



# File Note

**To:** ERICCA ICN: 4207  
**From:** Arthur Hyde  
**Date:** 3 May 2012  
**Subject:** WDLAC Board Meeting (Perth) 3 May 2012

## Background

1. Anthony Beven and Arthur Hyde attended the WDLAC Board meeting on the 3 May 2012, primarily for Anthony to give a presentation to the Board on their responsibilities and also to answer any question they may have.

## Information

2. Whilst in attendance at the board meeting the directors discussed an agenda item relating to restructuring the Martu business entities. This structure is designed to bring all of the separate entities together into a more coordinated structure that would provide a more effective governance structure.
3. Anthony gave his presentation, with the following being the min points:
  - Directors of WALAC are also leaders in the community and will need to know how to manage the business with all the mining agreements coming on;
  - ORIC look after a lot of Aboriginal Corporations across Australia, with 78 being Prescribed Body Corporate (PBS) organisations. WDLAC is one of the largest PBCs in the country;
  - It is important that WDLAC get the process correct now to be ready for when the big money comes from the mining agreements that the organisation is able to manage it for the benefit of the members (Anthony referred to the Gumala experience and stated that lessons can be learned from the issues that they have experienced.
  - It is therefore important that the directors need to manage the “money story” for the benefit of all the members. As such, it is important to get the right business structure now;
  - ORIC has been working with WDLAC since 2010 in relation to a compliance notice issued in April of that year. There is only one this to fix up from this notice.

- Anthony mentioned that people (organisations, mining companies) like working with organisations that are well run and look after their people, i.e provide good services, programs and opportunities;
- ORIC's role is to make WDLAC as strong as possible and avoid some Martu organisations that have gone wrong in the past;
- Anthony advised the board that another examination will be held as a follow-up to ensure improvements have been bedded down. Regular examination will be undertaken;
- Anthony commended the board for the improvements they have made to their corporate governance processes by commenting on how well the WDLAC was run now;
- Anthony went specifically went through the duties of directors in relation to the following:
  - Duty of care and diligence
  - Duty of good faith
  - Duty to disclose conflicts of interest
  - Duty not to use position wrongly
  - Duty not to trade whilst insolvent

#### **Other Matter Raised separate to the Board Meeting**

##### **Aboriginal Corporation**

4.                   on of the directors advised Anthony that he had concerns in relation to the                   **Aboriginal Corporation.**