



Attendance

Alex Combarngo (AC); Rebecca Landers (BL); Leigh Himstedt (LH); Theresa Manns (TM); Julie Thomas (JT)

Apologies

Rodney Landers (RL);

Absent

Darren Manns (DM);

Facilitation: Craig Jones (RREDD)

Minutes: Kim Muhlen (RREDD)

1 Meeting open

At 10:10am the board meeting opened with a quorum.

General discussion, about agenda; timing and purpose of meetings and whether it's best to defer 'finance' agenda till all board members are able to attend.

Discussion began around structure of MCHS, relationship to Limited and Trust Deed. General review of some of the Policy documents and role and appointment of Directors and conduct of Limited and whether the constitution was being followed. Board members who attended the Governance training facilitated by QGC and QRC were concerned that the constitution was not being followed.

Decision by those in attendance to adjourn meeting and commence MCHS board meeting.

Limited Board – Applicant Meeting

2 Meeting open

At 12:30pm the Mandandanji Limited board welcomed the Applicants.

In Attendance

Board: Alex Combarngo (AC); Rebecca Landers (BL); Leigh Himstedt (LH); Theresa Manns (TM); Julie Thomas (JT); Rodney Landers (RL)

Applicants: Wayne Weribone (WW); Jude Saldanha (JS); Tracey Landers (TL); Max McDonald (MMc)

Apologies

Darren Manns ; Les Weribone; Neville Munn

Facilitation: Craig Jones (RREDD)

Minutes: Kim Muhlen (RREDD)

CJ facilitated the meeting

Summary of queries and discussion.

- Finance – what is the future of MAF & MEF; where are the operating budgets recorded; what is the cash flow position of the companies
- MAF – why hadn't a payment to LW been approved – restated needed to get letter support housing; all MAF applications (except funeral assistance) suspended as no \$ left. Applicants acknowledgement MAF was a finite resource.

Board still investigating DGR status and hoping to set this up and seek other philanthropic support for the funds.

Questions about eligibility for MAF and whether should only be available to members of Limited or any Mandandanji person – currently all Mandandanji people can apply. General discussion that about ¼ of all applications received and approved were from non-members.

Applicants asked that there be clearer funding rounds and cut-off dates; Board agreed this would be advertised and promoted better at the AGM

- Strategic Plan reviewed; 1 addition – change made; to acknowledge and improve signage and upkeep at significant places in /around Surat to acknowledge Mandandanji. (Yamba)
- Members wanted to know what was going on – reassured a newsletter was being sent to members with their membership card
- Need stronger working relationship between the board and Applicants, with more transparency, sharing of information, suggestion to meet quarterly and have an agenda with standing items.
- General discussion about Native Title and decisions that had been made – where things were at with QSNTS and future role of Applicants and when a PBC would be established. CJ offered to review documents and seek further legal advice if board or Applicants requested it –
General discussion about need to meet with QSNTS and get briefing on timelines and impacts for Mandandanji Limited and the Applicants on future negotiations.
TL to contact QSNTS for possible meeting in the next week; TL to confirm if possible time/venue.

Meeting Closed: 3:50pm

Mandandanji Limited Board Meeting

26 June 2017

3 Meeting open

At 09:57am the board meeting opened on Monday 26 June with a quorum.

Attendance

Alex Combarngo (AC); Rebecca Landers (BL); Leigh Himstedt (LH); Theresa Manns (TM); Julie Thomas (JT); Darren Manns (DM);

Apologies

Rodney Landers (RL);

Facilitation: Craig Jones (RREDD)

Minutes: Kim Muhlen (RREDD)

Alex Combarngo began the board meeting with a Welcome to Country.

4 Business Arising

4.1 Michael Owens At 10:02am Michael was dialed in to answer a number of questions from the Board. The questions raised by board included;

- *Can an employee can also be a board member?*

The short answer, there was no legal restriction; this was also verified by Ashurst. Michael agreed good practise would suggest that there is a clear code of conduct and delegation schedule to prevent conflicts.

There was frustration that the constitution may not have been drafted as the initial members intended and it was acknowledged there were contradictions and problems with the constitution.

DM – queried if there could be an audit of the Constitution and a statement about Risk Management and asked Michael if he was available to do this?

DM – confirmed there was a Confidentially agreement and Code of Conduct, which is part of the Directors Handbook but that all board members had, not signed off these documents.

