

INSTALLER REFERENCE GROUP CHARTER

Role of the Installer Reference Group

- A. The Clean Energy Council (CEC) is the peak industry body for the clean energy industry in Australia, with a strong focus on raising standards and maintaining industry integrity.
 - B. The CEC's Installer Reference Group (IRG) plays a critical role in representing the views of CEC-Accredited Installers and Designers for the purpose of developing, discussing and advancing ideas that aim to improve the solar and storage industry.
 - C. The IRG's role is to represent the views of installers on:
 - industry integrity and quality
 - Industry policy development and review
 - projects, programs (such as Continuous Professional Development) and changes to the industry that may impact installers
 - D. The IRG is expressly prohibited from discussing the accreditation, membership or Approved Solar Retailer status of any individual or company.
 - E. Group members must serve in good faith and in accordance with this Charter.
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Constitution of the IRG

The IRG shall consist of:

- A minimum of 10 and no more than 25 CEC-Accredited Installers and/or Designers with representatives from a variety of states and/or territories.
- A minimum of 2 and no more than 6 industry experts with a background in the PV installation or related industry
- Clean Energy Council personnel including Chair and Secretariat

Relevant external advisers may be invited to attend meetings to assist the IRG as required.

Participation is voluntary, unremunerated and at the sole discretion of the CEC.

Term

Each member of the IRG will be appointed for a term of one year.

Representative Nomination Applications will be processed in accordance with the IRG Appointment Procedure and the Criteria set out in this Charter.

Criteria

Members of the Group will be selected based on the following criteria:

- For installer/designers:
 - Accredited Installers must hold full Design and/or Installation Accreditation
 - The IRG should have a broad geographical representation and an applicant may be rejected on the grounds that their state or territory is over-represented
 - Only one representative per company
 - The CEC will show a preference for IRG members to be from small-to-medium businesses
 - The IRG should consist of members with a range of expertise and length of experience
 - IRG members must be able to demonstrate a high quality of work and work history (i.e. no negative dispute history, suspensions or cancellation of accreditation or unfavourable inspection results)
- For industry experts:
 - High industry engagement/profile
 - Maintains active connections with installers and other relevant stakeholders

The CEC will appoint a Chair at its discretion and in accordance with this Charter.

Meetings

Timing and Location

The IRG will meet every month, or more frequently if required. Special meetings may be called to deal with extraordinary items as required.

All meetings will be run by teleconferencing. Attendees may attend the meetings at the CEC's Melbourne office at their own expense. Some meetings may be held at an alternative location. The duration of the meetings will be between 60-90 minutes, or shorter if required.

Agenda

Agenda items are to be submitted to the Chair at least 10 business days prior to the next meeting. The agenda will be circulated by the Secretariat to all members 5 business days prior to the next meeting.

Agenda items that fall outside the role of the IRG will not be accepted including any agenda items that relate to an individual's accreditation or membership or the membership or Approved Solar Retailer status of an individual company.

Any agenda item that cannot be fully dealt with in the allotted time on the agenda will be moved to Any Other Business if there is time available.

Attendance

Members must attend at least 75 per cent of IRG meetings and notify the Secretariat or Chair if unable to attend a meeting.

Quorum

An IRG meeting will be quorate where 10 members are present, one of which must be the Chair.

Responsibilities and Duties

Members

The primary responsibilities of the members of the Group include:

- to attend the regular IRG meetings (by teleconference or in person)
- to reply to emails regarding the IRG between the meetings
- to read, before meetings, any material circulated for discussion at an IRG meeting
- to make sensible and respectful contributions to discussions
- to observe the values and objectives of the CEC

Chair

The Chair is responsible for ensuring:

- each meeting is conducted in compliance with the Competition and Consumer Act
- each meeting complies with the Rules of Conduct of this Charter
- meetings are run on time and according to the agenda

Secretariat

Secretariat functions for the Group will be performed by the CEC and include:

- having a representative at each IRG meeting to take minutes
- preparation and circulation of meeting agendas and
- appointing and removing IRG members in accordance with this Charter.

Rules of conduct

- Join the meeting on time and come prepared
- Contribute to meeting goals
- Respect others' right to speak
- Listen with an open mind
- Stay on point and on time
- Attack the problem not the person
- Close decisions and identify action items (secretariat)
- Record outcomes and follow up (secretariat)

Minutes

Minutes of meetings will be prepared by the Secretariat and circulated by the CEC to all members of the IRG as soon as practicable after each meeting.

Departure of Member

A member can depart by resigning his or her position at any time by notifying the Chair in writing.

Sub Committees

The Group may establish sub-committees and working groups as required.

A sub-committee or working group shall include a Chair nominated by the Group and only consist of current IRG members.

