

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



**GOVERNANCE, NOMINATIONS  
AND REMUNERATION  
COMMITTEE CHARTER**

July 2023

## Table of Contents

GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE CHARTER .....	1
1. Purpose .....	2
2. Responsibilities .....	2
3. Membership.....	3
4. Meetings .....	3
5. Review of Committee Charter .....	4
6. Document Approval and Control .....	4

### 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 all Committee Charters;
- 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 Management positions of the Board.

c. Remuneration

- Monitor changes to the Classification and Remuneration Framework for NSW Government Boards and Committees; and
- Review employee remuneration.

### 3. Membership

- The Committee is comprised of a minimum of 3 Board Members, one of which must be a Nominated Member.
- A Board Member is to be annually elected as Chair of the Committee, usually at the November meeting of the Board.
- In the absence of the Committee Chair, another Committee member will assume the role of Chair for that meeting.

### 4. Meetings

- The Committee meets twice a year and as required.
- A quorum is two members, one of which must be a Nominated Member.
- The Board strives to have a consensus decision making process.
- 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.
- Any recommendations of the Committee will be decided by a majority of votes.
- Committee 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.
- 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.

Unless confidential, a report on the Committee's discussions and actions will be included in the papers of the next Board meeting. A copy of Committee minutes will also be made available to all Board Members via Board Effect once they have been confirmed as accurate by the Chair and all Committee members present at the meeting.

The Board takes the matter of conflicts of interest very seriously and all members of the Committee must comply with the Conflict of Interest section of the Code of Conduct for Board Members Policy. In accordance with that policy, declarations of interests pertaining to the current meeting agenda or the rice industry are made at the beginning of every meeting and 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 2023
File location	Shared/Policies/Charters/Committee Charters/GNR Charter 2023
Version	2023-2
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
2023	21/2/2023	Review of employee remuneration	N Dunn
2023	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	1/3/23
Governance, Nominations and Remuneration Committee	28/7/23
Board	10/8/23