

FNQ NRM Ltd Directors Meeting
21 November 2003, 1:20 PM – 3:40 PM
Cairns Colonial Club Resort, Anderson St Cairns
Ratified Minutes

Present

Cr Mike Berwick	Chair
Bill Shannon	Industry
Peter Stanton	Conservation
Cr Ray Byrnes	Local Government
Caroline Coppo	Community / Catchment
Dr Colin Hunt	World Heritage
Troy Wyles-Whelan	Traditional Owners
Chris Gloor	Coastal & Marine
Ken Atkinson	Upper Herbert

Staff & Advisors

Brad Dorrington	A/- Executive Officer, FNQ NRM Ltd
Rachel Wicks	Communications Officer, FNQ NRM Ltd
Dianna O'Donnell	Program Support Officer, FNQ NRM Ltd
Wendy Finlayson	Water Quality Monitoring Coordinator, FNQ NRM Ltd
Rowena Grace	Biodiversity Coordinator, FNQ NRM Ltd
Lyle Johnson	Indigenous NRM Coordinator, FNQ NRM Ltd
Bill Kennedy	Natural Resources & Mines

Apologies

Nil Noted

1. Welcome & Apologies

Cr Mike Berwick declared this Directors Meeting open at 1:20 PM. Mike welcomed all and particularly Ken Atkinson as a new Board Member.

2. Confirmation of Minutes – Directors Meeting held 29 October 2003

Resolution 1: The draft Minutes of the Directors Meeting held 29 October are ratified without amendment.

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3. Business arising from Minutes

Dr Colin Hunt noted that letters responding to parties lobbying for additional Directors should be possible given the offer made to Ken Atkinson.

Resolution 2: That a letter of response is forwarded to all parties that have suggested extra Board appointments, both thanking them for their interest and informing them that an additional appointment has been made with no further appointments anticipated.

3.1 Directors training

Further information regarding Directors training options was provided including some hard copies of the PriceWaterhouseCoopers manual.

Resolution 3: Bill Shannon will review the PriceWaterhouseCoopers manual and other material and report back to the next Directors Meeting.

3.2 Insurance

A copy of the Landcare Group Insurance Policy was provided for information and discussion, particularly the risks to FNQ NRM Ltd Directors should a future claim be made against retiring Members of the NRM Board (Wet Tropics) Inc.

Resolution 4: The “Landcare Group Insurance Policy” is accepted as the Company’s sole insurance arrangement, subject to written confirmation that Regional NRM Bodies are endorsed as insured parties.

Resolution 5: FNQ NRM Ltd, via the Deed of Transfer, warrants that it will maintain run off insurance cover for the protection of Members and staff of the NRM Board (Wet Tropics) Inc for a period of seven years.

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3.3 NRM Plan Report

A meeting of the NRM Plan Committee has been convened upon the conclusion of the NRM Plan workshop and recommended a revised timetable developed.

Resolution 6: The Board has reviewed, edited and adopted a timetable for completion of the NRM Plan as detailed in Table 1:

Table 1 – The NRM Plan Timetable as adopted regarding Resolution 6.

ACTIVITIES RELATING TO CONDITION REPORTS	DELIVERY DATES
1. Plan Committee Members comments regarding the draft condition reports to be forwarded to Nigel Weston and copied to Brad Dorrington.	30 November 2003
2. Distribute condition reports and summary brochure (4pp) to Board and key stakeholder reps. (150 copies)	Early January 2004
3. Distribute summary brochure to all mailing lists (2000 copies)	Early January 2004
ACTIVITIES RELATING TO INTERIM TARGETS	DELIVERY DATES
4. Finalise interim targets following review by the Board.	Mid – December 2003
5. Distribute draft NRM Plan, including interim targets to Board Committees (100 copies) and key stakeholder representatives (150 copies)	Mid - January 2004
Note: Brad to check JSC timelines for authorisation of release.	Next Board Meeting
6. Distribute a summary document (8pp) to all mailing lists (200 copies).	Mid – January 2004
ACTIVITIES RELATING TO DRAFT PLAN CONSULTATION	DELIVERY DATES
7. Convene consultative meetings regarding the draft NRM Plan and interim targets. <ul style="list-style-type: none"> • Reference Panel • Science Panel • Regional Coordination Group • Local Governments • “Roadshow” to catchment groups in local areas • Call for submissions 	Early April 2004

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Brad Dorrington noted that most of these activities are communications activities and as such the standard communications operating procedures will apply to all staff and plan team members, specifically all significant external communications are reviewed by the Communications Officer. When appropriate approval(s) are obtained any releases are then coordinated by the Communications Officer. In the case of NRM Plan documents it is appropriate for the Board to approve each document.

