

# NTdirector

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companydirectors.com.au



L-R: Peter Carew AM FAICD, Quentin Kilian GAICD, Charles Staples GAICD, Peter Fadelli GAICD and Bruce Linn FAICD

## 21st Birthday Cocktail Party

Wednesday 16 November 2011  
Darwin Convention Centre

2011 marked our organisation's 21st birthday. While in organisational history terms we are still relatively young, both at a National level and locally in the Northern Territory, reaching this milestone was cause for us to reflect and celebrate.

Attended by over 150 members and their guests, we took the opportunity to acknowledge some recent graduates of the Company Directors Course, welcome in new members and celebrate our 'coming of age' with a cocktail party at the Darwin Convention Centre in November.

Formalities were conducted by members of the NT Committee including Peter Carew AM FAICD, Chairman, Greg Constantine MAICD, Lorraine Corowa GAICD and Richard Giles MAICD. Along with Bruce Linn FAICD, SA/NT Division President, having an opportunity to address our NT chapter on the work and achievements of Company Directors in 2011 and how far we have come in our 21 years.

Highlights made by Mr Linn included a dramatic increase in membership, presently at over 30,000, equating to approximately 1,000 members per year since our inception (merger of the Institute of Directors in Australia and The Company Directors Association of Australia). He also discussed the 'hot topics' for 2011 being the not-for-profit sector reform and board diversity.

Mr Linn later commented "this being my 3rd visit to Darwin in 12 months, I can clearly see the very positive impact we are having in the 'Top End'. It is abundantly clear to me that Company Directors is gaining real traction and momentum in the Northern Territory and at a time when the region is poised for very rapid growth and when everyone in the Northern Territory is talking governance".

To commemorate our birthday we were pleased to provide the opportunity for one person to win a complimentary place on our flagship program - Company Directors Course, in Darwin February 2012.

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### UPCOMING OFFICE CLOSURES

Please note that the SA/NT office will be closed on Thursday 8 and Friday 9 December 2011 and will re-open on Monday 12 December 2011.

The office will also be closed from Friday 23 December 2011 and will re-open on Tuesday 3 January 2012.

We wish you and your families a safe and happy festive season.

SA/NT Division, GPO Box 482, Adelaide SA 5001  
t: 08 8236 2800 f: 08 8236 2833  
e: sa-nt@companydirectors.com.au

Newsletter written by: SA/NT State Office. For more information or to submit content, contact us.  
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## STATE MANAGER UPDATE



**David Spear MAICD**  
SA/NT State Manager, Australian Institute of Company Directors

2011 could best be described as a year of uncertainty.

Uncertainty over interest rates, unemployment, politics at both a state and federal level, a two-speed economy, plus the growing concern over some of the director community's biggest challenges, including diversity, executive remuneration and of course director liability.

The not-for-profit sector faces the biggest uncertainty we have seen in years; with a regulator being established and the impact that such a regulator could have on compliance for our 'for-purpose' organisations. In early 2012 we will be hosting a Directors Briefing in Darwin to discuss the affect the reforms will have and preparation that should be undertaken for the impending changes.

Small businesses are also facing challenges, in recent discussions most saying they are in 'scramble mode'. The current economic climate has seen clients of small and large businesses cut their spending, in particular in the retail sector. Boards are now wondering whether growing problems will compound in the future and there is a real sense of conservatism in the market place.

In the face of all these challenges, individual directors have a heightened awareness of their legal duties and responsibilities, as well as their personal liability. Most prominent are the duties to prevent the company they serve from trading while insolvent and for the 'going concern' principal to be applied in financial statements. Directors need to be particularly vigilant to be aware of, and closely monitor, the early warning signals of financial distress. The Centro case reminded us in the director community of this important responsibility.

Beyond immediate survival, the general problem for today's boards is one of determining the right strategy. Companies which don't change their thinking, and are more focused on survival than revitalisation, may struggle. Having not only a resilient chairman but one that is visionary is now almost a pre-requisite for board and company growth.

The conversations directors have around their board tables in the current climate will naturally be vastly different to those of a couple of years ago in 'boom times'. All directors are working harder than ever before on ensuring the robustness of their decision-making. Top of the board agenda may well be the development of transformational change plans. The thinking behind such change plans involves grappling with substantial uncertainty. In an environment where rapid economic change has made it difficult to forecast by even one month, an increased use of scenario planning may be required to map out long-term strategy.

