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INDEPENDENT COMMISSION AGAINST CORRUPTION

THE HONOURABLE MEGAN LATHAM

PUBLIC HEARING

OPERATION GREER

Reference: Operation E14/0362

TRANSCRIPT OF PROCEEDINGS

AT SYDNEY

ON TUESDAY 10 MAY 2016

AT 2.05PM

Any person who publishes any part of this transcript in any way and to any person contrary to a Commission direction against publication commits an offence against section 1122) of the Independent Commission Against Corruption Act 1988.

This transcript has been prepared in accordance with conventions used in the Supreme Court.

THE COMMISSIONER: Yes, my apologies for that delay. Ah, Mr Docker, you'll be given access to the transcript of the CEs of your client, but it's our practice not to actually provide the document, but rather allow you an opportunity to read it.

MR DOCKER: I appreciate that.

THE COMMISSIONER: Yes.

10 MR DOCKER: Thank you.

THE COMMISSIONER: Right. Well, we'll organise that at a later time.

MR DOCKER: Thank you.

THE COMMISSIONER: Yes, Mr Henry.

MR HENRY: I call Mrs Vicki Wade.

20 THE COMMISSIONER: Yes, come forward, Ms Wade. Yes?

MS SWIFT: Your Honour, Swift, S-W-I-F-T.

THE COMMISSIONER: Yes, Ms Swift.

MS SWIFT: I act for Mrs Wade, and I've explained the provisions of section 38 of the Act to her, and she does seek a declaration.

30 THE COMMISSIONER: And she understands the limits of that order?

MS SWIFT: Yes. Yes, she does.

THE COMMISSIONER: Thank you.

MS SWIFT: She also will take an oath.

40 THE COMMISSIONER: Thank you. Pursuant to section 38 of the Independent Commission Against Corruption Act, I declare that all answers given by this witness and all documents and things produced by this witness during the course of the witness's evidence at this public inquiry are to be regarded as having been given or produced on objection and there is no need for the witness to make objection in respect of any particular answer given or document or thing produced.

**PURSUANT TO SECTION 38 OF THE INDEPENDENT
COMMISSION AGAINST CORRUPTION ACT, I DECLARE THAT
ALL ANSWERS GIVEN BY THIS WITNESS AND ALL**

DOCUMENTS AND THINGS PRODUCED BY THIS WITNESS DURING THE COURSE OF THE WITNESS'S EVIDENCE AT THIS PUBLIC INQUIRY ARE TO BE REGARDED AS HAVING BEEN GIVEN OR PRODUCED ON OBJECTION AND THERE IS NO NEED FOR THE WITNESS TO MAKE OBJECTION IN RESPECT OF ANY PARTICULAR ANSWER GIVEN OR DOCUMENT OR THING PRODUCED.

10 THE COMMISSIONER: Can we have the witness sworn, please?

THE COMMISSIONER: Thank you. Yes, Mr Henry.

MR HENRY: Thank you, Commissioner. Mrs Wade, I'll refer in the questioning of you to Gandangara Local Aboriginal Land Council as GLALC for convenience. Do you understand that?---Yes.

10 All right. If there's any uncertainty that you have in relation to a question, please just say so. When did you first become a director of GLALC, please?---I'm not a hundred per cent sure of the dates. I think it was probably middle of 2009, up until the beginning of 2012.

And prior to that time, had you been a director of an Aboriginal Land Council?---No.

20 You were formerly from Western Australia, is that right?---Yes. Well, I've been in New South Wales for many years.

Right. When did you first move to New South Wales?---When I was 8 years old.

Oh, I see. Now, prior to becoming a director of GLALC, had you been a director of a corporation?---Marumali.

I see. And when did you become a director of that company?---Probably around 2008. I'm not a hundred per cent sure of the dates.

30 I see. And had you had any education or training with respect to directors' duties before you became a director of GLALC?---No.

What about after you became a director of GLALC?---Yes.

And what was that training, please?---The training was corporate governance training, and that was at, I think, Sans Souci or Wollongong, at the Rydges.

40 All right.---Or Novotel, sorry. Novotel.

And do you recall when that was?---No.

Was there one or more than one?---Two.

I see. And did both of those occur during your period as a director of GLALC?---Yes.