Resolution 7: The Board requires the Condition Report Summary brochure for review and approval as soon as a draft is available.

Rachel Wicks advised that the key decisions made today, as with all Directors Meetings, will be publicised via the “Natural Resource News” e-mail newsletter and other group’s newsletters. Rachel further advised that branding and corporate image will now become a more immediate priority to badge the documents scheduled for release in January 2004.

3.4 Further Business Arising

No further business was raised.

4. Correspondence Report

Resolution 8: The correspondence report is accepted as per the agenda papers.

4.1 Media Policy

Mike Berwick spoke regarding media generated and the opportunity to add the Board’s views to the current themes being reported in the Cairns Post. Mike further noted that this was consistent with the draft media policy adopted at the Directors Meeting held 6 October 2003.

Bill Shannon stated that while not at odds with the content he believes it appropriate for all Directors to receive copies of media releases prior to release.

Chris Gloor noted the proposal has merit and the outcomes achieved, particularly in engaging Minister Kemp are of significant value.

Resolution 9: The Communications Officer to coordinate distribution of press releases to Directors at the earliest opportunity, within the constraints of timelines for media issues.

Resolution 10: Should an issue be assessed as controversial by the Communications Officer, and not having been discussed previously by the Board, the Communications Officer will coordinate Board involvement in the process.

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5. Finance Committee Report

5.1 Due Diligence Report

Bill Shannon briefed Directors on the due diligence process regarding the proposed transfers from the NRM Board (Wet Tropics) Inc. Bill further advised that the process has taken account of the context of the transfer, which is analogous to a friendly takeover.

The outcome of the process is that the Finance Committee are satisfied that there are no issues to prevent the transfer from proceeding, once the changes to insurance arrangements adopted at this meeting are built into the Deed.

Resolution 11: The Board adopts the Finance Committee's recommendation to proceed with execution of the Deed of Transfer with the NRM Board (Wet Tropics) Inc.

Resolution 12: The Board carried a resolution of appreciation with regards to the Finance Committee, and particularly Bill Shannon, for thorough and timely completion of the due diligence requirements.

6. General Business

6.1 Director's Remuneration & Reimbursement of Costs

The Finance Committee have considered this issue on behalf of the Board and recommend the adoption of Director's remuneration that is consistent with the Department of Industrial Relations "Guidelines for Remuneration of Part-time Chairs and Members of Government Boards, Committees and Statutory Authorities."

Cr Ray Byrnes requested confirmation that the proposed remuneration is within current budgetary constraints. Brad Dorrington responded that in the most recent revision of the Foundation Funding Proposal the "Board Costs" budget has been increased to accommodate revised estimates as they evolve. Discussion regarding this matter ensued and consensus reached.

Resolution 13: The Board will monitor the Board Costs budget with a view that costs will not exceed the budget.

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Resolution 14: The Finance Committee recommendation regarding Director's remuneration is adopted as follows:

Board Meetings

Chair - Stipend of \$7,500 p/a + sitting fee of \$600 per day or \$300 per half day.

Secretary - Stipend of \$5,000 p/a + sitting fee of \$400 per day or \$200 per half day.

Directors - Sitting Fee of \$400 per day or \$200 per half day

Special Assignment Fees

Directors only – on the basis of \$300 per day

Eligibility for a Special Assignment Fee is to be pre approved by the Board, however retrospective approval will be considered in unusual circumstances.

Directors are to be remunerated via the current payroll system including superannuation.

Cr Ray Byrnes noted that Board Members have current responsibilities to attend many of the functions that could potentially be claimed as eligible for a Special Assignment Fee, therefore Board approval of Special Assignments is critical.

Resolution 15: The Finance Committee recommendation regarding Directors vehicle expenses is adopted as follows:

Director's vehicle expenses for use of private vehicles are consistent with Department of Industrial Relations Directive 7/03:

Less than 1600cc - 50¢ per kilometre

Less than 1600cc to 2600 cc - 60¢ per kilometre

More than 2601cc + - 61¢ per kilometre

Vehicles belonging to another organisation but used for Company business are eligible for reimbursement of reasonable fuel costs at a rate of 10¢ per kilometre.

