

**ATTENDANCE**

**Directors:**

Mike Berwick  
Peter Rowles  
Troy Wyles Whelan  
Russell Watkinson  
Joann Schmider  
Ken Atkinson  
Ryan Donnelly  
Keith Noble  
Dave Hudson  
Julia Leu

**Apologies:**

**Staff:**

Carole Sweatman - CEO  
Michelle Nusse – Corporate Services Manager  
Penny Scott – Area Team Manager  
David Hinchley – Land and Water Program Manager  
Colleen McIntosh, Board Support Officer  
Fiona George, Regional Landcare Facilitator  
Gavin Kay – PFSQ Forestry Project

**Other Attendees –**

Andrew Drysdale – CEO Qld Regional Groups Collective

**Friday 31 August 2012**

<b>OPEN SESSION</b>	<b>The Chair declared the meeting open at 9.45 am</b>	<b>ACTIONS</b>
<b>1 – Traditional Owner Welcome to Country</b>		
Bill Morganson representing Warrgamay Traditional Owners and Victor Alban representing Nyawaigi Traditional Owners gave the Traditional Owner welcome to the Board. They spoke briefly about the issues they face, thanked Terrain for bringing their meeting to Ingham and wished Terrain well with the meeting and their future.		
<b>2 – Declaration of Conflict of Interest</b>		
Keith declared small conflict of interest as he is involved with an organisation who has received a small grant from Terrain.		
<b>3. – Strategic Items – Strategic Direction</b>		
<p><b>3 – Strategic Directions Document –</b></p> <p>At its meeting on 19 July 2012 the Board reviewed the Strategic Directions 2012-2017 which has been finalised after two draft documents were provided by email to Directors for input.</p> <p>At that meeting a range of revisions were discussed and adopted with the view to reach endorsement from the whole Board via an out-of-session Board paper, subject to the CEO consulting directly with those Directors unable to attend the meeting.</p> <p>In the following week, the CEO met with the remaining 4 Directors. A number of minor amendments were made based on these discussions and that version was the subject of an out-of-session paper issued on 30 July 2012.</p> <p>All Directors approved the Strategic Directions 2012-2017 for release to staff to commence the internal consultation phase on organisational structure. Specific comments were received from two Directors requesting further minor amendments for final approval.</p> <p>A final version of the Strategic Directions 2012-2017 was attached to Board papers</p>		

