



Mandandanji Ltd.
Board Meeting
Monday 15 August 2016
71C Arthur St - Roma

In Attendance

Limited Board: Theresa Manns (TM); Rebecca Landers (BL); Rodney Landers (RL); Darren Manns (DM); Julie Thomas (JC); Robbie Klaas (RK); Alex Costa (AC)

MCHS Board: Joyce McCarthy (JM); Lorraine Tomlinson (LT);

ME Board: Bob Carlo (BC); Alex Costa (AC);

Applicants: Alexandra Combarngo (Al.C), Tracy Landers (TL); Neville Munn (NM); Lesley Weribone Snr (LW); Leigh Himstedt (LH); Alex Costa (AC); Jeffery (Max) McDonald (MMc); Jude Saldanha (JS);

Apologies: David Combarngo (DC); Vincent Anderson (VA); Sarah Trindale (ST);

Facilitator: Craig Jones (CJ)

Minute Taker: Kim Muhlen (RREDD)

1. Meeting Open

Meeting opened at 9:10am

2. Meeting Purpose

Discuss organisational structure;

Draft and discuss information to be presented to members at the AGM.

2.1. Welcome

The Mandandanji Ltd Chair – RL welcomed everyone to the meeting and introduced the meeting facilitator – Craig Jones.

2.2. Background

Kim Muhlen – business advisor (RREDD) gave an overview of the meetings to date and key issues for consideration.

There were general questions; discussions and comments on;

- the history behind setting up the companies (MCHS and ME)
- whether transactions between the entities were loans or grants or as part of negotiated agreements
- audit process
- who approves payments and transactions
- current operating structure
- responsibilities of (remaining) staff

The Chair of MCHS spoke particularly about the operation of the current board and impressions that many of the issues related to transactions now seen as a loan, were inherited and not decisions of the current board.

Matters discussed were summarised as Issues

- The need for (regular) meetings with the Applicants (Recommendation – twice yearly)
- Sustainable Operating Structure – what should it look like
- Timing of the AGM



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- Too much going on (conversations/chatter – not focus on real issues and solutions)
- Reviewing what is happening (why)
- Confidentiality of information

It was agreed that any solutions must consider these values;

- Keeping applicants informed
- Governance
- Sustainability

The Limited Board wanted to reinforce they had investigated a number of options including 'calling on the loans' but this was not their preferred option. Instead the board wanted to ensure the loans were 'secured' so that money if/when it could be repaid would be for the benefit of members.

It was acknowledged there had been several meetings with the subsidiary boards and the Applicants about the current position and need to restructure. Any options would be taken to members at the AGM and motions presented for them to vote on.

-----**BREAK** -----**10:30 – 10:50am** -----

2.3. Operating Structure

A number of operating structures were presented including;

1. Limited assuming responsibility for all operations and having no subsidiary companies
2. Completely new structures (Company & Trustee)
3. Limited Board appointing a 'Manager' and have responsibility for both subsidiary companies
4. Appointing an Advisory Committee (Applicants) to any new structure

There were further comments and frustration expressed about communication between the boards and the Applicants;

ACTION – *KM to provide current emails address to ME – Program Manager, so reports can be sent direct to Applicants.*

It was acknowledged that the Limited Board will ;

- inform the ME and MCHS Board Chairs and the Applicants as soon as possible after any decisions have been made;
- present DRAFT Motions prior to material being sent to members;
- outline the timeline of any actions and changes

2.4. SANTOS negotiated agreement funds

There was discussion about the negotiated funds (\$1.1M) paid to MCHS and whether these funds were going to be paid to Limited (as Trustee) and under what conditions/terms.

The MCHS Chair advised a letter had been written from their legal counsel (Just Us Lawyers) to the Limited Counsel (M Owens). The Limited board had yet to review this letter.

In principal monies would be returned within 7days of a 'waiver' being signed to indemnify the MCHS board; MCHS board were also making a request for the reimbursement of payments made by them on behalf of Limited.



2.5. Summary Discussion

CJ as facilitator presented a summary of the mornings discussion including issues raised; general consensus that there was a need to change and that any solution would be presented to members at the AGM.

RL thanks everyone for his or her commitment to joining in the discussion and attending the meeting.

