ILSC BOARD MEETING NO 293 – Out of Session
Held via Microsoft Teams

3 August, 2022 at 2:30 pm ACST

MINUTES

ATTENDANCE:

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

APOLOGY:

Ms Claire Filson	Deputy Chair
Ms Gail Reynolds-Adamson	Director

APPROVED LEAVE OF ABSENCE (Owing to Conflict of Interest on Agenda Item 2.1.1 NCIE):

Ms Kristy Masella	Director

The following attended all or part of the meeting:

Mr Joe Morrison	ILSC Group Chief Executive Officer
Mr Matt Salmon	ILSC Group Operating 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 2:30 pm ACST having noted a quorum of Directors was 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.

1. STANDING AGENDA ITEMS

1.1 Apologies/Approved Leave of Absence

The Chair acknowledged that as Director Masella is a Member of the Redfern Aboriginal Community Alliance, she has a conflict of interest at item 2.1.1 - NCIE. Hence, Director Masella did not receive papers applicable to this meeting and was granted approved leave of absence for the meeting.

The Chair confirmed and accepted Director Filson's apology to attend the meeting.

All other Conflicts of Interest are otherwise noted under the specific Agenda item.

1.2 Declaration of Conflicts of Interest

The Chair acknowledged Director Masella's conflict of interest on Agenda Item 2.1.

2. STRATEGY, POLICY, LEGISLATION, STAKEHOLDERS

2.1 National Centre of Indigenous Excellence Limited (NCIE)

2.1.1 NCIE Divestment

The Chair outlined that on the 3 August, 2022 the ILSC GCEO wrote to Mr D Chapman, Chairperson, NSWALC requesting to revisit on decisions previously made and requested that both the ILSC and NSWALC might both find a collectively response to moving forward, or at least by Friday, 5 August. The Chair reiterated the ILSC's proposed offer of $6m total over 3 years ($2 million each year) amended to an offer of $3 million for the first and balance over the remaining 2 years; and the ILSC, NCIE Ltd and NSWALC work together to provide a balance of effectiveness and efficiencies acceptable to all noting both are subject to a number of varying conditions.

The Chair then outlined NSWALC's responding letter requesting a broader consideration of the matters and the ILSC's position including the ILSC's funding commitment. He outlined NSWALC's statement on the ILSC's transfer timeframe of Friday, 5 August as not tenable for the finalisation of the Transaction Deed.

Effectively, $6 million is on offer, with the Chair stipulating a ceiling offer with limited funding for a limited period of time.

The GCEO stated there was no money from the ILSC at the 18 month mark and expressed the Community concerns with planned site sit-ins, community and staff dissent. He expressed that having spoken to the Minister for Indigenous Australians (**MIA**), Ms Linda Burney, she has requested that the ILSC resolve. The Chair advised Directors that the ILSC has done its very best and is unable to continue to fund NCIE Ltd. Further discussion will be forthcoming with the MIA tomorrow.

Chair opened the floor for Director discussion.

An in-depth discussion from Directors ensued.

Mr T Edmond, Group General Counsel (**GGC**) advised Directors on the 2nd path that would lead to liquidation in September with Directors remaining on that Board of NCIE Ltd until that time. Mr Edmond expressed that even with legal representatives from both the ILSC and NSWAL reaching agreement on the Transaction Deed, there is more work that would have to be completed ie staff, funding etc. before settlement.

The Chair requested to continue the termination process inclusive of a number of points proposed and seek agreement from NSWALC on the Transaction Deed before the end of Friday, 5 August.

Actions:
ILSC Chair to contact NSWALC Chair, Mr D Chapman
GGC - Transactional Deed to be closed off by end of week

3. OTHER BUSINESS

There were no further items of business.

4. IN CAMERA

No '*In Camera*' Session was called.

5. NEXT MEETING

The next scheduled meeting of the ILSC Board will be held on Wednesday, 17 August 2022 at the ILSC Offices, Brisbane.

With no further items of business, the Chair declared the meeting closed at 3:02 pm ACST.

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Mr Ian Hamm
Chair

Australian Government
Indigenous Land and Sea Corporation

The ILSC GROUP

Board-in-Confidence

ILSC BOARD MEETING No 293 – Out of Session

Wednesday, 3 August, 2022 commencing at 2:30 pm ACST
To be held via Microsoft Teams

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

AGENDA

			Discussion Leader
2:30	**1.**	**STANDING AGENDA ITEMS**	
		1.1 Apologies/Approved Leave of Absence	Chair
		1.2 Declarations of Conflict of Interest	Chair
	2.	**STRATEGY, POLICY, LEGISLATION, STAKEHOLDERS**	
		2.1 NCIE Ltd Divestment	COO/GGC
		2.1.1 Letter from ILSC GCEO to NSWALC Chair re NCIE Ltd - Annex A	
	3.	**OTHER BUSINESS**	Chair
	4.	**IN CAMERA (if required)**	Chair
	5.	**NEXT MEETING – Wednesday, 17 August 2022 to be held at ILSC Offices, Brisbane**	Chair

*** Decision required**

CHAIR - Chair, ILSC and RANC (Ian Hamm)
GCEO - Group Chief Executive Officer (Joe Morrison**)**
COO – Chief Operating Officer (Matthew Salmon)
GGC - Group General Counsel (Trevor Edmond))
EDC - Executive Director Corporate (David Silcock)