<p>The track changes and other comments were discussed and a final document approved.</p> <p>Carole noted that it is a “living document”, will be reviewed annually and changes will only be made in between reviews if it is a significant change or government shift and would need to be substantial before any changes were made. The document is to have a note at the end re changes. Keith recommended any changes be documented prior to a board meeting and put on the Agenda for discussion. It was agreed that the strategic directions be a standing item on the Board agenda for status and also to report on amendments and updates.</p> <p><b>Recommendation</b></p> <p>That the Board approves the Strategic Directions 2012-2017 subject to finalisation of the Measures of Success.</p> <p>Moved: Keith Noble                      Seconded: Ryan Donnelly</p> <p>Carried Unanimously</p> <p><b>3b.- Board Structure-</b></p> <p>At its meeting on 19 July 2012, the Board commenced discussions on the skills and structure of the Terrain Board to deliver against the Strategic Directions 2012-2017. A summary of the Board discussions on 19 July 2012 on Board skills and structure was provided in Board paper 3b.</p> <p>This previous discussion was the starting point for the Board to review the structure..</p> <p>The Board noted the following –</p> <ul style="list-style-type: none"> <li>• Smaller numbers at meetings allow for more discussion</li> <li>• Suggested a Matrix be developed with Board Skills required</li> <li>• Noted that SISP role will change if we go to a Matrix System</li> <li>• RAPA probably not ready to provide a representative on Board</li> <li>• Not all Portfolios have an advisory group such as IAG and RAPA (previously TOAC) as a support, May need to establish more advisory groups</li> </ul> <p>The Board then had a discussion on what a Matrix would look like.</p> <p><b>Recommendation</b></p> <ul style="list-style-type: none"> <li>• That the Board determine the ideal number of Board members and roles.</li> </ul> <p><b>Motion:</b> The Board recommended 7 – 9 Directors (includes 2 Indigenous Directors)</p> <p><b>Recommendation</b></p> <ul style="list-style-type: none"> <li>• That the Board provide sufficient detail of Board skills and roles to the CEO to seek a sample of membership views on proposed changes and to develop draft Constitutional amendments for the November 2012 AGM.</li> </ul> <p><b>Motion:</b> The Board agreed with the concept of a Board Skills Matrix – see Attachment A</p>	<p>Colleen to add Strategic Directions as standing item on board agenda</p>
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<p><b>Motion:</b> The Board agree on skill set, description of abilities, and steps to complete process, including development of an Organisation Capability</p> <p>Moved: Dave Hudson                      Seconded :Russell Watkinson</p> <p>Carried Unanimously</p>							
<p><b>4. Strategic Item - Carbon</b></p>							
<p>Mike gave an overview to the Board on Carbon to date. Carole gave a presentation to the Board on Carbon Investment including –</p> <ul style="list-style-type: none"> <li>• Investment to Date across Australia and by Terrain</li> <li>• Hurdles</li> <li>• Unit Trust details and decision to be made re Terrain joining the Unit Trust – joining fee of \$2500. Unit Trust to be reviewed after 2 years.</li> <li>• Carbon Investment</li> <li>• NRM Planning and Climate Adaptation</li> </ul> <p>The Board requires an out of session paper to consider the option to buy membership to the National Unit Trust being established.</p>	<p>Carole to send Out of Session paper subject to receipt of Trust Deed</p>						
<p><b>5. Corporate Governance Report</b></p>							
<p>The following report provides the Board with an update of key Corporate Governance items for the quarter ending 30 June 2012. The dashboard has been revived to provide a snapshot of key items. Please refer to the attached detailed supplementary documentation which can be found in the separate set of papers which includes:</p> <ol style="list-style-type: none"> <li>1. Financial statements to 30 June 2012             <ol style="list-style-type: none"> <li>a. Profit and Loss Summary and including budget figures</li> <li>b. Balance Sheet Detail</li> <li>c. Income and Expenditure Statement by Program including budget figures</li> <li>d. Staff profile</li> <li>e. Inward contracts listing and Outward contracts listing</li> </ol> </li> <li>2. Minutes from Audit, Finance and Risk Subcommittee meeting held on 15 August 2012</li> </ol> <p><b>RECOMMENDATIONS</b></p> <ol style="list-style-type: none"> <li>1. That the Board approves the financial statements for 2011/2012.</li> <li>2. Board approves reserves allocations for 2011/12 as follows:</li> </ol> <table border="1" data-bbox="260 1827 1179 1973"> <tr> <td>Business Continuity Reserve</td> <td>\$647,558.48</td> </tr> <tr> <td>General Reserves (three month operating)</td> <td>\$972,711.91</td> </tr> <tr> <td>Allocation to Community Fund</td> <td>\$167,753.93</td> </tr> </table> <ol style="list-style-type: none"> <li>3. That the Board approves changes to the Natural Capital fund as recommended</li> </ol>		Business Continuity Reserve	\$647,558.48	General Reserves (three month operating)	\$972,711.91	Allocation to Community Fund	\$167,753.93
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<p>by the Audit Committee –</p> <p>The Board recommended the following –</p> <ul style="list-style-type: none"> <li>• The committee overseeing the fund to be made up of 3 Directors, a Terrain Member and the CEO as a non-voting committee member</li> <li>• The board agreed to invite expressions of interest from Terrain Members</li> <li>• The SISP to select the Terrain Member to sit on the committee</li> <li>• Ken was asked and agreed to remain on the committee</li> <li>• Committee members to be announced at the AGM</li> </ul> <p>Moved: Keith Noble      Seconded: Peter Rowles</p> <p>Carried Unanimously</p>	<p>Invite EOI from Terrain Members</p>
<p><b>6. Local Government Report to Board</b></p>	
<p>David advised he met with Travis Sydes at FNQ ROC meeting in Cairns on 2<sup>nd</sup> August. They discussed the following –</p> <ul style="list-style-type: none"> <li>• Overall position since change of Government</li> <li>• Travis said Board level contact with FNQ ROC would be good – Mike advised he and Carole would be arranging meetings with Local Governments in the area and should include FNQ ROC</li> <li>• David advised Terrain and FNQ ROC will work together on the new NRM Plan. It will be a good opportunity to link with them when doing our plan</li> <li>• FNQ ROC has indicated they liked the “Flight of the Tropics” we did a few years ago and thought it would be good to do again. The Flight of the Tropics was a flight over Tropical North Queensland for local councilors and was a great success</li> </ul>	
<p><b>7– Meeting of Directors Minutes 8 June 2012 confirmed</b></p>	
<p><b>Motion:</b> That the minutes of the Directors’ meeting 9 March 2012 be confirmed as a true and correct record subject to any changes as recommended by the Directors.</p> <p>Agenda Item 4 – should be in Action Item.</p> <p><b>Moved:</b> Keith Noble    <b>Seconded:</b> Ryan Donnelly</p>	
<p><b>8. Business Arising from Item 6.</b></p>	
<p><b>Nil</b></p>	
<p><b>9. Board Meeting Actions List</b></p>	
<p><b>Motion:</b> That the Board meeting actions list be received as presented.</p> <p>The board agreed to appoint a Deputy Chair to stand in for the Chair in the event of the Chair not attending any meetings. A motion was moved for Keith Noble to be appointed as Deputy Chair.</p> <p><b>Moved:</b> Peter Rowles    <b>Seconded:</b> Ken Atkinson</p> <p>Carried Unanimously</p> <p><b>Noted.</b></p>	

