



BOARD DECISION PAPER

BOARD MEETING NO 289 – 5 MAY 2022

AGENDA ITEM: 2.1

TITLE: NCIE DIVESTMENT

PREPARED BY: MR T EDMOND, GROUP GENERAL COUNSEL

RESOLUTIONS:

That the ILSC Board resolves to:

1. To vary the terms of the Deed of Grant dated on or about 15 May 2021 with New South Wales Aboriginal Land Council (NSWALC) to fix the transfer date of the property at 160 George Street Redfern (the Property), the subject of the Deed of Grant as 30 June 2022;
2. To approve the change in control of National Centre of Indigenous Excellence Limited (NCIE) from the ILSC to NSWALC and to authorise the ILSC Group Chief Executive Officer to undertake all steps and execute all documents as required to facilitate the change of control;
3. Subject to the completion of matters referred to in Resolutions 1 and 2, to approve the granting of moneys to NCIE under s191E of the *Aboriginal and Torres Strait Islander Act 2005* (Cwth) to assist in meeting the costs of NCIE operating the Fitness and Aquatic activities from the Property for a period of 3 years commencing on 1 July 2022, capped at no more than \$2 million for each 12 month period, upon such terms as the ILSC Group Chief Executive Officer shall approve and to enter into a Deed of Grant otherwise on the ILSC's standard terms and conditions of grant;
4. To authorise the affixing of the ILSC Common Seal to the Deed of Grant referred to in Resolution 3 in accordance with ILSC Board Decision 615.

ALTERNATIVELY:

5. That the ILSC accept the repudiation of the Deed of Grant dated on or about 15 May 2021 by New South Wales Aboriginal Land Council;
6. That the ILSC not provide funding to its subsidiary National Centre of Indigenous Excellence Limited (NCIE), beyond 30 June 2022 except for the purposes of the matters contained in Resolution 7;
7. That the ILSC resolves to proceed with the winding-up of NCIE effective from 1 July 2022 and to meet any funding requirements that derive from that decision; and
8. That the ILSC authorises the ILSC Group Chief Executive Officer to undertake all steps and execute all documents as required to facilitate the winding-up of NCIE.

1. EXECUTIVE SUMMARY

The Board's approval is sought to a series of resolutions dealing with the completion of the divestment of the property at 160 George Street Redfern (**the Property**) and related to that the ILSC's ongoing relationship with its subsidiary National Centre of Indigenous Excellence Limited (**NCIE**) following the divestment.

2. BACKGROUND

The Board will recall that the ILSC Board at its meeting of 9 December 2020 approved the divestment of the Property to the New South Wales Aboriginal Land Council (**NSWALC**).

Based upon that resolution, the ILSC and NSWALC entered into a conditional Deed of Grant for the divestment of the Property on or about 15 May 2021 (**Grant Deed**). The divestment under the Grant Deed was conditional upon a number of conditions precedent that, among other things, required NSWALC to commence plans to develop the Property and to engage in community consultation. The Grant Deed provided that these conditions were to be fulfilled or waived within 12 months of the date of execution.

Since entering into the Grant Deed, the ILSC and NSWALC have been working together to complete the transfer of the Property. However, through that work it has become apparent that NSWALC has not been able to meet all of the conditions precedent. The ILSC and NSWALC have therefore been working to a settlement of the transfer of the Property on 30 June 2022 (**Transfer Date**).

Related to this is the transition of the activities undertaken from the Property by NCIE. As the Board is aware, ILSC Management has been working with both NCIE staff and NSWALC to determine what is to occur to those activities that NCIE has been carrying on post the Transfer Date. This was one of the conditions in the Grant Deed.

It is the intent that from the Transfer Date, NCIE will not be undertaking any of its current operational activities. Based on that, the ILSC has been specifically working with NSWALC as to what is to be undertaken on the Property.