And do you recall who conducted the training?---John Mero and Associates.

Is that spelt M-e-r-r-o-w?---Ah, just an “O”, I think.

Oh, M-e-r-o. O.K. And do you recall how far apart the sessions were? As in were they six months apart or two years?---I think a year.

A year apart?---Mmm.

10 And do you recall whether different subject matters were the subject of instruction at each session? Or were they essentially the same?
---Essentially the same.

Are you able to give a general description of what you were instructed about?---About governance of corporations around pecuniary interests, around conflicts of interest, around trading insolvent, acting in good faith. They're the things that spring to mind.

20 Were you given any instruction about understanding financial statements?
---I don't recall.

Or reviewing management accounts?---I don't recall.

And you said that you were a director of Marumali, you think from about 2008. Do you recall saying that?---Yes, yes.

Did you have any training for the purposes of that directorship?---No.

You need to answer for the transcript.---No.

30 Thank you. What was your employment experience prior to becoming a director of GLALC, please?---My employment experience just prior to and the time I was a director, because we kept our full-time employment, I was at that time area director for Aboriginal Health in Sydney's south-west.

And what responsibilities did you have in that capacity?---The main, main responsibility was to make sure the operationalising of the Aboriginal Health Plan.

40 I see. Were you responsible for budgeting in that capacity?---No.

Were you responsible for adhering to a budget?---My own.

I see. As in when you say your own, at work?---At work, yes.

Do you recall even approximately the amount of money the subject of the budget?---300,000.

Is that on an annual basis?---Yes.

Thank you. You've mentioned John Mero. Was he – do you know who retained him for the purposes of conducting the training sessions at Wollongong?---No.

Do you know if it was organised by GLALC or another - - -?---No, it would have been organised by GLALC.

Not the New South Wales Aboriginal Land Council?---No.

10

All right. Did you receive any instruction during your time as a director of GLALC about the Aboriginal Land Rights Act?---No.

What about before your time as a director?---I do recall we had one meeting and I'm not sure whether it was New South Wales Land Council, but I do recall a meeting where there were other people from Land Councils and we came together, but I'm not, I can't recall how this happened but we were meeting at Tranby College and we were talking about Land Council. I'm not, I can't recall whether it was through Gandangara Local Aboriginal
20 Land Council or it was through some other mechanism that we were there, but I do recall the, me talking to a couple of other people from Land Councils.

Right?---Yeah.

And when was this, do you recall?---A while ago, so it would have been probably about 2009. It was a while ago.

And did you receive any instruction on that occasion about the Aboriginal
30 Land Rights Act?---Yes, we would have, yes.

Right. Can you recall what you were told about the Aboriginal Land Rights Act on that occasion?---I cannot recall, no.

All right. Did you understand when you were a director of GLALC that you were obliged under the Aboriginal Land Rights Act to appoint a Chief Executive Officer of GLALC?---Yes.

And what did you understand that the Chief Executive Officer's role was or
40 involved?---My understanding of the CEO's role is to operate, operationalise the business, so making sure that the business is running.

Did you understand, did you have any understanding about the Chief Executive Officer's responsibilities with respect to the payment of expenses on behalf of GLALC?---No. Can you rephrase that, I'm not sure what you're trying to say.

Yeah. Did you have any understanding as to whether the Chief Executive Officer was responsible for the payment of expenses by GLALC?---No.

Sorry?---No.

All right. Did you have any understanding as to what responsibilities could be delegated by the Board to the Chief Executive Officer?---Yes.

10 What was your understanding on that front?---My understanding that the Board would be able to delegate the carrying out of contracts, the carrying out of hiring staff, sacking, employment, so employment, particularly what functions are happening to the particular Land Council, so if we had functions around training, if we had functions around Health Service, so they're to help with the operationalising of those services.

All right. I'll show you a document. I'm showing you a copy of section 78B of the Aboriginal Land Rights Act. You'll see at the top of the page there's a working date, 1 May, 2010. Do you see that?---Yes.

20 And you can take it from me that although the working date is 1 May, 2010 the text of this section of the Aboriginal Land Rights Act remain unchanged during your period as a director of GLALC. Do you understand that?---Yes.

All right. Have you seen section 78B of the Aboriginal Land Rights Act before?---I was first made aware of this Act in – sitting down with my lawyer.

