



Board Meeting AGENDA

Date: Wednesday 22 May 2024 10:00am - 4:00pm (ACST)

Venue: Borroloola Trade Centre

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| 10:00am | <p>1. Welcome and Introductions</p> <ol style="list-style-type: none">1.1. Welcome / Acknowledgment of Country1.2. Members Present - Marlene Karkadoo, Alan Baker, Noel Dixon, Samuel Evans, Nikita Baker, Elizabeth Gillett, Emily Evans, Shaun Hart, Jake Quinlivan, Sam Strohmayer, Mike Burgess, Sharon Hillen, Jim Gleeson, Hayley Seears (Project Officers), Tracy Jones (MRM)1.3. Apologies - Corrine Coombes1.4. Director attendance and conflicts of interest1.5. New nomination for Yanyuwa male rep - Shaun Hart (Blocker) <p>Presentations</p> <ul style="list-style-type: none">• Tim Maddock - Deloitte• Steve McAllan - Youth and Community Coordinator• Suzanne Archbold - Advisory HQ• Patrick Cozens - Cozens Johansen• Gabriel Waterford and Melanie Beacroft - Purple House |
| 10:05am | <p>2. Minutes and Actions from previous meeting</p> <ol style="list-style-type: none">2.1. POs to advise Deloitte of the Term Deposit resolution to transfer to Morgans. Complete2.2. POs to advise Deloitte/Morgans to begin process to exit Mercer fund. Complete - awaiting set up of accounts2.3. POs to undertake process to formally engage Morgans and for fund management Complete2.4. POs to advise Cozens Johansen to undertake the legal review of the Morgans documents. Complete - advice was provided to Investment sub-committee, no red flags raised by Cozens Johansen and any issues rectified2.5. POs to advise Cozens Johansen to develop a Terms of Reference for the investment sub-committee regarding delegation In progress2.6. POs to work with Corrine, Mike and Jake on the requirements to set up the accounts Complete - awaiting final set up2.7. POs to continue working with Cozens Johansen and AdvisoryHQ on entity establishment. In progress - for update today2.8. Plan C/SM to prepare funding application to the NIAA In progress2.9. SE to suggest name options for the CBT Youth and Community Program at the next board meeting. In progress2.10. POs to contact local NIAA rep re the funding application progress Complete - for discussion today2.11. POs to draft a letter to Minister Burney regarding the CBT Development and circulate to Directors for approval Not complete - for discussion today2.12. POs to action conflicts of interest and attendance tracking in the next board meeting Complete2.13. POs to circulate a link to the Arrkula Yinbayarra album for purchase/listening Complete |

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| | <p>2.14. POs to advise grant recipients of board decisions to rescind Complete</p> <p>2.15. POs to remind grant recipients about acknowledging CBT contributions to projects Complete</p> <p>2.16. JQ to have conversations with Department of Education and Borrooloola School regarding funding arrangement and bring information back to the Board Complete - update from Jake</p> <p>2.17. POs to work with the local Directors / community to understand the aspirations for camps on Country In progress - JG to provide update</p> <p>2.18. POs to provide feedback to funding applicants and advise of board decisions. Complete</p> <p>2.19. POs to continue progressing the signage for Borrooloola In progress</p> <p>2.20. POs to circulate link to the new CBT website for comment Complete - website has been published. Can still be edited as required.</p> <p>2.21. POs to identify community director requirements as per the constitution In progress</p> <p>2.22. POs to follow up in Director IDs In progress</p> <p>2.23. POs to circulate the minutes from the steering group meeting regarding town camp roads Complete - refer Other Business</p> <p>2.24. POs to work with local Directors to determine the best approach for a community event Community lunch today</p> <p>Actions from previous meetings:</p> <ul style="list-style-type: none"> • JQ to action the economic development contribution from NTG Not complete - awaiting financial close for CBT Development • POs to work with Cozens Johansen to establish TOR for CBT Development subcommittee In Progress • POs to work with Campaign Edge Sprout on some media for various projects In Progress • POs to arrange a community information session for new community Director In Progress • POs to make application to the Place Naming Committee to change name of Searcy Street - appropriate name needs to be determined and the process for this requires significant engagement • POs to continue engaging with Purple House on the plans for integrating with CBT Development In progress • POs to seek advice from Cozens Johansen on new entity structure for CBT Development In progress • POs to continue to work on the place names for the signage strategy In progress • Local Directors to determine if the suggested name for the CBT Development is appropriate through engagement with community and families In progress • POs to continue to follow up on the Director IDs In progress • POs and local Directors to seek nominations for the CBT local male community representative In progress • Acquittal of sports courts In progress |
| 10:15am | <p>3. Presentation - Finance and Operations Tim Maddock, Deloitte</p> <p>3.1. Quarterly Board Report</p> <p>3.2. Term Deposit</p> <p>3.3. Mercer Update</p> |
| 10:30am | <p>4. Investment Strategy</p> <p>4.1. Fund Management update</p> <p>4.2. Investment sub-committee delegation</p> |
| 10:45am | <p>5. Youth and Community Program Steve McAllan, Youth and Community Coordinator</p> <p>5.1. Update on the Youth and Community Program</p> <p>5.2. Menzies School of Health Research</p> |

