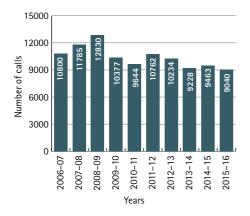
Support services

Call centre

In 2015–16 ORIC received 9040 telephone calls seeking information and advice.

ORIC's freecall telephone service is usually the first point of contact for corporations and other clients wishing to contact the Registrar's office.

FIGURE 8: Number of calls to ORIC's freecall number from 2006–07 to 2015–16



Dispute management

In 2015–16 ORIC helped to resolve 34 disputes compared to 28 in the previous year which represents an increase of 21.4 per cent.

The Registrar is aware that if a dispute is caught early enough and managed in the right way it can prevent a corporation from damage or, in a worse-case scenario, corporate governance failure. For this reason the Registrar's office gives priority to preventing disputes getting out of hand.

As well as consulting with all parties involved and taking care to tailor responses to suit a corporation's particular needs, ORIC helps corporations build capacity to guard against future disputes flaring up. Circumstances in which ORIC provides dispute management assistance are when:

- essential community services are at risk
- the corporation has stopped functioning
- the corporation receives Australian Government funding
- an Australian Government agency has requested help
- the corporation holds land or native title
- the corporation has a large number of members
- there is a public interest in resolving the dispute.

Some ways the Registrar supports corporations are by providing:

- an advisory opinion—a formal letter from the Registrar giving an opinion about how the CATSI Act and the corporation's rule book applies to a matter that's in dispute
- dispute management workshops
- advice—by telephone, face-to-face or email
- conferencing and facilitating small group problem-solving sessions
- representatives to call, attend and chair general meetings
- recommendations for rule book amendments to ensure that a good dispute resolution process is put in place.

A well-managed dispute can improve a corporation's resilience.

The Registrar treats all disputes with sensitivity and takes into consideration the culture and traditions of Aboriginal and Torres Strait Islander people.

ORIC has a fact sheet, *Dispute resolution*, and a policy statement, *PS-22: Disputes involving corporations*, available on its website.

CASE STUDY: Code of conduct helps members regain control

Darug Tribal Aboriginal Corporation (DTAC) based in Seven Hills, New South Wales, maintains the cultural heritage of the Darug people. In early 2015 the DTAC directors requested ORIC's assistance to help resolve a dispute that was disrupting the governance of the corporation. Factionalism and the breakdown of good order had resulted in the exclusion of some directors in decision-making processes and the management of the corporation. There were also claims of bullying and intimidation of both directors and of members.

In July 2015 the Registrar's office took action. ORIC convened and chaired a meeting of interested parties which included all of the DTAC directors. Although it was difficult working through contentious matters, the meeting proceeded in a controlled fashion and achieved the following outcomes:

- the opportunity for each director to put forward their position
- an open and respectful discussion about the running of the corporation
- identification of the behaviours that caused the underlining issues and escalated the dispute
- development by the directors of a strong code of conduct called 'Helpful and harmful behaviours'
- dissolution of the factions within the board and a strong commitment from each of the members to work together in the corporation's best interests in the future.

At the next annual general meeting (AGM) the directors introduced the new code of conduct to members and made a point of modelling 'expected behaviours'. Their demonstration of fair and courteous conduct helped members at the AGM to feel safe and encouraged to participate.

The chairperson was also confident in referring to the code of conduct and linking it to the corporation's rule book and members' responsibilities. Poor conduct was not tolerated. In fact, when a particular member began to behave badly, the chairperson had no hesitation in calling for the member to be removed.

With respectful conduct and good order restored, the AGM moved through its business in an orderly and efficient manner.

For the members it was an indication that the corporation had returned to sound management.

ADVICE TO CORPORATION DIRECTORS

- Conduct a members' meeting to develop a set of behaviours which will help to create a safe meeting.
- Consider how this code of conduct might be linked to the rule book.
- Set a good example by modelling desired positive behaviours.
- Ensure that the code of conduct is closely followed in general meetings.

Complaints assistance

In 2015–16 ORIC finalised 748 complaints compared to 834 last year.