What, for the purposes of today?---For the purposes of this hearing.

30 Right. So a few days ago presumably?---Yes.

THE COMMISSIONER: You mean this section of the Act?---This section of the Act, yes.

THE COMMISSIONER: Yes.

40 MR HENRY: I see. Well, you'll see at subsection 1 it says, "The following persons must not be or continue to be employed as the Chief Executive Officer of a Local Aboriginal Land Council." Do you see that? ---Yes.

And then if I could ask you please to look down the page to subparagraph (e). It refers to a person who has an interest in or is an employee of or concerned in the management of a corporation that receives a benefit from the council. Do you see that?---Yes.

Am I correct in understanding that prior to a couple of days ago you were unaware of that subparagraph and its contents?---That's correct.

So you accept this, that in substance the, as you understand it, under this subsection and subparagraph of the legislation a person who meets the description in subparagraph (e) cannot be the Chief Executive Officer of a Local Aboriginal Land Council?---I understand looking at this that's that what it implies, yes.

Yeah. Now, were you ever told that during the time at which you were a director of GLALC?---No.

10

Were you ever told prior to you becoming a director of GLALC of that? ---No.

Right. So if you could then please turn over the page, two pages I'm sorry, to section 152 of the same Act. Again you can take it from me that although this is said to be working date 1 May, 2010 that's the form in which section 152 was during your time as a director of GLALC. Do you understand that?---Yes.

20

All right. You'll see subsection 1 says, "Each Local Aboriginal Land Council is to establish in an authorised deposit-taking institution an account which is called the Local Aboriginal Land Council's account." Do you see that?---Yes.

And then you'll see in subparagraph 3, "The following is to be paid from the Local Aboriginal Land Council's account, firstly, amounts required for the acquisition of land by the Council where that acquisition has been approved in accordance with this Act." Do you see that?---Yes.

30

And then, "Secondly, amounts required to meet expenditure incurred by the Council in the execution or administration of this Act." Do you see that? ---Yes.

And then, "Thirdly, any other payments authorised by or under this or any other Act." Do you see that?---Yes.

Now, were you aware of section 152 or its contents at the time at which you were a director of GLALC?---No.

40

Did anyone ever tell you during your period as a director of GLALC that only payments for the three purposes identified in subsection 3 to which I've taken you could be made out of GLALC's bank account?---No.

Did anyone tell you that before you became a director?---No.

I gather from your evidence that you weren't told anything about the contents of section 78B or section 152 at the training sessions that you attended in Wollongong. Is that fair?---True.

Sorry?---Yes.

Thank you. Now, I'll ask you to be shown – sorry, you can hand that document back. Thank you, Mrs Wade.

10 THE COMMISSIONER: Mrs Wade, can I just ask you, I assume from what you've said that when you became a Board member there was no induction process that you went through, nobody gave you copies of Acts or documents and drew attention to the role of the Board in terms of the obligations under the Aboriginal Land Rights Act?---Not under the Aboriginal Land Rights Act, no.

But was there an induction process of sorts?---Not that I can recall, mmm.

MR HENRY: If Mrs Wade could please be shown volume 8 of Exhibit G1. Mrs Wade, you should have in front of you now at page 245 minutes of the GLALC Board meeting in May 2010. Is that what you have?---I'm getting to it.

20

Sorry?---It's a big - - -

The pagination is in the bottom right-hand corner?---A big volume.

Page 245 is what I'm asking you to turn up, please?---Yeah, I have that.

And they are minutes of the GLALC Board meeting of May 2010. Do you agree?---I agree.

30 Now, before I come to the detail of that meeting I want to ask you some general questions about the way in which Board meetings were conducted at GLALC. Were you ordinarily provided with Board paper before a meeting? ---No.

What, were you provided with anything prior to the meeting for the purposes of a Board meeting ordinarily?---No.

40 When you turned up to attend the Board meeting were you provided with papers?---Yes.

What were you provided with?---Oh, we were provided with the agenda, we, we had access to our folders, there was a folder not unlike this folder - - -

Yes?--- - - - that every director had and that was kept in the boardroom and commencing a little bit early there was often a light meal where you could sit and look at the Board, at the, at the ah, folder.

