

**ATTENDANCE**

**Directors:**

Mike Berwick  
Peter Rowles  
Keith Noble (arrived 10am)  
Peter Valentine  
Dave Hudson  
Joann Schmider  
Julia Leu  
Ken Atkinson

**Apologies:**

Ryan Donnelly

**Staff:**

Carole Sweatman, Chief Executive Officer  
Michelle Nusse – Corporate Services Manager  
Colleen McIntosh, Board Support Officer  
Steve McDermott – Manager Programs (arrived 3.10pm)  
John Reghenzani – Manager Sustainable Industries (arrived 2pm)

**Other Attendees –**

**Friday 27 May 2011**

<b>OPEN SESSION</b>	<b>The Chair declared the meeting open at 9.30am</b>	<b>ACTIONS</b>
<b>1 – Traditional Owner Welcome to Country</b>		
Ken Reys gave the Traditional Welcome to Country on behalf of Gimuy Walubara Yidinji.		
<b>2 – Declaration of Conflict of Interest</b>		
Nil		
<b>CLOSED SESSION</b>		
<b>3. Strategic Planning – Closed Session</b>		
<p>Carole gave a presentation to the Board on the following –</p> <p>Overview of strategic planning model for terrain – see attached presentation with amendments recommended by the Directors</p> <p>Direction on corporate priorities</p> <p>Update on NRM planning</p> <p>Defining and models for facilitating board members portfolios –</p> <p><b>Portfolio Models</b></p> <p><b>Indigenous</b></p> <ul style="list-style-type: none"> <li>• agreement with hold quarterly meeting with both Directors, CEO, Program Manager and Indigenous program staff. To be held approximately 5 weeks prior to the Board meeting</li> <li>• Provides a stronger two way link between Directors and the strategic direction of the organisation.</li> </ul>		<p>Carole to send Directors copy of Booklet for – NRM Governance Principles</p> <p>Carole to develop a new Corporate Plan.</p>

<p><b>Industry</b></p> <ul style="list-style-type: none"> <li>existing processes working well, particularly the Industry Working Group</li> </ul> <p><b>World Heritage</b></p> <ul style="list-style-type: none"> <li>Good linkages so far at the policy and principles level, but may need to make stronger linkages into GBR</li> <li>Opportunities to incorporate Tourism into the World Heritage portfolio given interdependence of tourism on the world heritage values</li> <li>Need to craft a portfolio statement about what's involved and what is needed</li> <li>Peter to draft a possible new PD</li> </ul> <p><b>Upper Herbert</b></p> <ul style="list-style-type: none"> <li>no new processes required</li> </ul> <p><b>Conservation</b></p> <ul style="list-style-type: none"> <li>good existing connections with Biodiversity staff and linkages into WTMA's CSLG committee</li> <li>Focus for Peter to help CSLG work better and perhaps formally acknowledge Peter's role at the table as a Terrain Director.</li> </ul> <p><b>Local Government</b></p> <ul style="list-style-type: none"> <li>Need to use the ROC as a key connection</li> <li>CEO to make regular presentations a the ROC</li> <li>Use Director to influence local government at higher levels</li> </ul> <p><b>Catchment and Community</b></p> <ul style="list-style-type: none"> <li>this is the least well defined role.</li> <li>Needs a job description</li> <li>Require better definition of community</li> <li>Role can contribute to better understanding of the strength of NRM community with or without Terrain</li> <li>Help to build better measurement of success and understand whether we are making a tangible difference</li> </ul> <p><b>Marine and Coastal</b></p> <ul style="list-style-type: none"> <li>Carole to contact Ryan separately</li> </ul> <p><b>Overall Actions</b></p> <ul style="list-style-type: none"> <li>All Directors should have a position description to define the role and expected contribution</li> <li>Draft to be provided for each Director to review prior to next meeting.</li> </ul>	<p>Peter Valentine to draft Position Description for Director – World Heritage</p> <p>Carole to put together Principal Guidelines for Directors</p>
<p><b>BUSINESS ITEMS – OPEN SESSION</b></p>	
<p><b>4. Meeting of Directors Minutes 25 February 2011 confirmation</b></p>	
<p><b>Motion:</b> That the minutes of the Directors' meeting 25 February 2011 be confirmed as a true and correct record subject to any changes as recommended by the Directors.</p>	

