

FACT SHEET: 2021 RMB Election – Information for prospective candidates



The Rice Marketing Board for the State of New South Wales (the RMB) is the regulatory authority that operates to obtain the best possible monetary return for NSW rice growers, by licensing Authorised Buyers and issuing the Sole and Exclusive Export Licence (SEEL). There are currently 12 authorised buyers of NSW rice. The SEEL is currently held by Ricegrowers Limited, trading as SunRice. The RMB operates under the authority of and in accordance with the *Rice Marketing Act 1983 [NSW]*.

The Board consists of seven members, three of whom are elected by growers, and four who are nominated by the NSW Minister for Primary Industries. An election will be held in 2021 for three seats on the RMB. Members are usually appointed for a four-year term.

Appointment to the SunRice Board is not automatic

Under the SEEL Agreement, SunRice has agreed to appoint two of the three elected RMB members who consent to act and satisfy the 'relevant requirements' as directors of SunRice, for the term of their appointment on the RMB. The 'relevant requirements' are found in the SunRice Constitution and currently the only requirement is that the appointed person holds, or is the representative of a body corporate that holds, a SunRice A Class share. Elected RMB members who sit on the SunRice Board are appointed on the basis that their appointment will be confirmed by shareholders at the next SunRice Annual General Meeting.

Election to the RMB does not automatically result in appointment to the SunRice Board. The RMB will form a sub-committee of non-conflicted members to assess successful candidates against agreed criteria. An interview process will be undertaken after the election results are known. The sub-committee will make a recommendation to the full RMB Board. The selection criteria may include, but is not limited to, an interest to serve on both boards, eligibility to serve on the SunRice Board, the number of votes received by the candidate, industry knowledge and experience including leadership or governance roles, an understanding of both the RMB and SunRice, an understanding of the responsibilities of directors on both boards, an understanding of the role of vesting, and skills that complement the skills matrix of both boards.

Conflicts of interest

The unique situation of dual directorship will result in conflicts of interest for the elected RMB members. The RMB has processes in place that minimise conflicts of interest that might arise from an elected member sitting on the SunRice Board.

All Board members must act in good faith and in the best interests of the RMB at all times. A Board Member must exercise their powers and discharge their duties with the same degree of due care and diligence that a reasonable person would exercise. Board Members must not engage in conduct likely to bring discredit upon the RMB. Disclosures concerning corrupt conduct are referred to the Independent Commission against Corruption.

New Board Members are required to be a graduate of the Australian Institute of Company Directors Company Directors Course, or to become a graduate within 12 months of becoming an RMB member.

More information is available from the Code of Conduct Policy for RMB members, available from the RMB website <https://www.rmbnsw.org.au>

Remuneration

The remuneration of RMB members is governed by the NSW Government's "Classification and Remuneration Framework for NSW Government Boards and Committees Policy". The current remuneration is \$20,000 per annum for Members.

Remuneration for SunRice Directors is set by the SunRice Board at a level that enables the attraction and retention of directors of the highest calibre, while incurring a cost that is acceptable to shareholders. More information on SunRice remuneration fees is at Page 69 of the SunRice Annual Report 2019-20, available from: <https://investors.sunrice.com.au/investors/?page=annual-reports>

Election information

The election process is run by the NSW Electoral Commission. Anyone is eligible to nominate for a position on the RMB Board. Candidates must give written consent to their nomination and the nomination must be supported by six eligible voters. A producer of rice is eligible to vote at an election if the producer has sown rice in NSW, at any time in the four years immediately preceding the year in which the election is held, for the purpose of growing or producing rice for sale. It is compulsory to be on the electoral roll of voters but it is not compulsory to vote in an RMB election. The method of counting votes is 'first past the post'. Further information, including the rules of the election, can be found in the *Rice Marketing Regulation 2015* and subsequent amendments, available from:

<https://www.legislation.nsw.gov.au/view/whole/html/inforce/current/sl-2015-0360>

Timetable

The following timetable is indicative only.

May 2021	RMB Board elects three members for the selection sub-committee
May 2021	Timetable is approved by the NSW Electoral Commission and the RMB
September 2021	Invite nominations
September 2021	Exhibit preliminary roll of voters
October 2021	Draw for positions on ballot paper
October 2021	Commencement of voting (paper ballots posted/on-line voting opens)
November 2021	Close of voting
November 2021	Counting of votes by NSW Electoral Commission
November 2021	Announcement of successful candidates at RMB Annual Meeting
November 2021	Interview successful candidates for seat on the SunRice Board
November 2021	Announcement of successful RMB candidates for SunRice Board
December 2021	Ministerial approval of successful candidates on RMB Board
August 2022	Appointment of two RMB members on SunRice Board at SunRice AGM

More information

If you have any questions, please contact the Board Secretary Carol Chiswell on 02 6953 3200.