Right?---In there would have been the agenda and if there was any relevant readings, but definitely the agenda and so you had access to your folder.

Right. Did the folder ordinarily contain documents to be tabled at the meeting or not necessarily?---Not necessarily.

All right. What about minutes from the prior Board meeting, was that usually in the folder?---Yes.

10 What about draft minutes for the upcoming meeting that evening?
---Agenda, yes.

Well, was there an agenda and minutes or just an agenda?---Agenda.

I see. So say for example with this set of minutes that are recorded at page 245, that document wasn't in a draft form provided in the folder. Is that right?---Not, not that I can recall, no.

20 Right. All right. When I say that document I mean - - -?---Mmm.
- - - a document of that type where there's minutes for a proposed meeting?
---No.

All right. Just sticking with that document, you'll see in the document for example at motion 3, a reference to a Chair's report. Do you see that reference?---Yes.

30 Motion 4, a report is present by the finance manager. Do you see that reference?---Yes.

And then over the page at 246, in motion 5 there's a GETS report. Do you see that?---Yes.

Motion 6, a report presented by the Health Services manager. Do you see that?---Yes.

And you'll see – I won't take you to them, but motion 7, 8, 9, 10 and 11 also all refer to reports. Do you see that?---Yes.

40 Now, were those, were those reports written reports?---Those reports are, were done by the particular person in charge of those areas. They would come in and deliver most of the time a PowerPoint presentation.

I see. So in your folder that you've referred to did you have a copy of the slides of the PowerPoint presentation or not?---Sometimes there was. The ah, the report from Marumali was often there so we could see that, some of the other areas there wasn't a report in there and we didn't receive a report back, it was just a PowerPoint presentation.

Oh. Apparently, Mrs Wade, you're just a little bit too close to the microphone for the purpose of the transcription so if you wouldn't mind - - -

THE COMMISSIONER: They're rather sensitive, Mrs Wade. It's just finding a spot where - - -?---Okay.

- - - it doesn't cause the - - -?---Yeah.

10 - - - the feedback?---Sorry.

MR HENRY: Now – and apart from the PowerPoint presentations were there ordinarily written reports that were contained in your folder?---There would be some written reports if the particular area had managed to get the reports in time to the – to present to the Board.

All right. And you said you sometimes could have a meal and look over the papers?---Yes.

20 How long were you afforded to look over the papers in that circumstance?
---15 minutes to half an hour.

So is it fair to say this, that as far as you were concerned when you turned up to a Board meeting you essentially were turning up without advance warning of what was to be the subject matter of the business of the Board at the meeting, is that - - -?---That's correct.

30 Yeah. And then upon turning up for the meeting you really were for the most part not given much indication of what would be occurring at the Board meeting other than what you could glean in about 15 minutes prior to the commencement of the meeting. Would that be right?---Yes.

Now, if you can have a look please at the minutes at page 245. You'll see that the Board minutes record a sequence of motions being moved, seconded and carried. Do you see that?---Yes.

40 Now, is that how the meetings were in fact conducted?---The meetings were conducted like that. Mr Johnson as CEO would have his computer laptop and he would be typing in these motions as we proceeded with the meeting.

Well, say for example with motion 2, how did that motion come to be formulated do you recall?---The conversations, the discussion around this motion as I recall was particularly around the wage, the salary, so the salary of the CEO where we had robust discussion around Jack's or Mr Johnson's current wage and having a look and comparing that to other organisations and what the directors had known from their own wages. Most of the discussion was around the CEO's salary.

You'll see that – I'm sorry, had you finished?---Yes.

All right. You'll see motion 2 is formulated as a resolution, the Board resolved something. Do you see that?---Yes.

Who formulated the resolution do you know?---In, in oral, like in oral and then into typing? I'm not sure what you mean.

10 All right. What I'm trying to understand is the way in which – and I know I've asked you specifically about motion 2 and I'll come back to motion 2? ---Yeah.

But the way in which these Board minutes are framed is there's a motion and then a statement of what is usually a resolution and then it's moved, seconded and carried. Do you agree?---Yes.

Someone at some point must have drafted the resolution the subject of each motion. Do you understand?---Yes.

20 Do you know, well, for example, in relation to motion 2 who drafted the resolution?---That would have been Mr Johnson.