Minutes approved with changes tabled by Joann. Updated minutes attached.  <b>Moved: Peter Valentine                      Seconded: Julia Leu</b> <b>Carried Unanimously</b>	
<b>5. Business Arising from Item 4</b>	
Nil	
<b>6. Board Meeting Actions List</b>	
<b>Motion:</b> That the Board meeting actions list be received as presented.  Noted.	
<b>CLOSED SESSION</b>	
<b>7. Corporate Services Report – Closed Session</b>	
Michelle gave the Directors an update on Terrain Financial reports. An update was also given on <ul style="list-style-type: none"> <li>• The HR &amp; Remuneration Committee meetings – minutes of meetings attached</li> <li>• The Audit and Finance Committee meetings. – minutes of meetings attached</li> <li>• The ECA process – next meeting 7 June 2011</li> <li>• Operation Cleanup</li> </ul> <p><b>Motion:</b></p> <ol style="list-style-type: none"> <li>1. The Board approve the method for provisioning for redundancy as recommended by the audit committee</li> <li>2. The Board approve the increase of the threshold for depreciating assets from \$1,000 to \$5,000 backdated to 1 July 2010 as recommended by the audit committee</li> <li>3. The Board approve the amended Terms of Reference for the HRRC</li> <li>4. The Board endorse financial statements for January to March 2011 period</li> </ol> <p><b>Moved: Ken Atkinson   Seconded: Peter Rowles</b> <b>Carried Unanimously</b></p> <p><b>Motion:</b></p> <ol style="list-style-type: none"> <li>5. The Board provides direction to audit committee members regarding the levels of acceptable risk regarding budget management and in particular the Salary gap.</li> </ol> <p>The Board recommends to the Audit committee a Salary gap of no more than \$200,000 considering the final reserve.</p> <p><b>Moved: Julia Leu   Seconded: Mike Berwick</b> <b>Carried Unanimously</b></p>	
<b>BUSINESS ITEMS – OPEN SESSION</b>	

<b>8 – Correspondence</b>	
<b>Motion:</b> That the Board note incoming and outgoing correspondence as presented Noted.	
<b>9 – Out of Session papers</b>	
<b>Motion:</b> That the Board note Out of Session paper No. 47 as presented Noted.	
<b>10. Chairs Report</b>	
Mike gave an update to the Board	Mike to send out Report to the other Board Members
<b>11 – Chief Executive Officer’s Report</b>	
Carole gave an update to the Board including - 1. Degree Celsius – confidential Board paper was provided 2. CEO Report – see attached,	
<b>12 – IAG Report to the Board</b>	
Keith gave an update to the Board. Minutes of the last IAG meeting are attached.	
<b>13 – TOAC Report to the Board</b>	
Joann gave an update to the Board. She advised that a RAPA meeting was to be held on Monday 30 May. She sought the Board’s approval for herself and Troy to represent Terrain at the meeting. The Board gave their approval.	
<b>14. Other Director Portfolio Reports</b>	
No more discussion needed – Director Portfolios were covered in Strategic Planning Session	
<b>15 – Other Business/ Confirm next meeting date –</b> Friday 26 August 2011 – Cairns (including General Meeting) Friday 25 & Saturday 26 November 2011 – Innisfail in conjunction with AGM Field Trip – to be held in conjunction with WTMA - date to be advised Field Trip – date to be advised.	
The meeting was declared closed at 5.00pm.	
<b>Written Update by Penny Scott – Area Teams Manager</b> <b>Written Update by John Reghenzani – Sustainable Industries Unit</b>	

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Written Update by Steve Mc Dermott – Manager Programs	
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These Minutes confirmed as a true and correct record at the Directors' Meeting held

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