

Roundtable on the Responsible Recycling of Metals

Steering Group Terms of Reference and Proposal

Version 3, 25th May 2023

This Proposal and Terms of Reference are developed to inform discussions between interested parties to promote the responsible production and sourcing of recycled metals.

It shall not be shared outside of the interested parties.

The Facilitator, Steering Group members and members of the Roundtable for Responsible Recycling of Metals (RRRM) should make themselves aware of applicable anti-trust laws and regulations and act accordingly when dealing with commercially sensitive information. Nothing in this document should be read to encourage violating national or international legislation.

Change Log

Change made	By	Date
Edit to Annex 4 - Steering Group Terms and Conditions and Contractual Agreement – points 4 and 5 regarding SG decision making process	Dave Knight	31 st January 2023
Addendum – Annex 5 added	Dave Knight	25 th May 2023
Web version created -	Dave Knight	18 th June 2023

Introduction

Climate action has risen to the top of today's political and business agenda. Businesses are looking to transition away from linear production models to a more circular economy where materials are re-used, repurposed and recycled.

Market demand, regulatory frameworks and investor requests for more recycled content of products are rapidly increasing. However, the standards, systems and tools available to date are not equipped to address the full range of needs around transparency, responsible sourcing and responsible production of recycled metals.

Several bodies of work are directly relevant to supply chains of recycled metals. Most notable, these include:

- Labour rights, environmental, fair trade and other legislation
- Recycling standards;
- Product labels and certifications, such as recycled content;
- Due diligence frameworks and standards applicable to for metal supply chains;
- Voluntary responsible production standards applicable to specific metal supply chains (aluminium, copper, steel);
- Initiatives focused on e-waste; and
- Initiatives focused on battery supply chains.

However, there is little connection between these different areas: Recycled metals are mostly excluded from international frameworks, regulations and industry programs focusing on due diligence in metals supply chains. Recycling standards focus mostly on safe handling of hazardous materials, environmental aspects and data privacy but do not address issues related to transparency or human rights or extend beyond the immediate tier supplier. Scrap yards, collectors, aggregators and recyclers are often out of scope for voluntary standard systems. In the absence of collective frameworks, electronics brands started to implement their own code of conduct audits thereby increasing the burden on supply chain actors now faced with multiple customer requests for audits. The scrap supply chain is not always well understood.

Objective

The objective of the Roundtable on the Responsible Recycling of Metals (the Roundtable) is to ensure circular economies rely on recycled metals that do not harm people or the environment. It



seeks to ensure there are appropriate standards, systems and tools available for the responsible production and sourcing of recycled metals. Responsible production and sourcing refers to business practices that respect human and labour rights, protect the environment and contribute to sustainable development as defined in the United Nations Sustainable Development Goals.

The Roundtable does not seek to establish new initiatives and programs. It is not an e-waste initiative, nor does it seek to replicate existing, effective metals initiatives. Its objective is to connect existing bodies of work and identify potential gaps in the standards, systems and tools available to date. Ideally through cross recognition and other outcomes, the RRRM seeks to find efficiencies for metal recyclers and the metals value chain. It seeks to identify and define where commodity specific approaches / information is needed versus where collective approaches are more appropriate. The Roundtable will identify existing organizations willing and able to implement all or parts of the roadmap for responsible recycling of metals.

Business Benefits

The Roundtable seeks to help signpost existing solutions, identify and clarify gaps that need closing and propose solutions to these gaps. It provides a structure for collaboration and mapping of the scope of and alignment between different initiatives. It intends to help frame the challenges and opportunities as we move towards circular economies and to provide a roadmap for key actors so they can save time and effort in responsible sourcing.

Specific benefits include:

- Helping enable the pre-qualification of potential recycled metal suppliers with strong ESG performance in procurement processes
- Helping enable the quantification of ESG performance relating to key identified impacts and needs
- Clarifying the nature and extent of ESG risks within different supply routes
- Recognising the strengths and weaknesses of what is already happening in the circular economy industry and through associated standards and guidelines
- Supporting end users and the recycling industry to meet due diligence compliance requirements
- Highlighting commercial opportunities for the recycling industry through building market demand and pull factors for responsible value chains
- Clarifying appropriate expectations/requirements that can apply to different recycling routes and to the different supply chain tiers and which can feed into the roadmap for consideration for adoption by standard setting bodies and other stakeholders
- Creating a forum and vehicle to support the promotion of best industry practices in responsible secondary metals.

Core Principles

The Roundtable is based on the following core principles¹:

- **Sustainability Impacts:** the Roundtable has a clear definition of scope and objectives, focused on salient sustainability impacts of recycled metals supply chains.

