

ATTENDANCE

Directors:

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

Apologies:

Troy Wyles Whelan
Joann Schmider
Ken Atkinson

Staff:

Carole Sweatman, CEO
Michelle Nusse – Corporate Services Manager
Penny Scott – Manager Community Partnerships
David Hinchley – Manager NRM Strategy
Colleen McIntosh – Board Support Officer
Gary Searle – NRM Planning and Knowledge Leader

Other Attendees –

Kenneth Keith – Director elect – Catchment & Community
Stephen Purcell – Director elect - Indigenous

Friday 29 November 2013

OPEN SESSION The Chair declared the meeting open at 8.30 am and welcomed the new Directors Stephen Purcell and Ken Keith who are attending the meeting as observers.	ACTIONS
1 – Traditional Owner Welcome to Country	
Mike acknowledged the Traditional owners on behalf of Ken Reys who could not attend due to ill health.	
2 – Declaration of Conflict of Interest	
Nil	
3 – Strategic Items – Closed Session	
3a – Presentation of Terrain Budget and Programs	
<p>The report included in the Board papers provided a draft template for illustration purposes and some examples for each of Terrain’s major projects over the next three to five years. When finalised, this would be compiled into a Terrain Current Project Portfolio for Board and once finalised it is intended to provide this information publicly as part of Terrain’s goals for improved transparency.</p> <p>The Directors thought the format was very good and precise.</p> <p>Recommendations:</p> <p>3.a.1 – That the Board provide feedback on the format of the program budget information</p> <p>3.a.2 – That the Board approve in principle the publishing of budget information once the format is finalized.</p> <p>Moved: Russell Watkinson Seconded: Ryan Donnelly</p> <p>Carried.</p>	<p>Action item 136 - The Board requested that the public format of Terrain’s project/budget information be available on the web site with possible mechanism to drop into more details if possible.</p>

<p>3b – Update on Strategic Plan, Monitoring and Evaluation</p> <p>A complete paper on Terrain’s Monitoring and Evaluation approach was included in the Board papers. Penny Scott provided an overview of the paper.</p> <p>The Directors gave the following feedback-</p> <ul style="list-style-type: none"> • Excellent piece of work and confident that the process is a good basis for reporting • Reporting should be linked to quarterly Board meetings. • Board requested that annual reporting against the KPI for Terrain’s mission be annual – acknowledging that the full picture of landscape health changes over a longer period of time. • Noted that the NRM Plan is the key tool for monitoring of landscape condition. • Would be good to approach the Government through RGC or National Working Group particularly new Ministers regarding the need to ensure reporting to Government is based on outcomes not outputs and activities as in currently the case. • We need to show the link between a healthy landscape and productivity – perhaps a paper from RGC or Working group could be prepared • Keith Noble advised that he met with RIRDC before the meeting this morning and had similar discussion to these – need to strengthen linkages to RIRDC. <p>Recommendations:</p> <p>3.b.1 - That the Board provide feedback on the rationale and approach for systematic monitoring and evaluation of the Terrain Strategic Plan and Terrain program delivery</p> <p>3.b.2 – That the Board review and agree on the six high-level KPIs that will form the basis for reporting back to the Board on progress towards delivering on the Terrain Strategic Plan</p> <p>The Board resolved to approve the recommendations</p>	<p>Action item 137 - Staff need to now develop indicators of landscape condition. Reporting should have a focus on one or two aspects each year.</p> <p>When implementing the M & E Plan, ensure collection of data is undertaken in collaboration with other organisations</p> <p>The agenda for next Board Meeting – should include discussion on broader messaging about linkage between landscape health & productivity (Gavin Kay to be on agenda talking about Innovation project)</p>
<p>3c – Update on NRM Plan</p>	
<p>A detailed report on the Wet Tropics NRM Plan and Water Quality Improvement Plan was provided in the Board papers. David Hinchley and Gary Searle attended the meeting to provided additional details on the following:-</p> <ul style="list-style-type: none"> • Climate Change Projections – Interim Statement • Spatial Prioritisation Tools – an example • Establishing a Steering Committee • Engagement Strategy and Communications Plan • Discussion <p>The Board noted –</p>	<p>Action item 154 - Gavin Kay to present to next Board Meeting on climate impacts and implications for the Wet Tropics.</p> <p>Action item 155 - Mike to circulate to Directors email on issues raised in Douglas community regarding the role of</p>

