

**FNQ NRM Ltd Directors Meeting
6 October 2003
Catchment Centre, 45 Rankin St Innisfail
Ratified Minutes**

Session 1 – Company Establishment

Attendance:

Directors

Russell Watkinson	JWG, NRM Board (Wet Tropics) Inc, WTMA, (Secretary)
Charley Loudon	JWG, NRM Board (Wet Tropics) Inc
Cr Mike Berwick	JWG, NQAA, Douglas Shire Council
Cr Barry Moyle	JWG, NQAA, Johnstone Shire Council
Elsie Go-Sam	JWG, Traditional Owner
Victor Maund	JWG, Traditional Owner

Directors elect

Cr Mike Berwick	Chair
Bill Shannon	Industry
Peter Stanton	Conservation
Cr Ray Byrnes	Local Government
Caroline Coppo	Community / Catchment
Troy Wyles-Whelan	Traditional Owners
Dr Colin Hunt	World Heritage
Doon McColl	Observer for Chris Gloor, Coastal & Marine

Staff & Advisors

Peter Gilbey	JWG Convener, NR&M
Bill Kennedy	Principal Advisor-Community Partnerships, NR&M
Brad Dorrington	Executive Officer, NRM Board (Wet Tropics) Inc
Vince Vandeleur	Solicitor, Vandeleur & Todd
Rowan Foley	Indigenous Technical Support Group, NR&M
Rachel Wicks	Communications Officer, NRM Board (Wet Tropics) Inc
Mike Brady	NR&M, Brisbane

Apologies

Chris Gloor	Coastal & Marine
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1. Welcome & Scene Setting

Peter Gilbey, Convener of the Joint Working Group (JWG), welcomed all present and declared the meeting open at 11:10am.

2. Introductions

Introductions completed as per the list of those present.

**FNQ NRM Ltd Directors Meeting
6 October 2003
Catchment Centre, 45 Rankin St Innisfail
Ratified Minutes**

3. Appointment of Chair

Letter of acceptance as Chair of FNQ NRM Ltd from Cr Mike Berwick tabled.

Resolution 1: The letter of acceptance from Cr Mike Berwick is accepted.

Peter Gilbey congratulated Mike Berwick and invited him to assume the Chair.

4. Changeover of Directors

4.1 Appointment of new Directors

Letters of acceptance of Directorships of FNQ NRM Ltd from, Bill Shannon, Peter Stanton, Cr Ray Byrnes, Caroline Coppo, Troy Wyles-Whelan, Dr Colin Hunt and Chris Gloor tabled. The Chair proposed that these persons be appointed Directors of the Company.

Resolution 2: That Bill Shannon, Peter Stanton, Cr Ray Byrnes, Caroline Coppo, Troy Wyles-Whelan, Dr Colin Hunt and Chris Gloor are appointed Directors of the Company, to become effective forthwith.

4.2 Resignation of current Directors

The Chair tabled letters of resignation received from retiring FNQ NRM Ltd Directors Russell Watkinson, Charley Loudon, Cr Barry Moyle, Elsie Go-Sam and Victor Maund.

Resolution 3: The resignations of Russell Watkinson, Charley Loudon, Cr Barry Moyle, Elsie Go-Sam and Victor Maund are accepted and become effective forthwith.

4.3 Changes in Membership

The Chair advised the meeting that it was proposed that the original members of the company who are not continuing as Directors of the company would cease to be members of the company and that those persons who have today been appointed Directors of the company and are not already members would become members. There was some general discussion about procedure and the appropriate resolutions. Elsie Go-Sam raised an issue for clarification namely that any resolution relating to the appointment of new members would be a resolution of outgoing members as the new board are not yet official members. The meeting agreed that this was an appropriate course of action and Vince Vandeleur (Solicitor) who was in attendance as a legal adviser confirmed that this would be the appropriate step and that the existing members should now consider resolving to appoint the proposed new members as members of the company.