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| | <ul style="list-style-type: none"> 5.3. NIAA funding request 5.4. Name for the program |
| 11:00 | <p>6. Youth and Community - new entity establishment Patrick Cozens and Suzanne Archbold</p> <ul style="list-style-type: none"> 6.1. Entity establishment update 6.2. Aboriginal Community Controlled Organisation - Child and Family Centre 6.3. Special General Meeting at 3:15pm |
| 11:15am | MORNING TEA |
| 11:30am | <p>7. CBT Development</p> <ul style="list-style-type: none"> 7.1. NIAA Funding Agreement Negotiations 7.2. Revised business case and costings 7.3. Next Steps |
| 12:20pm | <p>8. Current Grants / Project Management</p> <ul style="list-style-type: none"> 8.1. Completed / Acquitted Grant Projects <ul style="list-style-type: none"> 8.1.1. Archie Roach Foundation - Arrkula Yinbayarra 8.1.2. Borroloola Amateur Race Club - Rodeo Grounds Upgrades 8.1.3. Vulcana Women's Circus - Youth Circus and Empowerment 8.2. Approved Grant Projects <ul style="list-style-type: none"> 8.2.1. Mabunji Li-Anthawittiyarra Sea Ranger Unit - Fauna Monitoring on Maria and North Island NT - acquitted up to Milestone 7 - one payment remaining 8.2.2. Borroloola School Breakfast Program 2021-2024 - acquitted to Milestone 6 - one payment remaining. New application for pre-school program. 8.2.3. RGRC Sports Courts - acquitted to Milestone 1 - <i>Overdue</i> - acquittal in progress 8.2.4. RGRC Healthy Pets Healthy Communities 2022-2024 - acquitted to Milestone 3 8.2.5. Borroloola School - Two Way Learning Program 2023-2024 - acquitted to Milestone 4 8.2.6. Mabunji Li-Anthawittiyarra Sea Ranger Unit - Indigenous Knowledge Trailer - acquitted to Milestone 2 8.2.7. Borroloola School - Community Activities for Adults - acquitted to Milestone 1. Program now being run by the youth program. Program to be cancelled. 8.2.8. GYRACC - Virtual Reality Exhibition Waralungku Arts Centre - acquitted to Milestone 1 - seeking extension to timeframe to complete project by October, exhibition to occur in September 8.2.9. Waralungku Arts - Supplies and Equipment - acquitted to Milestone 1 8.2.10. Flinders University - Archaeology on Marra Country - acquitted to Milestone 1 8.2.11. John Moriarty Foundation - 2024 Football Program - acquitted to Milestone 1 8.2.12. Artback NT - 2024 Program - agreement executed 8.2.13. Waralungku Arts - Markets and Promotional Events 2024 - awaiting funding agreement |
| 12:30pm | <p>9. Future Grants / Applications</p> <ul style="list-style-type: none"> 9.1. Expressions of Interest <ul style="list-style-type: none"> 9.1.1. NLC - Aerial Rubber Vine Survey Gulf of Carpentaria 9.2. Current full applications <ul style="list-style-type: none"> 9.2.1. Jarrdimba Bayamuku Aboriginal Corporation - Seven Emu Camp infrastructure 9.2.2. Borroloola School - Preschool Nutrition Program 9.2.3. Borroloola Amateur Race Club - Additional toilets |

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| 1:00pm | COMMUNITY LUNCH |
| 2:30pm | <p>10. CBT-led Projects - Project Officer updates</p> <p>10.1. Borroloola Signage Strategy - update 10.2. Campaign Edge Sprout - update</p> |
| 2:45pm | <p>11. Other business</p> <ul style="list-style-type: none"> • New male Community Director - Nomination process and update • Local Director manual/handbook • Governance Training - Cross Cultural Consultants - update • Town Camp Roads • Director Requirements ABRS - Director Identification Number • Next Board Meeting - 21 August 2024 |
| 3:00pm | Meeting Close |
| 3:15pm | SGM - CBT Youth and Community |

