

Rule Book Considerations for Members



GUNDITJ MIRRORING

Traditional Owners

Aboriginal Corporation

RNTBC

HOW THIS PRESENTATION WORKS



This symbol refers to ideas workshopped by the Advisory Group and provides some of their thoughts for Members to consider.



This symbol refers to the thoughts of the Special Administrator.



This symbol means that there are questions for Members to answer to provide their feedback.



ADVISORY GROUP MEMBERS

- Eileen Alberts
- Alfred Bamblett Snr
- John Bell
- Narelle Carter
- Keicha Day
- Angela North
- Hilary Saunders
- Walter Saunders
- Donna Wright



ADVISORY GROUP TWO DAY WORKSHOP

Current Rule Book

- Over the course of the two days the Advisory Group reviewed the current Rule Book, specifically looking at:
 1. Membership
 2. General Meetings
 3. Directors
 4. Contact Person
 5. Finance and Record Keeping
 6. Dispute Resolution Process
 7. DGR
 8. Native Title decisions



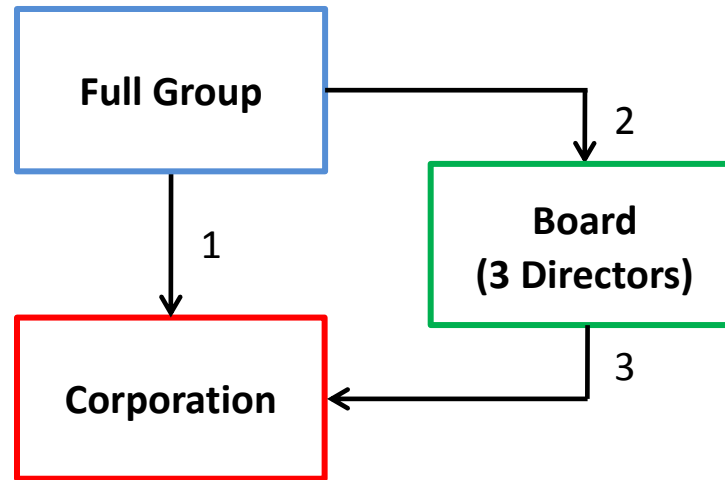
ADVISORY GROUP TWO DAY WORKSHOP

Other Corporation Matters

- The Advisory Group also workshopped:
 1. Code of Conduct
 2. Dispute Resolution Process
 3. Possible Elders' Council Role



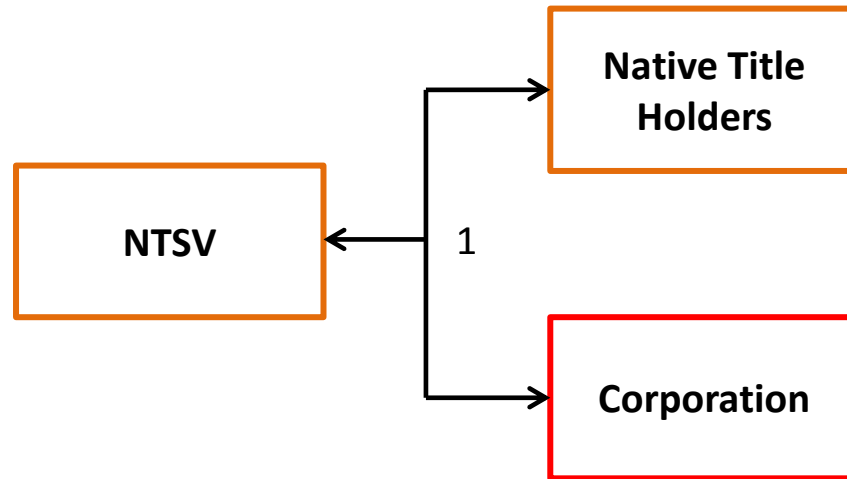
CURRENT CORPORATION STRUCTURE



1. The Full Group makes all strategic decisions for running the Corporation.
2. Full Group elects a Board of three Directors.
3. Board assists with the implementation of Full Group decisions.



