

ILSC BOARD MEETING NO 263

Held through Microsoft Teams

Wednesday, 21 October 2020 at 10:30 ACST

MINUTES

ATTENDANCE:

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

APOLOGY:

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| Mr Daniel Tucker, AM | Director |
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The following attended all or part of the meeting:

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| Ms Tricia Stroud | ILSC Acting Group CEO |
| Mr David Silcock | ILSC Group CFO |
| Mr Trevor Edmond | ILSC Group General Counsel |
| Ms Maria Storti | Chair, Audit and Risk Committee |
| Ms Angela Keane | ILSC Minute taker |

A copy of the agenda is attached.

The Chair (**Chair**), Mr E Fry welcomed Directors and opened the meeting at 10:33 ACST having noted a quorum of Directors was present.

1. STANDING AGENDA ITEMS

1.1 Apologies/Approved Leave of Absence

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

1.2 Declaration of Conflicts of Interest

There were no declarations of interest to declare.

1.3 Minutes of the Previous Meetings

- 1.3.1 Minutes of Meeting No. 260 held 24 August, 2020 were approved as a true and correct record.
- 1.3.2 Minutes of Meeting No. 261 held 31 August, 2020 were approved as a true and correct record.
- 1.3.3 Minutes of Meeting No. 262 held 23 September, 2020 (Directors Only) were approved as a true and correct record.

1.3.3 Minutes of Meeting No. 262 held 23 September, 2020 (Redacted Minute for Executives) were approved as a true and correct record.

1.4 Actions Arising Status Report

The Chair spoke to the Actions Arising Status Report as presented.

Following Director input, Director Crossin had a number of matters which she raised. The Chair advised that a number of these matters would be Agenda items for the pre-Strategy Day scheduled for December. Following Board discussion, a number of actions were presented as follows:

Actions:

1. Acting GCEO to provide brief to Director Ah-See re Wellington, NSW acquisition.
2. Acting GCEO to run a scan over ILSC properties and focus on the opportunities that may arise in the infrastructure, tourism and security domains post COVID-19.
3. Acting GCEO to place Action Arising listing on Agenda for Pre-Strategy Day (addressing framework for Director input).
4. Acting GCEO to rework the Actions Arising and circulate within the next day.
5. Acting GCEO to meet with the Carbon associated team to initiate a solution with the Carbon related items (incl Directors Crossin and Ah-See) and report back at December meeting.
6. Acting GCEO to work on Item 246-45 IT Security – sign off
Item 246-46 Unplanned leave – sign off.
Item 244-38 Heritage listing – on today's Board Agenda.
7. WHS report (including updating Charter) to be presented at the December Board meeting.
8. Acting GCEO – Yamanah option paper (inclusive of assets) – to be presented at the December Board meeting.
9. Acting GCEO – Roebuck JV – to be presented at the December Board meeting.

1.5 Chair's Report

The Chair spoke to his report.

The report was noted and taken as read.

1.6 Acting GCEO's Report

The Acting GCEO, Ms T Stroud took the paper as read and provided an overview highlighting a number of existing matters ie Business Continuity update in respect to COVID-19 pandemic; Update on the Murray Darling Basin Aboriginal Water Entitlements Program (**MDBAWEP**); Roebuck Joint Venture and the ramifications of terminating same; Lot 708 Warriparinga Aboriginal Elders Village (budget now secured); Annual Report provided to the Minister of Indigenous Australians (**MIA**) on 20 October for his review; and receipt of MIAA compliance review re Corporate Plan.

Ms Stroud informed Directors on the present and future situation of Yamanah Investments Pty Ltd. As was outlined in the August budget, the Yamanah pilot

program was due to cease operations on 2 December 2020 (earlier than the January 2021 timeline). Further discussion to take place at the December Board meeting.

The Chair opened the floor for Director questions which the Acting GCEO duly addressed.

Director Odegaard, on behalf of the Chair and Board, conveyed congratulations to the Acting GCEO, and to the staff concerned on the work completed on the Warriparinga project.

The Chair further conveyed to the Acting GCEO and associated staff the Board's congratulations on their achievements of the presented matrix and its importance.

Actions:

1. Acting GCEO and Group General Counsel to provide a briefing paper at December Board meeting re Yamanah re option transfer.
2. Acting GCEO to provide a briefing paper at December Board meeting re Roebuck JV (inclusive of setting out interaction and response, rifts, transition packages, proposing as exit strategy).
3. Acting GCEO to provide a quantitative and qualitative briefing paper (including unexplained absences and safety numbers) and disseminate. Acting GCEO to include as ongoing item in Acting GCEO Report.

2. STRATEGY, POLICY, LEGISLATION, STAKEHOLDERS

2.1 ILSC Board Charter

The Group General Counsel, Mr T Edmond took the content of the papers as read. He provided a synopsis on the current situation notating that the ILSC Board Charter was last revised in April 2016. He outlined to Directors they now have an opportunity to provide high level comments on the drafting of a new and updated Charter. Mr Edmond recommended that Directors consider the document at the December 2020 Pre-Strategy Planning day, whereby they can allocate some time in identifying what they wish to see in the new and revised Charter. Following, Management will draft an amended document for circulation and discussion at the 16 February 2021, Strategy Day. Thereafter the revised Charter will be presented for final approval at the April Board meeting for use from 1 July 2021.

General discussion followed.

Resolved:

ILSC Board resolved to approve the following resolutions:

1. **Notes the contents of this paper and its attachments;**
2. **Notes the need to review the terms of the current ILSC Board Charter;**
3. **Approves the discussion of the terms of the Charter at the ILSC Planning Day in December 2020. Closing out earlier following discussion.**

2.2 ILSC Board Strategic Planning

The Acting GCEO, Ms T Stroud took the content of the presented paper as read. Ms Stroud provided a summary on the proposed discussions for the 2021 Strategy Day. She reminded Directors that a pre-Strategy Day is planned for December 2020, whereby it will be an opportunity to serve two purposes: (i) clear desks of outstanding actions and focus of future strategic priorities; and (ii) create the foundations for the Strategy Day in February 2021. Ms Stroud advised that following today's Board meeting she would seek Director feedback as to how they wish the December workshop to proceed in conjunction with Executive management input.

Director Crossin presented a number of suggestions concerning governance, ILSC structure and presentations of staff at Board meetings, which would be included in discussions at the pre-Strategy Day.

2.3 ILSC Group Policy on the Registration or Disruption of Indigenous Heritage Places

The Acting GCEO, Ms T Stroud spoke to the paper recommending to the Board a formal position on the registration or disruption of Indigenous Heritage Places. She noted that the paper, as presented, is a revised document following a request from the Chair. Ms Stroud outlined from time-to-time Indigenous groups or other relevant parties holding land and or waters, may seek to vary the management and or status of Indigenous Heritage Places on country, over which the ILSC holds an interest. Ms Stroud spoke to the proposed operational guidelines as identified by Deloitte, and pending endorsement of the Policy Statement, will assist in implementing an outcome for the Board's consideration no later than January 2021.