Directors are also reflecting on how they have managed risk in the past. It could be argued that some businesses were too inwardly-focused in their assessment of potential risks. It is true that some of the largest losses experienced by business were caused by external events, well beyond the influence of directors. However, boards should review their external environment, and the ways in which they monitor it and consider, in advance, their potential crisis response to ongoing and rapid change.

The outlook for 2012 could be described as even more uncertain than 2011. Global economic impacts remain at the top of concerns with the business leadership community, but no-one can exactly predict the foreseeable future with any complete authority. Therefore the strategy of our Australian businesses must be clear and concise with regards to their risk exposure and risk appetite during these challenging times.

Whilst we continue to put directorship issues on the table, we cannot take our eye off the ball and we therefore continue to educate the director community in best practice through our wide range of governance and directorship programs.

I am sure that 2012 will be a busy year, maybe even a little unpredictable, but our organisation stands ready to assist our members.

I wish you all a wonderful and safe Christmas and a prosperous New Year!

### SA/NT TEAM MEMBERS

**David Spear** State Manager  
**Terri-ann Maney**  
NT Membership and Events Executive  
**Allison Dawe**  
Education Executive  
**Carol Day**  
Member Relations Executive  
**Jessica Landers**  
Events and Education Coordinator

**Pam Mobius**  
Member Relations Administrator  
**Kelly Thompson**  
Events and Professional  
Development Executive  
**Nadine Turhan**  
Office Administrator  
**John Semba**  
Business Development Executive

### NORTHERN TERRITORY COMMITTEE MEMBERS

**Peter Carew** AM FAICD  
Chairman  
**Greg Constantine** MAICD  
**Lorraine Corowa** GAICD  
**Linda Fazldeen** FAICD  
**Deborah Fracaro** MAICD

**Tom Ganley** FAICD  
**Richard Giles** MAICD  
**Julie Ross** MAICD  
**Francis Thomas** GAICD

## 21st Birthday Cocktail Party

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The 'birthday present' (valued at over \$5800) was won by Alastair King GAICD, General Manager, The Arnhem Land Progress Aboriginal Corporation. As Mr King is already a graduate of the program he very generously 're-gifted' the place on the upcoming course to Mary O'Brien, Director, YWCA Darwin. Although only having met Ms O'Brien that night he thought it fitting and deserving, in keeping with the themes of the not-for-profit sector and board diversity.

The event was an outstanding success and we look forward to an exciting calendar of events in 2012, most notably the Company Directors Conference, Directorship:12 to be held in Darwin in May.

*"I am thrilled to be doing the course, both for the YWCA Darwin and for my own professional development. I am very grateful to Alastair King for providing this opportunity through his generous gift of the door prize. The YWCA Darwin is a large community based organisation providing a range of programs that address the needs of different groups in the community, our board members are volunteers. Governance is a duty with serious responsibilities and the course will add valuable knowledge at a useful time as we are considering becoming a company limited. The Company Directors Course is well recognised for its high educational standards and I look forward to the benefit of expert teaching of board roles and responsibilities." Mary O'Brien, Director, YWCA Darwin.* Mary O'Brien, Director, YWCA Darwin



21st Birthday Cocktail party was one of the largest events we have had in Darwin.



L-R: Ian Kew FAICD, Malu Barrios and Prof Helen Garnett PSM FAICD and Selina Pollard



L-R: Kevin Peters MAICD, Bernadette Eggington, Tony Eggington GAICD and Xana Kamitsis MAICD



L-R: Mary O'Brien, Bruce Linn FAICD and Alastair King GAICD

# The business of reconciliation

Thursday 6 October 2011  
Crowne Plaza, Darwin

Darwin was fortunate to have Melinda Ciento MAICD, Co-Chair of Reconciliation Australia, and Non-Executive Director of Woodside Petroleum and Wesfarmers General Insurance Limited recently present 'the business of reconciliation' at the Leaders' Edge Lunch sponsored by Minter Ellison.

Melinda not only presented the business case for developing Indigenous Engagement Initiatives and the commitment being made, but also the impact that these initiatives are having across Australia.

Many attendees agreed, it was a great opportunity to hear what the 'down south' corporates are doing in relation to their Reconciliation Action Plans (RAPs), indigenous employment

and economic development strategies. It was valuable for Melinda to share that not one approach will work for everyone and that real commitment is being demonstrated through the development of RAP's by different organisations, showcasing unique and varied strategies.

