

THE RICE MARKETING BOARD FOR THE STATE OF NEW SOUTH WALES



BOARD CHARTER

July 2023

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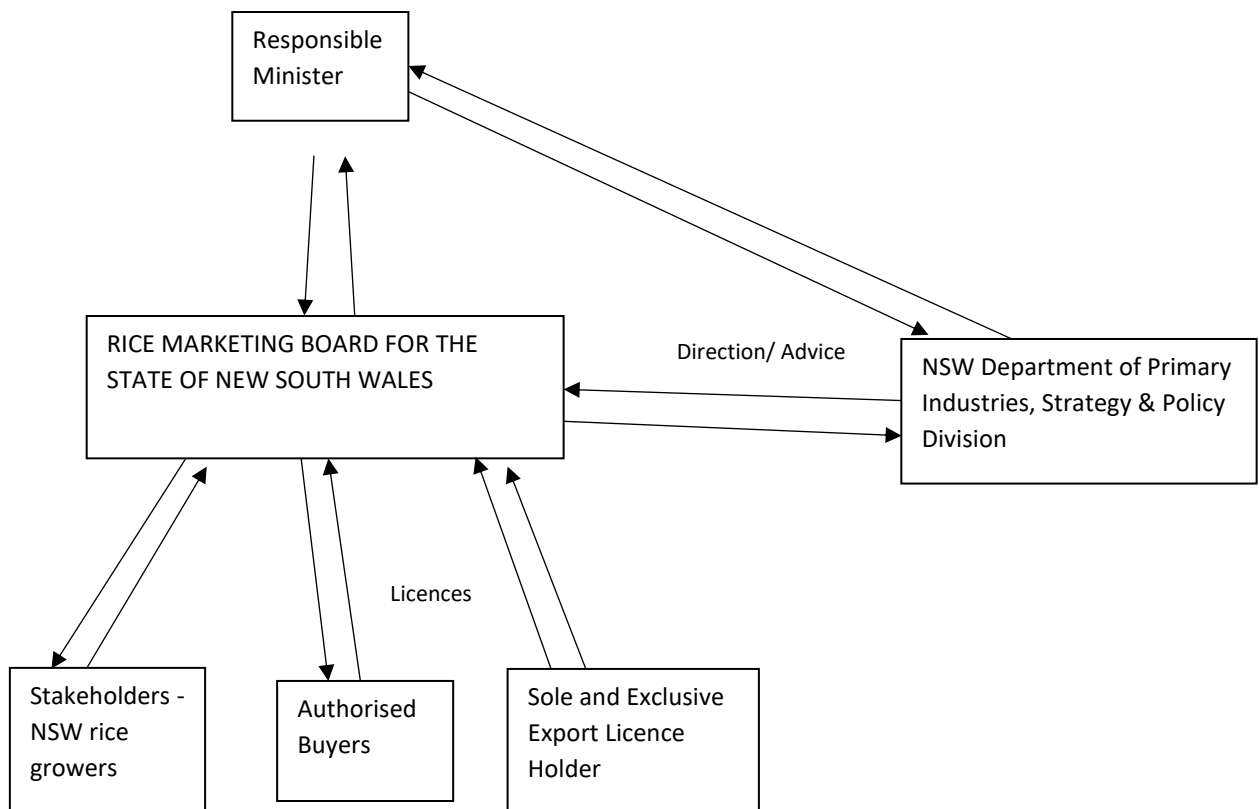
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1. Legislative framework

The Rice Marketing Board for the State of New South Wales is constituted under the *Rice Marketing Act 1983* (the Act). The *Rice Marketing Regulation* provides further details relating to the operation of the RMB.

The RMB is subject to the direction of the responsible Minister.

The following diagram represents the RMB’s position with respect to its key stakeholders.



2. Powers of the RMB

As a statutory corporation, the powers of the RMB are set out in s11(8) of the Act and include the power to:

- a. take proceedings, and be proceeded against, in its corporate name;
- b. purchase, exchange, take on lease, hold, dispose of and otherwise deal with property if in the advancement of its purpose; and
- c. do all other things that a body corporate may, by law, do that are necessary for, or incidental to, the purposes for which the RMB is constituted.

The Act (s.15) states that the RMB may employ staff for the purpose of enabling it to exercise its functions.

The RMB may employ a General Manager, Board Secretary or Administration Officer as required.

