

Irrigation Australia Certification Board - Terms of Reference

1. Terms of Reference

1.1 Purpose

The function of the Certification Board is to provide governance of and a quality assurance process for the Irrigation Australia's Certification program.

1.2 Function

To fulfil this purpose, the Certification Board will, with determination by the Irrigation Australia Board:

- (a) Establish, periodically review and manage processes related to:
 - a Code of Conduct for all Irrigation Australia Certification holders;
 - establishing the criteria for new entrants to the Certification Program;
 - Certification of Continuing Professional Development requirements for all Irrigation Australia's Certifications;
 - A disputes resolution process to resolve disputes between Certified Irrigation Professionals and clients, including communications to each party involved in a dispute;
 - A disciplinary process, to enable a systematic, consistent and formalised response to breaches of the Code of Conduct by Irrigation Australia Certification holders – and where the disputes process enables a right of appeal to the Irrigation Australia Board;
 - Peer review or audit of Certification holders; and
 - Auditing of Irrigation Australia processes for issuing, recording and promoting Certifications.
- (b) Developing and implementing any other policy, procedure and systems that may be necessary to ensure and protect the integrity of the Irrigation Australia's Certification framework, and individual Irrigation Australia's Certification holders.
- (c) Consider and endorse, reject or amend recommendations made to it by Irrigation Australia's Professional Development Committee in relation to the Irrigation Australia Certification program.
- (d) Periodic review of the skills and knowledge required for each certification.

2. Operation of the Certification Board

Relationship to Irrigation Australia Limited

The Certification Board will be accountable directly to the Irrigation Australia Board. Irrigation Australia's Board will have final veto powers over any decisions made by the Irrigation Australia Certification Board. Note: this arrangement will:

- a) ensure separation between Irrigation Australia staff undertaking the day-to-day administration of the Certification program, and the governance arrangements for the Certification program; and
- b) ensure elected Irrigation Australia members (i.e. IAL Board) retain ultimate control through the powers of veto.

Certification Board Meetings

To fulfil the purpose and functions described in the Terms of Reference, the Certification Board will meet at least three times a year, with further meetings arranged on an 'as needs basis'. Meetings can be in person, by teleconference or other suitable means.

Irrigation Australia's nominated staff member will provide secretariat services to the Certification Board, including arranging, scheduling and attending meetings and preparing correspondence etc., but will not be a member of the Certification Board.

In circumstances where a Certification Board member has:

- i. Failed to attend two consecutive Certification Board meetings without apology; or
- ii. Failed to attend three or more meetings in any one calendar year;

then the Irrigation Australia Board may determine to remove that member from the Certification Board and replace them with another member.

Outputs from Meetings

Certification Board meeting minutes must be recorded, made available to Irrigation Australia's CEO and tabled at the next occurring Irrigation Australia Board meeting. The Certification Board Meeting Minutes must include decisions made by the Certification Board, with a record of the rationale behind the decisions.

Meeting Costs

Irrigation Australia will reimburse travel related expenses of Certification Board Members in accordance with Irrigation Australia policy.

3. Certification Board Membership

The Certification Board will be comprised of five members, including:

- i) a representative of the Irrigation Australia Board; and
- ii) Irrigation Australia members with the following skill or skills:
 - a. extensive irrigation design, consulting, management, operation or installation experience; and/or
 - b. certification and/or accreditation programs; and/or
 - c. regulation, compliance, process audit and enforcement experience or skills; and/or
 - d. high level corporate governance experience.

The Certification Board may also appoint, at their discretion, an Irrigation Australia certified member who qualifies as a young professional, that is under the age of 40 years at the time of appointment for a term of up to two-years, who then must retire by rotation but may renominate for a further term at which time a call for young professional nominations will be made to all certified members.

Members will be appointed for a minimum two-year period and will vote a Certification Board Chair and Deputy Chair from amongst the Certification Board, provided there is no Chair or Deputy Chair currently serving their two-year tenure. Each year the two longest serving members will retire by rotation but will be eligible for re-nomination. If more than two members have the same length of service, then the Certification Board will conduct a ballot amongst themselves to determine who should retire by rotation.

No Certification Board Member shall hold office for a period in excess of 10 (ten) consecutive years or beyond the tenth election following appointment, whichever is the longer.

The Irrigation Australia Board Representative will be selected by the Irrigation Australia Board and reviewed on an annual basis.

Each year Irrigation Australia will call for expressions of interest from Irrigation Australia's eligible certified members to nominate for a position on the Certification Board. Nominations must include:

- Completed application form from nominee;
- Bio and/or CV of nominee;
- Responses to the questions included on the application form

All nominations are to be reviewed and accepted by the Irrigation Australia Board prior to the appointment and/or ballot should it be required.

If there are more nominations than vacant positions, then a ballot by Irrigation Australia certified members will be conducted by the Company Secretary and the results advised following the closing date.

4. Review of Terms of Reference

- The Certification Board to review the Terms of Reference, every two years, or as required.
- The Certification Board to refer any material changes to the Irrigation Australia Board for ratification.