

<b>ATTENDANCE</b>	
<p><b>Directors:</b> Mike Berwick Peter Rowles Keith Noble Russell Watkinson Julia Leu Ryan Donnelly Joann Schmider Ken Atkinson Ken Keith Steve Purcell</p>	<p><b>Staff:</b> Carole Sweatman, CEO Michelle Nusse – Corporate Services Manager Penny Scott – Manager Community Partnerships David Hinchley – Manager NRM Strategy Colleen McIntosh – Board Support Officer Deb Bass – Reef Rescue Project Manager Bart Dryden – Community Partnerships Johnstone and Russell Bruce Corcoran – Mulgrave &amp; Reef Rescue Technical Support Jane Waterhouse - Project Leader WQIP Michael Nash – Lower Herbert &amp; Reef Rescue Technical Support</p>

## Friday 28 February 2014

<b>OPEN SESSION</b>	<b>ACTIONS</b>
The Chair declared the meeting open at 8.30am	
<b>1 – Traditional Owner Welcome to Country</b>	
Ken Reys gave Traditional Owner Welcome to Country. Ken said he was happy to be part of Terrain’s contribution to NRM and hoped to continue working together and keep addressing the challenges. Ken said we need to keep resilient and keep fighting. He wished us a good meeting.	
<b>2 – Declaration of Conflict of Interest</b>	
Ken Atkinson advised he had done some contract work for Terrain on Upper Herbert Water Quality. He did not think it was a conflict of interest, but wanted the minutes noted.	
<b>3 – Strategic Items – Closed Session</b>	
Carole advised the Board that today’s meeting would be focusing on big items. Information has been provided in the Board Papers and Staff members will provide further information in their presentations.	
<b>3a – Water Quality Improvement Plan</b>	
Jane Waterhouse who is contracted to Terrain gave a presentation to the Board on the Water Quality Improvement Plan. She acknowledged the good work done by Peter Bradley and Fiona Barron.  The Board had a general discussion after the presentations and Jane answered questions from the Board.	Action Item 159Keith Noble requested that the IAG be engaged in the consultation on the WQIP.
<b>3b – Reef Rescue</b>	
Deb Bass (Reef Rescue Project Manager) gave a presentation to the Board on Reef Rescue. The Board had a general discussion after the presentations and Deb (and her team) answered questions from the Board.	Action Item 160Keith Noble

	requested that the IAG be briefed on RR.
<b>3c – Innovation in Agriculture</b>	
<p>Penny Scott gave a presentation to the Board on behalf of Gavin Kay who was unable to attend the Board Meeting. Penny advised that Gavin would give a more detailed presentation at the next Board Meeting.</p> <p><b>Feedback</b></p> <ul style="list-style-type: none"> <li>• Consideration of how the Innovation program be extended across the whole community as per the Strategic plan</li> <li>• Innovation program needs determine and incorporate risk profile</li> <li>• Ensure there is measurement of benefits at each stage in innovation cycle</li> <li>• Need to determine the criteria for involvement/support</li> <li>• Messaging needs to be clear about this program focused on agriculture – but what next and what is Terrain’s support for broader NRM Innovation</li> <li>• Be aware of terminology – should we be talking about “land management” not just agriculture.</li> </ul>	<p>Action Item 161 Action - Gavin Kay to do presentation at next Board Meeting on practical examples/farmers in the Innovation in Agriculture</p>
<b>3d – Community Health – how to measure</b>	
<p>Bart Dryden (Community Partnerships) gave a presentation to the Board on Community Health – how to measure</p> <p>The Board had a general discussion after the presentation and Bart answered the Board’s questions.</p> <p><b>Feedback</b></p> <p>That the program should better illustrate the reporting cycle and benefits to NRM over time</p> <p>That the role/consideration of indigenous groups within this process be further discussed.</p>	<p>Action Item 162 That the program logic and activities for Traditional Owners be a major focus at the next Board meeting.</p> <p>Action Item 163 That the IP considerations of the products be considered as potential business opportunity in the future</p>
<b>3e – NRM Plan</b>	
<p>David Hinchley gave an update to the Board on the progress on the NRM Plan.</p> <p><b>Feedback -</b></p>	<p>Action Item 164 NRM planning</p>