3. RMB and Board functions

The 2009 Proclamation specified the objects of the Rice Marketing Board to be:

- (a) to encourage the development of a competitive domestic market for rice
- (b) to ensure the best possible returns from rice sold outside Australia based on the quality differentials or attributes of Australian grown rice
- (c) to liaise with and represent the interests of all NSW rice growers in relation to the Boards functions and objects.

The primary functions of the Board are:

- to act as the owner of rice for the purposes of the Act (s56);
- to licence Authorised Buyers to trade NSW rice within Australia (s51); and
- to licence a single entity to market NSW rice internationally (s51A)

Additional ancillary functions are set out in the Act see ss 44-55.

In accordance with good governance principles, the Board of the RMB (Board) also performs the following functions:

- overseeing the RMB's operational and financial performance
- approving the RMB's overall strategic direction including adopting objectives, goals, high-level policies and management plans
- monitoring strategy implementation
- overseeing compliance with legislative, regulatory and common law requirements
- adopting budgets and regularly monitoring financial performance
- appointing and monitoring the performance of the General Manager and the Secretary

4. Stakeholders

The primary stakeholders of the RMB are the NSW rice growers, the responsible Minister, the NSW Department of Primary Industries and authorised buyer licence holders and SEEL.

The RMB must develop, approve and implement a Stakeholder Engagement Plan as a part of its fulfillment of its purpose to liaise with and represent the interests of NSW rice growers.

5. Board composition and membership

The Board consists of three elected members and four members nominated by the Minister for Primary Industries (Act s11).

Nominated Members - Term

Nominated Member terms are discretionary but are usually 4 years with appointments staggered so that 2 Nominated Members are appointed every two years.

Elected Members – Nomination

Anyone may stand for election, but must be nominated by six growers who are eligible to vote in the election (Regs s31).

A person cannot be nominated, without the approval of the responsible Minister, if they have been a member of the RMB for more than 8 years (Regs s30)

Elected Members - Term

Elected members are appointed for a four-year term (Act Sch 2 s4).

Vacation of office by a Member

The office of a member becomes vacant (Act Sch. 2, s. 7) if a member:

- a) Dies;
- b) Is absent from two consecutive meetings without the consent of the Board;
- c) Becomes bankrupt;
- d) Becomes a temporary patient, a continued treatment patient, a protected person or an incapable person within the meaning of the *Mental Health Act 1958*;
- e) Is convicted of an offence which is punishable by imprisonment for 12 months or upwards;
- f) Resigns the office; or
- g) Is removed from office in accordance with the Act.

6. Member induction and development

All Board Members will be appropriately briefed on their role and accountabilities, including an induction at the commencement of their membership by the Chair and RMB staff.

An induction package is provided to new Members which includes the information on the roles and responsibilities of Members, a copy of the Act, Regulation, this Charter and all policies.

7. Conduct of members

Upon appointment, all Board Members agree to be bound by the RMB's Code of Conduct Policy for Board Members which sets out the framework for Member behaviour including requirements that Members must:

- Comply with the Ethical Framework for the public sector set out in the *Government Sector Employment Act 2013*;
- Comply with the RMB's policies;
- Have a clear understanding of their public duty and legal responsibilities;
- Act for a proper purpose and without exceeding their powers; and

- Have regard for equal rights, anti-discrimination practices and multi-cultural understanding.

Members must sign a Confidentiality Agreement on appointment or re-appointment. Board Members must also annually sign a Pecuniary Interests declaration and undertaking, and a Related Party Transactions declaration.

8. Conflicts of interest and Related Party Transactions

The Board takes the matter of conflicts of interest very seriously and has developed a Conflicts of Interest section within its Code of Conduct Members Policy and a Related Party Transactions Policy which all Board members agree to be bound by.

These policies govern the nature of relationships and issues required to be disclosed to the Board, the timing and type of disclosure required and the steps to be taken following that disclosure.

In addition, each policy requires annual declarations of compliance by Members to be provided to the Board with amended declarations being provided upon a change in circumstance.

A suspected breach of either the Conflict of Interest or related Party Transactions Policies will be investigated by the Governance, Nominations and Remunerations Committee who will present their findings and recommended actions to the Board.

9. Chair and Deputy Chair

Appointment of Chair and Deputy Chair

The Chair of the Board must be a Nominated Member elected by the Board (Act Schedule 6, Pt 2 s 8) at the first Board meeting at which all Members are present (Act, Schedule 2, s2).

The Deputy Chair must be a Nominated Member elected by the Board (Regs Pt3, s59A).

