

ATTENDANCE

Directors:

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

Staff:

Carole Sweatman, CEO
Colleen McIntosh – Executive Support Officer
Jane Waterhouse - Project Leader WQIP (left at 11.30am)

Others: Paul Gregory Chair SISP (left at 9.45am)

Apologies: Joann Schmider

Friday 29 August 2014

OPEN SESSION	ACTIONS
The Chair declared the meeting open at 8.40am Noting that Joann Schmider is an apology for the meeting	
1 – Traditional Owner Welcome to Country	
Steve Purcell gave Traditional Owner Welcome to Country.	
2 – Declaration of Conflict of Interest	
Nil	
Strategic Items	
Discussion on Board Numbers	
3.7 Due to the availability for Paul Gregory, Item 3.7 was brought forward in the Agenda. The Board had a discussion on Board Recruitment and Board Restructure – Russell Watkinson spoke to the paper provided and his thoughts on direction The Directors discussed the current recruitment process and the importance of the appointment of the Chair's position. The recent HRRC meeting discussed the possibility of the Board playing a role in the selection process for the Chair. The Board Members noted the importance of the Chair's position but agreed that the SISP process has worked well in the past and to change the process to allow the Board to have input into the appointment of the Chair would not allow the SISP process to remain independent and transparent. As per the existing provisions. the Board agreed that the SISP could contact any member of the Board not up for re-election to get input from	Carole to draft AGM materials for Board review prior to AGM mail out.

<p>them in the selection process and requested the SISP Chair contact the Directors prior to finalising their decision for appointment of the Chair (as per standard process)</p> <p>There was extensive discussion on the various models for election of Chairs and the pros and cons for alternate arrangements. It was agreed that further amendment to the Constitution to also change the way the Chair is elected was not appropriate at this time.</p> <p>Paul Gregory – Chair of SISP joined the meeting and continued the discussion on the appointment of the Chair. Mike Berwick (current Chair) excused himself from the discussion as he felt it would be a conflict of interest if he remained in the meeting.</p> <p>Keith Noble as deputy chair took over the meeting. Paul agreed with the sentiments of the Board and did not think the other SISP Representatives would want to change the process.</p> <p>Mike returned to the meeting. The Board then discussed Board Restructure with Paul. The Board agreed to go to the Members with a change to the Constitution at the AGM in November to restructure the board size. The Board also agreed on the proposal for the SISP to run a process in approximately March next year to reduce the size of the Board taking into account the skills required from the Matrix. Paul and the Board agreed a “spill and fill” process would be the best way to go. They noted that considerable consultation has taken place previously with the Members and did not think this would be an issue with them. The Board agreed the Matrix should be reviewed and circulated to the current board members.</p> <p>Recommendations:</p> <p>The Board and SISP continue to implement the current SISP process which encourages SISP to seek input from existing Directors and requires the SISP to contact the Board prior to the final decision on Director appointments.</p> <p>That the board approve steps outlined in the paper to amend the constitution to restructure the board size and skill base according to a corporate governance skills/NRM matrix.</p> <p>That the matrix be circulated to the Board for review as part of the AGM drafting papers</p> <p>Paul Gregory left the meeting at 9:45</p>	
<p>3.2 WQIP and Reef Rescue</p>	
<p>Due to attendance of staff – this item was brought forward in the agenda.</p> <p>Jane Waterhouse and Fiona Barron attended the meeting and presented an overview of Wet Tropics Water Quality Improvement Plan.</p>	

