

ILSC BOARD MEETING NO 279

Held via Microsoft Teams

Wednesday, 18 August, 2021 at 09:00 am ACST

MINUTES

ATTENDANCE:

Mr Edward Fry	Chair
Ms Claire Filson	Deputy Chair
Ms Patricia Crossin	Director
Mr Roy Ah-See	Director
Dr Donna Odegaard, AM	Director

NON APPROVED LEAVE OF ABSENCE:

Mr Bruce Martin	Director
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The following attended all or part of the meeting:

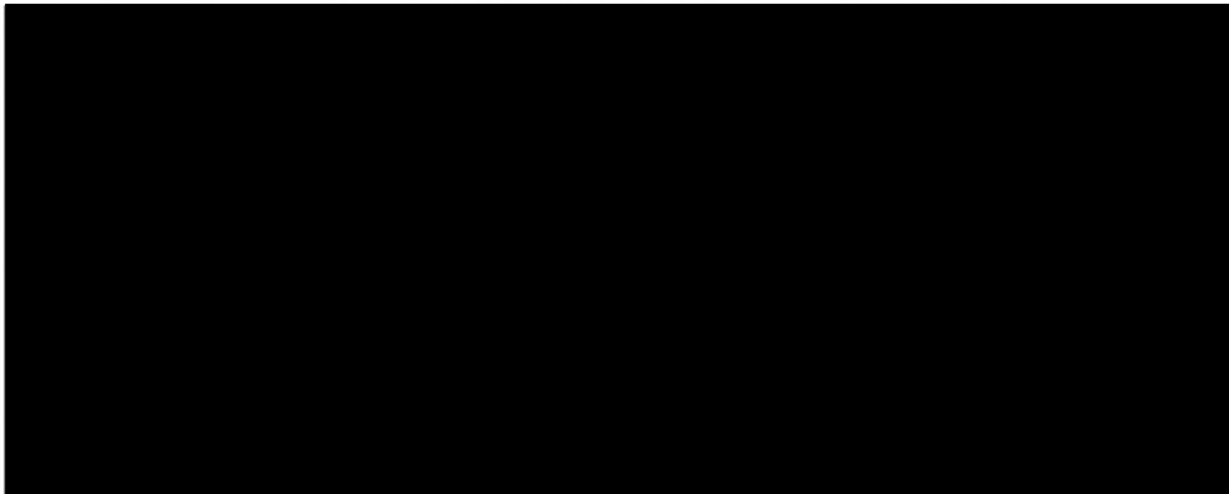
Mr Joe Morrison	ILSC Group Chief Executive Officer
Ms Tricia Stroud	ILSC Chief Operating Officer
Mr Trevor Edmond	ILSC Group General Counsel
Mr David Silcock	ILSC Executive Director Corporate
Mr Tim Larkin	ILSC Executive Director Programs
Ms Angela Keane	ILSC Board Secretariat

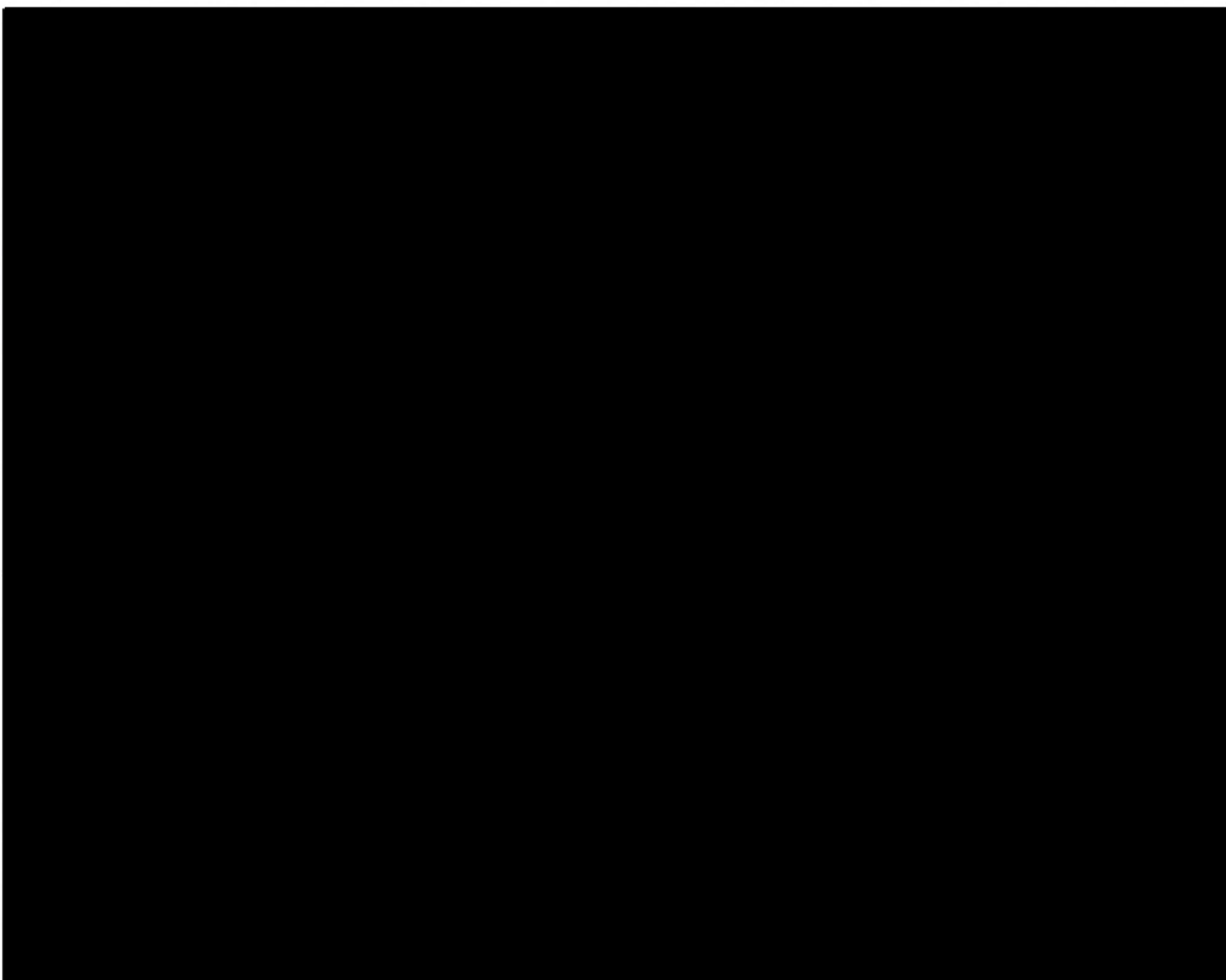
A copy of the agenda is attached.

