

ATTENDANCE

Directors:

Mike Berwick
 Peter Rowles
 Keith Noble
 Peter Valentine
 Dave Hudson
 Joann Schmider
 Julia Leu
 Ken Atkinson
 Ryan Donnelly

Apologies:

Troy Wyles Whelan

Staff:

Carole Sweatman, Chief Executive Officer
 Michelle Nusse – Corporate Services Manager
 Colleen McIntosh, Board Support Officer
 John Reghenzani – Manager Sustainable Industries (arrived 3pm)
 Penny Scott – Manager Operations (arrived 3.55pm)

Other Attendees –

Ray Byrnes – Chair SISP (arrived 2.45pm)

Friday 26 August 2011

OPEN SESSION	The Chair declared the meeting open at	9.30am	ACTIONS
1 – Traditional Owner Welcome to Country			
Ken Reys gave the Traditional Owner Welcome to Country			
2 – Declaration of Conflict of Interest			
Nil			
CLOSED SESSION			
3 – CEO Performance Review – Closed Session			
Closed Session with Directors only. Mike to write a report and adopt out of session.			
4. Strategic Planning – Closed Session			
The CEO and Board discussed critical issues related to the function and potential structure of Terrain. These discussions were of a general nature relating to the wider range of options for improved delivery of NRM. The Board requested further consultation and additional background information for ongoing discussions. Julia Leu left meeting 12.30pm and returned at 3.15pm.		Joann to present proposal re On Ground Teams Carole to plot on map areas – Members and Non Members	
5. Corporate Services Report – Closed Session			
Michelle presented the Corporate Services Report to the Board. She provided documentation with an update for the quarter ending 30 June 2011 which included the following reports –			

2010/2011 Financial Year Reports

- Income and Expenditure Statement by Program
- Profit and Loss Summary
- Balance Sheet Summary
- Staff Profile
- Inward contracts listing
- Outward contracts listing

2011/2012 Discretionary Budget Items for Approval

- Corporate Services budget
- Board budget
- IT Budget
- Procurement policy proposal

Summary

- Surplus of approximately \$417,000 from 2010/2011 will be used to top up the Continuity Reserves to appropriate levels and start to build General reserves to cover expected IT costs, Training costs, Relocation costs and approximately one month operating
- All inherited unfunded projects have now been covered
- Only one project in deficit at the end of June 2011 and this was due to delays in receiving the funds. This deficit will be covered by expected funds.
- Terrain has continued to implement improved WHS policies and procedures
- Subject to finalisation of all of the possible projects, at this stage, there will be no salary gap in 2011/2012 financial year. This also takes into account costs associated with the move to the new Employment Agreement and pay structure.

Recommendations:

1. Approve the Board Budget
2. Approve the Corporate Services Budget
3. Approve the IT replacement Budget
4. Approve the procurement policy and financial delegation changes
5. Approve unaudited financial statements for the 2010/2011 financial year
6. The board approved that the reserves for 2010/2011 would include sufficient funds to top up the Business Continuity Reserve with the remainder to be used for the General Reserves specifically for Training (\$10,000), IT (\$25,000), Relocation (\$25,000) with any remaining funds to be used towards operational reserves.
7. The board approves the asset write off for 2010/2011 and the depreciation calculations.

Moved: Julia Leu **Seconded:** Ryan Donnelly

Carried Unanimously

BUSINESS ITEMS – OPEN SESSION

6. Meeting of Directors Minutes 27 May 2011 confirmation

<p>Motion: That the minutes of the Directors' meeting 27 May 2011 be confirmed as a true and correct record subject to any changes as recommended by the Directors.</p>	
<p>Moved: Keith Noble Seconded: Peter Rowles Carried Unanimously</p>	
<p>7. Business Arising from Item 6</p>	
<p>Nil</p>	
<p>8. Board Meeting Actions List</p>	
<p>Motion: That the Board meeting actions list be received as presented.</p>	
<p>9 – Correspondence</p>	
<p>Motion: That the Board note incoming and outgoing correspondence as presented Moved: Julia Leu Seconded: Ryan Donnelly Carried Unanimously</p>	
<p>10 – Out of Session papers</p>	
<p>Motion: Nil</p>	
<p>11. Chairs Report</p>	
<p>Mike advised he had written his Chair's Report for the Annual Report and did not give any further update advising he has kept the Directors up to date with any information they require since the last meeting.</p>	
<p>12 – Chief Executive Officer's Report</p>	
<p>Carole gave a report to the Board including –</p> <ul style="list-style-type: none"> • An update since last meeting • New ECA • Funding • Performance Reporting 2010/2011 • Reflections on Terrain's year and an insight into next year • Carbon • Operation Clean Up • Board and SISP Recruitment • Communications update <p>Copy of report is attached.</p>	<p>Michelle to check the process for the Board to sign off on new ECA</p> <p>Carole to send PDF versions of Narrative Reports handed out at the meeting to the Board.</p> <p>Colleen to send updates Staff Chart to Ray Byrnes</p>
<p>Carole advised the Board they had some important decisions to make regarding the future participation of Terrain in the Carbon market. We have already invested</p>	

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significantly and decisions needed to be made on how we progress from here. Rod Edkins from WA will be taking the lead in the Carbon Project on behalf of all participating NRM's Australia wide. Carole asked that the Board formalise their intentions.

