



Regional Implementation Committee

Regional Implementation Committee (RIC)

Small Working Group

TERMS OF REFERENCE

1 Background/Context

1.1 The Regional Framework Deed (RFD) and the Regional Implementation Committee (RIC)

1.1.1 The Regional Framework Deed (**RFD**) is an agreement between Rio Tinto and 8 Pilbara Traditional Owner groups who have opted-in to the RFD (**TO Opt-In Groups**). The Regional Implementation Committee (**RIC**) was established under the RFD as a forum to achieve the objectives of the RFD.

1.1.2 The RIC is comprised of two (2) persons appointed by each TO Opt-In Group and three (3) persons appointed by Rio Tinto.

1.1.3 The TO Opt-in Groups, including relevant Boards are as follows:

- Banjima People (Banjima Native Title Aboriginal Corporation RNTBC);
- Ngarlawangga People (Ngarlawangga Aboriginal Corporation RNTBC);
- Ngarluma People (Ngarluma Aboriginal Corporation RNTBC);
- Nyiyaparli People (Karlka Nyiyaparli Aboriginal Corporation RNTBC);
- Puutu Kunti Kurrama and Pinikura People (The PKKP Aboriginal Corporation RNTBC);
- Robe River Kuruma People (Robe River Kuruma Aboriginal Corporation RNTBC);
- Yinhawangka People (Yinhawangka Aboriginal Corporation RNTBC); and
- Yindjibarndi People (Yindjibarndi Aboriginal Corporation RNTBC).

1.1.4 The RIC's functions include co-ordinating the implementation of the Employment & Training (**E&T**) and the Business Development & Contracting (**BD&C**) Regional Standards.

1.1.5 The RFD contemplates the registration of a Regional Aboriginal Corporation (**RAC**), which the RFD stipulates will be a company limited by guarantee comprising membership initially restricted to the TO Opt-In Groups. The RAC's functions include:

- assisting the TO Opt-In Groups and the RIC with the implementation of the RFD including the E&T and BD&C Regional Standards;
- assisting the TO-Opt-In Groups and the RIC to monitor and review the Regional Standards;
- providing community consultation with TO Opt-In Groups;
- providing certifications of acceptance/rejection of proposals;
- entering into agreements at the request of the RIC for the purpose of facilitating the implementation of the RFD;
- conducting programs, activities and otherwise assisting the TO Opt-In Groups to exercise their rights and discharge their obligations under the RFD; and
- facilitating the empowerment and autonomy of the members of the TO Opt-In Groups and Pilbara Aboriginal Persons (**PAPs**) including by

providing services and entering into commercial arrangements to assist TO Opt-In Groups and PAPs.

1.2 Establishment of a RAC

1.2.1 A RAC has not yet been established.

1.2.2 In early 2018, the RIC members commissioned NOUS group to conduct a feasibility assessment for the establishment of a RAC. A Nous workshop with the RIC members was held in August 2018 and on 23 November 2018, Nous group circulated amongst the RIC members a Report entitled Regional Aboriginal Corporation Feasibility Report 2018

1.2.3 In June 2019, the RIC members commissioned Jackson McDonald to produce a further report entitled Setting up a Regional Aboriginal Corporation, together with a summary. This report and summary were circulated to the members of the RIC in August 2019 and a presentation of the report was also made by Jackson McDonald to the RIC members on 6 November 2019.

1.2.4 On 6 & 7 November 2019, the RIC members unanimously made the following resolutions:

1. The RIC members agree, in principle, to establish a Regional Aboriginal Corporation (RAC), subject to obtaining endorsement from the majority of Opt-In Groups (5/8 groups) by the date of the first RIC meeting of 2020.
2. The RIC agrees to set up a RAC Small Working Group, subject to an agreed Terms of Reference comprising the following people:
 - (a) Jason Masters (RTIO);
 - (b) Sara Slattery (TO);
 - (c) Albert Pianta (TO);
 - (d) James Rhee (PBC); and
 - (e) Kelvistan Parker (TO).

1.2.5 The RIC did not secure the endorsement from the majority of Opt-In Groups to establish a RAC by the date of the RIC meeting held on 12 March 2020.

2 Roles and functions of the RIC Small Working Group

2.1 Role of the RIC Small Working Group

2.1.1 The RAC Small Working Group was established to address outstanding questions and concerns about the setting up of a RAC and to prepare

recommendations in relation to the setting up of the RAC in time for the first RIC meeting of 2020 (likely to be 12 March 2020). *[Completed]*

2.1.2 Until the RFD is reviewed and/or the RAC is set up on behalf of the RIC, this RIC Small Working Group will:

- assist the RIC to progress any matters relating to the RIC, in between formal RIC meetings, as directed by the RIC; and
- report any recommendations to the RIC for endorsement.

2.1.3 The RIC Small Working Group will also be responsible for facilitating the setting up of the RAC on behalf of the RIC as and when delegated to do so.

2.2 Functions of the RIC Small Working Group

2.2.1 The RIC Small Working Group will prepare recommendations for the RIC in relation to:

- Structure of the RAC
- Membership of the RAC and Associate Membership conditions
- The composition of the RAC Board
- Payment of the RAC Board Directors and Terms
- Role of Independent Director/s
- Relationship between RIC and RAC
- Role, functions and activities of the RAC
- Name and location of the RAC
- Alternative options to establishing a RAC
- Any amendments required of the RFD

2.2.2 Until the RFD is reviewed and/or the RAC is set up on behalf of the RIC, the RIC Small Working Group will prepare recommendations for the RIC in relation to achieving the commitments set out in the E&T and BD&C Regional Standards.

2.2.3 The RIC will undertake any activities as directed by the RIC and prepare recommendations for the RIC.

3 General

3.1 Membership

The RIC Small Working Group will comprise any members appointed by the RIC.

3.2 Chair/Co-ordinator

The group will be chaired by a TO member. Meetings will be convened by the Chair and supported by the Co-ordinator, Tahnee Davies of Grass Tree Governance. The RIC Small Working Group may invite other guests to attend meetings as required by first notifying the Chair and the Co-ordinator ahead of the next scheduled meeting.

3.3 Agenda items

All agenda items will be forwarded to the Co-ordinator by close of business ten (10) working days prior to the next scheduled meeting.

The agenda, with attached meeting papers, will be distributed at least five (5) working days prior to the next scheduled meeting.

3.4 Minutes and meeting papers

The minutes of the RIC Small Working Group meeting will be prepared by Tahnee Davies.

Full copies of the minutes, including attachments, will be provided to all RIC Small Working Group members no later than ten (10) working days following each meeting.

3.5 Frequency of meetings

The RIC Small Working Group will meet as required. Meetings will take place in the Pilbara region and/or by teleconference/videoconference as required.

3.6 Proxies to meetings

Members of the RIC Small Working Group may nominate a proxy to attend a meeting if the member is unable to attend.

The Chair will be informed of the substitution at least five (5) working days prior to the scheduled nominated meeting.

The nominated proxy will provide relevant comments/feedback about the attended meeting to the RIC Small Working Group member they are representing.

3.7 Quorum requirements

A quorum will be three (3) members and must include at least one (1) TO member.

3.8 Meeting costs

The TO members of the RIC Small Working Group will receive a Sitting Fee (usual RIC Sitting Fee amount, calculated on a pro-rata basis when necessary) for attendance at any meeting (payable through the LACs after confirmation of attendance at meeting) as well as reimbursement of travel costs and payment of accommodation where appropriate.