



THE ROLE OF THE CHAIRMAN OF THE BOARD

1 Introduction

- 1.1 The Chairman's role is a pivotal one at Clean Seas Tuna Limited ("Clean Seas Tuna" or the "Company").
- 1.2 The Chairman will have proven leadership skills in guiding the Board to provide strategic direction and effective oversight of management.
- 1.3 In this role the key objective is to encourage management to continuously strive for above average performance, taking into account risk.
- 1.4 The Chairman will work with the Board and management to ensure that Clean Seas Tuna conducts its business and affairs in a manner that is in accordance with sound commercial practice; that conforms to relevant laws and is consistent with the Company's Constitution.
- 1.5 Open and transparent communication will exist between the Chairman and the Executive, facilitated by regular Company performance reporting.
- 1.6 The Chairman must be an independent Director and cannot have been Chief Executive Officer for the previous three (3) years.
- 1.7 The purpose of this document is to clearly establish the requirements necessary to undertake the role of Chairman.

2. Role: - Meetings of the Board

- 2.1 The Chairman's role is to Chair Board Meetings so as to:
 - a) settle Board agendas in liaison with the Chief Executive Officer and Company Secretary and convene meetings of the Board;
 - b) ensure that appropriate matters are brought before the Board for information, discussion, deliberation and decision, including matters which Directors may wish to raise;
 - c) chair Board meetings in a manner which results in consensus and a commitment to clear and unambiguous Board decisions;
 - d) ensure Board discussions effectively address the matters before the Board and the critical issues (if any) facing the business;
 - e) foster a climate of openness, common purpose and debate where contributions from all members are encouraged and valued; and
 - f) ensure Board minutes properly record Board decisions and the business conducted at the meeting.

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3. Role: - Leadership and Related Responsibilities

3.1 The Chairman’s role is to:

- a) develop a productive, ongoing relationship with the Chief Executive Officer;
- b) act as mentor for the Chief Executive Officer;
- c) ensure that the Chief Executive Officer is aware of the Board’s expectations in terms of performance and information;
- d) ensure appropriate relationships exist between individual Directors and the Executive team;
- e) chair the Annual General Meeting and any other formal meetings of the Company;
- f) assist in finalising the Company’s annual and half-yearly report;
- g) develop a draft annual calendar of Board activities, including Board meeting dates for the coming year, for Board consideration;
- h) authorise and/or make public announcements pertaining to the operations of the business;
- i) oversee and where appropriate participate directly in, the relationship between the Company and its shareholders; and
- j) actively represent the Company in the wider public domain, including acting as spokesman in matters that have a significant bearing on the Company’s activities.

4. Role: - Board Direction

4.1 The Chairman’s role is to:

- a) be primarily responsible for the direction and effectiveness of the Board;
- b) monitor and review the adequacy of the information presented to the Board for decision making;
- c) obtain further information which members of the Board consider necessary for decision making by the Board, including obtaining external advice or the making of independent enquiries;
- d) ensure the timely dissemination of information relevant to the Board’s deliberations;
- e) oversee the establishment and operation of Board Committees, including their composition, terms of reference, effectiveness and remuneration;
- f) ensure that the Board has defined its role and relationship with management to enable both to function efficiently and effectively;
- g) act as a link between Board and management between Board meetings;
- h) ensure that the Board’s performance is reviewed annually to ensure that the Board as a whole performs effectively;
- i) ensure that a robust process is in place for reviewing Board membership and the balance of competencies among Directors;
- j) consider requests from a Director or the Directors collectively or from a Committee of the Board for obtaining independent advice and make the necessary arrangements for the provision of that advice, including authorising payments for the advice and/or services provided.

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5. Role: Required Skills and Attributes

5.1 The Chairman requires a range of specific skills and attributes in leading the Board in its decision-making and oversight processes.

5.2 Essential Skills are regarded to be a:

Demonstrated ability and capability in a number of the following areas:

- a) Strong strategic expertise with proven industry experience;
- b) Very strong commercial and financial acumen with the capacity to contribute to developing and growing businesses;
- c) Strong national business networks;
- d) Strong credentials in primary production, fisheries and aquaculture; and
- e) Strong corporate governance expertise.

5.3 Core Business Skills are regarded to be a:

Demonstrated ability and capability in a number of the following areas:

- a) corporate governance skills;
- b) strong leadership skills;
- c) the ability to maintain effective professional and working relationships with stake holders including shareholders, government and the community;
- d) creative commercial skills;
- e) financial skills;
- f) strategic planning skills;
- g) management and risk assessment skills;
- h) the ability to ensure compliance with legislation, policies and procedures;
- i) a sound understanding of a Director’s legal duties and responsibilities;
- j) an understanding of employee and industrial relations issues; and
- k) a sound knowledge of strategic marketing and public relations.

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5.4 Personal Qualities

The following personal qualities are highly desirable;

- a) personal and professional integrity;
- b) sound independent judgment;
- c) sound business acumen;
- d) genuine interest in the organisation and its business;
- e) high level interpersonal and persuasion skills, including the ability to work within a team; and
- f) previous experience as a Chairman of a commercial enterprise.

6. Disclosure

6.1 The Board will make appropriate disclosure to shareholders in Clean Seas Tuna’s Annual Report of the key aspects of this statement on the Role of Chairman, including explaining any departure from the best practice recommendations set out in the Australian Securities Exchange Corporate Governance Principles and Recommendations.

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This Role Statement was approved by the Clean Seas Tuna Board on 16/04/2012.

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