In the discussions with NSWALC, and more generally in dealing with the transition of NCIE's activities, ILSC Management have identified a number of risks. The assessment of those risks has been based on the ILSC Group Enterprise Risk Management Policy and Framework, and has been ongoing throughout the period the divestment and transition have been considered.

The risks identified included a number of extreme and high-level risks, particularly around reputational risks to both ILSC and NSWALC. Should the divestment not proceed as well as the reputational risk as the ILSC transitions the NCIE activities, the risks associated with the uncertainty for NCIE staff and others as the transition details are worked through, the risks associated with the implementation of the transition, including the departure of key staff and the risks always associated with uncertainty for all stakeholders, both internal and external.

The ILSC has put in place regular reviews of the risks, understanding that, as circumstances change so do the risks and the risk ratings. In putting forward the proposed resolutions in this paper, ILSC Management are fully aware of and have considered the risks associated with both proposals; risks should the transfer of the Property not occur, the risks related to a significantly

reduced service offering from the Property; and the risks related with pursuit of NSWALC to require completion.

At this stage, it has been determined that all operational activities of NCIE, other than Fitness & Aquatics (**F&A**) and some corporate activities will cease being performed from the Property. ILSC Management has been working with NCIE Management to deal with the impact of this on NCIE staff. It is also anticipated that the decision to cease those operations will be the subject of a resolution of the NCIE Board in the near future.

So far as the F&A is concerned, NSWALC have expressed interest in retaining it and either operating it directly or through a third-party entity, namely the Police Citizens Youth Clubs (**PCYC**). At this stage NSWALC's discussions have not been completed. As part of the considerations, NSWALC have requested ILSC consider some form of financial support to ensure F&A will break even for NSWALC. Discussions have also been had as to NSWALC either acquiring the assets relevant to F&A from NCIE or to effectively take over NCIE by becoming the sole member. Considering the time restraints, it is now seen that NSWALC 'taking over' NCIE is the most appropriate method.

To that end, the ILSC has put the following proposals to NSWALC:

1. NSWALC commits to the completion of the transfer of the Property by 30 June 2022;
2. NSWALC commits to the acquisition of NCIE by becoming the sole member of the entity by 30 June 2022;
3. ILSC will ensure that at the time of "takeover" that NCIE has cash sitting in its accounts of \$1 million representing ILSC grant funding in advance;
4. ILSC will agree to provide further grant funds to NCIE to cover NCIE's annual operational cash shortfall for a period of 3 years or until such time as NCIE ceases to be the operator of the Fitness & Aquatics activities on the Property whichever is the first to occur;
5. The grant funding referred to in 3 and 4 will be capped at \$2 million per annum.
6. The grant will be provided in 2 bi-annual payments (on or before 15 January and 15 July) of up to \$1 million.
7. The grant funding will be subject to bi-annual acquittals and reporting of the previous funding provided, the acquittals to occur before any additional funding is provided. Any variation caused by an acquittal will be reflected in the next bi-annual payment;
8. The grant funding will otherwise be on ILSC's standard terms and conditions for grant funding under s191E of the *Aboriginal and Torres Strait Islander Act 2005*;
9. ILSC and NSWALC management will work together to determine an efficient level of staffing for NCIE that reflects the reduced activities of NCIE and the management structures already in place at NSWALC;
10. ILSC and NSWALC management will then work together to strike a budget for NCIE for the 2022/23 Financial Year; and
11. ILSC and NSWALC will issue a joint statement confirming the committed transfer of the property by 30 June 2022, NSWALC's takeover of NCIE, and the continuation of the Fitness & Aquatic services post 30 June 2022.

The above has been put to NSWALC and is to be considered at a meeting of NSWALC's Council on the morning of 5 May 2022. It has been made clear in the correspondence that the proposal is conditional upon the approval of the ILSC Board at this meeting. NSWALC's response will be provided by way of verbal update at the meeting.