Motion:

That the Board approve Terrain's participation in the creation of a National Commercial entity.

Moved: Ryan Donnelly **Seconded:** Peter Rowles

Carried Unanimously

Ray Byrnes gave the Board an update on the election for Vacant SISP positions and the SISP process for Vacant Director Positions.

A General Meeting will be held in Innisfail on Friday 16 September to endorse the nominees for the vacant SISP positions. An email mail out went out the Members with notification of the General Meeting, details of the Nominees and instructions on how they can vote. After a constitution change, we can now accept postal votes and nominees can no longer nominate from the floor of a meeting. The Directors were advised that Ray would be stepping down as Chair from November and that the Chair elect would be invited to sit in on the Director process this year to give him some experience.

The position of Director – Upper Herbert which becomes vacant this year was not included in initial advertising of the other vacant Director positions (Chair and World Heritage) after consultation between Carole and the HR & Remuneration Committee. This position is a Director appointed position and as such does not have any Selection Criteria in the Constitution. Carole raised the point that it was a very area specific position and needed further clarification before any advertising can be done Ken Atkinson (who holds this portfolio now) advised he would be re-applying and thought that this position should be formalised and a constitution change made. Ray agreed. After a general discussion it was agreed for SISP to run a process for the vacant position, re-naming it "Director - Rangelands" using the same Selection Criteria as last time position was vacant. At this stage, it is still a Director appointed position and no constitutional change is to be made.

Motion: That the Directors direct to SISP to run a process for the Director approved position of "Director – Rangelands"

Moved: Dave Hudson **Seconded:** Peter Valentine

Carried Unanimously

Peter Valentine tabled a new PD for Director – World Heritage as per Action list from last Board Meeting. It was too late for advertising this time but would be good to update PD for next time. It was agreed that it was a good idea to review all Director PD's and that each Director should update their own.

Colleen to advertise vacant position – Director – Rangelands in Cairns Post and Tableland papers with closing date of 23/9.

Colleen to send Selection Criteria/PD template to all Directors

Directors to draft a new PD (around ½ page) by end of September

13 – IAG Report to the Board

Keith advised there had been no IAG meeting since the last Board Meeting. The next IAG meeting is scheduled for Friday 2 September in Atherton.

14 – TOAC Report to the Board	
<p>Joann updated the Board on the final TOAC meeting held 21st June, which included an appropriate certificate presentation from Terrain to participants. An important outcome was TOs being able to meet the CEO, her background, and intended relationship with TO interests. TOs highlighted Terrain needs to have clear view on its work with the protected area estate in FNQ incl joint management with TOs; that Terrain has a strong role in assisting TOs being able to be employed to work on country incl youth; supporting TO knowledge information measures; and multiagency support to RAPA and the 5 WT TO agendas (culture and heritage, waters, land management and protected areas, economic development and planning) and 2 'enabler' agendas Traditional Owner participation and coordinated investment partnerships.</p>	
<p>TOAC resolved: <i>The TOAC meeting held on the 21st June 2011 recognises that after 20 years of having some form of regional organisation, Rainforest Aboriginal people have not had a regional representative body since the Aboriginal Rainforest Council closed in February 2008. The meeting also recognises that many of the TOAC members have been involved in the 3 years of discussion about the formation of a North Queensland Traditional Owner Water Land and Sea Management Alliance (NQTOWLSMA) and the Rainforest Aboriginal People's Alliance (RAPA) and recommends to the Terrain Board that the TOAC be disbanded and that Terrain invest in the RAPA and where appropriate in cross regional processes including, but not limited to, the NQTOWSLMA and the Queensland Traditional Owner Network (QTON).</i></p>	
<p>Joann also updated the Board on RAPA developments – there are around 40 people and organisations being actively included in RAPA networking. Representatives from Giringun AC in the south, Jabalbina in the north, and multiple reps from the 'middle' have met 4 times since June, plus a telelink, and have agreed to meet monthly in Cairns. Two focii – one responding to requests for advice eg the WTMA Board deliberations (Terrain NRM Indigenous Team including CEO is thinking through how it will operate in such two-way relationship), and the other focus on internal development. RAPA are conscious about promoting that the body is already operational as an unincorporated network: incorporation is being carefully worked through, with participants thinking through the range of required internal relationships, and the range of required external relationships, and how to combine these into a terms of reference.</p>	
<p>Mike Berwick referred FNQ ROC as a useful example of an effective unincorporated network.</p>	
15. Other Director Portfolio Reports	
Due to time constraints the Directors will give any updates at the next Board meeting.	
<p>16 – Other Business/ Confirm Next Meeting Date – Friday 25 & Saturday 26 November 2011 in conjunction with AGM - Innisfail</p> <p>It was agreed for Terrain to hold a Field Trip separately from the joint Terrain/WTMA Field Trip which is still to be finalized possibly towards the end of September.</p>	Colleen to circulate prospective dates for a Terrain Field Trip

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Keith Noble and Peter Valentine left 5.20pm to catch their flight to Townsville.	
The meeting was declared closed at 5.30pm	
Written Update by Penny Scott – Area Teams Manager Written Update by John Reghennzani – Sustainable Industries Unit	

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

Signed _____
Mr Mike Berwick, Chair Terrain NRM