



CSD Board Farming Committee Charter

This charter sets out the Board Farming Committee's (BFC) objectives, authority, composition and tenure, roles and responsibilities, reporting and administrative arrangements.

Objective

The primary objective of the committee is to assist CSD's Board in fulfilling its responsibilities and is charged with monitoring the adequacy and effectiveness of CSD's early generation seed production from CSD's farming assets..

Authority

The Board authorises the committee, within the scope of its role and responsibilities, to:

- Obtain any information it needs from any employee and/or external party (subject to their legal obligation to protect information);
- Discuss any matters with external parties (subject to confidentiality considerations); and
- Request the attendance of any employee, including directors, at committee meetings

Composition and tenure

The Board is responsible for the appointment of committee members. The committee will consist of a minimum of two members drawn from the Board and will include a CSD General Manager and the CSD Farming Manager. Guest members may attend, by invitation of the BFC Chair.

The Chair will be appointed by BFC Board Members at the first meeting of the BFC following the AGM . Members will be appointed on an annual basis.

Roles and responsibilities

The committee has no executive powers, unless delegated to it by the Board and is directly responsible and accountable to the Board for the exercise of its responsibilities. The roles and responsibilities may be revised or expanded in consultation with, or as requested by, the Board from time to time.

The committee's responsibilities are:-

1. Be a Board delegated source of advice regarding the infrastructure and farming methods of the early generation seed increase functions of the CSD Farming assets.
2. To consider such matters as are directed to it for consideration by the Board, including, but not limited to
 - a. Review and recommend the annual capital expenditure budget for CSD Farming assets.
 - b. Review and recommend the annual operating budget.
3. To consider issues arising from the terms of this Charter.

Reporting

The committee will regularly report to the Board after each meeting on its operations and activities.

The committee may, at any time, report to the Board any other matter it deems of sufficient importance to do so. In addition, at any time an individual committee member may request a meeting with the Chair of the Board.

Administrative arrangements

Number of meetings

The committee will meet at least two times per year.

Attendance at meetings and quorums

A quorum will consist of at least two Board committee members and either a CSD General Manger or the CSD Farming Manager.

Meetings can be held in person, by telephone or by video conference.



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Secretariat

A CSD General Manager will provide secretariat support to the committee. The Secretariat will ensure the agenda for each meeting and supporting papers are circulated at least 3 business days before the meeting and ensure the minutes of the meetings are prepared and maintained. Minutes must be circulated within two weeks of the meeting to each member..

Review of charter

At least once a year the committee will review this charter. This review will include consultation with the Board.

Any substantive changes to the charter will be recommended by the committee and formally approved by the Board.

Conflicts of interest

The Disclosure of Interests tabled at each Board meeting will carry over to the committee's meetings.

Committee members must declare any conflicts of interest at the start of each meeting or before discussion of the relevant agenda item or topic. Details of any conflicts of interest should be appropriately minuted.

Where members or observers at committee meetings are deemed to have a real, or perceived, conflict of interest it may be appropriate that they are excused from committee deliberations on the issue where a conflict of interest exists.