And was a resolution in those terms put to the Board for a vote?---Yes.

So just try to understand the sequence. You said Mr Johnson would have drafted the resolution a moment ago?---Yes.

Is he sitting there with his computer in the meeting?---Yes.

30 He drafts a resolution as recorded at motion 2. Is that right?---Yes.

And then, what, is it printed out or does he read it out? How do the directors learn of the terms of the resolution? What happens?---So, the resolution would have been typed up after discussion. And it would be up onto the PowerPoint. So it would be just laid onto the PowerPoint where directors could see. And that's how we would agree or not agree.

40 I see. So Mr Johnson's typing. And what he types comes up on an overhead presentation, does it?---Yes.

And he formulates the terms of the resolution? Is that right?---Yes. The wordsmithing of the resolution, yes.

Right. And then someone moves it. Now, in relation to motion 2, on page 245, you moved it according to the minutes.---Yes.

Do you recall that or not?---No. I do not recall that motion.

Okay. But accepting for the moment that you moved it. Or I'll withdraw that. You don't have to accept that. What I really want to understand is on the overhead projector is a resolution that has been drafted by Mr Johnson on his computer during the course of the meeting, correct?---Correct.

10 And then, what, does the chairperson say, "Someone move that"? What happens next?---The chairperson will say, "We need someone to move it." And that person would move it. And then she would say, "We need somebody to second it." And that person would second it. And then you would have a vote.

Right.---If you did not agree with it, you didn't vote, but it's not recorded in the minutes, as you see.

Yes, well, the minutes simply record that a motion has been carried, don't they?---Yes.

20 So, is it the case that the way in which these minutes are – I'll withdraw that. The terms of the minutes are such that there may have been some people vote for and some people vote against any particular resolution. But it's impossible to tell from the minutes. Is that right?---Correct.

Presumably, though, for a motion to be carried, at least half the directors would vote in favour of it. Is that right?---That's correct.

30 THE COMMISSIONER: Did the discussion of the motion, did that occur before and/or after the motion was formulated on the screen by Mr Johnson? In other words, was there some discussion about the proposal and then the motion was formulated? Or was it formulated as a motion and then the discussion occurred? As a general rule.---Discussion then the motion.

So the motion was formulated after the discussion took place?---Yes.

MR HENRY: And did anyone ever suggest to Mr Johnson, while he was typing, what the terms of the motion would be?---At times it was robust discussion around "we didn't mean that", and put some sort of caveats around of what we meant, what we didn't mean. So there was discussion, yes.

40 Yes, but in terms of the actual terms used for the purposes of the motion, was that always left to Mr Johnson to formulate, the discussion having occurred? Or at times did someone say, "The motion should be as follows," and themselves formulate it for him to type?---Yes.

Which?---The latter. Sometimes if you did not agree with a motion as it stood, you would argue that that is not representing what our intention was, and we would ask as directors that that be changed.

I see. Now, you'll see in motion 1 it refers to minutes of a previous meeting being accepted. Do you see that?---Yes.

And that motion to that effect was usually put, I gather, at the start of a board meeting?---Yes.

And as you say, you've been provided with a copy of the minutes from the previous meeting in your folder. Correct?---Correct.

10 Before voting on that resolution, did you ordinarily read the minutes of the previous meeting?---Yes.

Was there ever discussion about the contents of those minutes?---At times there would have been.

Well, do you actually recall anyone ever suggesting amendments to minutes that were up for approval, that is minutes of a prior Board meeting?---I, no, I can't think of one occasion, no.

20 Right. Now, returning to motion 2, you see – this is on page 245 – it states “The Board resolved to accept the new CEO contracts as tabled.” Do you see those words?---Yes.

Do you recall contracts being tabled at the meeting?---No.

I'll show you the contracts that were signed subsequent to the meeting. If you could please be shown volume 11. So if you leave the resolution at page 245 to hand, volume 8, and turn please to page 96 of volume 11. You should have there an agreement between Mark Julius Johnson and GLALC.
30 Is that what you have, Mrs Wade?---I do.

All right. Please just have a moment to look at it. It goes from page 96 through to page 110. I'll ask you to have a look through it with a view to answering this question. Do you recognise that document as having been tabled at the May 2010 GLALC Board meeting?---No.

