

ATTENDANCE

Directors:

Mike Berwick
Peter Rowles
Ken Atkinson
Keith Noble
Julia Leu
Ryan Donnelly
Russell Watkinson

Apologies:

Joann Schmider
Troy Wyles Whelan

Staff:

Carole Sweatman, CEO
Michelle Nusse – Corporate Services Manager
Penny Scott –Friday Only
David Hinchley – Friday Only
Colleen McIntosh – Board Support Officer
Kathryn Dryden – Communications officer – Friday only

Other Attendees –

Friday 14 June 2013

For this meeting, Keith Noble and Ryan Donnelly were deemed to be Directors –Other.

OPEN SESSION	The Chair declared the meeting open at 9.10am	ACTIONS
1 – Traditional Owner Welcome to Country		
Ken Reys gave the Traditional Owner welcome. Ken said it was not just about Traditional Owners but about all as a Community Partnership. He welcomed us and wished us a good meeting		
2 – Declaration of Conflict of Interest		
Nil		
3 – Strategic Items – Update on Organisational Structure, Funding and Organisational Risk Management – Closed Session		
Carole spoke to the detailed report provided in the Board business papers. The Board wanted the Minutes noted to show their appreciation of all the hard work by staff especially with the funding applications. They recommended a communique go to the staff from the Board to show their appreciation. The Board asked what was the worst case scenario with the Federal Election. Carole advised that there is a couple of scenarios, in the first instance, if contracts are not signed by 14 August, then very unlikely that any contracts would be signed until well after the election and this would have a significant impact on Terrain. Secondly, there was a suggestion that regions only apply for one year of funding and await the election results for ongoing negotiations. The least risky strategy is to actually secure five years funding and then if matters change it will be a simple matter of varying or changing the existing contracts. Worst case scenario with a change of government would be they discover the “black		<i>Carole to provide words in communiqué to the Staff on behalf of the Board showing appreciation of work done</i> <i>Tentative Board Meeting to be set in place for 8 August in case of worst case scenario with funding</i>

<p>hole” is bigger than they thought and some cuts could be needed. Mike advised he has met with Greg Hunt who is the possible Minister and he advised they would not prune this budget.</p> <p>Ken commented on spending money on Terrain’s 10 Year Anniversary celebrations. Carole advised that we will only spend if we have the funds to do so. Michelle said it was not until September so should know about our funding by then. Keith and Julia thought it would be good to continue with the celebrations as we are looking to the future in the Regions and is one of the few ways to involve the community.</p> <p>As per attachment one to this paper, the Board then discussed Terrain’s support to the Wet Tropics NRM Community groups. It was agreed that we should give support to groups with regards to helping them with grant applications but not completing the applications ourselves. Carole advised the Board that the transition package also included a small payment for administration and project management to be provided to groups who will no longer have a full time committed catchment coordinator – this equates to 8 groups in total.</p>	<p><i>That the Board be provided fortnightly briefs/updates regarding the status of funding.</i></p>
<p>Recommendations</p> <ol style="list-style-type: none"> 1. That the Board note the status new staff arrangements and new structure is ready for change over on 1 July 2013. 2. That the Board note the extensive work completed by Terrain staff to ensure funding to Terrain and Wet Tropics NRM. 3. That the Board approve the use of the \$712,296 of Terrain’s operational reserve up to Friday 9 August 2013 to ensure business continuity while funding decisions and contracts are being negotiated. <p>The Board resolved to approve the recommendations.</p>	
<p>4 – Review of Terrain Strategic Plan including results of Organisational Review – Open Session</p>	
<p>A copy of the Organisational Performance Excellence Review- Terrain NRM May 2013 was provided with these Board papers.</p> <p>Carole gave a presentation to the Board of the findings, strengths and opportunities for improvement from the review. The findings are largely dealt with as actions in the existing Strategic Plan, but require refinement and some reworking.</p> <p>The Board had a discussion on their own review process. There is the 360degree process in place now but they thought they needed a more informal process. It was agreed that a ½ hour agenda be included in all Board meetings for board only time for the board to reflect on how well the Board is working and if time allowed on any other issues. It was also agreed that each Board Member should have some one-on-one time with the Chair. It was agreed to set aside one week each year for the Chair to speak individually to each board member (can be by phone if necessary)</p> <p>The Directors discussed whether the business excellence report should be confidential. Mike thought the report should be made public. Carole said happy to go public. Peter suggested the Executive Summary be made public. The Directors agreed that the report is-</p> <ul style="list-style-type: none"> • Not confidential 	<p><i>Colleen to include an Agenda item for all board meetings for ½ hour board only time to reflect on the Board’s own processes and how it works.</i></p> <p><i>Colleen to set aside one week each year for Director’s one-on-one meetings with the Chair.</i></p> <p><i>Target groups/organizations will be part of developing the</i></p>