Michelle Nusse, Troy Wyles Whelan, David Hinchley and Penny Scott left the meeting at 3.05pm	
<b>10. Correspondence</b>	
<b>Motion:</b> That the Board note incoming and outgoing correspondence as presented <b>Noted</b>	
<b>11. Out of Session Papers</b>	
<b>Motion:</b> That the Board note Out of Session Paper No. 54. <b>Noted.</b>	
<b>Open Session – Information Items</b>	
<b>12. Chairs Report</b>	
<p>Mike gave an update to the Board including –</p> <ul style="list-style-type: none"> <li>• Advised he is preoccupied with keeping NRM alive</li> <li>• Letter from Andrew Cripps received advising this year's funding is secure but not secure next year</li> <li>• We need to find out what the government want and how we can deliver</li> <li>• Need to profile Terrain's role with community groups by end of September</li> <li>• Quite a few changes in JSIP – new chair Lloyd Taylor and loss of Bob Speirs.</li> <li>• Mike said JSIP advised NRM Groups are ok and here to stay. We need to demonstrate our worth to the Government</li> <li>• Tourism Qld invited to join Qld Roundtable.</li> </ul>	
<b>13 – Chief Executive Officer's Report</b>	
<p>Previously the CEO report was presented as an overview of activities in the period since the last Board meeting. This did not specifically provide a record of activities against the Corporate Plan or agreed CEO workplan. As part of the process of revising the Board paper structure, it is proposed that the CEO report is now presented as a progress report against the workplan. The Board were given a copy of the work plan with a status column attached..</p> <p>Carole advised the following –</p> <ul style="list-style-type: none"> <li>• We are waiting on an announcement for new Reef Rescue round</li> <li>• Preparations for 360 degree review next month underway – getting quotes</li> <li>• Successful Launch of Yasi DVD at Mission Beach – launched by Minister Cripps</li> <li>• Narrative Reports available – board agreed ok by email.</li> <li>• Reef Rescue – change to Year 5 – landowner contracts offer posted by mid-July which gives a whole year to implement projects. Applications were up by</li> </ul>	<p>Carole to send Out of Session Paper to Board with costings of suggested 360 degree review</p> <p>Carole to send Narative Reports to</p>



<ul style="list-style-type: none"> <li>Attended RGC Meeting in Cooktown 7-9 August – one of the topics was core business of RGC. Peter invited Andrew Drysdale to speak to the Board on RGC.</li> </ul>	
<p><b>17 – Other Business/ Confirm Next Meeting Date – Friday 30 November 2012 in conjunction with AGM in Innisfail</b></p>	
<p>The meeting was declared closed at 5pm.</p>	
<p><b>Written Update by David Hinchley – Land and Water Program Manager.</b></p>	

These Minutes confirmed as a true and correct record at the Directors' Meeting held 30 November 2012

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



## Attachment A - Board Skills Matrix

During the Terrain Board meeting on 31 August 2012, the Directors discussed the ideal make-up of the Board to deliver the new Strategic Directions plan and the skills that were both essential and desirable in any new director. To assist with this task, they developed a Board skills matrix as per the photo below. Further to this research has been conducted on standard Board skills matrices and the draft matrix drafted accordingly:



The purpose of a Board skills matrix is to act as a tool that guides director recruitment and Board succession planning by examining the skills, knowledge, experience, personal attributes and other criteria appropriate for the governance of Terrain. It can also act as a tool to assess Board skill gaps as part of the annual self-assessment process. It was also determined during the meeting that the Board should comprise no less than three directors (in line with the Corporations Act 2001) and ideally between seven and nine directors.

### Why do we have a skills template?

It is critical that the Terrain Board is comprised of directors who *collectively* have the skills, knowledge and experience to effectively govern and direct the organisation. The skills required of directors can be broadly categorised as:

- professional (director) skills (that is, skills directly relevant to performing the Board’s key functions); and
- NRM sector skills (that is, skills relevant to the industry or sector in which the organisation predominantly operates).

It is important to note that each individual director is not expected to hold all professional and industry skills. Rather, these skills should be held collectively by the Board as a whole. Boards also

often assess whether they consider each identified skill is 'essential' on the board, desirable' on the Board, or 'purchasable' by the Board (meaning that the skill can be 'brought' or 'bought' into the Board as and when required, for example, specialist human resource or legal advice). This further assists Boards in determining priorities when filling Board vacancies.

