

THE RICE MARKETING BOARD FOR THE STATE OF NEW SOUTH WALES



ELECTION POLICY FINAL

2023-1

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ELECTION POLICY

Three board members of the Rice Marketing Board for the State of New South Wales ('the RMB') are elected by NSW rice growers every four years. An election is also held when a vacancy occurs.

1. Policy

The RMB has a duty to act in the best interests of rice growers and also promotes a fair and equitable election process.

The election is co-ordinated by the NSW Electoral Commission on behalf of the RMB, in accordance with section 40(2) of the *Rice Marketing Act 1983*. Anyone over the age of 18 is eligible to nominate for a position on the RMB. Candidates must give written consent to their nomination and the nomination must be supported by six eligible voters. Successful candidates must be a graduate of the Australian Institute of Company Directors company directors' course or be prepared to obtain that qualification within twelve months of becoming an RMB member.

Dual Director Appointment

Under the Sole and Exclusive Export Licence Agreement, SunRice has agreed to appoint two of the three elected members who consent to act and satisfy the 'eligibility requirements', to the SunRice Board, for the term of their appointment to the RMB. The 'eligibility requirements' under the SEEL are found in the Ricegrowers Limited Constitution. The current requirement is that the appointed person holds, or is the representative of a body corporate that holds, a SunRice A class share.

Elected RMB Board members who sit on the SunRice Board are appointed on the basis that their appointment will be confirmed by shareholders at the next SunRice Annual General meeting. The RMB is not governed by SunRice, its rules or its shareholders other than the dual director election requirements for appointment to the SunRice Board.

Election to the Rice Marketing Board is a separate process from the nomination of dual directors to the SunRice Board. Rice growers who stand for election to the RMB are standing to serve on the RMB and **must understand that** if elected, appointment to the SunRice Board is not automatic.

To ensure the interests of the RMB are best represented on the SunRice Board, a competitive process, consistent with public policy, will be used in the selection of candidates to nominate. The selection process will include the establishment of a Rice Marketing Board sub-committee, of non-conflicted members, who will assess successful candidates against agreed criteria. The selection process may involve an application and

interview. The criteria to be assessed by the sub-committee include, but are not limited to, the following:

- eligibility to serve on the SunRice Board;
- the number of votes each Member secured in the RMB election;
- rice industry knowledge and experience (including leadership and governance experience);
- understanding of the RMB and SunRice;
- understanding of 'vesting' within the NSW rice industry;
- demonstrated non-executive director experience;
- understanding of the roles and responsibilities of a director, especially in an ASX-listed company; and
- possession of skills and attributes that complement the operating requirements of a Board.

Should a dual director resign from, or fail to be elected to, the SunRice Board, the third elected non dual Board Member is not automatically nominated for the SunRice Board. Nomination to the SunRice Board will only take place where the process [above has been followed](#) and [the criteria have been met](#).

Conflicts for Dual Directors

The unique situation of dual directorship will result in conflicts of interest for the elected Board members. The Board has processes in place that minimise conflicts of interest that might arise from an elected member sitting on the SunRice Board. All members act in good faith and in the best interests of the RMB at all times. A board member must exercise their powers and discharge their duties with the same degree of due care and diligence that a reasonable person would exercise. Board members must not engage in conduct likely to bring discredit upon the RMB. Disclosures concerning corrupt conduct are referred to the Independent Commission Against Corruption.

The RMB recognises that it is important to maintain an arms-length relationship with SunRice as the holder of the Sole and Exclusive Export Licence and an Authorised Buyer. The four nominated board members, who are appointed by the Minister after a selection process, form the Authorised Buyer Licensing Committee. This Committee handles all applications for licences and any other matters that might represent a risk of the elected directors facing a possible conflict of interest because they also serve on the SunRice Board.

2. Authority and Legislation

The Board is constituted under the *Rice Marketing Act 1983*. The *Rice Marketing Regulation 2015* and later amendments provide further instruction on matters pertaining to the RMB. The RMB is subject to the direction of the Minister administering the Act.

The rules for the election of board members can be found in the *Rice Marketing Regulation 2015*.

3. Further information

For further information concerning the Board's Election Policy, please contact:

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4. Document Approval and Control

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b. Revision History

Version	Revision Date	Summary of Change	Author
2021.1	15/10/2021	Creation	C Chiswell
2023	19/01/2023	Amendments regarding appointment to SunRice Board for dual directors	N Dunn

c. Document Approval

Board/Committee Approval	Date
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