Ken Atkinson requested clarification regarding travel time to attend meetings, in particular attendance at half day meetings in Cairns as he will be travelling for approximately 3 hours to attend to Board duties in Cairns.

Bill Shannon responded that all foreseeable eventualities should be covered and that future clarification or review of these Resolutions may be required.

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6.2 Internal Staffing Arrangements

Resolution 16: The Finance Committee recommendation that a part-time financial controller and an administration trainee be recruited is adopted.

Brad Dorrington tabled a recommendation regarding the Company's Christmas trading arrangements and holidays.

Resolution 17: In recognition of staff contributions under difficult circumstances and the fact that the Christmas holiday period falls in a particularly fragmented way this year, the last normal working day for all staff will be Monday 22 December 2003, with the first normal working day on Monday 5 January 2004.

6.3 Community Group Support Staff

Resolution 18: Small discretionary operating grants are endorsed in principle, where justified, subject to the outcomes of the group profiling project and budgetary constraints.

6.5 Other Business

No further general business was raised for discussion.

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7. Future Activities

7.1 December Board Meeting – Upper Herbert

General arrangements, the objective of local community engagement and the possibility of delays due to weather were discussed.

Resolution 18: That the existing arrangements stand including an overnight stay on Friday 19 December and Directors Meeting on Saturday 20 December.

7.2 January Strategic Planning Workshop

This workshop was recommended by Bill Kennedy, including draft terms of reference for a consultant or facilitator, and then added to the Company Diary at the initial Directors Meeting on 6 October 2003.

There was general discussion on the needs or otherwise of a dedicated planning session, and particularly that an external facilitator was not needed as the Directors believe that they can undertake this session without external assistance.

Brad suggested that the draft terms of reference would likely attract a specialist business advisor rather than a general facilitator, and it is also assumed that someone external to the company will provide some unique or overlooked insights.

Resolution 19: That Bill Kennedy be invited to the Directors Meeting scheduled for Saturday 20 December to complete the Investment Strategy presentation and further discuss the strategic planning workshop with the Board.

7.3 NRM Board (Wet Tropics) Inc AGM & Handover

Resolution 20: That Cr Mike Berwick and Bill Shannon attend this meeting and execute the Deed of Transfer and novation of the Coordinator & Facilitator contract.

Discussion confirmed that all Directors have been invited and attendance if available would be appropriate at this important milestone for both the Company and community-based natural resource management in the Wet Tropics.

7.4 Future Resourcing Developments

7.4.1 Environment Australia – Coastal Catchments Initiative.

Cr Mike Berwick has been contacted by senior staff in Environment Australia's Coastal Catchments Initiatives section regarding a rollout of local water quality improvement plans

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modelled on the Douglas Shire Water Quality Improvement Plan. If approved by Ministers the initiative would target Wet Tropics and Mackay - Whitsunday as non-NAP regions in the GBR catchment. Indicative funding discussed is approximately \$2.8M over 3 years for both regions.

7.4.2 Surplus NRM Board (Wet Tropics) Inc funds to be transferred.

Cr Mike Berwick expressed frustration that several projects strongly supported by the Board such as Fine Scale Vegetation Mapping, Vertebrate Distribution Data and Biodiversity modelling were unlikely to be funded in the current financial year. Mike then opened discussion regarding using surplus funds to be transferred for these projects.

There was general discussion that this is a worthy use of these funds, however will have to be deferred until the New Year when the transfer from the NRM Board (Wet Tropics) is completed.

Brad Dorrington recommended that any surplus funds be retained at this stage as a contingency for any cash flow difficulties. The Australian Government is currently our only client and does not always provide instalments in a timely fashion. This strategy has served the NRM Board (Wet Tropics) Inc well and prevented potential insolvency, or securing a bridging loan from other sources.

Resolution 21: That any surplus funds are retained until at least the completion of transfer arrangements.

8 Close

The meeting was declared closed at 3:40 PM.

Minutes ratified at the Directors Meeting held 20 December 2003.

Signed _____

Mike Berwick, Chair FNQ NRM Ltd.