The Chair (**Chair**), Mr E Fry welcomed Directors and declared the meeting open at 09:11 am ACST having noted a quorum of Directors was present.

The Chair acknowledged that attendees were on the lands of various Traditional Custodians and paid respect to Traditional Owners, past, present and emerging.

The Board noted that Deputy Chair Filson would join the meeting later owing to a prior engagement.





Mr T Larkin, Executive Director Programs joined the meeting at 2:11 pm ACST

4. MANDATE AND INVESTMENTS

4.1 NCIE Ltd - Transition

Executive Director Programs (EDP), Mr T Larkin delivered his presentation, updating the Board on the transition process. The Board was refreshed of its recently approved preferred future state option for National Centre of Indigenous Excellence Ltd (NCIE Ltd), and the decision to transition the four viable NCIE Ltd community services/programs to alternate Indigenous service providers; and the winding up of the remaining two NCIE Ltd services and corporate functions.

The EDP confirmed that KPMG, in conjunction with NCIE Ltd, have formulated a Transition Plan which includes a number of workstreams, project sensitivities and dependencies. He expressed that priority is to be given to preserving NCIE Ltd staff employees where possible and ensure continuity of service delivery for the local Indigenous community. Directors were asked to approve the Transition Plan, noting

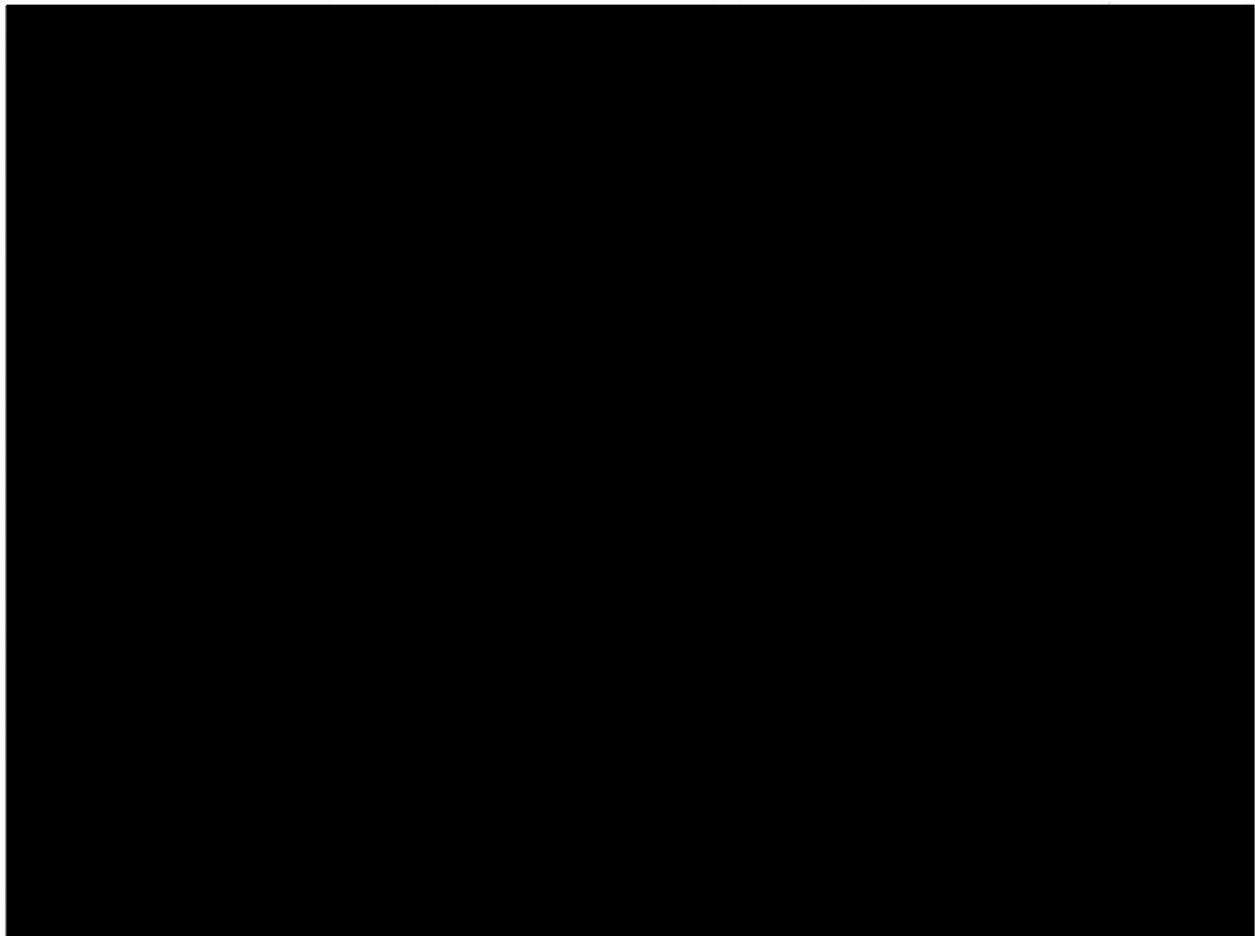
the delegation of authority to the NCIE Board and ILSC, and the implementation of the transition process and budget pertaining to how the plan will be developed.

