### Agenda item Discussion Agreement / Actions

#### 1.0 Meeting Open

**Introduction & Acknowledgement of country: Chair**

- Attendance: Quorum and Board Code of Conduct overview
  - Quorum met

#### 2.0 Agenda:

- Confirmation and Other Business items
  - Confirmed

#### Board Governance

#### 3.0 Conflict: Material Personal Interest

- Conflict of Interest Register now in Board meeting Governance folder.
- Further discussion on aspects of conflicts of interest.
  - No personal interest was declared.
  - a. Board members to complete conflicts of interest register.
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| 4.0         | Minutes: Confirm previous meeting | • JS has agreed to chair the Board until the September meeting.  
             |            | • Public governance manual to have no private or commercially sensitive information. |
|             |            | Motion: Approve minutes  
             |            | Moved: SR  
             |            | Second: DM |
| 5.0         | FSC CEO Report | CEO Report  
             |            | • FSCA office now focussing on strategic goals after organising big events in the first six months of the year.  
             |            | The Board noted the CEO’s Report. |
|             |            | Action  
             |            | b. CEO to target existing events to engage with social and environmental chamber members. |
| 5.1         | FSC NZ Report | • The new FSC NZ BDM, Craig Kenney is performing well.  
             |            | The Board noted the report. |
|             |            | Action  
             |            | a. Circulate the Complaint(s) regarding Tolaga Bay.  
             |            | b. Requested the NZ BDM to provide updates to the Board on how the issue is being addressed.  
             |            | c. Monitor progress of the complaints process. |
## Agenda item Discussion
### 6.0 Draft AGM minutes
- The Board noted that the AGM minutes will be considered for approval by the FSC Australia members at the next AGM.
- Noted that letters of appreciation had been sent to Andrew Morgan and Helen Murray.
- FSC CEO had a planned meeting with Pat Groehaut to express thanks (delays due to PG commitments).

**Agreement / Actions**
- The Board noted the draft AGM minutes.
- **Motion:**
  - a. Display draft AGM minutes on website.
  - Mover: SR
  - Second: LF

### 7.0 FSCA Business Plan
- The Board noted the reports
- The Board discussed the importance of the FSCI Governance review currently underway but noted that much its emphasis was on the role of members and not National Partners.

**Actions**
- a. FSCA CEO engage APAC and FSCI to consolidate reporting processes.
- b. LF to circulate copies of FSCI governance review and synopsis of answers.

### 8.0 Financial Reports
- **Financial Position**
  - Organisation is in a strong financial position.
  - Statutory obligations are now being met after delays in obtaining Auskey.
  - Board is happy to continue receiving detailed spreadsheets of financials, increases transparency.

**Agreement / Actions**
- The Board noted the financial report
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| 8.1         | Corporate Risk Register | It was noted that the Finance Committee discussed changes to risk register including:  
- The need to remove ‘guidance’ from risk register, it has specific FSC meaning.  
- Strategy meetings need to deal strategies on how to lower risks.  
**Actions**  
a. Circulate Finance Committee minutes  
b. Board to consider changes to corporate risk register, out of session and perform a detailed review at the strategy meeting in October.  
c. Remove ‘guidance’ from Corporate Risk Register unless specifically referring to Guidance per FSC’s normative framework. |
| 9.0         | FSCI ACF funding model | • The CEO presented the funding update and funding impacts and approaches were discussed by the Board. It was noted that:  
  o FSCI ACF Process still opaque with the risk that a portion of FSC Australia & NZ funding may be reallocated to India and China.  
  o FSCI Funding will be confirmed in September 2018.  
  o FSC DG & APAC RD have advised that funds for specific programs (eg Indigenous engagement) may be accessed under specific programs.  
**Actions**  
a. FSC CEO to continue challenging APAC on importance of Indigenous engagement at the regional level.  
b. FSC CEO continue to advocate for the importance of indigenous stakeholders across the APAC. |
## Agenda item

