



Mandandanji Ltd.
Board Meeting
Friday 18 November 2016
Quest – Margaret St; Toowoomba

In Attendance

Limited Board Members

Theresa Manns (TM): Rebecca Landers (BL): Rodney Landers (RL): Julie Thomas (JC); Robert Klaas (RK) Darren Manns (DM)

MCHS Board Members

Joyce McCarthy (JMc) David Combarngo (DC)

ME Board Members

David Combarngo (DC)

Apologies

Alex Costa (AC);

Minute Taker: Kim Muhlen (RREDD)

1 Meeting of Limited; MCHS and ME Boards

Purpose

Present updates to MCHS and ME board members; receive 2015.16 Audit Report

2 Meeting Open

Meeting was formally opened at 1:27pm.

RL began the meeting with a minute's silence for the passing of Ms S Trindale an MCHS Board Member who the board members acknowledged has made a significant contribution to Mandandanji people, the Native Title claim and the development of the businesses.

Although it was a difficult to meet at this time, everyone acknowledged it was important to prepare for the AGM and complete the preparations.

RL gave an overview of the work the board had undertaken to prepare for the AGM and the next phase of decisions and development of the companies. Board members were frustrated that although the trends had been there for awhile, it seemed as though nothing was changed to ensure the companies were sustainable and were making money to invest into Mandandanji.

JMc asked why things had happened, DC said maybe there were too many chiefs, and the organisation needed only one CEO and person in charge. The board agreed there were problems with the different ways the businesses had been managed and things that had been tried.

There was a general discussion about QSNTS and the research that had been done and what this meant to progressing the Native Title Claim.

DM talked about the timeline for meetings and the changes with a focus on the budgets and how the companies could operate and save money (March 2016); even though changes were made a joint meeting (August 2016) decided to bring a Caretaker Mode; call for AGM (December 2016) present background and resolution.

The board acknowledged they needed to be more direct and ask staff for information (financial and operational) and manage staff better to make sure things were getting done. RL accepted the board did place a lot of trust in staff. TM and DM talked about why the Limited board



Mandandanji Ltd.
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prepared a resolution to merge the companies is being presented to members, and why the recommendation was that MCHS be merged with ME to ensure the greater debt may be secure.

The board talked about the Limited records (meeting minutes and financial records from 2010 – 2013) and how this made it difficult to understand how and when loan transfers between the entities were approved, this would help understand how the loan amounts got the current levels. DC thought he still had records of the initial (start-up) loans back in 2010/2011 and minutes of the meetings. JMc thought she also had some records from the early days. TM asked for any information people had which could help answer member questions.

RK commented that the trend appeared that the wages seemed to equal the balance of the loans that were still outstanding.

MCHS Update

TM commented that the day rates for the CHO was renegotiated to \$300per day, and that the travel rates would stay the same, this would help manage the company expenses and see more cash available for operating expenses.

DM acknowledged that little effort had been put into the Strategic Plan because the focus has been on restructuring the business and stabilising the company ready for the future. If the members agree to the merger/amalgamation it should be a quick process to follow through the actions and turn things around.

DC asked if there were some cash flow and budgets for the next three months, to get an understanding of what the business needed to operate.

There were questions about Echo-Mapping and the costs to the business and whether it took too long to get things happening so that Mandandanji missed their chance. Dc agreed there were a few stories of where opportunities had been missed. This project was suspended and if the companies get onto stable ground there could be an opportunity for this to start again and find customers.

DC said he hoped the members would think properly about who should be on the board and make sure they could do the job. All the board agreed they didn't need a high level person (paid) they needed someone who would do the jobs.

The size of the Limited board was talked about and this would also be a decision for members at the AGM.

DM also talked about the grants and other sources of money, which are available to Mandandanji and hoped the future board would apply for more grants and take these opportunities up in the future.

DC had received a number of ASIC forms (appointment of Company Secretary; Statement of Solvency) for review and signature from Condon Treasure, the MCHS board members were reassured by the Limited Board that they had no intention of issuing an invoice to MCHS for repayment of the loan for the company setup. On this basis the Directors (DC and JMc) signed the resolution of solvency.

ME Update

DM, RL and TM had meet with Enterprise staff and they hoped to make improvements for the staff including making sure bubbler was available.; and that the office did met OH & S standards (ie: exits and fire safety).



Native Title Claim Update

There was a general discussion about the progress of the Native Title claim, the board and community were frustrated that things seemed to be stalling and progressing slowly, QSNTS was asking for further information (photographs, reports and documents) which might show that Nellie Edwards was an Indigenous women and help move the claim along

3 Review Audit Report

Ben Horner had not yet completed the audit for the 2015.16 financial year, Ben has prepared a letter summarising what actions were still required and seeking clarification on the structure of the entities and how they should be reported.

The board read through the letter and requested that KM forward an email to Michael Owens requesting clarification on the company structure.

4 Review Annual Report

Draft 2 of the Annual Report was reviewed, it was decided to add the extra-ordinary MAF approvals to the charts; DM will forward photos to be included on the report; DM; RL and TM to all provide final details to be added to the report.

The report will be made available to members at the AGM and via the portal after approved by the board. Final version will be ready for the next meeting.

5 Review MAF and MEF forms 2016.17

DC and JMcC reviewed the MAF forms – minor changes were made to clarify the stamen about CASH payments;

Copies of both forms will be available for members at the AGM and added to the members portal.

