



## **DAIRY AUSTRALIA LTD – DIRECTOR ELECTIONS 2021**

### **Information and Application Guidelines: Non-Executive Director Positions**

#### **1. Background**

Each year Dairy Australia conducts a search for persons who are suitably skilled for nomination for election to the Board at its Annual General Meeting (AGM). The selection process is overseen by a Board Selection Committee (BSC), which recommends candidates for approval by the Board. This process ensures a rigorous assessment of the skills required by Directors and that an open and transparent application process is followed. Professional recruitment support is engaged to assist the BSC with the identification of qualified candidates for non-Milk Producer Director positions according to a Board Skills Matrix.

#### **2. Board Composition and Board Committees**

Dairy Australia's Board comprises eight non-executive directors and the Managing Director. The Board provides oversight of the organisation and ensures the dairy levy is invested in programs that support the profitability and sustainability of dairy farmers. A Board Skills Matrix specifies the mix of skills required by Directors and is a requirement of Dairy Australia's funding agreement with the Commonwealth Government. Dairy Australia's Constitution requires that:

- the Board as a whole has an appropriate balance of skills and experience, having regard to the nature of the business and affairs of the company.
- the Board has at least four directors with milk producer skills
- the Directors rotate with either two or three directors retiring each year, so that no director serves longer than three years without having to present themselves for re-election. Directors cannot serve for more than three consecutive terms (i.e. nine years in total).

The Board has three standing committees that assist it in discharging its responsibilities: an Audit and Risk Management Committee and a Human Resources Committee (both comprised of Dairy Australia Directors), and a BSC (four of its five members are appointed by industry).

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.

Applications have opened for three Director vacancies on Dairy Australia's Board ahead of elections at the 2021 AGM in November:

- Two Directors with milk producer skills
- One Director with dairy supply chain and product promotion skills

The terms of two serving Directors expire this year and another Director has retired. Current Directors James Mann (who serves as Chair of Dairy Australia) and David Lord have indicated they will stand for re-election, while Graeme Nicoll (who is serving in an interim capacity following the retirement of Jeff Odgers) will not stand for re-election.

#### **3. Board Selection Process**

The Board is assisted in its search for suitable Director candidates by the BSC. This is a standing committee appointed for a 12-month period. It has five members comprising two representatives of each of Dairy Australia's Group B Members (Australian Dairy Farmers and the Australian Dairy Products Federation), representing the Australian dairy industry, and the Chair of the BSC who is a Dairy Australia Director (not standing for re-election).

The BSC's role is to identify and nominate candidates who will ensure that the Board collectively has an appropriate balance of skills and experience in relation to the nature of the business and affairs of Dairy Australia.

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 AGM as Dairy Australia Board nominated candidates.

In 2021, the BSC will be assisted by:

- a pre-selection committee made up of milk producer members will assist in identifying applicants for the directors with milk-producer skills.
- an executive search consultant (Rimfire Resources) in sourcing applicants for the dairy supply chain and product promotion vacancy.

Shortlisted candidates will be invited for interview between 15 June - 17 June 2021. Interviews will be approximately one hour duration and will be a panel interview with the BSC.

#### 4. Time commitment required of Dairy Australia Board Directors

The time commitment is approximately 20 - 25 days a year. The Board meets every month, usually at Dairy Australia's offices in Melbourne. Some meetings may be held at regional locations or hosted online via web conference. In addition, each Director is expected to sit on one of the Board Committees, each of which usually meet 3 – 4 times per year. Directors will also be expected to make regional visits and attend industry events. Whenever possible, Committee meetings and regional events are scheduled to coincide with Board meetings.

#### 5. Director Vacancies - How to Apply

A CV and cover letter should be submitted, addressing the essential skills and personal attributes outlined in the position descriptions. Please refer to the table below for information on where to submit your application, which is to be received by 31 May 2021.