Under the CATSI Act one of the functions of the Registrar is to deal with complaints involving Aboriginal and Torres Strait Islander corporations.

On average, 'straightforward complaints' were answered within three working days, 'detailed complaints' were finalised in an average of eight days, while the most 'complex complaints', which often required considerable background research and follow up with third parties, were resolved in an average of 70 days.

For complaints received during 2015–16, the top categories were:

- complaints about the conduct of directors or breaches of directors, officers or employees' duties
- complaints about corporation meetings
- complaints about matters outside the Registrar's jurisdiction, such as compliance with funding agreements, corporation business decisions and staffing.

YEAR	NUMBER OF COMPLAINTS RECEIVED	PERCENTAGE INCREASE/DECREASE IN COMPLAINTS RECEIVED OVER PREVIOUS YEAR	NUMBER OF COMPLAINTS FINALISED*
2008-09	362	51%	358
2009-10	341	-6%	340
2010-11	622	82%	597
2011-12	541	-13%	544
2012-13	657	21%	652
2013-14	741	13%	750
2014–15	833	12%	834
2015–16	751	-9.8%	748

TABLE 13: Complaints involving corporations from 2008–09 to 2015–16

*Note: May include unfinalised complaints carried over from the previous year.

Since 2008–09 when the Registrar first started to record data on complaints and disputes separately, the number of complaints received has more than doubled. In 2008–09 the number received was 362 compared to 751 received in 2015–16.

Table 13 shows three notable spikes in complaints received. The first, in 2008–09, is attributed to the rise in corporation's knowledge of the CATSI Act, awareness of ORIC's role, and assistance available. The second and third spikes, in 2010–11 and 2014–15, are thought to be the result of particular complaint campaigns involving one or two corporations.

While the long-term trend shows an increase in complaints over time, it appears that the rate of increase has slowed (perhaps as knowledge about governance spreads and corporations grow in confidence in handling matters themselves).

Where possible and appropriate, ORIC as part of its complaints-handling process also assists those who are complained about (that is, the subjects of complaints) by providing:

- information about good corporate governance
- guidance on what constitutes a breach of the CATSI Act or a corporation's rule book, and how to rectify the breach
- options that may help to resolve concerns raised in a complaint
- information to corporation members and directors on rights and responsibilities under a corporation's rule book.

The Registrar's fact sheet, *Complaints involving corporations*, and a policy statement, *PS-02: Complaints involving corporations*, are also helpful documents (both are available on the ORIC website).

Sometimes complainants allege fraud or misappropriation of funds at a corporation. Such allegations are taken very seriously but ORIC will always ask for evidence to support the claims. This is crucial—no case can be built or action taken if there is insufficient supporting evidence. Hearsay and suspicion is not good enough.

Complaints can serve a very useful and important purpose. They are often the first indication of disharmony at a corporation and therefore the first sign that something may be starting to go wrong.

The Registrar publishes a statistical overview of complaints involving corporations every six months. These are available on the ORIC website.





CHRISTIAN LUGNAN, Regional manager, Coffs Harbour GUMBAYNGGIRR MAN



BLANCHE SAUNDERS Regional officer, Coffs Harbour GOMEROI WOMAN

Locally based support

Coffs Harbour regional office, New South Wales

In ORIC's oldest regional office, Christian Lugnan and Blanche Saunders had another busy year attending general meetings, supporting directors' meetings, and delivering corporate governance training workshops. They also assisted new groups that wanted to register under the CATSI Act and helped other organisations transfer to the CATSI Act from alternative legislation.

'The work is varied and we meet with all sorts of energetic and motivated people,' said Christian. 'It's very rewarding when we can see our practical, on-the-spot assistance making a difference to the running of corporations in our region or we can help to get others started.'

A recent example of the latter was helping Kamilaroi woman, Carley Jerrard, register under the CATSI Act as a 'sole member/sole director' corporation. 'It was a fairly unusual request in that we don't have many single person entities but we were more than happy to help Carley set up the Kamilaroi Age and Community Care Aboriginal Corporation.'

Based in Inverell, New South Wales, the corporation runs an Aboriginal aged and community care service for Aboriginal and Torres Strait Islander elders in the local area.