CURRENT NATIVE TITLE HOLDER PROCESS

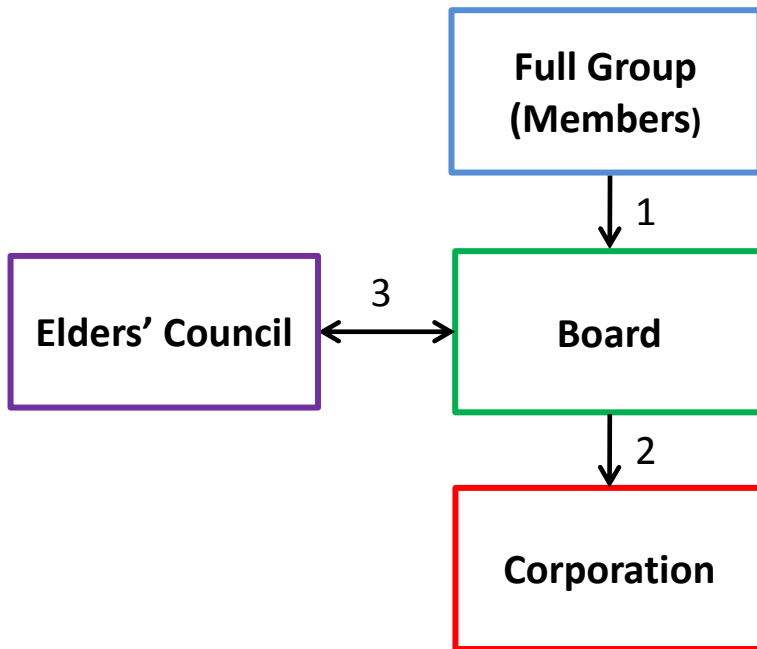


1. NTSV works with the Native Title Holders and the Corporation on Native Title Holder decisions.

This is the same process the Corporation currently uses for all decision making (except NTSV is not involved unless it's a Native Title decision).



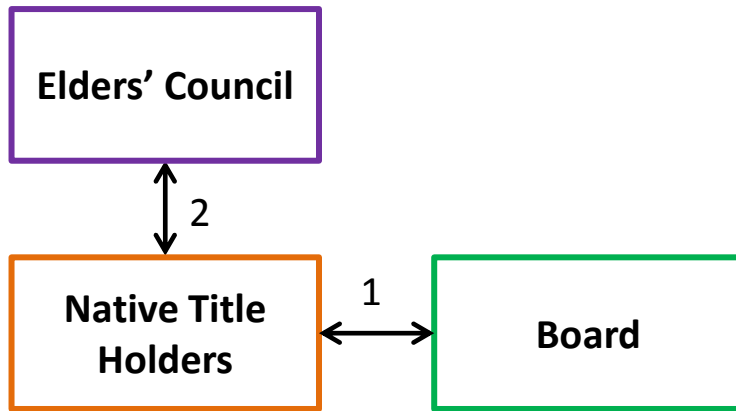
PROPOSED CORPORATION STRUCTURE



1. Members elect a Board. Number of Directors to increase (see options later).
2. Board makes strategic decisions for the Corporation.
3. Possible establishment of an Elders' Council to provide advice to the Board on cultural matters.



PROPOSED NATIVE TITLE HOLDER PROCESS



1. Board ensures Native Title Holders are consulted (via NTSV) for Native Title decisions (using same process currently used).
2. Possible establishment of an Elders' Council to provide advice to the Native Title Holders on Native Title Holder decisions.





ROLE OF MEMBERS – ADVISORY GROUP COMMENTS

Current Rule Book

- Decision making for the Corporation made by the Full Group.
- 11 Full Group meetings per year.





ROLE OF MEMBERS – ADVISORY GROUP COMMENTS

Issues Identified

- No identification of role for Elders.
- Decision making is by Full Group.
- 11 Full Group meetings per year creates substantial resource commitment for Corporation.
- Dysfunction:
 - Members avoid meetings.
 - Creates a barrier to using Full Group meeting for cultural celebrations.





ROLE OF MEMBERS – ADVISORY GROUP COMMENTS

Issues Identified (cont'd)

- Native Title decision making process not outlined – can create confusion between the role of Members and the role of Native Title Holders.
- Overwhelming information sent to Members (which is required as they are currently decision makers).
- Language used in information (not plain English).
- Confusion between Member and Director roles.





ROLE OF MEMBERS – ADVISORY GROUP COMMENTS

Considerations for Members

- Members' Full Group meetings to be minimum 4 times each year (including AGM).
- Meetings to be based on providing information and giving Members an opportunity to ask questions (rather than decision making).
- Native Title Holder decision making to be a clearly defined process written in the Rule Book (this is a different process to decisions about the Corporation).





ROLE OF MEMBERS – SPECIAL ADMINISTRATOR COMMENTS

- Agree that Members should meet less times per year for information purposes, except for AGM where Directors are elected.
- Could consider making meetings a minimum of 2 rather than 4 (can always have more if required).
- Concern there is currently no accountability for Member decisions (the CATSI Act makes Directors responsible).