Mandandanji Limited would resume their meeting after the lunch-break

-----LUNCH BREAK -----12:30 - 1:10pm -----

Meeting Resumed with Mandandanji Limited Board Members ONLY

CJ began clarifying timelines and remaining business of this meeting; general agreement the meeting would finish by 4pm. BL noted she needed to leave at 2:45pm.

As a result of the advise provided by Legal Counsel; information supplied by the accountants and review undertaken by the Board, the board felt it should assume a 'Care-Taker' role at least through to the Annual General Meeting when matters could be discussed with members and motions tabled with them.

During the discussion regarding the Mandandanji Cultural Heritage Services board – TM declared a conflict of interest (as an employee) and left the room.

MOTION (1)

As a result of the meeting of the 15th August, the board of Mandandanji Limited will assume operational and management responsibility for Mandandanji Cultural Heritage Services Pty Ltd. Effective immediately and remaining until the Annual General Meeting (proposed for the 22nd October 2016)

Moved: Robbie Klaas

Seconded: Rodney Landers

For: BL; JT; DM; AC

Against: Nil

Abstained: TM

Motion Carried

ACTION – KM to assist the board to draft a letter to the MCHS Chair/Board for review by legal counsel and send within 36hours.

ACTION – KM to assist the board to draft an email to Condon Treasure for review by legal counsel, requesting an immediate transfer of the SANTOS negotiated agreement funds, to the Mandandanji Trust account.

-----BREAK -----2:00 - 2:15pm -----

TM re-joined the meeting.

AC gave an introduction to the current operating conditions of ME and impact of the Veolia contract on turnover and the business. AC strongly urged the board to support ME continuing to trade for at least 12months to see the impact of the Veolia contract on profitability.

The board made a commitment to providing specific support to ME including;

- Work on systems/processes for immediate response to quotes requests from Veolia



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- Developing cash flow projection through to 30 June 2017
- Developing a business plan for operations
- Reviewing the management structure and role of Program Manager

MOTION (2)

As a result of the meeting of the 15th August, the board of Mandandanji Limited will assume operational and management responsibility for Mandandanji Enterprises Pty Ltd; and provide immediate business support to develop templates for quoting; cash flow projects and business plan. Effective immediately and remaining until the Annual General Meeting (proposed for the 22nd October 2016)

Moved: Darren Manns

Seconded: Robbie Klaas

For: BL; JT; RL; TM

Against: AC

Abstained: Nil

Motion Carried

ACTION – AC to inform BC to proceed with (3) quotes for the purchase of capital equipment (as per QGC grant); to be presented to the Limited Board meeting 18 August.

ACTION – KM to assist the board to draft a letter to the Board of ME for review by legal counsel, outlining the changes proposed in motion 2.

ACTION – KM to assist the board to draft an email to Applicants for review by legal counsel, outlining the changes proposed in motion 1 and 2.

ACTION – KM to assist the board to draft an email to all staff (ME; MCHS) for review by legal counsel, outlining the changes proposed in motion 1 and 2.

(BL left the meeting at 2:40pm)

2.6. ASIC – Notification Changes

There was a review of the ASIC company record in preparation for the meeting with the auditors and a number of errors were noted.

ACTION – KM to email Condon Treasure to request ASIC be notified immediately of change of the Principal Place of Business and Registered Office to Arthur St and removal of LT as dual Company Secretary.

2.7. By-Laws

The Board discussed the need to draft by-laws as requested by members, particularly relating to: proxies and meeting attendance and performance (Board Member)

It was recommended that any member hold a maximum of 5 proxies.

MOTION (3)

By-Laws be drafted setting a maximum of (5) proxies per member.

Moved: Darren Manns

Seconded: Alex Costa

For: JT; RL; TM; RK

Against: Nil



Absent; BL
Motion Carried

ACTION – RL to contact Michael Owens and ask that By-Laws be drafted to consider setting maximum number of proxies. This can then be discussed with the ME and MCHS boards and applicants and be included in the member material for the AGM.

2.8. Budget Variations

As a result of the changes from Motion 1 and 2; the board reviewed the budget and particularly noted likely costs leading up to the AGM as;

Board Meeting Costs (Toowoomba/Roma/Teleconference/AGM)	\$35,000
Accountant/Auditor	\$25,000
Legal	\$10,000
AGM (security/facilitator/catering/mail out)	\$16,000
Advisory	\$5,000

ACTION – KM to work with Chair and review estimates against budget, with recommendations for any variations by 18August.

