

**ATTENDANCE**

**Directors:**

Mike Berwick  
Peter Rowles  
Keith Noble  
Peter Valentine  
Dave Hudson  
Joann Schmider  
Paul Gregory  
Ryan Donnelly (arrived 9.45am)  
Ken Atkinson

**Apologies:** Troy Wyles Whelan  
Carole Sweatman

**Staff:**

Michelle Nusse, Team Leader Corporate Services  
Colleen McIntosh, Board Support Officer  
John Reghenzani – Manager Sustainable Industries

**Other Attendees –**

**Friday 26<sup>th</sup> November 2010**

<b>OPEN SESSION</b>	<b>ACTIONS</b>
<b>The Chair declared the meeting open at 9.35am.</b>	
<b>1 – Traditional Owner Welcome to Country</b>	
Joann Schmider gave the Traditional Welcome to Country on behalf of the Mamu Aboriginal Corporation.	
<b>CLOSED SESSION</b>	
<b>2. Adopt Financial Reports – Closed Session</b>	
Michelle Nusse gave Corporate Services and Governance Reports to the Board including – <b>1. Financial Reports</b> The following comments were made by directors - <ul style="list-style-type: none"> <li>• Why the Tableland Team was shown separately in the budget</li> <li>• That the Staff Departures was not a true indication due to the Green Army problems.</li> <li>• The graphs from September papers need to show the operational funding clearer</li> <li>• Was Bob Stewart still on contract or on Staff</li> </ul> <b>2. Audit &amp; Finance Committee Report</b> Michelle reported that the quarterly financials were not available for the Audit committee meeting due to short turnaround after Richard's resignation and key finance staff on leave. Michelle reported on the results of Audit for 2009/2010 as discussed by the Audit	Michelle to advise the Board re Tableland Team in the budget and re Bob Stewart's contract  Michelle to check with other Managers at next Managers Meeting in Brisbane what their process is



<p><b>Recommendation:</b> <b>That Financial Reports are adopted as presented</b> <b>Moved: Paul Gregory Seconded: Keith Noble</b> <b>Carried Unanimously</b></p> <p style="text-align: center;"><b>4. The Board appoints one of the Directors as the Company Secretary</b></p> <p>Michelle advised that with the Resignation of Richard Giuliani in October, she was appointed as temporary Company Secretary with a new Company Secretary to be appointed at this meeting. Keith Noble advised he would be happy to take on the role as Company Secretary.</p> <p><b>Moved: Ken Atkinson Seconded: Dave Hudson</b> <b>Carried Unanimously</b></p> <p style="text-align: center;"><b>5. Governance</b></p> <p>Michelle recommended Terrain establish a remuneration committee to deal with upcoming issues as follows –</p> <ol style="list-style-type: none"> <li>1. Renegotiation of Employee Collective Agreement</li> <li>2. Review of HR Manual and introduce new policies</li> <li>3. CEO contract/ remuneration</li> <li>4. Board Review and Assessment</li> </ol> <p>We would require a committee of at least 3 people, preferably with a Director as chair and can contain outside people. A Terms of Reference would need to be established.</p> <p><b>Recommendations:</b> <b>The board endorses the establishment of a committee to deal with HR issues and that the first task will be to finalise a suitable terms of reference.</b></p> <p>The Board agreed with the establishment of the committee, but no-one nominated to be on the committee</p> <p><b>Moved: Peter Rowles Seconded: Paul Gregory</b> <b>Carried Unanimously</b></p> <p style="text-align: center;"><b>5. Application for Terrain Membership</b></p> <p>Three nominations were received for Membership of Terrain –</p> <ul style="list-style-type: none"> <li>• Australian Tropical Research Foundation</li> <li>• Queensland Mechanical Cane Harvesters Herbert River Branch</li> <li>• Dawul Wuru Indigenous Corporation</li> </ul>	<p>Colleen to send relevant form to ASIC to advise change of company secretary</p> <p>Michelle to send out of session paper regarding establishment of committee</p>
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<p><b>Recommendation:</b> <b>That the Board endorses the three membership applications</b> <b>Moved: Peter Valentine      Seconded: Peter Rowles</b> <b>Carrier Unanimously</b></p>	
<b>BUSINESS ITEMS</b>	
<b>3 – Declaration of Conflict of Interest</b>	
The Board asked for clarification on Conflict of Interest. They asked how Directors connections to other relevant organizations affect conflict of interest. They requested a paper at the next Board Meeting.	Michelle to follow up and table a Board Paper at the next Board Meeting to clarify Conflict of Interest
<b>4 – Confirmation of Directors’ Meeting Minutes, 3<sup>rd</sup> &amp; 4<sup>th</sup> September 2010</b>	
<p><b>Motion:</b> That the minutes of the Directors’ meeting held 3<sup>rd</sup> &amp; 4<sup>th</sup> September 2010 be confirmed as a true and correct record subject to any changes as recommended by the Directors.</p> <p><b>Moved: Keith Noble      Seconded: Ken Atkinson</b> <b>Carried Unanimously</b></p>	<p>Colleen to adjust Chair’s report – 2<sup>nd</sup> dot point.</p> <p>Motion seconded in closed session – Keith Noble</p>
<b>BUSINESS ITEMS</b>	<b>ACTIONS</b>
<b>5 – Business Arising from Item 4</b>	
Nil	
<b>6 – Board Meeting Actions List</b>	
<p><b>Motion:</b> That the Board meeting actions list be received as presented.</p> <p>Noted</p>	Paul Gregory’s comments from minutes of last meeting to be included on Action List
<b>7 – Correspondence</b>	
<p><b>Motion:</b> That the Board note incoming and outgoing correspondence as presented</p> <p>Noted.</p>	
<b>8– Out of Session papers</b>	
<p><b>Motion:</b> That the Board note Out of Session Paper no 45.</p> <p><b>Moved: Paul Gregory      Seconded: Ken Atkinson</b> Carrier Unanimously</p>	
<b>9. Degree Celsius</b>	