If in principle agreement can be reached with NSWALC, the ILSC Board will be asked to approve the **following resolutions**:

1. **To vary the terms of the Deed of Grant dated on or about 15 May 2021 with New South Wales Aboriginal Land Council (NSWALC) to fix the transfer date of the property at 160 George Street Redfern (the Property), the subject of the Deed of Grant as 30 June 2022;**
2. **To approve the change in control of National Centre of Indigenous Excellence Limited (NCIE) from the ILSC to NSWALC and to authorise the ILSC Group Chief Executive Officer to undertake all steps and execute all documents as required to facilitate the change of control;**
3. **Subject to the completion of matters referred to in Resolutions 1 and 2, to approve the granting of moneys to NCIE under s191E of the *Aboriginal and Torres Strait Islander Act 2005 (Cwth)* to assist in meeting the costs of NCIE operating the Fitness and Aquatic activities from the Property for a period of 3 years commencing on 1 July 2022, capped at no more than \$2 million for each 12 month period, upon such terms as the ILSC Group Chief Executive Officer shall approve and to enter into a Deed of Grant otherwise on the ILSC's standard terms and conditions of grant;**
4. **To authorise the affixing of the ILSC Common Seal to the Deed of Grant referred to in Resolution 3 in accordance with ILSC Board Decision 615.**

Should agreement not be reached with NSWALC, it is understood NSWALC will seek to withdraw from the commitments contained in the Grant Deed; effectively repudiating its obligations to proceed with the transfer of the Property. While it is hoped that will not occur, it is noted that there is insufficient time before 30 June 2022 to negotiate anything further. The ILSC also notes that the grant under the Grant Deed was not conditional upon the transfer of operations.

If NSWALC does seek to repudiate the Grant Deed, the ILSC will need to determine if it accepts the repudiation or if it will enforce the terms of the Deed. While there are a number of legal issues that would need to be considered before any action would be pursued, from a purely practical position, it is considered highly unlikely that the ILSC would or should look to take an entity like NSWALC to court for this or anything. It is therefore not the recommendation of ILSC Management to pursue NSWALC should it advise it is terminating the transfer.

However, if that is to occur, the ILSC would be placed back as the owner of the Property and consider what it would then do.

With the current wind-down of NCIE operations from the Property, ILSC Management does not see merit in seeking to revive those operations, or in fact retaining the F&A activities. However, there are a number of existing third-party arrangements currently at the Property; leases and licences, and it is Management's recommendation that while NCIE should be wound up, the ILSC, as the landowner, should continue to honour existing arrangements and encourage continued use of the Property, particularly by the local community.

In these circumstances, ILSC Management recommends the **alternate resolutions**:

5. **That the ILSC accept the repudiation of the Deed of Grant dated on or about 15 May 2021 by New South Wales Aboriginal Land Council;**
6. **That the ILSC not provide funding to its subsidiary National Centre of Indigenous Excellence Limited (NCIE), beyond 30 June 2022 except for the purposes of the matters contained in Resolution 7;**

7. That the ILSC resolves to proceed with the winding-up of NCIE effective from 1 July 2022 and to meet any funding requirements that derive from that decision; and
8. That the ILSC authorises the ILSC Group Chief Executive Officer to undertake all steps and execute all documents as required to facilitate the winding-up of NCIE.

Again, it is noted that following the passing of these resolutions, the Board of NCIE will need to meet to pass a series of resolutions. The question of the resolutions relevant to that NCIE Board meeting will be addressed following this meeting.

Finally, the ILSC Board should be aware that, irrespective of the transfer to NSWALC being completed, there may be a need to seek further ILSC Board approval to capital expenditure on the Property. If there is, that will be subject of a further paper.

3. 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	There are significant risks, including reputational and financial risks to the ILSC should the transfer of the Property not proceed, or not proceed on the terms set put above.	While not fully removing the risks as identified, a fully understood and agreed strategy to manage the risks may allow for a significant mitigation of them..
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	The issue surrounding the holding of and delays in the divestment of the Property have been caused significant issues within the indigenous community around Redfern. The continued uncertainty of the divestment of the Property would	While it is noted there is and will continue to be some parts of the community that will have an issue with the Property being transferred to NSWALC. If and when the transfer is completed, it is expected they will reduce.

	only increase those issues	
4. Maintain data integrity and cyber security	N/A	N/A

(b) Strategic Realisation

Value for money.

