



# BUNURONG LAND COUNCIL

ABORIGINAL CORPORATION

ICN 3630 (under special administration)

## NEWSLETTER 3 JANUARY 2024

Dear Valued Members

We're excited to bring you the latest news and updates from Bunurong Country. Your connection and active participation are the heart of our Community!

Here's a sneak peek of what's happening

**2024 BLCAC AGM:** Get ready for an eventful AGM on the horizon. Read on for details about how you can register to attend.

**Leadership Highlights:** Discover the latest developments in our leadership team. We have some fantastic individuals steering the ship, and we can't wait to introduce them to you.

**January CAG Meeting:** Catch up on the key takeaways and topics of interest discussed at the January CAG Meeting.

**Community Good News:** We've got heartwarming stories to share about the positive impact we're making together! Your support contributes to these success stories.

Feel free to reach out if you have any questions or suggestions or if there's anything specific you'd like to know more about. Your feedback is valuable to us.

We look forward to sharing these updates and more as we continue to grow and thrive together!

If you have any questions about the below, please contact BLCAC at [members@bunuronglc.org.au](mailto:members@bunuronglc.org.au)

# Notice For 2024 BLCAC AGM

You should have received the official Notice to hold the 2024 BLCAC AGM, Agenda and Proxy Form by now. The meeting will be hosted online (via a dedicated Vero Voting link) and in person at the Frankston Art Centre, Frankston, Victoria.

You will receive communications from Vero Voting shortly and will be asked to log in and register your attendance at the AGM. You will also have the option to place a proxy vote if you cannot attend.

Each email from Vero will contain a unique link that will log you into the online voting portal automatically. You will also receive a unique username and password for those who wish to log in manually.

## Important Things to Remember

Please do not share links or login details, as they are unique to you.

Please reach out to any family members who might struggle with technology or may not have access to it.

Voting will be conducted online. If you are attending the AGM in person, please bring your mobile phone or device to access the Vero Voting link.

If you do not receive an email from Vero Voting by **Friday 15 February**, please get in touch with Vero Voting via email at [support@verovoting.com.au](mailto:support@verovoting.com.au) OR call 1300 702 898 between 8.30am—5.00pm Monday to Friday (Australian Western Standard Time); please make sure you double check your Spam/Junk folders.

## Annual General Meeting Topics

The AGM will include presentations from:

1. Our new CEO, Jody Irwin, highlighting operation achievements during the past year and providing an update on what has been happening in 2023/2024.
2. Merinda Logie from Logie Legal will provide an update on the Boonwurrung Native Title claim and be available for a question and answer session.
3. The auditor will provide a summary to members on the financial performance of the corporation during the 2022/2023 financial year.
4. Representatives from ORIC will be attending and available to answer your questions.
5. The special administrator will provide an update on the progress of the special administration, the proposed changes to the rule book and talk about the handback of the corporation to member control.

## VOTING AT THE AGM

This year while the corporation is under special administration there will be no voting for directors. It is the job of the special administrator to appoint a board of directors usually on the last day of the special administration. There will be two votes at this AGM:

1. Approving the minutes of the last general meeting; and
2. Agreeing the appointment and remuneration of the auditor.

Voting on these two resolutions will allow staff to test how well the Vero Voting system works and to ensure it is ready and working for when director elections are next held.

## Specialist Independent Directors Update

The special administrator's November 2023 newsletter mentioned that our specialist independent director recruitment process had resulted in four finalist candidates attending the CAG in December. Those people have now attended two CAG meetings, and the CAG has made their recommendation to the special administrator that the two people continue on the CAG and be invited to join BLCAC's board as specialist independent directors when the corporation is handed back to its members on 15 March 2024.

### BRETT INGRAM

Brett is a Noongar man from WA. His board experience includes roles as Director of Sister Kate's Home Kids Aboriginal Corporation, Director of Bundi Yamato Aboriginal Corporation RNTBC, Chair of Yamitji Southern Regional Corporation and Advisory Group Member of Anglicare WA.

Brett's full-time positions have been with organisations such as Kimberly Aboriginal Medical Services, Wungening Aboriginal Corporation and Perth Water Corporation as Senior Manager Population Health, Senior Manager AOD Support and Aboriginal Business Engagement Specialist.

