



VFF Board Charter

1. INTRODUCTION

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.

2. ROLE OF THE BOARD

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. In the performance of this task the Board commits to:

a) guiding and monitoring its businesses and affairs. Collectively overseeing and appraising the strategies, major policies, processes and performance of the VFF using due care and diligence and ensuring that its long term reputation and sustainability is assured;

b) undertaking to serve the collective interests of Members, employees, customers and stakeholders with honesty and integrity;

c) acting in good faith and in the best interests of the VFF as a whole by applying an independent mind to the board's work and decision-making irrespective of the Group from which each Director is appointed;

d) committing 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) Directors will bring to bear their relevant skills, knowledge, experience and perspective on all discussions relating to the VFF;

f) ensuring that each Director's independence is paramount. 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.

3. BOARD STRUCTURE AND COMPOSITION

The structure and composition of the Board, pursuant to the Constitution, has been determined as follows:

The VFF Board consists of nine (9) Directors positions.

- The VFF President
- The VFF Deputy President
- Two Independent 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

- And one Director nominated by the collective of the intensive industry commodity groups of the VFF
 - Chicken Meat
 - Eggs
 - Pigs

4. 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. All other Directors terms will expire in odd numbered years.

The President shall not be eligible for re-election, as President, for more than two (2) consecutive terms.

5. FUNCTIONS OF THE BOARD

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.

6. MEETINGS OF THE BOARD

Board meetings 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.

7. PREPARATION

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

Reviewed March 2014