¹ The principles are adapted from the ISEAL Credibility Principles, accessible on: <https://www.isealalliance.org/defining-credible-practice/iseal-credibility-principles>



- **Collaboration:** the Roundtable implements partnerships across metals, supply chains and sectors.
- **Value Creation:** the Roundtable adds value and minimizes costs for its users.
- **Stakeholder Engagement:** the Roundtable is inclusive and non-discriminatory. It includes perspectives of diverse groups of stakeholders affected by its decisions.
- **Transparency:** the Roundtable communicates openly and transparently.

Proposal and Deliverables

The Roundtable will bring together key representatives of the recycling industry, main customer segments, voluntary standard systems, civil society and other relevant organizations. It is set up for a limited time to develop a roadmap for responsible recycling. It will deliver the following activities:

1. Stakeholder mapping
2. Needs and impact assessment
3. Mapping of existing standards, systems and tools
4. Definition of scope and objectives
5. Development of a roadmap
6. Agreement on next steps

Each activity will be driven by regular roundtable engagement, supported and coordinated by the secretariate and overseen by the Steering Group. Roundtable meetings are proposed to be conducted mainly virtually with consideration being given to in person events at key milestones in the process. Timings for these meetings may vary to best enable Steering Group members and RRRM members to participate from different time zones.

1. Stakeholder mapping

Annex I provides an initial list of stakeholders and stakeholder proxies identified to date. In a first step, the Roundtable will conduct a stakeholder mapping exercise to identify and categorise any other relevant stakeholders. Categories of engagement and objectives for engagement will be confirmed and can include: to recruit for direct involvement in the roundtable; to keep informed; to enable alignment/to consider cross recognition; to influence; to support outreach and promotion of roundtable activities; to monitor; as proxies for a range of other stakeholders; and other categories to be identified.

Stakeholders and their needs will be a focus of initial roundtable meetings.

Outcome:

Relevant stakeholders are identified and invited to participate in the Roundtable or categorised to ensure effective engagement with non-members.

2. Needs and impact assessment

Participants in the Roundtable will be surveyed to understand their needs, interests and any current efforts related to the responsible production and sourcing of recycled metals. Initial discussions highlighted a diverse set of needs and expectations, including for example:

Impact and process related

- Confirming shared definitions for different types of recycled materials (e.g., pre- and post-consumer)
- Identifying common methodologies to calculate product recycled content
- Identifying common methodologies to calculate carbon footprint
- Establishing confidence levels relating to existing impact information and sources including for labour and human rights impacts
- Understanding and tracking sources of metals for recycling

Standards, requirements and guidelines related

- Highlighting scope of and gaps in existing initiatives and across different geographies applicable to recycled metals

- Categorising the different levels of assurance offered by the existing initiatives
- Creating the rules for the mutual (cross) recognition of second- and third-party code of conduct audits
- Dealing with the commercially sensitive sharing of supply chain players, risk assessment and other information and avoiding antitrust concerns
- Creating shared requirements to be applied by or integrated into voluntary standards regarding:
 - Responsible sourcing of recycled metals supply chains
 - Due diligence expectations for recycled metals supply chains
 - Expectations for risk assessments and red flags applicable to recycled metals supply chains

Desktop research will be conducted and supplemented with inputs from participants and wider stakeholders. Need and impact will be a focus of initial roundtable meeting discussions.

Outcome:

The needs of relevant stakeholders are clearly identified and prioritized for action. Salient environmental, social and governance impacts in recycled metals supply chains are identified and summarised.

3. Mapping of existing standards, systems and tools

The Roundtable will seek to identify and map existing standards, systems and tools to the objectives and scope of the roadmap using desktop research and input from its participants. Such existing efforts include (but are not limited to) for example:

- Existing standards applicable to recycling (e.g. R2, e-stewards, ISO 59014, the ISO family of standards)
- Standards and frameworks focusing on responsible metals supply chains (e.g. OECD Due Diligence Guidance, London Metal Exchange Responsible Sourcing Rules, ResponsibleSteel, Aluminium Stewardship Initiative, The Copper Mark, Responsible Minerals Initiative/Responsible Business Alliance)
- E-Waste Initiatives (e.g. R2, e-stewards, RMI VAP)
- Recycling Industry guidance and tools (e.g. BIR guidance and tools, RIOS)
- Company due diligence programs and tools
- Protocols, methodologies and tools to calculate product level Greenhouse Gas (GHG) emissions and recycled content
- Existing reports, academic, industry and other research

This will be achieved through conducting a tailored CARE analysis (Coverage, Assurance, Responsiveness, Engagement + Governance). Roundtable meetings will confirm the approach, ensure appropriate systems, standards and tools are included, feed into the mapping exercise and discuss the mapping outcomes.

Outcome:

Results of the mapping will be presented in a matrix (and summarised in the roadmap report) to compare the needs, objectives and scope of the roadmap to the existing standards, systems and tools so as to identify:

1. Areas of overlap among existing systems and opportunities for (cross) recognition;

2. Opportunities to build on or complement existing systems, standards and tools to address a need identified
3. Gaps between the needs identified and existing standards, systems and tools.