Director questions followed.

Resolved:

ILSC Board resolved to:

1. Note the contents of this paper.
2. Approve the *NCIE Ltd Transition Plan (Annexure A)* and specifically the:
 - a. Transitioning of viable community services/programs of NCIE Ltd to other Indigenous service providers.
 - b. The orderly wind-up or transition of remaining NCIE Ltd services and corporate functions.
3. Note the above transition and wind-up recommendations are consistent with those resolved by the Board at its June meeting.
4. Delegate authority to the NCIE Ltd Board and ILSC Group CEO to implement the *NCIE Ltd Transition Plan* in line with the Governance and Delegation Authority Schedule provided in this paper.
5. Note that it approved a transition budget of \$475k in its FY22 ILSC Group Budget, and that a detailed transition project budget will now be developed and approved by the ILSC Group CEO to support the implementation of the *NCIE Ltd Transition Plan*.



Board-in-Confidence

ILSC BOARD MEETING No 279

Wednesday, 18 August 2021 commencing at 09:00 am ACST
To be held via Microsoft Teams (from Adelaide)

Board Members:

Edward Fry (Chair)
Claire Filson (Deputy Chair)
Patricia Crossin
Bruce Martin
Donna Odegaard, AM
Roy Ah-See

AGENDA

		<i>Discussion Leader</i>
1. STANDING AGENDA ITEMS		
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2. FINANCE, RISK AND COMPLIANCE		
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3. STRATEGY, POLICY, LEGISLATION, STAKEHOLDERS		
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<p>4. MANDATE AND INVESTMENTS</p> <p>* 4.1 NCIE Ltd – Transition</p> <p>4.1.1 NCIE Ltd Transition Plan - Annex A</p> <p>4.1.2 KPMG Current State Analysis - Annex B</p> <p>* [REDACTED]</p>	<p>EDPD</p> <p>[REDACTED]</p>
<p>5. GOVERNANCE AND ADMINISTRATION</p> <p>* [REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>	<p>[REDACTED]</p> <p>[REDACTED]</p>
<p>6. SUPPLEMENTARY READING</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>	
<p>7. OTHER BUSINESS</p>	<p>Chair</p>
<p>8. IN CAMERA</p>	<p>Chair</p>
<p>9. NEXT MEETING</p>	<p>Chair</p>

*** Decision required**

CHAIR/RANC Chair - Chair, ILSC and RANC (Edward Fry)
CEO – Chief Executive Officer (Joe Morrison)
COO –Chief Operating Officer (Tricia Stroud)
ARC - Chair, Audit and Risk Committee (Karen Prentis)

GGC - Group General Counsel (Trevor Edmond)
EDC – Executive Director Corporate (David Silcock)
EDPD – Executive Director, Program Delivery (Tim Larkin)
GMP&C – General Manager, People & Capability (Anthony Piantadosi)



Item 4.1 NCIE Ltd Transition Update



Australian Government
Indigenous Land and Sea Corporation



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- **DECEMBER 2021** - ILSC Board approved conditional divestment of NCIE property to NSWALC and the development of Future State Options for NCIE Ltd
- **FEBRUARY 2021** - ILSC Board approved engagement of a consultant (KPMG) to complete Current State Review and develop a Transition Plan for NCIE Ltd
- **MAY 2021** - Conditional Divestment Deed executed with NSWALC
- **JUNE 2021** - ILSC Board received Current State Review and approved development of a Transition Plan to guide the:
 - a) transition of identified viable NCIE Ltd services/programs to other Indigenous service providers
 - b) the orderly wind-up of remaining NCIE Ltd services and corporate functions
- **AUGUST 2021** - ILSC Board approves Transition Plan

KPMG Stage 1 Review

Law, Governance and Industrial Relations

Reviewed the legal and governance current state of NCIE Ltd including:

- reviewed relevant corporate and governance related matters;
- identified, reviewed and documented intellectual property and information technology; and
- reviewed and provided analysis of current employment, work health and safety arrangements.

