

The New Zealand Merino Company (NZM), Grower Reference Group Terms of Reference.

NZM recognises the critical importance of maintaining a close and collaborative relationship with its grower community to ensure the continued relevance, effectiveness, and long-term success of its business model and sourcing programmes (ZQ and ZQRX). Engaging with a representative group of growers at key points throughout the year provides valuable insight into on-farm realities, emerging challenges, and strategic opportunities. This two-way communication benefits both NZM and the grower network by supporting more informed, inclusive, and practical decision-making.

The establishment of a formalised reference group will enhance structure, transparency, and consistency. This approach will foster a strong collaborative environment, deep trust, and continue to enable NZM to effectively develop solutions and strategies that consider the needs and aspirations of its growers.

Purpose

The Grower Reference Group serves as a dedicated forum for growers to provide feedback, share on-farm realities, and offer informed recommendations on NZM initiatives. It is designed to promote genuine collaboration and ensure that decision-making processes are inclusive, transparent, and aligned with international best practice.

By establishing a clear and consistent mechanism for consultation, the Grower Reference Group ensures that all stakeholders with a vested interest have the opportunity to contribute with their perspectives and knowledge. This structured engagement supports balanced, evidence-based decision making, enhances mutual understanding, and supports the continual strengthening of the overall integrity and effectiveness of NZM's programmes and strategies.

Roles and Responsibilities

The New Zealand Merino Company

NZM holds the responsibility for chairing all Grower Reference Group meetings. This includes setting and planning the agenda, preparing and distributing any relevant briefing materials in advance, and facilitating the meetings to ensure they are productive and inclusive. NZM is also accountable for maintaining transparency throughout the decision-making process, ensuring that all views are heard, documented, and considered in a fair and equitable manner. This approach reinforces trust, supports informed dialogue, and upholds the integrity of the engagement process.

The Grower Reference Group

The Grower Reference Group as a collective is not a decision-making body. The group will provide advice and guidance that will be used to determine the content and application of initiatives conducted by NZM

The Grower Reference Group will operate according to these Terms of Reference.

Individual Members

- Contribute expertise and practical knowledge to inform NZM's decision-making and strategic direction.
- Attend scheduled meetings and actively participate in progressing actions outlined in the meeting action list.
- Respect and consider diverse perspectives, both within the group and across the broader ZQ grower community.
- Support NZM in continuous improvement initiatives, including participating in pilots, trials, or other collaborative projects.
- Participate in the review and revision of the ZQ Standard, if requested, contributing insights to ensure it remains relevant and effective.
- Act as a representative for growers in a similar region and sheep system. Participate as a member of a diverse and representative group to promote solutions that are fair across the ZQ supply base.
- Some members of the Grower Reference Group may be asked to contribute to broader discussions related to the ZQ standard governance and updates. This would be working alongside a range of stakeholders including brands, NGOs and subject matter experts.
- Supporting the communication of outcomes back to the wider grower community

Meeting cadence

- Standing agenda items will be reviewed and confirmed during the first meeting. Additional agenda items will be included as outlined in the Project Schedule or as needed.
- Subject Matter Experts (SMEs) will be invited to participate in meetings on an as-needed basis. NZM will manage all invitations and communications with SMEs.
- Action items will be used to track the group's activities, progress, and decisions, ensuring accountability and follow-through.
- The Grower Reference Group will convene at least twice annually, with additional meetings scheduled if required.
- NZM will distribute the meeting agenda and any supporting discussion papers at least 48 hours in advance of each meeting to allow for adequate preparation.
- Meeting notes, action items, and decisions will be circulated by NZM within 48 hours following each meeting.
- If a group member is unable to make a meeting, they are expected to provide an apology at least 48 hours prior to the meeting time

Topic alignment

One month prior to each scheduled meeting, NZM will consult with Grower Reference Group members to confirm and finalise proposed discussion topics. These topics will be used to shape the meeting agenda, ensuring a balance between the interests and priorities of the grower community and the input NZM requires to support programme development and improvement.

While grower input is central to the agenda-setting process, NZM reserves the right to prioritise key topics or feedback areas necessary to meet project timelines, regulatory requirements, or strategic objectives.

Eligibility

To ensure that the activities of the Grower Reference Group align with the objectives of NZM, and the interests of all participants, membership is limited to ZQ-certified growers who are actively engaged in the programme and committed to its continuous improvement. There is no financial obligation or compensation associated with participation in the group.

The grower representative should have the capacity to engage constructively in discussions and to make reasonable commitments on behalf of their farming operation in relation to the group's scope, including:

- Contributing feedback on ZQ standards and programmes

- Participating in consultation, pilot projects and improvement initiatives
- Representing broader grower perspectives

The group shall at all times have a minimum of six and, maximum of eight ZQ grower members

- Eligible ZQ growers will be invited to submit an expression of interest form, and the group will be selected from those self-nominations.
- NZM will select the group members to reflect the broad make-up of the ZQ grower network and not bias to any grower type or region

Code of conduct

To ensure a respectful, productive, and collaborative environment, participants are required to engage in a professional and constructive manner. This includes:

- Treating all members with respect, valuing diverse perspectives, and contributing with a spirit of collaboration.
- Being well-prepared for meetings and engaging actively through attentive listening and thoughtful feedback.
- Avoiding personal attacks, discriminatory language, or disruptive behaviour, which will not be tolerated under any circumstances.
- Meetings will follow the agreed agenda to ensure focus and efficiency. Off-topic matters may be noted and scheduled for follow-up outside of the meeting where appropriate.
- All meetings will operate under the Chatham House Rule, allowing participants to speak freely and honestly. If any participant wishes to share something confidentially, this should be clearly indicated so the information can be excluded from meeting notes.
- Any concerns or breaches of this code of conduct should be reported to the NZM meeting chair, who will take appropriate and timely action to address the issue.

Tenure

The ZQ Grower Governance Group will operate from (start date to end date). Growers appointed to the ZQ Grower Governance Group will each serve a 12-month term and can serve up to three consecutive terms.