POSITION DESCRIPTION

Position Title	Non-Executive Director
Organisation	Australian Livestock Export Corporation Ltd (LiveCorp)
Member of	LiveCorp Board of Directors
Reports To	Chair, LiveCorp Board
Term	Three (3) years, subject to re-appointment in accordance with the LiveCorp Constitution
Time Commitment	Approximately 15–20 days per annum, including meeting preparation, committee work and travel

1 Organisational overview

The Australian Livestock Export Corporation (LiveCorp) is the livestock export industry's research, development and marketing body. It is a rural research and development corporation (RDC), and the declared livestock export marketing and research body for the purposes of the *Primary Industries Levies and Charges Disbursement Act 2024 (Cth).* LiveCorp invests in research and development and marketing to provide knowledge, advice, services and support to enable a resilient and high-performing livestock export industry.

LiveCorp is a not for profit, public limited company with approximately 37 members, being Australian licensed livestock exporters.

LiveCorp is governed by a skills-based Board of Non-Executive Directors whose collective expertise spans livestock industries, animal welfare, international trade, research and development, corporate governance and financial management.

2 Board context

The LiveCorp Board is responsible for setting the strategic direction of the organisation, overseeing management performance and ensuring LiveCorp fulfils its statutory and member obligations. The Board operates in accordance with LiveCorp's Constitution, Board Charter and applicable legislation, including the *Corporations Act 2001 (Cth).*

The Board is a skills-based board appointed to provide the mix of expertise necessary to govern LiveCorp effectively. Directors are appointed on the basis of the LiveCorp Director Skills Matrix, which identifies the general directorship capabilities and industry-specific knowledge required to govern the organisation.

The Chief Executive Officer (CEO) is responsible for day-to-day management of LiveCorp under authority delegated by the Board. The Board holds the CEO accountable for organisational performance and sets the parameters within which management operates.

3 Position overview

The Non-Executive Director (Director) contributes independent judgement, governance oversight and strategic guidance to the LiveCorp Board. Directors act collectively to ensure that LiveCorp is well governed, financially sustainable, legally compliant and delivering outcomes aligned to its purpose of supporting a competitive, sustainable and responsible Australian livestock export industry.

The role requires active participation in Board and committee deliberations, constructive challenge of management, and stewardship of LiveCorp's long-term strategy, culture and reputation. Directors are expected to bring both independent judgement and relevant sector knowledge to the Board table, ensuring decisions reflect best practice governance and the long-term interests of the industry.

4 Key responsibilities

4.1 Governance and stewardship

Directors are collectively responsible for:

- Setting and overseeing LiveCorp's strategic direction, priorities and performance measures.
- Ensuring LiveCorp complies with its Constitution, Board Charter, the *Corporations Act 2001 (Cth),* and all relevant legal and regulatory obligations.
- Approving governance frameworks, policies and delegated authorities, including those relating to risk, compliance, and procurement.
- Participating in regular evaluation of Board performance and engaging in ongoing development to maintain governance effectiveness.

4.2 Strategy and performance oversight

Directors contribute to and oversee:

- Development, approval and monitoring of LiveCorp's strategic and annual operating plans, including RD&E investment priorities.
- Monitoring of organisational performance against agreed objectives, including delivery of industry outcomes, research impact, and market access priorities.
- Consideration of emerging risks and opportunities affecting the livestock export industry, including policy changes, market access developments, international trends and animal welfare standards.
- Oversight of LiveCorp's RD&E portfolio to ensure investments align with industry priorities, deliver measurable outcomes and reflect the requirements of RDC obligations.

4.3 Financial and risk oversight

Directors are expected to:

- Oversee financial sustainability, including budgets, financial reporting, audit processes and maintenance of levy funds in accordance with legislative requirements.
- Ensure the integrity of financial information and that appropriate systems of internal control and assurance are in place.

- Oversee LiveCorp's risk management framework, including strategic, operational, financial, reputational and compliance risks.
- Provide oversight of non-financial risks including workforce risks and cyber risk.

4.4 Culture and ethics

Directors play a key role in:

- Promoting a culture of integrity, accountability and ethical conduct consistent with LiveCorp's values.
- Overseeing the appointment, performance evaluation and succession planning for the CEO.
- Ensuring appropriate frameworks exist for workforce wellbeing, capability development and organisational culture.
- Setting the tone from the top on animal welfare standards, industry ethics and responsible business conduct.

4.5 Stakeholder and industry engagement

Directors are expected to:

- Maintain constructive relationships with LiveCorp members, levy payers, government agencies, research institutions and industry bodies.
- Represent LiveCorp externally when requested, in line with Board-approved protocols and speaking authorities.
- Contribute to effective engagement with Australian and international stakeholders relevant to LiveCorp's mission, including exporters, importers, welfare organisations and regulatory bodies.
- Support the development and maintenance of productive international market relationships that underpin the viability of the live export trade.

4.6 Board and committee participation

Directors are required to:

- Attend and actively participate in all scheduled Board meetings, in person where required, unless a legitimate reason prevents attendance.
- Prepare thoroughly for meetings, including review of Board papers and seeking clarification on matters where required.
- Engage constructively between meetings on matters requiring Director input, including correspondence, approvals and stakeholder engagement.

The Board typically meets five times per year.

5 Director Skills Matrix

The LiveCorp Board seeks to maintain a balanced and complementary mix of skills and experience across its membership. Directors are appointed on the basis of their collective contribution to the Board's capability profile. Individual candidates are not expected to hold expertise across all areas; however, they must contribute meaningfully to the Board's overall skill mix.

