

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



**GOVERNANCE, NOMINATIONS
AND REMUNERATION
COMMITTEE CHARTER**

March 2022

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1. Purpose

The Rice Marketing Board for the State of New South Wales (Board) 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 advise 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 Charter and this Committee Charter;
 - Review of the Board's policies, procedures and practices to ensure compliance with policy, legislative and other regulatory requirements; and
 - Review of 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 Board Member is normally elected as Chair of the Committee at the November meeting of the Board. In the absence of the Committee Chair, another Committee member will assume the Chair.

4. Meetings

The Committee meets twice a year 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
- Governance issues
- Nominations issues
- Remuneration issues
- Minutes of prior meeting and Action Register
- Reports to 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 2022
File location	Shared/Policies/Charters/Committee Charters/GNR Charter 2022
Version	2022-1
Status	FINAL

b. Revision History

Version	Revision Date	Summary of Change	Author
2018	16/07/2018	Creation	C Chiswell
2020	9/1/2020	Minor edits	GNR Committee
2022	28/2/2022	Minor amendments	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