Finance, Communications, Operations and Risk

Reviewed the communications, operations and risk current state of NCIE through:

- analysis of the current suite of programs, services, financial performance and commercial activities NCIE Ltd delivers including how each of these activities are funded, an assessment of their financial sustainability and their potential to be transferred to another local Indigenous entity with similar objectives as NCIE;
- completed an internal and external stakeholder mapping exercise;
- developed a high-level communications plan to support the recommended option for NCIE's future state; and
- established a Project Risk Register documenting key issues/risks the ILSC and NCIE must treat and manage during the development and implementation of the Transition Plan.

Tax

Reviewed the tax state of NCIE, in particular:

- consideration and review of NCIE's current income tax exempt status, not-for-profit and deductible gift recipient (DGR) status; and
- reviewed NCIE's current activities and confirmed compliance with NCIE's objects as set out in the Constitution and ACNC requirements.

KPMG Recommendations

- Talking About Tobacco Use (TATU) – Transition Immediately
- Job Ready – Transition Immediately
- Catering and Conferences – Partner, Invest and Transition
- Fitness Centre and Pool – Partner, Invest and Transition
- Blak Impact – Wind Up
- Accommodation – Wind Up
- Corporate back office – Wind Up in line with transition of services

Transition Progress

- Project Governance and workstreams established
- KPMG providing Project Management and technical support
- Accommodation Service - wind up complete
- Blak Impact – wind up 80% complete
- Initial staff communications completed
- Fixed term staff contracts extended to 30 June 2021
- External communications launch – Community Forum
- Negotiations with NSWALC and its preferred management company the Police Citizens Youth Club (PCYC)
- Execute interim management arrangements with preferred operator (likely PCYC)



BOARD INFORMATION PAPER
BOARD MEETING NO 282 –20 OCTOBER 2021

AGENDA ITEM: 4.1
TITLE: NCIE LTD TRANSITION
PREPARED BY: MR T LARKIN, EXECUTIVE DIRECTOR PROGRAMS

1. EXECUTIVE SUMMARY

At its August 2021 meeting, the ILSC Board approved the implementation of the NCIE Ltd Transition Plan that will guide the ILSC's exit from operating the NCIE asset and ultimately support divestment of the property to the New South Wales Aboriginal Land Council (**NSWALC**).

The Board also noted that the ILSC would develop a project budget to support the implementation of the Transition Plan, including the procurement of external project management and technical support for the project.

The ILSC Group CEO has now approved a proposal received from KPMG to provide project management and technical support to the Project Steering Committee to successfully implement the Transition Plan.

It was viewed as a significant project risk to deviate from the current KPMG project team that has worked so closely with the ILSC and NCIE Ltd over the last 10 months to complete the Current State Review, the Transition Plan and now its implementation. The time and cost associated with completing a further tender process, and potentially bringing a new provider up to speed on the project, was considered uncommercial.

In line with the Project Schedule identified in the Transition Plan, project governance is now being established with the KPMG Project Manager on board and scheduling key meetings with the project teams.

The Board should also note that the NCIE Ltd Board received a full presentation of the Transition Plan and has endorsed its implementation, including delegating authority to the NCIE Ltd CEO and the Project Steering Committee to progress key activities as outlined within the Transition Plan.

2. BACKGROUND

At its August 2021 meeting, the ILSC Board:

- Approved the NCIE Ltd Transition Plan and the transitioning of viable community services/programs of NCIE Ltd to other Indigenous service providers;
- Approved the orderly wind-up or transition of remaining NCIE Ltd services and corporate functions;

- Delegated authority to implement the Transition Plan as recommended in the Governance and Delegated Authority schedule of the Transition Plan; and
- Noted that a detailed transition budget will be developed to implement the Transition Plan and approved by the ILSC Group CEO.

The Transition Plan was developed on the basis that the transfer of all NCIE Ltd services and programs will align with the divestment of the NCIE land to NSWALC in July 2022. To achieve this target, external resourcing is required to support ILSC/NCIE Ltd capability and capacity to achieve the transition. In line with the Board endorsed 'next steps' from the transition plan process, this included establishing an appropriate transition budget.

Given KPMG's detailed understanding of the project brief, the close working relationships established and the in-depth knowledge of each of the key work stream requirements, it is considered essential that KPMG be retained to support the final implementation stage of the transition process.

As such, KPMG was requested to develop a proposal to support the ILSC and NCIE Ltd in the implementation of the Transition Plan. An assessment of the proposal has satisfied the ILSC that:

- The proposal demonstrates a clear understanding of the activities required to implement the Transition Plan. An initial Project Schedule has been developed setting out key activities and timelines;
- As with the preceding stages, KPMG will utilise a multi-disciplinary team to support the respective technical workstreams, geared toward meeting capability/capacity gaps within the ILSC/NCIE Ltd;
- KPMG has incorporated the services of a full time Project Manager to provide ongoing project oversight and governance. The advantages of this approach include:
 - The position will be filled from within the KPMG business team with existing knowledge of the project;
 - The Project Manager will have direct access to subject matter experts from within KPMG as required by the project; and
 - Provides the ILSC with a significant cost and time saving when considering recruitment, office/work site considerations and on-boarding activities for the ILSC to engage the role internally.
- The fees for the expected 10-12 month engagement will fall between a range of \$527,000 - \$636,000 (GST Excl). The Board should note that an existing budget of \$475,000 (GST Excl.) was allocated for NCIE Ltd transition in the FY22 ILSC Board approved budget, however this figure was purely an estimate at the time. Given the complexity and magnitude of the project, the proposed price range is not considered unreasonable expenditure to de-risk what is one of the most significant projects in the ILSC's history. The additional funds required (above the budget initially allocated by the Board) will be drawn from the Our Country Our Future budget line, for which the Group CEO has delegation; and
- The KPMG project team remains unchanged led by Aboriginal man and KPMG Partner Glen Brennan, along with all other business partner leads who have helped develop the transition recommendations approved by the ILSC Board.

