



Letter from the Chair

Dear Members and Stakeholders

The Annual General Meeting of Terrain Natural Resource Management will be held on **Thursday 13 November 2025 commencing at 4:30pm**. The Meeting will be held at the Rydges Esplanade Resort, 209 – 217 Abbott Street Cairns and via Zoom.

We ask that you register your interest in attending in person.

A Zoom meeting link and instructions on participating in the meeting will be circulated a week prior to the AGM.

At the meeting, you will have the opportunity to:

- find out about Terrain's operations and finances
- ask questions about the operations and finances of Terrain
- speak about any items on the agenda, and
- vote on any resolutions proposed.

At the meeting, members will be asked to vote to:

- endorse a revised Constitution;
- accept the minutes of the last annual general meeting;
- receive, consider and adopt the Director's Report and Financial Report;
- endorse the reappointment of BDO as Terrain's auditors;
- endorse the proposed candidates for the Terrain Director positions; and
- endorse the proposed candidate for the SISF.

We will also introduce you to our Emerging Leader for 2026.

If you are unable to attend the meeting via Zoom or in person, you may vote directly or appoint a proxy to act for you by completing the enclosed voting form – this ensures we will reach a quorum for the meeting. I look forward to your participation in the AGM.

Regards



Barry Hunter
Terrain NRM Chair
22 October 2025

Terrain AGM Notice of Meeting

Notice is given that Terrain’s 2025 AGM will be held as a hybrid meeting:

Date: Thursday, 13 November 2025

Time: 4.30 – 5.45pm

Location: Kauri Ballroom, Rydge’s Esplanade Resort 209- 271 Abbott Street, Cairns and via Zoom

Agenda and Items of Business

4.30 – 5:15pm	Meeting Open & Welcome	Chair
	Meeting Open, Welcome and Overview Welcome to Country	Barry Hunter Brian Singleton
	Quorum and Apologies Notice of Meeting read	Barry Hunter - Chair Melanie Sherrin - Company Secretary
	Chairperson’s Address	Barry Hunter
	CEO’s Address	Stewart Christie
5:15 – 5:20pm	Q&A Session	All
5:20 – 5:25pm	Special Business	
	Resolution 1: Endorse the revised Terrain Constitution amendments	Melanie Sherrin, Company Secretary
5:25 – 5:45pm	General Business	
	Resolution 2: Adopt the Minutes of the Terrain 2024 AGM	Barry Hunter - Chair
	Resolution 3: Receive, consider and adopt the Director’s Report and Financial Statement.	Pete Faulkner - Director
	Resolution 4: Reappoint BDO as Terrain’s Auditors	Pete Faulkner - Director
	Resolutions 5, 6, 7: Director nomination endorsements	Keith Noble – SISP Chair
	Resolution 8 SISP Candidate endorsement	Mel Sherrin Company Secretary
	Emerging Board Leader introduction	Barry Hunter - Chair
5:45pm	Final Q&A & Meeting Close	All
5.45 – 7.00pm	Meet & Greet Staff and Directors	

EXPLANATORY NOTES

If you have any questions relating to any of the following resolutions that you would like answered prior to, or at the AGM, please email them to agm@terrain.org.au

SPECIAL BUSINESS

Resolution 1: That the members of Terrain endorse the Revised Constitution Clause 15.2

Terrain's constitution is the document that governs how the organisation operates. It is a legal document — a contract — and its terms must be complied with at all times and also comply with the *Australian Charities and Not-for-Profit Commission (ACNC) Act 2012* and the associated Governance Standards.

As part of good governance, the constitution should be reviewed from time to time to ensure that it reflects Terrain's current objects, activities and operations, and that the processes are workable and sufficiently flexible to meet Terrain's practical needs. The previous review was conducted in 2024.

The primary focus area for this review was on the current drafting of the Constitution and the way the Skills Matrix for Directors is embedded in the Constitution.

The Constitution for Terrain has a detailed skills matrix contained within it – this is not in line with modern governance, where the Board review their skills matrix and have it sitting outside the Constitution. The current skills matrix (within the Constitution) is also not best practice for modern governance principles. The SISP must still apply the Skills Matrix to their considerations when selecting Directors.

The proposed changes to the Constitution provide for the SISP to have regard for the Skills Matrix. The changes keep the broad areas that the Members would expect to see in a skills matrix, keeping the link with the Members is key, but allow the flexibility of having a Board approved Skills Matrix to allow for modern governance principles and best practice.

We propose removing the sub clauses from part 15.2 (a)(iii) from the Constitution (linked here) and fixing the numbering noting, there are two sections marked (i), and add in the following new sub clauses:

(iv) demonstrated competencies in at least some of the following areas: strategic planning, risk management, financial literacy, governance, stakeholder engagement, innovation, and leadership.

(v) has key skills required under the Terrain Board Skills Matrix. The Terrain Board Skills Matrix is developed and approved by the Terrain Board and is regularly revised to ensure it contains Director skills aligned with best practices in relation to the modern governance requirements of Terrain.

