



THE LOST FOOD PROJECT Committee Charter

1. INTRODUCTION

- 1.1 The Lost Food Project (TLFP) was established as an association; and is a non-governmental, charitable, and non-profit making organisation to reduce food waste and feed the hungry and disadvantaged in Malaysia.
- 1.2 The objectives of TLFP are to:
 - 1.2.1 assist, give aid, support and provide relief to Vulnerable Persons in Malaysia.
 - 1.2.2 reduce food waste and feed Vulnerable Persons in an efficient, safe and effective manner.
 - 1.2.3 support other worthy and sustainable projects that benefit, assist, and give aid, support and relief to Vulnerable Persons, including by procuring non-food items.

Definition of "Vulnerable Persons" : vulnerable members of the community in Malaysia including the elderly, homeless, disabled, low-income individuals and families, voluntary charitable organisations, orphans and any others in need of support, regardless of their gender, age, disability, race, creed or religion.
- 1.3 The TLFP objectives are aimed to be achieved through:
 - 1.3.1 the aggregation and redistribution of good quality food (within their respective expiry dates) to Vulnerable Persons.
 - 1.3.2 establishing and implementing systems to identify Vulnerable Persons who need such support.
 - 1.3.3 educating and spreading awareness to volunteers and the public on the importance of sustainability and assisting such Vulnerable Persons.
- 1.4 The management of the business and funds of TLFP is vested in the Committee who is accountable to ensure that the TLFP achieves the objectives set forth in its Constitution.
- 1.5 This TLFP Committee Charter outlines the roles, duties and responsibilities of the Committee and the governance practices applicable to the Committee.
- 1.6 This TLFP Committee Charter is subject to the provisions under the Societies Act, 1966 or any amendments thereto, the Constitution, and any other applicable law or regulatory requirements.



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2. GOVERNANCE STRUCTURE AND COMPOSITION

- 2.4 The Committee shall comprise of thirteen (13) members as follows:
- 2.4.1 President.
 - 2.4.2 Vice President.
 - 2.4.3 Secretary
 - 2.4.4 Assistant Secretary.
 - 2.4.5 Treasurer.
 - 2.4.6 Assistant Treasurer.
 - 2.4.7 Seven (7) ordinary Committee members.
- 2.5 The independent Council members shall possess suitable technical expertise, experience, skills, characteristics, competencies, and mindset, towards achieving TLFP objectives.
- 2.6 Foreign nationals are allowed to become Committee Members, so long as at least fifty percent (50%) of the Principal Office-Bearers are Malaysian citizens.
- 2.7 The tenure of a Committee member will be subject to renewal annually, and will not exceed a cumulative term of six (6) years. If TLFP intends to retain a Committee member beyond this term, it must disclose the reasons for doing so in the Founder's and President's annual report on the website.
- 2.6 The Committee shall also regularly review its membership to ensure that the Committee will remain relevant, while ensuring measures are in place for orderly succession planning.

3. ROLE OF THE COMMITTEE

- 3.4 The Committee must act in the best interest of TLFP, and is responsible for:
- 3.4.1 overseeing the conduct of the TLFP, and promoting a strong culture of professionalism, values and ethics.
 - 3.4.2 overseeing the formulation and monitoring the adoption of strategic plans for TLFP.
 - 3.4.3 overseeing the governance framework, risk management practices, and internal controls systems.
 - 3.4.4 overseeing the appointment of the Committee members and the Chief Executive Officer / General Manager.
 - 3.4.5 reviewing and deciding on presented project/initiative proposals for TLFP, and monitoring their implementation.
 - 3.4.6 supervising and assessing the performance of TLFP, including the Chief Executive Officer / General Manager and the management team.



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- 3.2 The Matters Reserved for the Committee include:
- 3.2.1 the strategy, plans and budget for TLFP.
 - 3.2.2 expenditure exceeding the authority limits of the Chief Executive Officer / General Manager.
 - 3.2.3 change of the Chief Executive Officer / General Manager.
 - 3.2.4 changes in key policies, procedures and limits of delegated authority.

4. ROLE OF THE PRESIDENT AND VICE PRESIDENT

- 4.1 The President presides over the Committee meetings and is responsible for:
- 4.1.1 providing leadership, instilling good corporate governance practices, and ensuring effectiveness of the Committee.
 - 4.1.2 being the spokesperson for the Committee.
 - 4.1.3 managing the Committee meetings.
 - 4.1.4 ensuring appropriate actions are put in place to establish effective communications with the stakeholders TLFP.
 - 4.1.5 guiding and advising the Chief Executive Officer / General Manager.
- 4.1 The Vice-President shall assist the President in carrying out his or her roles, and deputise for the President during the latter's absence.