With the NCIE Ltd Board endorsing the Transition Plan, and the appointment of KPMG being finalised, the Project Steering Committee has shifted its focus to the following immediate priorities:

1. Establishing project governance with a schedule of meetings being developed and embedded;
2. Delivering communications to NCIE Ltd staff on the Transition Plan. With the vast majority of NCIE Ltd staff unable to attend work due to COVID-19 restrictions, it was decided that key communications should be delivered face-to-face when staff can physically return to the NCIE site for work;
3. Standing up the Community Information Forum to ensure that the local community is engaged throughout the transition process, and the transition is informed by the aspirations and opportunities for the Indigenous community.
4. Beginning work on the transition of the Blak Impact and Accommodation services, both of which are identified in the Transition Plan as the initial two priorities.

3. RECOMMENDATION

It is recommended that the ILSC Board notes the information provided in this brief including the engagement of KPMG to provide project management and technical support to the implementation of the NCIE Ltd Transition Plan.

4. ASSESSMENT

(a) Risk Analysis

Enterprise Risk Management Pillar [Our overall risk appetite is moderate, which aligns to our strategic vision of being able to engage with risk to pursue opportunity when engaging with our partners. However, our risk appetite is low in relation to the health, safety and wellbeing of our employees; of the unauthorised disclosure of official information; and fraudulent conduct]	Risk Explain the risk/s of the proposal to this Pillar – e.g. meets, tests, exceeds appetite	Opportunity Outline or highlight how the proposal pursues or extends operational/strategic objectives (include here if additional funding, resources etc could achieve the objective earlier or mitigate against realising a risk)
1. Meet our statutory obligations, including ATSI / PGPA Act	The ILSC is obliged to secure a divestment of the NCIE asset that maximises the delivery of benefits to the local Indigenous community.	The successful transition of NCIE Ltd is critical to the ILSC's divestment of the property. The engagement of KPMG to support the transition process significantly de-risks this process for the ILSC.
2. Attract, develop and maintain a safe, healthy and engaged workforce and workplace	n/a	n/a
3. Be a valued and trusted partner to the Indigenous Estate	n/a	n/a
4. Maintain data integrity and cyber security	n/a	n/a

(b) Strategic Realisation

The paper provides an update to the ILSC Board on progress in implementing the Board approved NCIE Ltd Transition Plan.

(c) Financial Implications

Budget Position	Assessment
Is spend budgeted?	No this is an information paper
Impact on current approved budget	No
Impact on forecast budget	Not applicable

5. PRIOR BOARD RESOLUTIONS

Title	Decision No.	Meeting Date
NCIE Ltd – Transition Plan	731	18 August 2021
NCIE Ltd Review	719	16 June 2021
NCIE Review	688	17 February 2021
NCIE Divestment Strategy	677	09 December 2020
NCIE Divestment Plan Progress Update	665	21 October 2020

6. ENDORSEMENT

In making this recommendation, I confirm there are no conflicts of interests:

- Prepared: Tim Larkin, Executive Director Programs
- Reviewed: Tricia Stroud, Chief Operating Officer
- Endorsed: Joe Morrison, Chief Executive Officer



NCIE Ltd Transition Steering Committee Brief

10 March 2022



Australian Government
Indigenous Land and Sea Corporation



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- As of last week, NSWALC have provided clear direction in their intention for the first right of refusal over NCIE Ltd services.
- Despite original indications that PCYC would take over all remaining services at the Centre, NSWALC have confirmed their intent is to operate Fitness and Aquatics only.
- NSWALC have confirmed that they will not retain and operate TATU, Job Ready or Catering and Conference (C&C) onsite, however committed that C&C could remain onsite if another operator can be found.
- The Steering Committee is requested to review the following considerations and ratify the chosen option(s) for each service, so the project team may commence planning service transitions / wind ups.
- 30 June 2022 remains the target for both the transfer to NSWALC and the exit of ILSC as an operator of NCIE Ltd.



TATU Considerations

- The Talking About Tobacco Use (TATU) service is currently operated by NCIE Ltd with a team of five employees.
- The service is fully funded by the Commonwealth under the Tackling Indigenous Smoking (TIS) program and is subject to terms stipulated in the Department of Health contract with NCIE Ltd (2018).
- As per the agreement between NCIE Ltd and the Department of Health:
 - The Agreement may be varied in writing only, signed by both Parties.
 - The Grantee cannot assign its obligations, and agrees not to assign its rights, under this Agreement without the Commonwealth's prior approval.
 - The Grantee agrees not to enter into negotiation with any other person for the purposes of entering into an arrangement that will require novation of, or involve any assignment of rights under, this Agreement without first consulting the Commonwealth.
- In accordance with stipulations in the funding agreement, ILSC/NCIE cannot enter into its own negotiations to transition the service without prior consultation with the Commonwealth. **This position was confirmed by the Commonwealth in December 2021.**