MEMBER FEEDBACK – ROLE OF MEMBERS

1. How many General Meetings (Full Group meetings) do you think should be held each year as a minimum including the AGM?

2 4

2. Do you have any other comments on the role of Members?

Please complete Questions 1 and 2 on your Member Feedback Form.





ELDERS' COUNCIL – ADVISORY GROUP COMMENTS

Current Rule Book

- No recognition of Elders in the Rule Book.

Issues Identified

- Elders are a key part of traditional decision making (via lore and custom) and should possibly be in the Rule Book.





ELDERS' COUNCIL – ADVISORY GROUP COMMENTS

Considerations for Members

- Possibly establish an Elders' Council to empower Elders.
- Elders to advise Board on cultural matters.
- Native Title decisions may include consultation with Elders' Council.
- Meetings to be scheduled before Full Group meetings.





ELDERS' COUNCIL – SPECIAL ADMINISTRATOR COMMENTS

- Elders' Council can be effective, but will need to be clear on its role and power.
- Members need to agree on a definition of an Elder.
- Need to think about how descriptive the role should be. Or should it be informal, i.e. to seek advice?
- PBC Regulations say you must consult with Native Title Holders on Native Title decisions – so, does the Rule Book need to say that the Elders' Council must be consulted?
- Is it better for Members to talk to their Elders as family groups?





MEMBER FEEDBACK – ELDERS’ COUNCIL

3. Do you support the creation of an Elders’ Council?

Yes No

4. Are you an Elder?

Yes No

5. How do you think an Elder should be defined (if it is included in the Rule Book)? For example by age, etc.?
One suggestion was that Elders know who they are.





MEMBER FEEDBACK – ELDERS’ COUNCIL

6. What do you think the role of the Elders’ Council should be? For example to provide advice to the Board on cultural matters only or should the Elders’ Council also provide advice to the Native Title Holders formally during the consent process?
7. Do you have any other comments on a possible Elders’ Council?

Please complete Questions 3 to 7 on your Member Feedback Form.





NATIVE TITLE HOLDERS – ADVISORY GROUP COMMENTS

Current Rule Book

- Native Title Holders not mentioned.

Issues Identified

- Native Title Holders not mentioned (they can be).
- No clear decision making process in Rule Book for gaining consent.





NATIVE TITLE HOLDERS – ADVISORY GROUP COMMENTS

Considerations for Members

- Processes under the PBC Regulations on how the Corporation must consult with Native Title Holders be clearly written into the Rule Book.
- When consulting with Native Title Holders the traditional lores (laws) and customs must be followed in the giving of consent. This may include consultation with the Elders' Council.





NATIVE TITLE HOLDERS – SPECIAL ADMINISTRATOR COMMENTS

- The inclusion of PBC Regulations is a good move. It clarifies what the responsibilities of the Board and Corporation are in consulting with Native Title Holders.
- Need to decide whether the Rule Book should be specific about an Elders' Council (as this is outside the PBC Regulations). If it is lore and custom to consult with Elders, then is it necessary to say it in the Rule Book?





MEMBER FEEDBACK – NATIVE TITLE HOLDERS

8. Do you think how Native Title consent is gained, and the role of Elders / Elders' Council in this consent process, should be specified in the Rule Book? Or should this be flexible and determined by the Native Title Holders on a decision-by-decision basis?
9. Do you have any other comments relating to Native Title Holders in regards to the Rule Book?

Please complete Questions 8 and 9 on your Member Feedback Form.





BOARD OF DIRECTORS – ADVISORY GROUP COMMENTS

Current Rule Book

- Only 3 Directors.
- Directors must reside on country.
- Directors have obligations and responsibilities, but potentially bound to follow Member instructions.
- Limited delegation of authority.





BOARD OF DIRECTORS – ADVISORY GROUP COMMENTS

Issues Identified

- Rule Book restricts function of Directors.
- Not representative of whole membership due to limitations on number of Directors (residency, gender, age, apical ancestors, etc.).





BOARD OF DIRECTORS – ADVISORY GROUP COMMENTS

Considerations for Members

- Increase number of Directors to be more inclusive.
- Directors can reside off country.
- Directors not involved in day-to-day operations.
- Directors must ensure consultation with Native Title Holders for Native Title Holder decisions and possibly Elders' Council if agreed to.





BOARD OF DIRECTORS – SPECIAL ADMINISTRATOR COMMENTS

- Agree that the number of Directors should be increased to allow a more broad Member representation.
- Rule Book should ensure the powers of Directors can be exercised.
- Directors can be made accountable for their own decisions rather than decisions made by Members.





CHAIR – ADVISORY GROUP COMMENTS

Current Rule Book

- Members appoints Chair.