**FNQ NRM Ltd Directors Meeting
6 October 2003
Catchment Centre, 45 Rankin St Innisfail
Ratified Minutes**

Resolution 4: That the following persons namely Bill Shannon, Peter Stanton, Cr Ray Byrnes, Caroline Coppo, Troy Wyles-Whelan, Dr Colin Hunt and Chris Gloor (who have all indicated their agreement to be appointed as members) be appointed members to become effective forthwith subject to them lodging with the Secretary a formal application for membership within seven days.

The Chair then proposed that the meeting deal with the resignation of the retiring Directors as members of the company. The retiring Directors who were all present indicated their agreement to resign their membership.

Resolution 5: That the resignation of the following persons as members of the company be accepted to become effective forthwith, namely Russell Watkinson, Charley Loudon, Cr Barry Moyle, Elsie Go-Sam and Victor Maund.

The Chair indicated that the meeting would proceed as a meeting of Directors but that all retiring members and Directors are welcome to remain and participate in the discussions, but any resolutions would in fact be resolutions of the Directors.

5. Appointment of Company Secretary

There was brief discussion regarding the roles and responsibilities of company secretaries. Cr Mike Berwick noted that Bill Shannon is currently employed as the Company Secretary of Tully Sugar Ltd and also is a Chartered Accountant. Cr Mike Berwick further nominated Bill Shannon for the position of secretary.

Cr Mike Berwick invited further nominations for the position of Company Secretary. No further nominations were received.

Resolution 6: Bill Shannon is appointed as Company Secretary of FNQ NRM Ltd, subject to his acceptance of the position.

Bill Shannon accepted the appointment.

5.1 Company Seal

Resolution 7: FNQ NRM Ltd does not require a company seal at law and therefore will not create one.

**FNQ NRM Ltd Directors Meeting
6 October 2003
Catchment Centre, 45 Rankin St Innisfail
Ratified Minutes**

5.2 Correspondence

The Secretary tabled correspondence received by the Company and distributed copies to all present.

1 October 2003: Email and attached letter from Charley Loudon, Member JWG
Re: Appointment of additional directors to new Board.

1 October 2003: Letter (via courier) from Elaine Ridd, Chair, Johnstone Shire River Improvement Trust Re: Additional Directorships.

3 October 2003: Email and attached letter from Andrew Freeman, Policy Director, AgForce Queensland Re: Primary producer representation on the Board.

Victor Maund requested clarification of points raised in the letter from Charley Loudon. As Charley was present the Chair invited him to provide clarifications and further invited general comment, particularly on the matter of appointment of additional directors.

Victor Maund asked if these proposed extra Directors would be eligible to vote, to which Charley Loudon responded that all Directors of a company normally are eligible to vote. Victor Maund further inquired if one of the positions would be indigenous? Charley Loudon stated that his would be determined by the Board.

Mike Berwick stated that the new Board should be allowed to settle in with regards to appointing new directors and that letters regarding this matter should be responded to as soon as practicable.

Resolution 8: The matter of additional Directors to be added to the Agenda for the next meeting with appropriate further information provided.

Resolution 9: The Secretary and Executive Officer to draft a response, for circulation to the Chair and Directors, prior to mailing.

6. Directors' Duties Briefing

Resolution 10: A Directors training options paper to be prepared for consideration at the next meeting.

**FNQ NRM Ltd Directors Meeting
6 October 2003
Catchment Centre, 45 Rankin St Innisfail
Ratified Minutes**

7. Meeting Protocol Matters

Resolution 11: The Board will endeavour to reach consensus in decision making. When this is not achievable decisions will be made via majority vote with recording of dissenting views.

Resolution 12: The Board will not allow for alternate Directors, however mechanisms will be developed to seek the views of any absent Directors prior to meetings.

Resolution 13: There will be no general restriction placed on public access to meetings, while retaining the right to close specific sessions of a meeting to public access when confidential matters are being considered.

Resolution 14: Agenda papers are to be provided to Directors 7 days by e-mail and 5 days in hard copy in advance of Board meeting dates.

Resolution 15: Media releases to be signed off by the Chair and copies provided to Directors for information prior to release.

Resolution 16: An e-mail newsletter will be broadly distributed as a communiqué to the community following each Board Meeting.