- On 1 February 2022, a representative of the Department of Social Services wrote to NCIE and ILSC stakeholders to inform that funding for the TIS program had been extended past 30 June 2022. Given the NCIE divestment, alternative providers will be required to deliver this.
- Aware of the NCIE divestment and transition process, DSS has communicated a desire to ensure TIS service provision in the Sydney area post divestment, and as such, have welcomed “suggestions from ILSC/NCIE about potential other community controlled organisations currently operating in the Sydney region that may be well-placed to deliver high quality, evidence-based population health promotion approaches to reduce smoking prevalence amongst Aboriginal and Torres Strait Islander people.”
- The Commonwealth has provided no clarity on how further funding for the TIS program in Sydney will be awarded to another organisation i.e. via a direct approach or an open tender.
- NSWALC has confirmed they will not retain and operate TATU onsite at 160 George St.

RECOMMENDATIONS



1. The Steering Committee ratify the wind down of TATU.
2. ILSC can provide advice to DSS that based on a desktop review completed by KPMG, the Aboriginal Medical Service (AMS) Redfern is well placed to offer this service in the future.
3. The project team will commence developing comms to provide further clarity to stakeholders and commence wind up planning activities.



Job Ready Considerations

- The Job Ready service is currently operated by one NCIE Ltd employee. It functions as an employment and training program that integrates with the other services at NCIE.
- The service is jointly funded by the Packer Family Foundation and Crown Resorts Foundation under an MOU for the 2020-22 financial years.
- The agreement disburses \$150,000 in each of FY20, 21 and 22.
- Following the conclusion of FY22, NCIE Ltd has no contractual obligations to the Packer Family Foundation or Crown Resorts Foundation.
- Provision of the Job Ready program provides PBI status to NCIE Ltd, which creates salary packaging benefits for all NCIE Ltd staff.
- NSWALC have confirmed they will not retain and operate Job Ready onsite at 160 George St.

	Option 1 (Preferred)	Option 2
Option:	Wind up at 30 June	Offer Job Ready with Catering and Conference as a bundle
Pros:	<ul style="list-style-type: none"> ✓ Provides clarity to stakeholders in an earlier timeframe ✓ PBI status is irrelevant as services are not being transferred altogether to one operator (i.e. PCYC) ✓ Only one employee aligned to Job Ready ✓ There is no clear alternative organisation for the service to transition to ✓ The MOU between NCIE and funding parties will end on 30 June – an organic end to the service 	<ul style="list-style-type: none"> ✓ Maintain the intent of the transition (to transition NCIE service provision to Indigenous operators)
Cons:	<ul style="list-style-type: none"> ✗ Reputational risk – Aunty Beryl is a respected Elder ✗ Contrasts with intent for the transition (to transition NCIE service provision to Indigenous operators) 	<ul style="list-style-type: none"> ✗ Adds complexity to the go-to-market approach for Catering and Conference ✗ Operators may already hold PBI status ✗ Compatibility between the services in another environment may not exist ✗ A new operator will need to negotiate a new agreement, as the current MOU ends at the conclusion of FY22.



Catering and Conference Considerations

- The Catering and Conference service is one of the NCIE Ltd 'shopfront' services. The service is lead by four contracted FTEs.
- Catering and Conference has been severely impacted by the COVID-19 pandemic, however the service has the potential to achieve sustainability if relevant growth levers are explored.
- This service line is suffering operationally with no clear direction (cannot take bookings past 30 June i.e. for NAIDOC week).
- NSWALC has confirmed in the past week that they will not operate Catering and Conference, however it may remain onsite under the operation of an alternate provider.
- The market scan for alternate service providers undertaken by KPMG highlighted the National Indigenous Culinary Institute in Surry Hills as the most suitable enterprise with capacity to potentially take over the Catering and Conference business.

	Option 1 (Preferred)	Option 2
Option:	Direct go-to-market approach	Wind up at 30 June
Pros:	<ul style="list-style-type: none"> ✓ Maintain the intent of the transition (to transition NCIE service provision to Indigenous operators) ✓ Reduces reputational risk for the ILSC by offering the service to another provider ✓ A market scan has already been completed – on review there is one clear provider who could be approached 	<ul style="list-style-type: none"> ✓ Provides clarity to stakeholders in an earlier timeframe ✓ Reduces risk of rushed transition activities and communication to stakeholders if another operator cannot be found ✓ Reduces potential financial risk
Cons:	<ul style="list-style-type: none"> ✗ Timelines required to prepare for go-to-market and enter negotiations could take months ✗ Lack of clarity for stakeholders resulting in potential reputational damage ✗ The ILSC may need to commit a financial incentive to attract a provider ✗ NSWALC may need to commit a rent subsidy to attract a provider 	<ul style="list-style-type: none"> ✗ Contrasts with intent for the transition (to transition NCIE service provision to Indigenous operators)



Fitness and Aquatics Considerations

- Fitness and Aquatics is the flagship service of NCIE Ltd. The service is lead by five contracted FTEs.
- PCYC remain the chosen operator by NSWALC and negotiations between the two parties continue.
- There is no clear Indigenous organisation that could immediately take over this service.
- Negative community sentiment regarding NSW Police is putting the potential deal at risk. The NSWALC Board are scheduled to vote on the partnership this week.
- NSWALC and PCYC are expecting a level of financial support from the ILSC over an interim period (time period and amount of support are yet to be determined) to support operations of Fitness and Aquatics.