<p>Carole also showed the Board the short promotional video – “Water Quality in the Wet Tropics” produced by Communications Officer, Kath Dryden.</p> <p>Steve Purcell left the meeting at 11am.</p> <p>Recommendations</p> <ul style="list-style-type: none"> • That the board discuss the challenges associated with finalising the WQIP regarding methods for achieving load reduction targets. <p>The Board noted the presentation acknowledging there are challenges ahead to reach good outcomes and targets and noted the excellent work on the WQIP and the promotional video.</p>	
<p>3.1 – Far Northern NRMs - MOU</p>	
<p>Carole reported to the Board on the proposed MOU with Northern Gulf, Southern Gulf, Cape York and NQ Dry Tropics. A draft MOU has been developed as part of this process and a range of actions are currently underway to share and streamline services. Carole advised that Minister Cripps had recently been briefed on this initiative and was very positive while clarifying he considered our regional identity and local community connections of utmost importance. In addition to the MOU, discussions have concluded that Terrain, Cape York and NQ Dry Tropics partner to fund and share an Investment Manager position (to be based within Terrain</p> <p>Russell recommended that a list of services and action/areas of co-operation be included as an appendix so they can be changed at any time without having to keep changing the MOU.</p> <p>Recommendations</p> <ul style="list-style-type: none"> • That the board agree to sign the MOU with Northern Gulf, Southern Gulf, Cape York and NQ Dry Tropics NRMs. • That the board agree to co-invest with Cape York NRM and NQ Dry Tropics to jointly appoint an Investment Development Manager. <p>The Board resolved to approve the recommendations.</p>	<p>a list of services and action/areas of co-operation be included as an appendix of the FNQ MOU so they can be changed at any time without having to keep changing the MOU</p>
<p>3.3 – Reef Planning – Long Term Sustainability Plan</p>	
<p>Mike updated the Board as follows:</p> <p>There has been a huge effort to provide input to the development of the LTSP in a very short time frame. Both Mike and Carole have provided significant time to this effort. *especially Mike. Key points were:</p>	<p>Mike to send summary of LTSP progress to Directors</p> <p>Carole to follow up payment to Mike for work on LTSP and allocate out of budget.</p>

<ul style="list-style-type: none"> • Program Logic. The development of a program logic for the many actions in the LTSP in achieving the mission for outstanding universal values of the Reef has not been completed and is critical for the success of the Plan. We need to know what actions are critical and why. • Investment Strategy – there is no doubt the actions need substantial investment and it has been difficult to convince government that this is a critical component of the LTSP. • Coastal Management and floodplain functionality are critical to the health of the reef – topics which are largely ignored in the LTSP – especially coastal planning which Qld government feel is already covered. <p>Mike advised that there is a public consultation under way and that UNESCO will have to approve the plan.</p> <p>Carole recommended to the Board paying Mike for the extensive work he has done which is above and beyond his normal duties...</p> <p>Resolved: The Board delegated Carole to determine an appropriate ex gratia payment for Mike</p> <p>Mike left meeting at 11.50am to take Senate Enquiry phone call.</p>	
<p>3.4 – Reef Trust project for Wet Tropics</p>	
<p>Carole updated the Board on the Reef Trust project - \$5m over 4 years –</p> <ul style="list-style-type: none"> • The Wet Tropics Reef Tender is one project announced by Minister Hunt as part of the \$40M Reef Trust program. • The Aust Govt called for Tenders to appoint a local service delivery partner. • Terrain submitted and has been successful as the service delivery partner (significant effort to complete a full tender process) • The Reef Tender is a reverse auction process looking for most cost effective ‘purchase price’ for nitrogen use efficiency. • Will be run alongside Reef Rescue • The Administrative component assists with maintaining staff numbers in Terrain. • New style of contracts with Aust Govt which include ‘fixed’ and ‘variable’ pricing to deliver grants to farmers – a new challenge for NRM role in the region. <p>The Board noted Carole’s update.</p>	
<p>3.5 – National Landcare Program and Terrain Structure</p>	

<p>A full paper was provided to the Board on the restructure and the HRRC has been previously briefed on the process and outcomes. Carole updated the Board on the Federal Government budget implications and Staff restructure.</p> <p>Russell updated the Board on Government National Landcare Program briefing that was held in Cairns</p> <p>Steve returned at 12.40pm</p> <p>Mike returned at 12.45pm.</p> <p>The Board noted Carole's and Russell's updates.</p>	
<p>3.6 – Communication Report Card and review of the Communication Strategy</p>	
<p>Carole discussed the Communication Report Card with the Board. Key discussion points were:</p> <ul style="list-style-type: none"> • Not using the right questions – suggested changes • Suggested change to No. 6 on report card – could be detailed in an appendix • Suggested change to No. 7 on report card – does not really tell anything – should be – “has expenditure been effective?” • Suggested No. 8. should not be green • Questioned why feedback from Board was green • In cumulative media measures – not a mention of TV – even if zero, should be mentioned • Need better planning <p>Recommendation</p> <ul style="list-style-type: none"> • That the board review the Communications Report card and provide feedback on its structure and results. • That the board provide feedback on the Communications Strategy to enable the strategy to be updated. <p>The Board noted the Communications Report card and Communication Strategy and provided specific feedback on the structure and inclusions in the report card and the need for benchmarking.</p> <p>A full review of the Communication Plan is required – which should include a clear timeline and outcomes of deliverables.</p>	<p>Carole to follow up and change questions in the Communication Report Card and bring back to board for approval.</p> <p>Carole and Kath to rewrite the Communication Strategy noting the requirement for a clear timeline for deliverables and measures of effectiveness which can then be reflected in the Report Card.</p> <p>Russell provided Carole with suggested Communications objectives to be included in the updated/revised plan.</p>
<p>3.8 – Board Strategic Discussion</p>	
<p>Due to an extensive discussions regarding Board structure and the role/election of the Chair- there was no additional time for additional strategic discussion.</p>	
<p>4. Terrain Strategic Plan</p>	