'We advised Carley on the structure of her corporation's rule book and stepped her through a number of important business considerations,' said Christian. 'And naturally we will keep in contact so we can continue to offer support.'



Viaella Aldridge joined ORIC in January 2016, just as ORIC

Brisbane regional office, Queensland

was opening its new regional office in Brisbane. Having an officer based in the Queensland state capital has given corporations in the Rockhampton, Roma and Mount Isa regions, as well as of course Brisbane, easier direct access to ORIC services. Viaella has provided corporate governance training, helped with holding corporation meetings, and assisted with reporting obligations.

It's not unusual for ORIC staff from different regional offices to assist each other. Such was the case when Coffs Harbour regional manager, Christian Lugnan, joined Viaella in presenting some corporation-specific governance training to the Mithaka Aboriginal Corporation RNTBC in Chinchilla on the Darling Downs.

Although it's well known that ORIC staff are adaptable and open to new experiences, it was a bit of a surprise to find that the workshop was to be held in a shearing shed!

'It was a slightly unusual venue,' said Viaella, 'but we had a great turnout so we needed a large space, and everything went very well.'

The majority of the participants were members of the corporation (as opposed to staff) and many were learning about governance for the first time.

VIAELLA ALDRIDGE, Regional officer, Brisbane NORTHERN KAANJU WOMAN



JENNIFER REUBEN (right), Regional officer, Cairns ABORIGINAL WOMAN from the MARIAMOO CLAN GROUP between Daly River, Northern Territory, and Port Keats (Wadeye), Northern Territory, and also a TORRES STRAIT ISLANDER

RENEE WOOD (left), Regional officer (on secondment from another area of the department), Cairns ABORIGINAL WOMAN from the MANDABURRA CLAN GROUP from the Innisfail area, North Queensland

Cairns regional office, Queensland



In the four years it's been open, the ORIC regional office in Cairns has been steadily building relationships with client corporations across a region that stretches as far north as the Torres Strait. The office has also benefitted from the contribution made by secondee Renee Wood who provided assistance on a part-time basis from early December 2015 to the end of January 2016.

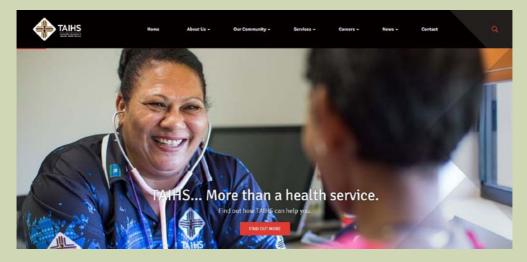
'My work is varied and demanding, particularly around reporting time,' said Jennifer. 'Each year I work hard to get in touch with every corporation in my area to make sure they're able to complete their reports and lodge on time.'

Some of the more varied work includes invitations to attend corporation meetings. For example, when the members of the Townsville Aboriginal and Torres Strait Islander Corporation for Health Services—known as TAIHS—requested a general meeting to pass a number of resolutions to change their corporation rule book, they also wanted ORIC to attend.

Since transferring over to the CATSI Act in 2012, TAIHS has expanded its business with additional resources, new buildings and extra staff.

'There was a huge number of members at the general meeting and many questions were raised with the directors and also ORIC,' said Jennifer. 'I guided them on matters of governance. It was a very productive meeting. Most of the resolutions were passed, with two resolutions referred to the next general meeting.'

Jennifer will continue to work closely with the directors and provide support.



DAYNA LISTER (left), Regional manager, Alice Springs ARRERNTE/LURITJA WOMAN

GEORGE DONALDSON (right), Regional officer, Alice Springs WONGATHA MAN

Alice Springs regional office, Northern Territory

Over the five years since the Alice Springs regional office was established in 2011 it has grown in strength and

capacity. Situated at the centre of ORIC's network of regional offices, it serves the lower half of the Northern Territory, taking in the Barkly region, central Australia and the whole of South Australia.

Covering this large remote area is not without its challenges but between them, Dayna and George manage the distances and provide face-to-face assistance as needed—from helping corporations with compliance matters to registering new groups.

