



Make a *Difference*

Grower Services Committee Charter

21 February 2019



1. PREAMBLE

- 1.1 In accordance with its Charter, the Board of Ricegrowers Limited (“SunRice”) has established the Grower Services Committee to assist it in carrying out its responsibilities and to consider certain issues and functions in detail.
- 1.2 The Board requires that each Board Committee must have its own Charter to set out matters relevant to the Committee’s composition, responsibilities and administration. It is also required that the Committee Charter is approved by the Board and reviewed by the Committee at least every two years.

2. ROLE

- 2.1 The objective of the Grower Services Committee is to optimise the interdependent relationship between SunRice and rice growers to achieve alignment and integration of activities and business plans.
- 2.2 In connection with 2.1, the Committee will review important Grower Services related business policies and procedures and review the strategic direction of Australian Grain Services (AGS) with respect to the objectives of the Committee.
- 2.3 The Committee has the objective to ensure that:-
 - 2.3.1 Business and technology risks are identified, minimised and managed within acceptable limits.
 - 2.3.2 Internal controls are practical and cost efficient, and appropriately implemented.
 - 2.3.3 Statutory and regulatory requirements and the SunRice’s policies, including the Code of Conduct are complied with at all times.

3. AUTHORITY

- 3.1 The Committee is authorised to investigate any activity within the terms of this Charter and to seek such information it requires from any employee or external party and to obtain, at the cost of the SunRice (subject to the approval of the Chairman of the Board) outside independent professional advice and to secure the attendance of external parties with relevant experience if it considers this necessary.

4. ORGANISATION

4.1 Membership

- 4.1.1 The Committee shall comprise a minimum of four Directors of the Company, all of whom will be Grower Directors.
- 4.1.2 The Chairperson of the Committee shall be appointed by the Board.
- 4.1.3 A quorum will consist of three Directors.

- 4.1.4 The Company Secretary shall be the Secretary of the Committee.
 - 4.1.5 The composition of the Committee will be considered annually by the Board.
- Meetings

4.2 Meetings

- 4.2.1 Other Board members may attend meetings with reasonable notice, and the approval of the Committee Chairman, and may request copies of Committee papers, but shall not be entitled to vote.
- 4.2.2 Employees and relevant advisors, as requested by the Committee, may be invited to attend meetings but shall not be entitled to vote.
- 4.2.3 The Chairman of the Committee shall call meetings as necessary, but not less than quarterly.
- 4.2.4 The Chairman of the Board, Chief Executive Officer, and General Manager Grower Services may consult with the Chairman with a view to the Chairman convening a meeting if it is considered necessary.
- 4.2.5 The Chairperson shall review the agenda for each meeting prior to its issue.
- 4.2.6 Any Committee member may have input to the agenda.
- 4.2.7 A Notice of Meeting, the agenda, and supporting documentation for each meeting must be given to each member of the Committee and the Secretary within a reasonable time for each meeting. However, the non-receipt of any notice of a meeting does not affect the validity of the convening of the meeting. Each Board member, who is not a member of the Committee, shall receive notice of a meeting.
- 4.2.8 Unless determined otherwise by the Committee, or waived by a majority of Members of the Committee to whom notice of a particular meeting is sent, the period of notice for each meeting is at least 7 days.
- 4.2.9 Decisions at a meeting of the Committee shall be determined by a majority of votes of the Members present and voting. The Chairman of the Committee shall have a casting vote in addition to a deliberative vote.
- 4.2.10 Minutes of meetings shall be circulated to all Members after approval by the Chairman. The minutes will be made available for discussion at the following Board Meeting.
- 4.2.11 Members should use their best endeavors to attend every meeting of the Committee which may be by telephone or videoconference, if appropriate.

5. ROLES AND RESPONSIBILITIES

5.1 Rice Growing Proposition

- 5.1.1 Providing growers with the commercial incentive to produce the quantity of rice that SunRice requires through initiatives that may include, but not be limited to:-
 - Early and frequent rice market and price outlook information
 - The provision of paddy payment financing options to meet grower requirements, including the timing of paddy payments and utilisation of external financing facilities
 - Flexible contract options with respect to price, volume and paddy variety
 - Reviewing improvements to infrastructure

- Improving grower services such as the grower portal, geographic information system (GIS), rice extension, and research and development

5.2 On Farm Production of Rice

5.2.1 Ensure the development, implementation and continuous improvement of policies and procedures that relate to on farm production of rice, including:-

- Germplasm development and the Pure Seed Scheme
- Seed planning
- Paddy Production Plan
- Quality Assurance

5.3 Harvest Management

5.3.1 Ensure the development, implementation and continuous improvement of policies and procedures that relate to harvest management including: -

- Harvest receipt and management plan
- Post-harvest review

5.4 Grower Payments and Services

5.4.1 Ensure the development, implementation and continuous improvement of policies and procedures that relate to the provision of payments and services to growers, including:

- Procurement and payment policies for Australian paddy including:
 - Grower policies (credit, redirection payment, payments)
 - Financing facilities
 - Paddy varietal premiums, discounts, seed bonuses, appraisal premiums and discounts
- Payments to growers
- 5.4.2 Review the objectives, long term strategy and operational plans of Grower Services to ensure it remains effective in:
 - Maintaining relationships with Growers and continuously improving the services provided to Growers
 - Managing risk and business continuity
 - Ensuring compliance with statutory and legal requirements and the company policies, including the Code of Conduct.

5.5 Committee Performance

- 5.5.1 Evaluate the performance of the Committee once every two years.
- 5.5.2 Assess the achievement of the requirements of the Charter and report the results to the Board.
- 5.5.3 Obtain feedback on the Committee's performance from the Board.

5.6 Review of the Committee Charter

- 5.6.1 Review the Committee Charter periodically (and at least every two years) and recommend any amendments to the Board for approval

5.7 Other

- 5.7.1 Perform any other responsibilities as may be delegated to and by the Board from time to time.