<p>The board noted that the plan is being updated based on commentary at last meeting. Also noted that Terrain will now be required to re-negotiate its Australian Government Regional Allocation contract/deliverables – which will impact on the activities currently listed in the program logic.</p>	
<p>5 – Demonstrates Organizational Excellence</p>	
<p>As Chair of the Audit Committee, Keith asked the Board for any feedback on Financial Reports and noted papers would be taken as read.</p> <p>Recommendations</p> <p>Audit/Finance Risk Subcommittee recommendations:</p> <ul style="list-style-type: none"> • That the Board note the Financial Report Card. • That the Board approve the financial statements for the period ending 30 June 2014. • That the Board approve the reserves for 2014/15 • That the Board note the Risk Management Report Card. <p>Contract and Project Management recommendations:</p> <ul style="list-style-type: none"> • That the Board note the Contract and Project Management Report Card with amendments recommended. <p>As Chair of the HRRC Russell provided an overview of the meeting.</p> <p>Human Resources and Remuneration Subcommittee recommendations:</p> <ul style="list-style-type: none"> • That the Board note the Workplace Health Report Card • That the Board note the HRRC minutes and OHS incidents • The Board resolved to nominate Ken Atkinson added as reserve committee member for HRRC when Mike or Russell are not available. <p>Business Excellence:</p> <ul style="list-style-type: none"> • That the Board note the Business Excellence Report Card. <p>The Board resolved to approve the recommendations</p> <p>Additional Recommendations</p> <ul style="list-style-type: none"> • The Audit Committee has reviewed the Finance Report Card and recommends the report card to the August 2014 Terrain board meeting with amendments as recommended. <p>The Board resolved to approve the recommendation</p> <p>Recommendation</p> <p>That the Board approve the following:</p>	<p>Finance Report Card Item 17 – add schedule of timing and change wording – all ATO reports in the past have been lodged on time. Report to say “ on schedule 13/14 on time”.</p> <p>Contract and Project Management Report Card – Item no 3 – add question Has there been any discrepancy?.</p> <p>Change no 4 – Question should include “Are we on target and are there any discrepancies?”</p> <p>No 6 – Add to question, “Is this in line with expectations?”</p> <p>Carole noted that the Business Excellence Report Card could now be adjusted to only show actions yet to be completed.</p> <p>Michelle to present new Risk Report Card to Board at November Meeting</p>

<ul style="list-style-type: none"> • \$40,050 to be transferred to the balance of the Business Continuity Reserve to bring it to a total of \$582,282. This amount to be placed in a term deposit in October 2014. • \$42,902 to be transferred to the balance of the General Reserve to bring it to a total of \$788,889. This amount to be placed in a term deposit in October 2014. • The remaining unexpended corporate funds from 2013/14 of \$415,763 will be required to meet project deliverables in 2014/15. <p>The Board resolved to approve the recommendations</p> <p>Recommendation</p> <ul style="list-style-type: none"> • The Audit Committee has reviewed and endorsed the Risk Report Card for board acknowledgement at the August 2014 board meeting. Comments that differ from the last board report are highlighted in grey. <p>The Board resolved to approve the recommendation</p> <p>Recommendation</p> <ul style="list-style-type: none"> • The HRRC has reviewed and endorsed the Workforce Report Card for board acknowledgement at the 29 August 2014 Terrain board meeting. <p>The Board resolved to approve the recommendation</p> <p>Recommendation</p> <ul style="list-style-type: none"> • The Board note the Business Excellence Report Card <p>The Board noted the Report card</p>	
<p>6. Focusses on the Big NRM Picture</p>	
<p>As the Chair of the NRM Planning Committee, Russell provided an update of the Committee report. In particular he noted the considerable discussion to resolve the next steps to review the Bama plan and incorporate into an updated NRM Plan. The board reviewed the</p> <ul style="list-style-type: none"> • Report Card • Update on the NRM Plan <p>Recommendation</p> <p>NRM Planning Subcommittee recommendations:</p> <ul style="list-style-type: none"> • That the Board note the NRM Planning Report Card. 	<p>Note for the Board, that this Agenda Item was provided separately to the Board papers –</p> <p>Action – add this paper back into the body of the Board paper report for records purposes.</p>