He has Diplomas in Youth Justice and Program Management, is a Certified Professional Manager (CPM) and is a Member of The Australian Institute of Company Directors (MAICD).

### KARL DYASON

Karl, from ACT, is an Independent Director of Bawanninga Aboriginal Corporation and Director and Chair of the Finance & Risk Committee of Animal Management in Rural and Remote Indigenous Communities (AMRRIC). In September 2023, he completed a five-year term as Assistant Secretary of the Department of Climate Change, Energy, Environment and Water.

He has also been CEO of Bawanninga Aboriginal Corporation and Deputy CEO of Miwatj Health Aboriginal Corporation. He has held senior positions in several government departments, including Chief Financial Officer of the Department of the Chief Minister, NT.

Karl has a Bachelor of Commerce (Accounting) and is a Graduate of The Australian Institute of Company Directors (GAICD).

# January CAG Meeting in Review

## SPECIAL ADMINISTRATION UPDATE

We're thrilled to share the latest progress on the Special Administration journey towards our hand back on the 15th of March, 2024.

Please find the key activities for the month below:

- Stabilisation of the management team with the appointment of a professional CEO.
- Implementation of robust management strategies including the introduction of monthly Senior Management Team Meetings, budget variance reporting, financial delegations, reporting and increased management responsibilities and accountability.
- Establishment of a framework fostering professional operations within the corporation including the introduction of board management software and processes and welcoming Specialist Independent directors.

These milestones mark significant strides toward our shared goal, and we're excited about the positive changes taking shape within our organisation.

## GOVERNANCE TRAINING

The CAG was presented with a paper detailing the need for Governance Training. This will aim to strengthen governance practices and enhance the capabilities of our dedicated CAG members.

The Management team is hard at work compiling recommendations for ongoing training initiatives. We understand the importance of offering a variety of accessible options. Senior staff members will also be offered governance training in order to strengthen the corporation's in-house knowledge of good governance practice.

We are pleased to report that several CAG members have recently participated in Governance Training offered by the Office of the Registrar of Indigenous Corporations (ORIC). The positive feedback has been overwhelming, and we eagerly anticipate the next round of training opportunities.

## PROPOSED RULEBOOK CHANGES

The special administrator mentioned in his November 2023 newsletter that we would review the corporation's rule book to bring it up-to-date and strengthen governance standards. That process has resulted in several proposed changes, which have been discussed by the CAG and are now ready for member information, comment and feedback.

The changes cover topics such as:

- Membership application process
- Role of directors
- Number & eligibility of directors
- Specialist independent directors & appointment process
- Directors' terms of appointment
- Conflict of interest/material personal interest board process.

The special administrator is keen to hear community feedback on the proposed changes. Please review the attached changes and provide your comments and feedback by **24 February 2024** to Elise Petersen at BLCAC on 03 9695 5458 or [elise.petersen@bunuronglc.org.au](mailto:elise.petersen@bunuronglc.org.au)



## FAMILY CONNECTIONS DATABASE

The CAG, in collaboration with Jody Irwin (CEO), is currently exploring establishing a Family Tree Database. This innovative tool will aim to assist members in documenting their heritage and family tree connections, specifically for Certificate of Aboriginality (COA) submissions.

By creating this database, we aim to streamline the process of gathering and recording crucial ancestry-related information, making it more accessible for members undertaking COA submissions.



## EXCITING NEWS ABOUT MEMBERSHIP APPLICATIONS FORMS!

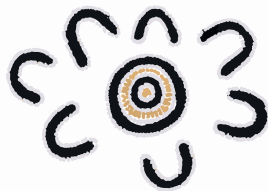
The Corporation Advisory Group (CAG) got a sneak peek at a draft of our new membership application form. A few tweaks are needed, but once finalised, it will head to Jody Irwin (CEO) and our fantastic BLCAC team for implementation.

These new forms will be shared with members very soon. Some pending applications may need more information to allow for the application to proceed to the CAG for consideration. BLCAC staff will contact applicants to assist potential members with any new information that may be required. The corporation staff are here to help and assist applicants with applying for membership.

