southgate and the Ministry of Environment, Conservation and Parks (MECP).

1. General Mandate of the PAC:
  - Review operations of the OMRC facility and provide regular input to the Owner with respect to matters pertaining to the ongoing operation including; monitoring for odour and contingency plans for release of odours that could impact the local community and responding to community complaints
  - Review operational and monitoring reports
  - Facilitate ongoing dialogue between the Owner, the MECP District Office and the local community
  - Meet semi-annually (twice per year) and provide reports in the form of meeting minutes to the local community on the activities of the OMRC and seek public input on the activities and any issues arising from the operation of the OMRC.
  - Monitor the Owner's complaint response process and make recommendations to the Owner with respect to this program
  - Provide recommendations to the Owner regarding any complaints that may have been filed with the MECP or reported to the Township or members of the PAC.
2. Composition of the PAC could include:
  - a. four to six representatives of the community; at least one representative must reside within 2.5 km of the facility.
  - b. two representatives of the Owner of the OMRC facility
  - c. a representative of the Township of Southgate Council (elected official)
  - d. one member at large from the scientific community and/or with a knowledge of sewage biosolids and any applicable legislation for biosolids in Ontario (optional position)
3. The PAC will elect its own Chairperson annually.
4. The Chair will plan meeting agendas, preside over meetings and coordinate activities of the PAC.
5. The PAC will appoint a member to record the minutes of each meeting. A rough draft of the minutes of each meeting will be circulated to all members. The Chair will ensure that draft minutes are approved within two weeks of each meeting.

6. Membership in the PAC shall be for two (2) years and members may be reappointed by consensus of the other members.
7. Members who miss three consecutive meetings may be replaced by the Chair after notification and discussion with the absentee member. A quorum – defined as a simple majority - of the PAC is required to discuss and reach consensus on whether a member should be replaced.
8. Member resignations are to be provided in writing to the chair.
9. The PAC will meet approximately twice each calendar year. The first meeting will take place after the spring land applications have been completed and the second meeting will occur after land applications have been completed in the fall. Note that any change in the frequency of meetings will require MECP approval.
10. The PAC will NOT exercise any supervisory, regulatory, approval, legal or other decision making role with respect to the current or proposed operations of the site.
11. Membership is voluntary, without compensation, however the Owner shall provide for the administrative costs related to the facilitation of the PAC including the cost of such items as documents, printing and other miscellaneous items as deemed necessary.
12. The Owner shall provide a meeting honorarium to the chair and make funds available for technical assistance as reasonably agreed upon and required by the PAC.
13. Suggestions to revise the Terms of Reference for the committee may be made at any meeting where a quorum is present. No changes to the Terms of Reference can be made until the committee members mutually agree to the changes. Depending upon the nature of any proposed changes, the MECP may need to be consulted and provide concurrence.
14. Decisions regarding Terms of Reference updates, recommendations to the Owner, or other OMRC issues, will, first and foremost, be arrived at through a consensus of the opinions of the members present. Where a consensus of opinion is not possible, a vote to determine the outcome of the matter will be called, with the following conditions:
  - a. All PAC members, or their alternates, are present; and
  - b. The decision is determined by a simple majority of the voting members
  - c. The Chairperson of the PAC shall vote on all matters.
  - d. In the event of a tie vote, the motion will fail.
15. The Southgate OMRC PAC will encourage community members of Southgate to participate in the PAC meetings. A Community member is defined as a taxpayer of the Township of Southgate or a resident who lives within 5 km of the OMRC facility. All residents are welcome to attend PAC meetings.
16. The Agendas and PAC Meeting Minutes will be posted on the Southgate and Owner's websites. Meeting minutes will be posted approximately two weeks following each meeting.
17. The PAC will have reasonable access to the site and facilities for the purpose of carrying out its objective and mandate. Monitoring reports prepared pursuant to the various environmental approvals related to the operation of the OMRC will be made available to the PAC.
18. The PAC will be maintained pursuant to the requirements of the environmental approvals issued for the OMRC by the MECP.

### **Conduct of Meetings and Rules of Order**

1. A quorum will consist of a simple majority of PAC members.

2. A portion of each PAC meeting will be designated for submissions or questions from members of the public. Questions must be sent to the Chair at least one week in advance to be considered in the next meeting.
3. Members of the PAC, subsequent to declaring a pecuniary interest with respect to an agenda matter being considered, shall leave the room during which the consideration of the agenda item is conducted. They will be recalled to the meeting once the item of consideration has been dealt with. If a member of the PAC declares a pecuniary interest on any matter, it does not affect the composition of the quorum.
4. Members of the PAC have a duty to conduct themselves in an impartial and objective manner. Respect and courtesy must be observed by all members at all times. No member is obligated to agree with the group or feel coerced to agree with the group's or Lystek's opinions. Each member is able and encouraged to express their own opinions and the opinions of the community members that they are asked to bring forward to the PAC.
5. Debate and discussion must be confined to the agenda and those matters that are within the mandate of the PAC.
6. The Chairperson of the PAC shall have the right and responsibility to control proceedings of the PAC, including the right to exclude any member of the public or any member of the PAC who is interfering with or disrupting the PAC proceedings.

#### **Delegations**

1. At the time of requesting to be treated as a delegation, the body or individual shall:
  - a. Provide information to the chair two weeks prior to the PAC meeting on what is to be presented, which will be used to decide whether the request to speak will be accepted.
  - b. Provide a written copy of the submission by 4:00 pm two business days prior to the regular PAC meeting.
2. The Chair will decide whether or not the item will be added to the agenda based on relevance of content to the PAC's mandate. The person requesting the agenda item will be contacted by the Chair and advised of the decision.
3. Upon approval of the PAC, a person or organization wishing to appear as a delegation may address the PAC for a period of time not exceeding ten minutes and may only speak on their approved agenda item.
4. Delegations shall not be permitted to appear before the PAC for the sole purpose of generating publicity.
5. Delegations that have previously appeared before the PAC on a subject matter shall be permitted to delegate again only if they provide new information relating to that matter.
6. Members of the PAC may only ask questions of the delegations and shall not express an opinion or enter debate with delegations to ensure constructive and efficient dissemination, consultation, review and exchange of information.

#### ***Reaching Consensus:***

*Consensus building is a process of seeking unanimous agreement. It involves a good-faith effort to meet the interests of all stakeholders. Consensus has been reached when everyone agrees they can live with whatever is proposed after every effort has been made to meet the interests of all stakeholder parties.*