



AWI WOOLGROWER INDUSTRY CONSULTATION PANEL (WICP) *and* AWI WOOLGROWER CONSULTATION GROUP (WCG)

TERMS OF REFERENCE

Version #	Date distributed	Change
1	8 May 2019	Draft for consultation and comment
2	14 May 2019	Inclusion of role for independent Chair of WICP, top page 4
3	17 May	Incorporates feedback from ICC members:
4	5 June	Outcomes of ICC meeting
5	7 June	Outcomes of Board meeting
6	28 October 2021	Addition of new members
7	1 February 2024	Minor amendments updated

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COMMITTEE NAMES

AWI Woolgrower Industry Consultation Panel (WICP) and ***AWI Woolgrower Consultation Group (WCG)***.

TYPE

The WICP and the WCG are consultative committees to AWI.

PURPOSE & ROLE

The WICP and the WCG were established by AWI in 2019 and replace the AWI Woolgrower Industry Consultation Committee (ICC), which was established in 2010.

Purpose

The purpose of the WICP and the WCG is to provide avenues for AWI to formally consult with woolgrower representative groups to ascertain woolgrower and industry priorities and needs, and provide information and receive feedback on AWI's research, development and marketing activities.

Role of AWI Woolgrower Industry Consultation Panel

1. consult on the key research, development and marketing priorities of woolgrowers and key industry issues to inform and guide AWI's Strategic and investment plans;
2. receive progress reports from AWI on its research, development and marketing programs;
3. consult with AWI on its' communications, engagement and other consultation activities;
4. receive reports on AWI's progress against independent Review of Performance (ROP) recommendations;
5. report back to their organisations to keep members informed on matters outlined above;
6. contribute to the implementation of Wool 2030 10-year plan; and
7. nominate industry members to AWI's Board Nomination Committee.

Role of AWI Woolgrower Consultation Group

1. consult on the key research, development and marketing priorities of woolgrowers and key industry issues to inform and guide AWI's Strategic and investment plans;
2. report back to their organisations to keep members informed on matters outlined above; and
3. contribute to the implementation of Wool 2030 10-year plan.

Role of the WICP Chair

It is envisaged that the Chair of the Panel will be independent of AWI and wool Industry representative groups meaning that the person will not have senior executive, management or director positions nor be a significant shareholder (> 5%) or have major commercial or business dealings with AWI or Wool Industry representative groups.

The role of the independent chair of the WICP is to;

- Facilitate the respectful and orderly conduct of WICP meetings,
- Confirm meeting agenda in consultation with WICP members and AWI,
- Ensure all WICP members have an equal opportunity to contribute within meetings,
- Ensure the business of each meeting is completed in a timely manner,
- Report back to the AWI Board on issues raised at WICP.

The Independent Chair would act as liaison for the panel with AWI, such as for convening meetings, however, would not have a public spokesperson role for the WICP or its members.

If a majority position is required on outcomes or advice during WICP meetings this is to be made by a majority of industry WICP members. DAFF, AWI and the independent chair do not have voting entitlements.

SCOPE

The WICP and the WCG are established as consultative committees to AWI for the purpose outlined above.

Agricultural industry policy development, agri-political activity and campaigning are outside the scope of the WICP and the WCG, consistent with AWI's Statutory Funding Agreement.

AUTHORITY

AWI operates under the *Corporations Act* and has corporate regulatory and statutory funding obligations. Under this framework, the authority to direct the CEO and the company rests with AWI's Board of Directors, as elected by shareholders. Directors have fiduciary duty and are accountable to the company's shareholders and to the Government.

Consultative committees to AWI, such as the WICP and the WCG provide invaluable advice to assist the board in its decision making, however do not have authority to direct the board, CEO or management. The ultimate decision-making power for AWI rests with the elected board.

Where required, the WICP will operate under majority decision making of one vote per member with input and feedback provided to the board for consideration and response.

All committees of AWI must operate under AWI's corporate governance structure and guidelines, including Code of Conduct and Business Ethics.

