



Sheep Industry Fund Board Charter

1. Introduction

The purpose of this charter is to document the objectives, responsibilities and administration of the Sheep Industry Fund (SIF) Board.

Livestock SA is recognized by the Minister as a body representing the sheep industry for the purposes of the *Primary Industry Funding Schemes (Sheep Industry Fund) Regulations*.

An Independent Sheep Industry Fund Board has been established following consultation between the SA Sheep Advisory Group, the Department of Primary Industries and Regions South Australia (PIRSA) and Livestock SA; to provide advice on the use of the Sheep Industry Fund as set out in the Primary Industry Funding Schemes (Sheep Industry Fund) Regulations.

2. Responsibilities and Functions

The primary role of the Sheep Industry Fund Board is the responsible, prudent management and disbursement of the Fund.

- Representing the sheep industry in relation to the application of the Sheep Industry Fund
- Annual review and maintenance of the Management Plan for the benefit of sheep producers in South Australia

3. Delegation

The Livestock SA Board delegates full decision making and financial authority to the Sheep Industry Fund Board in respect to management and disbursement of the funds as required by the Primary Industry Funding Schemes (Sheep Industry Fund) Regulations.

4. Governance

The Sheep Industry Fund Board reports to the Livestock SA Board, for noting, and is supported by the Executive Officer. Recommendations made by the SIF Board will be upheld by Livestock SA. The Livestock SA Board are committed to assisting industry in establishing an Independent Fund Board and not to control or dictate the process.

5. Membership

The Board will consist of:

- Six (6) producers who contribute levies to the Sheep Industry Fund
- Up to two (2) independent members;

All of whom are appointed by Livestock SA via recommendations made by an independent selection committee. *Please refer to Industry Fund Selection Committee Charter for details.*

- The CEO of Livestock SA, (or nominated proxy), will attend meetings on an ex-officio basis.
- The Board Chair reports to the Livestock SA Board on a regular, ex-officio basis
- A maximum of one (1) current member from the Livestock SA Board can be a member of the SIF Board at any one time

6. Terms of Office

The term of office is for up to three (3) years. Vacating members may apply for further terms of office. To maintain corporate knowledge, members terms of appointments are staggered.

The SIF Board will elect a chair from its members.



The Chairperson shall serve for a 12-month term and shall be eligible for re-election for up to three years.

7. Resignation

A member of the SIF Board may resign in writing, signed by the person and delivered to the SIF Board.

8. Conflict of Interest and duty

A conflict of interest occurs when a person's personal interests' conflict with their responsibility to act in the best interests of the organisation. Personal interests include direct interests, as well as those of family, or other organisations a person may be involved with or have an interest in (for example, as a shareholder).

If a conflict is identified it must be declared, entered in the Board's register of interests, and managed in line with the Livestock SA's Conflict of Interest Policy.

- The Chair is responsible for managing conflicts of interest for the SIF Board.
- The Executive Officer is responsible for maintaining the register of interests.

9. Meeting Procedure

Meetings can be held as frequently as required to undertake its role effectively, but the Board will meet a minimum of three (3) times per year.

The Board's secretarial services will be provided by an Executive Officer who will be responsible for keeping minutes to record the proceeding and resolution of Meetings.

10. Quorum

A majority of the board is required for a quorum. Should a quorum not be achieved, members may choose to hold the meeting, with any advice and recommendations not to be considered final until the next meeting with a quorum, at which time the advice and recommendations can be minuted and endorsed.

In the absence of the Chairperson, the meeting will elect a Chairperson of the day.

11. Decision Making

The Board will make decisions regarding their recommendation by consensus. Where a consensus cannot be reached the decision will be made by a majority vote. The Chairperson will have a deliberative vote only. However, in the event of a tied vote, the motion will be considered to have lapsed.

12. Administration

Livestock SA will provide executive officer support.

Whenever possible, the agenda pack (including discussion papers) will be forwarded to the members at least ten (10) working days prior to the meeting.

The Executive Officer must forward minutes of each meeting to the Chairperson of Livestock SA within one calendar month from the date of the meeting, after confirmation of the minutes by the SIF Chairperson.

The SIF Chairperson is the spokesperson for the group.

13. Remuneration & Expenses

The SIF Board will receive a sitting fee to reflect industry standards for skills provided and be reimbursed for travel expenses at ATO reasonable rates.

In order to claim a reimbursement, members are required to:

- Complete and sign the *Allowance and Reimbursement Claim Form*
- Attach receipt(s) for expenses
- Submit the form to the Executive Officer either at the meeting, via email or post

Claims must be submitted within one calendar month from the date of the meeting to be processed.

14. Written Resolutions

If all the SIF Board members sign a document containing a statement that they are in favour of the resolution set out in the document, a resolution in those terms is passed at the time when the last Board member signs. An email produced under the name of a Board member with that Board member's authority, is considered a document in writing signed by the Board member and is deemed to be signed when received in legible form.

15. Resolution of issues 'out of session'

The Chair may schedule out of session meetings of the Board as deemed necessary.

The Executive Officer under the direction of the Chair may issue papers to Board members for consultation and decision outside scheduled meetings. This may include papers or issues unable to be included in scheduled meetings due to time constraints.

16. Access to information

The SIF Board may request further information from appropriate Livestock SA staff through the CEO or seek advice from external third parties as appropriate.

17. Review of the Charter and Composition

This charter is to be reviewed at least every two years or updated as required to reflect any changes. The review will be led by the SIF Chair and the Executive Officer. Changes to the charter will be put to the Livestock SA Board for ratification after considering any recommendations that come forward after review.

18. Industry Fund Board – Board Skills Matrix

Applicants will be assessed and rated by the selection committee against the Board Skills Matrix

Nominations should be supported by an accompanying CV detailing their background in the livestock industry, including committee work, industry knowledge, and name at least two (2) referees, with contact details listed.

The following skills criteria apply:

1. Relevant regional experience and knowledge
 - a. Pastoral region
 - b. Wheat-Sheep Zone
 - c. High Rainfall regions
2. Relevant Industry experience and knowledge
 - d. Seed Stock
 - e. Wool
 - f. Sheep Meat
3. Animal Health and Welfare
4. Leadership and Strategic thinking expertise
5. Research and Development expertise



6. Accounting expertise
7. Risk management expertise
8. Environment and sustainability expertise
9. Public policy and government relations expertise
10. Relevant Qualifications
11. Committee experience
12. Empathy with Industry
13. Contribute to Board Diversity
14. Corporate Governance Experience

Choosing from available candidates those persons who will in the selection committee's view best ensure that the SIF Board as a whole has an appropriate balance of skills and experience in the areas as specified.

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