ACTION – DM has asked Michael Owens to do a review of the constitutions and present a statement to members at the AGM of any risks for the company (Limited and MCHS)

ACTION – KM to send Michael Owens a copy of the Directors Handbook for review.

TM asked Michael even though there is a Code of Conduct and Confidentiality agreement – what happens when there is a breach.

- *What are the repercussions for breaches of the Code of Conduct by an Employee/Board Member or Member ?*

Under the constitution (Limited) there is nothing about the 'termination of membership', so this would have to be an amendment at a General Meeting.

However the Directors could be bound by the Code with an acknowledgment that if there is a breach – they can no longer be a Director but they would remain as a member.

Michael reviewed the constitution (Clause 12) whilst he was talking to members - this covers the removal and resignation of a Director. A breach of the Code of Conduct would be grounds for removal of the Director.

TM sought clarification of whether amendments could be made to the Constitution given the Wybenga matter (August 2014); after brief review of the documents. M Owens confirmed that changes could be made providing Adequate Notice was given to members, discussion at a General Meeting and a vote by 75% of financial members who are present and entitled to vote (this is a requirement of a Special resolution – as per the Corporations Act).

AC confirmed the interpretation of this clause to be certain that it is 75% of these in attendance.

M Owens confirmed the Contract of Sale (ME-MCHS) was being stamped and finalised today – and the final sign-off by the accountants and auditors will complete final financial records after this is completed the accountants or Michael can advise ASIC of the 'de-registration'.

M Owens sign-off call at 10:43am.

----- **BREAK 10:44am – 11:02am** -----

4.2 Member Enquiries - HR-Grievance Matters Grey Matta Solutions (Chris Phillips) dialed in to report on the Grievance Matters, clarified the Board had 2 requirements;

- To receive the reports
- To adopt any/all of each of the report recommendations.

J Armstrong Matter

The board began to read through each of the reports; the first matter considered was concerns about financial management reported by Mr J Armstrong.

TM asked whether the board has a responsibility to present information to the same extent to non-members ? Chris advised he did not ask how Mr Armstrong had sourced his information, but acknowledged that much of the commentary was general in nature.

DM asked if the board could work through and adopt each of the recommendations.

The board wanted to address the matter of how the community was able to access the (financial) information – question about NAB access by which board members.

TM clarified that NAB bank access (toggles) were 'active' for DM and TM – LH has access but it has not been activated; RL access has been dis-continued. The board was satisfied that this risk has now been managed.

ACTION – The board will review the Code of Conduct and management of confidential documents.

ACTION – The board will develop a plaque to acknowledge the donations of equipment and furniture received for the set-up of the office.

R1. Accepted, the board will continue the practise of inviting Condon Treasure to present monthly Management Reports.

R2 | R3 Accepted, the board supported the development of a Fact Sheet about finance and the budgeting process.

ACTION – Grey Matta and Condon Treasure to draft a Fact Sheet for review by the board

R4. Accepted Grey Matta will work on the organisation structure over the next month

R5. Accepted - Newsletter to members expected to be sent in the next week – 10days, which will outline Grievance Process and progress and activity in last 6months.

In addition – the response to the complainant should identify there is no record that they are a member and to invite them to become a member.

R Manns Matter

General discussion about the confidentiality of this matter and impact on DM; DM asked that the meeting be recorded –

DM left the room 11:40am.

Recording began at 11:43am



D Manns - CHAIR

Chris acknowledged that several people reported that there was an investigation into misappropriation of funds of an agency that DM was associated with. Chris was not able to verify or validate the claims- although DM had asserted he had not been charged and had not been a participant nor called as a witness in any investigation; Chris had recommended that DM make contact with the CIB to ask what matters were active which he may be mentioned in.

Chris clarified without any evidence or facts about this matter, there was no further action or recommendations at this stage.

Chris suggestion to the board – was to ask DM should be asked if he has approached the Sunshine CIB.

DM was invited back into meeting at 11:48am.

TM asked DM if he has made contact with the Sunshine CIB – DM did not want to discuss the matter.

Chris clarified in the interview process of the complainant and DM, he had made a suggestion to DM make contact with the Sunshine CIB.

DM reiterated that at this stage he did not want to respond to the question.

R1. Regarding a criminal investigation into DM, whilst there may be an investigation underway, Chris was unable to investigate this any further.

It was clarified that R1 has no associated action for the board and that DM continues in the role as Chair.

There was a general discussion about Motion 1 (meeting Ltd 26May17) – as tabled and whether the board was supportive of DM continuing in his role as Chair.

