

ATTENDANCE

<p>Directors: Mike Berwick (left 2.45pm) Keith Noble Ken Atkinson Allison Halliday (left 3.30pm) Peter Rowles Ryan Donnelly Steve Turton</p>	<p>Staff: Carole Sweatman, CEO Michelle Nusse, Corporate Services Manager(left 3.15pm) Penny Scott (left at 11.25am) Colleen McIntosh, Executive Support Officer</p> <p>Others: Apologies: none</p>
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Friday 24 February 2017

OPEN SESSION Mike opened the meeting at 8.45am	ACTIONS
<p>Traditional Owner Welcome to Country</p> <p>Mike paid his respects to the Traditional Owners past and present and thanked them for having us on their country.</p>	
<p>Declaration of Conflict of Interest</p> <p>Mike declared a conflict of interest due to accepting full time work with GreenCollar and therefore advised that he is resigning as Chair of Terrain and as Chair of RGC.</p> <p>Mike had forwarded his Chair’s Report earlier in the week advising his intention to resign.</p> <p>Letter of resignation taken as read. Hoping still to do as much or more for NRM’s. Hopefully will be injection of funds into the system from the Carbon market.</p> <p>Couple of strategic things need to be carried further, and Mike made the following comments:</p> <ol style="list-style-type: none"> 1. The cluster arrangements with Cape York and Northern Gulf – <ul style="list-style-type: none"> o Need clear arrangements and commitment from Cape York and Northern Gulf for the Joint Venture o Qld Government is expecting serious reform and serious changes amongst NRM groups in the state. o We need to cut costs but not to the extent we cannot deliver anything <p>Keith advised he had spoken to Northern Gulf’s deputy Chair, Rikki Gunn at the RGC meeting and she indicated they would like to see the Joint Venture happen, the intention and desire is still there but are worried about loss of their local identity and staff.</p>	<p>No. 424. Colleen to arrange a meeting for Mike and Keith to discuss soil health issues</p> <p>No 425. Colleen to follow up date for proposed joint NRM CEOs/Chairs and then joint and board meeting</p> <p>No 426. Colleen/Carole to follow up appointing an independent</p>

Carole and Bob Frazer are trying to arrange a joint Board meeting between the 3 Boards, however it makes more sense to reconvene the Leadership team of CEOs and Chairs initially.

Ken suggested the possibility of having a professional facilitator or at least an independent Chair for the meeting.

Keith then called for the Directors to run a process for replacing the Chair using the following steps from the FNQ NRM Ltd (Terrain) Constitution

Recommended Key Steps

Step One	Appoint Chair <i>pro tempore</i> -section 14.2 (a) using the rules from section 14.2 (c)
Step Two	If an existing director is appointed as Chair <i>pro tempore</i> the board may appoint a Director <i>pro tempore</i> to fill the place of the Director appointed to Chair <i>pro tempore</i> - Section 14.5 (i) Method of appointment is the same as Chair <i>pro tempore</i>
Step Two	Notify the SISP and request SISP to commence the process for recruitment and selection – Section 14.2 (b). Time frames for recruitment are not specified in the Constitution

Important Discussion Points

- The board need to discuss timelines taking into account all expiring Director terms
- Keith, Mike and Ryan’s terms expire in November 2017
- SISP Process usually commences in August and takes two months

Keith called for nominations for the Chair *pro tempore* position.

Ken nominated Keith and Steve seconded the nomination. Keith called for any other nominations and as there were none, Keith’s appointment was carried unanimously.

Keith thanked the Board for their endorsement and said he values Terrain and the regional NRM network adding there is no other mechanism for delivery other than NRM – if NRM folded altogether, the government would have to find another solution for delivery. Keith said he is very happy to be in this role and this position.

The Board agreed Mike should stay for the rest of the meeting if he wished to and could leave the meeting if there was a conflict of interest.

Keith said the next step was to advise the SISP –Mike, Keith and Ryan are due to stand down in November, rather than run an additional process for a new Chair, the Board agreed to ask the SISP to run the usual process, which commences in August with results announced at the AGM in November 2017.

