

BOARD POLICY

VFF Executive Board Charter

The Board Charter is a charter of the Board of Directors (Board) of the Victorian Farmers Federation (VFF). This Charter sets out the role, structure, responsibilities and operation of the Board.

Membership of the Board

The structure and composition of the Board, pursuant to the Constitution, has been determined as follows: The VFF Board consists of nine not more than 9 Directors positions.

- The VFF President
- The VFF Vice President
- Two Directors appointed on the basis of their skills.
- One Director to be nominated by each of the following commodity groups of the VFF
 - Grains
 - Horticulture
 - Livestock
 - United Dairy Farmers Victoria
- One Director nominated by the Commodity groups not listed.
- All Directors must be natural persons who reside ordinarily in Australia.

Chair

President, or in absence, Vice President, or in their absence a Director elected by the Directors present at the Board Meeting.

Term of Office

Directors are appointed for two year terms. The President, Vice President and Directors from the Livestock Group, the United Dairy Farmers of Victoria and one Special Skills Director's term as a Director shall expire in even numbered years. Terms for all other Directors shall expire in odd numbered years. The President shall not be eligible for re-election, as President, for more than two (2) consecutive terms.

Quorum

A Quorum is 5 or more Directors.

Role and Objectives

The Board is accountable to VFF Members for the Corporate Governance and Performance of the VFF, the VFF Property Trust, Farrer House Ltd, and the Commodity Groups of the Federation.

The role of the Board is to promote and protect the interests of the VFF.

- a. Driving the strategic direction and ensuring the development and implementation of strategies and supporting policies to enable the VFF to fulfil the objectives set out in the VFF Constitution.

- b. Ensuring the VFF develops and implements systems to enable it to comply with its legal and policy obligations.
- c. Ensuring the VFF's assets are protected through appropriate risk management.
- d. Appointing and managing the performance of a suitable CEO.
- e. Monitoring and supporting management in an on-going way through working with the CEO to enable the VFF to obtain the resources, funds and personnel necessary to implement the strategic objectives.
- f. Implementing, maintaining and (as necessary) refining a system of good governance that is appropriate for the VFF.
- g. Reviewing reports and monitoring the performance of the VFF.
- h. Regularly reviewing the board's structure and composition, so that these are appropriate.
- i. Succession planning for the CEO.

In the performance of this task the Board commits to:

- a. Use due care and diligence to ensure long term reputation and sustainability is maintained;
- b. Serve the collective interests of Members, employees, customers and stakeholders with honesty and integrity;
- c. Acting in good faith, apply an independent mind to the board's work and decision-making irrespective of the Group from which each Director is appointed;
- d. Commit to collective decision making processes of the Board. Individual Directors will always respect the contributions of other Directors and strive to understand their perspectives and contributions to Board debate. Directors will debate issues openly and constructively and be free to question or challenge the opinions presented at meetings but once a decision is made all Directors are bound to support the decision;
- e. Bring relevant skills, knowledge, experience and perspective on all discussions relating to the VFF;
- f. Ensure that each Director's independence is maintained at all times. Directors will not misuse their position on the Board or use information available to them as Board members to advance their personal interests or represent particular constituencies; and
- g. Requiring Directors to inform the Board of any conflicts or potential conflicts of interest that they may have in relation to particular items of business. Directors must absent themselves from any discussion or decision on such matters. Where a conflict of interest or potential conflict is not identified by the Director, the Chair of the Board or Board Committee (or other Directors) must call the matter to the attention of the Director.

Functions

As set out in the VFF Constitution, the Board has the following functions:

- To develop and approve the corporate strategic plan;
- To monitor the Federation's performance with consideration to the corporate strategic plan and interpret the Federation's performance in accordance with the objectives of the corporate strategic plan;
- To evaluate, approve and monitor the annual budgets and business plans of the Federation and Commodity Groups;
- To appoint and remove the Chief Executive Officer;
- To appoint an acting Chief Executive Officer to carry out the duties of the Chief Executive Officer during the absence from duty of the Chief Executive Officer;
- To appoint the Secretary, who will be the Chief Executive Officer unless the Board resolve otherwise;
- To ensure a register is kept of all Members indicating which Commodity Group or Commodity Groups each Member is registered with;
- To recommend to the Annual General Meeting each year the base subscription fee for membership of The Federation;
- To ensure that effective audit, risk management and regulatory compliance programmes are in place;

- To approve and monitor delegations of authority;
- To annually review and evaluate the performance of the Board, Directors, Board committees, and the Chief Executive Officer;
- To appoint the Victorian Farmers Federation Property Trust Limited or other trustee as trustee of the property and funds of The Federation and from time to time, if thought fit, remove any such trustee and appoint another or others in its or their place;
- To manage and co-ordinate the activities and policy of the Federation;
- To report the performance and activities of The Federation to Members; and
- To admit any person to Honorary Life Membership of The Federation or award a Certificate of Merit in recognition of the distinguished service rendered to The Federation.

The Board and individual Directors are subject to the requirements and standards of the Corporations Act 2000, the VFF Constitution, and Board established policies and procedures.

Board Committees & Councils

The Board shall establish the following Committees and/or Councils to provide advice:

- Nominations Committee;
- Finance & Audit Committee;
- Policy Council;
- Other Committees and Councils as resolved.

Administrative Matters

Meetings

The Board will meet a minimum of six (6) times per year. Board meetings dates are pre-determined before the end of year for the following year. Meetings are traditionally held on a Tuesday unless otherwise specified. Board meetings commence at 12:30pm unless otherwise notified and Board members are expected to make Board meetings a priority over other commitments.

Meetings are run to an agenda, which is released at least one week prior to the meeting to allow Board members sufficient time to read the information provided.

Board members are expected to have read and understood the materials provided in the Agenda prior to the meeting.

LAST REVIEWED: **2018**

LAST UPDATED: **2018**

NEXT REVIEW REQUIRED: **2020**