

ATTENDANCE

Directors:

Mike Berwick
Peter Rowles
Troy Wyles-Whelan
Keith Noble
Ken Atkinson
Peter Valentine
Dave Hudson
Joann Schmider (Friday only)
Paul Gregory (Saturday only)
Ryan Donnelly

Apologies:

Paul Gregory for Friday
Allan Dale for part of Friday
Joann Schmider for Saturday
Mike Berwick for start of Saturday meeting

Staff:

Allan Dale, Chief Executive Officer (arrived 2.45pm Friday)
Carole Sweatman, Corporate Services Manager
Colleen McIntosh, Program Support Officer
Steve McDermott – Manager Programs
John Reghenzani – Manager Sustainable Industries
Bart Dryden – Team Leader Cassowary Coast
Karen Vella – Team Leader NRM Coordination

Other Attendees –

Friday 27th November 2009

OPEN SESSION	The Chair declared the meeting open at 8.35am	ACTIONS
1 – Traditional Owner Welcome to Country		
Hazel Douglas representative of the Yalanji Country Traditional Owners gave the Traditional Owner Welcome to Country. She asked Terrain to help with setting up of Jabalbina and hoped we could have a discussion on their needs during the meeting. Hazel wished Terrain well with their meeting.		Allan to approach RGC re helping to give support to Jabalbina governance
CLOSED SESSION		
2 – Adopt Financial Reports – Closed Session		
<p>Motion:</p> <ul style="list-style-type: none"> That the Board adopt the Financial Reports as presented. Corporate Service Team Leader Richard Giuliani be nominated as an Interim Company Secretary, until a Director with appropriate skills is appointed. That the second Director position on the Audit and Finance Committee be rotated on a quarterly basis. Ryan Donnelly 1st Quarter, David Hudson 2nd Quarter and Joann Schmider 3rd Quarter. <p>Moved: Peter Rowles Seconded: Ken Atkinson</p> <p>Carried Unanimously</p>		

BUSINESS ITEMS	
3 – Declaration of Conflict of Interest	
Keith as Director of Growcom may have potential conflict of interest. Peter Valentine advised he is Chair of WTMA as of 25/2/2010 and said he may have potential conflict of interest at times	
4 – Confirmation of Directors’ Meeting Minutes, 27 & 28 November 2009	
Motion: That the minutes of the Directors’ meeting held 27 th & 28 th November 2009 be confirmed as a true and correct record subject to any changes as recommended by the Directors.	
Moved: Ken Atkinson Seconded: Peter Valentine	
Carried Unanimously	
BUSINESS ITEMS	ACTIONS
5 – Business Arising from Item 4	
Nil	
6 – Board Meeting Actions List	
Motion: That the Board meeting actions list be received as presented. Above to be added to the Acton List	TOAC & IAG to present Minutes to the Board Joann and Troy to advise re TOAC review at next Meeting
7 – Correspondence	
Motion: That the Board note incoming and outgoing correspondence as presented	
8 – Out of Session papers	
NIL	
9 - Workplace Health & Safety Policy/Procedures	
Carole gave the Board an overview of the Workplace Health & Safety document and once finalised a copy will go to the Directors as OOS paper Further work had to be done on the following <ul style="list-style-type: none"> • Staff working from home • Staff working alone – looking at phone systems or EPIRB system to keep track of Staff while working alone or travelling. • Cyclone/Flooding procedures The Directors endorsed this action – no motion moved.	Draft to go out to Directors as OOS paper

10 – Chair’s Report	
<p>Mike gave an update including –</p> <ul style="list-style-type: none"> • Two Developments outside our control have seriously affected our business <ol style="list-style-type: none"> 1. The fantastic gains we made in influencing climate policy are under threat and may be lost altogether 2. The new CfoC business plan is out and while many changes have been made to improve clarity of purpose and reduce transaction costs, there is not much money left and the program is fundamentally unchanged. The Senate Report into CfoC is published. Andrew Drysdale and I were asked to give more evidence and our flights to Canberra paid by the Senate. The report is on the net under senate reports • Mike attended Reef Stakeholder Advisory Committee in Brisbane and while in Brisbane Allan and Mike met with Karen Robinson, Minister Jones policy advisor and Greg Withers from Office of Climate Change. • The Business excellence review is complete. Mike thinks it will confirm we are operating quite well and will raise some opportunities for improvement. It seems a great deal better than a few years ago. • Advised of remarkable turnaround in the state government’s attitude to NRM bodies. Our relationship with conservation also improves all the time. • Mike attended the Qld Roundtable meeting in Brisbane on – conservation, agriculture, local government and NRM. • The National NRM Working Group remains supportive of Terrain’s role in leading the development of policy on terrestrial carbon and is willing for the first time to develop its own policy (with our help) • Key issues for 2010 Chair’s Forum in Darwin – <ol style="list-style-type: none"> 1. NRM Governance System in Australia 2. Promote the strengthening of Australia’s climate response through recognition of landscape carbon 3. NRM Monitoring 4. Maintaining community volunteerism in NRM (including Landcare and equivalent groups as well as individuals) • Emerging Issues – Chairs have advised that the following issues re likely to be raised <ol style="list-style-type: none"> 1. Greater understanding of soil health (including soil carbon) and its importance to long term agricultural viability 2. Habitat connectivity and its role in climate change adaptation 3. Implementing water management plans and managing water quality. 	
11 – Pig Management Program Funding Model	Bart Dryden
Bart gave a presentation to the Directors – papers were handed out at the meeting.	

