



Grains Australia Commodity Council Terms of Reference

PURPOSE

The Grains Australia Limited ('Grains Australia') Board ('Board') may decide to establish commodity councils for individual grain commodities which will include representatives of the industry's key supply chain functions. These Terms of Reference describe the role, responsibilities, and functions of the councils, to be known as Commodity Councils, and will be reviewed at least annually, by the Board.

The Board has decided to establish the following Commodity Councils:

- Barley Council
- Oat Council
- Oilseed Council
- Pulse Council
- Wheat Council

The Board may establish other Commodity Councils in the future.

POWERS

Each Commodity Council is a committee of the Board, under Clause 9.2 of the Grains Australia Constitution.

Each Council is ultimately appointed by the Board and its authority is determined by the Board. The meetings and proceedings of the Councils are to be governed by the provisions of the Grains Australia Constitution. Clause 9.3 of the Constitution outlines the 'delegations of powers to committees' and this means that each Council and its members are subject to the direction of the Board at all times.

The purpose of each Council is to provide advice, through the Grains Australia Executive ('Executive'), to the Board. Final decisions and obligations in relation to the advice provided, rests with the Board. Certain decisions regarding procedural or technical aspects of classification will be made by the Executive and referred to the Board for oversight where appropriate.

ROLE OF THE COUNCIL

The role of each Council is to provide advice to the Board to assist it to develop Grains Australia's overall strategic direction consistent with meeting its constitutional objectives. As such, the Board may require each Council from time to time to provide advice in respect of the following:

- Relevant activities and priorities;
- Relevant annual and strategic classification requirements and counsel for classification amendments;
- Any trade and market access issues relevant to the specific commodity class of the Council and wider industry; and

- Identifying and advising any market information and education requirements relevant to the commodity class.

When effectively carrying out its role, Commodity Councils will:

- Enable structured opinion for rigorous, evidence-based decisions by the Grains Australia Board;
- Consider the overall financial implications and limitations of Grains Australia in assessing, prioritising, and providing advice;
- Provide a forum for commodity specific requirements and priorities to be discussed;
- Provide an avenue for commodity requirements outside of explicit industry good activities to be considered;
- Provide a forum for facilitating wider industry consultation and discussion on topics as required; and
- When requested, provide timely and constructive feedback/input on key decisions relating to overarching technical and operational frameworks or key procedural classification developments and maintenance.

RESPONSIBILITIES

Grains Australia Commodity Councils are responsible for:

- Considering and evaluating strategic priorities identified by the Executive on industry good functional areas – classification, trade and market access, and market information and education – and providing advice to the Board;
- Identifying strategic priorities across Grains Australia’s industry good functional areas – classification, trade and market access, and market information and education – and providing advice to the Grains Australia Board;
- Advising on, and supporting the delivery of technical and consultative committee structures with Grains Australia to ensure delivery of effective, efficient, and enhanced market access and promotion and education outcomes;
- In conjunction with the Executive, provide high-level perspectives on technical and operational frameworks and key processes within Grains Australia for the timely, effective, efficient delivery of its commodity specific market-driven classification system;
- Identifying any additional activities, opportunities or roles aligning with Grains Australia’s purpose and providing advice to the Board;
- Assisting Grains Australia in achieving desired industry good outcomes; and
- Liaising with the wider industry on any relevant issues raised, as required by the Council Chair at the direction of the Executive and Board.

There is broad stakeholder membership of Councils. Their primary role is to provide sound advice on an issue, not an outcome based on a majority or unanimous vote. The Grains Australia Board considers advice of the Council to be paramount when making decisions but is not required to make a decision consistent with advice of the Council. Where the Board makes a decision that is not consistent with the advice of Council, written feedback will be provided to the Council.

MEMBERSHIP

Commodity Councils shall be composed of sufficient members who possess a balance of skills and expertise required to fulfil the Council’s function. It is expected that members will be experienced, executive level, strategic individuals who can drive the direction of industry good functions.

In addition to Grains Australia staff, a minimum of six and a maximum of 12 people will be appointed to each Council, depending on the commodity. Each Council will ideally include members with skills and experience in each of the following sectors:

- Research
- Breeding
- Growers
- Nutrition
- Trade/Storage and Handler
- End Users (processors/consumers)

Appointments will be skills-based and encompass diversity and a geographic spread. Council members are appointed by the Grains Australia Board at the discretion of the Board. Appointments will be for three years, with one third of the membership of each council to retire and renominate (if desired) at the end of each three-year period, with longest serving members to retire first.