4. Definition of scope and objectives

Building on the needs assessment, the Roundtable will define and prioritise the objectives and scope of the roadmap. Examples of the objectives include:

- Enable consistent, comparable and validated data on product recycled content and carbon footprint
- Support the responsible sourcing of recycled metals
- Enable reasonable and good faith due diligence on recycled metals supply chains
- Streamlining existing and new audit activities
- Raise awareness and catalyse collective action to mitigate environmental, social and governance (ESG) impacts associated with the recycling of metals, in particular in relation to informal sectors

Outcome:

The objectives and scope of the roadmap are defined based on the results of the needs assessment. Roundtable discussions will review and support the development and definition of the scope and objectives.

5. Development of a roadmap

Using the results of the previous activities, the Roundtable will develop a roadmap for responsible recycling. **The Roundtable does not intend to build new infrastructure. The roadmap will be designed to integrate in, and build on, existing infrastructure of its participants and to identify any gaps should they become apparent.**

The roadmap is expected to include:

1. Core principles and objectives for the responsible recycling of metals
2. A theory of change which articulates how the outcomes of the RRRM can accelerate responsible sourcing and circularity
3. The proposed structure to manage the implementation of the roadmap. This could include, for example:
 - a. Integration of the roadmap in an existing organization
 - b. Ad-hoc group(s) of stakeholders taking ownership of one or more proposed activities
 - c. Collaboration agreement(s) between existing organizations
 - d. Mutual recognition of assurance activities
 - e. Other forms of collaboration
4. For each core objective:
 - a. Proposed activities (alignment of existing systems, further development of existing systems, establishment of new systems)
 - b. Deliverables
 - c. Proposed Owner of the activity
 - d. Stakeholders to be included in the activity
 - e. Estimated budgets and timelines

Outcome:

Roadmap and summary report on RRRM activities and outcomes.

6. Confirming next steps

Once member organisations have had an opportunity to consider the roadmap, this task reviews if further support is needed from the Roundtable to deliver on the roadmap activities and considers if the Roundtable has fulfilled its objectives.

This will be developed through:

- One to one meetings to confirm ownership of specific objectives
- Defined plan or series of linked plans covering ownership of objectives, involvement in implementation workstreams, other needs.
- Roundtable discussions
- Outreach or Workshop to agree plan/implementation process, future of Roundtable via member consultation and SG decision.

Outcome:

Clarification of next steps to implement the roadmap – including considering if there is a need for ongoing coordination. Decision on future need for Roundtable.

Governance and management

The Roundtable will be organized as follows:

Steering Group

The Steering Group is composed of 10-15 organizations, including:

- Recycling industry associations
- Recycling companies
- Metal producers and processors
- Voluntary standard systems
- Civil Society Organizations
- End Users
- Traders/Financers/Shippers

Except for civil society members, Steering Group members are expected to contribute financially to the Roundtable, Steering Group members are also expected to take an active role in the implementation of the roadmap. Steering Group organisations are asked to identify a lead contact (and alternate/support contact if required) who will take responsibility for the organisation's involvement and input into the RRRM.

The criteria being proposed to select steering group members uses horizontal and vertical reach to try to ensure sufficient coverage/input without creating an overly large group:

- Geographically varied to try to reach and include key value chain and impact locations. Involvement of some international and/or regional organisations
- Corporations and standard setters which can provide coverage of multiple value chain stages or commodities
- Representation covering key metal types or groupings with the intention of covering key value chain differences e.g., copper, or stainless steel
- Multi metal users/brands that can provide end user perspectives and market expectations
- Proxies, such as Industry Associations and Standard Setters who can act on behalf of other stakeholders
- Enabling relevant Civil Society participation, recognising resource constraints and seeking to ensure balanced Steering Group membership that can ensure key impacts of the circular metals value chain are represented.
- Strength of existing relationships, existing commitments to the Roundtable concept and willingness to contribute financially

The Steering Group will be responsible for:

1. Overseeing the Roundtable activities
2. Editing and confirming the Terms of Reference for the Roundtable Facilitator
3. Contracting and overseeing the services of the Roundtable Facilitator
4. Adopting the Roadmap for Responsible Recycling

The Steering Group will meet on a regular basis, at least monthly and members will be expected to review and approve deliverables of each activity. Participation in the Steering Group is not remunerated.



Roundtable Facilitator

The Steering Group will recruit a facilitator to implement the activities of the roundtable as defined in these Terms of Reference and the associated workplan.