Issues Identified

- Members appointing Chair is not normal practice.

Considerations for Members

- Board appoints Chair.





CHAIR – SPECIAL ADMINISTRATOR COMMENTS

- Agree, best practice that Board elects Chair.





MEMBER FEEDBACK – CHAIR

10. Comment on your thoughts regarding the Board appointing the Corporation's Chairperson.

Please complete Question 10 on your Member Feedback Form.





BOARD MODEL OPTIONS – ADVISORY GROUP COMMENTS

All Board Options to Include

- 2 year term of Directors.
- Rotational Board (half Directors up for re-election each year).
- Maximum two terms (then one term off before can reapply).





BOARD MODEL OPTIONS – SPECIAL ADMINISTRATOR COMMENTS

- A two year term for Directors with half being up for re-election each year at the AGM allows for continuation of Corporation business (i.e. at least half the Directors on the Board will always be up to date on Corporation matters).
- Only allowing two terms before a break (i.e. 4 years maximum) allows new ideas onto the Board.





MEMBER FEEDBACK – DIRECTORS’ TERM / ROTATION

11. Do you have any comments on the terms (Directors’ term / rotation) of the Board?

Please complete Question 11 on your Member Feedback Form.





BOARD MODEL OPTION 1 – ADVISORY GROUP COMMENTS

Option #1 – 14 Directors

- 14 Directors (in recognition of 14 apical ancestors).
- Each Member has 14 votes (to vote for their chosen Board).
- Minimum of 9 apicals must be represented.
- Maximum of 3 Directors from any one apical.
- At least 3 males/females.
- Majority (i.e. 8) must reside on country.



Option 1 Pros and Cons (14 Director Board)

Pros

Greater representation of Members

Greater representation of apical ancestors (minimum 9, maximum 14)

More inclusive

Less likely to stack the Board than Option 2

Cons

All apical ancestors may not be represented in a vote





BOARD MODEL OPTION 1 – SPECIAL ADMINISTRATOR COMMENTS

Option 1 – 14 Directors

- Gives Members an opportunity to elect a broad Board of Directors.
- Minimum of 9 apicals ensures many families are represented.
- The maximum of 3 Directors from any one apical ensures that no one apical can be dominant on the Board, but enables multiple candidates from 1 apical to be elected if that's what Members choose.





MEMBER FEEDBACK – BOARD MODEL OPTION 1

12. Comment on what you like and/or dislike about Board Option 1.

Please complete Question 12 on your Member Feedback Form.





BOARD MODEL OPTION 2 – ADVISORY GROUP COMMENTS

Option 2 – 9 Directors

- 9 Directors.
- 9 different apical ancestors must be represented.
- 1 vote per Member (i.e. you vote for 1 Director only).
- Must be at least 3 males/females.
- Majority (i.e. 5) must reside on country.



Option 2 Pros and Cons (9 Director Board)

Pros	Cons
Greater representation of Members	All apical ancestors <u>will</u> not be represented in a vote
Greater representation of apical ancestors (minimum 9) than current system	Easier to stack Board than Option 1





BOARD MODEL OPTION 2 – SPECIAL ADMINISTRATOR COMMENTS

Option 2 – 9 Directors

- May rule out quality candidates if there are 2 candidates from one apical who are good choices.
- Spread of 9 Directors does however still provide a broader representation than the current 3.





MEMBER FEEDBACK – BOARD MODEL OPTION 2

13. Comment about what you like and/or dislike about Option 2.

Please complete Question 13 on your Member Feedback Form.





BOARD MODEL OPTION 3 – ADVISORY GROUP COMMENTS

Option 3 – Same as Option 1, but allows non-member Gunditjmara Native Title Holder Directors

- 14 Directors.
- Allows non-member Directors (if they are Gunditjmara Native Title Holders).
- Each Member has 14 votes (to vote for their chosen Board).
- Minimum of 9 apicals must be represented.
- At least 3 males/females.
- Majority (i.e. 8) must reside on country.



Option 3 Pros and Cons

(14 Director, Allows Non-Member Directors)

Pros	Cons
Greater representation of Members	All apical ancestors <u>may</u> not be represented in a vote
Greater representation of apical ancestors (minimum 9, maximum 14)	May be difficult to incorporate into Rule Book and implemented by Corporation
Allows those who knowingly choose not to be Members to nominate as a Director	Non-member Directors would be considered as “independent” for the purposes of the CATSI Act





BOARD MODEL OPTION 3 – SPECIAL ADMINISTRATOR COMMENTS

Option 3 – Same as Option 1, but allows non-member Gunditjmara Native Title Holder Directors

- Agreed, would be difficult to potentially write into the Rule Book.
- Also question why the Members would want to elect Directors who do not want to be Members.