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| 10.0        | National Standard | AN left room. The Board considered whether a conflict of interest still existed and given that the National Standard is in the final stage of approval agreed that there was no conflict for WJ and AN participating in National Standard implementation. The Board noted the current status of the Standard approval and discussed  
  - dissolving the National Standard Standards Development Group.  
  - Conveying FSCA’s appreciation and gratitude for their efforts  
  - Conveying appreciation and gratitude for the Indigenous Working Group members.  
  - Recognition to include website, blogs, newsletter and attending events.  
It was agreed that the FSCA SDG can be formed with new members and new terms of reference as the need arises. |
|             | Implementation | **Motion**: On receipt of National Standard approval from PSCI PSU the SDG will be dissolved. **Mover**: DM **Second**: MM **Action**
  a. CEO to advise SDG members by letter that the SDG has been dissolved and express FSCA’s appreciation of their efforts.
  b. Recognise contribution of SDG members on the website, blog and newsletters.
  c. FSCA CEO consider an event to thank SDG and promote NFSS.
  d. FAQ to be developed for website on approval of the NFSS that highlight key dates for first audits. |
<p>| 10.0        | National Standard (cont.) | Key dates on implementation were discussed which included providing FAQ explaining the timeframe of first audit. AN: Understand what the CB’s timeframes. |</p>
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<td>Strengthen FSC Framework</td>
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<td>11.0 CNRA</td>
<td>SG provided update:</td>
<td>The Board noted the report and requested the following actions of management.</td>
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<td>• NRA proposal has been approved by FSCI.</td>
<td>a. Produce a live document that logs issues with FSCI conduct and processes.</td>
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<td>• Six experts have been appointed to a working group, with chamber balance.</td>
<td>b. Determine whether there was a hard deadline for the NRA process and the strategy if that deadline isn’t met.</td>
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<td>• Emily Silberberg appointed as Working Group Co-ordinator.</td>
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<td>• Conflicts has been forwarded to NRA Working Group for completion.</td>
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<td>• Inner working group will update draft then send to full working group for discussion.</td>
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<td>• It will then be sent to public consultation.</td>
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<td>• Unhappy with FSCI PSU conduct and have forwarded complaints.</td>
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<td>• Better to send NRA to public consultation sooner rather than later, better use of resources.</td>
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<td>• FSCI has spread the timeline to next June.</td>
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<td>• Provide draft to FSCI before the end of the year.</td>
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<td>12.0</td>
<td>Interpretations</td>
<td>The FSC CEO tabled the report and discussed the issues in finalising interpretations, particularly the governance issues and the risks that these issues presented which include reputational damage to FSC from delays in responding to interpretation requests and damage resulting from continued operations in high risk areas. The Board discussed the implications of the approval of the new standard and that FSCA will be responsible for issuing interpretations. The governance structure for responding to requests was discussed and it was agreed that the existing chamber balanced Policy &amp; Standards Board Sub-Committee will be responsible for recommending interpretations on the new standard. FSCA Board will be responsible for approving interpretations. An expert group will be called upon if the workload is onerous or if special information or technical knowledge is needed.</td>
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<td>The Board noted the report. It was agreed that the FSCA Policy &amp; Standards Subcommittee would remain responsible for making recommendations regarding interpretations to the FSCA Board on approval of the Australian FM Standard. A broader group of experts will be called upon if the workload becomes onerous or specific technical advice is required. <strong>Action</strong> a. FSCA Management is instructed to log instances of poor governance then report back to FSCI, propose a working model.</td>
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| 13.0 Complaints | The Board noted the paper listing formal and informal complaints. Issues discussed were:  
- The need to have stakeholder guidelines for the audit process.  
- Responding and providing feedback to members and other stakeholders who have lodged complaints regarding membership.  
- Creating corporate history of complaints. | The Board requested the following actions:  
a. FSCA Management produce complaints register for historical purposes and show formal and informal complaints separately. Reporting summary  
b. FSC CEO to respond to complainants regarding membership. |
| 14.0 Membership | The Board noted the paper and discussed membership criteria for entering and continuing membership of FSC Australia. | The Board agreed the following actions:  
a. Board members are to provide relevant historical material regarding membership complaints.  
b. Membership subcommittee to meet within the week to discuss membership criteria further including developing a brief for seeking legal opinion which considers constitutional changes.  
c. Develop a mechanism for members who no longer meet the criteria.  
d. Updated membership criteria and governance framework to be presented at the strategy meeting.  
Mover: SR  
Second: LF |
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| 14.1 Midway Ltd membership application. | The Board considered Midway Limited’s membership application but agreed to direct to the Membership Committee that will meet within 1 week of the meeting. | Action  
  a. Midway membership application to be considered at Membership Subcommittee meeting  
  |
| 15.1 Indigenous engagement plan | The Board noted the report. Aspects of the plan specifically discussed were  
  • Remuneration of members to ensure involvement.  
  • Need > 4 active Indigenous members including one Indigenous woman.  
  • Need to make sure any working groups have very clear mandates/tasks/deadlines.  
  • Federal government policy no longer active. On hold. New forestry policy/plan upcoming. Briefing provided to board.  
  • LF happy to be sponsor. Has a busy workload, happy to work with DM. | The Board agreed that LF and DM would act as project sponsors for indigenous engagement.  
  Action:  
  a. Provide briefing on new Federal Government forestry strategy for board at the FSCA Strategy Meeting.  
  b. Review and clarify remuneration approach.  
  c. Review ToR and ensure consistency with ToR approved in 2017.  
  Motion: Use of $5400 from reserves committed to Indigenous engagement strategy.  
  Mover: SRe  
  Second: LF  
  |
| 15.2 RAP | The Board noted the report.  
  • Opportunity to leverage larger organisation’s RAP. |  
  |
## Agenda item | Discussion | Agreement / Actions
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16.0 Market Engagement Updates. | The Board noted the report. The FSC CEO proposed trip with Bunnings to West Papua (15th – 23rd Sept) followed up the Business Forum in Mumbai (24th – 30th) was discussed. The risks and benefits of the West Papua trip were discussed and considered: | Action:  
am. FSC CEO to provide more information to the Board regarding risk and benefits of the West Papua visit. Safety aspects should be addressed.  
Decision to be made after the meeting via email.  
17.0 Solid Wood | The Board noted the report and discussed the current approaches to increase FSC material in the market. | The Board noted the report.  
Evaluation of the Meeting | The Board provided the following feedback to the CEO regarding papers for the Board meetings.  
- Verbal updates are acceptable  
- Need less history in papers (refer to prior meetings)  
- Traffic light system and prioritise discussion for high priority. |