	Option 1	Option 2
Option:	Support arrangement between NSWALC and PCYC	Support arrangement between NSWALC and another operator i.e. YMCA
Pros:	<ul style="list-style-type: none"> ✓ NSWALC are the incoming landowners and have the right to pursue a deal with PCYC ✓ PCYC are the most suitable operator for the asset ✓ NSWALC have no back up option for F&A operations ✓ NSWALC have made it clear they will not take over operations 	<ul style="list-style-type: none"> ✓ NSWALC are the incoming landowners and need to find an operator to manage this service ✓ Another operator may be more palatable to the community ✓ A wind up of this service could create substantial reputational risk for ILSC
Cons:	<ul style="list-style-type: none"> ✗ There is still no confirmed agreement – risk that this deal could fall through ✗ A 'Plan B' will need to be developed in case the PCYC deal does not go ahead ✗ Risk that NSWALC Board will vote down PCYC due to negative community sentiment ✗ Financial support from ILSC will be required 	<ul style="list-style-type: none"> ✗ NSWALC currently have not planned for a back up operator ✗ Pursuing another operator could result in a last minute rush to stand up a partnership ✗ This option may require substantial financial support from the ILSC



Recommendations



RECOMMENDATIONS

- The Steering Committee to ratify the chosen option(s) for each service.
- The project team to commence developing next steps based on chosen option, including:
 - Identify key activities, dependencies and critical path for preferred options with each service, including triggers for utilising alternate options where required
 - Initiate key activities for preferred options
 - Engage with HR, Legal, and Finance to understand requirements, implications, and constraints of preferred option (if any)
- Adjust the communications plan (including refined messaging) in alignment with the preferred options for each service
- Where required, engage with NSWALC to provide visibility on next steps and opportunities to align (e.g. external messaging)

ILSC BOARD MEETING NO 282

Held via Microsoft Teams

Wednesday, 20 October, 2021 at 09:00 am ACST

MINUTES

ATTENDANCE:

Mr Edward Fry	Chair
Ms Patricia Crossin	Director
Mr Roy Ah-See	Director
Dr Donna Odegaard, AM	Director

APOLOGY:

Ms Claire Filson Deputy Chair

NON APPROVED LEAVE OF ABSENCE:

Mr Bruce Martin Director

The following attended all or part of the meeting:

Mr Joe Morrison	ILSC Group Chief Executive Officer
Ms Tricia Stroud	ILSC Chief Operating Officer
Mr Trevor Edmond	ILSC Group General Counsel
Mr David Silcock	ILSC Executive Director Corporate
Mr Tim Larkin	ILSC Executive Director Programs
Mr Tim Price	ILSC General Manager ICT
Ms Rebecca Hayden	ILSC Manager, Policy Program Development
Mr Jamie Lowe	NNTC, CEO
Mr Austin Sweeney	NNTC, Director of Legal and Lead on Compensation
Mr Aaron Hill	Deloitte Access Economics, Partner
Ms Adele Labine-Romain	Deloitte Access Economics, Partner
Ms Karen Prentis	ILSC Audit and Risk Committee, Chair
Ms Angela Keane	ILSC Board Secretariat

A copy of the agenda is attached.

The Chair (**Chair**), Mr E Fry welcomed Directors and declared the meeting open at 09:08 am ACST having noted a quorum of Directors was present.

The Chair acknowledged all attendees and the lands of various Traditional Custodians upon which we all met, and paid respect to Traditional Owners, past, present and emerging.

■ _____

■ _____

Amendment as outlined at Board Meeting No. 285, 8 Dec 2021

Insert '**Non**' Approved Leave of Absence with respect to Director Martin



Signed by Director Ah-See owing that Deputy Director Filson was an apology and the new Chair, Mr I Hamm was appointed from 1 Dec 2021.

[REDACTED]

[REDACTED]

[REDACTED]

4.1 NCIE Ltd - Transition

Mr T Larkin, Executive Director Programs (**EDP**) provided the Board with an update on procedures on the NCIE Transition Plan and the affects pertaining to the COVID-19 closure of facilities. Of significance is the engagement of KPMG who will provide project management and technical support in the delivery of the previously approved Transition Plan. In the meantime, the NCIE Board are meeting monthly with key decisions being fully supported. In conjunction with New South Wales Aboriginal Land Council (**NSWALC**) complexities and risks associated with the future divestment of the property are continually being addressed.

Following extensive Director discussion, the Board noted the information contained in the paper.

Director Ah-See departed the meeting at 3:27 pm ACST

Extensive Board discussion concerning NCIE followed.