Here's a Glimpse of Our Proposed Membership Application Process:

- Applicants must submit a membership form with accompanying information to BLCAC. If more information is required, staff will reach out to assist.
- All applications will be presented to the CAG for review and approval.
- If no resolution is achieved, the application will be submitted to the Elders Council (which is currently being established).
- If the application is not approved, the member will be given the option to present their application at the next general meeting of members.

The process for receiving member applications is currently under review. This will ensure all applications are recorded and inputted as pending membership applications.



## MEDIATION SERVICES UPDATE

We're thrilled to inform you about the latest developments in our ongoing commitment to effective communication and conflict resolution. An update was provided on the proposal for mediation services during our recent meetings.

### HIGHLIGHTS:

A comprehensive proposal was received, outlining mediation services to facilitate communication among Bunurong Members. The selected contractor will consult with the community and generate a comprehensive report identifying member concerns.

This initiative reflects our dedication to open communication, transparency, and conflict resolution within our community. We look forward to the positive outcomes this mediation process will bring.

# Bunurong Community Highlights



## **Unveiling the Heartbeat of Our Heritage: BLCAC Staff Celebrate Elders' Stories at Nairn Marr Djambana's Book Launch**

Bunurong Land Council Aboriginal Corporation (BLCAC) staff had the honour of joining Nairn Marr Djambana to launch "Telling", a celebration of stories written by our cherished elders.

Rooted in the rich traditions of First Nations storytelling, these narratives create a vibrant picture of diverse experiences in the aftermath of colonisation. Aligned with the 2023 NAIDOC theme, "For Our Elders," the book echoes the contemporary call for truth-telling and Treaty in Victoria and across the nation.

Congratulations to every contributor, storyteller, and supporter who contributed to bringing this vision to life. Together, we celebrate more than just a book; we honour the preservation of our shared identity. Thanks to Nairn Marr Djambana for leading this publication and to Bunurong Elder Aunty Dyan for her valuable contribution.

## **Embracing a New Chapter: Warm Welcome to Jody Irwin, BLCAC's New CEO!**

In a heartfelt ceremony led by Bunurong Elder Uncle Shane, the Bunurong Land Council (Aboriginal Corporation) welcomed Jody Irwin, the newly appointed Chief Executive Officer, warmly. This occasion marked a fresh start and reaffirmed our commitment to strong, purposeful leadership.

In a traditional ceremony, Uncle Shane spoke about our past, present and future, including the spirit of unity and pride that defines the Bunurong community.

Jody Irwin brings a wealth of experience and expertise. With strengths in strategy and operations planning, program delivery, organisational improvement, and staff development, Jody is poised to lead BLCAC towards new heights.





# Bunurong Community Highlights

## Bunurong Welcomes Resilient Lady Aboard!

Bunurong Land Council (Aboriginal Council) warmly welcomed the Resilient Lady, a distinguished vessel from Virgin Voyages, to its new home in Port Phillip Bay. Esteemed Elder Uncle Shane Clarke and Cultural Heritage Officer Josh West had the honour of extending this welcome.

The Keys and Plaques Ceremony was a highlight, featuring a vibrant Yidaki performance by Josh West.

Uncle Shane Clarke, a guardian of Bunurong cultural heritage, delivered a powerful Welcome to Country, enlightening guests about the profound significance of the land and encouraging voyagers to tread lightly on Bunurong Country, "as beneath our feet, our history sleeps."



## Birthing Tree Installation at Belvedere Park Maternal and Child Health Centre

In a celebration of culture, community, and the journey of new beginnings, the Bunurong Land Council Aboriginal Corporation (BLCAC) staff recently attended Belvedere Park Maternal and Child Health Centre to unveil an artwork installation titled "Birthing Tree."

The visionary behind this vibrant creation is the talented artist Emma Bamblett, who worked hand in hand with esteemed Bunurong Elder Aunty Dyan to breathe life into the Birthing Tree.

The Birthing Tree artwork holds profound significance as it aligns with the values and mission of Maternal and Child Health. Serving as a cultural haven for families.

The Birthing Tree is a visual reminder of the importance of preserving cultural roots and fostering a nurturing environment for the community's newest members.



## **Attachment 1: PROPOSED BLCAC RULE BOOK CHANGES: 17 JANUARY 2024**

### **REVISION 1: FOLLOWING CAG MEETING 24/1/24**

The Following changes to the Bunurong Land Council Aboriginal Corporation Rule Book are recommended to strengthen corporate governance standards.