(c) Financial Implications

Budget Position	Assessment
Is spend budgeted?	Not applicable
Impact on current approved budget	Not applicable
Impact on forecast budget	Not applicable

4. PRIOR BOARD RESOLUTIONS

Title	Decision No.	Meeting Date
NCIE Ltd – Transition Plan	731	18 Aug 2021
NCIE Ltd Review	719	16 Jun 2021
NCIE Divestment Deed	708 – CR	25 Apr 2021
NCIE Review	688	17 Feb 2021
NCIE Divestment Strategy	677	09 Dec 2020
NCIE – Divestment Plan Progress Update	665	21 Oct 2020
NCIE Funding	623	27 May 2020
Common Seal	615	26 Mar 2020

5. ENDORSEMENT

In making this recommendation, I confirm there are no, and I am not aware of any, conflicts of interest:

- Prepared: Trevor Edmond, Group General Counsel
- Endorsed: Joe Morrison, Group CEO



Australian Government
Indigenous Land and Sea Corporation



The ILSC GROUP

Commercial in Confidence
BOARD RESOLUTION

Board Resolution No.

BOARD MEETING NO: 289
MEETING DATE: 5 MAY 2022
FOR: NCIE DIVESTMENT

THE BOARD OF DIRECTORS OF THE INDIGENOUS LAND AND SEA CORPORATION

It is recommended that the ILSC Board resolves the following:

1. To vary the terms of the Deed of Grant dated on or about 15 May 2021 with New South Wales Aboriginal Land Council (NSWALC) to fix the transfer date of the property at 160 George Street Redfern (the Property), the subject of the Deed of Grant as 30 June 2022;
2. To approve the change in control of National Centre of Indigenous Excellence Limited (NCIE) from the ILSC to NSWALC and to authorise the ILSC Group Chief Executive Officer to undertake all steps and execute all documents as required to facilitate the change of control;
3. Subject to the completion of matters referred to in Resolutions 1 and 2, to approve the granting of moneys to NCIE under s191E of the *Aboriginal and Torres Strait Islander Act 2005* (Cwth) to assist in meeting the costs of NCIE operating the Fitness and Aquatic activities from the Property for a period of 3 years commencing on 1 July 2022, capped at no more than \$2 million for each 12 month period, upon such terms as the ILSC Group Chief Executive Officer shall approve and to enter into a Deed of Grant otherwise on the ILSC’s standard terms and conditions of grant;
4. To authorise the affixing of the ILSC Common Seal to the Deed of Grant referred to in Resolution 3 in accordance with ILSC Board Decision 615.

SIGNED, Chair:

Date: 5 May 2022



Australian Government

Indigenous Land and Sea Corporation



The ILSC GROUP

ALTERNATIVELY

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BOARD RESOLUTION

Board Resolution No.

BOARD MEETING NO: 289
MEETING DATE: 5 MAY 2022
FOR: NCIE DIVESTMENT

THE BOARD OF DIRECTORS OF THE INDIGENOUS LAND AND SEA CORPORATION

It is recommended that the ILSC Board resolves the following:

5. That the ILSC accept the repudiation of the Deed of Grant dated on or about 15 May 2021 by New South Wales Aboriginal Land Council;
6. That the ILSC not provide funding to its subsidiary National Centre of Indigenous Excellence Limited (NCIE), beyond 30 June 2022 except for the purposes of the matters contained in Resolution 7;
7. That the ILSC resolves to proceed with the winding-up of NCIE effective from 1 July 2022 and to meet any funding requirements that derive from that decision; and
8. That the ILSC authorises the ILSC Group Chief Executive Officer to undertake all steps and execute all documents as required to facilitate the winding-up of NCIE.

