

**THE RICE MARKETING BOARD  
FOR THE STATE OF NEW SOUTH WALES**



**GOVERNANCE, NOMINATIONS  
AND REMUNERATION  
COMMITTEE CHARTER**

March 2020

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### 1. Purpose

The Rice Marketing Board for the State of New South Wales (Board) has established the Governance, Nominations and Remuneration Committee (Committee) to provide advice and recommendations to the Board in relation to meeting the Board's objects.

The Committee's role is to review Board governance arrangements and decision-making processes to ensure they are aligned with recognised good corporate governance and advises on nominations and remuneration, to ensure that the Board is supported in the effective and efficient exercise of its role and functions.

### 2. Responsibilities

The Committee is responsible for advising the Board on:

- a. Governance
  - The composition of the Board in relation to size and skills required;
  - Development and annual review of the Board and Committee Charters;
  - Review of the Board's policies, procedures and practices to ensure compliance with policy, legislative and other regulatory requirements; and
  - Review the composition and role of the Board's Committees.
- b. Nominations
  - Establish and review the Board's nomination process;
  - Consider potential candidates for Board appointment, for endorsement by the Board prior to recommendation to Government; and
  - Consider potential candidates for the position of Secretary of the Board.
- c. Remuneration
  - Monitor changes to the Classification and Remuneration Framework for NSW Government Boards and Committees; and
  - Review the Secretary's remuneration.

### 3. Membership

The Committee is comprised of three Board members. A nominated Board Member is elected as Chair of the Committee at the November or December meeting of the Board. In the absence of the Committee Chair, another Committee member will assume the Chair.

## 4. Meetings

The Committee meets annually and as required.

A quorum is two members. The Board strives to have a consensus decision making process. Any recommendations of the Committee will be decided by a majority of votes. In the case of an equality of votes, the Chair will have the second or casting vote.

The Board's Secretary will keep the minutes of all Committee meetings.

Committee minutes, unless confidential, will be included in papers for the next Board meeting, once confirmed by the Chair and all Committee members who were in attendance.

Standing agenda items for the Committee are:

- Statements of interest
- Minutes and Action Register
- Governance issues
- Nominations issues
- Remuneration issues and
- Reports to and from the Board.

The Board takes the matter of conflicts of interest very seriously. Declarations of interests pertaining to the current meeting agenda are made at the beginning of every meeting. Interests relevant to the rice industry are declared at the beginning of every meeting. A declaration of all interests is made on an annual basis.

## 5. Review of Committee Charter

The Charter will be reviewed by the Committee at least annually and where necessary be amended to reflect any changes in circumstances. The Charter is to be endorsed by the Board.

## 6. Document Approval and Control

### a. Version

Reference	Details
File Name	GNR Committee Charter 2018
File location	Z:/Charters/Committee Charters/GNR Charter 2018
Version	2020
Status	FINAL

### b. Revision History

Version	Revision Date	Summary of Change	Author
2018	16/07/2018	Governance, Nominations and Remuneration Committee creation	C Chiswell
2020	9/1/2020	Governance, Nominations and Remuneration Committee minor edits	C Chiswell

### c. Document Approval

Board/Committee Approval	Date
Governance, Nominations and Remuneration Committee	16/7/18
Board	26/9/18
Governance, Nominations and Remuneration Committee	9/1/20
Board	18/3/20