For continuity, independence and to avoid delay, it is proposed that Dave Knight of One Planet Ltd, is recruited as the initial facilitator and for One Planet Ltd. to provide the independent secretariate. Dave has been engaging with many relevant stakeholders through his work for ResponsibleSteel, The Copper Mark, CARES (Constructional Steels not for profit certification body), metal producers and processors and has helped develop these Terms of Reference and the workplan. Dave has a strong knowledge of and network in the metals and recycling industries, of corporate responsible sourcing and of facilitation and convening. His biography is in Annex 2.

However, it is recognised that Steering Group members may have objections to this approach and may wish to propose alternative facilitators or provide elements of the secretariat themselves or suggest other alternatives. Therefore, if a Steering Group member opposes this approach, they need to voice this at the time of signing up. In this case, alternative proposals will be considered and/or the Steering Group will request additional proposals. If this is the case, initial steering group activities will be focused on recruitment of a facilitator, and this may impact on the timeline and budget.

The facilitator will act as an independent party and does not represent any stakeholder group. The role of the facilitator is to act in good faith to understand and to find common positions that can reasonably and fairly represent the range of stakeholder interests considering the objective of the Roundtable. The objectives of the roundtable hold precedence over individual stakeholder interests.

The facilitator will deliver the services in accordance with this Terms of Reference and the Terms and Conditions of Steering Group membership. The facilitator is responsible for delivering the Terms of Reference of the RRRM according to the agreed workplan, with steering group input as described. The Terms of Reference are based on a work plan and budget designed to structure and coordinate the delivery of the activities.

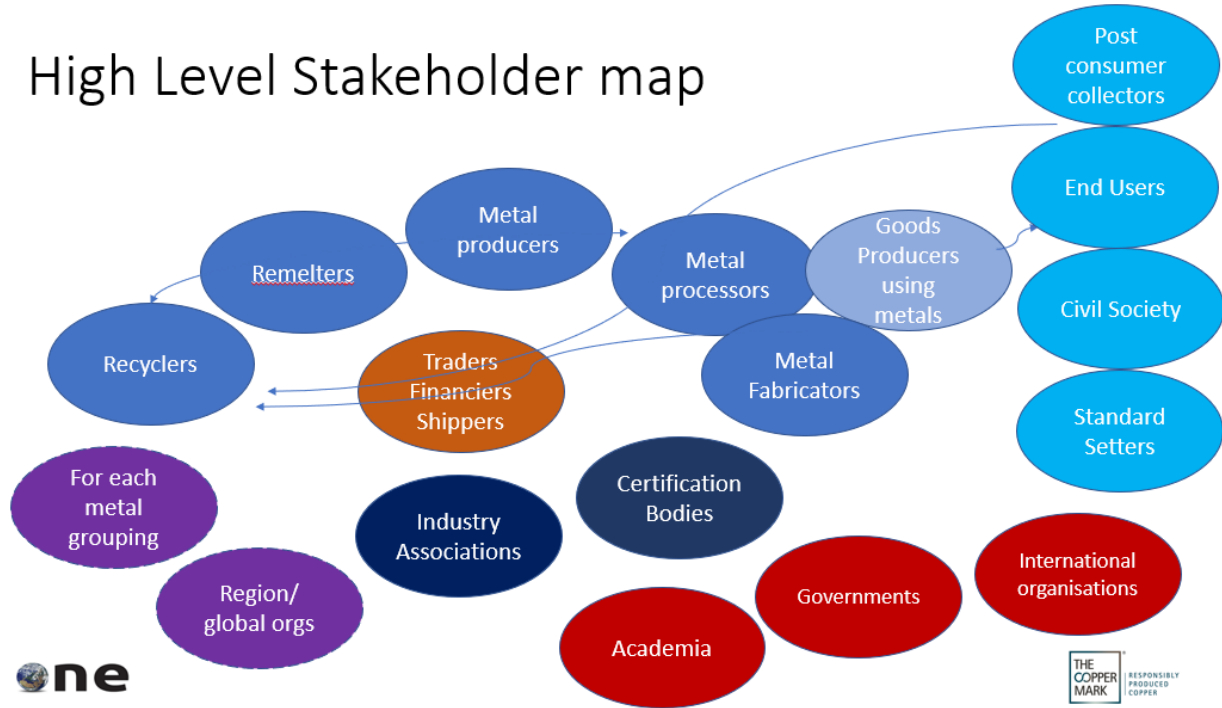
Roundtable Participants

The facilitator, with the support of the Steering Group, will organize member virtual and in person roundtable meetings as defined by the workplan to deliver each activity.

Roundtable participants will be asked to sign up to a simple agreement that defines expectations of involvement. A draft of this is presented in Annex 3

Participants are expected to be drawn from a range of the stakeholder categories identified. A indicative summary high level stakeholder map is presented here and expanded on in Annex 1.