DM again reiterated that at this stage he was unable to provide an update on the accusations and the matter at this stage.

KM confirmed that the minutes of the meeting 26May had as yet not be adopted or reviewed by the board as a true and correct record.

CJ asked the board to reflect and consider whether the claim has any basis in fact –

AC and DM had a conversation about confidence the board and members have in DM behaviour and ability to act as Chair.

LH left room at 12:05pm.

CJ reiterated that DM is willing to respond to a question if this is tabled formally as a motion.

TM commented that Chris has reported to the board and the board should be focused on these reports not matters of whether a call has or hasn't been made to the Police.

Chris noted that his report was summarising matters, up to and including 2June17.

R2. Is a statement, no further details were provided so there is no recommendation because of lack of evidence? The board acknowledged this position.

R3. Is in line with R3-5 inclusive of the J Armstrong matter and has already been accepted by the board.

LH returned to the room 12:11pm

The board acknowledged and requested that Chris prepare a response to Ms R Manns acknowledging that without further evidence the matter cannot be addressed any further.

D Manns matter

Chris noted that both parties (DM and RL) acknowledged there was an exchange, which was verified by witnesses. It was acknowledged that both parties may have been at fault and reports were at polar opposite to each other – and it was likely that both people likely breached the Code of Conduct. And accordingly an apology should be requested from each person.

DM acknowledged he would co-operate with any recommendation of the board.

AC queried why an apology was necessary?

LH left the room 12:16pm, returned 12:20pm

Chris confirmed his recommendation was about a move forward position.

DM spoke briefly to his behaviour and the situation.

Chris restated his recommendation that a letter be sent to both parties representing Code of Conduct.

The board (AC/BL/JT and TM) supported this action; LH was absent from the room and DM abstained.

R Landers matter

The report was reviewed and recommendations considered,

- R1. As per previous reports, it was acknowledged that without further information this matter couldn't be investigated further.
- R2. Consent that a response be drafted acknowledging that all AFP checks had been completed.
- R3. As per other matters resolved.

ACTION: Chris expects to finalise all letters to complainants by COB today.

JT left room at 12:27pm returned at 12:29pm

Chris finished call at 12:31pm.
Recording ended.

----- **LUNCH BREAK 12:33pm - 1:43pm**-----

DM re-opened the Mandandanji Board meeting and returned to the Agenda.

In attendance: DM; AC; BL; TM; DM

Apology: LH; RL

The meeting began with a quorum.

5 Minutes of Previous Meeting

The board reviewed the minutes of the meeting 11 May; 15 May and 26 May 2017.

MOTION (1)

The minutes of the Mandandanji Limited Board Meetings, 11 May 2017; 15 May 2017 and 26 May 2017 were reviewed and accepted as a true and correct record.

Moved: Theresa Manns

Seconded: Rebecca Landers

Motion Carried

5/0

6 Business Arising

6.1 Grants - Update Customer Service Officer (First Start)

B. Hardy has started, Chris Phillips to finalise contract and follow-up reporting to Government.

ACTION - CP to finalise agreement and provide copy to Condon Treasure.

6.2 Mandandanji T design

TM and RL still working on designs and costs, carry forward to next meeting. Shirley Frid has a price list from Preston - new business no design ideas yet.

6.3 Director Checks

All checks complete no adverse findings, replacement certificate yet to be received.

6.4 DGR Status Update

KM met with Ashurst who will now draft their recommendations, expect to be ready fro next board meeting (within 4-6weeks).

6.5 Origin - update delivery equipment

Still no delivery date from Origin still expecting office equipment and dongas (accommodation with furniture) and possibility of quad bikes.

6.6 NAIDOC Week - events

AC and LH attended a co-ordination meeting, Mandandanji has given a commitment to prepare a meal for after the fishing trip (7July17) at Roma Parklands - AC to prepare.

Offered to use chairs/marquee at Flag Raising ceremony.

RREDD offered to be a sponsor and buy food – still waiting on invoice for contribution to Dreaming Festival.

ACTION – DM to ask Condon Treasure to send invoice to RREDD for sponsorship of Dreaming Festival to send board copy of last years program

6.7 Website Update

Board briefly reviewed the website progress.

7 **Correspondence**

Mail register not yet completed – will be ready next board meeting.

7.1 Correspondence IN

- AEMEE – invitation to next conference Cairns ; October 2017
- QRC Governance Training details
- Maranoa Council – update next steps Pound Paddock Lease

7.2 Correspondence OUT

NIL

8 **Membership Applications**

Membership enquiry from Arthur Rogers.