<ul style="list-style-type: none"> <li>• The Board wanted to be clearer on program and endorse clear and significant milestones for delivering the plan and progress toward these targets</li> <li>• The Board raised the issue that the NRM Plan is a major opportunity to promote Terrain and it should be a platform for extensive communication and media opportunities.</li> <li>• Russell felt the Board was not getting the right level of information and needed to approve the planning program and structure of the new plan</li> <li>• New Board Sub Committee should be formed to monitor and guide the progress of the plan in between Board Meetings and report back to the Board at the Quarterly Board Meetings.</li> </ul> <p>Carole advised that there was an Agenda item later to discuss nominations for all the Board Committees including this proposed new committee.</p> <p>Bart Dryden, Deb Bass, Jane Waterhouse, Michael Nash and Bruce Corcoran left the meeting.</p>	<p>committee to be established to guide the plan development including approval processes and reporting tools for the Board .</p>
<b>4 – Corporate Services Report</b>	
<p>A detailed Corporate Services Report was included in the Board papers. Michelle Nusse introduced the papers and advised the Board that several financial papers were incorrect and provided the correct papers in her presentation. The corrections related to the Budgets only and not to actual expenditure and had no material impact on Terrain financial situation. The updated Profit and Loss and Project Sheet will be provided to the Board. Michelle noted the following –</p> <ul style="list-style-type: none"> <li>• Term Deposit for funds for Natural Capital Fund to be re-invested</li> <li>• Introduced the Board to the new Office 365 / SharePoint system and demonstrated the proposed Board component of the system.</li> </ul> <p>The Board had a general discussion after the presentations and noted the following –</p> <ul style="list-style-type: none"> <li>• The Board had several queries on the financials and requested some of the reports be presented in a different way to make easier for them to follow</li> <li>• Corporate Services budget to be clear when funds are used as a “balancing figure”</li> <li>• The Board would like to see notes in the papers with a warning if things not going well</li> <li>• A small change requested in HRRC Minutes</li> </ul> <p><b>Audit/Finance risk Subcommittee recommendations:</b></p> <ul style="list-style-type: none"> <li>4.1 That the Board approve the financial statements for the period ending 31 December 2013</li> <li>4.2 That the Board approve the updated financial delegations table</li> <li>4.3 That the Board provide feedback to the Committee regarding the Dashboard</li> </ul> <p><b>Human Resources and Remuneration Subcommittee recommendations:</b></p> <ul style="list-style-type: none"> <li>4.4 That the Board approve the OHS Committee TOR and attachments (incorporating discussed amendments provided in Attachment 3)</li> </ul>	<p>Action Item 165 Cash Flow report to clarify which parts are “actual” and which is “forecast” and to also show ‘actual vs forecast’ for better monitoring of performance.</p> <p>Action Item 166 Michelle to attempt to more accurately predict cash flow in some categories such as Board meetings held quarterly.</p> <p>Action Item 167 Michelle to include variations on the program</p>

<p>4.5 That the Board approve the CEO Work plan 2013/2014 and also recognize the plan can be updated over time (see agenda Item 11)</p> <p><b>Moved:</b> Russell Watkinson                      <b>Seconded:</b> Ken Atkinson <b>Carried</b></p>	<p>Summary and also on total expenditure and income (not just line items).</p> <p>Action Item 168 No requirement to show budget vs actuals for General Running Costs – but clarify variances in Program Summary.</p> <p>Action Item 169 Michelle to provide comparisons of staff costs from 2012/13 to 2013/14 given change in numbers, does the new budget reflect this?</p> <p>Action Item 170 Michelle to change HRRC Minutes – from 1 member to 1 member from each section of Terrain structure.</p> <p>Action Item 171 Michelle to follow up new Privacy legislation regarding requirements</p>
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				to load privacy policy to website
<b>5. Confirmation of Minutes Meeting of Directors 29 November 2013</b>				
The Board confirmed the approval of Minutes by Out of Session Paper				
<b>6. &amp; 7. Board Action List and Business Arising from 29 November 2013</b>				
The Board had the following queries from the Action List –				
<ul style="list-style-type: none"> <li>• 41 – Reef Guardian Program – Carole advised we have tried to have a conversation with them – suggest changing the action to look at relationship to Reef Rescue.</li> <li>• 54. Asked re relationship with WTMA – Mike advised going well and two recent meetings are progressing and clarifying relationship and roles.</li> <li>• 108. Now done and is on Website</li> <li>• 164 – Risk Management Strategy– to be updated</li> </ul>				Action Item 172 Michelle to change due date on Action List if item not completed
<b>Recommendation:</b>				Action
6.1 That the Board Action list be noted subject to any changes recommended by the Directors				Updated and comprehensive Risk Management strategy to be prepared
<b>The Board resolved to note the Board Action List</b>				
<b>8. Correspondence/Matters of interest or concern</b>				
Nil.				
<b>9. Out of Session Papers</b>				
Nil.				
<b>10. Chair's Report</b>				
Mike provided the Board with a written update prior to the meeting.				
Peter Rowles brought up what he sees as an issue – Risk to Reputation of Terrain. He asked for ideas from the other Directors. Mike said we would follow up at a later meeting.				
<b>3f. Review of Board Committees</b>				
Nominations were called for Directors to sit on committees as follows –				
<b>Committee</b>	<b>Requirements</b>	<b>2014 Members</b>	<b>Comments</b>	
Audit, Finance and Risk Management Committee	Three members including one external and Company Secretary Quarterly meetings	<ul style="list-style-type: none"> <li>• Keith Noble (Chair)</li> <li>• Ryan Donnelly</li> <li>• Bill Shannon (external member)</li> </ul>	To be paid meeting fee as per TOR	