Following Director questions and discussion, the presented recommendation was reworded to read as follows:

Resolved:

ILSC Board resolved to approve the following resolutions:

1. **Endorse the Policy Statement of this paper:**
 - (a) values the relationship between self-determination and the ownership of land and waters;
 - (b) requires landholders to act in a manner consistent with legislation relevant in the specific jurisdiction as related to heritage places; but
 - (c) does not place heritage related restrictions on the use of those interests over and above those set out in relevant legislation; and
 - (d) does not actively propose, promote or support the disturbance of Indigenous heritage places
 - (e) respects the rights of Traditional Owners to make informed decisions for their country including on heritage protection;
 - (f) holds to a high standard the need for evidence of free, prior and informed consent and rigorous governance to support decisions of heritage protection.
 - (g) Oppose, promote or support the disruption of Indigenous heritage places.

- (h) Oppose or promote the registration of Indigenous heritage places.
- (i) Oppose, promote or support any change to the legal status of Indigenous heritage places.
- 2. Notes that the operationalisation of this Policy will follow the ILSC Policy Framework approach evolving out of the internal audit of Policy and Procedures as per the paper previously presented to the ILSC Board.
- 3. Notes that the guiding principles on page 9 will frame the development of a comprehensive Guideline document to support effective policy implementation.
- 4. Notes that the Guideline will be collaboratively developed with internal stakeholders, including the GCEO, for the final endorsement of the Deputy CEO.

3. MANDATE AND INVESTMENTS

3.1 Land Acquisitions and Grants

3.1.1 Decision to Grant – Mimosa Station, Qld

The Acting GCEO, Ms T Stroud provided Directors with a summary of Mimosa Station from its inception in 1996. The property being purchased for the Samflodai Aboriginal and Torres Strait Islanders Corporation (**Samflodai**). Until 2004 when funding ceased, they delivered an alternate education program for Indigenous peoples at which time the ILSC developed a commercial pastoral business. In 2018, it was determined following a review, to progress a divestment strategy whereby a 3 year lease to Samflodai was approved. In July 2020, a joint application was approved under the Queensland Government's Land Restoration Fund (**LRF**). The 15 year project is expected to provide an income of \$2.6 million from 160 hectares of tree planting to store carbon and deliver environmental and community benefits and an ability to employ up to 8 new Indigenous positions over the lifespan of the project. It is estimated that the property's current value is \$5.85 million. Ms Stroud outlined that divestment is considered low risk having met due diligence requirements.

The Chair, in conjunction with Directors extended their gratitude to the Acting GCEO and staff responsible for the project. The Acting GCEO responded accepting to pass on their comments and appreciation via an Extranet announcement.

Action:

Acting GCEO to provide a case study to discuss 'lessons learned' from time of acquisition to divestment for presentation at December Pre-Strategy Day.

Resolved:

ILSC Board resolved to approve the following resolutions:

- 1. Resolves to proceed to grant the interest (Mimosa Station) to Samflodai pursuant to section 191D(1)(a) of the ATSI Act.
- 2. Notes the Grant accords with the:

- (a) Statutory acquisition functions of the ILSC, in particular Section 191D of the Aboriginal and Torres Strait Islander Act 2005 (Cth) (ATSI Act);
 - (b) National Indigenous Land and Sea Strategy; and
 - (c) Regional Indigenous Land and Sea Strategy for Northern Australia.
3. Notes that the Divestment Paper has not been provided to the ILSC Investment Committee given its low risk and low complexity.
 4. Accepts the risks and proposed treatments as identified in the attached Delegate Paper.
 5. Agrees to the proposed conditions on the Grant, and that the Grant will otherwise be upon the ILSC Grant of Land Deed.
 6. Notes that a caveat will be lodged on the interest of the ILSC under the ATSI Act and Grant Deed.
 7. Agrees that the ILSC meet the following costs:
 - (a) Up to \$3,000 GST exclusive for Samflodai to engage a solicitor to assist with transfer of title.
 - (b) Up to \$1,000 GST exclusive for Samflodai to conduct a grant ceremony.
 8. Directs the ILSC Acting Group Chief Executive Officer to proceed to affect the grant of the interest, and execute all necessary Deeds and documents to effect the grant, including the transfer of the property.

3.1.2 Consent to Leasing – Waterfall, SA

The Acting GCEO, Ms T Stroud spoke to the paper outlining that the 3,600 ha Waterfall property located in South Australia's mid-north was originally acquired in 1997 and divested in 1998 to the Wongi Ahrah Aboriginal Association Inc. (WAAAI). In 2018, WAAAI executed an access licence and lease agreement with Rise Renewables Pty Ltd (RR) over 40ha of the property in order to construct a 250MW hydro renewable energy facility (Baroota Pumped Hydro Project). She reiterated that the original acquisition of the property was to protect significant cultural heritage, and as such, the Nukunu Wapma Thura Aboriginal Corporation (NWT) have always considered potential impacts to cultural heritage. Ms Stroud informed Directors of the level of due diligence undertaken with the traditional owners, noting that the ILSC does not oppose, promote or prevent Indigenous land holders and native title holders from managing their own heritage places.

Ms Stroud sought the Board's 'in principle approval' for the proposed lease of the property to RR.

The Chair, in conjunction with Directors, extended their gratitude to the Acting GCEO and the CDO team for their extensive due diligence and accomplishments on the project.

Resolved:

ILSC Board resolved to approve the following resolutions:

1. Notes the information in this Paper including due diligence undertaken by the ILSC in considering Wongi Ahrah Aboriginal Association Inc's request.
2. Notes negotiations held between the title holding body, project developer and Native Title Holders regarding potential impacts on cultural heritage by the proposed development.
3. Provides 'in principle approval' to for ILSC to consent to the proposed lease of the 'Waterfall' property to Rise Renewables Pty Ltd subject to the following condition:
 - that the Native Title Holders (as represented by Nukunu Wapma Thura Aboriginal Corporation RNTBC) confirm in writing to the ILSC they are satisfied that suitable arrangements are in place to ensure cultural heritage on the Waterfall property is protected from impacts arising from the construction and operation of the pumped hydro facility.
4. In the event the above condition being met, authorises the ILSC A/Group CEO to provide consent via the affixing of the Common Seal of the ILSC to the Lease in accordance with ILSC Board Decision 615.

3.2 Land Management Investments – Nil

3.3 Divestments

Directors Odegaard and Ah-See advised their conflict as NCIE Board Directors pertaining to Item 3.3.1.

3.3.1 NCIE – Divestment Plan Progress Update

The Acting GCEO, Ms T Stroud spoke to the paper briefing the Board on the progress of the divestment plan of NCIE's, Redfern property. She reminded Directors of the unsolicited request from the NSW Aboriginal Land Council (NSWALC) to enter into discussions in the divestment of the Redfern asset. Furthermore, it was noted that the NSWALC was the only Indigenous controlled and representative body with the financial capacity, capability and statutory purpose to own, manage and invest in the Redfern asset with access to statutory funding from the NSW Government. It was noted that the Board had previously set a number of non-negotiable parameters in the development of such a proposal. Ms Stroud reminded Directors that the number of Indigenous organisations and interest groups are front and centre and assured Directors they are always given a presence.

