

NOONGAR ADVISORY COMPANY

INDEPENDENT DIRECTOR EXPRESSION OF INTEREST

1 February 2021

The South West Native Title Settlement between Noongar People and the WA Government is the largest and most significant native title settlement in Australia. The Noongar Boodja Trust will hold up to \$1.3B worth of assets for Noongar People. The first trustee, Perpetual is establishing the Noongar Advisory Company which will guide the operations of the Noongar Boodja Trust and transition to trustee in 12 years

The Trustee seeks two (2) **Independent Directors**.

If you are a leader in your field, an experienced director and have a genuine desire to contribute to the social and economic advancement of the Noongar Community, please lodge your expression of interest by **5pm on 26 February 2021**.

Your application should include:

- a current CV; and
- a letter addressing each of the selection criteria on page 6 and which confirms you meet eligibility requirements on page 5.

Deadline for applications 5:00pm Friday, 26 February 2021

Please send your completed application by email to: **executiveofficer@fdio.com.au**

Attention: Secretary of the Nominations Committee

Should you have any questions about the application or the selection process, please contact:

Danielle Edman

Secretary of the Nominations Committee c/o Forum for Directors of Indigenous Organisations
executiveofficer@fdio.com.au 0422 420 602

FURTHER INFORMATION FOR CANDIDATES

Potential candidates are welcome to expand their understanding of the Noongar Boodja Trust Governance Structure by attending a presentation. The presentation will be followed by a panel question and answer session. Interstate candidates can participate by webinar. Details of the session will be provided at <https://fdio.com.au/noongar>.

OUTLINE OF SELECTION PROCESS

The Noongar Nominations Committee will oversee and manage the selection process for **Noongar Advisory Company Independent Directors**.

The Nominations Committee is responsible for reviewing applications from candidates and preparing a shortlist for interviews. Final candidates will be required to participate in an interview with a panel of experts at a time to be advised.

Following that meeting, final candidates will be notified if they are successful and expected to attend a Noongar Advisory Company induction meeting in Perth at a time to be agreed with successful candidates.

NOONGAR ADVISORY COMPANY

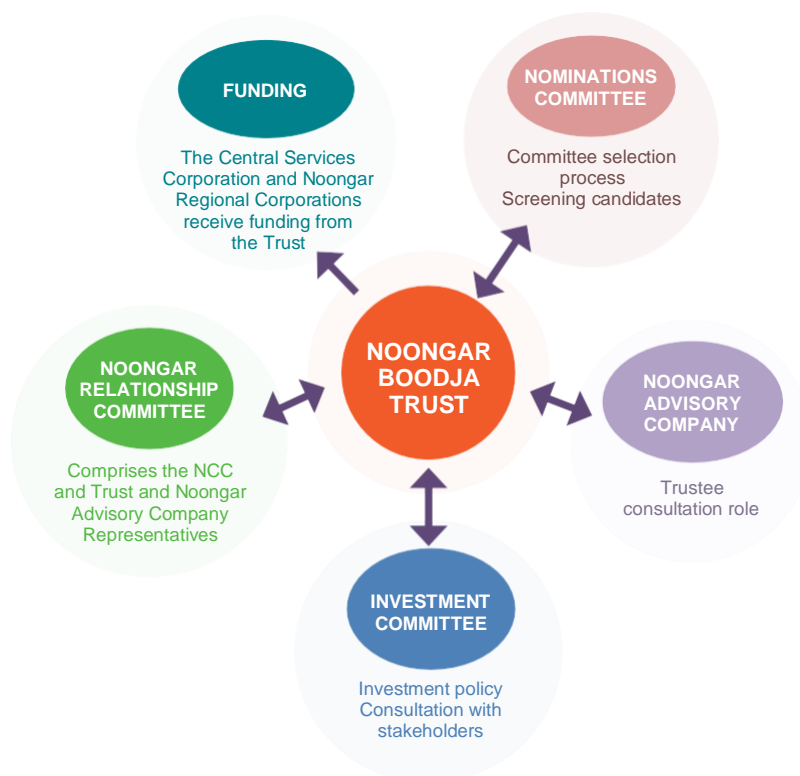
BACKGROUND

The Noongar Boodja Trust is established to receive, hold and manage all of the assets arising from the South West Native Title Settlement.

The Noongar Advisory Company forms parts of the Noongar Boodja Trust Governance Structure. The Noongar Governance Structure has been established to ensure the long-term accountability of the Noongar Boodja Trust is in line with the Noongar Peoples' expectations and future aspirations.

For more information on the South West Native Title Settlement see <https://www.dpc.wa.gov.au/swnts/Pages/default.aspx>

Diagram 1. Noongar Boodja Trust Governance Structure





THE NOONGAR ADVISORY COMPANY

Perpetual has been selected as the first trustee of the Noongar Boodja Trust. The Trust Deed requires the Trustee to establish the Noongar Advisory Company to provide advice and assistance to the Trustee on a wide range of matters.

The Role of the Noongar Advisory Company

The Noongar Advisory Company is an important vehicle for community and stakeholder consultation in the Trust framework. It is a way that the Noongar Governance Structure can hold and maintain background knowledge, goodwill and potentially intellectual property independent of the Trustee.

It is anticipated that the Noongar Advisory Company will transition to become the Dedicated Trustee of the Trust.

The Trustee will rely on the Noongar Advisory Company for important advice to set the strategic direction of the Trust. The Noongar Advisory Company will also play a significant role in fostering mutual respect and co-operation, and building relationships between the Noongar Community, other committees in the Noongar Governance Structure and the Trustee.