<p>Allan gave an update on latest position of Degree Celsius to the Board. Copy attached.</p> <p><b>Motion:</b></p> <p><b>That the Directors agree to make payment of \$33,000 (inc GST) to Biocarbon.</b></p> <p>The directors agreed to make this payment, but wanted more information before making any more decisions. They require a copy of the contract plus budget breakdown. They also required something in writing from RGC regarding distribution of funds they are holding which have come from other NRM's to fund the continuation of the Degree Celsius Joint Venture.</p> <p><b>Moved: Peter Valentine Seconded: Ryan Donnelly</b></p> <p><b>Carried Unanimously</b></p>	<p>Allan to send copy of Original Joint Venture document, copy of degree Celsius report and copy of proposal to the Directors</p>
<b>10. IAG Report to the Board</b>	
<p>Keith Noble gave an update on IAG. Their last meeting was held on Thursday 25<sup>th</sup> November in the Terrain Board Room. (minutes attached)</p> <p>The meeting included –</p> <ul style="list-style-type: none"> <li>• Report on the last Terrain Board Meeting</li> <li>• John Reghenzani gave update on Sustainable Industries Unit</li> <li>• Allan Dale gave update on Water Resource Planning</li> <li>• Stephen Olle from TTNQ gave presentation on Tourism</li> <li>• Summary of RR process and grants</li> </ul> <p>It was raised that there seems to be no link between Reef Rescue and Tourism. Most visitors share enthusiasm for Natural Resource Management and there is a need for better dialogue with Tourists.</p> <p>Joann was to present to the meeting but could not attend, and advised she would be happy to present at a later date.</p> <p>It was also suggested that John Reghenzani present at a Tourism Meeting and try to link Tourism and Natural Resource Management.</p>	
<b>11. TOAC Report the to Board</b>	
<p>There has been no TOAC meeting since the last board meeting and in the absence of Troy, Joanne asked if she could speak on the progress with the formation of RAPA (Rainforest Aboriginal Peoples Association) which is the amalgamation of TOAC and RAAC.</p> <p>Carole was to table a Paper, but due to her absence this was held over to the next Board Meeting.</p> <p><b>Joann requested the following-</b></p> <ol style="list-style-type: none"> <li>1. Along with the current TOAC paper, a paper clarifying what Terrain wants from Traditional Owner Engagement taking into account what Terrain is seeking to achieve with the Aboriginal plan, and with a view to a new paradigm/best practice for Terrain's community engagement</li> <li>2. Terrain's Staff be clear about implications this has for current involvement</li> </ol>	