The Chair calls for a vote on Resolution 1:

That the members of Terrain endorse the revised Constitution with clause 15.2 to read:

15.2 Selection Criteria

(a) The SISP must endeavour to recommend for appointment a suitable person to the office of Director taking into consideration the following selection criteria:

- (i) a person who is a resident of the Wet Tropics and if not a resident, has demonstrated connection with and sound knowledge and understanding of natural resource management in the Wet Tropics region;
- (ii) demonstrated performance and knowledge in the delivery of improved natural resource management outcomes;
- (iii) (iii) well regarded within Aboriginal Traditional Owner, wider community, business, government and/or industry networks;
- (iv) demonstrated competencies in at least some of the following areas: strategic planning, risk management, financial literacy, governance, stakeholder engagement, innovation, and leadership. (
- (v) has key skills required under the Terrain Board Skills Matrix. The Terrain Board Skills Matrix is developed and approved by the Terrain Board and is regularly revised to ensure it contains Director skills aligned with best practices in relation to the modern governance requirements of Terrain.

GENERAL BUSINESS

Resolution 2: That the members of Terrain adopt the Minutes from the 2024 AGM as presented below:

The Chair calls for a vote on Resolution 2:

That the members of Terrain adopt the Minutes from the 2024 AGM as presented

Minutes of Terrain NRM Annual General Meeting (AGM)

Date: 14 November 2024

Time: Meeting commenced at 4:07 PM

Location: Atherton Hotel, Main Street, Atherton, and via Zoom

1. Attendance

- A register of attendance was maintained, recording Members, Proxy Holders, Staff, and Guests present both in person and via Zoom.

2. Welcome and Apologies

- **Call to Order:** The meeting was called to order by the Chair at 4:07 PM, with a quorum confirmed.
- **Introductions:** The Chair introduced the Board of Directors.
- **Apologies and Proxies:** Apologies and proxies received were noted, alongside general housekeeping matters.

3. Welcome to Country

- **Acknowledgement:** Barry Hunter delivered the Acknowledgement of Country.
- **Note:** Daryl Joseph was an apology for the meeting.

4. Notice of Meeting

- Delivered by Company Secretary, Melanie Sherrin.
- The Notice of Meeting was confirmed as a hybrid meeting held at the Atherton Hotel and via Zoom.
- The notice was taken as read.

5. Chair's Address

The Chair reflected on the past year, noting the following:

- Acknowledgement of former Chair Keith Noble and his contributions.
- Challenges faced during funding uncertainties and strategies undertaken to bridge financial gaps without staff layoffs, unlike some other NRM regions.
- The Board's strategic decisions to utilize reserves and ensure Terrain's sustainability through this period, moving from survival to thriving.
- Recognition of the management team and board for their dedication and collegial approach.
- Reflections on global events, including COP28 in Dubai and the Nature Positive Summit in Sydney, emphasizing Terrain's leadership in the NRM space, particularly with initiatives like Cassowary Credits.
- Engagement with the Advance Cairns Regional Plan and the focus on a regenerative economy to effect change in the region.

6. CEO's Address

The CEO, Stewart Christie, addressed the meeting, emphasising:

- Gratitude to Traditional Owners and the importance of partnerships.

- Highlights from the previous year, including the resolution of funding uncertainties and the significance of collaborative projects like Mossman Botanic Gardens.
- Overview of key projects and initiatives, as outlined in a PowerPoint presentation.
- Acknowledgement of community and stakeholder contributions to Terrain's success.

Q&A:

Anne Clark from Cairns River Improvement Trust sought clarification on the GBR funding recently announced. It was noted that The Australian Government recently committed a record \$1.2 billion package to protect and restore the Great Barrier Reef, and within that package there are \$30 million allocations for reef-related NRM programs.

7. General Business**Resolution 1: Endorse the revised Terrain Constitution amendments.**

Moved: Keith Noble

Seconded: Jeff Baines

Outcome: Passed

Resolution 2: Adopt the Minutes of the Terrain 2023 AGM.

Moved: Jeff Baines

Seconded: Sandra Heinrich

Outcome: Passed

Resolution 3: Receive, consider, and adopt the Director's Report and Financial Statements and reappoint BDO as Auditor for the 2024/2025 Audit.

Moved: Pete Faulkner

Seconded: Anne Clark

Outcome: Passed

Resolution 4: Endorse Barry Hunter as a Director of Terrain.

Moved: Keith Noble

Seconded: Jeff Baines

Outcome: Passed

Resolution 5: Endorse Pete Faulkner as a Director of Terrain.

Moved: Keith Noble

Seconded: Jeff Baines

Outcome: Passed

8. Acknowledgements

The Chair acknowledged the contributions of the 2024 Emerging Leader, Dani Matheus-Holland, and welcomed the 2025 Emerging Leader, Michelle O'Loughlin.

9. Close of Meeting

The Chair thanked members for their attendance.