12 – CfoC Business Plan	Steve McDermott
Steve McDermott, in his capacity as the new Manager Programs gave an update on the Australian government's Caring for Our Country Business Plan and grant applications to be lodged by Terrain.	
13 – CEO's Report	
<p>Allan gave an update including –</p> <p>POLICY AND FUNDING FUTURES</p> <ul style="list-style-type: none"> • Regional Development Phase for Degree Celsius. • Update on Caring for Our Country Strategy. • RIS and RR Proposal development all in order. • Secured additional Reef Rescue Investment. • Towards an NRM Policy Framework • Update on RRRC Board and Rebid Process. • WTMA, RDA and Sustainable Region's discussions. <p>REGIONAL DELIVERY:</p> <ul style="list-style-type: none"> • Employment market success and opportunities. • Indigenous governance for Protected Areas • RIS and other delivery contracts generally on track • River Trust reform proposal <p>ORGANISATION GOVERNANCE:</p> <ul style="list-style-type: none"> • Update on corporate and business planning cycle • Stage 2 budget reforms fully in place • Organisation Review completed • Succession strategies and Programs Manager <p>GENERAL BUDGET DECISIONS:</p> <ul style="list-style-type: none"> • Overall budget on track and still likely to be able to return to reserves by end of the year • Decision re Degree Celsius Business Case • Need to continue to strive to secure investment at the Area Team level, River Improvement, Indigenous and Saving Our Species proposals. 	
14 - CAIRNS AREA PRESENTATION	Karen Vella
Karen Vella gave a presentation on Eco-Accreditation and the Better Sugarcane Initiative - copy of presentation attached.	
<p>The meeting was declared closed at 5.00pm</p> <p>A community meet & greet was held from 5.30pm to 6.30pm.</p>	

SATURDAY 27th February 2010	
Mike Berwick could not attend the start of the meeting and in his absence Ken Atkinson was nominated as Chair pending Mike's arrival. The Chair declared the meeting open 8.35 am Mike arrived at 10am and resumed as Chair.	
15 – SISP/BOARD PROCESS FOR NOVEMBER 2010 & POTENTIAL CONSTITUTIONAL CHANGES	
<p>Carole Sweatman presented the timeline for SISP/Board processes for 2010 as follows:</p> <p><i>Proposed timeline for replacement SISP Industry Member</i></p> <ul style="list-style-type: none"> • By 19 March - Notification to members of Special Meeting and Nomination Process for SISP • 16 April - Nominations close • 30 April – Final notification of special meeting, list of candidate, voting papers, proxy papers etc • 21 May – Postal votes due • 28 May – Special Meeting <p>In addition to the SISP process timeline Carole also raised issues regarding the term of Directors and the nomination/voting process for the SISP as summarized below:</p> <ul style="list-style-type: none"> • This year two Directors will need to retire that were only appointed in November 2008. Suggest that amend <i>the Constitution to set a three year term for Directors</i> • Director Indigenous – Women's Business – appointed as Director Other, should be <i>formally incorporated into the Constitution, also changing the existing Director Indigenous to ensure there is always one male and one female.</i> • SISP - Nominations may then be received from the floor of the General Meeting or AGM. Suggest that amend constitution so that <i>that nomination can only be accepted within a formal nomination process.</i> <p>Motion:</p> <p>The Directors endorsed the suggested three changes to the constitution as follows:</p> <ul style="list-style-type: none"> • Directors are appointed for three year term • Inclusion of Director Indigenous Women's Business and amends existing Indigenous Director to Men's Business. • Amend the SISP nomination process, so that nomination cannot be made from the floor at the general meeting, all nominations are through the formal nomination process. <p>Carried Unanimously</p>	

