

NOONGAR ADVISORY COMPANY

INDEPENDENT DIRECTOR EXPRESSION OF INTEREST

15 January 2024

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. Noongar Advisory Company will guide the operations of the Noongar Boodja Trust and transition to trustee in 12 years

The Noongar Advisory Company 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 **COB Thursday 15 February 2024**.

Your application should include:

- a short CV (no more than 4 pages); and
- a short letter (no more than 3 pages) addressing each of the selection criteria on page 5 and which confirms you meet eligibility requirements on page 3.

Deadline for applications 5:00pm (AWST) Thursday 15 February 2024

Please send your completed application by email to: applications-nt@perpetual.com.au

Subject: Noongar Advisory Company Independent Director EOI

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

Margot Robinne

Secretary of the Nominations Committee applications-nt@perpetual.com.au

OUTLINE OF SELECTION PROCESS

The Noongar Nominations Committee will oversee and manage the selection process.

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 the interviews, the Noongar Nominations Committee will advise the Noongar Advisory Company of eligible candidates. The Noongar Advisory Company will contact successful candidates and will advise of their appointment process – at a General Meeting of members, which will occur in early 2024.

NOONGAR ADVISORY COMPANY

BACKGROUND

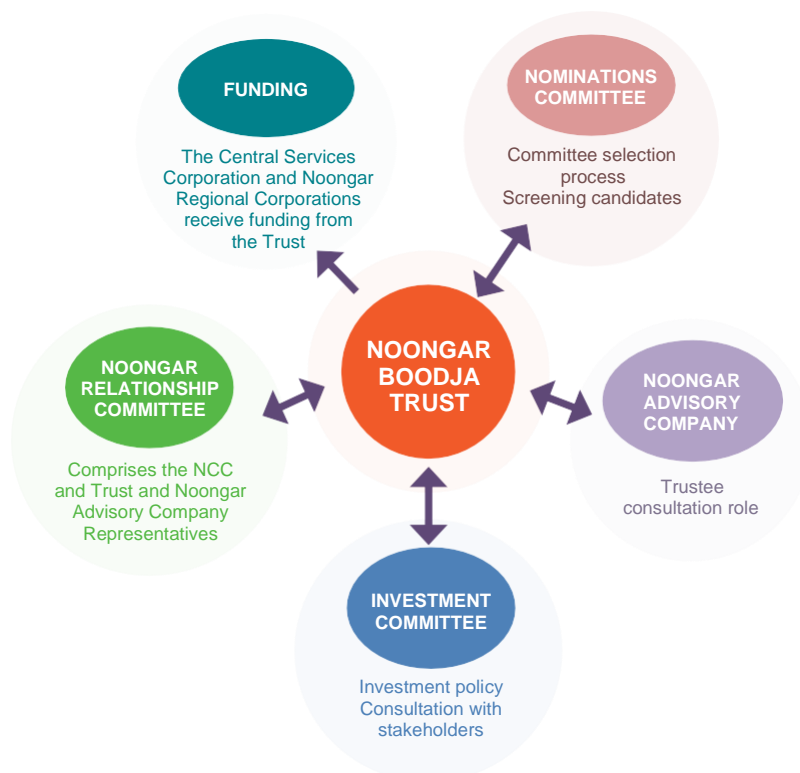
The Noongar Boodja Trust is established to receive, hold and manage all of the assets arising from the South West Native Title Settlement.

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.wa.gov.au/organisation/department-of-the-premier-and-cabinet/south-west-native-title-settlement>

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 Noongar Advisory Company to provide advice and assistance to the Trustee on a wide range of matters.

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.

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.

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.

Information about the company and current directors can be found here: <http://www.noongarboodjatrust.info>

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);

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- 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.

- Essential 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; and
 - 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

- Essential Leadership criteria:**
- 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.

- Highly regarded criteria:**
- 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
 - Experience dealing with similar trusts to the Noongar Boodja Trust
 - Can address the eligibility requirements – as per page 3-4.



APPOINTMENT PROCESS AND TERM

The term of appointment will be either (2) or three (3) years.

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:

- 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, **Margot Robine** on applications-nt@perpetual.com.au