OBJECTIVES AND FUNCTIONS

The objects and functions for which the Noongar Advisory Company is established are to:

- a. assist the Trustee to manage its relationship with, and to liaise with, the Noongar Community, the Noongar Corporations Committee, the CSC and the Noongar Regional Corporations;
- b. foster mutual respect and cooperation between the Trustee, the Noongar Community, the CSC and the Noongar Regional Corporations; and
- c. make recommendations to the Trustee as to the fulfilment by the Trustee of the Trust Purpose and terms of the Noongar Boodja Trust Deed generally.

THE COMPOSITION

The board of the Noongar Advisory Company comprises 6 directors:

- 2 Directors being representatives of the Noongar Community (**Noongar Directors**);
- 2 Independent directors (**Independent Directors**);
- 1 State nominee; and
- 1 Trustee nominee.

ELIGIBILITY

A person is eligible for appointment as an Independent Director if they satisfy the following (in accordance with the Trust Deed):

- a. is an Australian citizen
- b. is at least 18 years old;
- c. has no conflicting commitments;
- d. has not been disqualified from managing corporations or companies, or from doing anything else contemplated by the role of Director, under any applicable law;



- e. has not been convicted in a criminal proceeding or named a subject of a pending criminal proceeding (excluding traffic violations and other minor offences);
- f. has not been found in a civil proceeding to have violated any federal or state securities or commodities law;
- g. is not a person who has been convicted of an offence against or arising out of a law of the Commonwealth, a State, a Territory or a foreign country, being an offence in respect of dishonest conduct (including fraud), other than where:
 - i. 20 years has passed from the time of conviction; or
 - ii. 10 years has passed from the time of conviction and:
 - the conduct resulted in a term of actual imprisonment of less than 3 months; or
 - the conduct resulted in a fine of less than \$5,000;
- h. is not a person who is not permitted by the Corporations Act (or an order made under the Corporations Act) to be a director;
- i. is not an employee, director, officer or committee member of an Eligible Noongar Entity or the Trustee (except the Trustee Director);
- j. is able to produce a National Police Certificate of no less than 12 months validity;
- k. has financial literacy;
- l. has leadership experience;
- m. has completed a director's course approved by the Australian Institute of Company Directors (AICD) or a suitable equivalent to the AICD;
- n. has as a minimum, 5 years' experience as a director of an Australian company governed by the Corporations Act or the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth) and can demonstrate a preparedness to question, challenge and critique and a willingness to understand and to commit to the highest standards of governance;
- o. is of high repute and recognised integrity; and
- p. is a **Responsible Person** and has such other characteristics as may be considered appropriate for membership on the Board.

Responsible Person means an individual who:

- performs a significant public function; or
- is a member of a professional body having a code of ethics or rules of conduct; or
- is officially charged with spiritual functions by a religious institution; or
- is a director of a company whose shares are listed on the Australian Stock Exchange; or
- has received formal recognition from government for services to the community; or
- is a Responsible Person as described by the Commissioner of Taxation in Taxation Ruling TR 95/27 or as otherwise approved by the Commissioner of Taxation from time to time.



Independent Expert - Selection Criteria

- Education requirements:**
- Has a Degree and/or Post Graduate qualifications in a law, accounting, economics, community development, social policy or other relevant field, and/or a recognised qualification or work experience in lieu of experience, including not-for-profit sector management;
 - Relevant qualifications in Company Directorship e.g. Graduate of Australian Institute of Company Directors.

- Experience requirements:**
- Minimum 5 years' experience as a director of an Australian company, governed by the Corporations Act or the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth);
 - Has experience with legal compliance and governance including legal, ethical and fiduciary responsibilities;
 - Can demonstrate strong financial acumen skills; an ability to read and comprehend a company's accounts and financial material;
 - Strategic thinking, demonstrated ability to review strategy and contribute to effective decision making – flexibility and open to other ideas;
 - Experience with legal compliance and governance including legal, ethical and fiduciary responsibilities.

- Leadership requirements:**
- Can demonstrate transparency and high integrity leadership or management experience;
 - Can demonstrate a preparedness to question, challenge and critique, and a willingness to understand and to commit to the highest standards of governance; and
 - Is of high repute and recognised integrity, acts ethically with appropriate independence, putting the organisations interests before personal interests.

- Special requirements of this role:**
- A passion for contributing to the social & economic development of Noongar People through the South West Settlement;
 - An understanding of cultural matters and has experience working in a cross-cultural environment;
 - An active contribution to the South West Settlement or other similar native title settlements throughout Australia;
 - A genuine interest or experience in improving the social and economic status of Noongar People; and
 - Can address the eligibility requirements – as per page 3-4.



APPOINTMENT PROCESS AND TERM

The term of appointment will be three (3) years and a person cannot be appointed for more than two (2) consecutive terms.

REMUNERATION AND EXPENSES

Conditions and term of appointment including remuneration will be discussed in detail with the appropriate candidates after the shortlisting process. Please provide your remuneration expectations in your cover letter.

TIME COMMITMENT

The successful candidate will be required to attend and participate in Committee meetings as determined by the Chair, expected to meet approximately monthly during Establishment Year and then:

- four to six times per year; and
- attend to Board to matters in between meetings;

REFEREE REQUIREMENTS

Please accompany your application with two (2) professional references.

Further information:

Should you have any questions about the application or the selection process, please contact the Secretariat of the Nominations Committee, **Danielle Edman** on **0422 420 602** or **executiveofficer@fdio.com.au**