<p>16 – Membership and Communications</p> <p>Motion:</p> <p>Actions from the Membership Review:</p> <ul style="list-style-type: none"> ▪ <i>Formally articulate benefits of being a Terrain Member (endorsement by Board)</i> ▪ <i>Letter of thanks to all respondents</i> ▪ <i>Follow up individual issues (allocate to appropriate staff)</i> ▪ <i>Summary of outcomes from members questionnaire with actions we will undertake</i> ▪ <i>Email communication - more responsive than post.</i> ▪ <i>Monthly e-newsletter to replace quarterly 'Hands On' (more timely)</i> ▪ <i>Creation of a members 'Forum', to provide cross member communication opportunities</i> ▪ <i>Members Conference (in conjunction with AGM?)</i> ▪ <i>Creation of a Members Advisory Committee (Chaired by Board member)</i> ▪ <i>Send out Annual 'date claimer' for the 2010 events</i> ▪ <i>Local office BBQs for Members</i> <ul style="list-style-type: none"> ▪ <i>to promote membership</i> ▪ <i>familiarisation of local office and contacts</i> ▪ <i>current projects and more practical involvement in volunteers activities</i> ▪ <i>members bring a friend.</i> ▪ <i>Signs on vehicles and offices as evidence of Terrain's commitment to members for more publicity, promotion and community awareness</i> ▪ <i>Annual feedback from members - 2010 review.</i> <p>Fomalistion of Member Benefits – Draft list of Benefits for Board Input.</p> <p><i>Be part of Terrain – a community based organisation working to secure the health of our water, biodiversity, soil, river, climate, traditional owner and community assets:</i></p> <ul style="list-style-type: none"> ▪ <i>Vote at Annual General Meetings</i> ▪ <i>Be part of shaping Terrain's work for practical and lasting natural resource management solutions</i> ▪ <i>Participate in caring for our landscape via some of our many projects and initiatives</i> ▪ <i>Together demonstrate respect, be informed and support the rich and enduring Aboriginal cultural heritage of the region</i> ▪ <i>Be involved in the delivery and implementation of innovation and science</i> ▪ <i>Help us protect the ecology and diversity of the Wet Tropics</i> ▪ <i>Be part of a network that recognises, shares, nurtures and enjoys this place of unsurpassed beauty.</i> ▪ <i>Share innovative and creative solution with a goal of more sustainable industries</i> <p>The Directors endorsed the motion for suggested actions resulting from the Member review.</p> <p>Carried Unanimously</p>	
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17 – REVISED DEGREE CELSIUS BUSINESS CASE	
<p>Motion;</p> <ul style="list-style-type: none"> • That the Board continues to operate the current financial arrangements for Degree Celsius until June 2010, but review in the absence of a State Contract by March 30, 2010. • That the Board notes the financial strategy. <p>Moved: Peter Rowles Seconded: Keith Noble Carried Unanimously</p>	<p>Analysis by Penny Van Oosterzee on Degree Celsius to be forwarded to Directors</p>
18a - 360 Degree Review	
<p>The action plan from the 360 degree review was commenced – but needs to be completed at the next Board meeting. Items agreed to date are:</p> <p>Governance</p> <ul style="list-style-type: none"> ▪ Standard item on agenda items to check that legal, financial, ethical risks have been determined and appropriate response has been included in considerations ▪ Audit and Finance Committee has been established ▪ Development of Terrain Sustainability Policy ▪ Risk Management – standard agenda item, raise potential risk items around the table ▪ Included in all Board papers – how does the item link to the Corporate/Business Plan ▪ Ensure the annual review process of the Corporate Plan occurs in Feb or May <p>Developing Positive Relationships</p> <ul style="list-style-type: none"> ▪ Make better use of Board portfolios to provide strategic input Terrain risks and opportunities discussions ▪ Standard agenda item - Director feedback on portfolio responsibilities – eg exception reporting – and looking ahead, risk management 	
18b - Board Members Portfolios and feedback	
There was no time for this discussion and was held over to the next Board meeting.	
19 – Other business/ Confirm Next Meeting Date – Friday 28th & Saturday 29th May - Innisfail	
The meeting was declared closed at 12.00 noon.	
Due to time constraints, items on 2010-2013 Corporate & Business Plan and NRM Plan Update have been held over until the next Board Meeting.	
The Chair declared the Meeting closed at 12.00 noon	
<p>Written Update by John Reghenzani – Sustainable Industries Unit</p> <p>Written Update by Steve Mc Dermott – Manager Programs</p>	

These Minutes confirmed as a true and correct record at the Directors' Meeting held Friday 28th May 2010

Signed _____
Mr Mike Berwick, Chair Terrain NRM