

BOARD GOVERNANCE POLICY

Document Control

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01	GM BOP	June 2020	ARMC	June 2020	Board	July 2020	New Policy
02	GM BOP	March 2022	ARMC	March 2022	Board	April 2022	Updated for Statutory Funding Contract, other minor changes
Policy Steward							Company Secretary
Document Owner							Group Manager BOP
Related Documents							
Audit and Risk Management Committee Charter							
Board Charter							
Code of Conduct							
Board Human Resources Committee Charter							
Board Selection Committee Charter							
Statutory Funding Agreement							
Review Requirements							
This document is due for review in March 2024 by the Group Manager BOP							
Controlled Document Location							

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BOARD GOVERNANCE POLICY

Board governance policy

1. Purpose

This governance policy describes Dairy Australia's corporate governance framework, policies and practices.

2. Corporate Governance Statement

Dairy Australia is committed to an effective system of corporate governance to transparently demonstrate its performance and accountability to members, levy players, Government and other stakeholders.

3. Corporate Governance Framework

Dairy Australia is an unlisted public company limited by guarantee. As the industry services body Dairy Australia operates within a corporate governance framework consisting of:

- Dairy Produce Act 1986 (Cth)
- Dairy Australia's Constitution
- Australian Charities and Not-For-Profits Commission Act 2012 (Cth)
- Statutory Funding Contract with the Commonwealth of Australia
- Other relevant laws such as the *Corporations Act 2001* (Cth)

3.1 Constitution

Dairy Australia's constitution includes:

- the objects (purpose) of the company
- membership eligibility criteria and voting rights
- consultation processes with members
- powers of the board
- composition and selection of board members and committees

The Constitution is available on the Dairy Australia website.

Dairy Australia Board

Dairy Australia is governed by the Board of Directors. The Board Charter sets out:

- the Board's role, composition and responsibilities
- matters reserved for the Board
- Board delegations of authority
- Board appointments (including requirements for a number of Independent Directors), renewal and succession planning

Board Committees

To assist in carrying out its responsibilities, the Board has established standing Board committees that cover Audit, Risk, Remuneration, Selection and Governance matters. Other committees are created, with specific remits, as and when required.

Board committees and their respective charters which include information on the composition, responsibilities and administration of each committee are set out below:

- Audit and Risk Management Committee
- Board Human Resources Committee
- Board Selection Committee

3.2 Australian Charities and Not-For-Profits Commission Act 2012 (Cth)

As a Not-For-Profit organisation, Dairy Australia is governed by the Australian Charities and Not-for-profits Commission Act 2012 (Cth) and is required to lodge an Annual Information Statement and notify the Commission of changes to office bearers.

3.3 Statutory Funding Contract

Dairy Australia entered into the current Statutory Funding Contract (SFC) with the Department of Agriculture and Water Resources on 21 June 2021 for a term of ten years. The SFC is the agreement under which the Commonwealth agrees to pay the dairy services levy funds from dairy farmers to Dairy Australia, together with government matched payments.

The SFC also sets out:

- corporate governance and board requirements
- management and application of the funds in accordance with the Guidelines and the Performance Principles, the latter including:
 - a) to engage stakeholders to identify RD&E priorities and activities that provide benefits to the industry
 - b) to ensure RD&E priorities and activities brackets (and marketing activities) are strategic, collaborative and targeted to improve profitability, productivity, competitiveness and targeted and preparedness for future opportunities and challenges through a balanced portfolio return
 - c) to undertake strategic and sustained cross industry and cross sectoral collaboration that addresses shared challenges and draws on experience from other sectors
 - d) for governance arrangements and practices to fulfil legislative requirements and align with contemporary Australian best practise for open, transparent and proper use and management of Funds
 - e) to demonstrate positive outcomes and delivery of RD&E and marketing benefits to Levy Payers and the Australian community in general and show continuous improvement in governance and administrative efficiency
- requirements for an independent review of performance against the agreement
- reporting requirements of Dairy Australia including Strategic Plan, Annual Operational Plan, Annual Report and Evaluation Framework

3.4 Corporations Act 2001 (Cth)

While not a listed company, Dairy Australia draws on best practice corporate governance guidelines such as the ASX Corporate Governance Principles and Recommendations.

3.5 Matters reserved for the Board

The Board's responsibilities include:

- open and transparent accountability to all stakeholders, particularly Group A and Group B members, non-member levy payers and the Australian Government
- reviewing, approving and monitoring progress against the strategic direction and financial objectives of Dairy Australia
- overseeing investment of the Levy, government matching payments and other funds in essential activities across the dairy supply chain including research, development, extension and industry services aimed at enhancing the sustainability and profitability of the dairy industry
- approving the operating budgets, major capital expenditure and monitoring capital management ensuring a corporate governance framework is in place and effective monitoring of compliance and performance to ensure high standards of corporate governance
- considering the social, ethical and environmental impact of Dairy Australia's activities
- ensuring risks are assessed and strategies in place to manage them
- encouraging dairy Levy Payers to join as Group A members
- ensuring there are adequate resources to meet Dairy Australia's objectives
- appointing the Managing Director, monitoring and reviewing his/her performance and overseeing succession planning.

3.6 Delegations of Authority

Dairy Australia's Board has approved Delegated Authorities that set out the matters specifically reserved for determination by the Board, and those matters delegated to management.

Authority which the Board explicitly retain are as follows:

- the power to delegate to management
- approval of all Board and Board Committee governance arrangements
- approval of the Annual Financial Statements, Annual Reports, Strategic Plan, Annual Operating Plan referred to in the Statutory Funding Contract
- approval of leases, expenditure, income capital expenditure, disposal of assets and write off of debts at certain dollar levels
- appointment of the Internal and External Auditors
- appointment and approval of the terms and conditions of employment of the Managing Director
- receipt on behalf of Dairy Australia of the Performance Review referred to in the Statutory Funding Contract
- acceptance of the terms of the Statutory Funding Contract, and
- any authorities described in the tables throughout the Delegations of Authority under the Board approval column.

4. Code of Conduct

Dairy Australia's Code of Conduct outlines the standards of conduct expected of all Dairy Australia staff. Staff include all employees, contractors, consultants, agents and official visitors.

The Code of Conduct covers a range of areas including personal conduct, honesty, integrity and fairness and prevention of fraud and corruption. It emphasises our values, including the importance of making the right decisions and behaving in a way that builds respect and trust in Dairy Australia.

5. Board Diversity Policy

The Board Diversity Policy sets out the approach to diversity on the Board of Directors of Dairy Australia and applies to the Board.

Dairy Australia recognises and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, experience and backgrounds.

6. Policy Framework

In accordance with best practice, Dairy Australia ensures that good governance is part of its routine operations with the requirements of laws, regulations, Code of Conduct and all other policies being integrated in its day-to-day practices and procedures.

To manage internal governance, Dairy Australia has adopted a Policy Framework that provides the operational structure for developing, implementing, reviewing and maintaining Dairy Australia's policies and procedures in a form and manner consistent with best practice.

Under the Policy Framework there are two categories of policies – governance and management:

- Governance - policies with Board level risk or strategic implications or with Board level statutory or regulatory requirements and relates to the processes of decision making and the controls and behaviours that support effective accountability and performance outcomes e.g. Risk Management Policy and Code of Conduct. All governance policies and procedures are approved by the Board.
- Operational – policies relating to mandatory practice and decision-making principles for areas of Dairy Australia's operations that do not fall within the definition of governance policies.

7. Review

In line with Dairy Australia's Policy Governance Policy, this policy is scheduled for review every two years or more frequently if appropriate.