No members applied for access to the member's portal.

No formal applications lodged- to be reviewed.

8.1 Letter to Members

Newsletter, Cover letter and membership card to be sent. Executive will review the newsletter and approve to send.

Quote to replace Membership Card machine - \$1390 (ins GST) including all ink and cards.

MOTION (2)

The board approved the purchase of a Badge-Card machine from Roma Printers & Stationers for \$1,400.

Moved: Alex Combarngo

Seconded: Theresa Manns

Motion Carried

5/0

9 **Finance**

9.1 Management Reports

Copies of each entity Management reports provided – the board did not get a chance to review this on Sunday (25June).

RL has sent through a list of questions – which were tabled, each question was read to the board, answers to be checked with Condon Treasure before sending to RL, (draft) answers summarised;

- *MCHS Everyday Acc. balance \$5,443 with over \$469,041 owing which wasn't explained to the applicant*
Yes - as Theresa commented she did not have the figures to hand
- *Credit Card - Cross Reference of receipts and explanation of usage if no receipts.*
The credit card transactions are reported monthly to Condon Treasure, currently an itemised report is not provided to the board
The auditors also do a review of credit card transactions to assess GST effect and to ensure they are related to business expenses
- *Secretary Allowance for the Month of May I thought the (1)secretary was for all companies*
Condon Treasure have been asked to provide more information on this
Although there is one person who acts as Company Secretary, the expenses are reported against each entity
- *Where does it show the income on the balance sheets for inductions for the companies*

The only client who has requested inductions is SENNEX - the invoices do not itemise this separately so income is not represented separately

- *Where is the MCHS vehicle that shows up @\$28,770*
As the ME company has been sold all assets (including the utility and truck) are not registered to MCHS
These vehicles are garaged at the Chinchilla office - LloydSt
- *cash advancements to casual staff where is the policy.*
Any staff member who receives an advance is required to acknowledge the amount of the advance and terms of repayment
Any advances are negotiated on a case by case basis by the Supervisor
- *Credit card cross reference with receipts and explanation of usage if no receipts*
As per above -
The credit card transactions are reported monthly to Condon Treasure, currently an itemised report is not provided to the board
A NAB template is used to report transactions
The auditors also do a review of credit card transactions to assess GST effect and to ensure they are related to business expenses
- *Allocated MAF above the allocated amount that was nominated*
It was assumed you were referring to the payment made to a funeral home ?
IF this is correct - this was an error made by Condon Treasure who paid the full value of the invoice
There is a repayment plan (as agreed and in writing to board members) in place to repay the amount over approved MAF payment
- *Dreaming festival above the allocated money that was nominated*
DM has agreed to prepare a summary report for this event
Some (capital) items purchased - i.e.: projector will be allocated to the correct account so that only those expenses directly related to the Festival will be reported
- *Applicant Research money payout*
It was unclear what the question is ?
- *Office outfit amount and what was allocated.*
It was unclear what the question is ?
- *Where does it show the \$100,000 in the fixed acc.*
It was assumed you were asking if money had been transferred to a Term Deposit ?
IF YES
A request has been sent to Condon Treasure to clarify this
- *My concerns is the delegation schedule for full board approval.*
Not sure what the question is ?

BL queried,

- amounts recorded against site management (\$9,900) clarified this included repairs to ride on mower and wages to casual groundsmen.
- Amount paid for salaries (MCHS) why so high – staff currently paid at casual rate but working FT – decision on 25 June to appoint FT fixed term contract will manage this cost.

----- BREAK 3:00pm – 3:20pm -----

10 Governance – Adopt Strategic Plan

Board again reviewed the Strategic Plan (2017-2022)

AC asked more detail be included on cultural and historical connections of Mandandanji to country. AC and DM talked about the 99 year at Nullangoo.

MOTION (3)

The board adopted the Strategic Plan (2017-2022).

Moved: Theresa Manns

Seconded: Julie Thomas

Motion Carried

5/0

11 Human Resources

Letter received from MCHS staff member querying a uniform allocation/allowance for winter jacket and if and when the day rate for CHO would change.

Board acknowledged that the day rate cannot go up if the company is to be profitable – letter to be sent stating this.

ACTION – C Phillips to prepare response letter/email.

12 Next Meeting

To be confirmed

13 Meeting Closed

Meeting Closed 5:05pm