

**NZKGI Remuneration Committee
Terms of Reference
(Approved 9 May 2019)**

1. Membership

1.1. The committee shall comprise of three members all of whom shall be independent of the NZKGI Forum:

- 2 grower members of NZKGI that are not members of the Forum
- 1 independent member who is not a grower and has experience in remuneration reviews

1.2. Only members of the committee have the right to attend committee meetings. However, other individuals such as the NZKGI CEO and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.3. Appointments to the Committee are made by the NZKGI Forum and shall be for a period of up to three years extendable by no more than two additional three-year periods, so long as the committee members continue to be independent.

1.4. The Forum shall appoint the Committee Chairperson. In the absence of the Committee Chairperson, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.

1.5. The grower members of the Committee will receive the normal Forum member claim rates and the Independent member will receive a rate equal to double the normal Forum claim rates.

2. Secretary

2.1. The NZKGI CEO or their nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

3.1. The quorum necessary for the transaction of business shall be three.

4. Meetings

4.1. The Committee shall meet at least once a year and otherwise as required.

4.2. The Committee shall meet with the NZKGI Chair on an annual basis either in person by electronic means and, if required, with the Executive Committee

5. Notice of meetings

5.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairperson

5.2. Unless otherwise agreed, the notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

6. Minutes of meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 6.2. Draft minutes of committee meetings shall be circulated promptly to the Chairman and then to all members of the Committee. Once approved, minutes shall be circulated to all members of the Forum unless, in the opinion of the Committee Chairperson, it would be inappropriate to do so.

7. Annual general meeting

- 7.1. The Committee Chairperson shall attend NZKGI's annual general meeting to answer any member questions on the Committee's activities and make the Remuneration recommendation determined by the Committee

8. Duties

- 8.1. The Committee shall undertake a full review of the Forum remuneration every year.
- 8.2. Its deliberations shall be confidential
- 8.3. The Committee shall:
 - 8.3.1. Have responsibility for recommending the remuneration for all Forum representatives including the Chair and Vice Chair of the Forum. Those members voting at the Annual General Meeting shall determine the actual remuneration. No Forum member shall be involved in making proposals to the AGM in reference to their own remuneration.
 - 8.3.2. In determining the remuneration recommendation, take into account all factors which it deems necessary including relevant legal and regulatory requirements. The objective of the recommendation shall be to attract, retain and motivate the representatives to govern NZKGI to both meeting the obligations of their role and NZKGI's objectives and strategies, having regard to view of the grower members.
 - 8.3.3. Take into account the nature of the role of the Chair, the time and commitment required to discharge those duties and provide for additional payments to be made to the Chair in extenuating circumstances.
 - 8.3.4. Take into account the nature of the role and the time commitment requirement of the Vice Chair and other representatives
 - 8.3.5. Obtain reliable, up-to-date information as far as is practicable about remuneration in other organisations of comparable scale and complexity but using movements in the CPI index as a guide.
 - 8.3.6. If required by the Forum, offer advice on the performance assessment process for the Chair, Vice-Chair and Representatives

9. Other Matters

The Committee shall:

- 9.1. Have access to sufficient resources in order to carry out its duties, including access to NZKGI secretariat for assistance as required
- 9.2. Give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of representatives of similar organisations.