In contrast to professional and industry skills, all directors should have certain personal attributes or behavioural qualities that are generally considered essential in order to be an effective director.

It can be expected that the skills, knowledge and experience required on Terrain's Board will change as the organisation evolves and as the strategic directions adapt. It is clear that the governance arrangements for Terrain are expected to promote strong partnerships and linkages with key stakeholders including government, traditional owners, industry, community and community groups.

It was agreed that the matrix would comprise three parts:

- a. **Key Director skills** including governance, strategic planning, fund raising and investment, policy/advocacy and influence, high level stakeholder engagement.
- b. **Key high level NRM knowledge**, skills and networks, including but not limited to, industry, conservation, water, climate, land use planning, cultural heritage knowledge and regional knowledge.
- c. **Selection criteria that assess personal attributes** including strategic thinking, integrity, influencing and negotiating, critical thinking and innovation, culture of continuous learning, results oriented, independent and ability to link up networks and investment and support.

The selection process will be structured to ensure the maximum range and blend of all skills, networks and knowledge.

Once the Board is established, regular Board performance evaluations should address Board skills and personal director attributes. The skill areas in this matrix should also be regularly reviewed to ensure that they remain aligned with Terrain's stage of development and strategic direction.

## Part A and B – CORE DIRECTOR and NRM Portfolio SKILLS

NRM specific skills  Key Director Skills	Description	Industry	Conservation, World Heritage	Water	Land Use Planning	Traditional Owner	Climate	Community Networks	Government and Agencies
		Networks with and knowledge of the industries within the Terrain region.	Knowledge of conservation and world heritage	Knowledge of water use and planning	Knowledge of land use and planning	Cultural Heritage knowledge and networks	Knowledge of climate adaptation and carbon initiatives	Knowledge of and established networks within the Terrain footprint.	Knowledge of and linkages to different levels of government
Executive Management	Ability to: <ul style="list-style-type: none"> <li>• Appoint and build a constructive relationship with the CEO</li> <li>• Oversee strategic human resource management</li> <li>• Oversee organisational strategic planning and implementation</li> </ul>								
Financial Performance/ Audit	Ability to: <ul style="list-style-type: none"> <li>• Analyse key financial statements</li> <li>• Critically assess financial viability and performance</li> <li>• Oversee budgets and efficient use of resources</li> <li>• Oversee funding arrangements and accountability</li> </ul>								
Governance	Knowledge and experience in best practice corporate governance structures, policies and processes (particularly in the not for profit context), and an ability to apply that in Natural Resource Management.								
Risk and Compliance Oversight	Ability to identify key risks to Terrain in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.								
Strategic Investment/Funding	A broad range of business experience, preferably in the not for profit sector linking into funding and income opportunities to enable maximum NRM investment into the region.								
Community and stakeholder engagements	High level reputation, understanding and networks in the local community including with community NRM groups, traditional owners, government (local, state and federal) and industry.								
Policy/Advocacy/ Influence	Knowledge, experience and high level networks in NRM able to influence government policy and direction and advocate for NRM and the Wet Tropics region.								
Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies.								

## Part C – PERSONAL ATTRIBUTES

Attributes	Description
Integrity (ethics)	A commitment to: <ul style="list-style-type: none"> <li>- Understanding and fulfilling the duties and responsibilities of a director, and maintaining knowledge in this regard through professional development.</li> <li>- Putting the Terrain interest before any personal interests.</li> <li>- Being transparent and declaring any activities or conduct that might be a potential conflict</li> <li>- Maintaining Board confidentiality</li> </ul>
Effective listener and communicator	The ability to: <ul style="list-style-type: none"> <li>- Listen to, and constructively and appropriately debate, other people’s viewpoints.</li> <li>- Develop and deliver cogent arguments</li> <li>- Communicate effectively with a broad range of stakeholders.</li> </ul>
Constructive questioner and culture of inquiry	The preparedness to ask questions and challenge management and peer directors in a constructive and appropriate way.
Contributor and team player	The ability to work as part of a team, and demonstrate the passion and time to make a genuine and active contribution to the Board and Terrain.
Commitment	A visible commitment to the purpose for which Terrain has been established and operates, and its ongoing success.
Influencer and negotiator	The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain stakeholder support for the Boards decisions.
Critical and innovative thinker	The ability to critically analyse complex and detailed information, readily distil key issues and develop innovative approaches and solutions to problems.
Leader	Innate leadership skills including the ability to: <ul style="list-style-type: none"> <li>- Appropriately represent Terrain</li> <li>- Set appropriate Board and organisational culture</li> <li>- Make and take responsibility for decisions and actions.</li> </ul>
Results oriented and a culture of continuous learning	Ability to direct and interpret the measurement, evaluation and assessment of results, direction and outcomes of Terrain’s activities .