MEMBERSHIP

AWI will invite each organisation involved in WICP and WCG to nominate a woolgrower representative from their Board or equivalent governing forum to represent the views of their members.

Woolgrower Industry Consultation Panel

National woolgrower representative organisations (or those not represented by a national organisation) are invited by AWI to become members of WICP. Other members of WICP will include an independent Chair, the Department of Agriculture and AWI.

The members of the WICP are:

- Independent Chair
- Australian Association of Stud Merino Breeders
- Australian Superfine Wool Growers Association
- Australian Wool Growers Association
- Broad wool representative
- Commercial Merino Ewe Competitions Association
- Pastoralists and Graziers of WA
- WoolProducers Australia
- ASHEEP & BEEF (joined October 2021)
- MerinoLink. (joined October 2021)
- Department of Agriculture, Fisheries and Forestry (DAFF) representative
- Two AWI Board representatives

The Independent Chair of the WICP, will be appointed by AWI following endorsement by members of the WICP. The WICP will be asked to consider candidates against the following criteria:

- Strong chairing skills
- Good industry knowledge and experience
- Independence from AWI and Individual industry representative groups
- Good understanding of AWI corporate governance framework and operating environment.

The Independent Chair will be appointed for a two-year term. The Chair will then be vacated, and a nomination process will be undertaken.

Woolgrower Consultation Group

State representative and regional production-based woolgrower groups are invited by AWI to become members of WCG. Members of the WICP are also members of WCG.

The members of the WCG are:

- AgForce Queensland
- Birchip Cropping Group
- Flinders Ranges Merino
- Liebe Group
- Livestock SA

- Mallee Sustainable Farming Group
- NSW Farmers Association
- NSW Stud Merino Breeders' Association
- Queensland Merino Stud Sheepbreeders Association
- SA Stud Merino Sheepbreeders Association
- Stud Merino Breeders Association of Tasmania
- Stud Merino Breeders' Association of WA
- Tasmanian Farmers & Graziers Association
- Victorian Farmers Federation
- Victorian Stud Merino Sheep Breeders Association
- Western Australian Farmers Federation
- All members of the WICP

AWI will provide secretariat for the committee, and from time to time, guests may be invited to attend WICP and the WCG meetings as either presenters. For example, AWI's executive management team will be invited to present and provide information in meetings, as appropriate to the meeting agenda.

Membership, including the process for appointing the independent Chair of the WICP, as well as performance of the committees will be reviewed annually as part of the ongoing monitoring and evaluation of AWI's consultation activities.

MEETING ARRANGEMENTS

Meeting dates and frequency

The WICP will meet four times per year. WCG will meet twice a year.

The meeting dates will be determined by AWI to align with its business and strategic planning cycle, key organisational milestones and consultation needs. Meeting dates will take into account other industry dates, to either complement, or avoid clashes, wherever possible. Meeting dates will be advised in January each year and provided to members to schedule accordingly, to ensure consistency of meeting participants throughout the year.

Meeting dates will be published on the AWI website once they have been confirmed.

Secretariat

AWI will provide Secretariat support to the WICP and the WCG.

When contacting members, the Secretariat will include the relevant staff members from the members' organisations to facilitate timely communications.

Meeting agendas

Woolgrower Industry Consultation Panel

The agenda will be set by the Secretariat after calling for agenda items from members together with the WICP Chair and AWI. The Secretariat will call for agenda items from members, with all agenda items to be received no later than two weeks prior to the meeting. This will enable sufficient time to prepare meeting papers, presenters and the distribution of meeting papers. The agenda will be distributed to members no later than one week prior to meetings.

Woolgrower Consultation Group

The twice yearly workshop agenda will be set by AWI and distributed to members no later than one week prior to the workshop.

Meeting papers

The Secretariat will provide electronic copies of meeting or workshop papers to members no later than one week prior to each meeting or workshop. This will ensure members have sufficient time to read all papers and engage their organisations prior to the meeting. Hard copies of the meeting or workshop papers will be provided to members on the day of the meeting or workshop.