Skills required on each Council include:

- Strategic skills
 - A demonstrated understanding of the broader grains industry in Australia, global trends, the nature of industry structures, and organisations operating within the industry both in Australia and internationally.
 - Experience at a senior management level sufficient to support an understanding of the future issues likely to present challenges for the Australian grains industry, and the potential for Grains Australia to achieve results that benefit the entire industry.
- Industry networks
 - Linkages to industry organisations providing insight to industry policy, position, and the ability to reflect contemporary industry direction.
 - Demonstrated networks that extend across the industry and/or relevant commodity, industry segment or at an organisational level.
 - Willingness to pursue results that benefit the whole of the industry.
 - Willingness to advocate for Grains Australia to achieve industry good outcomes.
- Presentation and communication skills
 - Able to articulate information, opinion and evidence that supports Council deliberations.
 - Ability to work in a team environment that requires consensus to reach decisions.
 - Opportunity to communicate inputs and outcomes with relevant industry organisations.
- Technical
 - Experience and demonstrated competence in their chosen area of the Australian grains industry.

Commodity Council members do not represent the interests of any specific sector of the industry or any organisation. Members are required to act in the best interests of the commodity they represent and/or the entire Australian grains industry. Members will be required to adhere to Grains Australia regulatory requirements and Code of Conduct obligations.

Nominating members

The Grains Australia Board will seek nominations and identify specific personnel for Council membership but also enable wider industry recommendation, nomination, and involvement to find currently unrecognised and/or different talent and upskill industry participants. With advice from the Selection Committee the Board will assess the suitability of nominations for the role against the Terms of Reference and skills matrix.

Duties of members

Council members are expected to:

- Attend Council meetings. If Council members are unable to attend a meeting, then an apology should be submitted to the Chair prior to the meeting. Proxies or alternates at Committee meetings are not permitted;
- Be well-prepared for meetings, having read all submissions and papers distributed to the Council prior to its meetings, and considered all recommendations in respect of matters identified in the meeting agenda;
- Enhance their understanding of the matters set out in the agenda by seeking input from industry colleagues, subject to the confidentiality requirements of the Council;
- Be able to put views clearly and concisely and be prepared to negotiate to achieve acceptable outcomes and compromises where necessary;
- Contribute to discussion in an objective and impartial manner and avoid pursuing personal agendas or self-interest;
- During a Council meeting, disclose all interests, pecuniary or otherwise, in matters being considered or about to be considered by the Council before those matters are discussed and abide by the decisions of the Council in relation to their participation in discussions relating to those matters;
- Conduct themselves in a manner consistent with Grains Australia standards, and be respectful to other members;
- Act in the best interests of the industry rather than as an advocate for any organisation, interest group or regional concern;
- Be prepared to observe confidentiality and exercise tact and discretion when dealing with sensitive issues;
- Communicate Grains Australia decisions to industry organisations and colleagues as agreed by the Board from time to time and subject to confidentiality requirements; and
- Have confidence and authority of their stakeholder group to undertake their functions as a Council member and be prepared to consult with members of their stakeholder group as necessary to effectively contribute to Council discussions.

Chairperson

Once fully operational, the Grains Australia Board will nominate a Chair from the members of the Council or select an independent Chair.

The Chair will be appointed for a three-year term. If the position of Chair becomes vacant, the Board will appoint another Chair. The new Chair may be an existing or new member of the Council.

Appointment of Members

Appointments and re-appointments to any council shall be considered by the Council Selection Committee for recommendation to the Grains Australia Board. The Board will make the final decision regarding any

individual's appointment to a council position.

Council members shall be appointed to the council for a term of three (3) consecutive years. After a 3-year term, that person can reapply for re-appointment.

The Council Selection Committee shall determine the method of appointment, including:

- Expression of interest process by application,
- Individual approach of a person(s), or
- Re-appointment.

If a person steps down or is removed before the end of their term, the new appointee shall be appointed for a 3-year term, which may be adjusted by +/- six months to align with the respective council's annual appointment cycle. The appointee can reapply for appointment at the end of their term.

COUNCIL PERFORMANCE

The Chair of each council and/or the CEO will consult with the Council Selection Committee Chair on council performance overall and individual council member performance.

If performance issues are identified, the Council Selection Committee Chair or CEO may:

- Recommend to the Board a council member(s) is removed and replaced, and commence the appointment process thereafter, or
- Discuss identified issues with the Chair of the Council or relevant council member.

MEETINGS AND OPERATION

Councils will meet three times per year, or at other times as deemed necessary by the Board and/or Executive, in conjunction with the Council's Chair. Two of the three meetings will be via video conference and the third meeting will be in-person. Council members should allocate at least half a day for each meeting, though in-person meetings may require a full day, not including time for preparation or travel.

Logistical arrangements for Council meetings will be undertaken by Grains Australia. Council members will arrange their own travel and accommodation as required and be reimbursed accordingly.

Notice of meetings will be issued at least seven days prior to the date of the meeting unless Council members agree to a meeting at shorter notice, provided that a quorum is available to attend the meeting. Notice may be given by telephone or email.