SIGNED, Chair:

Date: 5 May 2022

ILSC BOARD MEETING NO 289 – Out of Session

Held via Microsoft Teams

Thursday, 5 May 2022 at 12:45 pm ACST

MINUTES

ATTENDANCE:

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

APOLOGY:

Ms Gail Reynolds-Adamson	Director
Ms Kate Healy	Director

APPROVED LEAVE OF ABSENCE (Owing to Conflict of Interest):

Ms Kristy Masella	Director
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The following attended all of the meeting:

Mr Joe Morrison	ILSC Group Chief Executive Officer
Mr Trevor Edmond	ILSC Group General Counsel
Mr David Silcock	ILSC Executive Director Corporate
Ms Angela Keane	ILSC Board Secretariat

A copy of the Agenda is attached.

Mr Ian Hamm, Chair (**Chair**), welcomed Directors and declared the meeting open at 12:45 pm ACST 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.

1. STANDING AGENDA ITEMS

1.1 Apologies/Approved Leave of Absence

Owing to a conflict is interest, Director K Masella was granted approved leave of absence.

1.2 Declaration of Conflicts of Interest

The Chair acknowledged that as Director Masella is a Member of the Redfern Aboriginal Community Alliance, she has a conflict of interest on the NCIE Divestment discussions. Hence, Director Masella did not receive any Board papers applicable to the meeting.

2. STRATEGY, POLICY, LEGISLATION, STAKEHOLDERS

2.1 NCIE Divestment

The Mr J Morrison, Group Chief Executive Officer (**GCEO**) introduced the item followed by Mr T Edmond, Group General Counsel (**GGC**). The GGC having taken the paper as read provided a synopsis on the current issues at hand and laid the foundations that in 2020, the ILSC approved the divestment of the Property to the New South Wales Aboriginal Land Council (**NSWALC**) and provided at that time a conditional Grant of Deed that incorporated a number of conditions for NSWALC. As part of the requirements in the Deed, NSWALC were to have fulfilled the conditions or waived them within 12 months of the executed Deed. It is apparent that the conditions would not be met and that NSWALC and the ILSC have agreed to waive them. In the meantime, NSWALC and the ILSC have been working to settle the transfer of the Property by 30 June 2022 (**Transfer Date**). Management have been working through to determine what is to occur to those activities that NCIE are carrying post the Transfer Date.

NCIE Ltd (**NCIE**) will not be undertaking any operational activities and cease (other than the desire to maintain the Fitness & Aquatics (**F&A**)) post the Transfer Date, thus creating a number of extreme and high-level risks.

Discussions have taken place regarding NSWALC either acquiring the assets relevant to F&A from NCIE or effectively take over NCIE by becoming the sole member. What is preferable is NSWALC 'taking over' NCIE. As a part of any suggested 'take-over', NSWALC requested financial assistance from the ILSC in order that the F&A can and will break even.

Since the Board papers were distributed to Directors, the GCEO had been in discussions with NSWALC addressing the ILSC's position and ongoing use of NCIE and how the ILSC will support the operations. The GCEO corresponded with ACEO, NSWALC and proposed a number of parameters for NSWALC, conditional upon approval from the ILSC Board. What it did not include is the future support or funding for building improvements. However, discussions to that issue may occur at a later date. The GCEO noted NSWALC's continued commitment of the F&A services post transfer. It was further noted NSWALC's request for future funding of \$2.5m pa for a maximum of 5 years post takeover, however the ILSC's proposal outlined grant funding would be capped at \$2m pa for 3 years.

In the interim, NSWALC Council met to consider the ILSC's proposals and acknowledged they would accept the ILSC's proposals subject to several conditions (i) employment entitlements and any public liability issues; and (ii) variation from Condition 2 [*NSWALC commits to the acquisition of NCIE Limited (as opposed to the assets of NCIE Ltd) by becoming the sole member of the entity by 30 June 2022*]. NSWALC agreed at an Extraordinary Meeting on all other terms.