After the presentation Melinda had many attendees approach her for more information on developing their own RAP.

Our lunch was held as part of October Business Month and was attended by over 90 members and local business leaders. ⑩

Event proudly sponsored by:

**MinterEllison** | LAWYERS



Melinda Ciento MAICD



L-R: Steven Moore AAICD, Susan Kirkman GAICD and Helen Egan GAICD



L-R: Phil Grice, Tony Coleman and Craig O'Halloran



L-R: Kate Presswell AAICD, Mary O'Brien, Sally Morris and Susan Briggs



L-R: Dick Guit, Phil Storey and Fiona Lynch MAICD

# Vale Alan Hewitt FAICD

Written by David Spear  
Australian Institute of  
Company Directors

Some members may not be aware of the recent passing of former State Division President and National Director Alan Hewitt FAICD after a short battle with illness. Alan was my Chairman for three years and contributed greatly to our Institute.

In business, Alan contributed over 21 years of service to the Credit Union industry, five years as the former Chairman of Community CPS Australia Ltd. He was also former Chairman of the Eastwoods Group Pty Ltd.

Alan was a consultant and former Managing Director of HH Advisory Pty Ltd, following 10 years as State Manager of the Australian Property

Group. He was a Fellow of the Australian Property Institute, a Fellow of the Australasian Mutual's Institute and a Senior Associate of the Financial Services Institute of Australasia.

Alan was also a Fellow of the Australian Institute of Company Directors and I think in more recent times, this drove his business passion for well over the past decade and it generated his enthusiasm for business and directorship. Alan became the SA/NT Division President of the Australian Institute of Company Directors in 2008 and served his three year term on the National Board after more than eight years on the Council.

Alan worked tirelessly for the Company Directors on issues such as diversity, indigenous governance and opening the doors for younger

directors to make their mark through the Emerging Directors program. Alan's association with the Company Directors was one of his passions and at his last official function as President, Alan was over the moon to have the Governor General in attendance along with the Australian Girls Choir who sang some of his favourite tunes. I know that Company Directors will not be the same without his considerable contribution.

Alan's passion for the Arts is well documented and in fact could be argued his greatest contribution to society. He was a wonderful jazz musician who re-counted his days playing with some of Australia's finest entertainers as only Alan could, with passion and sincerity and as always with humbleness. He toured with some of the world's leading acts when they



Alan Hewitt FAICD  
1940 - 2011

toured Australia. In recent times Alan spent hours working at radio station 5MBS spinning his classic jazz tunes and recounting those more splendid times.

Alan's contribution to the South Australian Business and Arts community is well documented. We can though, be thankful for the time we have shared, his contribution to many fine organisations and applaud him for his kindness and generosity of spirit. I will miss him greatly. @

# Congratulations to our recent Company Directors Course graduates

The Company Directors Course is the most established director program in the world. First delivered in Australia in 1975; currently completed by more than 2,500 participants annually and leading to a qualification that is recognised by the director community both in Australian and overseas.

*"Developed and facilitated for directors by directors, the Company Directors Course encompasses current thinking and recent events that shape the way directors carry out their role."*

Developed and facilitated for directors by directors, it encompasses current thinking and recent events that shape the way directors carry out their role. The currency of the program takes into account the contemporary and topical issues as they relate to corporate governance.

The program is updated twice annually to keep it at the cutting edge of our dynamic business environment and our staff and practicing directors have ensured the spectrum of current and emerging issues are covered in the course content for 2011/12.

The Company Directors Course covers the essential elements for good directorship and delivers extensive knowledge and tools which assist you to:

- Better understand governance

expectations and ethical considerations.

- Build a better board and streamline board processes.
- Monitor an organisation's financial performance and risk management.
- Examine the responsibilities of directors and their fiduciary duties and compliance roles.
- Identify the board's contribution to organisational performance and strategy development and execution.
- Review frameworks for board decision-making.

Our recent Company Directors Course graduates are: **Peter Fadelli, Joanna Frankenfeld, Quentin Kilian, Ross Springolo, Charles Staples, Raelene Webb QC.**

Companies today exist in a rapidly changing environment and it is critical that directors avail themselves of up-to-date professional development programs like the Company Directors Course.

If you are serious about a career as a director or enhancing your exiting directorship knowledge consider registering for our program next year.

For more information see the Diary Dates (page 6) or visit [companydirectors.com.au/Course](http://companydirectors.com.au/Course)





## Longstanding members

The NT Committee takes pleasure in acknowledging those who have achieved the milestones of continuous membership during July to October 2011.