Mr T Larkin departed the meeting at 4:28 pm ACST

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Board-in-Confidence

ILSC BOARD MEETING No 282

**Wednesday, 20 October 2021 commencing at 09:00 am ACST
To be held via Microsoft Teams (from Adelaide)**

Board Members:

- Edward Fry (Chair)
- Claire Filson (Deputy Chair)
- Patricia Crossin
- Bruce Martin
- Donna Odegaard, AM
- Roy Ah-See

UPDATED AGENDA

		<i>Discussion Leader</i>
09:00	<p>1. STANDING AGENDA ITEMS</p> <ul style="list-style-type: none"> ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] 	
09:30	<ul style="list-style-type: none"> ■ [Redacted] ■ [Redacted] 	CEO/NNTC
10:15	<p>2. FINANCE, RISK AND COMPLIANCE</p> <ul style="list-style-type: none"> ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] 	GMICT
10:45	MORNING TEA BREAK	
11:00	<ul style="list-style-type: none"> ■ [Redacted] ■ [Redacted] 	
11:40	<p>3. STRATEGY, POLICY, LEGISLATION, STAKEHOLDERS</p> <ul style="list-style-type: none"> ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] ■ [Redacted] 	

13:00 **LUNCH BREAK**

13:20	4. MANDATE AND INVESTMENTS		
13:40	4.1 NCIE Ltd – Transition		EDP

14:00	5. GOVERNANCE AND ADMINISTRATION		

14:50	6. SUPPLEMENTARY READING		

15:00	7. OTHER BUSINESS – ADDITIONAL ITEMS		
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16:00	8. IN CAMERA (if required)		Chair
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16:15	9. NEXT MEETING – 8 December 2021		Chair
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*** Decision required**

CHAIR/RANC Chair - Chair, ILSC and RANC (Edward Fry)
CEO – Chief Executive Officer (Joe Morrison)
COO –Chief Operating Officer (Tricia Stroud)
ARC - Chair, Audit and Risk Committee (Karen Prentis)

GGC - Group General Counsel (Trevor Edmond)
EDC – Executive Director Corporate (David Silcock)
EDP – Executive Director Programs (Tim Larkin)

ILSC BOARD MEETING NO 285

Held via Microsoft Teams

Wednesday, 8 December, 2021 at 08:30 am ACST

MINUTES

ATTENDANCE:

Mr Ian Hamm	Chair
Ms Claire Filson	Deputy Chair
Mr Roy Ah-See	Director
Ms Kate Healy	Director
Mr Nigel Browne	Director

APOLOGY:

Nil

The following attended all or part of the meeting:

Mr Joe Morrison	ILSC Group Chief Executive Officer
Ms Tricia Stroud	ILSC Chief Operating Officer
Mr Trevor Edmond	ILSC Group General Counsel
Mr David Silcock	ILSC Executive Director Corporate
Mr Tim Larkin	ILSC Executive Director Programs
Mr John Lionello	ILSC Manager Finance
Ms Karen Prentis	ILSC Audit and Risk Committee, Chair
Ms Megan Brayne	Comhar Group, Director
Ms Emily Gerrard	Comhar Group, Director
Ms Angela Keane	ILSC Board Secretariat

A copy of the Agenda is attached.

Mr I Hamm, the ILSC’s new Chair (**Chair**), welcomed Directors and declared the meeting open at 09:24 am ACST (delayed start) having noted a quorum of Directors was present.

The Chair acknowledged the lands of various Traditional Custodians upon which we all met, and paid respect to Elders and Traditional Owners, past, present and emerging.

Having provided an introduction to new Directors, the Chair provided a background to his own professional career and invited Directors to follow.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

4. MANDATE AND INVESTMENTS

4.1 NCIE Ltd - Transition

Mr T Larkin, Executive Director Programs (EDP) provided Directors with a background on the original purchase of the 1.7 ha property at Redfern, NSW and the ILSC's obligation to divest the property. He reiterated to the new Board members that in 2017, the New South Wales Aboriginal Land Council (NSWALC) provided an unsolicited request on the divestment of the property. In December 2020, the Board resolved to divest the property to NSWALC who would in time develop a precinct to support its best use for the community. Thereafter, in June 2021, the Board resolved to transition four of the six services and wind-up the remaining two services. Mr Larkin continued as to the processes and the effects pertaining to COVID-19 and the recent closure of the facilities.

The Chair invited questions from Directors. Following, the Board noted the information contained in the report.

[REDACTED]

■ [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
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[REDACTED]
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[REDACTED]
[REDACTED]

[REDACTED]

■ [REDACTED]

[REDACTED]

■ [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

13:00	LUNCH BREAK		
13:15	5. GOVERNANCE AND ADMINISTRATION		
	■ [REDACTED]		■
	■ [REDACTED]		■
	■ [REDACTED]		■
	■ [REDACTED]		■
	■ [REDACTED]		■
	■ [REDACTED]		■
	■ [REDACTED]		■
	■ [REDACTED]		■
14:15	6. SUPPLEMENTARY READING		Chair
	■ [REDACTED]		
	■ [REDACTED]		
	■ [REDACTED]		
	■ [REDACTED]		
	■ [REDACTED]		
	■ [REDACTED]		
	■ [REDACTED]		
14:30	7. OTHER BUSINESS		Chair
14:45	8. IN CAMERA (if required)		Chair
15:00	9. NEXT MEETING, Thursday, 17 February 2022		Chair

*** Decision required**

CHAIR/RANC Chair - Chair, ILSC and RANC (Ian Hamm)
GCEO – Group Chief Executive Officer (Joe Morrison)
COO – Chief Operating Officer (Tricia Stroud)
ARC - Chair, Audit and Risk Committee (Karen Prentis)

GGC - Group General Counsel (Trevor Edmond)
EDC – Executive Director Corporate (David Silcock)
EDPD – Executive Director Programs (Tim Larkin)
GMP&C – General Manager, People & Capability (Anthony Piantadosi)