Both the ILSC and NSWALC have undertaken significant due diligence inclusive of community consultation. Ms Stroud outlined the next steps in completing the 'in principle' divestment decision which in turn will be presented at the December Board meeting.

The Chair opened the floor for Director discussion.

Resolved:

ILSC Board resolved to approve the following resolutions:

1. **Notes the contents of this paper; and**
2. **Provides feedback on the proposed divestment criteria to support a future conditional grant of 160-202 George Street, Redfern NSW to New South Wales Aboriginal Land Council.**

Action:

Acting GCEO to prepare a brief for the NCIE Board on NCIE Divestment Strategy.

5. REMUNERATION AND NOMINATION COMMITTEE

Chair, ARC, Ms M Storti joined the meeting at 2:15 ACST

5.1 Audit and Risk Committee (ARC)

Ms M Storti, Chair ARC spoke to the presented papers and drew the Board's attention to the draft ARC Minutes of Meeting No. 97 held 8 September 2020. Key matters of discussion were the financial statements and performance reporting sign-off, whereby she advised Directors the overall process had been a smooth one.

Ms Storti further advised Directors that risk management and business continuity has been a slow progress, partly owing there are not sufficient resources. With respect to the internal audit program and delivery internal audit, it had been found there were 24 active matters, 8 of which were high risk findings relating to Group Decision Making and Business Continuity yet to be closed out. She reminded Directors that the Business Continuity Plan had not been updated for some time having advised her recommendations to the Acting GCEO.

Ms Storti went on to discuss the ARC Charter and advised Directors that at 1 July 2021 the PGPA Amendment (2020 Measures No. 1) Rule 2020 requires members of Audit Committee's must not be employees of the entity, together with information on the Committee and their remuneration, hence the ARC Charter will be realigned to incorporate these changes. Ms Storti stated that with two Independent members it would create oversight and critical assessment. Proposed changes will be presented for adoption at the December Board meeting.

It was further noted that Ms Storti has resigned as Chair of ARC.

Resolved:

ILSC Board resolved to approve the following resolutions:

1. **Notes the contents of this brief.**
2. **Discuss the proposed composition of the Audit & Risk Committee.**

3. **Considers and approves the revised Charter which reflects the proposed composition of the Audit & Risk Committee.**

Actions:

1. Create Risk and Business Continuity Plan register ensuring completion of the 8 high risk findings
2. Report back to December Board meeting re additional staff requirements
3. ARC membership to be increased to four Committee members, two of which will act as Independents.

Ms Storti left the meeting at 2:30 ACST

Group CFO, Mr D Silcock joined the meeting at 2:30 ACST

4. FINANCE, RISK AND COMPLIANCE

4.1 ILSC Group Financial Performance Report (August)

The Group CFO, Mr D Silcock spoke to the papers providing a full performance update of the ILSC Group. Mr Silcock highlighted the Group's total cash position as at 31 August 2020 and clarified that the Group is in a better position than had been envisaged. He emphasised while there is a great deal of uncertainty in the current environment, solvency is currently the Group's key financial risk however, based on available forecasts the ILSC are in a solvent position able to pay their debts as and when they fall due. He further reiterated that debt covenants will be met and review events contained within the ANZ and NAIF facility agreements will not be triggered. Mr Silcock further updated Directors on the ATSILSFF which, as at 30 June 2020, had a balance of \$1,953m.

The GCFO advised that management will provide a further update in December. The focus of which will be to evaluate the level of uncertainty that continues to exist in forecasted information and will, at that time, determine whether a reallocation of funds or allocation of reserved funds is required.

Director discussion ensued with questions of Voyages and the debt facility.

The Chair and Directors of the Board conveyed their acknowledgement to the GFCO and his team on the new formatted presentation of Board papers.

The ILSC Board noted the information contained in the papers.

Mr D Silcock left the meeting at 3:00 ACST

5. REMUNERATION AND NOMINATION COMMITTEE

5.2 Remuneration and Nomination Committee (RANC)

5.2.1 Reappointment of Voyages Director and Chair – Mr R Allert

RANC Chair, Director Fry spoke to the presented paper seeking Board approval to reappoint Mr R Allert as a Director and Independent Chair of Voyages for a further three-year period. The Chair drew Directors' attention to Mr Allert's professional experience and capabilities since his initial appointment as Independent Chair of Voyages in April 2017. With Mr Allert's current appointment due to expire on 19 February 2021, the Board was in favour to reappoint Mr Allert until 20 February 2024.

Resolved:

ILSC Board resolved to approve the following resolutions:

- 1. Notes that the Remuneration and Nomination Committee (RANC) considered the proposed reappointment and endorsed the following recommendations.**
- 2. To seek approval that Mr Rick Allert be reappointed as a Director and Chair of Voyages Indigenous Tourism Australia Pty Ltd (Voyages) for a three-year period commencing 21 February 2021 until 20 February 2024.**
- 3. The ILSC Board directs the Chair to advise Voyages of the decision.**

Action:

Chair to write to Mr R Allert acknowledging his reappointment.

Director Crossin left the meeting at 3:06 ACST

5.2.2 Reappointment of ARC Member – Ms P Crossin

RANC Chair, Director Fry spoke to the presented paper informing Directors that RANC had recommended to reappoint Director Crossin to the ILSC Audit and Risk Committee (ARC) for a further eight month period from 23 October 2020 - 22 June 2021, or until a decision is made concerning the composition of the ILSC Board, whichever first occurs.

Resolved:

ILSC Board resolved to approve the following resolutions:

- 1. Notes that the Remuneration and Nomination Committee (RANC) considered the proposed change and endorsed the following recommendations.**
- 2. To seek approval to recommend to the ILSC Board the reappointment of Director Crossin to the ARC for a further eight month period from 23 October 2020 – 22 June 2021 or until a decision is made concerning the composition of the ILSC Board, whichever first occurs.**
- 3. The ILSC Board directs the Chair to forward the relevant letter to Director Crossin.**

Action:

Chair to write to Director P Crossin acknowledging her reappointment to ARC for a further eight-month period (cc ARC Chair).

Director Crossin rejoined the meeting at 3:07 ACST

Ms T Stroud left the meeting at 3:07 ACST

5.2.3 Appointment of Primary Partners Director (PPPL) – Ms T Stroud

RANC Chair, Director Fry spoke to the presented paper informing Directors that RANC had recommended that Ms T Stroud be considered and appointed as a PPPL Director. He outlined that with the repositioning of subsidiary companies, and owing to past difficulties in arranging PPPL Board meetings, it seemed appropriate to appoint an additional Director to the PPPL Board. The Chair advised that as an Executive Director, the position would not incur Director fees.

Director discussion followed. Director Martin expressed concern of the many gaps in the PPPL skill set which would require filling.

