

FNQ NRM LTD
Board Meeting
25th September 2006
FNQ NRM Ltd Head Office, Innisfail

RATIFIED MINUTES

1. Welcome and Apologies (meeting opened at 8.31am)

Attendees:

Cr Mike Berwick	Chairperson
Ken Atkinson	Director Upper Herbert
Cr Ray Byrnes	Director Local Government
Chris Gloor	Director Coastal and Marine
Bill Shannon	Director Industry
Peter Stanton	Director Conservation
Elsie Go-Sam	Indigenous Support Member
Dr Allan Dale	Chief Executive Officer

Apologies

Caroline Coppo	Director Catchment and Community (teleconference)
Assoc. Prof. Peter Valentine	Director Conservation
Troy Wyles-Whelan	Director Indigenous
Andrew Hayes	Department of Local Government, Planning, Sport and Recreation

Staff in Attendance:

Rachel Wicks	Manager Community Engagement
Ellie Austin	Project Officer
Alice Melita	Project Officer
Marin Haldane	Program Support Officer

Part Attendees:

Andrew Drougas	Account Director, Marmalade Melbourne
Neil Mallet	Creative Partner, Marmalade Melbourne
Colin Hunt	Chairperson, SISP
Ian Stewart	Member, SISP
Peter Rowles	Member, SISP
Fiona George	Contracts and Project Management Co-ordinator (staff)

2. Information Items

2.1 Branding

Chris Gloor updated the Board on the current branding process and the objectives of the strategy. He introduced guests Neil Mallet and Andrew Drougas of Marmalade Melbourne to the meeting who led the Board through a series of logo treatments for consideration. This was followed by comprehensive discussions about the proposed branding options and implications.

A suggestion was made that the membership be asked to endorse the re-branding at the AGM.

The Board acknowledged and thanked both Neil and Andrew for their generosity and expertise throughout the process and asked that this be conveyed to the team at Marmalade Melbourne.

Resolutions: *The Board selected 'Terrain' as the new Company brand and endorsed Marmalade Melbourne to continue develop the concept.*

The Board agreed that the Company should reserve Terrain as a business name, and seek to incorporate the company name.

2.2 Annual Report

The Board reviewed the draft annual report for 2005-2006. Overall the Board was pleased with the draft document as presented, including the revised format. The Board agreed that the majority of detail around organisational initiatives be confined to the recently submitted annual performance report. This document will accompany and complement this year's annual report.

Comments included:

- Include more recognition and acknowledgment of the NRM contribution of all levels of government, particularly that of the State Government's.
- Acknowledge the expansion of FNQ NRM Ltd services, as the Government re-prioritises NRM spending e.g. Extension and soil testing.
- Include more detail about the origin of the funding for the Cyclone Coordinators.
- Remove outdated information, e.g. supporting membership decision, add information about branding activity.
- Include information about incoming Conservation Board Member, John Pollock.
- Add Regional Water Use Efficiency information under Planning and Technical Services.

Resolution: *Subject to the discussed changes, the Board approved the Annual Report.*

Resolution: *The Board approves Mike Berwick and Bill Shannon to sign section '13. Statutory Information' of the Annual Report on behalf of the Directors of the Company.*

Allan Dale gave apologies and left the meeting.

2.3 SISP Selection Process

Caroline Coppo joined the meeting via teleconference.

Following the Board's invitation to the SISP, Colin Hunt accompanied by Peter Rowles and Ian Stewart, briefed the Board on the outcomes of the recent SISP selection process for the three directorships. The session also provided an opportunity to share information and reflect on the learnings of the process.

During the discussion several matters were raised identifying areas requiring clarification and improvements for future processes. It was also agreed that there are some ambiguities between the constitution and the SISP Terms of Reference. The SISP tabled the following series of recommendations for consideration as part of this discussion (refer table below).

The Board was advised that a process was in place to develop a revised Terms of Reference for the SISP led by Allan Dale. This process is being conducted in conjunction with the SISP members. The Board thanked the SISP for their commitment to the process.

Resolutions: *The Board agreed that it should have a formal role in making an offer to a new Director.*

The Board resolved to write a letter of welcome to the new/re-appointed Directors and to invite them to the AGM.

