## RESPONSIBLE FOREST MANAGEMENT AUSTRALIA

**Minutes of the meeting of the Board of Directors**  
**FRIDAY 8TH APRIL 2016**

### MEETING BEGINS

**Chair(s):** Chair – Jacki Schirmer (JS), Deputy Chair – Cheryl Speechley (CS)  
**Directors:** Jonathan La Nauze (JL), Pat Groenhout (PG), Helen Murray (HM), Jacki Schirmer (JS), Andrew Morgan (AM), Linda Fienberg (LF), Cheryl Speechley (CS), Susie Russell (SR), Sarah Rees (SRe), Cheryl Speechley (CS),

**By technology:** All  
**Apologies:** Chair – Jacki Schirmer (JS),

**In attendance:** Jonathan La Nauze (JL), Pat Groenhout (PG), Andrew Morgan (AM), Susie Russell (SR), Sarah Rees (SRe), Helen Murray (HM), Linda Fienberg (LF), Adam Beaumont (CEO), Daniel Goldsworthy (Company Secretary)  
**Location:** By Technology

<table>
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<tr>
<th>Agenda item</th>
<th>Key Discussion Points</th>
<th>Agreement / Actions</th>
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<tr>
<td><strong>Meeting Open:</strong> Introduction &amp; Welcome to country: Chair</td>
<td>Acknowledgement of Country by CS</td>
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<tr>
<td>1. Attendance: Quorum and Board Code of Conduct overview</td>
<td>Quorum is present.</td>
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<td>2. Agenda: Confirmation and Other Business items</td>
<td>AB: Proposal from SES regarding project certification – for discussion.</td>
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<td>3. Conflict: Material Personal Interest</td>
<td>No material personal conflict of interest</td>
<td></td>
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| 4. Minutes: Confirm previous meeting minutes and actions | **Log of Board Actions**  
Adam for discussion  
Update to Item 20. AB update on Project Brief.  
Review taken before the Board Meetings in May. | Motion: The Board approves the Minutes from the 28 February Board Meeting.  
Moved: PG  
Second: SRees |
<table>
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<tr>
<th>Operation Discussion: Standing Items</th>
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<td>Neil Stevenson proposing to call everyone individually. Proposed a group session to discuss collective feedback.</td>
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<tr>
<td>SR: Orange or red items in the Action Log to migrate to the revised action log following every Board Meeting.</td>
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**Action:** AB directed to make contact with Neil Stevenson to facilitate Board Evaluation ahead of May Board Meetings.

5. Governance Manual Updates

AB: Changes to the GM have included process and procedure of an operational nature as directed by the Board at the February meeting.

These include:
- Public fund: more detail how that operates.
- Advice sought (by the Board) is written and captured.

**Motion:** The Board approves the changes to Governance Manual made by AB.
Moved: HM
Second: PG
6. CEO Update: Trademarks, Finance Update, Data and Cyber security, OH&S review, staff changes

AB: For update:

**Finance:**
- Reserves healthy – debtors shorter to this time last year.
- Well and truly stable. Financially solvent for at least 12 months

**OH&S**
- Ergonomics office assessment. Shared workspaces.
- Someone has attended. New chairs and ergo set up.

**Cyber security**
- Pro bono advice sought on data security. Some issues around cyber security.
- Need to look at managing dropbox parameters around privacy.

Staff Changes discussed

SRuss: minimise the DropBox volume size. Why offer all previous data? Alternative is to set up a corporate dropbox for business. May need to boost the parameters.

AM: Dropbox for business, notwithstanding the cost, is still a valuable tool.

7. Policy and Standard Development Group

Dan Mackey: For information and elaboration on Board Paper 7.

CS: HCV release date – new date?
DM: Friday 15th April. Old growth forests are the centrepiece. Response time lag has compromised the ability to meet deadlines.
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LF: Will the Webinar be available on the website?
DM: it will be converted and uploaded to the site. Takes a little bit of time.

HM: What’s the sense about reaching the 30 July target to submit to FSCI.
DM: confident that it is possible.

SRuss: You’ve done an amazing job against all the odds.
Thanks recorded.

CS: Thanks recorded for all DM’s hard work – and will be great to see it completed.

Operational Discussion: Annual General Meeting

8. AGM Draft Agenda Review
AB: Speaking to Keith today. If general feeling is a corporate speaker, can try and get the 20 min slot for a speaker.
PG: next year’s AGM – get a reasonably powerful panel of guests – by September this year for the 2017. Reflecting the diversity of interests.

AB: Will market the key note speaker such that it has cross-chamber appeal.

Action: Board directs AB to approach an appropriate key note speaker for inclusion into the AGM.

9. AGM Online voting proxy process
AB: Spoke about online voting. Discussion around this process with respect to quorum. The online platform will serve to eliminate a whole lot of process on the day.

Action: Company Secretary to provide advice on the defining the scope and operation of the term ‘Members Present’ as contained in the Constitution.
### Minutes of the meeting of the Board of Directors

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**Motion:** Board endorses proceeding with the online collection of proxy votes.
- **Moved:** JL
- **Second:** LF

### 10. Draft 2015 Annual Report for comment and endorsement

**Action:** Board to endorse the 2015 Annual Report by COB 13 April 2016.

**11. Technical Resolution Text**

Secretary: For information. Referred to the letter in the Board Papers setting out proposed intent of the constitutional change.

### 12. 2015 AGM Minutes

AB: seeking endorsement on accuracy of 2015 AGM minutes.

Board endorses the minutes to be put at the AGM.

### Operational Discussion: Other Business

#### 13. Auditor and certification body engagement project

AB: For information.

**Action:** Finance and Risk Committee to consider other national standard revenue and funding sources. Feedback to be provided at the next Board Meeting.

#### 14. National Standard Funding

Invitation to the Board to consider other channels for funding.

CS: do we have any examples of how other FSC network partners have fundraised?
AB: Difficult to know from the other network partners. Not a catalogue of issues that arise from implementation. Have done a reasonable job of forecasting some potential issues and potential projects.
15. Other business: Draft Board Agenda for 27 May, Bunnings, ShapeGroup

AB: General update on Bunnings and ShapeGroup work

Draft Board Agenda for 27 May 2016

AB: Board Meeting 27 May 2016. Could we move it to 9:30am? General consensus.

AB: Can provide to prospective Board Members in advance. Seeking advice on content.

SRuss: looking forward to cultural awareness training. Introduction to new directors about the strategic plan?

Action: Can we have an out of session discussion around engagement opportunities.

AM/CS/SRees/LF and any other interested Board Members. AB will send a paper outlining proposal, and those who want to get involved can.

Action: AB to build more time into the meeting by starting from 9:30am. AB will update and circulate to Board Members.

16. In Camera Session

Opened: 10:00 am

Closed: 12:40pm

Next Meeting: 26 May 2016 (AGM)