The Group will provide a sub-committee or working group with clear terms of reference including:

- the specific role and purpose
 - how often the sub-committee or working group will meet
 - who will be responsible for taking minutes
 - what will trigger the dissolution of the sub-committee or working group (eg a point in time or an achieved outcome)
 - when/how frequently the sub-committee will report to the IRG.
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Breach of Charter

The Chair may, with the written approval of the CEC, remove an IRG member if the Chair considers that member has failed to discharge his or her responsibilities in accordance with this Charter. An IRG member can only be removed after being given a written warning from the Chair detailing the issue.

The IRG member will be given two months from the date of that written warning to address the behaviour. If the behaviour is not addressed to the satisfaction of the Chair within the two months, a second written warning will be given to the Group member with a final month's notice. Failing clearly demonstrated improvement in the behaviour by the end of that final period of time, the Chair can then remove the Group member by notice in writing.

The Chief Executive or the Company Secretary of the CEC may remove the Chair from the Group if it considers that the Chair has failed to discharge his or her responsibilities in accordance with this Charter. The Chair will receive a written warning from the Chief Executive or the Company Secretary of the CEC, detailing the concerns, and will be given two months from the date of the written warning to address the behaviour. If the behaviour is not addressed to the satisfaction of the Chief Executive or the Company Secretary within the two months, a second written warning will be given with a final month's notice. Failing clearly demonstrated improvement in the behaviour by the end of that final

period of time, the Chief Executive or Company Secretary can then remove the Chair.

An IRG member may be removed immediately from the Group if he or she:

- has an ACCC or relevant court or tribunal finding or order made against them
- is convicted of a relevant crime eg. fraud
- has misrepresented their qualifications or experience to the CEC
- becomes bankrupt or is an officer of an entity which is or becomes insolvent or is placed under administration
- brings the CEC, the CEC accreditation scheme, or the industry into disrepute
- fails to attend three consecutive meetings and notify the Chair and the Secretariat prior to commencement of those meetings.

Where an IRG member retires or is removed by the Chair or the Chief Executive or Company Secretary, the CEC or the Chair, whichever has the authority under the procedures described above, will exercise its discretion to select a replacement IRG member in accordance with this Charter and the IRG Appointment Procedure.

Confidentiality

The CEC requires each IRG member to respect the confidentiality of the information the IRG receives. IRG members may be privy to sensitive information about the industry and operations of the CEC. Disclosure of such information, unless approved in writing by the CEC, is not authorised.

The CEC requires that IRG members undertake:

- not to disclose any written or electronic information sent to them for IRG purposes
- not disclose any information from discussions at IRG meetings unless otherwise agreed and
- to use the information provided by the CEC for the sole purpose of discussion and decisions within the IRG meetings.

The CEC reserves the right to pursue all remedies available at law in which use or disclosure of confidential information contained in materials and/or discussions occurs without the prior written consent of the CEC.

Signing of this Charter constitutes agreement with these terms of confidentiality.

Conflict of Interest

If a member of the IRG identifies any conflict of interest, potential for conflict or perceived conflict, he or she must notify the Chair of the IRG as soon as practicable. If the conflict arises during a meeting, the IRG member must notify the Chair immediately.

A conflict of interest is any circumstance or set of circumstances whether potential, or actual, where personal or organisational business interests may or may be perceived to unfairly influence or compromise decisions, responsibilities, advice, or conduct in a way that may diminish confidence in the

Group.

Every effort must be made to avoid conflicts of interest. Where a conflict cannot be avoided it must be managed. All conflicts of interest must be identified, disclosed and effectively managed in an open and transparent manner in order to ensure that IRG members exercise independent judgement in the performance of their duties as IRG members. Where a conflict of interest has been identified, the IRG member may be required to remove himself or herself from involvement in any decision relating to that conflict. Any failure to notify the Chair of a conflict of interest can result in removal of the Group member.

Any conflict will be discussed at the next IRG meeting. Actions must be agreed between the IRG and the Chair and documented in the minutes of that meeting.

Declaration

I have read and agree to abide by the Installer Reference Group Charter. I understand the requirements of my role as a member of the IRG and confirm that I do not have any conflict of interest. I will declare any conflict of interest that arises in future and will treat all information provided to the Group with appropriate confidentiality.

Signature: _____

Full name: _____

Date: _____

Contact Details

For any questions or comments regarding the Installer Reference Group please contact:

Technical Team Leader – Installation Integrity

Ph: (03) 9929 4100

Email: rnichols@cleanenergycouncil.org.au

or

Executive General Manager – Installation Integrity

Ph: (03) 9929 4100

Email: dsanders@cleanenergycouncil.org.au