Keith then discussed the appointment of a Director *pro tempore* to replace his position while he is Chair *pro tempore*. In 2016 the SISP process attracted 20 applicants – many outstanding to choose from. Keith proposed that Robin Clark – Regional Director North, Department of Infrastructure, Local Government and Planning, be appointed as Director *pro tempore* until November 2017. The Board agreed and recommendation was carried unanimously.

Carole suggested we propose for the SISP to commence their process earlier this year to allow more time prior to the AGM. Suggested we invite Peter Valentine to attend the May Board meeting. Keith said after the last SISP process, Peter Valentine

facilitator for the joint board meeting

No 427. Colleen to advise SISP of Mike’s retirement and appointment of Keith Noble as Chair pro tempore.

No 428. Keith to advise SISP and contact Robin Clark to propose her appointment to Director Pro Tempore.

No 429. Michelle Nusse to provide a letter for Robin outlining her role until November if she accepts the appointment

No 430. Colleen to add agenda item for SISP on May Agenda and invite Peter Valentine to attend.

No 431. Comms team to write an announcement about Mike’s retirement, Keith’s appointment as acting Chair then follow up with story about Robin replacing Keith.

- **Chair's Report** – Mike gave Chair's report at beginning of meeting in Conflict of Interest agenda item. Mike had provided a written report to the Board.

- **Director's Reports**

Keith Noble –

Keith provided a written report included in the Board Papers – taken as read. Keith also advised –

- Frank Sciacca is intending to build an interpretation centre on this farm and is considering having a planning/advance notice day – Keith is on the invite list
- Darryl Lyons "Internet of Things" presented at the IAG meeting on advances in environmental monitoring. They are looking to engage with farmers regarding pilot project technology to improve productivity and automate the required measurement actions of environmental monitoring. He will be attending the MIP Workshops next week.

Ryan Donnelly –

- The Wet Tropics Healthy Waterways Report was launched in December – the launch was a great success. Had a captive audience on a boat for the evening.
- The Project is going well in terms of getting people on board – now have 21 members – thanks to a lot of footwork by Carole. Hopeful to have another 4 to 5 partners to come on board.
- Looking at getting Federal Government financial support
- Looking on how other groups combine and have shared services (with other report cards)
- Ongoing work to offer tangible value for money. Something more than a contribution for the greater good but need to be able to see a benefit for themselves.

Carole said she thinks there is a possibility of a different approach – there is so much going in the reef space and in reality, Partners in the project are partners in everything else. The report card could become a mechanism for reporting. We don't want to be competing for funding and within the region, should be thinking on how this fits with everything else and how it might be more active. Carole and Ryan agreed to catch up to discuss and agreed going to see Warren Entsch would be a good idea.

Allison Halliday –

- Has contacted some PBC's in the region to see if they are using the Plan.
- Thinks TO groups are looking for greater assistance for accessing the plan and how it will benefit them
- Great to have Terrain and WTMA combine their resources

No 434. Colleen to arrange meeting for Ryan and Carole to catch up on Wet Tropics Healthy Waterways Project

No 435. Penny to follow up with TO Groups access and benefit of NRM Plan

Keith noted the MIP workshops next week would be a good avenue and Carole advised we have held a MIP meeting with the TO's last week and there will be Traditional Owner attendance at both MIP meetings.

Peter Rowles –

- Heading tomorrow to Rock Road to be involved in corridor from Coast to Highlands
- Is now a member of Community Consultative Committee for WTMA

Keith said he has had an offer and indication that WTMA would like to be involved in the IAG meetings – thinks it would be good to strengthen our ties with Industries.

Steve Turton –

- Had his induction with Carole
- Attended Noeline Ikin's funeral in Mareeba – said around 1000 people attended and praised Noeline's daughters for their strength to stand up and speak about their Mother – a life taken too soon. Steve bought the booklet from the funeral for the Directors to look at.
- Steve is wanting to present at the Northern Australia conference – will look into getting help with the Registration
- Steve is wanting to attend the MIP meeting in Innisfail but will clash with Seminar being given by Paul Nelson at JCU next week. Keith said he will try and attend the seminar being held in Townsville.