High Level Stakeholder map



Stakeholders identified in Annex I and in the first activity will be invited to join the roundtable meetings. Participants will join as organisations and will be asked to nominate a key contact, an individual who will be the primary contact and involved in the Roundtable as well as a delegate or alternative contact. These individuals will be asked to confirm their willingness to take part in all roundtable meetings to ensure continuity. However, it is recognised that different roles and individuals may also need to be involved in particular threads or discussions. Participation in the Roundtable is not remunerated.

Additional subject matter experts and other relevant stakeholders may be invited to join selective roundtables.

Funding Model

The Roundtable is time-bound and limited to the activities described in this proposal and Terms of Reference. It will be funded by the members of the Steering Group. Each Steering Group organization is expected to contribute in equal parts of £10,000 GBP, except for Civil Society Steering Group members who are invited to join at no cost. Roundtable participation/Membership is proposed to be at no cost, however members are expected to cover their own expenses related to participation.

Summary estimated costs for the Roundtable split between time-based activities and non-time-based costs are summarised below. Days are indicative only and the scope of the Roundtable may be adjusted to align to income received. There is a cap on the budget of £150k. A more detailed, Excel based version of the workplan, timeline and budget is available to be reviewed by potential Steering Group members on request.

Stage	Outcome and Tasks - Time based activities	Facilitator days	Support days	Costs GBP
1. Stakeholder mapping	<i>Relevant stakeholders are identified and invited to participate in the Roundtable or to be kept informed.</i>	2	2	£ 2,700.00
2. Needs and impact assessment	<i>Report identifying the needs of relevant stakeholders prioritized for action. Salient environmental, social and governance impacts in recycled metals supply chains are identified and summarised.</i>	9	10.5	£ 12,900.00
3. Mapping of existing standards, systems and tools	<i>Benchmarking matrix to compare the needs, objectives and scope of the roadmap to the existing standards, systems and tools so as to identify: 1.Areas of overlap among existing systems and opportunities for (cross) recognition; 2.Opportunities to build on or complement existing systems, standards and tools to address a need identified 3.Gaps between the needs identified and existing standards, systems and tools.</i>	12.5	18	£ 19,625.00
4. Definition of scope and objectives	<i>The objectives and scope of the roadmap are defined based on the results of the needs assessment and standards/initiatives mapping</i>	4.5	7	£ 7,325.00
5. Development of a roadmap	<i>A defined roadmap, showing how specific objectives can integrate in, and build on, existing infrastructure of its participants</i>	12.5	17.5	£ 19,375.00
6. Confirming next steps	<i>Defined next steps to implement the roadmap - considering if there is a need for ongoing coordination?</i>	9	11	£ 13,150.00
Project Direction and Management	<i>To include: organising steering group meetings, member meetings and events; 1:1 meetings; communications and promotion activities; financial admin and production of basic accounts.</i>	31	42	£ 47,350.00
Sub-total time		80.5	108	£ 122,425.00



Non-time based items	Costs GBP	
Design allowance	£	9,000.00
Website allowance	£	5,000.00
Event cost allowance	£	5,000.00
Outreach cost allowance	£	2,000.00
Guest cost allowance	£	5,000.00
Access to research information allowance	£	1,500.00
Sub-total non-time based activities	£	27,500.00

The estimated total cost of the Roundtable is £149,925.

Summary Timeline

The Roundtable is expected to run between Jan 2023 and late summer/autumn 2023 with a review proposed for Sept 2023 as shown in the proposed timeline below. The timetable and workplan will be confirmed by Steering Group members on its commencement.

Stage	Outcome and Tasks - Time based activities	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept
1. Stakeholder mapping	<i>Relevant stakeholders are identified and invited to participate in the Roundtable or to be kept informed.</i>									
2. Needs and impact assessment	<i>Report identifying the needs of relevant stakeholders prioritized for action. Salient environmental, social and governance impacts in recycled metals supply chains are identified and summarised.</i>									
3. Mapping of existing standards, systems and tools	<i>Benchmarking matrix to compare the needs, objectives and scope of the roadmap to the existing standards, systems and tools so as to identify: 1.Areas of overlap among existing systems and opportunities for (cross) recognition; 2.Opportunities to build on or complement existing systems, standards and tools to address a need identified 3.Gaps between the needs identified and existing standards, systems and tools.</i>									
4. Definition of scope and objectives	<i>The objectives and scope of the roadmap are defined based on the results of the needs assessment and standards/initiatives mapping</i>									
5. Development of a roadmap	<i>A defined roadmap, showing how specific objectives can integrate in, and build on, existing infrastructure of its participants</i>									
6. Confirming next steps	<i>Defined next steps to implement the roadmap - considering if there is a need for ongoing coordination?</i>									
Project Direction and Management	<i>To include: organising steering group meetings, member meetings and events; 1:1 meetings; communications and promotion activities; financial admin and production of basic accounts.</i>									

Annex I: Stakeholder Matrix

The below matrix includes organizations identified to have an interest in responsible production and sourcing of recycled metals. The list should be understood as a starting point for the stakeholder mapping and other stakeholders are expected to be added over time. Stage 1 activities include developing stakeholder mapping. Some organisations have confirmed participation and we believe we have a critical mass to enable the Roundtable to go ahead. Others have indicated they want to be kept informed or are considering membership.

