

## Overseer Managed Transparency Policy

### 1. Purpose

- 1.1. Overseer Limited is committed to fostering trust and confidence in Overseer amongst Overseer users and other stakeholders through managed transparency. This will be undertaken to maximize the benefits of Overseer to regional councils, farmers, other users and stakeholders while minimising the risks associated with the disclosure of Overseer Intellectual Property for the benefit of the Licensors and the public who have made the investments in the development of Overseer.
- 1.2. The purpose of this Overseer Managed Transparency Policy (**Transparency Policy**) is to provide a succinct summary of various business processes that are intended to support a relationship of trust and confidence between Overseer Limited and its users and other stakeholders by improving visibility for external stakeholders and ensuring that a consistent approach is adopted when dealing with requests for information about Overseer.

### 2. Scope

- 2.1. This Transparency Policy covers key business activities and processes that are of direct relevance to the purpose as stated in above 1.1 and 1.2.
- 2.2. This policy also demonstrates how Overseer Limited intends to meet the challenge of balancing appropriate transparency with the need to protect the commercial value of the Overseer IP which is important to the financial sustainability of Overseer Limited.
- 2.3. In line with Overseer Limited general process for its policies, this policy will be reviewed annually.

### 3. Compliance with the Transparency Policy

- 3.1. It is the policy of Overseer Limited that:
  - a. all staff and contractors be made aware of this Transparency Policy; and
  - b. where relevant to them, all staff and contractors adhere to the Transparency Policy.

### 4. Transparency Principles

- 4.1. **Agile approach**

Overseer Limited works in a dynamic and agile way to develop the Overseer software and the underlying science models so that we can focus on what creates the greatest value for our users. This requires regular engagement with users and other stakeholders as well as relationship of trust and confidence, for which transparency plays a key role.
- 4.2. **Adherence to the Licence Agreement**

The Licensors who own the Overseer IP have granted an exclusive, non-transferable, sublicensable and royalty free licence to Overseer Limited for the purpose of conducting its business. Overseer Limited must at all times comply with the terms and conditions stipulated in the Licence Agreement and this policy will always be applied subject to that requirement. Overseer Limited will ensure the Overseer IP is protected so it can be used for the benefit of New Zealand.

## 5. Management of Transparency

As part of its continuous improvement effort and to foster trust and confidence in Overseer amongst users and other stakeholders, Overseer Limited seeks to implement business activities and processes that support an effective use of Overseer to help enable farms to be environmentally and economically sustainable.

5.1. Overseer Limited undertakes a range of Business as Usual (**BAU**) activities that support transparency. As part of its BAU, the following information is made publicly available through multiple channels that include the Overseer Limited corporate website

<https://www.overseer.org.nz/>

- Detailed information presenting the Overseer science model components and how they work together and generate results.
- All the documented Technical Manual Chapters.
- References to many scientific papers setting out Overseer development, review and utility.
- Details about Overseer science work programme.
- Details of all software updates and release notes.
- Overseer product roadmap annually showing its active priorities.
- Overseer software development backlog.
- Quarterly shareholder reports (in addition to annual reporting) that cover a wide range of business updates and performance measures.
- Up-to-date guidance regarding data entry and interpretation of results.

### 5.2. **Unpublished Technical documentation**

All Technical Manual Chapters currently documented are published on [overseer.org.nz](https://www.overseer.org.nz/). Any other unpublished technical documentation can be made available for a specific purpose on a case-by-case basis and subject to the application process set out below.

### 5.3. **OverseerSci Software**

OverseerSci is made freely available to researchers under published terms and conditions to enable bulk analyses and detailed analyses for research and model testing and development purposes.

OverseerSci provides researchers and the science community with the opportunity to undertake detailed assessment of the model results. Access to OverseerSci is available through the helpdesk.

### 5.4. **Access to the science model code**

Access to the science model code (or parts of it) can be made available to individuals to support model assessments. Access will be determined on a case-by-case basis and subject to the application process set out below. Relevant information to support assessments including literature and access to OverseerSci will be made available to the applicant.

### 5.5. **Applications to access confidential material**

Overseer Limited will act reasonably when considering any request for access to the science model code and unpublished technical documentation consistent with the intent of this policy as stated in 1.1 and 1.2.

- Applications for unpublished technical documentation and access to the science model code will be able to be made through the process outlined in 5.6. This process will be made public on <https://www.overseer.org.nz/>.
- Access will be subject to Overseer Limited board oversight and approval, on the basis that it will adopt a general presumption in favour of granting access unless there is good reason not to.
- Any persons granted access will be required to sign a non-disclosure agreement provided by Overseer Limited.

This business process is intended to support access to the science model code and unpublished technical documentation for a specific purpose to a specific individual(s) in a way that manages and minimises the risks for Overseer Limited and the Licensors associated with the disclosure of Overseer IP.

#### 5.6. Process to seek access to confidential material

- Applicants will apply online;
- Engagement with the applicants, including establishing access to OverseerSci, will be managed through the online application process;
- The Overseer Limited board or a person delegated by the board to do so, will consider applications;
- Feedback will be provided to the applicants on the decision, including any reasons for not agreeing to allow requested access;
- Each year Overseer Limited will report publicly on the operation of this policy, including a high-level analysis of the access provided and the reasons for not agreeing to allow requested access.

## 6. Definitions

**Intellectual Property** and **IP** means all intellectual property rights existing anywhere in the world under statute, common law or equity including but not limited to patents, designs, copyright, plant variety rights, trade marks, data, and any rights of a similar nature whether registered or unregistered (and including applications, and the right to apply, for any of the foregoing), trade secrets and rights in confidential information.

**Licence Agreement** means the Licence Agreement between the Licensors and Overseer Limited signed in April 2016.

**Licensors** means AgResearch Limited, New Zealand Phosphate Company Limited and Her Majesty the Queen in right of New Zealand acting by and through the Ministry for Primary Industries, who jointly own the OVERSEER IP.