MEMBER FEEDBACK – BOARD MODEL OPTION 3

14. Do you think that Gunditjmara Native Title Holders who do not want to be Members of the Corporation should be eligible to be Directors?

Please complete Question 14 on your Member Feedback Form.





BOARD MODEL OPTION 4

– SPECIAL ADMINISTRATOR OPTION

This option has been provided by the Special Administrator as an alternative and was not workshopped by the Advisory Group.

Option 4 – Corporate Board 1 (8 Directors)

- 6 Directors elected by Members.
- 2 Independent Directors elected by Board.
- Each Member has 1 vote (i.e. you vote for 1 Director).
- No minimum number of apical ancestors – model based on candidates who receive most votes becoming Directors.



Option 4 Pros and Cons

(6 Member / 2 Independent Director Board)

Pros	Cons
Independent Directors can be objective where conflicts of interest around the Directors table exist	All apical ancestors <u>will</u> not be represented in a vote
Independent Directors can bring a diversity of skills to the Board that may not exist	It's more difficult to stack the Board as Independent Directors can vote
Greater representation of apical ancestors can be built into the model than the current system	





BOARD MODEL OPTION 4 – SPECIAL ADMINISTRATOR COMMENTS

Comments on Option 4 – Corporate Board 1 (6 Member Directors, 2 Independent Directors)

- This is a corporate Board which recognises that the Corporation deals with Corporation matters and that community and Native Title matters are dealt with outside of the corporate structure.
- Model could be changed to add gender balances, minimum Directors on country and some minimum or maximum apical ancestor representation if required.





MEMBER FEEDBACK – BOARD MODEL OPTION 4

15. Comment about what you like and/or dislike about Option 4.
16. Do you think Option 4 would be better if it included conditions around Directors' location, gender, apicals, etc.? If so, what changes would you make?

Please complete Questions 15 and 16 on your Member Feedback Form.





BOARD MODEL OPTION 5

– SPECIAL ADMINISTRATOR OPTION

This option has been provided by the Special Administrator as an alternative and was not workshopped by the Advisory Group.

Option 5 – Corporate Board 2 (8 Directors)

- 8 Directors.
- No independent Directors.
- 1 vote per Member (i.e. you vote for 1 Director).
- No minimum number apical ancestors – model based on candidates who receive most votes becoming Directors.



Option 5 Pros and Cons (8 Director Board)

Pros	Cons
Greater representation of Members	All apical ancestors <u>will</u> not be represented in a vote
Greater representation of apical ancestors than the current system	Easier to stack the Board than Option 1 unless restrictions are put in place (i.e. maximum number of Directors from any one apical, etc.)





BOARD MODEL OPTIONS – SPECIAL ADMINISTRATOR COMMENTS

Comments on Option 5 – Corporate Board 2 (8 Directors)

- This model is the same as Option 4 however does not include Independent Directors.
- Model could be changed to add gender balances, minimum Directors on country and some minimum or maximum apical ancestor representation if required.





MEMBER FEEDBACK – BOARD MODEL OPTION 5

17. Comment about what you like and/or dislike about Option 5.
18. Do you think Option 5 would be better if it included conditions around Directors' location, gender, apicals, etc.? If so, what changes would you make?

Please complete Questions 17 and 18 on your Member Feedback Form.



WHERE TO FROM HERE?

- This presentation uploaded on the Corporation's website (plus the Member Feedback Form).
- Further discussion and feedback to occur at 8 December 2017 Full Group meeting.
- Members can provide feedback (via the Member Feedback Form or discussion with an Advisory Group member) anytime between now and close of business Tuesday, 12 December 2017.
- Draft Rule Book to be developed and circulated.
- Circulated Rule Book changes to be made.



FEEDBACK VIA MEMBER FEEDBACK FORM

If you would like to provide your feedback personally, please send your completed Member Feedback form to Paul Case (the Special Administrator):

Email: paul@mlcscorporate.com.au

Fax: (08) 8363 3939

Post: PO Box 2691, KENT TOWN SA 5071



FEEDBACK VIA ADVISORY GROUP

If you would like to speak to an Advisory Group member, please contact the office on (03) 5527 1427 or reception@gunditjmirring.com and they will arrange for an Advisory Group member to contact you.

The Advisory Group members are as follows:

- Eileen Alberts
- Alfred Bamblett Snr
- John Bell
- Narelle Carter
- Keicha Day
- Angela North
- Hilary Saunders
- Walter Saunders
- Donna Wright