- Executive Summary and analysis be made public
- Use to back up Board restructure
- Use to back up org structure review

Carole said she was working on how the Org Review will impact on the wording in the Strategic Plan. One of the key suggestions from the review was to refine the measures of success, in particular to develop a small number of meaningful measures for the Board to focus on. A discussion then took place with all Directors to determine the critical measures of success for Terrain which would help focus the Strategic Plan and its success.

The Directors gave the following directions under the 4 Strategic plan headings –

BIG PICTURE	RELATIONSHIPS
<ul style="list-style-type: none"> • Outcomes on Ground are we making a difference? • Knowledge accessibility • Credibility in Government – able to influence • Functioning NRM Plan – mainstream and influence 	<ul style="list-style-type: none"> • Stakeholder satisfaction • Co-operation with Indigenous people • Openness and accountability • Terrain value across Community sectors (communities of interest)
INVESTMENT	BUSINESS
<ul style="list-style-type: none"> • Credibility with investors • Diversification of funding base 	<ul style="list-style-type: none"> • Compliance with regulatory framework • Level of improvement against Org review • Practice change – planning/policy/land management/community gaps.

Julia Leu left at 11.35am

Engagement Strategy, where we can analyse the need, communication style and outcomes.

Carole to send Directors a copy of the overview of Board excellence that has been developed by Norbert Vogel.

The Executive Summary from Business Excellence review plus the analysis as presented in Powerpoint to be put on Web Page. More details given if requested.

5. Operational Plan Presentation and Discussion – Open Session

Due to time constraints this Agenda item was postponed to next Board meeting

6. Overview of NRM Plan Process – Open Session

David Hinchley gave a presentation on NRM Plan Process. Presentation is attached. The directors discussed the NRM plan process and Russell asked if we would be having a separate Indigenous NRM plan. Mike thought we should have one NRM Plan and link to other relevant plans.

The Board was asked their preference for a NRM Plan Steering Committee. Do they want the Board or a separate Steering committee to monitor the new plan? Keith thought the plan should come through the Board as a standard agenda item and will require Board approval, but this is in addition to a steering committee. Mike suggested a committee made up of a few from the board/someone from organisation like WTMA/ an NRM person and possible a Government representative. Mike called for Board interest in being on the committee.

Russell advised he is interested/ Mike is interested but as he is very busy would be

David Hinchley to provide a Terms of Reference for a NRM Planning Steering Committee and get back to the Board at the next Board meeting in August.

<p>happy for someone else to do/ Ken interested if appropriate/ Peter is interested but see how it goes/ Keith interested but due to time constraints is unavailable. It was agreed that there should be some Indigenous input and neither Indigenous Director is at this Board meeting.</p> <p>David to follow up on Steering committee and get back to the Board.</p> <p>David advised that the format and presentation of the NRM plan is likely to be very different to the current arrangements and that is because it will be living and adaptive document, the web based information and scalability of the plan is the critical key to functionality of all level of the community..</p>	
7. Communication Plan review – Open Session	
<p>Kath Dryden gave a presentation to the Board on the status of corporate communications and asked for Board input to the Communication Plan review. Kath's presentation is attached.</p> <p>The Board agreed that Terrain needs better recognition externally as part of the review of the Communication Plan high level objectives. It also agreed that the reference to engagement should be removed as that relates to the Engagement Strategy.</p>	
8. Board Restructure – Open Session	
<p>Carole gave a presentation with analysis of the 5 options for the Board Restructure as requested at the last Board meeting. The Board had a general discussion about the Pros and cons of each option.</p> <p>The Board recommended going to the Membership with 2 options –</p> <ol style="list-style-type: none"> 1. Status Quo 2. Matrix Option <p>Their recommendation would be the Matrix Option with the Board getting assistance from Advisory committees for:</p> <ul style="list-style-type: none"> • Traditional Owners • Conservation sector • Industry Sector (using existing IAG) <p>They noted the importance of the SISF in this process and the need to provide them with specific tools and training for a possible new and more complex recruitment process.</p> <p>It was also noted that members should have more input and voting rights to change the TOR for the SISF as part of this proposed constitutional change.</p> <p>The Directors were asked to finalise any comments on the Board matrix overnight, so that this may be used for the process of developing the paperwork for a constitutional change.</p> <p>Carole was asked to determine the best timing for the change process taking into account the need to consult with members prior to a vote for constitutional change.</p>	<ol style="list-style-type: none"> 1. <i>Carole to send OOS paper with the following:</i> 2. <i>Paper on the two options and detailed pros and cons and justification for the preferred matrix option. This would be the paper that would go to members.</i> 3. <i>Proposal regarding the timing of EGM or AGM for member vote on constitutional change</i> 4. <i>Review of SISF TOR and supporting documentation</i>