1.4. Targeted Action

Summary of Terrain Initiatives Report Card provided in papers – Penny gave update to Board –

- This new report provides details of the each initiative being implemented by Terrain, and sits within the Operational Plan.
- This list is designed to show the Board and Staff who is doing what.
- The report will when initiatives completed and a summary of outcomes provided.
- Michelle's initiatives are yet to be included in the listing (and are currently reported separately to the board).

Steve commented he found this table very useful as a new Director and Ryan added it is sometimes difficult to keep up with what is going on, but this will help.

Recommendation:

That the Board:

- **Note the list of initiatives currently underway in Terrain** - The Board noted the presentation and advised they were happy with the report.

Penny left the meeting.

Building Beneficial Relationships	
<p>2. Build Beneficial Relationships</p> <p>2.1 Community NRM Groups Update in papers – taken as read.</p> <p>2.2 Traditional Owners Update in papers – taken as read</p> <p>2.3 Regional Bodies</p> <p>Qld NRM Reform process – nil</p> <p>RGC Report – Keith advised the following –</p> <ul style="list-style-type: none"> • Mike has resigned as RGC Chair. • Stephen Robinson was nominated as the new Chair and Ian MacGibbon as new Deputy Chair. • Next RGC meeting scheduled in late June will now be held 3 May just before the Chair’s Forum • Allan Feely and Phil Maher attended the RGC Board Meeting. Allan has requested a paper to be presented on how RGC and NRM groups will achieve efficiencies, Governance changes and a thought out process of integration of groups across the state. • RGC putting together a response to letter from Minister Lynham regarding NRM Investment Program for the 2017-18 financial year. <p>2.4 Strategic Partners Update to be included in CEO’s report later in the meeting</p> <p>2.5 Land Managers The IAG meeting due to be held on Friday 3 February was postponed to Friday 17 February – copy of minutes and associated paperwork handed out at the meeting. Keith gave an update including –</p> <ul style="list-style-type: none"> • Keith was a little concerned how we go with numbers at the meetings – we missed the last one, delayed this one and the MIP workshops are next week. Perhaps we could have worked the IAG meeting with the MIP Workshops. • Keith said a presentation by Darryl Lyons from IOT Cairns made the day and admitted it would not have worked in conjunction with MIP. • Tania Simmons (Terrain) gave a presentation on MIP – some from IAG will be attending the MIP workshop • Tim Hurst from Eliminate Dengue gave a presentation • Suzette Argent (Terrain) gave a presentation on Terrain’s Innovation Strategy – was well accepted. • Errol Wiles lamented that Green Army has finished <p>Next meeting is on Friday 5 May – Wayne Thomas will talk about Cane Changer Project.</p>	<p><i>No 436. Carole and Keith to follow up individual response for Terrain to letter from Minister Lynham</i></p> <p><i>No 437. Bart to follow up discussion with Errol Wiles regarding Green Army</i></p> <p><i>No 438. Carole to follow up with Tania to add details of MIP meeting payments to MIP meeting agendas</i></p>