Resolved:

ILSC Board resolved to approve the following resolutions:

1. **Notes that the Remuneration and Nomination Committee (RANC) considered the merit and endorsed the following recommendations.**
2. **To seek approval to appoint one new Director to Primary Partners Pty Ltd: Ms Patricia Stroud, subject to having first signed the necessary Consent to Act in accordance with the Corporations Act.**
3. **The ILSC Board directs the Chair to forward the relevant letter to the new Director.**
4. **The ILSC Board nominates the Chair as the ILSC's representative to sign any resolution required to give effect to the above resolution.**

Actions:

1. Chair to write to Ms T Stroud acknowledging appointment to PPPL Board.
2. Ms T Stroud to complete *Consent to Act* form.
3. Company Secretary, PPPL to advise ASIC of new Company Director.
4. Directors to review ILSC Subsidiary Board membership at February 2021 Board meeting.

Ms T Stroud rejoined the meeting at 3:26 ACST

6. SUBSIDIARY UPDATES

6.1 Primary Partners Pty Ltd (PPPL)

As Director Martin was not present at the last Board meeting, Director Crossin presented a verbal update on the progress of PPPL. Director Crossin informed Directors of the following matters:

- Circular Resolution to sign-off on financials
- ARC working re OHS
- Enterprise Agreement expired – paid 1 July
- Analysis prepared on number of employees within PPPL
- Hodgson Downs – a large amount of work has been completed
- Actions Arising yet to be completed

Action:

PPPL CEO, Ms T Stroud to provide a written report at each Board meeting.

7. SUPPLEMENTARY READING**7.1 ILSC Subsidiaries Management Reports**

- 7.1.1 Voyages Indigenous Tourism Australia Pty Ltd
- 7.1.2 National Centre of Indigenous Excellence Ltd

7.2 Reports for Information

- 7.2.1 Power of Attorney Register
- 7.2.2 Common Seal Register

8. OTHER BUSINESS**8.1 Home Valley**

Director Crossin enquired as to transition of management arrangements for Home Valley Station from Voyages to the ILSC. General Board discussion ensued on the licence and lease arrangements. The Acting GCEO will provide further clarification and transition management plans at the December Board meeting.

Action:

Acting GCEO to provide a full update to the Board at December meeting.

8.2 THOM report

The Chair advised Directors that he had received the THOM report which had been forwarded to Directors under separate cover. In order that a response be prepared and forwarded to the MIA by the return date of 4 November, 2020, the Chair has recommended Directors meet in an *Out of Session* meeting scheduled for Wednesday, 28 October. A draft response Memorandum has been prepared by the Group General Counsel for Directors' review prior to Wednesday's meeting for their input or otherwise. Owing to the confidential and sensitive nature of the item, the Group General Counsel and Minute Taker have been invited to attend the Out of Session meeting.

8.3 Mogila Update

The Group General Counsel updated the Board on the vacant possession of the Mogila and Currawillinghi Stations, and is awaiting receipt of draft proceedings. In the interim, Mr M Anderson has served a claim for adverse possessory title to the ILSC. The ILSC has since written to the Registrar, Lands concerning his occupation.

Court proceedings are otherwise underway and will occur in due course. The Group General Counsel will continue to keep Directors abreast of proceedings.

Action:

Acting GCEO to prepare a briefing update for Director Ah-See.

At 4:04 ACST and with no further items of business, the Chair moved the meeting into an '*in Camera*' session.

The Group General Counsel was invited to attend the '*In Camera*' session.

The '*In Camera*' concluded and the meeting closed at 4:35 ACST.



Mr Edward Fry
Chair

Board-in-Confidence

ILSC BOARD MEETING No 263

Wednesday, 21 October 2020 commencing at 10:30 am ACST
To be held by Microsoft Teams

Board Members:

Edward Fry (Chair)
Patricia Crossin
Bruce Martin
Donna Odegaard, AM
Roy Ah-See
Daniel Tucker, AM

AGENDA

| | | <i>Discussion Leader</i> |
|-----------|---|--------------------------|
| 1. | STANDING AGENDA ITEMS | |
| | 1.1 Apologies/Approved Leave of Absence | Chair |
| | 1.2 Declarations of Conflict of Interests | Chair |
| | 1.3 Minutes of Previous Meetings | Chair |
| * | 1.3.1 Meeting No. 260 of 24 August 2020 | |
| * | 1.3.2 Meeting No. 261 of 31 August 2020 | |
| * | 1.3.3 Meeting No. 262 of 23 September 2020 | |
| | 1.4 Actions Arising Status Report | Chair |
| | 1.5 Chair's Report | Chair |
| | 1.6 A/GCEO's Report (incl Yamanah update; COVID-19 update; New Harvest; Compliance Docs – CP, AP, NILSS) | A/GCEO |
| 2. | STRATEGY, POLICY, LEGISLATION, STAKEHOLDERS | |
| * | 2.1 ILSC Board Charter | GGC |
| | 2.2 ILSC Board Strategic Planning | A/GCEO |
| * | 2.3 ILSC Group Policy on the Registration or Disruption of Indigenous Heritage Places | A/GCEO |
| 3. | MANDATE AND INVESTMENTS | |
| | 3.1 Land Acquisitions and Grants | |
| * | 3.1.1 Decision to Grant - Mimosa Station, Qld | A/GCEO |
| * | 3.1.2 Consent to Leasing – Waterfall, SA | A/GCEO |
| | 3.2 Land Management Investments - Nil | |
| * | 3.3 Divestments | |
| | 3.3.1 NCIE - Divestment Plan Progress Update | |
| | 3.3.1.1 Att A - NCIE - Divestment Plan Progress Update (KPMG) | |
| 4. | FINANCE, RISK AND COMPLIANCE | |
| | 4.1 ILSC Group Financial Performance Report (August) incl Att 2-7 | |
| | 4.1.1 Att 1 - ILSC Group Financial Performance Report (August) | |
| 5. | GOVERNANCE AND ADMINISTRATION | |
| | 5.1 Audit and Risk Committee | M Storti |
| | 5.1.1 Att A – ARC Minutes of Meeting No. 97 | |

5.1.2 Att B – Appendix B RMG 202 (A Guide to CCE’s on the role of Audit Committees)

5.1.3 Att C – Audit and Committee Charter

5.2 Remuneration and Nomination Committee

RANC

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5.2.1 Reappointment of Voyages Director and Chair – Mr R Allert

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5.2.2 Reappointment of ARC Committee Member – Ms P Crossin

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5.2.3 Appointment of Primary Partners Director - Ms T Stroud

6. SUBSIDIARY UPDATES

6.1 Primary Partners Pty Ltd

Dir Martin

7. SUPPLEMENTARY READING

7.1 ILSC Subsidiaries Management Reports

7.1.1 Voyages Indigenous Tourism Australia Pty Ltd

7.1.2 National Centre of Indigenous Excellence Ltd

7.2 Reports for Information

7.2.1 Power of Attorney Register

7.2.2 Common Seal Register

8. OTHER BUSINESS

Chair

9. NEXT MEETING – Wednesday, 9 December 2020

*** Decision required**

A/GCEO – Acting Group Chief Executive Officer (Tricia Stroud)

GCFO - Group Chief Financial Officer (David Silcock)

ARC - Chair, Audit and Risk Committee (Maria Storti)

GGC - Group General Counsel (Trevor Edmond)

RANC - Chair, Remuneration and Nomination Committee (Edward Fry)

CHAIR – Chair, ILSC (Edward Fry)

ILSC BOARD MEETING NO 268

Held through Microsoft Teams

Wednesday, 9 December 2020 at 12:30 pm ACST

MINUTES

ATTENDANCE:

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

APPROVED LEAVE OF ABSENCE:

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|----------------------|----------|
| Mr Daniel Tucker, AM | Director |
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The following attended all or part of the meeting:

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| Ms Tricia Stroud | Acting GCEO |
| Mr Trevor Edmond | ILSC Group General Counsel |
| Mr David Silcock | ILSC Group Chief Financial Officer |
| Mr Tim Larkin | ILSC Executive Director, Program Delivery |
| Ms Angela Keane | ILSC Minute taker |

A copy of the agenda is attached.