The following skills matrix sets out the capabilities sought across the Board.

General directorship skills		
1	**Corporate governance**	Experience in the application of corporate governance principles and/or in the context of a commercial enterprise, not-for-profit enterprise or other regulated entity.
2	**Legal & compliance**	Experience in government legislation / legislative process / public policy; corporate compliance requirements / practices / procedures.
3	**Financial management**	The ability to read and understand fundamental financial statements and essential quantitative information, including balance sheet, income & expenditure statements, and cash flow statements.
4	**Business management**	Experience in setting and reviewing, or materially participating in setting and reviewing, the strategic direction of an entity at the Board or Executive level. Management of an organisation (or a team within an organisation).
5	**Leadership**	Experience in leadership of an organisation (or a large team within an organisation) where that organisation adheres to and demonstrates a values-based culture. Executive performance management (management of the CEO).
6	**Risk management & fraud control**	Experience in risk management with the ability to assess and balance risk and return. Understanding of fraud control and management, cyber risk & control, WHS, psychosocial, bullying and harassment.
7	**Stakeholder management**	Experience in being accountable to and managing engagement and the expectations of external stakeholders of an organisation – for example, shareholders, government, regulatory bodies or industry representative bodies.
LiveCorp-specific industry skills		
1	**Livestock management & welfare**	Experience at a senior level in an enterprise involving livestock management and the use of good welfare practices.
2	**Livestock production & husbandry**	Experience at a senior level in an enterprise involved in the production and/or husbandry of livestock.
3	**Transportation & export**	Experience at a senior level in an organisation involved in the transportation and export of meat and/or livestock.
4	**Research & development administration**	Experience in, or a thorough understanding of, research and development and extension priorities and processes in the context of Research and Development Corporations (RDCs).
5	**Innovation & commercialisation**	Experience in, or a thorough understanding of, the process of applied innovation including adoption and commercialisation of research & development outcomes, in the context of Research and Development Corporations (RDCs).
6	**International market development**	Experience in or a thorough understanding of: Export markets in the role of market participant, analyst or market regulator. The operation and economic conditions governing the operation of international markets (market access).
7	**Product promotion**	Experience in international marketing and promotion of livestock.
8	**Experience & knowledge of the red meat and livestock Industry**	Experience in, or a thorough understanding of the red meat and livestock industry.

6 Essential Director capabilities

All Directors must demonstrate:

- Leadership at board or senior executive level, with the ability to contribute constructively in a complex governance environment.
- Sound understanding of corporate governance, directors' duties and regulatory obligations applicable to companies limited by guarantee or similar structures.
- Strategic thinking capability, including the ability to interpret complex operating environments and translate insights into long-term strategic direction.
- Financial literacy, including the ability to interpret financial statements and provide oversight of financial sustainability and assurance processes.
- Risk management capability, including oversight of enterprise risk frameworks and emerging operational and non-financial risks.
- Experience engaging with diverse stakeholders, including government, industry bodies and levy payers, in a member-based or federated governance environment.

7 Personal attributes

All Directors are expected to demonstrate:

- High integrity, sound judgement and professionalism in all conduct associated with the role.
- The ability to listen, communicate clearly and engage in respectful, constructive debate.
- Emotional intelligence and the ability to work collegially as part of a skills-based Board.
- Independence of thought, with the confidence to ask difficult questions and respectfully challenge management and fellow Directors where appropriate.
- Commitment to LiveCorp's purpose, the long-term success of the Australian livestock export industry, and the highest standards of animal welfare.
- Awareness of and sensitivity to stakeholder perspectives, including the views of levy payers, exporters, importers and the broader community.

8 Directors' duties and legal obligations

Directors must comply with their statutory and fiduciary duties under the *Corporations Act 2001 (Cth)* and applicable common law, including obligations to:

- Act in good faith in the best interests of LiveCorp and for a proper purpose.
- Act with due care and diligence.
- Avoid improper use of position or information.
- Appropriately disclose and manage actual or potential conflicts of interest in accordance with LiveCorp's Conflict of Interest Policy.
- Ensure LiveCorp does not trade while insolvent.
- Hold a valid Director Identification Number (DIN) and maintain it in accordance with legislative requirements.

- Confirm that no disqualification, banning order or other restriction applies that would prevent the individual from acting as a director under the *Corporations Act 2001 (Cth)*.

Directors must maintain confidentiality of Board information and comply with all applicable Board policies, codes of conduct and governance documents.

9 Time commitment

The role requires an estimated commitment of approximately 15–20 days per annum, inclusive of:

- Preparation and attendance at Board meetings (typically five per year, held in person or virtually).
- Preparation and attendance at committee meetings.
- Travel time associated with Board and committee meetings.
- Participation in Board strategy sessions, stakeholder engagement activities and other Board-related events as required.
- Review of correspondence, approvals and other matters arising between meetings.

Directors should expect that this commitment may increase from time to time, particularly during periods of significant strategic activity or organisational change.

10 Remuneration and expenses

Directors are paid fees in accordance with Board-approved remuneration arrangements, inclusive of superannuation, as determined from time to time by the Board and in accordance with the LiveCorp Constitution.

Reasonable travel, accommodation and ancillary expenses incurred in the performance of the role are reimbursed on a cost-recovery basis in accordance with LiveCorp's Expenses Policy.

11 Performance and review

Directors participate in periodic Board performance evaluations. The Chair may also engage with individual Directors between formal evaluations to provide feedback and support effective Board functioning.