These proposed changes are subject to ORIC approval.

#### **4.3 Deciding membership applications**

Insert a new clause to add a requirement for consultation with Elders and members before rejecting an application for membership.

4.3 (d) becomes:

*If the directors are unable to approve a membership application, the directors must refer the application for membership to appropriate Bunurong Elders for their review, consideration and advice.*

*If the Elders fail to respond, the directors must advise the applicant that they may present their application for membership at the next corporation general meeting.*

*If the Elders recommend the directors refuse a membership application, and the directors agree with that recommendation, the directors must advise the applicant that they may present their application for membership at the next corporation general meeting.*

*If an application for membership is referred to a general members meeting, decision on membership application acceptance shall be by resolution of the members present at that meeting.*

Then existing clause 4.3(d):

*The directors may reasonably refuse to accept a person's membership application. If they do, they must notify the applicant in writing of the decision and the reasons for it.*

Becomes new clause 4.3(e):

*After the process outlined 4.3(d), the directors may reasonably refuse to accept a person's membership application. If they do, they must notify the applicant in writing of the decision and the reasons for it.*

#### **7.1 Role of directors**

Clause 7.1(a) contains the sentence:

*The directors manage, or set the direction for managing, the business of the Corporation.*

Directors do not, and should not, manage the corporation (that being the CEO's job). Delete the 'manage' reference to become:

*The directors set the strategic direction for the Corporation.*



## 7.2 Number of directors

Increase the maximum number of directors from 12 to 13 to allow for up to three specialist independent directors. (See later clause 7.6)

7.2(a) becomes:

*The minimum number of directors is 5 and the maximum number of directors is 13 (including office bearers and non-member specialist independent directors).*

Clause 7.2(b) relates to Apical Ancestor Group representation:

*At the 2016 AGM rule 7.2(b) takes effect and the five (5) Bunurong apical Ancestors shall be acknowledged and represented on the board of directors. The corporation at this time shall have a minimum of 10 directors and a maximum of 12 directors. Each of the five (5) Apical Ancestor Groups must vote and appoint not more than two (2) directors to represent them on the Corporation's board of directors.*

This contains out-of-date content and repetition of clause 7.2(a). Reword to clarify Apical Ancestor Group representation and the maximum number of member directors:

*The five (5) Bunurong Apical Ancestors shall be acknowledged and have the opportunity for representation on the board of directors. Each of the five (5) Apical Ancestor Groups must vote and appoint not more than two (2) directors to represent them on the Corporation's board of directors, allowing for a maximum of ten (10) member directors.*

This new clause retains the opportunity for all five (5) Apical Ancestor Groups to be represented on the board of directors, but removes the requirement for a Group to have representative directors if they do not vote to do so.

## 7.3 Eligibility of directors

Add an additional eligibility requirement as clause 7.3(a)(iv) to strengthen board quality:

*(iv) have demonstrated knowledge and experience in an area of business, governance and/or another area that is relevant to the objectives of the corporation.*

Clause 7.3(b) handles ineligibility criteria and is currently:

*The following people are not eligible to become directors of the Corporation:*

- (i) the persons who were directors of the Corporation immediately prior to the appointment of the special administrator on 28 January 2014 (ineligible for a term of five years after the appointment of the special administrator is terminated); and*
- (ii) persons who are otherwise disqualified from managing a corporation.*

Replacement of this clause is recommended in accordance with current ORIC best practice.

Replace 7.3(b) with:

*A person is not eligible to be or become a director if they:*

- (i) are an employee of the corporation;*
- (ii) have been convicted of an offence under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 that is punishable by imprisonment for more than 12 months;*

- (iii) *have been convicted of a crime involving fraudulent behaviour;*
- (iv) *have been convicted of a crime against a child;*
- (v) *have been convicted of a criminal offence in the last five years and been sentenced to imprisonment for more than 12 months;*
- (vi) *have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;*
- (vii) *have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;*
- (viii) *are an undischarged bankrupt;*
- (ix) *have signed a personal insolvency agreement and have not kept to the agreement;*
- (x) *have been disqualified from managing corporations under the Corporations Act 2001 or CATSI Act 2006;*

Add a **new clause 7.3(c)** to stipulate an ineligibility period for directors prior to this special administration:

*A person is not eligible to be or become a director if they:*

- (i) *Were a director of Bunurong Land Council Aboriginal Corporation at any time from 1 JULY 2020 to 11 SEPTEMBER 2023. These people are not eligible to be appointed as a director for two (2) years from the date of the end of the 2023-24 special administration (15 March 2024).*

Add a **new clause 7.3(d)** to outline requirements for directors on appointment:

*Directors must:*

- (i) *Provide their Director Identification Number. Director appointments cannot be made without a Director Identification Number.*
- (ii) *Have a current National Police Certificate or within two months of appointment, obtain a National Police Certificate. The appointment is terminated immediately if a National Police Certificate shows any of the offences listed in this clause 7.3.*
- (iii) *Within one month of appointment, sign the Director Confidentiality Agreement. If a signed Director Confidentiality Agreement is not provided within one month of appointment, the appointment is terminated immediately.*
- (iv) *Within one month of appointment, sign the Director Code of Conduct. If a signed Director Code of Conduct is not provided within one month of appointment, the appointment is terminated immediately.*
- (v) *Have completed suitable governance training either prior to their appointment or within a period of twelve months following their appointment.*

Add a **new clause 7.3(e)** to restrict multiple family members becoming directors:

*A maximum of one person from a family can be elected or appointed to the board. For the purposes of this clause a 'family member' is defined as person's:*

- (i) *Husband or wife.*
- (ii) *Partner in a de facto relationship as defined under the Family Law Act.*
- (iii) *Brother or sister, including half-brother or half-sister.*
- (iv) *Parent or child, including step-parent or step-child.*
- (v) *Sister-in-law or brother-in-law*

## 7.4 Majority of director requirements

Changes are needed to this clause in relation to the need for employees to be ineligible to be directors.

Remove 7.4(a)(iv) as no longer necessary for majority requirement:

*not be employees of the Corporation*

Remove 7.4 (b) as a CEO cannot be a director as they are an employee:

*Where a chief executive officer is employed the chief executive officer may be a director but cannot chair the directors' meetings.*

## 7.6 Non-member specialist independent directors

Add a **new clause 7.6** to outline requirements for non-member specialist independent directors:

*Non-member specialist independent directors shall be appointed to add skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.*

- (a) There must be a minimum of one (1) and a maximum of three (3) non-member specialist independent directors.*
- (b) The number of specialist independent directors must always be a minority of the total number of directors.*
- (c) The directors appoint (and re-appoint) specialist independent directors by passing a resolution in a directors' meeting.*
- (d) Potential candidates for the position of specialist independent director must provide written evidence of their qualifications, experience and suitability to the role.*
- (e) The board of directors must conduct a proper merit-based selection process based on the skill and experience criteria set out in this clause.*
- (f) Specialist independent directors will be appointed for a term of two years and are eligible for reappointment. Reappointment will be determined by resolution at a director's meeting.*
- (g) Specialist independent directors cannot be members or employees of the corporation and must have no interest in the corporation other than their position as director.*
- (h) Specialist independent directors must meet director eligibility clause 7.3*
- (i) Specialist independent directors have voting rights in the board room.*
- (j) Specialist independent directors may not hold the position of Chair.*

*The corporation must notify the Registrar of a non-member specialist independent director's appointment and personal details within 28 days after they are appointed.*

## 7.6 Directors' terms of appointment and rotation (**becomes 7.7**)

Add **new clause 7.7(d)** to outline the dates specifically for the directors appointed by the special administrator at the end of the 2023-24 special administration on 15 March 2024:

*All member directors appointed on the completion of the special administration on 15 March 2024 will be appointed until the 2026 AGM. At the 2026 AGM half of the member directors' appointments will expire and go to election at the AGM. The*



*remaining member directors' appointments will expire at the 2027 AGM. The board will decide which directors will be standing down by resolution at a directors' meeting prior to the 2026 AGM. The directors standing down will be eligible to be re-elected.*

#### **7.14 Conflict of interest (material personal interest) (*becomes 7.15*)**

Add a sentence at the end of this clause to cover board management of conflict of interest matters:

*The declaration of any conflicts of interests for directors must be a standing agenda item at the commencement of all directors' meetings and the directors must keep a conflicts of interest register.*