Metal	Traders Financiers Shippers	Recyclers	Smelters/ Remelters	Producers Processors Fabricators	Industry Associations	Goods Producers	End Users	Standard Setters	Civil Society		
Steel	Representatives for each area	Global companies plus material specialists if required	Representatives	Representatives	Worldsteel, ICA, NI, IZA, IAA	Significant brand names	end use scenarios include: Construction/ Automotive/ Electronics/ Retail	Responsible Steel, CARES (also a CB)	Sustainable Shipping Initiative, Sustainable Recycling Industries IndustriAll Ellen MacArthur Foundation		
Stainless Steel			Representatives					ASI			
Aluminium	LME		Representatives					ISRI, EURIC (+ other key associations to provide appropriate representation globally)		The Copper Mark	
Copper			Representatives								
Nickel											
Zinc											
Lead											
Alloying elements											
3TG											RMI/RBA,
Precious											LBMA/RJC
Other					BIR (All materials)		OECD, IRMA, ISO, ILO	WRF, UNEP			

Black text indicates agreement in principle obtained

Grey text indicates either want to be kept informed but not be a SG member or are currently unconfirmed





Annex 2: Dave Knight, One Planet Limited, Biography

Dave Knight is the Founding Director of One Planet Limited. A business sustainability expert with 25 years' experience in corporate responsibility and sustainable development.

- Board guidance and strategy development, including materiality processes for multinational clients, group and holding companies
- Responsible sourcing codes, guidance, certification schemes and standards design and development
- Lead Auditor/Assuror for Claims, Sustainability Reporting, Site and Product: *Qualified Lead Certified Sustainability Assurance Practitioner. Aluminium Stewardship Initiative Lead Auditor, Responsible Steel Lead Auditor.* 70+ international engagements
- Stakeholder engagement design and implementation, from communications to co-creation
- Systems thinking, Circular Economy, Extended Producer Responsibility strategies and compliance (Packaging, WEEE, Vehicles, Batteries)
- Human and Children's rights due diligence including Modern Slavery, training, tool development (for UNICEF)
- Lead trainer including on world's first IRCA/AccountAbility certified CR, Stakeholder Engagement, Reporting and Assurance course
- Sustainability communication: Directed, drafted and supported publication of numerous CR/SD narratives, frameworks and reports
- Cross sector experience including; Utilities, Construction products, Mining, Steel, Aluminium, Electronics and ICT, Food and Beverage, Mail, Retail, Industry Associations, Supra National Institutions, Local Authorities, Standard setters, Certification Bodies
- Experienced conference speaker and workshop facilitator: e.g. International Steel Symposium, EFRS Steel, APRES Construction London, Social Innovation Exchange Istanbul, GreenBiz Forum Scottsdale, USA, and UN Global Compact leaders summit in New York
- Published articles and media, e.g. 'The Business Case for the Green Economy' for the UN Environment Programme, launched at Rio+20; Sustainable Constructional Steels Article, The Structural Engineer, Feb 21; BBC Radio Scotland interview Nov 22
- MSc (distinction) in Environmental Technology from Imperial College London 1997
- Recent Clients: The Copper Mark, ResponsibleSteel/SteelZero, UK Certification Authority for Reinforcement Steels (CARES), Thyssenkrupp Materials Processing, DNV/DNV USA – ASI and other assurance projects and training

Annex 3: Draft Roundtable participant agreement

This agreement sets out expectations of membership of the voluntary initiative known as the Roundtable for the Responsible Recycling of Metals (RRRM).

[Name of organisation and Legal Entity], wishes to join the RRRM and agrees to the following:

1. to nominate a contact representative, a delegate and to consider other personnel who may be able to support the process
2. that these nominees have consented to their personal information (as detailed on this application form) being provided to the RRRM for the purposes of involvement in the roundtable
3. to contribute time, experience, expertise and as agreed by request, data and information into the RRRM to help achieve its objectives;
4. to provide its name, date of joining, organisational logo and a short statement of interest in the responsible recycling and secondary use of metals
5. it irrevocably grants a non-exclusive royalty free licence to RRRM to use its logo on the RRRM website and for other RRRM related purposes.
6. that it is not currently engaged in any activity which would be likely to bring the RRRM into disrepute;
7. to act in accordance with applicable privacy and data protection laws and regulations;
8. to comply with applicable anti-trust laws and regulations
9. to fairly represent the RRRM and not to use it to endorse or market any products.
10. the RRRM is a limited initiative set up to deliver its Terms of Reference and that any subsequent activities will be subject to further agreement.
11. the RRRM will be facilitated by a secretariate selected by the RRRM Steering Group
12. in consultation with its membership, the RRRM Steering Group is ultimately responsible for the outputs of the RRRM

