

Friday, 8 July 2011

Board Room, Racing Queensland
Racecourse Road, Deagon

Meeting Commenced at 10:00am
Meeting Concluded at 11:40am

Board Directors Present:	Bob Bentley Tony Hanmer Bob Lette Bill Ludwig Wayne Milner	- <i>Chairman</i> - <i>Deputy Chairman</i> - <i>via telephone</i>
Apologies:	Bradley Ryan	- <i>Overseas</i>
In attendance:	Malcolm Tuttle Shara Murray	- <i>Chief Executive Officer</i> - <i>Senior Corporate Counsel/Company Secretary</i>
Minutes:	Debbie Toohey	- <i>Board Secretary</i>

The Chairman opened the Meeting at 10:00am.

1.1 Apologies

Mr Bradley Ryan is currently overseas and unable to attend the Board meeting.

1.2 Declaration of Conflicts of Interest

Directors are required by the *Corporations Act 2001* (Cth) to disclose any material personal interest in a matter relating to the affairs of the Company.

There were no other additional Declarations of Conflicts of Interest. (See Attachment "A")

1.3 Confirmation of Minutes of RQL Board meeting of 1 July 2011

The Board **RESOLVED** that the RQL Board Meeting Minutes of 1 July 2011 be received and confirmed.

MOVED by Mr Tony Hanmer **SECONDED** by Mr Wayne Milner

Motion carried

1.4 Action Sheet

The Board **NOTED** the action sheet.

1.5 Media Releases / Correspondence / Matters for Noting

The Board **NOTED** the following correspondence/matters:

Media Releases

- Capalaba Greyhounds return to racing 26 June 2011

The above correspondence was **NOTED** by the Board.

2.1 Board Governance

In Camera.

2.2 Executive Committees

The board discussed at length the current practice of having Board Directors involved on specific committees.

The Chairman advised that he had discussions with Senior Executives and their view of the Directors involvement in management committees. The executive expressed an unanimous view that while it had been beneficial to have Directors involvement in the past on various projects the executive now needed to operate in an independent fashion and bring to the Board their input on projects.

This process is to be put in place for all committees with the exception of the "annual awards" where the expertise of Mr Hanmer is essential to a successful conclusion.

The Board agreed that this will clarify any misconceptions that the Board is involved in management operations.

2.3 Audit Committee Charter

In view of the recent "Centro Property Case", the Chairman requested that the Audit Committee review their charter and ensure that the charter adequately reflects the requirements for good governance of RQL.

The Audit committee should not be restrained in delving into any issue that it deems necessary. However, is it essential that their oversight of administration covers compliance with the Racing Act and Section 81 policies rather than expending time on smaller issues that could be clarified by Management.

2.4 HR Issues

The chairman updated the board of significant issues that have arisen from the recent publication in newspapers and websites of proposed changes to RQL Board and management structures.

The Board expressed their concern that this type of editorial has had a destabilising effect on executive staff and RQL would ensure that employees of RQL are aware of their rights.

The Board to instruct to Mr Tuttle and Ms Murray to engage independent advice on their contractual rights. The cost of this advice was to be paid by RQL.

As Chairman, I have engaged the services of Norton Rose Lawyers to act on behalf of RQL in respect of providing advice to RQL's four (4) key executives:

1. Malcolm Tuttle
2. Jamie Orchard
3. Paul Brennan, and
4. Shara Murray

I have approved a budget of \$15,000. Scope of advice – in relation to their rights and entitlements.

2.5 Business Advancement Committee

The Chairman raised the issue if this Committee should commence due to work commitments of the executives involved. Mr Hanmer advised that he was very busy and could not commit himself at this time.

Mr Wayne Milner stated that although he sees this committee as very important, it would be best to put the committee on hold for the time being.

The Board **RESOLVED** that the resolution dealing with "Future Planning Committee" passed at the Director's meeting held on 7 June 2011 is hereby rescinded.

2.6 Tattersall's Race Club Rockhampton Inc.

Ms Murray updated the Board in relation to Tattersall's Race Club Rockhampton (**Club**) winding up as per RQL's Policy and the request from the Club that funds of \$30,000 be transferred to the Rockhampton Jockey Club. This was agreed by the Queensland Racing Limited Board on 4 April 2008. Ms Murray informed the Board that the funds now totalled \$101,633.05.