<p>The Board noted the Report card</p>	
<p>7. Build Beneficial Relationships</p>	
<ul style="list-style-type: none"> • IAG Report <p>Keith gave update on IAG Meeting held Friday 22 August. Keith noted the attendance of Tourism Representative, Stephen Olle from TTNQ.</p> <ul style="list-style-type: none"> • RGC Report <p>Peter gave update –</p> <ul style="list-style-type: none"> • Reef Catchments Regional Body unwilling to pay fee to RGC. Mike and Andrew Drysdale met with them yesterday with not much resolution. Difficult situation as if one Regional Body drops out it destroys the balance of RGC. • Peter advised he is stepping down as Terrain’s representative at RGC Board Meetings. Mike thanked Peter for his efforts and called for a volunteer to replace Peter. Russell Watkinson agreed to take on the position. <ul style="list-style-type: none"> • Director Reports <p>Ken Atkinson and Keith attended Queensland Agricultural Conference in Brisbane in July. The Conference was run by DAFF and both Ken and Keith said it was good to attend this type of event. Ken provided a written report to the board.</p> <p>Steve Purcell updated the Board on the Indigenous Water Grants. The successful applicants attended a meeting on 24 July and gave an update on what they plan to do with the grant money. Steve said it was a very good meeting and Carole agreed. It was seen as an important step in ongoing networking across the projects.</p> <p>Ryan advised there will be a meeting of Reef Guardian Councils on Thursday 30 October. Would be good for Mike to go. Mike advised he is unable to attend but noted Carole would be attending.</p>	<p>Colleen to send letter to RGC advising Russell as new RGC rep from Terrain.</p> <p>Carole to follow up attendance at Reef Guardians Councils Meeting on 30 October 2014.</p>
<p>8. Champions Strategic Investment</p>	
<p>Note the previous item regarding joint approach to fund the Investment Manager position and the new contract to deliver Reef Trust.</p>	
<p>9. Board Business</p>	
<ul style="list-style-type: none"> • Meeting of Directors Minutes – approved in Out of Session Paper • Board Meeting Action List <p>Recommendation</p> <p>6.1 That the Board Action list be noted subject to any changes recommended by the Directors. – noted with changes</p> <ul style="list-style-type: none"> • 161 - Board Policy 	<p>Carole to email any submissions on Policy and Planning to Directors – referring them to Terrainium</p> <p>Carole and Russell to get together on KPIs</p>

<ul style="list-style-type: none"> • 72 – finished and moved on to new action • 41 - Reef guardian – Deb Bass has followed up. • Mike – twice yearly update for staff – mike clarifying meaning. Will follow up • Carole and Russell to get together re KPI's • 143 – matrix to be further developed • 146 – take off • Correspondence/Matters of interest or concern – noted. • Out of Session papers – noted • Chair's Report including discussion on Federal Budget <p>Mike provided a written update in the board papers and gave a verbal update on the Senate Enquiry phone meeting he had this morning.</p> <ul style="list-style-type: none"> • CEO's Report <p>Carole provided a written update in the board papers. The Board still to discuss Carole's Performance Review. While there is no remuneration outcomes from the review (as Carole has volunteered to forgo pay increases until end of contract due to tight budget concerns), there is still a requirement to complete the performance review...</p> <p>Carole also updated the Board on a new Cane Training & Extension agreement advising that Don Pollock would be leaving Terrain to run the project with CANGROWERS. Carole was extremely pleased with the efforts in bringing together the groups involved to work together.</p> <ul style="list-style-type: none"> • Board only – reflection time (in camera Session) <p>A board only reflection time was held including a performance review discussion on the CEO.</p> <ul style="list-style-type: none"> • Confirmation of next meeting date – Friday 28 November in conjunction with AGM at Innisfail • Meeting finish. 	<p>Michelle to ensure Correspondence is picked up in Risk Management Policy What was this???</p> <p>Carole to provide dot points to Mike on outstanding staff performance</p> <p>Mike to follow up meeting with PUP member Glen Lazarus</p> <p>Carole to add new challenges around staff restructure to her performance review</p>
<p>The meeting was declared closed at 4.40pm</p>	

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

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