Meeting minutes & notes

Woolgrower Industry Consultation Panel

The purpose of meeting minutes is to record main points of discussion and outcomes of the discussions - including the feedback provided by members, any consensus positions reached and actions items.

The minutes are designed to complement, not replace, members' own meeting notes.

Draft minutes will be circulated to members for comment within two weeks following the meeting, with any comments required to be returned within three weeks of the meeting. Upon approval by the WICP Chair, the WICP meeting communique will be published on the AWI website.

Woolgrower Consultation Group

Meeting note summaries of the workshops will be circulated to members within two weeks following the workshop.

Conduct of meetings

All agenda items will be discussed openly to ensure views from members are sought and can be fed back to members' organisations, establishing an effective two-way feedback loop.

On rare occasions there may be the need for discussions with the WICP to be held in confidence – meaning either AWI or members wish an agenda item to remain strictly confidential, within the confines of the meeting and not discussed with other parties outside the meeting. This should be clearly expressed and understood during the discussion.

Meeting logistics

Arrangement of meetings will be managed by the Secretariat. AWI will pay related travel costs (air travel, mileage, meals and accommodation if required), consistent with AWI's travel policy. AWI will also provide a \$500 sitting fee for members.

RESPONSIBILITIES

For AWI's consultation with the WICP and the WCG to be effective, it requires action and responsibility by all parties – before, during and after meetings.

Woolgrower Industry Consultation Panel and Woolgrower Consultation Group member responsibilities

- WICP members will declare their pecuniary interests at the beginning of each meeting.
- WICP members will declare their verified number of woolgrower members.
- Members are expected to engage and consult their organisations prior to meetings to ensure their organisations' priorities, issues or positions on agenda items are represented at meetings.
- Ensure appropriate preparedness prior to the meeting including providing agenda items before the deadline, reading meeting papers and having an awareness of the issues raised by other members prior to meetings.
- Promote transparent and productive discussions in meetings.
- Members are expected to report back to their organisations on the issues discussed at meetings.

Chair's responsibilities

- Listen to members and provide a report on members' feedback or consensus positions to the AWI Board or relevant staff for consideration and response as required.
- Promote transparent and productive discussions in meetings.

AWI's responsibilities

- Ensure appropriate preparedness prior to the meeting including reading meeting papers and having awareness of the issues raised by members prior to meetings.
- Ensure all meeting arrangements as outlined in the above section are delivered.

DELIVERABLES

The effectiveness of AWI's consultation with the WICP and the WCG will be measured against the deliverables outlined below.

Woolgrower Industry Consultation Panel

1. Constructive two-way information provided to assist AWI to best identify and

- respond to key woolgrower needs and priorities.
2. Research, development and marketing priorities of woolgrower representative groups are identified to inform and guide AWI's Strategic and investment plans, with consensus position where possible.
 3. Information provided to assist AWI continually improve
 - a) AWI's communications, engagement and other consultation activities; and
 - b) how AWI reports benefits of R&D and marketing programs to woolgrowers.
 4. Woolgrower industry representative group satisfaction with quality and quantity of AWI information and consultation pertaining to AWI's activities including:
 - a) research, development and marketing priorities and performance; and
 - b) progress against the ROP recommendations.
 5. A 10-year plan for the wool industry is progressed.

Woolgrower Consultation Group

1. Research, development and marketing priorities of woolgrowers are identified to inform and guide AWI's Strategic and investment plans.
2. Clear guidance on AWI's strategic intent.
3. Members of woolgrower representative groups are more consulted and more informed about AWI's activities.

MONITORING & EVALUATION

A review of the WICP and the WCG will be conducted annually to ensure the forums continue to meet the purpose, role and deliverables outlined in these Terms of Reference, and to ensure these Terms of Reference continue to meet woolgrower and government expectations and AWI's business needs.

The review will be led by the AWI executive directly responsible for the WICP and the WCG. In conducting the review, AWI will consult and seek input from current WICP and the WCG members and the Department of Agriculture, Fisheries and Forestry.