Resolution 17: The agreed procedure for out of session consideration of matters by the Board is as follows:

- Issue & resolution identified.
- Resolution endorsed by Chair.
- Resolution circulated to Directors by e-mail.
- Directors consider Resolution, print & sign if in agreement, and return by fax.
- Responses collated and resolution ratified at next Board Meeting.

Resolution 18: Committees that have direct reporting responsibility to the Board shall be Chaired by a Director and have at least one further Director as a Member. Non- Board members of such Committees will have an advisory role only. Committees are standing appointments until revoked by the Board.

Resolution 19: If the Board appoints a Director as a delegate or alternate to certain external activities the delegate shall report on this activity at the next Board Meeting. Delegations are standing appointments until revoked by the Board.

**FNQ NRM Ltd Directors Meeting
6 October 2003
Catchment Centre, 45 Rankin St Innisfail
Ratified Minutes**

8. Directors' Fees and Expenses

Resolution 20: Decision regarding Directors Fees and expenses are deferred until next meeting, including the provision of relevant guidelines as examples for consideration.

9. Constitution

It was noted that the existing constitution of the Company was the standard constitution and it was appropriate to amend the rules to reflect the specific requirements of the Company.

Resolution 21: The 6 principles recommended in the Agenda Papers are agreed and adopted as guidance for development of the new draft Constitution.

Resolution 22: A Constitution Committee comprising Bill Shannon, Troy Wyles-Whelan, Caroline Coppo and Bill Kennedy (advisor) is appointed to;

- a) Consider the available background material;
- b) Develop a draft Constitution for consideration by the Board; and
- c) Make recommendations to the Board as to how it should consult with the community regarding the Constitution.

The meeting adjourned for lunch at 12:30 pm and reconvened at 1:15pm. All of the retiring Directors, except Charley Loudon, left the meeting as did Vince Vandeleur and Rowan Foley. Nigel Weston (JCU) joined the meeting to provide information during the NRM Plan Briefing.

**FNQ NRM Ltd Directors Meeting
6 October 2003
Catchment Centre, 45 Rankin St Innisfail
Ratified Minutes**

Session 2 – Company Business

10. NRM Plan Briefing

Peter Gilbey stated that the Board needs to work with the NRM planning team to take the Plan's background documents forward to a point for release.

Russel Watkinson noted that the draft Conservation Strategy for WTWHA will be released next week and there is a need to work together to reduce confusion for public as it includes detail on world heritage values which take in aspects outside the WHA. The two plans complement each other.

Resolution 23: A Plan Committee comprising Peter Stanton, Cr Ray Byrnes, Caroline Coppo and Dr Colin Hunt is appointed to advise the Board regarding;

- a) Content of draft documents;
- b) Community engagement and ownership;
- c) Prioritisation of the Plan budget;

Resolution 24: All Plan documents are to be provided to Directors by Friday 31 October, 2003. (Note to Plan Team: Electronic copies of the documents are required at the Company Office 5 days in advance of this date to allow for production and distribution).

Resolution 25: A Plan workshop for Directors is to be convened on Thursday 20 & Friday 21 November 2003.

Resolution 26: WTMA are to be invited to provide a presentation & briefing to the Board Re: WTWHA Conservation Strategy.

Nigel Weston left the meeting.

11. Financial Report

Greg Archer from Pickard Associates (NRM Board Accountants) joined the meeting.

11.1 Current Operating Arrangements

Resolution 27: Both the interim financial arrangements and the target changeover date of Monday 1 December, 2004 are approved.

11.2 Coordinator & Facilitator Contract

Agenda papers noted.

11.3 Foundation Funding Proposal

Agenda papers noted.

**FNQ NRM Ltd Directors Meeting
6 October 2003
Catchment Centre, 45 Rankin St Innisfail
Ratified Minutes**

11.4 Financial System Establishment

Resolution 28: The Financial System Review terms of reference are approved.

