ILSC BOARD MEETING NO 294 – Out of Session
Held via Microsoft Teams

Sunday, 7 August, 2022 at 2:30 pm ACST

MINUTES

ATTENDANCE:

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

APOLOGY:
Nil

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 3:05 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 Agenda Item 2.1 - NCIE. Hence, Director Masella did not receive papers applicable to this meeting and was granted approved leave of absence from 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 advised he had called an urgent 'Out of Session' ILSC Board meeting for the purpose of updating Directors on what had transpired since the commencement of the winding down of NCIE activities last Monday, including staff and community dissent; and to reaffirm advice from the Group General Counsel to rescind previous resolutions and seek approval for a more satisfactory outcome.

The Chair advised that he and the GCEO had spoken with the Minister for Indigenous Australians (**MIA**) regarding the maintaining of services ie Gym and Fitness & Aquatic Centre at 180 George Street, Redfern.

The Chair requested Directors to revisit the resolutions presented at the ILSC Board Meeting No. 293 held on 3 August, 2022 which, at that time were included in the papers, but not resolved by the Board owing to fluctuating circumstances and were now re-presented at today's meeting.

The Chair advised that the GGC will meet NSWALC legal representatives to assess a number of matters outlined in the Transaction Deed and the transfer of ownership, and thereafter finalise when NSWALC's Council meet on Tuesday, 9 August.

The Chair discussed two options on which to proceed if decisions are not forthcoming from NSWALC; (i) place NCIE's operations out for public expressions of interest; and (ii) identify group/individuals in the community to register a company or business limited by guarantee. and transfer the business over to them.

The Chair reiterated to Directors the underlying bedrock principles of the ILSC, and expressed this is not what the ILSC should be doing, and closing down is now no longer an option for NCIE.

Chair opened floor for Director discussion.

Extensive discussion followed, including discussion on various options available.

Following that, the Chair put the following resolutions to the meeting.

Resolved:
ILSC Board resolved to:

1. **Note the contents of the paper;**
2. **Revoke Items 2,3 and 4 in ILSC Board Decision 758 and the whole of ILSC Board Decision 769;**
3. **Resolve to approve the change of control of National Centre of Indigenous Excellence Limited (NCIE) from the ILSC to the New South Wales Aboriginal Land Council (NSWALC) and to appoint the ILSC Group Chief Executive Officer, Mr Joseph Morrison (GCEO) as the ILSC's representative to undertake all steps and sign all documents as required to facilitate the change in control;**
4. **Subject to the completion of matters referred to in Resolution 3, resolves to approve the granting of moneys to NCIE under s191E of the *Aboriginal and Torres Strait Islander Act 2005 (*Cwth*)* to assist in it meeting the costs of operating the Fitness and Aquatic activities and corporate functions for a period of 3 years commencing on the date NSWALC take control of NCIE with an initial contribution of $3 million for year 1 and a further $3 million to be provided as requested by NCIE over the remaining 2 years, upon such terms as the GCEO shall approve and to enter into a Deed of Grant otherwise on the ILSC's standard terms and conditions of grant;**
5. **Resolve to approve the ILSC's participation in a tripartite review of NCIE's operational effectiveness and abilities with NSWALC and NCIE to be undertaken within 18 months following the date NSWALC take control of NCIE;**
6. **Resolve to authorise the affixing of the ILSC Common Seal to the Deed of Grant referred to in Resolution 4 and any documents required under Resolution 3 in accordance with ILSC Board Decision 615.**

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 3:45 pm ACST.

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Mr Ian Hamm
Chair

Australian Government
Indigenous Land and Sea Corporation

The ILSC GROUP

Board-in-Confidence

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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)