TM and RL are still talking to the Applicants about the contribution they will make to the amount available for distribution in 2016.17.

6 Discussion AGM Agenda

The board reviewed the agenda with MCHS and ME board and discussed the resolutions that had been drafted.

JMcC was concerned that the board were trying to get rid of everyone, board members were reassured that it was a decision for the members but that there had been significant losses and the companies couldn't keep operating the way they had been, the auditors and accountants had drawn attention to this over the past 18months.

----- DC and JMcC left the meeting at 3:00pm -----

7 Mandandanji Limited Business

Opening of Meeting of Mandandanji Limited - General

Meeting open at 3:10pm



Mandandanji Ltd.
Board Meeting
Friday 18 November 2016
Quest – Margaret St; Toowoomba

8 Minutes of Last Meeting

The minutes of the last board meeting were not available to the board, DM committed to completing these as soon as possible for review at the next meeting.

9 Correspondence IN/OUT

9.1 IN

Letter from Auditor – update on the 2015.16 audit report

9.2 OUT

Letter to Manager Mandandanji Enterprises – re; redundancy

Letter to Telstra – re: Mandandanji Enterprises – telephone account

Letter to Michael Owens – request for audit information (Statement on any known or anticipated legal expenses)

10 Finance

10.1 Review Management Reports

The board were provided with copies of the Limited; ME and MCHS financial and management reports, variances were highlighted on each report.

There was a general understanding that a number of expenses were outside of budget or had already exceeded the budget allocation. The board asked specifically about;

- Costs of accounting and why MCHS charges were above budget

ACTION 238 – the board asked that KM contact CT to ask for clarification on accounting expenses and membership payments received (who were they from)

- The applicants meeting fees were high and there appeared to be no income for meetings to off set this. The board did expect the applicant meeting would be costs neutral.

ACTION 239 – TM and SF to review-approved budgets and confirm with Condon Treasure what invoices should have been sent to recover costs associated with Applicant meetings.

The accountants had also asked for an email/letter from the board confirming that the value of the Travel Voucher (Cultural Festival Raffle prize) had changed and that the voucher was sourced from a different agency (not Maranoa Travel);

ACTION 240 – DM to provide information to the accountants on the terms and value of the raffle prize (travel voucher).

10.2 SANTOS preliminary budget

The board had met with the Applicants but an operating budget for the SANTOS allocation hadn't yet been prepared.

10.3 Condon Treasure Accounting Service Agreements

Condon Treasure provided Service Agreements for all 3 entities (Limited; MCHS and ME) for review and consideration by the board.



Mandandanji Ltd.
Board Meeting
Friday 18 November 2016
Quest – Margaret St; Toowoomba

There was discussion again about getting other quotes and comparing the value of the services offered by Condon Treasure.

Given it was only a few weeks to the AGM the board decided to wait till the appointment of the new board and allow them to make decisions on the Service agreement pending the restructuring.

11 MAF and MEF applications

The board continued to receive applications from members, a number of MAF applications had been reviewed by the board in the past and approved at the last meeting, these were for;

Brian Landers (optical and visit to Drs)

Trindall family (funeral \$3500 and wake expenses \$500); some of the Elders would also be paid fuel and accommodation expenses to attend

Ronald Manns (emergency medical)

11.1 MEF Applications

At this meeting the MEF panel recommended approval of an application from Josh Cherry for a building maintenance business.

ACTION 241 – KM to draft letter for RK to be sent to Many Rivers and Josh Cherry approving the application and confirming next steps.

The board hadn't yet received the complete application from Jude Saldanha for an upholstery business; Robbie Klaas; A. Combarngo and Darren Manns had also tabled applications at the last meeting (5 November), it was noted that these were approved by the Limited board members present at the meeting.

12 Human Resources

12.1 ME Program Manager

RL and KM gave an update on the correspondence with the Program Manager.

As of COB 17 November, there had been no contact from the Program Manager and the equipment owned by Mandandanji Enterprises.

The board acknowledged that a letter needed to be sent to BC confirming what the final payment would be and again requesting return of company equipment and assets. If equipment wasn't returned the board would then seek other assistance and advise.

12.2 Group Executive Officer

The board deferred review of the position description till after the AGM and to allow the incoming board to review the budget and company structure and what positions may be required.

13 AGM Preparations

The Notice of Meeting had been sent to all members, there had been only one enquiry from a member who hadn't received their material.



Mandandanji Ltd.
Board Meeting
Friday 18 November 2016
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JT confirmed some of her family appeared to still be missing from the list – KM to work with JT and update the list.

TM and SF were trying to get softwair for the card machine so that membership cards would be available at the AGM for members.

MMc offered to attend the meeting to take minutes, the board felt this wasn't necessary and would rely on RREDD to take minutes. SF would be able to assist with registration at the start of the meeting.

The board was unsure if the video camera and tripod was in the inventory of equipment – DM and TM to check.

Only three security staff were needed (two male and one female) DM and RL to contact the firm and confirm availability and attendance.

KM to confirm with Michael Owens and Craig Jones their availability to meet with the board on the Friday prior to the AGM.

14 Meeting Closed

Meeting closed at 5:05pm

15 Next Meeting

Thursday 1 December (Roma)	Limited Board Meeting
Friday 2 December (Roma)	Limited Board Meeting – Review proxies; final preparation AGM
Saturday 3 December (Roma)	Annual General Meeting
Friday 20 – Sunday 22 January 2017	Board Induction; Limited Board meeting