In comprehensive Board discussions, concern was raised in providing grant funding for capital improvements to the property and how the ILSC is contractually bound. Questions were raised if the ILSC can provide such monies for the next number of years. With funding outside the authority of the GCEO, delegation was sought from the Board for the GCEO to facilitate execution of documentation. Further queries and overarching concern that if the ILSC had been losing money, what expectations are there that the new owners can make money, and what is the reputational risk in the future for the ILSC. Director discussion

moved to whether a caveat could be placed as overarching consent to protect third parties. Directors would like to understand how and what is the legislative requirement under the ATSI Act.

In response to questions and discussion, it was resolved that:

Resolved:

ILSC Board resolved to:

1. **To vary the terms of the Deed of Grant dated on or about 15 May 2021 with New South Wales Aboriginal Land Council (NSWALC) to fix the transfer date of the property at 160 George Street Redfern (the Property), the subject of the Deed of Grant as 30 June 2022;**
2. **To approve the change in control of National Centre of Indigenous Excellence Limited (NCIE) from the ILSC to NSWALC and to authorise the ILSC Group Chief Executive Officer to undertake all steps and execute all documents as required to facilitate the change of control;**
3. **Subject to the completion of matters referred to in Resolutions 1 and 2, to approve the granting of moneys to NCIE under s191E of the *Aboriginal and Torres Strait Islander Act 2005* (Cwth) to assist in meeting the costs of NCIE operating the Fitness and Aquatic activities from the Property for a period of 3 years commencing on 1 July 2022, capped at no more than \$2 million for each 12 month period, upon such terms as the ILSC Group Chief Executive Officer shall approve and to enter into a Deed of Grant otherwise on the ILSC's standard terms and conditions of grant;**
4. **To authorise the affixing of the ILSC Common Seal to the Deed of Grant referred to in Resolution 3 in accordance with ILSC Board Decision 615.**

Action:

Provide a paper on caveats and overarching consent for June Board meeting.

3. OTHER BUSINESS

It was noted in preparation of media coverage joint statements would be prepared from both the ILSC and NSWALC.

4. IN CAMERA

No 'In Camera' Session was called.

5. NEXT MEETING

The next meeting of the ILSC Board will be held on Wednesday, 15 June, 2022 at Ayers Rock Resort.

With no further items of business, the meeting closed at 1:30 pm ACST.

A handwritten signature in black ink, appearing to be 'I. Hamm', with a long horizontal stroke extending to the right.

.....
Mr Ian Hamm
Chair

ILSC BOARD MEETING NO. 290

Held in the Voyages Boardroom, Ayers Rock Resort, NT

Wednesday, 15 June 2022 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
Ms Gail Reynolds-Adamson	Director
Ms Kristy Masella	Director

APOLOGY:

Nil

The following attended all or part of the meeting:

Mr Joe Morrison	ILSC Group Chief Executive Officer
Ms Matt Salmon	ILSC Chief Operating Officer
Mr Trevor Edmond	ILSC Group General Counsel
Mr David Silcock	ILSC Executive Director Corporate
Ms Karen Prentis	ILSC ARC Chair
Ms Rebecca Hayden	ILSC General Manager, Policy, Strategy and Performance
Mr Ray Lennox	ILSC Senior Advisor, Prescribed Body Corporate
Ms Megan Brayne	Comhar Group Principal
Ms Emily Gerrard	Comhar Group Principal
Ms Angela Keane	ILSC Board Secretariat

A copy of the Agenda is attached.

Mr Ian Hamm, Chair (**Chair**), welcomed Directors and declared the meeting open at 08:35 am ACST having noted a quorum of Directors was present.

The Chair extended a warm welcome to all Directors and ILSC Executives who were present.