Meeting Closed: 4:50 PM

Resolution 3: Director's Report and Financial Statements

Receive, consider and adopt the Director's Report and Financial Statements.

As required by the Constitution a full copy of the Audited Statement 2024/2025 are posted on the Terrain Website [Corporate Documents | Terrain NRM](#).

The Chair calls for a vote on Resolution 3:

That the members of Terrain adopt the Director's Report and Financial Statements.

Resolutions 4: Endorse the reappointment of BDO as Terrain's Auditors

The Chair calls for a vote on Resolution 4:

That the members of Terrain endorse the reappointment of BDO as the company's auditors

Resolutions 5, 6, & 7: Director Nomination Endorsement

Following is the 2025 Director Recruitment Report and Results from SISP Independent Chair, Dr Keith Noble.

SISP Report – 22 October 2025

The Standing Independent Selection Panel (SISP) met to consider applications for three vacancies on the Terrain NRM Board. Eighteen applications were received, representing an exceptionally high calibre of candidates with diverse experience across natural resource management, governance, business, research, and community leadership.

In its deliberations, the Panel considered Terrain’s current stage of growth and the evolving strategic priorities outlined by the Chair and CEO, including the consolidation of new programs, leadership succession planning, and the continued strengthening of governance, financial oversight, and stakeholder engagement.

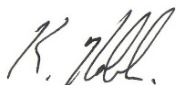
The SISP placed particular emphasis on the mix of skills, experience, and perspectives required to support Terrain’s next phase of organisational maturity and its growing influence in regenerative economies, climate resilience, and data-driven regional planning.

After consideration, SISP agreed to interview eight candidates. Interviews were conducted on Wednesday 22 October 2025.

Following careful assessment and discussion, the SISP unanimously recommends the appointment of three directors whose collective capabilities align strongly with Terrain’s strategic direction and governance needs:

- **Lucy Friend**
- **Duncan Paterson**
- **Demetra Polycarpou**

The Panel wishes to acknowledge the outstanding quality of all applicants and expresses appreciation for the depth of commitment and expertise evident across the field.



Dr Keith Noble, Chair

Signed on behalf of the Standing Independent Selection Panel:
Ken Atkinson, Ryan Donnelly and Brian Singleton

The successful candidates have accepted their provisional appointments noting that they can only be appointed by resolution of Members at the AGM.

The Chair calls for a vote on Resolution 5:

That the members of Terrain endorse Lucy Friend as a Director, for a 3-year period of Terrain as recommended by the Standing Independent Selection Panel.

The Chair calls for a vote on Resolution 6:

That the members of Terrain endorse Duncan Paterson as a Director, for a 3-year period of Terrain as recommended by the Standing Independent Selection Panel.

The Chair calls for a vote on Resolution 7:

That the members of Terrain endorse Demetra Polycarpou as a Director, for a 3-year period of Terrain as recommended by the Standing Independent Selection Panel.

Resolutions 8: That members endorse the appointment of Brian Singleton to the Standing Independent Selection Panel for a 4-year term from the November 2025 AGM.

Brian Singleton was appointed by the Board to fill a casual vacancy on the SISP in accordance with Clause 20 of the Constitution. Members are now asked to formally endorse his appointment for a four-year term.

The Chair calls for a vote on Resolution 8:

That members endorse the appointment of Brian Singleton to the Standing Independent Selection Panel for a 4-year term from the November 2025 AGM.

Proxy Form

I/We (full name in BLOCK capitals)

.....

Of (name of member organisation)

.....

being a member and nominated delegate of Terrain NRM hereby appoint the Chair* of the Meeting or (please insert Chair or alternative proxy name below)

.....

as my/our proxy to vote on my/our behalf at the AGM of Terrain held on **Thursday 13 November at 4.30pm** at the Rydge's Esplanade Resort and via Zoom and at any adjournment thereof, on the following resolutions as indicated by an "X" in the appropriate box.

Resolutions

		For	Against	Abstain
1	That the members of Terrain endorse the revised Constitution, amending clause 15.2			
2	That the members of Terrain adopt the Minutes from the 2024 AGM as presented			
3	That the members of Terrain adopt the Director's Report and Financial Statements.			
4	That the members of Terrain endorse the reappointment of BDO as the company's auditors			
5	That the members of Terrain endorse Lucy Friend as a Director, for a 3-year period of Terrain as recommended by the Standing Independent Selection Panel.			
6	That the members of Terrain endorse Duncan Paterson as a Director, for a 3-year period of Terrain as recommended by the Standing Independent Selection Panel.			
7	That the members of Terrain endorse Demetra Polycarpou as a Director, for a 3-year period of Terrain as recommended by the Standing Independent Selection Panel.			
8	That the members of Terrain endorse the appointment of Brian Singleton to the SISP for a 4-year term.			

***The Chair intends to vote all available or undirected proxies in favour of these resolutions. Please return your completed form via email to agm@terrain.org.au by 5pm 6 November 2025.**