The Chair (**Chair**), Mr E Fry welcomed Directors and declared the meeting open at 12:38 pm ACST having noted a quorum of Directors was present. Director Martin has not responded.

1. STANDING AGENDA ITEMS

1.1 Apologies/Approved Leave of Absence

The Chair advised Directors that the absence of Director Martin from a number of Board meetings has been duly handled.

The Chair advised that owing to an unforeseen and urgent family matter, Director Tucker's absence from today's meeting be noted as approved leave of absence. Directors resolved to approve Director Tucker's leave of absence.

1.2 Declaration of Conflicts of Interest

1. Dr Odegaard advised the Chair she had several conflicts of interest to declare and would advise the Secretariat accordingly. She also acknowledged that her son is currently an employee at IBA.
2. Director Ah-See reminded the Chair he is no longer a Director on the Board of IBA.
3. Chair, Mr Fry advised he has acquired stock in Metalicity Limited.

Owing to five sets of Minutes (Directors only) waiting for approval, the Acting GCEO, Ms T Stroud left the meeting at 12:43 pm ACST

1.3 Minutes of the Previous Meetings

- 1.3.1 Minutes of Meeting No. 263 held 21 October, 2020 (Directors only) were approved as a true and correct record.
- 1.3.2 Minutes of Meeting No. 264 held 28 October, 2020 (Directors only) were approved as a true and correct record.
- 1.3.3 Minutes of Meeting No. 265 held 6 November, 2020 (Directors only) were approved as a true and correct record subject to the following amendment: Director Odegaard is a *Member of the Larrakia Nation Aboriginal Corporation and Beneficiary of the Larrakia Development Corporation* in lieu of *Beneficiary of Larrakia Nation and Larrakia Development*.
- 1.3.4 Minutes of Meeting No. 266 held 9 November, 2020 (Directors only) were approved as a true and correct record.
- 1.3.5 Minutes of Meeting No. 267 held 16 November, 2020 (Directors only) were approved as a true and correct record.

Action:

1. The Chair reminded Directors to continually update the Secretariat (in writing) of what company's/organisations to which they are members (or alternatively hold stock) which may incite a conflict of interest to the ILSC or any of its subsidiaries.

Acting GCEO, Ms T Stroud re-joined the meeting at 12:47 pm ACST

1.4 Actions Arising Status Report

The Chair and Acting GCEO, Ms T Stroud (**Acting GCEO**) spoke to the Actions Arising Status Report as presented. Several queries from Directors were presented as follows:

1. Timber Creek – Item Nos. 242-22 and No. 253-03 – Director Crossin requested that this matter be placed on the Agenda for the forthcoming Strategy Day. In the meantime, Timber Creek entries are to be consolidated and to remain on the listing for the present.
2. Carbon - Item No. 257-01. Director Crossin requested a paper on strategy outlining how the ILSC could venture into this area. Acting GCEO advised she has an established working group who are working on the matter.
3. Voyages – Item No. 265-08 – Director Crossin advised she was yet to receive correspondence from the Chair.

Actions:

1. Acting GCEO to include Timber Creek on the Agenda for the next Strategy Day.
2. Acting GCEO to distribute info re Carbon Working Group. Director Crossin requested a paper on strategy as to how the ILSC can venture into this space. Item to remain as 'live action' on Actions Arising.
3. Secretariat to enquire re Letter from Chair to Director Crossin re Voyages Director.

1.5 Chair's Report

The Chair spoke to the contents of his report. Following, the Chair invited comment from Directors.

Director Crossin asked the Chair if he could elaborate on the Wu briefing. The Chair provided an update on the issues surrounding ARR and its divestment, in addition to the rationale on the divestment of land and ILSC Group investments generally.

With respect to the Chair's correspondence addressed to Mr Rick Allert re Anangu Communities Foundation, Director Crossin asked it be noted this presented another missed opportunity for an Indigenous person to be a member on a Board. Additionally, this may have been an opportunity for an Indigenous staff person to benefit from Board exposure. The Chair explained that the construct of the Anangu Foundation is the responsibility of Voyages, and not of the ILSC.

The Board noted the information contained in the report.

1.6 Acting GCEO's Report

The Acting GCEO took the paper as read and provided an update on a number of existing matters.

Several questions were directed to the Acting GCEO. Of note, Director Crossin enquired as to why the ILSC Core LTIFR numbers had spiked during the August-October 2020 period. The Acting GCEO took on notice. Director Crossin further queried Voyages LTIFR noting that accommodation at ARR had halved during the reported period. Acting GCEO to report back to the Board.

Actions:

1. Re divestment - Acting GCEO to identify where the gaps are and enquire as to how to divest in quicker timeframe. Chair to take off-line with Acting GCEO.
2. Acting GCEO to provide the Board with an updated independent valuation of Warriparinga.
3. Acting GCEO to identify why the ILSC Core LTIFR spiked during August-October 2020 period.
4. Acting GCEO to provide further brief on Voyages LTIFR.

The Board noted the information contained in the report.

3. STRATEGY, POLICY, LEGISLATION, STAKEHOLDERS

3.1 National Indigenous Land and Sea Strategy (NILSS) Refresh

The Acting GCEO provided the Board with a copy of the NILSS Discussion Paper and updated Directors on the consultative process. She advised that the Discussion Paper had been prepared in conjunction with internal and external participation. Furthermore, she explained that the consultative process had commenced with

direct targeting of stakeholders who have been invited to prepare submissions. The Acting GCEO provided Directors with an open invitation for them to participate with stakeholders and/or clients if they so choose. The draft NILSS Discussion Paper will be presented to the Board for consideration at the Strategic Planning Day in February 2021.

The Chair invited comment from Directors. Director Crossin requested that the person/s responsible for the presented paper be commended on the content.

Director Ah-See acknowledged that he was not entirely familiar with the ILSC's divestment process and suggested an educational session be an Agenda item at the Pre-Strategy Day.

Action:

1. Acting GCEO to advise Ms R Hayden and her team on the commendation from the Board.
2. Acting GCEO and Group General Counsel, Mr T Edmond (**GGC**) to include on Agenda for forthcoming Pre-Strategy Day the pros, cons and foreseeable challenges of the ILSC's divestment process.
3. Acting GCEO to provide a refresher induction on two or three important aspects of the business. Acting GCEO to further develop ongoing information sessions several times during the year.
4. Acting GCEO to circulate 10 top ILSC issues that Directors would like exposure on.

