



**Mandandanji Ltd. Board Meeting**  
**23<sup>rd</sup> January 2017**  
**George Williams Hotel - Brisbane**

In Attendance

**BOARD MEMBERS** - Alex Combarngo (AC); Rodney Landers (RL); Rebecca Landers (BL); Julie Thomas (JT); Leigh Himstedt (LH); Darren Manns (DM); Theresa Manns (TM)

Facilitator : Craig Jones (CJ- RREDD)

Minutes: Mary McConville; Kim Muhlen (RREDD)

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**1 Meeting open**

Meeting opened at 11:15 am.

RL opened the meeting until the formal appointment of the chair.; RL paid respect to Elders past and present.

RL acknowledged Craig Jones as the facilitator of the meeting

**2 Chair & Portfolio Appointments**

All portfolios were declared vacant -

Nominations were called for *Chair* of the Board

BL nominated Rodney Landers; seconded by TM

LH nominated Darren Manns; seconded by AC

Both Rodney and Darren accepted the nominations, a closed ballot election was held. Seven (7) votes were cast- DM – five (5); RL – two (2), Darren Manns was elected as Chair.

**MOTION (1)**

*That Darren Manns be appointed as the Chair of Mandandanji Limited Board.*

Moved: Leigh Himstedt

Seconded: Alec Combarngo

Motion Carried

Before nominations for the Company Secretary, Craig and the board acknowledged and thanked Rodney Landers for his work as Chair.

Nominations for Mandandanji Limited *Company Secretary* were called,

Leigh Himstedt was nominated, by AC and seconded by RL

Leigh accepted the nomination

**MOTION (2)**

*That Leigh Himstedt be appointed as the Secretary of Mandandanji Limited.*

Moved: Alex Combarngo

Seconded: Rodney Landers

Motion Carried

After discussion the Board felt that it was important to continue with an Executive Committee, which would include the Chair, Company Secretary and a Treasurer.

Under the constitution an Executive Committee can be appointed. Nominations called for- *Treasurer*.

Nominations for Mandandanji Limited *Treasurer* were called,

Theresa Manns was nominated, by RL and seconded by AC

Theresa accepted the nomination

**MOTION (3)**

*That Theresa Manns be appointed as the Treasurer of Mandandanji Limited.*

Moved: Rodney Landers

Seconded: Alex Combarngo

Motion Carried

**MOTION (4)**

*That an Executive Committee will include Chair – Darren Manns: Treasurer – Theresa Manns and Company Secretary – Leigh Himstedt*

Moved: Rodney Landers

Seconded: Julie Thomas

Motion Carried

The board discussed the rates for Board sitting fees and travel rates, although the Applicant sitting fee is \$650/day, it was acknowledged that the board was not in a position to afford this rate.

Where possible the board will use tele-conference meeting format, and meet at the same time as Applicants to help manage costs. The board expected to meet at least monthly. No schedule was set, but expected to be no later than the 2<sup>nd</sup> Friday of the month.

**MOTION (5)**

*The Mandandanji Limited Board sitting fee until the AGM will be \$500/daily and travel allowance paid in accordance with the ATO rate (TD2016/13), inclusive of an Incidental Allowance.*

Moved: Theresa Manns

Seconded: Alex Combarngo

Motion Carried

Each Director was reminded to complete their Declaration so that Director Checks could be completed. RREDD would work towards checks being completed by mid February 2017. After review of the session with Michael Owens, the Limited board agreed that they would assume management responsibility for both subsidiary companies. Meetings of MCHS and ME would be held to ratify this, before advising ASIC.

**3 Review Directors Handbook**

During the Induction (20-23 January 2017) the board had briefly reviewed all the policies and procedures as per Directors Handbook (version Nov16).

A number of the policies were edited including;

- Organisation Chart
- Delegation Schedule
- MAF guidelines and application form.
- Travel procedure

The final versions of these documents and a complete Directors Handbook will be provided to the board at the next meeting (4 February) to be ratified.

Copies of the edited handbook will be emailed and mailed to Board members by the 31 January.

Once the Handbook is ratified, Directors acknowledged they will complete a Declaration acknowledging their acceptance and understanding of the policy and procedure framework for the Mandandanji companies.

**4 Minutes of Previous Meeting**

The minutes of the meetings,

5<sup>th</sup>; 6<sup>th</sup> November 2016

28<sup>th</sup> November 2016

1<sup>st</sup>/2<sup>nd</sup> December 2016

and the draft of the AGM minutes were reviewed by the board

**MOTION (6)**

Minutes of the Board Meeting 5<sup>th</sup>; 6<sup>th</sup> November 2016 read by Darren Manns, these were accepted as a true and correct record by those in attendance at the meeting.

Moved: Theresa Manns

Seconded: Rodney Landers

Abstained: Alex Combarngo\*; Leigh Himstedt \*(not in attendance)

Motion Carried

**MOTION (7)**

Minutes of the Board Meeting 28<sup>th</sup> November 2016 were accepted as a true and correct record.  
Moved by: Theresa Manns  
Seconded by: Rodney Landers  
Abstained: Alex Combarngo\*; Leigh Himstedt \*(not in attendance)  
Motion Carried

**MOTION (8)**

Minutes of the Board Meeting 1<sup>st</sup>; 2<sup>nd</sup> December 2016 were accepted as a true and correct record.  
Moved by: Julie Thomas  
Seconded by: Darren Manns  
Abstained: Alex Combarngo\*; Leigh Himstedt \*(not in attendance)  
Motion Carried

There was general discussion about the Draft AGM minutes, particularly conflict of interest between staff acting on Boards. Past legal opinions and the constitutions were reviewed. There were minor edits and corrections to the spelling of a name and who tabled a motion. It was also noted that a large number of members left the meeting after the election and that during the general discussion past staff members were not available to respond to member concerns.