5. ROLE OF THE SECRETARY AND ASSISTANT SECRETARY

- 5.1 The Secretary must attend the Committee meetings and is responsible to ensure that the proceedings of the meetings are recorded, and the minutes are circulated in a timely manner.
- 5.2 The Secretary is also responsible for:
- 5.2.1 scheduling and arranging the Committee meetings to ensure its smooth running.
 - 5.2.2 drawing up the Committee meeting notice and agenda for timely issuance to the Committee members.
 - 5.2.3 drafting the resolutions in writing.
 - 5.2.4 managing the processes of the Annual General Meeting of TLFP.
 - 5.2.5 filing annual returns within sixty (60) days from the date of the Annual General Meeting to the Registrar of Societies.
- 5.3 The Assistant Secretary shall assist the Secretary; and in the absence of the Secretary, shall assume the powers and duties of the Secretary.



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6. ROLE OF THE TREASURER AND ASSISTANT TREASURER

- 6.1 The Treasurer shall be responsible for the finances of TLFP, by keeping account of all its financial transactions and ensuring its completeness, accuracy and validity.
- 6.2 The Assistant Treasurer shall assist the Treasurer; and in the absence of the Treasurer, shall assume the powers and duties of the Treasurer.

7. ROLE OF THE COMMITTEE MEMBERS

- 7.1 The Committee members will, at all times:
 - 7.1.1 act in good faith in the best interest of TLFP.
 - 7.1.2 act within the applicable legal and regulatory framework applicable to each of the Committee members and TLFP.
 - 7.1.3 exercise reasonable care, skill, and diligence.
 - 7.1.4 only exercise powers conferred upon them.
 - 7.1.5 avoid any conflict of interest and to disclose as well as abstain from voting on matters involving personal interest, if any.
 - 7.1.6 provide sound and independent judgement.
 - 7.1.7 devote sufficient time to prepare for and attend Committee meetings.
- 7.2 All new Committee members shall attend an induction session on TLFP.
- 7.3 All new Committee members shall carry out such duties as directed by the Committee.



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8. ROLE OF SUBCOMMITTEES

- 8.1 The Committee may from time to time establish Subcommittees to assist it in carrying out its responsibilities, that shall adopt Terms of References setting out matters relevant to the composition, responsibilities and administration of such Subcommittees, and other matters that the Committee may consider appropriate.
- 8.2 The Committee has established the following Subcommittees:
- 9.2.1 Food Rescue / Procurement
 - 9.2.2 Fundraising
 - 9.2.3 Operations
 - 9.2.4 Marketing & Communications
 - 9.2.5 Finance
 - 9.2.6 Human Resources & Volunteer Management
 - 9.2.7 Charities & Beneficiaries
 - 9.2.8 Sustainability
 - 9.2.9 Governance & Compliance
- 8.3 The criteria for the membership are based on a Committee member's skills and experience, as well as his or her ability to add value to the Subcommittee.

9. ROLE OF THE CHIEF EXECUTIVE OFFICER / GENERAL MANAGER

- 9.1 The Chief Executive Officer / General Manager directly reports to the Committee President.
- 9.2 The Chief Executive Officer / General Manager is responsible for the day-to-day operations of TLFP and implements the policies, strategies, and decisions of the Committee.
- 9.3 The Chief Executive Officer / General Manager is responsible to ensure the provision of accurate, timely and clear information to the Committee, for the Committee to discharge its duties effectively.



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10. CODE OF ETHICS AND CONDUCT

- 10.1 The Committee must commit itself to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum.

11. THE COMMITTEE MEETINGS

11.1 Frequency

11.1.1 The Committee will meet at least four (4) times in a financial year, with additional meetings to be convened as and when required.

11.1.2 All Committee members must endeavour to attend all or must at least attend seventy-five percent (75%) of the Committee meetings held in each financial year.

11.2 Notice and Agenda

11.2.1 The notice and agenda of the meeting as duly endorsed by the President, will be distributed at least seven (7) days before the Committee meeting. The Committee meeting papers will then be distributed at least two (2) days before the meeting.

11.3 Quorum

11.3.1 The quorum for the Committee meeting shall be a minimum of one-half of the Committee members.

11.3.2 In the absence of the President, the Vice President shall chair the Committee meeting. In his or her absence, the Committee members present shall elect a member from amongst them to chair the Committee meeting.

11.4 Meeting Mode

11.4.1 The Committee meeting shall be conducted in person or via alternative modes of attendance such as via telephone or video conference or other appropriate means.

11.4.2 The Committee may from time to time and if deemed appropriate, consider, and approve and/or recommend relevant matters via resolution in writing. The resolution in writing signed by at least one-half of the Committee members shall be as valid and effectual as it has been passed at the Council meeting duly convened.



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11.5 Meeting Minutes

11.5.1 Meeting minutes shall be distributed to Committee members and shall be approved by the Committee at the next Committee meeting.

11.6 Voting

11.6.1 All resolutions of the Committee shall be adopted by a simple majority vote, each Council member having one (1) vote. In case of equality of votes, the President shall have a second or casting vote.

11.6.2 A Committee member is required to abstain from deliberations and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation.

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