<p>with WTMA's progression of matters.</p> <p><b>3.</b> Terrain advises Giringun Aboriginal Corporation, Jabalbina Yalanji Aboriginal Corporation, and CWTICALL it is prepared to practically support the partners to RAPA meeting together about current developments.</p> <p>Peter Valentine, Chair of WTMA spoke of their desire for the concept of RAPA to go ahead and the need for all partners to come together to move forward.</p> <p>It was also noted that the Aboriginal Organisations also need to advise how they want to progress in this process.</p> <p>The Directors agreed and agreed to follow up on Joann's request and bring to the next meeting.</p> <p><b>Moved: Keith Noble                      Seconded Peter Rowles</b></p> <p><b>Carried Unanimously</b></p>	
<p><b>12 – Directors Reports</b></p>	
<p><b><u>Ryan Donnelly's portfolio report.</u></b></p> <p>Ryan reported that he had recently completed a Climate Change Vulnerability Assessment for the aquarium supply industry. The report includes an enhanced methodology for assessing ecological risk posed by these fisheries to include indirect fishery effects on habitats and ecosystem processes and services. The method is designed to not only assess current risks but also risks in the context of the predicted effects of climate change. It also includes the scale and dynamics of the fisheries and industry, the existing management framework, industry best-practice initiatives and the integrated and coordinated climate change response plans. The assessment is partly designed to alert industry to the wider implications of climate change beyond biophysical impacts and will result in a range of outputs as part of a climate change adaptation planning process. The whole process is designed to establish a template for adaptation by other commercial fishing sectors and builds on the Stewardship Action Plan developed last year. The pathway to establishing uniform operational best-practice standards and climate change adaptation planning is becoming established for other sectors to replicate. Ryan is involved with the fledgling GBRMPA Reef Guardian fishing program, which will create an opportunity for extension of the pathway to the broader fishing industry. He will also present at a climate change symposium for the fishing industry in March 2011; and will participate in a climate change adaptation planning meeting on the 13<sup>th</sup> December with Alan Dale and others to seek opportunity for involvement of Terrain and other NRM groups.</p> <p><b><u>Paul Gregory's portfolio report.</u></b></p> <p>1. There is a collective of "catchment" councils now formed under the Reef Guardian banner (GBRMPA) that has come together to find pathways to deliver better outcomes for the GBR Lagoon eg water quality, coastal development etc.</p> <p>2. The State Transitional Committee for the movement of River Trust functions over to Local Government is now convened (I am one of five members) and meets for the first time this Tuesday 14th December. The Trusts will be phased out by June 2012.</p> <p>3. A meeting is to be convened between Terrain CEO Carole and Peter Tabulo GM CRC Planning and Environment to discuss possible linkages between Terrain Regional Plan and CRC new planning documents.</p>	

<b>13 – Chairs Report</b>	
Mike referred the Board to the last update he sent out to the Board.	
<b>14 – Presentation by John Reghenzani on Brazil Trip</b>	
John gave a presentation on his attendance as speaker at 12 <sup>th</sup> International Symposium. Copy of presentation is attached.	
A Pre AGM meeting was held to run through the AGM program for the Directors This meeting was followed by the AGM, Members Forum and Public Celebration.	
Due to Carole's absence, the proposed Board Meeting for Saturday morning was held over and suggested a one day meeting in early January. The meeting was declared closed at 2.40pm.	Colleen to send out date for proposed one day meeting to cover Carole's agenda for Saturday morning held over due to her absence.
Written Update by Penny Scott - Written Update by John Reghenzani – Sustainable Industries Unit Written Update by Steve Mc Dermott – Manager Programs	

These Minutes confirmed as a true and correct record at the Directors' Meeting held

Signed \_\_\_\_\_  
Mr Mike Berwick, Chair Terrain