**MOTION (9)**

Draft Minutes of the Annual General Meeting, held on the 3<sup>rd</sup> December 2016 were approved for release to members. The board acknowledged the concerns of members (re: conflict of interest) and the Motion as put by them that Directors could not be employees. After review of the legal opinion, acknowledged that if all Board Members completed a 'Conflict of Interest' declaration, they should not be precluded from a position on the board and being engaged as an employee.  
Moved by: Alex Combarngo  
Seconded by: Julie Thomas  
Motion Carried

**5 Correspondence In/Out  
IN**

The Insurance Broker (AIB Insurance) had written to request operating details for MCHS to prepare quotes for the coming financial year insurances.

**ACTION 17.1:** LH and TM to liaise with the broker and ask for partial cover pending the merge of the companies.

**6 Membership Applications**

There were no new membership applications to be considered.

----- **LUNCH BREAK (12:20 – 1:00pm)** -----

**7 Guest Speaker**

Jo Ippolitto (AusIndustry) met with the board and introduced the options for business support and assistance; there was the option of dollar for dollar support if the board implemented any of the recommendations after the initial evaluation.

To be eligible the company must turnover >\$1.5M per annum, when the assistance was provided 6years ago, an exception was given so that Mandandanji could participate. Help was available to review the Strategic Plan; Marketing plan and Operations Plan.

## 8 Finance

The Board had worked on the budgets for each entity during the Induction and completed a review of each; during the review of the Management Reports, it was decided to transfer funds from Limited cheque account to an interest bearing account.

### **MOTION (10)**

The board agreed to direct Condon Treasure to transfer \$100,000 to an interest bearing Term Deposit account for 3months.

Moved: Theresa Manns

Seconded: Leigh Himstedt

Motion Carried

The board adopted Operating Budgets for Limited (V6-22Jan17); ME (V5-21Jan17) and MCHS (V8-22Jan17)

### **MOTION (11)**

The board adopted the revised operating budgets for Mandandanji Limited; Mandandanji Enterprises and Mandandanji Cultural Heritage Services for the remainder of the 2017 financial year.

Moved: Julie Thomas

Seconded: Theresa Manns

Motion Carried

During the Induction the board reviewed the Delegations and revoked all previous delegated authorities.

### **MOTION (12)**

The board adopted the changes to the Delegations Schedule for the 2016.17 period and through to the next AGM.

Moved: Leigh Himstedt

Seconded: Julie Thomas

Motion Carried

There was discussion about the bank signatories and authorities; RL agreed to retain his signature at the bank but to be only contacted in an emergency.

### **MOTION (13)**

The board appointed members of the Executive, Darren Manns, Leigh Himstedt and Theresa Manns as signatories to the NAB Limited accounts.

Moved: Rebecca Landers

Seconded: Alex Combarngo

Motion Carried

General review and discussion of the actions needed to finalise the company structure changes; board confirmed the engagement of Michael Owens; Condon Treasure and RREDD to complete the process, expected company (ME) would be dissolved by 30 June 2017.

### **MOTION (14)**

The board confirmed the appointment of Michael Owens (based on estimated cost of \$3-4,000) to complete all transactions associated with Pty Ltd company changes.

Moved: Rebecca Landers

Seconded: Alex Combarngo

Motion Carried

The QGC grant to Mandandanji Enterprises had yet to be acquitted in full, as final equipment purchases were new laptop computer (office) and trade-in and change-over of vehicles. The

board acknowledged that ME did not have sufficient cash reserve to complete the change-over and needed to borrow from Limited.

**MOTION (15)**

The board agreed to loan Mandandanji Enterprises Pty Ltd up to \$35,000 for the change-over of vehicles (including trade-in of two vehicles 251-RTP and 721-RZD) and upgrade of office computer. Loan to be repaid monthly and 5% interest applied on capital (ie: total amount to be repaid \$36750.

Moved: Theresa Manns

Seconded: Rodney Landers

Motion Carried

**9 Mandandanji Assistance Fund**

The board reviewed and adopted the updated MAF guidelines (V4) before considering the applications received.

**MOTION (16)**

The board adopted changes to the MAF guidelines (version4).

Moved: Rebecca Landers

Seconded: Alex Combarngo

Motion Carried

During the Induction the board negotiated with the Applicants (via tele-conference); Applicants who voted (Alex Combarngo (proxy Max McDonald); Leigh Himstedt; Jude Saldanha; Theresa Manns (proxy Neville Munn); Rodney Landers (proxy for Tracey Landers) to contribute \$120,000 of the SANTOS compensation funds directly to MAF and MEF funding.

The Board received 53 applications in this funding round for a total of approximately \$70,000. The Board discussed each of the applications. Many were missing details (receipts or details about application). It was agreed that Education was the main demand and if the applicant could provide proof that children were in their care (Medicare card or health care card and proof of enrolment at school) the benefit could be paid directly to the applicant. Education limits – were \$1000 per family (3 or less children); \$1500 (4 or more children).

**MOTION (17)**

The board approved MAF applications from 54 Mandandanji people (as per the approved payments schedule) to a total of approximately \$70,000.

Moved: Rebecca Landers

Seconded: Alex Combarngo

Motion Carried

Grants

KM provided a schedule of grant opportunities across Australia through to September 2017, this item to be moved to the next meeting agenda.

**10 Next Meeting**

4<sup>th</sup> February – Applicants meeting; Charity Rugby game

5<sup>th</sup> February - Board meeting (Roma)

8<sup>th</sup> February – Board invited to audit review at Muddy Waters with SHELL

**11 Meeting Closed**

Meeting Closed 3:30pm