The Board endorsed the process to review the terms of reference and the policies and processes of the SISP.

Proposed amendments to the *Terms of Reference for the Standing Independent Selection Panel*

3 Process

Replace 3.

Prior to calling of applications for positions there will be an appropriate publicity program to inform regional stakeholders about vacant position/s and the selection criteria attaching to each.

With:

Prior to the calling of applications for positions the SISP must satisfy itself that an appropriate publicity campaign to inform regional stakeholders about the vacant position/s, and the selection process attached to the position/s, has been undertaken.

Insert (as 6.)

The SISP will be independent of the Board and the Executive in carrying out its publicity and selection processes. The SISP will however seek advice from the Board and Executive from time to time on matters pertaining to publicity and selection processes.

2.4 Financial Report

Bill Shannon presented the financial report package from Pickards. Some minor changes are yet to be made, but overall there are no major issues with the financial report.

Minor changes to be made:

- Update list of Directors to reflect skills base and correct titles.
- Delete 'payment of dividend' which is repeated. Not-for-profit cannot pay dividends. Bill to change.
- The amount attributed to the category 'Other' should not be more than 20% of total expenditure, this needs to be broken down further.

Bill Shannon noted Linda Phillip's excellent work towards the financials.

Resolution: *The Board resolved to adopt the financial statements to be included in the Annual Report.*

Resolution: *The Directors of the Company declare that:*

1. *The Financial Statements and Notes, as set out on pages 22-39 of the Draft Annual Report are in accordance with the Corporations Act 2001:*
 - (a) *comply with Accounting Standards and the Corporations Regulations 2001; and*
 - (b) *give a true and fair view of the financial position as at June 30, 2006 and of the performance of the year ended on that date of the Company.*

2. *In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.*

Resolution: *The Board approves Mike Berwick and Bill Shannon to sign the section 14. Director's Declaration of the Annual Report on behalf of the Board of Directors.*

2.5 Budget 2006-2007

Fiona George presented the budget for the 2006-07 year.

The budget layout reflects the re-classification of projects according to the NRM asset themes, including all funding contracted to June 2008. The "Cyclone Response" project was used as a case study to demonstrate to the directors how the budget works.

There are strict financial procedures for making budgetary changes. The RIS account is healthy for 07-08, but realistically an annual budget of \$2 million is required. The Risk Management account (derived from project administration fees) is healthy at approximately \$300,000. The budget is monitored through a number of processes:

- The quarterly expenditure and rollover;
- The submission of quarterly accounts to the JSC;
- Regular reporting requirements to other funding bodies; and
- The twice yearly RIS review that provides us with an opportunity to reallocate money to some degree between projects.

The Board acknowledged and thanked Fiona for her efforts in consolidating and simplifying the budget reporting.

Resolution: *The Board resolved to adopt the budget for 2006 -2007*

2.6 AGM 2006

The theme of the 2006 AGM is 'Bringing the Pieces Together: Understanding the NRM Puzzle'. The Board reviewed the proposed AGM run-sheet and endorsed the following:

Resolutions: *The Board endorsed Ross Clark as the key note speaker around the K-12 Environmental Education Program.*

The Board resolved to invite Kevin Byrnes (Cairns City Mayor) to be the key note address for the function.

3 Other business

3.1 Next Board Meeting

Resolution: *The Board agreed to a meeting prior to the AGM.*

3.2 Commerce Queensland

The Board considered the proposal as submitted by Rebecca Clear, Manager Programs and Partnerships seeking organisational membership to Commerce Queensland.

Resolution: *The Board endorsed FNQ NRM Ltd membership with Commerce Queensland.*

3.3 Chair's report

A National NRM Workshop is planned be held on the Gold Coast from 21-23 November 2006. Chris Gloor and Bill Shannon expressed interested in attending, subject to confirmation of the agenda and availability.

Agreement: *The Board agreed to circulate information to staff regarding the national NRM workshop.*

3.4 Website

The Board was advised that the organisation's website was currently being reviewed and transitioned to new web design and management software. Finalisation of this process is dependent on the outcomes of the branding review.

There being no further business the meeting closed at 5.03pm.