2.9. Delegations

Given Motion (1) and Motion (2) and concerns about the operations of the subsidiary the board believed a 'Care Taker' operations were necessary at least through to the AGM.

This means;

- Company business continues as normal, however variations to the delegations and payment processing so that all payments are approved by the Limited Board instead of the Chairs of the subsidiary.

The board confirmed reviewed the following ACTIONS,

- Program Manager ME – would continue to approve all budgeted expenses (within delegation) related to the operations of the company; including pay-roll
- Quotes for equipment purchase as per QGC grant, still need (3) quotes; the Board of Ltd will review these quotes on 18th August and approve expenditure;
- Co-ordinator MCHS will still approve payments associated with the fieldwork (ie: travel and wages) within budget and as per approved scope of works;
- The Chair of MCHS will have no delegation to approve any payments pending decisions of members at the AGM;
- All transactions from any Mandandanji account will be approved by one of the Mandandanji Limited signatories (namely – Rodney Landers; Alex Costa; Darren Manns or Robbie Klaas);
- Condan Treasure be advised of the changes to authority and 'CareTaker' period;
- Condan Treasure be asked to contact all of the signatories to request authorisation of payment of invoices and MCHS Co-ordinator wage;
- First available Limited Signatory can approve payment –



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provided it is within budget and proof of service/hours work has been provided.

- Changes be made to the NAB signatories to allow access to all accounts by the Limited Board signatories.

MOTION (4)

During the Caretaker period (16th August – AGM (expected -22nd October 2016); the Mandandanji Limited board signatories will authorise all payments outside of Program Manager/Co-ordinator delegation, which might normally be approved by a Board Member.

Moved: Julie Thomas

Seconded: Theresa Manns

For: RK RL; DM; AC

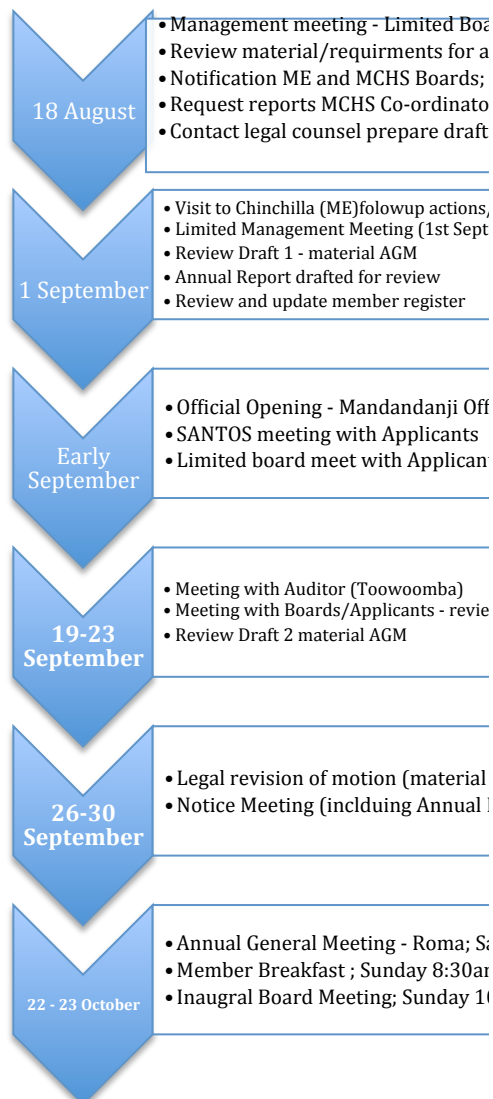
Against: Nil

Absent: BL

Motion Carried

2.10. Timeline

The board worked through the Timeline of actions leading to the AGM as detailed below;





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CJ reviewed process of the day and summarised outcomes.

RL closed the meeting again thanking the board for their work; and reminder of the meeting with the auditors – Wednesday.

3. Meeting Closed

Meeting closed at 4:00pm

4. Next Meeting

Teleconference Thursday 18 August – 6:30pm