

NDRI Executive Committee Terms of Reference

September 2023



1. Role of the Executive Committee

Pursuant to the National Decommissioning Research Initiative (NDRI) Participants' Agreement, an Executive Committee has been established to exercise general oversight over the NDRI on matters such as funding, research strategy and key appointments. It is responsible for overseeing budgets and completion milestones of all research projects commissioned by the NDRI.

2. Responsibilities

The Executive Committee is responsible for:

- Determining overall project philosophies and scientific themes and research questions to be addressed by projects under the NDRI.
- Defining Phase 2 Priorities in accordance with Schedule 3 of the Agreement.
- Approval of the Work Program & Budget (WP&B) as delegated by the Centre of Decommissioning Australia (CODA) Board.
- Appointment of the Independent Scientific Advisory Board (ISAB) Chair, endorsement of ISAB appointments and preparation and approval of the ISAB Terms of Reference, as delegated by the CODA Board.
- Determination of the remuneration payable, if any, to members of the ISAB and to review this annually.
- Endorsement of the Expression of Interest and Request for Funding processes.
- Approval of project funding and communicating the available research funds to the ISAB.
- Reviewing and approving funding recommendations made by the ISAB based upon agreed procedure and available funds for research.

To support the NDRI's fundamental objectives of independent and credible science, the Executive Committee will rely on the ISAB and Independent Technical Advisors to maximise the scientific robustness of research commissioned under the NDRI.

3. Membership and Composition

The Executive Committee constitutes a representative from each of the Participants and CODA. Each Participant must also nominate an alternate representative in such situations where the nominated representative is unable to attend a meeting.

The Project Director is responsible for maintaining a record of representatives and alternate representatives from each Participant and CODA.

There are currently six (6) participants and CODA which comprise the Executive Committee. There are nominated representatives from:

- Chevron Australia Pty Ltd
- Esso Australia Pty Ltd
- Santos Ltd
- Shell Australia Pty Ltd
- Vermilion Oil and Gas Australia Pty Ltd
- Woodside Energy Ltd
- Centre of Decommissioning Australia Ltd

Each Participant may change its representative or alternate representative from time to time and must give notice to the Project Director and other Participants of any such change. The Project Director is responsible for updating records to reflect the change in representatives.

Where an organisation applies to become a New Participant, the Executive Committee will consider on a case-by-case basis whether to allow the New Participant to become a Party to the Agreement and on what terms, in line with the requirements set out in the New Participant Agreement. A unanimous vote is required for acceptance.

If a new participant were to join the NDRI Participant Agreement, they are to nominate a representative (and an alternate representative) to be a member of the Executive Committee.

There is an expectation that the representatives make a commitment to the NDRI Executive Committee for a time frame of at least one year, unless work or personal commitments make this unfeasible. The time commitment is expected to be no more than 16 hours per quarter.

It is assumed that Participants will nominate representatives and alternate representatives with the necessary expertise to undertake the responsibilities required of the Executive Committee, preferably with experience in or exposure to decommissioning related activities.

3.1. Chair

Per clause 3.1(c) of the Participants Agreement:

- The Executive Committee must appoint a Chair and a Vice Chair on the basis of nominations and votes received from the Executive Committee representatives. *The appointment of the Chair and Vice Chair is not formalised until the decision is ratified by the CODA Board.*
- The Chair and the Vice Chair shall be appointed for one (1) year.
- The Chair's term shall be non-renewable for consecutive terms, but the Vice-Chair's term shall be renewable.
- An outgoing Chair may not be succeeded by a person associated with the same Participant as the outgoing Chair, except where a person ceases to be Chair prior

to the end of the one (1) year term, the Participant that nominated the outgoing Chair may appoint a person to serve as Chair for the remainder of the relevant one (1) year term.

The Chair is responsible for leadership of the Executive Committee, with the support of the Vice Chair and Project Director including:

- Facilitating quarterly Committee Meetings and other formal engagements as required from time-to-time, with the support of the Vice Chair and Project Director.
- Ensuring the committee engagement and conduct is undertaken in accordance with the requirements set out in the Participant Agreement, Terms of Reference and other relevant governance listed in Section 9.
- Ensuring committee activities are undertaken in line with the approved WP & B and responsibilities outlined in Section 2.
- Mediating and facilitating resolution of Executive Committee decisions.
- Ensuring timely assessment of research proposals and outcomes by the Executive Committee in consultation with the ISAB.
- Stakeholder engagement, including engagement with the ISAB Chair on behalf of the Executive Committee, as required.

3.2. Vice Chair

The Vice Chair is responsible for providing support to the Chair in leadership of the Executive Committee. The Vice Chair will fulfill responsibilities of the Chair where the Chair is unavailable to lead or act on behalf of the Committee.

Where the Chair is unable to attend an Executive Committee meeting or other formal engagement, the Vice Chair (or other Executive Committee representative) shall be delegated responsibilities.

