

Information and application guidelines: non-executive director positions

About Dairy Australia

Dairy Australia is the industry services body for the dairy industry in Australia.

Dairy Australia's purpose is to provide services that benefit and advance dairy farm businesses and the industry, including investments in research and innovation, learning and capability development, marketing, policy research, market insights and trade development.

Dairy Australia is funded by the dairy services levy paid by dairy farmers and additional matching funds from the Commonwealth.

It is a public company limited by guarantee and all farmers who pay the dairy services levy are eligible to become members. Dairy Australia currently has over 2,500 farmer members and its vision is to be a leader in shaping a profitable and sustainable dairy industry.

For further information, please refer to the Dairy Australia website: www.dairyaustralia.com.au, where you will find the most recent:

- Annual Report, Performance Report, Independent Performance Review and Strategic Plan.
- Board Charter, Charters of the Board Committees and Board Diversity Policy.

Dairy Australia Board

Dairy Australia is governed by a board of directors that provides oversight of the organisation and ensures the dairy services levy is invested in programs that support the profitability and sustainability of dairy farmers.

Key functions of the board are to monitor the operational and financial performance of the company and oversee its business strategy including approving the five-year strategic plan, annual operating plans and budgets.

With these objectives and functions in mind, the board has established a framework including relevant internal controls, risk management processes and corporate governance policies and practices for managing Dairy Australia. This framework is designed to promote responsible management and is appropriate for our business.

Board composition

The board comprises eight non-executive directors and the managing director.

To effectively discharge its oversight and governance responsibilities, the board must be skill-based and have an appropriate mix of skills and experience having regard to the business and strategy of the company. A Board Skills Matrix specifies the mix of skills required by directors.

The Dairy Australia Constitution requires that the board includes at least four directors with milk producer skills. In selecting directors with milk producer skills for the board, a mix of backgrounds and experience in relation to the region in which they farm, the size of the farming enterprise and the farming system in place at the enterprise is sought.

Directors are required to understand the responsibilities and obligations of company directors, possess general commercial and financial literacy and are expected to act with integrity, honesty and in a collaborative manner.

Time commitment required of Dairy Australia Board Directors

The overall time commitment is approximately 20 - 25 days a year. The board generally meets 8-10 times per year, usually at Dairy Australia's offices in Melbourne. Some meetings may be held at regional locations or hosted online via web conferencing.

In addition, each director is expected to sit on one of the board committees that assist the board in discharging its responsibilities: an Audit and Risk Management Committee and a People and Culture Committee. The committees usually meet four to five times per year.

Directors are also be expected to make regional visits and attend industry events.

Remuneration

Remuneration for Directors is \$48,185 per annum including superannuation, plus committee fees.

Board selection process

Non-executive directors are elected by Dairy Australia members for, generally, a three-year term. Directors who have served a three-year term are required to stand for re-election if they wish to continue on the board. After nine years (three consecutive terms) directors are not eligible to stand for re-election.

Directors are rotated on a cyclical basis and each year the Dairy Australia Board conducts a search for suitably skilled persons for nomination for election to the board at Dairy Australia's Annual General Meeting (AGM).

The board is assisted in its search for suitable director candidates by a Board Selection Committee (BSC). The BSC comprises two representatives of each from Australian Dairy Farmers and the Australian Dairy Products Federation, representing the Australian dairy industry, and a Dairy Australia Director who is chair of the BSC.

After assessing the applications received and interviewing candidates, the BSC recommends one candidate for each director vacancy for approval by the board. Approved candidates then stand for election at the company AGM in November as Dairy Australia Board endorsed candidates. Appointment to the board is subject to election by Dairy Australia members at the AGM.

In 2024, the BSC will be assisted by a Pre-Selection Committee made up of milk producer members in identifying suitable applicants.

Director positions – 2024 Annual General Meeting

The terms of two serving directors expire this year.

Current director Simone Jolliffe has indicated she will seek to stand for re-election, while Dairy Australia Chair James Mann will have served the maximum nine-year term and will be retiring from the board at the AGM.

The position specification for the roles is attachment A.

How to Apply

To apply, please use the online form available from dairyaustralia.com.au/election to provide:

1. A cover letter setting out your reasons for wishing to be considered for nomination as a director
2. Your curriculum vitae (CV)
3. An overview of your farm system and skills, including responses to each of the expected capabilities outlined in the position specification.

Your application must be submitted by **close of business Friday, 31 May 2024**.

If you have any questions or require assistance with the application process, please contact Martin Bede on 0421 450 478 or martin.bede@dairyaustralia.com.au.

Candidate interviews

Candidate interviews will take place in person in Melbourne on 16 July 2024. Interviews will be approximately one hour duration and will be a panel interview with the BSC.

Further information

Should you have any questions, please contact the Dairy Australia Company Secretary, Martin Bede, on 0421 450 478 or via email at martin.bede@dairyaustralia.com.au.

Please note, a person can also seek consideration for election as a director by being nominated by 100 Group A members (levy paying farmers who are members of Dairy Australia). Candidates who wish to nominate through this alternate process must submit their nomination in writing, supported by signatures from at least 100 Group A members, to Martin.Bede@DairyAustralia.com.au by 31 August 2024.

Attachment A - 2024 Director Vacancies Position Specification

Director with milk producer skills (two directors)

Expected background and experience:

Broad perspective and general business acumen developed through involvement in industry or representative bodies, including experience in board and governance roles. Prior experience in developing and approving strategic and operating plans and associated budgets.

Demonstrated capability in:

- All facets of milk production/dairy farm systems particularly dairy industry structures and networks.
- Understanding the dairy industry sustainability framework and good practice in environment/natural resource management.
- Feedbase management, animal performance, welfare and farm business management, including drivers of profitability and productivity in diverse dairy farm systems.
- Adoption of research and development, including innovative farming method adoption and change management to drive such adoption.
- Engagement and communication with levy payers, dairy industry groups and broader agricultural networks.
- The people challenges associated with dairy farm systems including competencies, career pathways, people management, ownership structures and health, safety and wellbeing issues.

Personal Attributes

In addition to the essential skills and experience, Dairy Australia expects non-executive directors to demonstrate the following personal attributes:

- Passion and commitment to improving the profitability and sustainability of the Australian dairy industry.
- Preparedness to undertake dairy industry visits to understand the operating environment and engage with levy payers and regional management.
- Professional demeanour with high standards of honesty, integrity and collaboration.
- Ability to influence and to communicate/explain a point of view and consider alternative points of view.

Balance and Diversity

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, including:

- Regional and geographic background
- Industry experience
- Research and development experience
- Farming systems
- Farm size
- Race, gender & other distinctions between directors.

These differences will be considered in determining the optimum composition of the board and should be balanced appropriately so that the Board is reflective of the industry.