The Board noted the information contained in the paper.

At 2:12 pm ACST the Chair asked Directors for a short break. The meeting reconvened at 2:57 pm ACST.

Group CFO, Mr D Silcock joined the meeting at 2:57 pm ACST

2. FINANCE, RISK AND COMPLIANCE

2.1 ILSC Group Financial Performance Report

The Group CFO, Mr D Silcock (**Group CFO**) spoke to the contents of his paper providing a full performance update as at 31 October 2020. Mr Silcock stated that solvency continues to remain a key financial risk. He advised that the ILSC Group continues to remain in a position where it is able to pay their debts if and when they fall due. However, in the current environment, there remains significant uncertainty to forecasts which management continue to monitor. He informed Directors that Voyages preliminary result had proved better than forecasted results. Mr Silcock advised that management continue to work with NIAA in securing a second support funding package which would be forthcoming, however timing is yet to be confirmed.

Director questions followed with both the Chair and Group CFO responding appropriately.

The Board noted the information contained in the papers.

2.2 FY21 Review

The Group CFO provided the Board with the latest financial information and sought their approval in considering the need for change to the FY21 Budget funding allocations which were previously approved at 31 August 2020 meeting. Mr Silcock further provided an update on the latest assumptions and forecasts highlighting four specific areas in the protection of solvency across the ILSC Group. Mr Silcock informed Directors that Management have reviewed and propose the introduction of a commitments-based approach for Legislated Mandate activities which will enable more certainty of funding principally for future planning purposes. He explained that a commitments-based approach will provide program delivery across a 3-year period and recommended to Directors their approval in this change in approach.

Director questions ensued regarding the commitments-based budgeting with both the Group CFO and Chair responding accordingly.

Resolved:

ILSC Board resolved to note and approve the following resolutions:

1. Notes the content of this paper.
2. Notes the ILSC AGCEO and GCFO recommendations:
 - a. To maintain the FY21 Budget funding allocations and specific cash reserves previously approved by the Board at its 31 August 2020 meeting;
 - b. In relation to the \$7m of approved funding for Voyages, to formulate and agree a repayment plan in the future only once Voyages' operating and financial positions are more assured;
 - c. In relation to an additional \$1.7m of Voyages IET funding requirement being identified, not to provide funding in the form of cash, but to apply against the intercompany debt owed by Voyages to ILSC;
 - d. In relation to NCIE, for ILSC management to work with NCIE management to re-purpose some budgeted funding towards building maintenance and digital transformation; and
 - e. In relation to ILSC Administration and Strategic Reforms/ Priorities, that management ensures that any future savings, as determined, are re-allocated across this group of activities or to the broader ILSC group, as required.
3. Approves up to an additional \$0.8m of the cash reserve to be made available to Agribusiness Operations to be drawn when required in FY21.
4. Endorses the ILSC AGCEO and GCFO proposal to introduce a commitments-based budget for Legislated Mandate activities whereby funds are reserved for unspent commitments on a rolling three-year basis.

2.3 Updated Schedule of Delegations

The Group CFO spoke to the paper and briefed the Board on several necessary amendments to the existing Schedule of Delegations. It was noted these amendments have primarily come about through updates in staff positions across the ILSC Group.

Resolved:

ILSC Board resolved to approve the following resolutions:

1. To revise the Positions contained within the ILSC Schedule of Delegations as per the attachment to this paper (Attachment A); and
2. That the Common Seal of the Indigenous Land and Sea Corporation be affixed to the Instrument of Delegation in the form provided at Attachment B.

4. MANDATE AND INVESTMENTS

4.1 Infrastructure Investment Opportunities – ILSC-Held Properties

Following a Board request at the October meeting, the Acting GCEO provided a brief on current infrastructure opportunities noting that this query had come about to consider if the ILSC could benefit from a potential government stimulus package in response to COVID-19. Ms Stroud outlined that whilst government funding programs might include small scale property-based infrastructure upgrades, stimulus programs are generally targeted at larger scale infrastructure projects with significant community or regional impact. Presently, the ILSC does not have infrastructure projects of this scale, however, if requested, this could be undertaken but would require further resourcing. She outlined to Directors that such activity would only be recommended if potential funding sources had already been identified and would otherwise require significant consultation with local Indigenous interests. She clarified that Management would continue to keep an eye on Government infrastructure opportunities ie investment packages for dams, bridges etc., however, it was noted there are not a great number of COVID-19 stimulus packages for ILSC related properties.

The Board noted the information contained in the paper.

Action:

1. Acting GCEO to provide a 'lessons learnt' paper incorporating the carrying of assets and how these have impacted the ILSC's budget mandate.

Mr T Larkin joined meeting at 3:42 pm ACST

4.2 NCIE Divestment Strategy

The Acting GCEO took the paper as read and introduced Mr T Larkin, Executive Director, Program Delivery who provided a presentation to Directors; a request previously made by the Board at its 21 October meeting.

Following the presentation the Acting GCEO sought the Board's 'in principle' approval in the divestment of 160-202 George Street, Redfern, NSW (**NCIE**)

(Property) to the New South Wales Aboriginal Land Council (NSWALC); and to consent to develop a conditional Divestment Deed between the ILSC and NSWALC over the governing of the conditional granting of the Property. The Divestment Deed serving as assurance to the NSWALC that the ILSC will divest and transfer the Property after all agreed conditions have been met. As previously noted to the Board, the NSWALC are the only Indigenous controlled and representative body with the financial capacity, capability and statutory purpose to own, manage and invest in the Redfern asset and who have access to statutory funding from the NSW Government. As an *aide memoire* to Directors, since October 2006 the ILSC has invested \$65 million into the Property and subsidised operations of NCIE Limited (Company) by approximately \$2-3 million per annum. As such, maintaining the Property represents a significant risk/liability for the ILSC.

There was also discussion as to the impact any divestment would have on the Company. It was noted that the proposal was for the ILSC to seek expert third party advice on the options available to transition the Company and have that presented to the Board in 2021.

The GGC outlined that two ILSC Board Directors in attendance (Directors Ah-See and Odegaard) are current Directors on the NCIE Limited Board, thus confirming a conflict of interest and abstention from voting on Resolution No. 4.

It was noted that Resolutions 1-3 all Directors were resolved.

It was further noted that Resolution No. 4, Directors Ah-See and Odegaard abstained from voting. Directors Fry and Crossin agreed to vote and approve the resolution.

Resolved:

ILSC Board resolved to note and approve the following resolutions:

1. **Note the contents of this paper.**
2. **Approves an 'in principle' divestment of the property at 160-202 George Street, Redfern, NSW to NSWALC.**
3. **Approves the development of a conditional Divestment Deed between the ILSC and NSWALC, to support the granting of the property, on terms and conditions to be approved by the ILSC Board at its meeting of February 2021.**
4. **Note that ILSC management will present to the Board at its February 2021 meeting a Terms of Reference to engage an independent consultant to assess and prepare options and recommendations on the future of the National Centre of Indigenous Excellence Limited.**

Mr T Larkin left the meeting at 4:21 pm ACST.