In early 2016 a group of artists working in a small art centre under the auspices of Ngurratjuta/ Pmara Ntjarra Aboriginal Corporation decided the time was right to operate independently.

'My first visit to the Many Hands art centre was in June 2015 and since that time I've stayed in contact and got to know everyone quite well,' said Dayna. 'The artists are descendants of Albert Namatjira and all work in the distinctive Namatjira watercolour style.'

Over the following 12 months Dayna and George attended meetings, discussed with the artists the benefits of the CATSI Act and took them through the steps involved in registering.

'The group was keen to be incorporated by 30 June 2016 to allow a seamless transition from Ngurratjuta,' said Dayna. 'In fact, we registered Iltja Ntjarra Aboriginal Corporation on 6 June 2016 so we achieved this goal with time to spare!'

In the Western Arrernte language 'iltja ntjarra' means 'many hands'.





Darwin regional office, Northern Territory

Since the Darwin regional office opened in 2013 it has firmly established itself as an energetic force in the Top End, providing practical hands-on assistance to a large number of corporations. Services range from offering corporate governance assistance to helping with reporting obligations.

Over the past 18 months since Margetta joined ORIC, the Darwin office has been able to extend and strengthen its relationships with corporations, both near and far. 'With the two of us here we're now able to take a little more time with each corporation and also to travel further to the more remote areas,' said Hannah.

Over 2015–16, the Darwin office has been involved in a number of transfers, such as with Nungalinya College Indigenous Corporation.

Due to the close and easy collaboration between the Darwin office and Nungalinya, the transition from the *Associations Act* (NT) to the CATSI Act went through without a hitch. 'We're confident that the members and directors know to contact us on any governance matter,' said Hannah. 'We have a very good relationship.'

In November 2015 Margetta with the Registrar attended the AGM of the Sunrise Health Service Aboriginal Corporation in Katherine. 'We were invited to talk about the processes involved in changing the rule book, so it could be in line with the corporation's expansion,' said Margetta. 'We also provided information about LawHelp.'

For the members it was a great opportunity to ask important questions about governance. 'For me it was a chance to meet with the members, directors and staff and establish a good working relationship,' said Margetta. 'We were also impressed with the corporation's work and what it has achieved, especially its healthy money story.'

MARGETTA AVLONITIS, Regional officer, Darwin KUNGARAKAN and WARRAMUNGA (Northern Territory) descent

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HANNAH ROE.

Darwin

Regional manager,

YAWURU WOMAN



SID MICHELS, Regional officer, Broome ALAWA AND NGALAKAN (Northern Territory) descent



JILL RUDEFORTH, Regional officer, Broome YAWURU WOMAN

Broome regional office, Western Australia

Although the Broome regional office has been a single person operation since it opened in October 2013, it has managed nevertheless to serve corporations across the Kimberley (including around Broome, Derby and Kununurra). Corporations in the north western part of Australia rely on Sid for corporate governance assistance and are encouraged to contact him at any time.

'It's true to say calling in on corporations in my region involves a fair bit of planning and travelling but that's how it is in the west,' said Sid. 'I'm always pleased to help with corporate governance training, answer questions about compliance or, in the case of new groups, talk about the benefits of moving to the CATSI Act.'

In September 2015 Sid assisted the Maraltadj Family Aboriginal Corporation, a small tourist venture near Kalumburu in the Kimberley, to make changes to its rule book. The directors were anxious to ensure that the corporation remained family-owned and controlled.

'Together we decided the best and simplest option was to change the eligibility rules for members and directors,' said Sid. 'And while we were doing this we also reviewed and refreshed the entire rule book, which included updating to the new ORIC condensed version which is easier to understand and follow.'

To meet the challenge of covering such a large area, it's also necessary sometimes to think outside the box. Sid's answer has been to develop good working relationships with others working in the Kimberley, in particular colleagues within PM&C.

For example, Sid channelled governance information that he wanted to give to corporations around Halls Creek through PM&C officers working in Halls Creek. 'The arrangement has worked well. Because of the inter-government cooperation, corporations are able to access ORIC services without really any difficulty.'