For [the legal entity name of RRRM member]

BY:

Date:

Nominated Contact Representative name and contact details:

Delegate Contact Representative name and contact details:

Annex 4 Steering Group Terms and Conditions and Contractual Agreement

This agreement relates to becoming a member of the Steering Group for the voluntary initiative known as the Roundtable for the Responsible Recycling of Metals (hereinafter called RRRM). It is hereby dated [XXXXXXXX] and is concluded between:

[the STEERING GROUP member legal entity]

And

Facilitator

The following terms and conditions are applicable to the provision of facilitator services to [the STEERING GROUP member] as part of the Roundtable for the Responsible Recycling of Metals and [the STEERING GROUP member] inputs into the process. Changes **highlighted in Red** were agreed at pre-steering group meeting 27th Jan 2023 [Please also note Annex 5 – addendum agreed 12th April 2023 re extension of timeline/phased approach]:

1. The Scope of Work to be performed by Facilitator is defined in This Proposal and Terms of Reference.
2. The services shall be conducted during the period commencing 1st January 2023 and 30th September 2023 subject to extension only by mutual written agreement between [the STEERING GROUP member] and Facilitator.
3. For the duration of the agreement, [the STEERING GROUP member] agrees to pay a fee of no more than **GBP £10,000** for Facilitator services. The exception to this is for Civil Society members which are invited to join the Steering Group at zero cost. Should [the STEERING GROUP member] wish to leave the RRRM this fee is non-refundable.
4. [the STEERING GROUP member] agrees to act in good faith to promote and contribute to the success of the RRRM and to help meet its objectives. [the STEERING GROUP member] agrees to not intentionally do anything that may harm the reputation of the RRRM, other Steering Group members or the Facilitator. **It agrees to support the core principles as defined in the Terms of Reference.**
5. [the STEERING GROUP member] accepts that the Steering Group is collectively responsible for decision making in relation to the RRRM. Should Steering Group members disagree on a course of action or a decision, **a majority decision will be binding, it should seek consensus; at least one stakeholder from each of the main stakeholder groups should support any decision and there should be a lack of a persistent objector.**
4. This contract may be terminated if one of the following events occurs as determined in a collective capacity by the STEERING GROUP.
 - a. Improper representation of credentials, expertise or capabilities by the Facilitator.
 - b. Non-performance of contractual obligations by the Facilitator over an extended time.

- c. Due to any circumstances and any events of force majeure nature including acts of Government in their sovereign capacity but not in their contractual capacity and causes beyond the reasonable control of [the STEERING GROUP member] and Facilitator such as fire, epidemic, earthquakes and other calamities, acts of war, strikes, and embargo.
 - d. Violation of any provision of Section 5 of this Agreement by the Facilitator,
5. Facilitator will not participate in any corrupt conduct, including, without limitation, any bribery, extortion, fraud, cartels, abuse of power, embezzlement, money-laundering and other similar activities.

Facilitator understands that any representative, agent or third party including the Facilitator (collectively "Business Partner") working on behalf of [the STEERING GROUP member] or any of its majority owned or controlled subsidiaries, joint ventures and affiliates throughout the world, must comply with the United States' Foreign Corrupt Practices Act, the United Kingdom's Anti-Bribery Act 2010, Korea's Act on Preventing Bribery of Foreign Public Officials in International Business Transactions, the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, and all other applicable anti-corruption laws.

Facilitator, as a current or prospective business partner of [the STEERING GROUP member], represents that it, its directors, officers, employees, agents, subcontractors, representatives and Facilitators will not (i) directly or indirectly offer, pay or promise to pay or give anything of value to anyone in order to obtain or retain business or to secure any form of improper business advantage related to Facilitator's work with [the STEERING GROUP member], (ii) engage in conduct that could reasonably give rise to an appearance of impropriety or cause reputational damage to [the STEERING GROUP member] or its interests, or (iii) make a facilitation payment to expedite or secure the performance of routine, non-discretionary governmental action related to [the STEERING GROUP member]'s interests.

In the event of a breach of this provision of the agreement, or of any suspected or actual corruption, the Steering Group may institute an investigation. Facilitator will provide all reasonable assistance, information and documentation to Steering Group during the course of the investigation.

6. "Confidential Information" shall mean any materials, written information, and or non-written information and data disclosed which is identified at the time of disclosure as confidential and is reduced to writing and transmitted to the other party within sixty (60) days of such non-written disclosure.

Facilitator hereby agrees to use the same degree of care it uses to protect its own Confidential Information to maintain for a period of five (5) years from the time the Confidential Information is obtained from [the STEERING GROUP member] pursuant to this agreement.