4.3 Home Valley Station Transition - EOI Process.

The Acting GCEO provided a brief on the progress on the Expressions of Interest (EOI) currently underway for the new management of Home Valley Station (HV8) tourist operation following the transfer of management from Voyages. Ms Stroud explained that the EOI process was primarily to identify a suitable management company who

will seek to improve the financial performance of the business and support improved engagement with Traditional Owner groups, with an extended view toward divesting. Ms Stroud advised that eight EOI's had been received with four progressing to the shortlist. Five submissions have now been received from the shortlisted operators and following assessment on each operator against the outlined selection criteria, a preferred operator will be selected. With terms and conditions agreed upon, a final recommendation will be provided to the ILSC Board.

The Board noted the information contained in the paper.

Action:

1. Acting GCEO to return to the Board with a final recommendation.

4.4 Land Restoration Funding Update

The Acting GCEO provided an update to Directors on the Land Restoration Fund projects, in particular that of the Central Cape York Fire and Mimosa Station Tree Planting projects. She advised that investment agreements have been signed and completed on both projects by the ILSC and Queensland Government. In the interim, it was noted that it will take another two years to complete the required due diligence, while at the same time working in conjunction with indigenous landholders prior to formally registering the projects. It was noted that the papers as presented provided an extensive timeline for both projects.

Action:

1. Acting GCEO to continue to appraise the Board on progress.

The Board noted the information contained in the paper.

4.5 ILSC Investment Footprint

The Acting GCEO provided an update on the *Our Country Our Future (OCOF)* investment program throughout the 2015-2020 period. Ms Stroud highlighted the ILSC's position in investing equally in its management and acquisition functions. She outlined that investment has been in land management in concentrated remote and rural areas in line with the ILSC's mandate, whilst acquisition activities pertain to urban focus. Further updates will be provided to the Board to include analysis of spend by Regional Indigenous Land Strategy (**RILSS**) region, Board mandated focus areas, project types and structure.

The Board noted the information contained in the paper.

5. MANDATE AND INVESTMENTS

5.1 Yamanah Investments Pty Ltd (Option to Transfer)

The GGC updated the Board on the winding back of Yamanah Investments Pty Ltd (**Yamanah**), the possible option for the transfer of company assets and the necessary steps required to transfer such assets. Mr Edmond advised all leases and licences had been terminated or arrangements otherwise entered into. With all assets under

control, and all creditors remunerated, Management's recommendation is to deregister Yamanah. Upon Board approval, the ILSC as the sole shareholder, can now proceed with deregistration of Yamanah.

The GGC outlined that two ILSC Board Directors (Directors Ah-See and Odegaard) are current Directors on the Yamanah Board, thus confirming a conflict of interest and must abstain from voting on the proposed resolutions.

It was noted that Resolutions No. 1-3, Directors Fry and Crossin were resolved; and Resolutions No. 1-3, Directors Ah-See and Odegaard abstained from voting.

Resolved:

ILSC Board resolved to note and approve the following resolutions:

1. **Note the contents of this paper.**
2. **Resolves to proceed with the voluntary deregistration of Yamanah Investments Pty Ltd.**
3. **Appoints the ILSC Group General Counsel as the ILSC's nominee to complete all relevant documentation to implement the above resolution.**

5.2 Audit and Risk Committee

5.2.1 ARC Verbal Report

Owing to a prior commitment, the Chair, Audit and Risk Committee, Ms M Storti was unavailable to present the ARC report.

5.2.2 Appointment of Outsourced Internal Audit Service Provider

The GGC spoke to the paper seeking the Board's approval to outsource the Internal Audit and Risk Assurance Services. By way of background, Mr Edmond explained that an Expressions of Interest (**EOI**) had been released to Deloitte, Grant Thornton, KPMG, PwC and EY. In the meantime, an internal Assessment Panel was established guided by clear evaluation processes, each of which had been measured against written responses and a cost analysis rating. Following due diligence processes, it was resolved that both PwC and KPMG were chosen to present to the Assessment Panel. Following presentations from both providers, the Panel unanimously agreed that KPMG were deemed the preferred service provider.

Resolved:

ILSC Board resolved to note and approve the following resolutions:

1. **Note the contents of this paper;**
2. **Resolves to appoint KPMG as the ILSC Group Outsourced Internal Audit Provider for a term of three years commencing 1 July 2021;**
3. **Authorises the ILSC GCEO to finalise and execute the terms of engagement with KPMG.**

5.3 WHS Committee

5.3.1 WHS Committee Report (incl Review of Charter)

The Acting GCEO, Ms T Stroud provided a bi-annual summary on Management's WHS Committee. It was noted that much activity had taken place across all aspects of the business pre-and-post the COVID-19 pandemic period. It was further noted that Management have reviewed the WHS Charter, and at this point in time, have agreed no amendments are necessary.

Director Crossin acknowledged the work of Ms R Roberts, Manager, WHS and her team on the work accomplished throughout the year.

The Board noted the information contained in the paper.

Action:

1. Acting GCEO to acknowledge the WHS team on their accomplishments throughout 2020.

5.3.2 Unplanned Absence Analysis

The Acting GCEO took the presented paper as read and provided a synopsis of unplanned absences as required by the Board at their meeting of 23 October. Ms Stroud provided that Management continually monitor and report on such absences in the GCEO report.

Following Board discussion, Director Crossin questioned the number of unplanned absences (beyond the 18 days per year allowance). Acting GCEO advised she will endeavour to provide a further explanation and report back to the Board.

The Board noted the information contained in the paper.

Action:

1. Acting GCEO to provide a further explanation on unplanned absences whilst continuing to monitor.

5.4 Dissolution of ILSC Investment Committee

The Group CFO provided Directors with a background as to the reasons behind the formation of the ILSC Investment Committee since its inception in April 2018. Mr Silcock explained it was at that time that the Committee provided an additional level of support in the execution of transactions over \$2 million, and subsequently \$5 million. It is now Management's viewpoint, that with the Committee having played only a minor role in the level of involvement in ILSC operations, it was now seeking Board approval to dissolve the Committee. It was noted that the current independent Committee members are Messrs Geoff Lovell (Chair) and Nigel Renton who each receive remuneration of \$20,000 per annum.

Resolved:

ILSC Board resolved to approve the following resolution:

1. The dissolution of the ILSC Investment Committee.

5.5 Agribusiness Update (Primary Partners Pty Ltd)

See Agenda Item 6.1.3 (paper provided for information purposes).

The Board noted the information contained in the paper.

6. SUPPLEMENTARY READING (provided for information purposes)

6.1 ILSC Subsidiaries Management Reports

- 6.1.1 Voyages Indigenous Tourism Australia Pty Ltd
- 6.1.2 National Centre of Indigenous Excellence Ltd – Sept 2020
- 6.1.3 Primary Partners Pty Ltd (as per 5.5)

6.2 Reports for Information

- 6.2.1 Power of Attorney Register
- 6.2.2 Common Seal Register
- 6.2.3 Media Clips - Nil

7. OTHER BUSINESS

Director Odegaard advised the Chair she had a matter for discussion with respect to the position of Chair, Primary Partners Pty Ltd. The Chair responded the subject would be a matter for the RANC.