<ul style="list-style-type: none"> • Crucial to have excellent communications • Board happy to pursue State Level advisory committee • Need for critical timelines to be provided to the Board (summary with key milestones instead of very detailed workplan) • Need to get Federal and State Government high level engagement and get endorsement of the planning process to ensure buy in. • Monthly reports to the Board against a milestone list for 2014 will ensure confidence around progress on the plan. David to send Engagement & Communication plan to the Board for information • Requirement for the Advisory Committee to help resolve conflicts and obstacles, ensure coordination and high level buy in. <p>Recommendations:</p> <p>That the Board note the report and provide feedback on proposed processes.</p> <p>The board resolved to note progress</p>	<p>Terrain and linkages to green movement and UN.</p> <p>Action item 156 - Mike and Carole to speak to RGC, Andrew Drysdale and Bob Speirs re need for state wide advisory approach to ensure state level buy in.</p> <p>Action item 157 - David to amend Advisory Committee TOR as discussed at the meeting and to finalise membership</p> <p>Action item 158 - Monthly reports to the Board on the progress of the NRM Plan against key milestones will be required for 2014.</p> <p>Action item 159 - David to send Engagement & Communications Plan to the Board OOS for comment</p> <ol style="list-style-type: none"> 1. Key messages 2. Consultation Phase 1 – Web feedback 3. Key user questions (to address with Members at AGM) 4. Discussion topics 5. Draft brochures
<p>4 – Corporate Services Report</p>	
<p>A detailed Corporate Services Report was included in the Board papers. Michelle Nusse introduced the papers.</p> <p>The Board commended Michelle for the set out of the financials including the new cash flow table and particularly complimented Kelly O’Kane on her good work with a</p>	<p>Action item 138 - Michelle N to include “contribution from projects” as income for the Corporate</p>

<p>new way to present the contracts in the papers.</p> <p>Recommendations:</p> <p>Audit/Finance risk Subcommittee recommendations:</p> <p>4.1 That the Board approve the financial statements for the period ending 30 September 2013</p> <p>4.2 That the Board approve the General Running costs budgets for the 2013/14 Year</p> <p>The board resolved to approve the recommendations.</p> <p>Human Resources and Remuneration Subcommittee recommendations: (Note other HRRC recommendations are covered in Agenda Item 11)</p> <p>4.3 That the Board approve the OHS report for the period ending 30 September 2013</p> <p>The board resolved to approve the recommendations with correction of typo on page 84.</p>	<p>Services “project”</p> <p>Action item 139 - Michelle N is to make sure there is a commentary on any significant variations in next cash flow statement</p> <p>Action item 140 - Michelle to make sure there is a commentary on P & L where variations exist.</p>
3d – Organisational Health Plan	
<p>A detailed paper was provided in the Board papers. Based on feedback from the HRRC Carole provided the context within the Strategic Plan and Organisational Review.</p> <p>Recommendations:</p> <p>That the Board endorse the Organisational Health Action Plan as attached for implementation.</p> <p>The Board resolved to accept the Recommendation.</p> <p>Ryan Donnelly left at 12.15pm</p>	<p>Action item 141 - Progress reports on the implementation of the Organisational Health Plan to be included at all Board meetings.</p>
3e – Discussion on Consultation for Board Structure	
<p>Carole advised the Board that we are now through the recruitment process and will now embark on a more extensive process for consultation on the Board restructure. Carole advised she would like to do a Survey of the members to find out their opinion. The Board agreed that we should send a survey to Members on Board structure options and other expectations as part of the consultation process.</p> <p>Carole also advised that the feedback from SISF on using the Matrix for their recent director recruitment process was good. All agreed still some work to do but a good start.</p> <p>Michelle Nusse left at 1pm David Hinchley left at 1pm. Gary Searle left at 1pm.</p>	<p>Action item 142 - Carole to send draft Membership survey questions regarding the Board structure to Directors as OOS paper prior to sending survey to Members</p> <p>Action item 143 - Recruitment Matrix to be further developed</p>

<p>3f – Review of Board Sub Committees</p>	
<p>Carole advised that with new Directors coming on Board it was a good time to look at the membership of the Board sub committees. As all the Directors were not present at the meeting, it is not a good time to make these decisions. Colleen to email asking for nominations and bring back to February meeting. The nomination process will also need to consider the Company Secretary role, The Natural Capital Fund committee and the NRM Planning committee.</p> <p>Recommendations:</p> <p>3.f.1 – That the Board determine which Directors shall fill the roles for the sub committees and formal external representation for 2014.</p> <p>Due to all Directors not being present at this meeting, this will be held over to the February meeting.</p>	<p>Action item 144 - The table of Board sub committees and representative roles be updated and Colleen to send email to all Directors asking for nominations for various roles for consideration at the Feb 2014 meeting..</p>
<p>5. Confirmation of Minutes Meeting of Directors 30 August 2013</p>	
<p>The Board resolved to note that the minutes were approved in Out of Session Paper No. 57</p>	
<p>6. & 7 Board Action List and Business Arising from 14 & 15 June Minutes</p>	
<p>Recommendation:</p> <p>6.1 That the Board Action list be noted subject to any changes recommended by the Directors</p> <p>The Board resolved to note the Board Action List</p>	
<p>8. Correspondence</p>	
<p>Recommendations:</p> <p>That the correspondence be noted as presented.</p> <p>The Board noted the correspondence as presented.</p> <p>With the increasing volume of correspondence through emails it was decided that the Board did not need the correspondence in the papers but would rely on Carole and the Managers bringing any important correspondence to their attention.</p>	<p>Action item 145 - Kath Dryden to follow up status of JCU Student prize correspondence</p> <p>Action item 146 - Carole to follow up Ergon energy Plan Smart request correspondence</p>
<p>9. Out of Session Papers</p>	
<p>Recommendations:</p> <p>That the Out of Session Papers be noted as presented</p> <p>The Board noted the Out of Sessions papers as presented.</p>	