### 5 Years Membership

**Mark Hurley** FAICD  
Financial Controller  
Territory Insurance Office

### 10 Years Membership

**Darryl Day** FAICD  
General Manager  
Remote Operations  
Power & Water Corporation

**Bruce Fadelli** AM FAICD  
Managing Director  
Bromavic Properties Pty Ltd

**Thomas Ganley** FAICD  
Chief Financial Officer and  
Company Secretary  
Airport Development Group Pty Ltd

**Norman Humphery** ACA FAICD  
Group Financial Controller  
Paspaley Pearling Company Pty Ltd

**Ian Kew** FAICD  
Chief Executive Officer  
Northern Territory Airports Pty Ltd

**Glenis Luke** FAICD  
Revenue Stream Manager  
Power & Water Corporation

**Marjorie Morrissey** FAICD

**Deborah Moyle** FAICD  
Director  
Action Ideas Pty Ltd

**Charles Smith** FAICD  
Director  
Kholassey

## New members



Please find the names of our new members who joined during July to October 2011.

**Janet Berriman** MAICD  
Chief Executive Officer  
Central Australian Affordable  
Housing Company Ltd

**Dennis Bree** MAICD  
Chief of Staff, Chief Ministers  
Office – NT Government

**Gerard Coffey** MAICD  
Co-ordinator  
Ngaanyatjarra Council

**Nicholas Comerford** MAICD  
Insurance Manager  
Ngaanyatjarra Council

**Sharyn Elkin** MAICD  
Senior Advisor - Training,  
Department of Education  
and Training

**Annesley Farthing** MAICD  
Director  
General Practice Network NT

**Gerard Gibson** AAICD  
Manager  
Territory Insurance Office

**Diane Hood** MAICD  
Chief Executive Officer  
MacDonnell Shire Council

**Sharyn Innes** MAICD  
Director  
Sharyn Innes Consultancies  
Pty Ltd

**Peter Jackson** MAICD  
Chief Executive Officer  
Jackson Enterprises Pty Ltd

**Helen Kilgariff** MAICD

**Andrew Kirkman** MAICD  
Executive Director  
Remote Housing, Local  
Government Housing

**Steven Moore** AAICD  
Chief Executive Officer  
Outback Stores Pty Ltd

**Jeffrey Norton** AAICD  
Manager  
Land Development Corporation

**Kate Presswell** AAICD  
Treasurer, YWCA

**Melissa Reiter** MAICD  
General Manager - Corporate  
Services, Darwin Port Corporation

**Robert Ritchie** MAICD  
Director - Strategic  
Infrastructure, NT Government

**Tracey Scott** MAICD  
Executive Director  
Business Services, Department  
of Lands and Planning

**Michael Sheehan** MAICD  
Chief Information Officer  
Territory Insurance Office

**Heather Sjoberg** MAICD  
Alderman, Darwin City Council

**Joyce Vandermaas** MAICD  
Manager  
Quality and Regulatory,  
Department of Education  
and Training



## Diary dates 2012

### Courses and Events

#### 6 - 10 February

**Company Directors Course**  
*Five Day Program*

Crowne Plaza Darwn  
8.30am - 4.30pm each day

#### Wednesday 8 February

**Directors Briefing**  
*Reforming a not-for-profit  
sector*

Deloitte, Mitchell Street  
5.30pm - 7.30pm

#### 9 - 12 May

**Company Directors  
Conference**  
*Directorship:12*

Darwin Convention Centre

#### 17 - 21 September

**Company Directors Course**  
*Five Day Program*

Crowne Plaza Alice Springs  
8.30am - 4.30pm each day

For all enquiries

t:08 8236 2800

e:sa-nt@companydirectors.com.au

Note: Milestones are acknowledged referencing the month originally joined. Any period of lapsing over the years can alter the renewal month. Only 10, 15, 20, 25 etc years of membership are acknowledged.

# Capture the view from the top

## Company Directors Conference Directorship:12

Gain the views from the highest levels of corporate Australia on topics critical to directorship today.

9 - 12 May 2012, Darwin Convention Centre

REGISTER NOW  
TO RECEIVE YOUR  
EARLY BIRD DISCOUNT

For program and registrations visit  
[companydirectors.com.au/directorship12](http://companydirectors.com.au/directorship12)

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of COMPANY DIRECTORS