

Hamilton Regional Livestock Exchange Board Charter



1. Purpose

The Hamilton Regional Livestock Exchange (HRLX) Board (the Board) is established by resolution of Council. The Board shall remain in operation for such time as determined by the Southern Grampians Shire Council and serves as an advisory committee to Council.

This Charter defines the composition, role and responsibilities of the Board members.

2. Extent of authority

The Board shall:

- Ensure there is a current strategic and business plan consistent with the purpose of the HRLX Board and provide advice to Council on all matters relating to the strategic development of the HRLX;
- Develop the HRLX as a commercial standalone entity;
- Make recommendations to Council on the development, implementation, monitoring and provide feedback on the policies, plans and priorities of the HRLX;
- Undertake consultation with relevant stakeholders at least twice per year and with relevant interest groups as required;
- Provide advice and input to Council on issues relevant to the development of the facility including industry matters and quality assurance issues

In this role, the Board shall:

- Develop strategies and make recommendation to Council to grow the commercial business of the HRLX;
- Make recommendations on the development, implementation, monitoring and review of strategic priorities for the HRLX and provide an annual report on these priorities to Council;
- Engage and maintain regular communication with stakeholders and the HRLX.

The Board may express a preference to Council on matters relating to the Board's Charter, however, as Council has not delegated any powers or functions to the Board any, and all, decisions remain the responsibility of Council.

3. Reporting and Communication

- Minutes will be distributed to all members of the Board.
- Assembly of Councillors will be completed by the Executive Assistant to the relevant Director.
- The Chair will provide meeting updates to Council after each meeting.

4. Chair and Minutes

The meetings will be Chaired by a Southern Grampians Shire Councillor, who is appointed by Council to the Committee. In the Chairs' absence meetings will be chaired by a Deputy Chair, to be the other Council nominated Councillor. Agendas and minutes will be prepared and distributed by the Executive Assistant of the relevant Director. The Board has a possible membership of seven (7) voting members.

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5. Membership

5.1. Membership Composition

The Membership of the Board will comprise of Councillors and independent members:

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| Independent Members – Voting Members: |
| <ul style="list-style-type: none">• Five Independent Members |

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| Councillor Members – Voting Members: |
| <ul style="list-style-type: none">• One Southern Grampians Shire Councillor (being the Chairperson as appointed annually by Council);• One Southern Grampians Shire Councillor (being the Deputy Chair as appointed annually by Council); |

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| Council Officers - Non-Voting Members: |
| <ul style="list-style-type: none">• Director Infrastructure;• Relevant Council staff (as required) |

5.2 Appointment of Members

Members are appointed by Council. The vacancies for membership will be advertised across the Southern Grampians Shire.

Vacant positions will be advertised via a public Expression of Interest process. Membership will be for a maximum of two years. Members may seek reappointment at the conclusion of their term. Following a public advertising campaign, places where suitable candidates cannot be found, will remain vacant and be re-advertised the following year.

In the first year of operation, Council will appoint five Board members with the following terms and then for two years terms after that:

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| Independent Member Appointments (first year of operation) |
| <ul style="list-style-type: none">• Two Independent Members for 1 year• Three Independent Members for 2 years |

The appointment of Board members will be based on skills and competencies to assist in providing independent advice on the future direction of the HRLX. Members are to collectively have skills and experience in marketing and communications, finance, strategic planning, and business development.

Members would demonstrate that they are open-minded, analytical, curious, and have commitment to HRLX, be regionally active and have a high-level of business acumen.

6. Conflict of Interest

Members have a responsibility to declare any conflict or potential conflict between their business, professional or private interests; and their roles as members of the Board. The Board shall then determine if and how the member may participate in deliberation. Any declared conflicts must be noted in the Minutes of the meeting.

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7. Inability to Attend

Board members are requested to advise the EA to the relevant Director should they be unable to attend.

8. Resignation

Resignation shall be submitted in writing to the Chair of the Board. On recommendation from the Board, Council may suspend or terminate any member during their term for breaching Council Policy, Procedures or the Code of Conduct. Council has the right to suspend or terminate any appointment to the Board at any time with or without cause.

9. Code of Conduct

Members of the Board shall act in accordance with the Council's Code of Conduct, policies and procedures.

10. Meeting Frequency and Location

Meetings shall be closed, unless otherwise decided by the Board, however the Board may request guests to attend to present relevant information to them. The Board must meet at least six (6) times per year, plus undertake a minimum of two (2) stakeholder engagement sessions.

Meeting location will be determined and Board Members will be advised. It should be noted that COVID Safe requirements will be adhered and, subsequently, virtual meetings will apply when required.

The Board meets with stakeholder groups as a means of engaging and consulting. The stakeholder group may be made up of producers, buyers, agents, transporters, and industry or subject experts. The stakeholder group is not fixed and may be called upon from time to time at the discretion of the Board.

For a meeting to commence a quorum must be established. A quorum consists of three (3) Independent Members and one (1) Councillor.

Additional meetings can be held by determination of the Board. Location and dates of meetings will be determined by the Board.

Remuneration paid to independent members will be a set fee per meeting. Members of Board who are representative of groups or associations are not entitled to remuneration.

Travelling costs will also be reimbursed.

| Independent Member Remuneration |
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| • Sitting Fee - \$200 per meeting attended |
| • Travel Costs – 0.72 cents per kilometre |

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11. Role and Responsibilities of Board Members

Advisory Committee members will:

- participate in deliberations of the Board with regards to the policy and business which is before it;
- adhere to the objectives and policies of the Council as they relate to the business of the Board;
- be aware of the Council's resources, expenditure and activities, and the need for efficiency and effectiveness in the activities for which the Board has been established;
- be aware of the commercial nature of the HRLX;
- be aware of competitors and their operations;
- advise on business opportunities and associated marketing at the HRLX;
- consult and advise on the fee structure annually;
- undertake stakeholder engagement.

12. Decision Making

The Board shall aim to operate on a consensus model of decision-making. In the event of a vote occurring and that vote being tied, the Chairperson shall have a casting vote. The Director Infrastructure from Southern Grampians Shire Council will brief Council on the recommendations of the Board and if required prepare a formal Council report.

13. Advice to Council

Recommendations in Reports presented to Council will be decided by the majority of the Committee.

14 Administrative Support

The Council Officers shall ensure adequate administrative and technical resources are available to the Board so as to:

- record and distribute minutes of meetings;
- provide advice, support and information to the Chairperson;
- prepare and table documentation; and
- conduct correspondence on behalf of the Committee

15 Review

This Charter will be reviewed annually. Any proposed changes will be presented to Council for adoption.

August 2021

Adopted by Council: