



# **LIC Shareholder Reference Group, Board and Management Engagement Charter**

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## Purpose

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- 1 The purpose of this charter is to document in one place expectations as to the working partnership between the LIC Shareholder Reference Group, Board and Management.
- 2 The partnership envisioned by this Charter is committed to observing and fostering high ethical standards and all communications and interactions between the partners will occur in an environment that encourages and promotes a forum for substantive, respectful and open debate.

## Background

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- 3 This Charter:
  - (a) sets out principles to facilitate the working partnership between the LIC Shareholder Reference Group, Board and Management;
  - (b) sets out the way key shareholder issues will be dealt with between the Board and the Shareholder Reference Group;
  - (c) sets out the way significant operational issues will be dealt with between Management and the Shareholder Reference Group; and
  - (d) may be changed by mutual agreement to reflect changes to the way in which the Shareholder Reference Group, Board and Management agree to work together.
- 4 This Charter operates in a complementary fashion to the other policies and documents of the Company, including, but not limited to, the Constitution, Code of Ethics, Board Charter, the Shareholder Reference Group's terms of reference and LIC's disclosure related policies.
- 5 The Shareholder Reference Group, Board and Management will at all times work together to implement the intent and principles of this document and the relevant Company policies and documents.

## Principles

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- 6 The Directors have statutory functions and liabilities, and the business and affairs of the Company are managed by, or under the direction or supervision of, the Board to achieve its objectives. The Board will act in the best interest of the Company and with a view to adding long-term value to the Company.
- 7 The Shareholder Reference Group is an elected body of shareholders established under clause 21 of the LIC Constitution with the primary role of promoting the interests of the shareholders, assisting the Co-operative to deliver on its purpose and vision and reflecting the varied views of the shareholders in its deliberations.
- 8 The roles and functions of the Board, Shareholder Reference Group and Management are complementary and interdependent, and collectively they are critical to LIC achieving its vision/strategy and its purpose of empowering livestock farmers through the delivery of superior genetics and technology.
- 9 The Shareholder Reference Group, Board and Management recognise that the continued confidence and support of shareholders, and a well informed and actively engaged shareholder base, are essential to LIC's enduring success. To ensure these outcomes are achieved:

- the Board will proactively engage with the Shareholder Reference Group, in relation to key shareholder issues and/or significant strategies or initiatives which require feedback from shareholders. The Board will allow sufficient time for full engagement with the Shareholder Reference Group;
- the Shareholder Reference Group will proactively engage with the Board on key shareholder issues, allowing sufficient time for full engagement and consultation with the Board; and
- Management and the Shareholder Reference Group will proactively engage with each other in relation to significant operational issues that impact on the achievement of LIC's purpose and vision.
- The Shareholder Reference Group will proactively engage with Shareholders through approved communications via the LIC Communications team.

10 Information provided should be current, accurate and in a form readily usable by the recipient. If feedback or a response is requested, this should be provided within 5 working days where possible. If this timeframe cannot be achieved, the individual should let the requestor know that they are unable to meet the timeframe.

## **Engagement between the Shareholder Reference Group and the Board**

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- 11 The Chairs of the Board and Shareholder Reference Group will annually agree their joint communication and engagement plan for the financial year ahead. The Chairs will proactively adjust the plan as circumstances require throughout the year. The aim is to enhance the spirit of collaboration and to achieve the best outcomes for shareholders.
- 12 The performance of the Shareholder Reference Group will be reviewed against its primary functions and responsibilities, expected outcomes and the agreed annual communication and engagement plan when the Chairs of the Board and Shareholder Reference Group set the communication and engagement plan for the coming year.
- 13 The Chairs will work together to ensure the Shareholder Reference Group is well briefed.
- 14 For all scheduled discussions/meetings between the Board and the Shareholder Reference Group, and between the Chairs of both bodies, except in relation to urgent matters, or where the subject matter of a discussion is such that it would be inappropriate to do so:
  - the Chairs of the Board and Shareholder Reference Group will agree the agenda in advance;
  - all papers will be provided in a timely fashion, with the expectation that they will be read before the discussion/meeting takes place; and
  - discussions, actions and decisions will be recorded and the record of each discussion/meeting, will be circulated to the Board, CE and members of the Shareholder Reference Group.
- 15 Following each Shareholders Reference Group meeting, the Chair of the Shareholder Reference Group will provide a formal written report to the Board on current key shareholder issues. The Shareholder Reference Group Chair may be invited to present that report to the Board in person at the next Board meeting. Matters to be addressed may include:

- a) feedback from shareholders on key shareholder matters relating to the Co-operative; and
- b) current and intended future Shareholder Reference Group activities.