SPECIAL GENERAL MEETING - CBT Youth and Community Ltd ACN 673 523 405

Special resolution for CBT Youth and Community Ltd ACN 673 523 405

McArthur River Mine Community Benefits Limited as trustee for the McArthur River Mine Community Benefits Trust, as the sole member of CBT Youth and Community Ltd ACN 673 523 405, resolves in favour of the below special resolution of CBT Youth and Community Ltd ACN 673 523 405:

It is resolved that the constitution of CBT Youth and Community Ltd ACN 673 523 405 be amended as follows (in accordance with clause 9 of the constitution):

Clause 45

Clause 45 be amended from:

*45.1 The **company** must not pay fees to a director for acting as a director.*

*45.2 In addition to the above, the **company** may: pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.*

45.3 Any payment made under clause 45.2 must be approved by the directors.

*45.4 The **company** may pay premiums for insurance indemnifying directors,*

To

*45.1 The **company** must only pay fees to a director for acting as a director if:*

(a) the members of the company have resolved at a general meeting to pay the directors of the company for attendance at board meetings (and such resolution includes specifics including the amount to be paid per director per meeting); and

*(b) such payments are reasonable in all the circumstances (including the financial position of the company, and the complexity of operations of the **company**).*

45.2 In addition to the above, the **company** may: pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.

45.3 Any payment made under clause 45.2 must be approved by the directors.

45.4 The **company** may pay premiums for insurance indemnifying directors,

Explanation: Charities are generally able to pay directors sitting fees under Australian law provided that such payments are reasonable in all the circumstances (including the financial position of the company, and the complexity of operations of the company). It also needs to be clear that the predominant purpose of the company is carrying out operations (not paying directors). This is set out in more detail on the ACNC website <https://www.acnc.gov.au/sites/default/files/documents/2021-07/Download%20Remunerating%20charity%20board%20members%20%20%5BPDF%2010KB%5D.pdf>

Despite this position being clear under law (and even being on the ACNC website), when the company's solicitors went to register it for charitable status, the ACNC assessor indicated that they would not register the company as a charity unless the constitution was changed to specify that directors were not to be paid. The solicitors sought to dispute this point, noting the above legal points. The ACNC assessor did not change their mind and did not give reasons. We then decided to simply proceed as required by the ACNC assessor, and then push to change the constitution after it was registered as a charity. The purpose of this change is to effect this strategy.

We note that the Company may also wish to resolve at this general meeting to implement the director payments for attending board meetings only.

Clause 22.1

Add the following words at the end of the first sentence "(unless there is only 1 member of the company, in which case, quorum is that 1 member being present)"

Explanation: As the Company only has 1 member, this change is implied - but we should make the change at the same time as other changes.

Clause 39.7

Add a new clause 39.7 as follows:

"In determining who to appoint as a director pursuant to this clause 39, the members shall have regard to the diversity of the board of McArthur River Mine Community Benefits Limited and endeavour to ensure there is diversity in appointments of board members of the company (including diversity of age)."

Explanation: one of the CBT board members have suggested this amendment. The clause as drafted is flexible but makes clear the intent.

CBT Board meeting attendance – past 4 meetings

| # | Director | 21 June 2023 | 23 August 2023 | 22 November 2023 | 21 February 2024 | Meetings attended |
|-----|-------------------|--------------|----------------|------------------|------------------|-------------------|
| 1. | Marlene Karkadoo | | | | | 4 |
| 2. | Jake Quinlivan | | | | | 4 |
| 3. | Elizabeth Gillett | Apologies | | | Apologies | 2 |
| 4. | Emily Evans | Apologies | | | | 3 |
| 5. | Noel Dixon | | | | Apologies | 3 |
| 6. | Sam Strohmayr | | | | | 4 |
| 7. | Mike Burgess | | | | | 4 |
| 8. | Tracy Jones | Apologies | | | | 3 |
| 9. | Corrine Coombes | Apologies | Apologies | | | 2 |
| 10. | Samuel Evans | Apologies | Absent | Apologies | | 1 |
| 11. | Alan Baker | | Apologies | | Apologies | 2 |
| 12. | Nikita Baker | | Apologies | | | 3 |
| 13. | David Harvey | Apologies | Absent | Absent | | 0 |