Director Vacancies	Submit Application to	Further Information
Milk producer skills x 2	<a href="mailto:Membership@dairyaustralia.com.au">Membership@dairyaustralia.com.au</a>	Sheridan Verwey Phone: 0408 171 416 <a href="mailto:Sheridan.Verwey@dairyaustralia.com.au">Sheridan.Verwey@dairyaustralia.com.au</a>
Dairy Supply Chain & Product Promotion Skills x 1	Rimfire Resources – reply to job ad on their website: <a href="http://www.rimfireresources.com.au">www.rimfireresources.com.au</a>	Mick Hay (Rimfire Resources) Phone: 1300 380 701 MHay@rimfireresources.com.au

Alternatively, a candidate may also stand for election if their nomination is supported by 100 Group A members of Dairy Australia. Applications submitted via this method must be received by 13 August 2021 in accordance with Dairy Australia's Constitution:

- A nomination form specifying your skills and experience relevant to the business and affairs of Dairy Australia (please email [membership@dairyaustralia.com.au](mailto:membership@dairyaustralia.com.au) to request a nomination form).
- Signatures of at least 100 Group A members

The BSC will determine the most appropriate Board Nominated candidate for the Group A member nominated candidate to stand against at the AGM.

#### 6. Further information regarding Dairy Australia

For further information, please refer to the Dairy Australia website: [www.dairyaustralia.com.au](http://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.

For all other general enquiries please contact [membership@dairyaustralia.com.au](mailto:membership@dairyaustralia.com.au) or phone: 1800 004 377.

## 2021 Director vacancy position descriptions

### One Director with Dairy Supply Chain and Product Promotion skills

Dairy Australia operates a skill-based board and is looking for a Non-Executive Director with Dairy Supply Chain and Product Promotion skills.

#### Essential Experience and Skills

In addition to the general skills of governance and finance, this director should have the following essential skills and experience:

- Demonstrated ability in leading and managing dairy processing, manufacturing and/or fast-moving consumer goods (FMCG) operations at a significant scale, with a broad understanding of current and emerging dairy products, processing trends and issues.
- Experience in linking manufacturing operations to the whole supply chain, including an understanding of:
  - commercial, financial and profitability drivers across the chain, including milk pricing and supply.
  - dairy industry structure and networks.
  - trade and world dairy markets and international/export and domestic market access.
  - product promotion and marketing ideally including commercial sales and customer experience and management.
- A demonstrated understanding of the use and application of innovation is also essential. This includes:
  - Agricultural innovation/the use of innovative technology; and/or
  - Management and evaluation of R&D; and/or
  - Experience in implementing new technology at a commercial level.
- Experience in leadership of an enterprise (or a large team within an enterprise) where that enterprise adheres to and demonstrates a values-based culture.
- Understanding of the drivers in building community trust
- Experience in facilitating organisational change/transformation.

#### Personal Attributes

In addition to the essential skills and experience, Dairy Australia will be expecting 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.
- Business acumen and professional demeanour.
- Ability to influence and to communicate/explain a point of view and consider alternative points of view.
- Meets the required standards of honesty, integrity and collaboration expected of all Dairy Australia Non-Executive Directors.

#### Desired Experience and Skills

The following skills will also be considered favourably:

- Experience in the management of performance and senior executive remuneration.
- Public policy and regulatory environment.
- Audit experience.
- Strong understanding and experience in natural resource management and sustainability.

#### 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

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.

## Two Directors with Milk Producer Skills

Dairy Australia operates a skill-based board and is looking for two Non-Executive Directors with milk producer skills.

### Essential Experience and Skills

In addition to the general skills of governance and finance, the directors with milk producer skills are expected to demonstrate:

- 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.
- All facets of milk production/dairy farm systems particularly dairy processing, dairy industry structures and networks, understanding the impact of climate change on dairy farms, environment/natural resource management; and
- Dairy industry knowledge particularly feedbase management, farm business management, including drivers of profitability and productivity in diverse dairy farm systems and animal performance and welfare.
- Experience with research and development adoption, including innovative farming method adoption and change management to drive such adoption.
- Experience in engagement and communication with levy payers, dairy industry groups and broader agricultural networks.
- Understanding of the people challenges (including labour shortages) 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 will be expecting 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.
- Business acumen and professional demeanour.
- Ability to influence and to communicate/explain a point of view and consider alternative points of view.
- Meets the required standards of honesty, integrity and collaboration expected of all Dairy Australia Non-Executive Directors.

### Desirable skills and experience:

The following skills/experience will also be considered favourably:

- Trade and world dairy markets and/or international/export and domestic market access
- Product promotion and marketing
- Public policy and regulatory environment.
- Organisational/transformational change management.
- Building community trust

### 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

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.