Facilitator will use reasonable efforts not to disclose proprietary processes or methods of [the STEERING GROUP member], or the nature or composition of materials provided by [the STEERING GROUP member]. If information or data supplied by a participant is to be a part of Facilitator's report or other outcome of the RRRM, Facilitator shall, whenever

possible, aggregate such information and data with that supplied by other RRRM participants to maintain confidentiality. [the STEERING GROUP member] will have an opportunity to review any material for publication and will be jointly responsible with other Steering Group members, for its approval.

Confidential Information shall not, however, include any information which the Facilitator can establish by written documentation (i) was publicly known and made generally available in the public domain prior to the time of disclosure to the Facilitator by [the STEERING GROUP member]; (ii) becomes publicly known and made generally available after disclosure to Facilitator by [the STEERING GROUP member] through no action or inaction of the Facilitator; or (iii) is in the possession of the Facilitator, without confidentiality restrictions, at the time of disclosure by [the STEERING GROUP member] as shown by the Facilitator's files and records immediately prior to the time of disclosure.

7. The Facilitator hereby agrees that any and all intellectual property, inventions or discoveries that are conceived or reduced to practice by the Facilitator during the performance of the services supported by this agreement shall be made available to the Steering Group, participants and members of the RRRM and shall support the objectives of the RRRM. It's ownership, shall rest initially with the Facilitator on behalf of the RRRM and shall be subsequently determined by The STEERING GROUP.
8. Facilitator shall render services to [the STEERING GROUP member] conscientiously and with due diligence. Facilitator shall devote reasonable efforts and apply thereto the professional skill and knowledge for which the Facilitator was retained.
9. It is understood by the parties that Facilitator is an independent contractor with respect to [the STEERING GROUP member], and not an employee of [the STEERING GROUP member]. [the STEERING GROUP member] will not provide fringe benefits, or any other employee benefit, for the benefit of the Facilitator. Facilitator is responsible to ensure payment of all applicable taxes.
10. Facilitator will invoice [the STEERING GROUP member] 50% of the Steering Group membership fee at the commencement of the contract and 50% of the Steering Group membership fee at month 6 after commencement of the RRRM (expected to be May/June 2023).
11. Reasonable expenses incurred by the Facilitator to deliver the services have been budgeted for within the Steering Group membership fees. The Facilitator will not claim additional expenses from [the STEERING GROUP member], unless agreed in writing.
12. Payment of fees shall be made in GBP upon acceptance of the invoice and shall be paid no later than 30 days after acceptance of the invoice.
13. Facilitator shall indemnify and hold [the STEERING GROUP member] harmless from all liabilities, costs and expenses and claims therefore, including without limitation reasonable attorney's fees and disbursements, arising out of acts or omissions of Facilitator in rendering or performing services for [the STEERING GROUP member].



14. The terms and conditions herein which by their terms may require performance by Facilitator after the conclusion or other termination of the relationship between Facilitator and [the STEERING GROUP member] shall survive the conclusion or termination of such relationship.

15. The relationship between Facilitator and [the STEERING GROUP member] shall be governed by the laws of the State of England and Wales with due consideration to the European Union General Data Protection Regulation (GDPR).

16. Membership of the RRRM Steering Group is entered into in a spirit of collaboration and co-working. Any dispute in relation to the activities undertaken as part of the RRRM is to be recorded in writing and presented to the Steering Group for its consideration. The Steering Group will consider the written and verbal submissions and be the final arbiter of the dispute. The Facilitator and [the STEERING GROUP member] will accept the decision of the Steering Group.

17. Amendments, deletions, additions or revisions to the terms and conditions provided for herein may be made only by a written instrument agreed by the Steering Group and signed by Facilitator and [the STEERING GROUP member].

18. The terms and conditions stated herein or as may be modified in writing shall be deemed and constitute provisions of the agreement between Facilitator and [the STEERING GROUP member].

For [the STEERING GROUP member]

For FACILITATOR

BY:

BY: Dave Knight, Director, One Planet Limited

Date:

Date:

Civil Society member Y/N

Annex 5 - Addendum – Additional terms agreed 12th April 2023

The Steering Group agreed to the revised timeline (copied below) and a 2-phase process such that progress of the Roundtable would be reviewed at the July 12th 2023 meeting. This allows for further time to engage and bring on key recycling industry stakeholders and adds a break point in this agreement if sufficient progress is deemed not to have been made.

Stage	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
1. Stakeholder mapping			SG									
2. Needs and impact assessment				SG								
3. Mapping of existing standards, systems and tools					SG	SG	SG					
4. Definition of scope and objectives									SG RT	SG	SG	
5. Development of a roadmap											RT	
6. Confirming next steps												SG
Project Direction and Management												

Revised timeline

Key: SG = Steering Group meeting, RT = Open Roundtable meetings (potentially in person)