Vacation of office of Chair or Deputy Chair

The Chair or Deputy Chair are deemed to vacate their respective offices if they:

- are removed from office by a vote of the Board;
- resign from office; or
- cease to be a member of the RMB. (Act Sch2 s 2(4)(5))

10. Conduct of Board Meetings

The Board meets regularly as determined by the Chair, currently eight times per year.

A quorum is four Members, of which two must be Nominated Members (Act, Sch. 3, s.2).

The Committee may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

The Board strives to have a consensus decision making process.

Board decisions may be made by Circular Resolution in a process determined by the Board. A circulating resolution shall be as effective as a resolution passed at a duly convened meeting of the Committee.

The Chair, or in the absence of the Chair, the Deputy Chair, presides at a Board meeting (Sch. 3, s. 3(1)).

The Chair has a deliberative vote and, in the event of an equality of votes, has a casting vote (Sch. 3, s. 3(2)).

A decision supported by a majority of votes cast at a meeting of the Board at which a quorum is present is a decision of the Board ((Sch. 3, s.4).

Full and accurate minutes must be kept of the proceedings of each Board meeting (Sch. 3, s.5).

11. Termination of the RMB

The RMB may be terminated:

- by a poll where more than one-half of producers are in favour (Act s.28);
- by a petition of rice producers (Act s.32);
- at the request of the RMB (Act s.33); or
- on the recommendation of the responsible Minister (Act s.34).

On termination all money and other assets of the RMB become the property of the State. (Act s. 35(7)).

12. Delegations

The RMB employs a Board Secretary who is a Prescribed Person under the Act (s151(3)).

The Secretary reports to the Board Chair.

The role of the Board Secretary is to co-ordinate board meetings, agendas and papers as well as provide analysis, opinion and recommendations on a range of matters impacting the Board. A detailed delineation of the Secretary's role is contained in the Secretary Role Description, and his/her authority is set out in the Delegation of Authority Policy.

13. Committees

There are three committees of the Board that make recommendations and provide advice to the Board:

Authorised Buyer Licensing Committee

- Comprised of the four nominated members
- the Authorised Buyer Licensing Committee oversees the licensing and operation of Authorised Buyers including:
 - applications for Authorised Buyer Licences;
 - annual returns from Authorised Buyers; and
 - annually reviewing the performance of the Sole and Exclusive Export Licence holder.

Governance, Nominations and Remunerations Committee

The Governance, Nominations and Remunerations Committee reviews RMB governance arrangements and decision-making processes to ensure they are aligned with recognised good corporate governance and advises on nominations and remuneration (of the Board and employees?), to ensure that the RMB is supported in the effective and efficient exercise of its role and functions.

Audit and Risk Committee

The Audit and Risk Committee oversees the engagement of the external auditors, reviews and monitors the risk profile of the RMB, monitors the audit process, reviews the completeness and accuracy of the Financial Statements prior to consideration and approval by the Board, and reviews emerging risks to ensure they are appropriately addressed.

14. Government Information (Public Access) Act 2009 (GIPA Act)

The GIPA Act was established to provide an open and transparent process for giving the public access to information from NSW government agencies. All information held by the Board, in whatever form, is subject to the GIPA Act.

15. Remuneration of Board Directors

The remuneration of Members, including travel allowances, is set by the responsible Minister (Sch. 2, s.5).

The Board falls within Group E (Registration, Licensing and Accreditation Entities) of the Classification and Remuneration Framework for NSW Government Boards and Committees.

16. Review of Charter

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

17. Document Approval and Control

a. Version

Reference	Details
File Name	RMB Charter 2023
File location	Shared/Policies/Charters/Board Charter 2023-2
Version	2023-2
Status	FINAL

b. Revision History

Version	Revision Date	Summary of Change	Author
2018	16/7/18	Governance, Nominations and Remuneration Committee – creation	C Chiswell
2020	7/1/20	Minor amendments	GNR Committee
2021	9/2/21	Minor amendments	GNR Committee
2022	8/3/22	Minor amendments	GNR Committee
2022-1	17/3/22	Minor amendments	Board
2023-1	Feb 2023	Amendments to include GM and other updates associated with changes in process	N Dunn S Glyde
2023-2	28/7/23	Full Review	GNR Committee

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
Governance, Nominations and Remuneration Committee	9/2/21
Board	16/2/21
Governance, Nominations and Remuneration Committee	8/3/22
Board	17/3/22
Governance, Nominations and Remuneration Committee	28/7/23
Board	10/8/23