Ms Murray confirmed that the Club provided funds to the Rockhampton Jockey Club on the proviso that the funds were used for the purpose of extending the public area and establishing a patio at the front of the Committee Bar and also that the Club retain the Tattersall's Sprint and Tattersall's Gold Cup races as lead ups to the Newmarket and Rockhampton Cup.

The Board **re-confirmed** the previous Board's approval of the Club's dissolution and transfer of the funds.

2.7 Hendra Virus

Mr Tuttle updated the Board in relation to the Hendra Virus outbreak.

It was noted that the Integrity Department is consistently sending out updates and working closely with the Department of Primary Industries.

2.8 Local Rules

Mr Orchard sought the Board's approval for the amendment to the Local Rules of Racing in relation to the new method of calculating deductions arising from late scratchings. This amendment comes into effect on 1 August 2011.

This was **APPROVED** by the Board.

MOVED by Mr Wayne Milner **SECONDED** by Mr Tony Hanmer

Motion carried

Other matters

Anti-Discrimination

Ms Murray updated the Board in relation to Ms Heather Warland's complaint with the Anti-Discrimination Commission regarding alleged groping by a security guard at Albion Park. Ms Murray informed the Board that there were no security guards on that day and security guards do not issue stickers to licensees. Ms Murray to write a submission to the Anti-Discrimination Commission. Ms Murray to keep the Board updated.

Club and Venue Licensing

Ms Murray updated the Board in relation to the issuing of Club and Venue Licenses. All Clubs were issued with a new licence on 28 June 2011 to commence from 1 July 2011. RQL included in the new licence agreement reference to non-racing events public liability and the image of racing.

Brisbane Racing Club (**BRC**) claimed that RQL served their new licence on them late Tuesday and were concerned that they were not consulted with the new content in the license. As a result BRC delayed the races on Wednesday and threatened to cancel trackwork. RQL resolved to issue a Certificate of License to each TAB Club as previously prepared with an expiration date of 31 December 2011.

DNO Policy

Ms Murray informed the Board that Clayton Utz were finalising the Policy and has recommended a number of amendments. Ms Murray to circulate the amendments to the Board. Once Clayton Utz has finalised the Policy is to be circulated to the Board, Mr Adam Carter and Ms Murray to liaise with AON to update the Policy.

Mr Lette suggested a 7 year indemnity to be included in the DNO Policy.

MOVED by Mr Bob Lette **SECONDED** by Mr Tony Hanmer

Motion carried

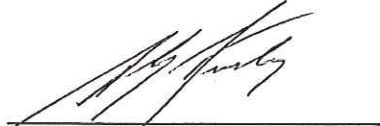
RQL Policies

Ms Murray informed the Board that she is advising Clayton Utz to commence an in-depth review of all 23 Section 81 policies within the auspices of the Racing Act.

This has been brought about by recent courier mail article that made reference to a senior barrister Mr Kelly SC claiming that RQL maybe acting illegally.

The Board resolved to instruct Ms Murray to have Clayton Utz investigate for the sake of clarity.

Confirmed as a true record.



R G Bentley

Chairman

Dated.....8...../.....7...../2011

Mr Bob Bentley

Director of Tatts Group
Director/Chairman of Sunshine Coast Racing Pty Ltd (ACN 120 875 363)
Director/Chairman of Australian Racing Board

Mr Tony Hanmer

Member of the Sunshine Coast Turf Club Inc.

Mr Bob Lette

Life Member Albion Park Harness Racing Club Inc.
Member of Brisbane Racing Club
Consultant to Mullins Lawyers
Non Executive Director Watpac Limited

Mr Bill Ludwig

Secretary of the Australian Workers' Union (including signing of all correspondence and Industrial Instruments)
Board Member of WorkCover Queensland
Member of Brisbane Racing Club

Mr Bradley Ryan

Member of the Brisbane Racing Club
Member of Tattersalls Club

Mr Wayne Milner

Member of the Brisbane Racing Club
Member of the Sunshine Coast Turf Club
Member of the Ipswich Turf Club
Member of the Victoria Racing Club
Life Member of QROA
Holder of Victoria Owners Gold Card
Consultant to ME Bank