	<p><i>and processes</i></p> <p>5. <i>Proposal for Constitutional amendment</i></p> <p>6. <i>Mike and Carole to meet with Joann and Troy prior to OOS paper going out</i></p>
<p>Meeting closed at 5.15pm</p>	

Saturday 15 June 2013	
Meeting commenced at 8.35am	
8 Board Restructure cont.	
<p>The Board continued their discussion on the Matrix. They agreed to the following –</p> <ul style="list-style-type: none"> • there is a need for the matrix to be made clear to the SISP • for the SISP to receive HR training and assistance. • The SISP could measure skills of existing directors applying using reference checks or existing 360 degree review information. 	<p><i>Carole to update matrix and send out to Directors as part of the package of paperwork agreed on Friday.</i></p>
9. Chief Executive Officer Contract Renewal – Closed Session	
<p>Directors were provided with the existing CEO Position Description (PD) in their papers. Carole provided a draft new Position Description for discussion at the meeting. Some discussion ensued regarding the need to keep the PD simple and linked to the Strategic Plan and other key deliverables, rather than trying to describe all the tasks for the CEO within the PD.</p>	<p><i>Colleen to send out Draft CEO PD to the Directors for their comments by 30 June.</i></p> <p><i>Carole to send to final draft to HRRC.</i></p>
10. Corporate Governance Report – Closed Session	
<p>Michelle spoke to the Corporate Governance report included in the business papers. Additional items of note were:</p> <ul style="list-style-type: none"> ○ Interim audit – only one issue – Refit of office expenditure – needs re coding as depreciable <p>Mike asked if we tracked the ongoing implementation of RR projects. This is difficult with limited M & E funding. But will try and improve in RR2. Carole advised that if Directors were aware of any issues with RR projects or grants, staff should be advised.</p> <p>Recommendations</p> <p>Audit/Finance Risk Subcommittee recommendations:</p> <ol style="list-style-type: none"> 1. That the Board approve the financial statements for the period ending 31 March 2013. 2. That the Board approve the payment of redundancy entitlements from the current Business Continuity reserves. <p>Human Resources and Remuneration Subcommittee recommendations:</p> <ol style="list-style-type: none"> 3. That the Board approve the OHS report for the Jan to March 2013 period. <p>The Board resolved to approve the recommendations.</p>	<p><i>Michelle to change wording on page 36 – change name from “other expenditure” to Project Contributions – this is for the column related to Terrain Corporate Services – so this could be expressed as a note to the financial report.</i></p> <p><i>Michelle to include up to date financial figures for phone link 8 August for Directors</i></p> <p><i>Michelle to update Directors fortnightly after 30 June on financial situation with a focus on the insolvency table.</i></p> <p><i>Michelle to review format of contracts list for directors, to also include indicators of contracts at risk and check timing.</i></p>