Over the past three years the demand for ORIC services has rapidly grown and, as this is expected to continue, another staff member joined the office in June 2016. Jill Rudeforth is a welcome and much needed extra pair of hands.

In April 2016 Sid was appointed to the acting role of regional manager in the Darwin office while Hannah Roe is on extended leave.



Arthur Hyde, Regional manager, Perth

Perth regional office, Western Australia

For over four years ORIC's Perth regional office has been supporting corporations within the Greater Western Australia region, taking in the Pilbara to the north west and including the Gascoyne, Murchison and Kalgoorlie areas to the north and east.

Over 2015–16, the Perth regional office lent corporate governance support to a diverse range of corporations, including the Nyoongar Wellbeing and Sports Aboriginal Corporation.

In February 2016 the organisation transferred its registration from the Associations Incorporation Act 1987 (WA) to the CATSI Act.

Under its new registration, the Nyoongar Wellbeing and Sports Aboriginal Corporation continues to help the Nyoongar population with physical activity and healthy lifestyle programs. 'A particular focus is improving the physical and mental health of needy members of the Nyoongar community,' said Arthur.

Based in Perth, it was required by the Australian Government to transfer its registration to the CATSI Act because it received government funding of \$500,000 or more (see 'Strengthening organisational governance' page 23).

The transfer process began on 21 September 2015 with the Perth regional manager meeting with the corporation to outline the necessary steps. This was soon followed up with:

- drafting the corporation's new rule book based on the organisation's previous constitution
- assisting with calling a general meeting by ensuring that the meeting notice was correctly drafted
- attending the general meeting to assist with the process of passing the required special resolutions
- providing support after the general meeting to check that the correct documents were sent to the Commissioner for Consumer Protection (part of the Western Australian Department of Commerce) and to ORIC respectively so that the registration could proceed
- ensuring that all post registration requirements were met.

Nyoongar's CEO, Ms Karyn Lisignoli, embraced the transfer and was grateful to Arthur for streamlining the process and making it such a smooth transition to the CATSI Act.

'I will continue to provide support to the new corporation,' said Arthur. 'As soon as practical I'll offer governance training to the directors as this is all part of the post registration/transfer process.'

For a six week period in April and May 2016 ORIC officer Edison Hui acted as the Perth regional manager.

ORA: ORIC Recruitment Assistance—helping corporations to recruit senior staff

In 2015–16 a total of 10 job assistance requests for senior management positions were received through ORA and nine senior staff positions were filled.

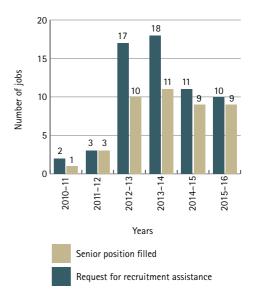
The Registrar started the ORIC recruitment assistance (ORA) service six years ago in 2010 to help corporations fill their senior positions with suitable applicants.

ORA helps build capacity by supporting corporations to follow a clearly defined process with established guidelines. The service covers recruitment, appointment and retention of suitable senior staff. It also encourages best practice.

Working with ORA, corporations are guided through each stage in the recruitment process, including:

- developing a job description package
- advertising the position
- evaluating applicants
- setting up an interview process
- preparing the selection report.

The service is free to eligible corporations (although they must meet their own advertising costs). Corporations also remain responsible for all decisions, including the final selection of the successful candidate and negotiating a suitable salary package. FIGURE 9: Number of job assistance requests received through ORA and senior positions filled from 2010–11 to 2015–16



Note: Not all recruitment activities end with filling of the position.



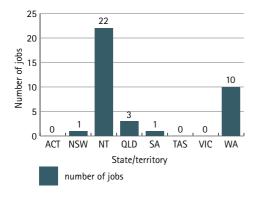
Corporation jobs

In 2015–16 there were 37 jobs advertised on the ORIC website

Since 2009 ORIC has offered corporations the chance to advertise their employment vacancies free of charge on the ORIC website.

Over the past seven years there have been in total 368 corporation jobs advertised on the website (including the 37 for 2015–16).