<p>10. Chair's Report</p>	
<p>Mike's main focus for his Chair's report was the result of his 360 degree review and asked the Board for directions on how he might address the issues from the review. The Board had a general discussion on Mike's review results and agreed on the following –</p> <ul style="list-style-type: none"> • Mike to circulate an update on his activities in dot points to the Board members midway between Board Meetings and anything urgent to send immediately by email. • Mike and Carole to discuss the Agenda items well in advance of Board Meetings so that Mike has more input into the meetings • Audit Committee to complete the review of the Risk Management Strategy as already programmed. • That the Board needed to be clear about its responsibilities to direct and require clear reporting against risks and outcomes of the Strategic Plan and NRM Plan. <p>Post meeting note from CEO – The Board Operating Manual is now dated May 2008 and needs review – this is an important document for Board operations, roles and responsibilities. I suggest that this review be part of Board discussions at future meetings.</p> <p>The Board commended Mike on sharing the 360 degree review document with all Board members</p> <p>Mike then updated the Board on the following –</p> <ul style="list-style-type: none"> • Work he has been doing with Greg Hunt, Federal Minister for Environment • Mike invited to attend Queensland Government opposition Environment Roundtable and said important to keep in touch with opposition parties. 	<p>Action item 147 - Mike to circulate update by dot points midway between Board meetings – Colleen to remind Mike</p> <p>Action item 148 - Look for opportunities to delegate some tasks to other Board members</p> <p>Action item 149 - Mike B and Carole S to discuss Board agenda items well in advance of meetings to ensure better Chair engagement and awareness.</p> <p>Action item 160 - Board to discuss review of board operations manual in next meeting.</p> <p>Action item 150 - Audit committee complete its existing task to review the Risk Management strategy and Internal Audit Process.</p> <p>Action item 151 - Mike to ensure individual meetings with Directors are organised for 2014. Mike to follow up with absent Directors</p>
<p>11. CEO Report</p>	
<ul style="list-style-type: none"> • Carole advised the Board that she and Mike had not had time to discuss her Workplan so will send out as Out of Session Paper once discussed with Mike 	<p>Action item 152 - Carole to send 2013/2014 Workplan</p>

<ul style="list-style-type: none"> • Ongoing rollout of staff structure. • Ongoing negotiations on what we are expected to deliver and lot of time involved especially around Reef Rescue. A fair bit of work to do with Cane Industry Working Group – significant improvement in relationship. • QDAFF not able to take up opportunities for partnership arrangement for new staff role in Practice Change, so Terrain has advertised for this position. • Assisted in review of Northern Gulf NRM with Norbert Vogel – spent one week in Georgetown – good that they have had their review done. • Still working with Northern CEO’s to achieve a collective outcome on some projects • Active on Reef Alliance committee • Attended National CEO’s meeting • Attended Reef Science Forum (also attended by some Directors) • Been through 360 degree review – will send out summary of details 	<p>to Board by Out of Session Paper prior to Feb Board meeting.</p>
<p>12. IAG Report</p>	
<p>Keith gave an update on IAG Meeting held in Innisfail on Friday 22 November.</p>	
<p>13. People and Country Report</p>	
<p>Nil – Joann Schmider or Troy Wyles Whelan did not attend the meeting.</p>	
<p>14. Other Director Reports</p>	
<p>Peter Rowles gave the Board an update on recent RGC Meeting</p>	<p>Action item 153 - Peter to send October 2013 RGC papers to the Directors</p>
<p>15. Board Reflection time</p>	
<p>Incorporated into the reflection on Mike’s 360 degree review.</p>	
<p>16. Other Business</p>	
<p>Board members to provide feedback ASAP to Colleen on the proposed Board meeting dates, so that other critical timetables can be completed.</p>	
<p>Next Meeting:</p> <ul style="list-style-type: none"> • Friday 28 February – Cairns • Friday 30 and Saturday 31 May – Cairns • Friday 29 August – Ingham or Innisfail • Friday 17 October – Board Field Trip • Friday 28 November in conjunction with AGM - Innisfail 	

The meeting was declared closed at 3.15pm	
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These Minutes confirmed as a true and correct record at the Director's Meeting held on 28 February 2014 in Cairns.

Signed.....
Mike Berwick, Chair Terrain NRM