	<p><i>Michelle to check Pig Contract for timing and completion</i></p> <p><i>Michelle to change Russell's comments in HR Minutes – re culture changes required in OH & S</i></p>
11– Meeting of Directors Minutes 1 March 2013 confirmed	
<p>Recommendation</p> <p>That the minutes of the Directors meeting held on Friday 1 March 2013 be confirmed as a true and correct record subject to any changes recommended by the Directors.</p> <p>The Board resolved to note and approve the Minutes</p>	<p><i>Change Page 60 to read “Resolved” where no name for motion moved and seconded</i></p>
12 & 13. Board Action List and Business Arising 1 March 2013 Minutes	
<p>Points for Discussion</p> <p>The status of Board and subcommittee actions is for noting and any additional feedback from Board members.</p> <p>Recommendation</p> <p>That the Board Action list be noted subject to any changes recommended by the Directors.</p> <p>The Board resolved to note and approve the Action Items.</p> <p>The Board noted that some items are behind but recognised this is due to staff pressure with other matters.</p>	
14 - Correspondence	
<p>Ken noted he had been receiving a lot of SPAM emails through his Terrain email address.</p> <p>Recommendation:</p> <p>That the Correspondence be noted as presented.</p> <p>The Board noted the correspondence.</p>	<p><i>Michelle to follow up receipt of SPAM emails through Terrain email address.</i></p>
15 - Out of Session Papers	
There were no out of session papers in the previous period.	
Open Session – Information Items	

16 - Chair's Report	
<p>A Chair's report was provided in the Business Paper and Mike spoke to these.</p> <p>Michelle left at 10am.</p> <p>Peter Rowles gave the Board an update on RGC – Report attached.</p>	<p><i>David Hinchley to give Mike a summary in dot points on issues with funding applications</i></p>
17 - CEO's Report	
<p>A status report on Carole's Workplan was included with the Board business papers. In addition Carole gave a presentation on the key tasks completed since the last meeting as follows:</p> <ul style="list-style-type: none"> • Finished July – Dec reporting, commence Jan –June reporting • Finalised EOI processes, redeployment, feedback session, transition process and community meetings • Reef Rescue Review • More than 7 major EOIs and full applications for funding including extensive negotiations with partners • Cluster leader for climate change stream one knowledge brokering • Cross regional transformation project • NERP Conference • Reef Rescue Conference • Hosting Project Catalyst Conference • Hosting National CEO Meeting and Organisational Excellence Showcase • Reef Rescue Awards • Organisational Review • National Working Group on Business Excellence • RGC Workshop • Reef Alliance meetings and negotiations • Presentations of 360 degree review findings • All staff day • Planning for 10 year anniversary • Planning for Annual report 	<p><i>Carole to send out Reef Rescue Program Review to the board once finalized (now only draft)</i></p>
17. – IAG Report to the Board	
<p>A copy of the minutes from the IAG meeting was included in the Board business papers and Keith Noble spoke to these. Keith noted that the IAG will be used as a reference groups for the work being completed by Jim Turnour at the Cairns Institute on the role of agriculture in regional development.</p>	
18 – People & Country Report to the Board	
<p>In the absence of Joann and Troy there was no People and Country report to the Board. Joann has supplied a report on her attendance at the World Indigenous Network Conference – which is provided with the minutes.</p>	

19 - Other Director Portfolio Reports	
<p>Julia gave the board an update including –</p> <ul style="list-style-type: none"> • Voting for new legislations same day as federal election – not much consultation and a lot of changes – go to the following link for information - http://www.councilreferendum.com.au/ • Julia noted the importance of Terrain forming a better relationship with the ROC board and recommended Terrain try to get an Agenda Item on a future FNQ ROC Board meeting. Next meeting is in Cooktown which would not be suitable but thought next meeting is in Cairns. <p>It was noted that Hinchinbrook is not part of the FNQ ROC area and we will have to follow up relations in that area.</p> <p>Mike also noted he would like to see reports from FNQ ROC. Carole advised that David Hinchley meets with the FNQ ROC staff quarterly. Julia thought it needed to be at Board level and we should be sending a Board Member to the FNQ ROC Board meetings. Meeting with the Chamber of Commerce was also mentioned but it was noted that they were not familiar with Terrain. Further discussion is needed on groups we should target.</p>	<p>Colleen to contact Darlene Irvine to arrange presentation by Terrain at FNQ ROC board meeting</p>
20. Other Business	
<p>21. Confirm Next Meeting Date – Friday 30 August 2013 in Atherton</p> <p>The Board also will be meeting or conduct a teleconference on or about the 8 August if needed to discuss any outstanding financial and contract matters.</p>	
Board noted next meeting date.	
The meeting was declared closed at 11.48am	

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

Signed _____
Mike Berwick, Chair Terrain NRM