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

■ [REDACTED]

■ [REDACTED]

[REDACTED]

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- [REDACTED]
- [REDACTED]

[REDACTED]

3. STRATEGY, POLICY, LEGISLATION, STAKEHOLDERS

Director Masella, as a Member of the Redfern Aboriginal Community Alliance, declared her conflict of interest on the NCIE Divestment discussions and left the meeting at 13.12 pm ACST

3.1 NCIE Divestment Update

Mr M Salmon, Chief Operating Officer (**COO**) provided Directors with a progressive update on the divestment of 180 George St, Redfern (**Property**) and the transition of the ILSC subsidiary, the National Centre of Indigenous Excellence Limited (**NCIE Ltd**) to New South Wales Aboriginal Land Council (**NSWALC**). Mr Salmon reminded Directors on the results on the 5 May, ‘Out of Session’ Board meeting. Since that time he has been in discussions with NSWALC who undertook a process to assess suitability of remaining services and F&A resulting in the majority of staff being retained. Mr Salmon outlined next steps to complete the transition and the implementation regarding matters of risk. With the property having to be ‘fit-for-purpose’, a number of infrastructure and capital works require attention. Mr Salmon sought Board approval for approx. \$2.4m (total capital expenditure package \$1,979,143 with an additional 25% contingency of \$494,785).

Following the Chair invited questions from Directors.

Resolved:
ILSC Board resolved to:

1. **Note the contents of the paper; and**
2. **Resolve to approve funding of up to \$2,473,928 for capital expenditure to ensure 160 George St, Redfern is in a ‘fit for purpose’ state for divestment to the New South Wales Aboriginal Land Council (NSWALC).**

[REDACTED]



Board-in-Confidence

ILSC BOARD MEETING No 290

Wednesday, 15 June, 2022 commencing at 08:30 am ACST
To be held at Voyages, Ayers Rock Resort, NT.

Board Members:

Ian Hamm (Chair)
Claire Filson (Deputy Chair)
Roy Ah-See
Kate Healy
Nigel Browne
Gail Reynolds-Adamson
Kristy Masella

AGENDA

			<i>Discussion Leader</i>
08:30	1.	STANDING AGENDA ITEMS ■ [REDACTED] ■ [REDACTED] ■ [REDACTED]	■ ■
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11:00	MORNING TEA BREAK		
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11:15		■ [REDACTED] ■ [REDACTED] ■ [REDACTED] ■ [REDACTED] ■ [REDACTED] ■ [REDACTED] ■ [REDACTED]	■ ■ ■ ■ ■ ■
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12:15	2.	FINANCE, RISK AND COMPLIANCE ■ [REDACTED] ■ [REDACTED] ■ [REDACTED] ■ [REDACTED]	■ ■ ■
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13:00 LUNCH BREAK			
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13:30	3.	STRATEGY, POLICY, LEGISLATION, STAKEHOLDERS * 3.1 NCIE Divestment Update 3.1.1 NCIE Transition - Staff Numbers – Annex A 3.1.2 NCIE Transition - NCIE Ltd Work Plan – Annex B 3.1.3 NCIE Transition - Capital Expenditure Summary – Annex C * ■ [REDACTED] ■ [REDACTED] ■ [REDACTED]	COO ■ ■

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15:00	*	4.	GOVERNANCE AND ADMINISTRATION	
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15:45	5.	SUPPLEMENTARY READING	
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16:00	6.	OTHER BUSINESS	Chair
	7.	IN CAMERA (if required)	Chair
	8.	NEXT MEETING – 17 August 2022	Chair

*** Decision required**

CHAIR/RANC Chair - Chair, ILSC and RANC (Ian Hamm)
COO – Chief Operating Officer (Matthew Salmon)
EDC – Executive Director Corporate (David Silcock)
ARC - Chair, Audit and Risk Committee (Karen Prentis)

GCEO – Group Chief Executive Officer (Joe Morrison)
GGC - Group General Counsel (Trevor Edmond)
BPSM – Business Planning & Support Manager (Peter Cunningham)