Action:

1. RANC to discuss the position of Chair, Primary Partners Pty Ltd at its next meeting.

7.1 Remuneration and Nomination Committee (RANC)

7.1.1 Appointment of Mr G Hunt, Director of Voyages

The RANC Chair, Mr Fry, presented the item outlining that Mr Hunt's employment as former Managing Director of Voyages ceased in late June 2020 and as such, his term as a Voyages Director ceased on the same day. Since that time Mr Hunt had not formally been a Director. In order to reflect the ongoing preference for Mr Hunt to remain as a Director at Voyages, RANC approved to vary Board Decision No. 542 removing the reference to his termination of his employment at Voyages as a ground for termination of his Directorship. Effectively this meant that Mr Hunt reverts to a non-executive Director from 1 July 2020 until 22 May 2021.

During Board discussion, it was noted that Director Crossin expressed her reservation concerning Mr Hunt's past position as Managing Director and his continuance on the Voyages Board.

Resolved:

ILSC Board resolved to approve the following resolutions:

1. Notes that the Remuneration and Nomination Committee (RANC) considered the proposal and endorsed the following recommendation.
2. To vary ILSC Board Decision No. 542 of 23 May 2019 which determines that Mr Grant Hunt be appointed a Director of Voyages for a term of two years from 23 May 2019 or the termination of his employment with Voyages, whichever first occurs by deleting the words "or the termination of his employment with Voyages, whichever first occurs".
3. As the sole shareholder of Voyages to ratify any decisions made by the Voyages Board of Directors from 1 July 2020 to the date of this resolution.
4. To direct the Chair to forward a relevant letter of appointment to advise Voyages of the decision.

Action:

1. Chair to write to Mr G Hunt, cc. Chair, Voyages acknowledging anomaly.

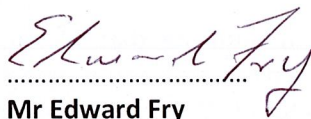
8. IN CAMERA

The Chair asked that an *In Camera* session be called and requested the Group General Counsel, Mr T Edmond remain in the room following consensus from all Directors. The *In Camera* session commenced at 5:00 pm ACST.

9. NEXT MEETING

The Chair closed the meeting at 5:05 pm ACST when Director Crossin asked to be excused.

Next meeting of the ILSC Board is to be held on Wednesday, 17 February 2021.



Mr Edward Fry

Chair

Board-in-Confidence

ILSC BOARD MEETING No 268

Wednesday, 9 December 2020 commencing at 10:00 am AEST
To be held via Microsoft Teams

Board Members:

Edward Fry (Chair)
Patricia Crossin
Bruce Martin
Donna Odegaard, AM
Roy Ah-See
Daniel Tucker, AM

AGENDA

Discussion Leader

- | | | |
|-----------|---|-------|
| 1. | STANDING AGENDA ITEMS | |
| | 1.1 Apologies/Approved Leave of Absence | Chair |
| | 1.2 Declarations of Conflict of Interests | Chair |
| | 1.3 Minutes of Previous Meetings | Chair |
| * | 1.3.1 Meeting No. 263 of 21 October 2020 (Directors Only) | |
| * | 1.3.2 Meeting No. 264 of 28 October 2020 (Directors Only) | |
| * | 1.3.3 Meeting No. 265 of 06 November 2020 (Directors Only) | |
| * | 1.3.4 Meeting No. 266 of 09 November 2020 (Directors Only) | |
| * | 1.3.5 Meeting No. 267 of 16 November 2020 (Directors Only) | |
| | 1.4 Actions Arising Status Report | Chair |
| | 1.5 Chair's Report | Chair |
| | 1.6 A/GCEO's Report | AGCEO |
| 2. | FINANCE, RISK AND COMPLIANCE | |
| * | 2.1 ILSC Group Financial Performance Report (incl Att 2-7) | GCFO |
| | 2.1.1 Att 1 - ILSC EOM Finance October 2020 | |
| * | 2.2 FY21 Budget Review | GCFO |
| * | 2.3 Updated Schedule of Delegations (incl Att A) | GCFO |
| | 2.3.1 Att B - Updated Schedule of Delegations | |
| 3. | STRATEGY, POLICY, LEGISLATION, STAKEHOLDERS | |
| | 3.1 National Indigenous Land and Sea Strategy (NILSS) Refresh | AGCEO |
| 4. | MANDATE AND INVESTMENTS | |
| | 4.1 Infrastructure Investment Opportunities – ILSC Held Properties | AGCEO |
| * | 4.2 NCIE Divestment Strategy | AGCEO |
| | 4.2.1 Att A - NCIE Development Strategy | |
| | 4.3 Home Valley Station Transition – EOI Process (incl Att C) | AGCEO |
| | 4.3.1 Att A - Home Valley Station – EOI Release | |
| | 4.3.2 Att B - Home Valley Station - Information Memorandum | |
| | 4.4 Land Restoration Funding Update | AGCEO |
| | 4.4.1 Att A - Land Restoration Funding Agreement (past Board paper) | |
| | 4.5 ILSC Investment Footprint (incl Att A) | AGCEO |

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|-----------|---|------------|
| 5. | GOVERNANCE AND ADMINISTRATION | |
| * | 5.1 Yamanah Investments Pty Ltd (Option to Transfer) | GGC |
| | 5.2 Audit and Risk Committee | |
| | 5.2.1 ARC Verbal Report | Chair, ARC |
| * | 5.2.2 Appointment of Outsourced Internal Audit Service Provider | GGC |
| | 5.3 WHS Committee | |
| | 5.3.1 WHS Committee Report (incl Charter) | AGCEO |
| | 5.3.2 Unplanned Absence Analysis | AGCEO |
| * | 5.4 Dissolution of ILSC Investment Committee | GCFO |
| | 5.5 Agribusiness Update (Primary Partners Pty Ltd) | AGCEO |
| 6. | SUPPLEMENTARY READING | |
| | 6.1 ILSC Subsidiaries Management Reports | |
| | 6.1.1 Voyages Indigenous Tourism Australia Pty Ltd - Various | |
| | 6.1.2 National Centre of Indigenous Excellence Ltd – Sept 2020 | |
| | 6.2 Reports for Information | |
| | 6.2.1 Power of Attorney Register | |
| | 6.2.2 Common Seal Register | |
| | 6.2.3 Media Clips | |
| 7. | OTHER BUSINESS | Chair |
| 8. | IN CAMERA | Chair |
| 9. | NEXT MEETING | Chair |
| | Tuesday, 16 February 2021 (Strategy Day) | |
| | Wednesday, 17 February 2021 (Board Meeting) | |

*** Decision required**

CHAIR – Chair, ILSC (Edward Fry)

GGC - Group General Counsel (Trevor Edmond)

ARC - Chair, Audit and Risk Committee (Maria Storti)

AGCEO – Acting Group Chief Executive Officer (Tricia Stroud)

GCFO - Group Chief Financial Officer (David Silcock)