Quorum

A quorum requires more than 50% of members of the Council to be present at a meeting to endorse advice to the Board. However, the Chair has the discretion to hold over significant matters if all members are not present. Advice from each Council, and delivered through the Executive to the Board, is taken by consensus; no formal vote need be taken.

Operations

Councils will function like a board with short meetings focused on strategic priorities and papers for decision, review and noting.

The Councils may invite individuals or organisations with relevant expertise to assist or participate in meetings from time to time, at the discretion of the Executive and Chair

The Executive will be responsible for actioning the advice of the Commodity Council once approved by the Board. A Grains Australia Executive(s) will be present at Council meetings and work with each Council on strategy, technical expertise, and input to aid the Councils' advice and decisions and be accountable to the CEO and/or Board for delivery of outcomes.

REPORTING

Minutes of meetings will be sent to all Council members by the Executive within seven days of each meeting. Minutes of meetings will summarise outcomes for each agenda item and will accurately describe Council advice including any dissenting views. The audio of council meetings may be recorded to assist with minute taking. Recorded audio from meetings will be stored securely and access is limited to the Executive. Recorded audio will be destroyed after use and within 30 days of the recording.

Minutes should be reviewed for accuracy and confirmed immediately via return email for execution by the Chair. In the absence of a response, minutes will be taken to have been confirmed seven days after they have been sent to members.

A public record of the meeting may be made available to help inform industry stakeholders. Confidentiality and the detail of the discussions will be maintained.

The Executive will forward advice from the Council to the Grains Australia Board and may report on the Council's deliberations and activities at Board meetings.

REMUNERATION

Commodity Council members are entitled to be paid a sitting fee and reimbursed for expenses (travel, parking, and accommodation costs) incurred at each Commodity Council meeting. Grains Australia will resolve the actual level of remuneration based on the rate determined by the Australian Government Remuneration Tribunal for Remuneration and Allowances for Holders of part-time Public Office.

Payment for sitting fees and expenses will be retrospective for each Council meeting. Sitting fees will be paid for participation at meeting days only and will not be paid for travel or meeting preparation days. Sitting fees and/or expense claims should be submitted to Grains Australia within one month after the end of the financial year in which they were incurred.

Some council members may elect to offer their participation in the council as pro bono. Such contributions will be documented in the form of a ledger and as appropriate acknowledgement of such will be made by Grains Australia in various places. Note that these contributions will not be accrued for later reimbursement or redirection within the Council for other activities, rather they will be consolidated and may appear as in-kind contributions when Grains Australia is seeking relevant external project investments.

CONFIDENTIALITY

Grains Australia may provide information to Council members to enable them to carry out work that, in the opinion of Grains Australia, is confidential. Council members are expected to retain such information as

confidential where it has been so advised by Grains Australia. Members will be required to sign a Confidentiality Agreement. Any breach of this confidentiality will be considered as unacceptable norms of business behaviour and may result in removal from Council membership.

ANTI-COMPETITIVE CONDUCT

Council members must not engage in any collusion, anti-competitive or similar conduct with any other Council member or person in relation to participation in a Grains Australia Commodity Council.

MEDIA

Council Chairs are permitted to give interviews, discuss topics or engage in media activities that relate to their role, activities and/or deliberations in the Council only with approval from Grains Australia's CEO or Chair. Council Chairs must also notify Grains Australia's Council Manager or General Manager Strategy and Communication about the media enquiry.

Council members (who are not the Chair) are not permitted to engage with the media on topics related to their role, activities and/or deliberations in the Council. This is in line with the Grains Australia Protocol for Media and other Public Statements (May 2024) and the Social Media Policy (November 2024), copies of which are provided to Council members. Any breach of these Policies will be considered unacceptable and may result in removal from Council membership.

To be clear, this applies specifically to media. Council members are encouraged to socialise issues/outcomes and decisions from Commodity Council meetings throughout their networks.

PUBLIC PRESENTATIONS OR SPEECHES

Council Chairs are permitted to present on topics that relate to their role, activities and/or deliberations in the Council only with approval from Grains Australia. Council Chairs must notify Grains Australia's Council Manager or General Manager Strategy and Communication about the invitation to present or speak, including providing information about the topic of the presentation, speech or panel and whether media will attend the event. If required, the Council Manager/General Manager Strategy and Communication will seek approval from Grains Australia's CEO or Chair (i.e., if it is an international event or a controversial topic for the presentation). A copy of the presentation or speech must be provided in advance to the Grains Australia for review.

Council members (who are not the Chair) may be asked to give presentations or speeches related to their role, activities and/or deliberations on the Council. In these cases, the process as outlined above must be followed including consulting with the Chair of the Council.