<p>Peter queried the amount people are being paid to attend the MIP meetings. Carole advised Project partners who are non-salaried are eligible for the payment of \$600 per day – out of 30 who were eligible only 6 had applied. Carole advised this was in line with the Government rate, had not been done before and there was a lot of concerns around it. Carole added we need to be clear that MIP is not a Terrain project and this is not Terrain policy. Peter said it has implications for our reputation and is not the payment as such but the amount that is the problem. Carole said this needs to be worked into the introduction at MIP meetings.</p>	
<h2 style="color: green;">Demonstrating Organisational Excellence</h2>	
<p>Demonstrating Organisational Excellence</p> <p>3.1 Strategic Planning – nothing at time</p> <p>3.2 Terrain Team</p> <ul style="list-style-type: none"> ○ CEO salary and Contract – (closed session) for approval and noting <p>The Board have endorsed HRRC recommendation and applauded Carole’s continued service to Terrain.</p> <ul style="list-style-type: none"> ○ Workplace Report Card – noted ○ Leave balances and Long service leave – only 2 staff with over 5 weeks leave. ○ WHS Report noted ○ Minutes from HRRC noted <p>3.3 Business Effectiveness</p> <ul style="list-style-type: none"> ○ Finance Report Card, Financial Reports & Audit minutes – taken as read <p>Ryan said at the last meeting we may have been in a position to make tough decision, but now are not in that position and now financially viable for 3 years.</p> <ul style="list-style-type: none"> ○ Risk Report Card – one thing to note is that we are now in a position to make some decisions to relieve the burnout in Corporate Services and the CEO ○ Contract Report Card and details – taken as read <p><u>Summary of approvals</u></p> <p><u>Audit/Finance Risk Committee recommendations:</u></p> <ul style="list-style-type: none"> ● That the Board note the Financial Report Card - noted ● That the Board approve the financial statements for the period - noted ● That the Board note the Audit Committee minutes – noted <p><u>Risk Management recommendations:</u></p> <ul style="list-style-type: none"> ● That the Board note the updated Risk Management Report Card - noted ● That the Board note the update on Significant Risks - noted <p><u>Contract and Project Management recommendations:</u></p> <ul style="list-style-type: none"> ● That the Board note the Contract and Project Management Report Card and projects in brief - noted <p><u>Human Resource recommendations:</u></p> <ul style="list-style-type: none"> ● That the Board approve the updated CEO Contract -noted ● That the Board note the Workplace Report Card - noted 	

<ul style="list-style-type: none"> • That the Board note the WHS Report - noted • That the Board note the HRRRC Minutes – noted. <p>Business Excellence Healthy Terrain Team Plan update. - nil</p> <p>3.4 Collaborative Decision Making – JV discussions – no agenda item</p> <p>3.5 Corporate Social Responsibility – no agenda item.</p> <p>Mike gave an update to the Board on his work with Green collar. Mike said he is excited by his new role.</p> <p>Green Collar is to present to Community Groups and will meet with Terrain staff on Wednesday 1 March prior to the Community Workshop to refine how the presentation will run. Mike added GreenCollar is interested in how MIP is designed especially with water quality</p> <p>Mike left the meeting – with best wishes from the Board and Staff at the meeting. Mike will be made Terrain’s inaugural Life Member at the November 2017 AGM.</p>	
<p>Board Business</p>	
<p>Board Business</p> <ul style="list-style-type: none"> ▪ Directors Minutes – approval moved by Keith Noble and seconded by Ken Atkinson – carried. ▪ Action List <p>Recommendation:</p> <ul style="list-style-type: none"> • That the Board Action list be noted subject to any changes recommended by The Directors – noted ▪ Correspondence/Matters of interest or concern - Nil ▪ Out of Session papers – Nil <p>Update on workforce changes – appointments</p> <p>Michelle gave an update on Corporate Services Team including –</p> <ul style="list-style-type: none"> • Current Situation – unable to sustain workload • Explained new structure – 2 new admin staff and 2 new project support staff to be added. This will give a much better link between Corporate Services staff and Project staff • Total additional cost per year will be \$170,000 • Has advised Cape York and Northern Gulf on what we are doing and there will be a member from each organisation of the interview panels • In the next few months, Michelle will have more time to look at the Joint Venture and do some background research and connect the 3 groups together. This will not happen until April/May when the new Corporate Services structure is in place. • Penny has met with Northern Gulf to arrange a Strategic Planning Day • Corporate services is still doing Northern Gulf Finance • Roxy will be giving a presentation at their Board Meeting next week on our Corporate Services structure 	

- Michelle is attending all Northern Gulf Board meetings and is presenting the finance reports at the meetings.
- There is a lot of work to be done before we push ahead with the Joint Venture – we will get there but it won't be in July 2017 – thinks a more realistic deadline might be December
- We already share 2 roles in “middle room services” of GIS and M&E
- Need due diligence done before the Joint Venture goes ahead – thinks it will need to be done by an external person
- **Michelle will do an update at each Board Meeting**