Resolution 29: A Finance Committee comprising Cr Mike Berwick, Bill Shannon and Colin Hunt is appointed to:

- a) Oversee the Financial System Review as per the approved TOR;
- b) Review individual contracts, and in particular contract milestones, prior to execution of contracts by the Board.
- c) Negotiate the final CRC Budget for ratification by the Board. (Resolution 27)
- d) Prepare a due diligence report for the Board. (Resolution 29)

11.5 Rainforest CRC Partnership – Budget

Cr Mike Berwick declared an interest and left the room as he is Chair of the Australian Tropical Forest Institute (ATFI), an organisation that has close financial and other linkages to rainforest CRC.

Cr Ray Byrnes assumed the Chair.

Agreed that Finance Committee negotiate with CRC and report back to the Board after Foundation Funding budget agreed.

Upon returning to the meeting Cr Mike Berwick subsequently disqualified himself from this aspect of Finance Committee.

Resolution 30: The Finance Committee will renegotiate the draft Rainforest CRC Budget as necessary, with due regard to final approved Foundation Funding Budget and prioritisation of Plan activities by the Plan Committee.

11.6 Insurance

Held over due to delays in obtaining quotes.

Greg Archer left the meeting.

**FNQ NRM Ltd Directors Meeting
6 October 2003
Catchment Centre, 45 Rankin St Innisfail
Ratified Minutes**

12. Handover Arrangements

12.1 Transfer Agreement

Resolution 31: The Board endorses the development of a Transfer Agreement by Vandeleur & Todd as an acceptable transfer mechanism, subject to due diligence requirements being met.

12.2 Due Diligence Requirements

Resolution 32: Agreed that the Finance Committee will be responsible for due diligence reporting to the Board.

13. Business & Resource Planning and short-term arrangements

Caroline Coppo and other Board staff declared an interest and left the room.

Cr Mike Berwick stated that given the way staff have been treated and their value in the Plan development and rollout we should retain all current staff until 30 June 2004 and analyse the Company's business needs early in 2004.

Resolution 33: FNQ NRM Ltd. accepts the human resources that are to be offered by the NRM Board (Wet Tropics) Inc. via the proposed Transfer Agreement and the Novation Agreement for Facilitators and Coordinators contract.

Resolution 34: The Chair will advise all staff (including the current EO, Brad Dorrington) by letter that:

- Their employment is secure (subject to ongoing satisfactory performance) through to at least 30th June 2004;
- Continuing employment beyond 30th June 2004 will be dependent on identified business needs, and their ability to meet those needs, in terms of skills, experience, potential for development, and locations; and
- Staff will be kept informed of proposed changes to HR arrangements, and every reasonable endeavour made to give a minimum of two months' advance notice of specific changes which could affect them.

Resolution 35: Profiling of the current capabilities of the resource base at individual level (and notional potential) to be undertaken as an immediate priority;

Resolution 36: Terms of reference be drafted for facilitation of a Business Directions and Capabilities workshop to be scheduled for Friday 23 January 2004, with quotes to be called during October.

**FNQ NRM Ltd Directors Meeting
6 October 2003
Catchment Centre, 45 Rankin St Innisfail
Ratified Minutes**

Resolution 37: Profiling, recruitment and selection of the senior management position to be undertaken as soon as practicable after the Business Directions workshop (with professional assistance) with a view to having the appointee in place to oversee the implementation of any changes to HR needs required for roll out of the NRM plan and any other new business needs.

Resolution38: Bill Kennedy to assist the Board in developing a position description for an acting Executive Officer, to be offered to Brad Dorrington at date of transfer (currently 1 December, 2003).

14. Other Business

Resolution 39: The electronic Company calendar as displayed to be supplied to all Directors.

Resolution 40: Date of the next meeting is Tuesday 28 and Wednesday 29 October, 2003 to be held in conjunction with a 2 day fact finding bus tour of the region.

15. Close

Cr Mike Berwick thanked all for both their attendance and application in dealing with the substantial amount of business on the Agenda and closed the meeting at 3:45 pm.

Minutes ratified at the Directors Meeting held 29 October 2003.

Signed _____

Cr Mike Berwick, Chair FNQ NRM Ltd.