3.3. Project Director

The Project Director, as appointed by CODA, will work with the Executive Committee, ISAB and other relevant stakeholders to assist the Chair and Vice Chair with the routine operation of the Executive Committee and oversight and management of NDRI deliverables. Responsibilities include:

- Acting as focal point for Executive Committee and NDRI communications and reporting.
- Maintaining record keeping of Executive Committee actions, advice and decision making.
- NDRI reporting to and engagement with the CODA Board.
- Engagement with CODA representatives and alignment of NDRI activities with relevant CODA governance processes.
- Budget, contract and subcontractor management.
- Coordinating timely review and delivery of research proposals and outcomes.
- Maintenance of governance and other guidance documentation.

- Maintenance of the NDRI website and other information sharing platforms.

3.4. Representatives and Alternates

Executive Committee representatives and alternates are responsible for undertaking the responsibilities outlined in Section 2. In addition, representatives and/or alternates are expected to:

- Actively engage in Executive Committee meetings or other formal and out-of-session engagements.
- Provide timely assessment, advice, and decision making on Executive Committee matters and NDRI proposals and outcomes.

4. Meetings

The Executive Committee shall convene at least quarterly and at least 14 day's written notice of each meeting and its agenda must be given to Participants. The Chair may convene additional meetings, where deemed necessary by the Chair or upon the request of at least two of the representatives to the Chair.

The Project Director will provide secretarial services, including preparing minutes of meetings and delivering copies of the minutes to all representatives as soon as possible but no later than two (2) weeks thereafter.

5. Voting

Wherever possible, the Executive Committee must seek to arrive at decisions on a unanimous basis. However, should the need to vote on any issue arise, each representative (other than the CODA representative) may cast a vote equal to the relevant Participant's Contribution Percentage.

All matters for determination by the Executive Committee will be decided by an Affirmative Majority Vote unless the Participants Agreement specifically provides otherwise. The Chair and the CODA representative will not have any casting vote.

No matters for determination will be undertaken at any Executive Committee meeting unless a quorum is present. A quorum is defined as a group representing seventy-five per cent (75%) or more of the number of Participants, either in person, through telephone conference call, other telecommunications means, allowing communication among the Participants, or by proxy (in which case such proxy arrangements must be advised to the Chair).

Where matters are required to be determined out-of-session or for which no meeting is requested. The Executive Committee may be engaged in writing (by letter or email) and submit their responses in writing to the Chair and Project Director, copied to the other representatives. The result will be decided by an Affirmative Majority Vote unless the Participants Agreement specifically provides otherwise.

6. Reporting

The NDRI Project Director and the CODA Accountant will prepare quarterly reports to be presented at each of the quarterly Executive Committee meetings. These reports will provide an update on all projects, as well as providing detail on current spend to date, against budget.

7. Industry Technical Advisors

Members of the Executive Committee may seek expert opinion, review, or advice from a body of Industry Technical Advisors or individuals with specialist experience or knowledge of relevant matters, in support of meeting its Objectives. Any advice of this group or individuals is to be provided to the Executive Committee, with the option of transferal to the Project Director.

Technical Advisors may be invited to participate in Executive Committee meetings and other engagements to provide expert opinion, review, or advice, where appropriate, but do not have voting rights.

A representative from the Industry Technical Advisors group may only engage with the ISAB Chair or persons engaged by CODA to undertake research in connection with the project on approval of the Executive Committee Chair and the ISAB Chair. If the ISAB Chair and the Executive Committee Chair do not reach agreement in relation to such engagement, the ISAB Chair must document the reasons why agreement was not reached.

8. Conflict of Interest

Representatives and alternates, of the Executive Committee should advise the Executive Committee Chair and Project Director of any real or perceived Conflicts of Interest associated with supporting the Executive Committee or the NDRI.

A register of conflicts and the method of managing them will be maintained by the Project Director and made available on request. On an annual basis, the Project Director is to reconfirm with the Executive Committee that all perceived, potential, or actual Conflicts of Interest have been declared.

The Executive Committee must be transparent in all dealings with the NDRI and not attempt to unduly influence its design or outcomes.

9. Governance

The Executive Committee activities and conduct will be undertaken in accordance with the following documents and policies:

- Terms of Reference (this document)
- Participant Agreement



- CODA Code of Conduct
- CODA Privacy Policy
- Other relevant CODA Policies & Procedures

10. Confidentiality

The Executive Committee have no authority to act on behalf of NDRI, make decisions or announcements on behalf of NDRI, or use the Committee as a means for businesses other than in accordance with that set out in the Participant Agreement and this Terms of Reference.

Information provided in confidence to, or from, the Executive Committee shall be regarded as mutually confidential between the relevant Party and the Committee. Such materials shall not be disclosed by any Executive Committee representative or other Party unless formally agreed by all relevant Parties.

If a Party or representative proposes to disclose Confidential Information for use in relation to the NDRI and the Party to which the Confidential Information relates does not agree to disclosure, then the matter must be referred to the Executive Committee for consideration.

11. Review

The Terms of Reference will be reviewed or amended periodically where deemed necessary by the Chair or Executive Committee.