

ADF National Council Charter

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Introduction

The powers and responsibilities of the National Council (the Council) of Australian Dairy Farmers Limited (ADF) are set out in the ADF Constitution.

This Charter has been prepared to give guidance to National Councillors with respect to their obligations under the ADF Constitution.

Responsibilities of the ADF National Council

The responsibilities of the National Council are to:

- Advise the Board annually of priority policy areas to further the implementation of the ADF Strategic Plan;
- Provide support for Policy Advisory Groups to recommend ADF involvement in new or emerging issues and in issues currently placed in ADF policy areas;
- Develop ADF policy for Board consideration;
- Report to the Board national issues of importance to dairy farmers and participate in ADF advocacy and other activities from time to time;
- Provide a vehicle for Members to raise and pursue issues with ADF;
- Provide input to the Board on the ADF strategic plan and other matters as requested;
- Periodically review the representation of Regions and determine the number of National Councillors to represent each Region having regard to the proportional volumes of milk produced in each Region
- Meet with Dairy Australia annually to provide input to the annual Dairy Australia strategic plans, to fulfill Australian Dairy Farmers' Group B responsibilities to consult on the Dairy Australia strategic plan;
- With agreement from the Board, establish standing and ad hoc committees as required;
- Appoint an independent panel for the assessment of Business Director candidates to the ADF Board; and
- Make recommendations to the Board for the Chair of each of the Policy Advisory Groups.
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Regional Representation of the National Council

The National Council must contain a minimum number of National Councillors to represent each of the Regions. The number of National Councillors representing each Region will take into account the proportional volumes of milk produced in each Region. The following representation of Regions is required assuming that the state in which the Region is located is represented by an ADF State Member: If the Region is in a state that does not have an ADF State Member, that position will not be filled or counted.

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|---------------------|---------------------------|
| • Eastern Victoria | 2 National Councillors; |
| • Northern Victoria | 2 National Councillors; |
| • Western Victoria | 2 National Councillors; |
| • New South Wales | 2 National Councillors; |
| • Queensland | 1 National Councillor; |
| • Tasmania | 1 National Councillor; |
| • Western Australia | 1 National Councillor and |
| • South Australia | 1 National Councillor |

Developing Policy

The role of ADF is to deliver policy, advocacy and representation for Australian dairy farmers on national issues. A national issue is defined as an issue that impacts one or more states or is likely to set a national precedent.

The role of the Board and the National Council in relation to policy issues comprises:

- The Board will set annual policy priority areas as advised by the National Council and Policy Advisory Groups to be implemented via the Strategic Plan;
- The National Council will make recommendations to the Board regarding new or emerging issues in order for the Board to determine ADF's involvement.
- Policy issues that are brought by the National Council to the Board should fall into one of the following categories:
 - a) Matters for decision-making by the Board. i.e. issues which are considered strategic, important, and serious or where the Board has identified the need for ongoing involvement
 - Issues for decision-making are brought to the Board by the National Council, in order to:
 - Take action;
 - Set direction for future policy work by ADF staff; and
 - Set the context of where the National Council want to take an issue (for example, this could be in relation to emerging policy issues or issues with policy implications)
 - b) Matters for information only. To inform the Board

The ADF Chairman and/or CEO should be informed of any such issues, so that the issues can be incorporated into the Board agenda. Information should be presented in the agreed format for Board papers.

Stakeholder Liaison

ADF encourages effective communication with stakeholders and has strategies in place to that effect. ADF stakeholders include Members, other industry bodies (such as Dairy Australia, Australian Dairy Products Federation, and dairy processors), State and Federal governments, employees and the community. The ADF Board will delegate stakeholder liaison activities to National Councillors from time to time.

National Council Membership and Term

National Councillors are appointed and removed by the relevant State Members and will hold office until removed by the relevant State Member or they vacate their position in accordance with the ADF Constitution.

The ADF Chair is, by right, also the President of the National Council.

Authority of the National Council

The National Council has no executive power over their findings and recommendations.

With prior agreement of the Board, the National Council may establish standing and ad hoc committees with such membership and terms of reference as the National Council thinks fit.

The National Council has the authority to convene an independent panel for the assessment of candidates for the position of ADF Business Director as outlined in the ADF Constitution.

The Board and the National Council will vote to elect the Chair (President) at the time of the next National Council meeting after the AGM, in accordance with the voting rights as set out in the ADF Constitution.

National Council Meetings

The National Council will meet as appropriate to fulfill their responsibilities, with a target of meeting at least twice per year face to face, and ideally three times per year in total. One of these meetings should include an invitation to relevant Dairy Australia staff and be timed to allow the National Council to consult on the Dairy Australia strategic plans.

Attendance at National Council Meetings

Meetings can be held in person or by telephone or video conference. Where travel is involved, where possible, meetings should be held to coincide with other meetings to minimise costs.

A standing invitation to attend National Council meetings as an observer is extended to any ADF Director who is not also a National Councillor

Agenda and minutes of National Council meetings

The ADF CEO will coordinate secretariat support to the National Council. The secretariat will ensure an agenda is prepared for each meeting and supporting papers are circulated, after approval of the President, one week before the meeting. The secretariat will ensure minutes of the meeting are prepared and maintained.

National Council members must declare any conflicts of interest at the start of each meeting or before discussion of a relevant agenda item or topic. These declarations are to be minuted.

National Council meeting minutes will be circulated to the Board, and member SFO/SDFO Presidents and Executive Officers following the issue of National Council minutes to National Councillors.

Staff attendance at National Council Meetings

- The ADF CEO will be an attendee at all National Council meetings.
- Attendance by Executive Officers from constituent member organisations is at the discretion of the respective constituent member organisations.
- Attendance by other staff and invitees will be at the discretion of the President (Chair) and, typically, will be solely for the duration of a topic relating to the work of that staff member / invitee.

National Councillor Induction

All new National Councillors undertake a formal induction program co-ordinated by the Company Secretary.

A Handbook will be provided to all National Councillors on initial appointment and should contain the following:

- National Council Charter
- ADF Constitution
- ADF Strategic Plan
- Annual Business Plan
- Organisational Chart(s)
- Internal Policies relevant to National Councillors
- Annual Review / Report
- Meeting Schedule for the Board and Committees
- Contact details for Board Directors and National Councillors
- Any other document deemed appropriate by the Chair or the CEO

Director recruitment

The National Council is responsible for the appointment of an independent panel to assess and present a statement in writing of that assessment of each candidate for the position of ADF Business Director as outlined in the ADF Constitution. There are separate guidelines and criteria for director recruitment “ADF Guidelines for Board candidate assessment”.

National Council Expenses and Remuneration

National Councillors are eligible for sitting fees and to be reimbursed for reasonable out-of-pocket expenses in alignment with the ADF Board, National Council, and Board Committee Remuneration Policy.

Publication of the National Council Charters

This Charter will be available to the Board, National Councilors, ADF members, auditors and stakeholders. A copy of this Charter is available on the ADF website in the Members area.

Review of the National Council Charter

The National Council will review this charter annually and recommend any changes to the Board. The Board will then review this charter and, taking into account any recommendations made by the National Council, amend or ratify this Charter.