



Role of the Board

February 2024

The role of the board is to:

1. provide leadership to the co-operative through the establishment of a statement of strategic direction that focuses on future viability and success and ensuring that there is a continuing focus on the future rather than a preoccupation with the past and present;
2. ensure an appropriate mix of directors through interaction with key stakeholders resulting in the election and appointment of appropriately skilled personnel;
3. establish governance policies that provide the framework for the governance and management of CBH Group and ensure that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the board as required;
4. employ the CEO and determine his/her annual performance and measure this against board-established criteria as the basis for determining the Group's overall performance;
5. establish the extent of authority granted to the CEO;
6. employ the Company Secretary;
7. determine the appropriate culture for CBH Group and model behaviours that both reflect and promulgate the desired culture;
8. focus on the creation of grower value rather than on operational methods, notwithstanding the requirement to establish ethical boundaries within which management is required to perform;
9. identify and monitor the management of organisational risks;
10. ensure that the organisation complies with all internally and externally imposed compliance requirements;
11. serve the legitimate collective interests of the current and future Western Australian grain growers and account to them for the performance of CBH Group and for the board's stewardship;
12. remain up to date in terms of growers' key concerns, needs and aspirations;
13. recognise the obligation of the co-operative to conduct itself in an ethical and socially responsible manner, i.e. to be a good citizen;
14. ensure there are positive conditions for the motivation of the CEO and that there is adequate training to support her/him in their role;
15. uphold the co-operative principles for so long as CBH remains a co-operative; and
16. perform such other functions as are prescribed by law or assigned to the board under CBH Group's governing documents.