16 The Chair of the Shareholder Reference Group may also report in writing to the Board at other times on matters relating to shareholder interests.

## **Engagement between the Shareholder Reference Group and Management**

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17 The Shareholder Reference Group's communication with LIC will be through the CE, unless agreed to be delegated by the CE to another member of Management.

18 The Chair of the Shareholder Reference Group will discuss with the CE current significant or urgent operational issues, and will work collaboratively to ensure the efficient and effective provision of information to the Shareholder Reference Group where required to enable the Group to achieve its purpose as set out in the Shareholder Reference Group's Terms of Reference.

19 The Shareholder Reference Group will provide the CE with a schedule of Shareholder Reference Group meetings at the start of each financial year, to ensure that required input is able to be coordinated effectively. The CE will work with the Shareholder Reference Group Chair to ensure the Shareholder Reference Group is well briefed whenever urgent operational issues arise.

## **Resolution of disagreements**

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20 If a significant disagreement arises in relation to any of the interfaces between the Shareholder Reference Group, the Board and Management the matter will first be addressed in face-to-face discussions between the respective Chairs and/or CE.

## **Constitution prevails**

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21 If any part of this Engagement Charter is inconsistent with the LIC Constitution, the Constitution will prevail.

## **Review**

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22 The Board and the Shareholder Reference Group will review and, if necessary, update and re-publish this Charter every two years.

## Appendix 1

### Review Dates

Next Review Date	Next Approval Date	Next Authorisation Date
December 2025	February 2026	May 2026

### Review Frequency

Two yearly

### Sponsor

Shareholder Functions Manager

### Signatures

Author: Shareholder Functions Manager	Approved by: Chief Executive	Authorised by: Chair LIC Board and Chair LIC Shareholder Reference Group
Name: Melanie Tonkin Date: February 2024	Name: David Chin Date: February 2024	Name: Corrigan Sowman (Board) Mark Hooper (SRG) Date: February 2024

### Amendment and Review History

Date	Author	Issue Status	Reason for Issue / Re-Issues
Dec 2020	Gillian Brennan, Company Secretary	V1.0	To support the establishment and work of the newly formed Shareholder Reference Group
10/03/2022	Melanie Tonkin	V2.0	Reviewed and approved by CE, Board Chair and SRG Chair
15/12/2023	Melanie Tonkin	V3.0	Reviewed by CE, Board Chair and SRG Chair, changes made to clause: 9.
09/02/2024	Melanie Tonkin	V3.0	Accepted by CE; David Chin, Board Chair; Corrigan Sowman and SRG Chair; Mark Hooper

### Reviewers List

Position	Department
General Counsel	Support Services

Chief Financial Officer	Support Services
Chief Executive	Executive
Two members of the Shareholder Reference Group (one to be the Chair of the Group)	Shareholder Reference Group
Two elected directors, one to be the Board Chair	Board

## **Distribution List**

Position	Department	Date
Board of Directors	Directors	10/03/2024
Shareholder Reference Group	N/A	10/03/2024
Chief Executive	Executive	10/03/2024
General Counsel	Support Services	10/03/2024
Chief Financial Officer	Support Services	10/03/2024

## **File Path**

Once this Charter has been authorised and published it will be located as follows:

The Shed\ \Documents\Policies\POL Engagement Charter Shareholder Reference Group  
Resources Section, Diligent Board Books  
LIC website

## **Associated Documents**

- Shareholder Reference Group Terms of Reference
- Joint Board and SRG Communication and Engagement Plan
- LIC Constitution
- LIC Code of Conduct and Ethics
- Continuous Disclosure Policy
- Communication, Disclosure and Publication Policy
- Share Trading and Disclosure Policy

## **Glossary**

Term	Definition
Board	The Board of Directors of LIC
CE	Chief Executive of LIC
Company/Co-operative	LIC and its subsidiaries together or individually, as the context applies
Constitution	Means the Constitution of LIC
Director	Means a Director of LIC
LIC	Livestock Improvement Corporation Ltd
Management	Means members of the Company's Senior Leadership Team and level 2 managers
Shareholder Reference Group	Shareholder Reference Group as established by clause 21 of the Constitution
Shareholders	Means the Shareholders of the Company
Stakeholders	Means Shareholders, Staff, Customers, Suppliers and Business Partners