FIGURE 10: Corporation jobs advertised on the ORIC website by state/territory 2015–16





Handy recruitment guides

ORIC's series of short, handy recruitment guides further support corporations. Topics include:

- recruitment process
- how to draft a successful job ad
- how to draft selection criteria
- checklist for selecting suitable applicants
- sample interview questions.

Companionable to these are ORIC's employment guides on:

- managing performance
- grievance and dispute resolution
- termination of employment—small business employers
- termination of employment-larger employers.

Template employment contracts grouped by state and territory as well as summaries of employment conditions and information on relevant industry awards are also available. These documents were developed in 2010 in partnership with the Australian Government Solicitor and can be found on the ORIC website under 'Corporation jobs'.

LawHelp

In 2015–16 ORIC received 28 LawHelp applications in comparison to the 41 applications received last year. Of the 28 applications, 24 were approved by the LawHelp assessment panel and successfully referred to some of Australia's best law firms (this is the same number of referrals as last year).

LawHelp was started by the Registrar and a handful of volunteer lawyers in 2010. Its purpose was to give not-forprofit Aboriginal and Torres Strait Islander corporations access to pro bono legal assistance.

Over the six years that the scheme has been running it has provided assistance on a range of legal matters, from basic tax issues to employment contracts, to interpreting the law.

There are a few matters however that it can't help with—for example, those already funded by government, such as native title, or legal action in any court or tribunal, or matters that could possibly conflict with the interests of the Australian Government.

LawHelp is also designed to help corporations only, not individuals.

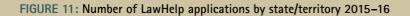
In 2015 the scheme was extended to entities seeking assistance to transfer their registration to the CATSI Act. Until this change was made, only Aboriginal and Torres Strait Islander corporations registered under the CATSI Act were eligible to apply. Over 2015–16, eight organisations interested in transferring their registrations to the CATSI Act contacted LawHelp for advice. As at 30 June 2016 there were 12 participating lawyers and law firms on the LawHelp panel:

- Allens
- Ashurst
- Australian Government Solicitor (AGS)
- Bradley Allen Love Lawyers
- Castledine Gregory Law & Mediation
- Clayton Utz
- DLA Piper Australia
- Herbert Smith Freehills
- HWL Ebsworth Lawyers
- Jackson McDonald Lawyers
- Minter Ellison
- Tress Cox Lawyers.

Eligible corporations and transferring entities can apply for legal assistance through LawHelp by sending their applications to ORIC's LawHelp secretariat for lodgment. Applications are then forwarded to the independent LawHelp assessment panel for action.

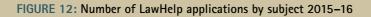
There are three independent lawyers who sit on the LawHelp assessment panel the manager of pro bono services from the Australian Government Solicitor, a Victorian lawyer from the community services sector, and an Aboriginal lawyer with the Commonwealth Department of Health.







Note: There were no applications from Australian Capital Territory.







matching skilled directory matching skilled directors to Aboriginal and Torres Strait Islander corporations



http://director.oric.gov.au

Independentdirectory

Where skill meets need

ORIC's newest free service is an online matching system to help corporations choose an independent director that's right for them (that is, has suitable experience, knowledge and skills).

For some time the Registrar has recognised that more and more corporations want to appoint independent and qualified directors to their boards. This is especially true for corporations that run a range of activities, generate a high income and have a strong asset base.

Independent directors can bring specialist experience, knowledge and skills to a board.

In 2014 the Registrar entered into a partnership with the Business Council of Australia (BCA) to find an easy way for corporations to access suitably qualified candidates. The result was an online matching service, the Independent*directory*, which encourages direct engagement between corporations and suitable potential applicants.

The online service (accessible through the Registrar's website) was made live on 6 July 2015 and officially launched in Sydney on 21 October 2015 (see page 68).

In summary, the Independent *directory* is a free online service that gives:

- Aboriginal and Torres Strait Islander corporations the chance to register their requirements for an independent director—for example, the particular skills they are seeking
- individuals the chance to register their interest in becoming an independent director, and to upload their qualifications, experience and skills.

Both corporations and candidates can choose how much information about themselves they wish to make public and at any time can edit what they post. When a potential match is found both the corporation and the candidate is automatically alerted and invited to initiate contact.