Human Resource and Remuneration Committee	Three Director members Quarterly meetings	<ul style="list-style-type: none"> <li>• Russell Watkinson (Chair)</li> <li>• Mike Berwick</li> </ul>	To be paid meeting fee as per TOR	
Industry Advisory Committee	Quarterly meetings	<ul style="list-style-type: none"> <li>• Keith Noble (Chair)</li> <li>• Ken Atkinson</li> <li>• Steve Purcell</li> </ul>	No meeting fee to be paid	
Representation at Regional Groups Collective	One Director (other than Mike who is the Independent Chair of the RGC and cannot represent Terrain) Two meetings per year	<ul style="list-style-type: none"> <li>• Peter Rowles (elected by secret ballot)</li> </ul>	To be paid meeting fee in terms of Director Remuneration Policy	
Queensland Traditional Owner Network	Indigenous Directors Biannual Meetings	<ul style="list-style-type: none"> <li>• Joann Schmider</li> <li>• Steve Purcell</li> </ul>	To be paid in terms of Director Remuneration Policy	
Company Secretary	See attached note	<ul style="list-style-type: none"> <li>• Keith Noble</li> </ul>	Yearly Stipend	
Natural Capital Fund	Three Directors Meeting once per year	<ul style="list-style-type: none"> <li>• Ken Atkinson</li> <li>• Peter Rowles</li> <li>• Ken Keith</li> </ul>	No meeting fee to be paid	
NRM Planning Committee	As per discussions to date	<ul style="list-style-type: none"> <li>• Joann Schmider or Steve Purcell</li> <li>• Mike Berwick</li> <li>• Russell Watkinson</li> <li>• Ryan Donnelly</li> </ul>	To be paid meeting fee in terms of Director Remuneration Policy	
<b>11. CEO Report</b>				
Due to time constraints Carole did not give her CEO Report.				
<b>12. IAG Report</b>				
Keith gave an update on IAG Meeting held in Innisfail on 7 February 2014. Draft Minutes were in the Board papers. Keith introduced Sue Fairleigh who gave the Board an update on a				Action Item 173 The

<p>booklet “Lessons learned from Cyclones in Northern Australia” which was funded by the Federal Government. Sue had done the presentation at the recent IAG Meeting and said that the IAG meeting had been a great place to present as it has such a cross section of Industry within the Members. Keith said he wanted to make Terrain aware of the publication and wanted to know if the Board would like to follow up. Carole suggested that the IAG consider the report at its next meeting and the alignment of actions from the report in relation to Terrain activities.</p>	<p>relevant actions from the Reports to the “Lessons learned from Cyclones in Northern Australia” be considered by the IAG in line with Terrain’s work programs and deliverables.</p>
<p><b>13. Traditional Owner Report</b></p>	
<p>Joann asked if the name of this Agenda Item could be changed to Traditional Owner Report.</p> <p>Joann gave the Board an update including –</p> <ul style="list-style-type: none"> <li>• Current Determinations and implications</li> <li>• NERP 2</li> <li>• Land Management</li> <li>• Land Tenure</li> <li>• Northern Australia Development</li> </ul> <p>Steve Purcell gave an update on a Survey that had been sent to Traditional Owner Groups. He said the Survey had been funded by Terrain. Steve said he would correlate the survey results and take back to the Elders as well as sending the results to all those who had received the survey.</p>	<p>Action Item 174 Colleen to change name of Agenda Item in next Board Papers</p> <p>Action Item 175 Joann and Steve to work with staff on papers for next Terrain Board meeting – to consider the TO program and deliverables against the Strategic Plan.</p>
<p><b>14. Other Director Reports</b></p>	
<p>Peter Rowles gave the Board an update on the recent RGC Meeting held in Brisbane on 25 February. Peter advised the Board to look at the RGC Website for further details and had a short discussion on the following –</p> <ul style="list-style-type: none"> <li>• The RGC meeting approved substantial governance changes to the RGC which means there is now an Executive that meets 4 times per year and the full RGC Board will now only holding 2 meetings per year – will reduce costs</li> <li>• RGC Newsletter – The Rumble – recommended the Directors subscribe</li> <li>• RGC budget has been decreased, but there is a shortfall which will increase in Regional Bodies fees.</li> </ul>	<p>Action Item 176 Peter to send link to RGC Website to Directors</p>

Andrew Drysdale and Mike Berwick doing good job on Advocacy	
<p>–Julia Leu gave a Local Government update to the Board including-</p> <ul style="list-style-type: none"> <li>• Recommended LGAQ Website to the Directors</li> <li>• State Government changing a lot of legislation which potentially shifts responsibility to Local Governments</li> <li>• Some infrastructure charge changes would result in Ratepayers having to pay some costs.</li> </ul>	
<b>15. Board Reflection time</b>	
The Directors did not have any issues and due to time constraints did not hold reflection time for this meeting.	
<b>16. Other Business</b>	
<b>Next Meeting:</b> <b>Friday 30 and Saturday 31 May – Cairns</b>	
The meeting was declared closed at 5.30pm	

These Minutes confirmed as a true and correct record at the Director’s Meeting held

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