CEO update –

- Lessons from last year. Last year we found ourselves in a difficult and stressful situation for everyone due to workloads and Michelle's absence due to her son's illness. In hindsight should have used the reserves to get more assistance. It is a good lesson to remember that we do have the resources if we need them. If ever it happened again we would not do the same again
- Due to workloads, not all staff have had Workplans. The Leadership team has agreed not to do catch up workplans – Staff know what they need to do. There have no performance issues and all Staff are guaranteed of the 3% cost of living increase in July. There is also a 2% performance based increase available and not having a workplan will not be a barrier to people receiving this increase (if warranted). We will start the new year with fresh Workplans for all staff.
- This stressful time coincided for Carole with 3 intensive tender processes in space of 3 months – MIP, which had 2 components, Reef Trust Tender and Reef Trust funding.
- Normal procedural things did not happen during stress period – things like CEO and Chair Catchup meetings did not occur – will now have to come back into line.
- Terrain has been assessed by Government on competencies – we received 19 out of 20.
- Still working through normal process about updating policies
- On track financially
- Taken a leadership role in Reef Alliance
- Taken a leadership role in Qld NRM Reform
- Suggested to come up with a Qld NRM Plan – Penny working on this
- Still ticking over Org Review actions
- Finished NRM Plan continues to grow.
- Corporate Comms is looking better – receiving a high level of publicity
- Great work being done around Traditional Owners
- Line of sight from Staff to Strategic Plan
- Good relations with partners
- Michelle and Penny have gone back to full time work to help with workload
- Carole will keep the Board posted and asked for any names the Board might see as suitable for this CEO support role.
- Carole said she and the Chair also needed to get back to meetings with local Politicians (Entsch, Cripps and Pitt to start with)

No 439. Colleen to follow up meeting with Warren Entsch, Curtis Pitt and Andrew Cripps

No 440. Colleen to follow up with Keith regarding letter of thanks to Corporate Services Staff.

<ul style="list-style-type: none"> • Carole recommended the Board send a letter of thanks to Corporate Services Staff • The Board agreed that some salary reserves (Backfilling funds) can be utilised to provide support to the CEO, as the workload is now significant. The CEO will keep the board up to date on this process. The support needs to be the right person – Penny, Michelle and Bart are already fully extended <p>Carole advised that out of discussions on how we bring carbon money and reef investment into the landscape – one of things required is a Standard (could operate worldwide) The Standard needs a home and would need to be managed. Carole said perhaps it could be tested in the MIP space and there has been a lot of discussion about Terrain housing and managing the Standard.</p> <ul style="list-style-type: none"> ▪ Board only – reflection time – not done due to time constraints <p>Other business –</p> <p>Keith said we have to appoint a Deputy Chair to take over from him – Allison nominated Ryan, Peter seconded the nomination. Keith called for any other nominations and as there were none, motion for Ryan to be Deputy Chair until November 2017 was carried unanimously.</p> <p>Carole advised that we needed to confirm the Committee members on the Board for the IAG, FAC, HRRC and RGC meetings. As we have a new Director we would like to give Steve the opportunity to nominate for any of the committees and to give current committee members the opportunity to step down. Steve he might put his hand up next time. All Committee Members were happy to remain – Committee Members are –</p> <p>IAG – Keith Noble</p> <p>RGC – Keith Noble</p> <p>HRRC – Peter Rowles and Allison Halliday</p> <p>FAC – Ryan Donnelly, Ken Atkinson and Bill Shannon (as external committee member)</p>	
<p>Next meeting date –</p> <p>Friday 26 May & Saturday 27 May 2017 - Cairns</p>	
<p>Close meeting</p>	
<p>The meeting was declared closed at 5pm</p>	

These Minutes confirmed as a true and correct record at the Director’s Meeting held

Signed.....

Keith Noble Chair Terrain NRM