I'm sorry?---No.

40 Have a look if you would as well, please, at the document commencing at page 112. That document is an agreement between Waawidji Pty Limited and Gandangara Management Services Limited. Do you have that?
---Yes.

And I'll refer to Waawidji Pty Limited as Waawidji during this questioning and Gandangara Management Services as GMS. Do you understand that?
---I do.

All right. That document starts at page 112 and goes through to page 128. Again if you could please have a look at that with a view to answering the question, was that document tabled at the May 2010 GLALC Board meeting?---No.

So where – is it your best recollection that where at page 245 of volume 8 there is motion 2 and a resolution that new CEO contracts were tabled at the May 2010 Board meeting, it wasn't either of the two contracts to which I've just taken you?---Yes.

10

Were any other documents that you recall tabled at the meeting that were contracts? That is in relation to Mr Johnson's employment?---I can't remember any, no.

All right. Sticking with volume 11, if you could turn, please, to page 131. Page 131 is a copy of a slide headed "CEO's Current Base Salary Package." Do you have that?---Yes.

20

Now, if have a look at 131 through to 134 you'll see a number of slides concerning the CEO's salary package. Do you agree?---Yes.

Do you recall a slide presentation being made at the May 2010 Board meeting by reference to these slides?---I can't recall these at the Board meeting.

I see. So do you recall there being a slide presentation at all at the Board meeting concerning Mr Johnson's salary?---I can only remember discussion around it.

30

Right. Well, doing the best you can, what's the – who said what in the discussion that you can recall?---I remember the discussion around, which I recall a figure of 80,000 as a, as a salary which at the time I thought was a bit low and other directors thought was bit low. The discussion generally was around that there would be a wage increase but at that point in time it wasn't a figure that was put on it that I could remember, it was just a discussion that to agree for a pay increase.

40

Right. Do you recall if Mr Johnson was present at the time of the discussion?---I can't recall that, no.

Do you recall if he contributed to the discussion?---I can't recall, no.

All right. Do you recall if there was any discussion about there being more than one contract?---No.

Do you recall anyone referring to Waawidji as being a contracting party for the purposes of the discussion?---No.

Do you recall there being any reference to GMS paying part of Mr Johnson's remuneration?---No.

You made reference I thought earlier to a recollection of a presentation about comparable or comparing remuneration packages. Is that right?

---Not, not a – in discussion.

10 Yeah?---In discussion people were talking about basically what we thought that wage was that Mr Johnson had as the CEO and whether it was comparable (as said) and whether we thought that it, that he deserves a pay rise.

All right. And did you have a view about what amount he ought to be paid?
---Yes.

And do you recall what that was?---I would have probably thought at that time about 120,000 myself.

20 All right. I rather gather from your recollection of the discussion to which you refer that as you understood things, the discussion was a discussion about how much money Mr Johnson should be paid for being CEO of GLALC. Is that right?---Correct.

There was no part of the discussion as you recall it that involved Mr Johnson or Waawidji being paid an amount of money for being CEO of GMS. Is that right?---Correct.

30 Returning to – sorry, I'll withdraw that. If you stay with the PowerPoint slides at volume 11 – understand I've shown you those and you say you don't recall the presentation – if you go to the slide at page 133, please, you see that says, "CEO's proposed salary effective 1 May, 2010, \$180,000." Do you see that?---Yes.

I gather from your evidence that you would have at the time considered that amount of money excessive for Mr Johnson to be paid as CEO of GLALC. Is that correct?---Yes.

40 Do you recall any discussion about that at the time?---Not particularly on that figure but just generally, general discussion.

All right. Was there any discussion about backdating the pay rise?---I can't recall a discussion around backdating a pay rise.

I appreciate that the meeting – the Board meeting occurred on 2 or 3 May?
---Mmm.

So the date on this slide 1 May, 2010 is only a day or two earlier but it's nonetheless suggestive of backdating a pay rise and I just wondered whether you could recall anything about that being said?---No, I can't.

All right. If you go to page 134 please. You'll see a heading – a slide headed CEO's proposed contract effective 1 May, 2010 and then four dot points. Do you see that?---I do.

10 Now, I'm taking you to this just with a view to trying to refresh your memory to see if you can recall something about what occurred at the meeting. You'll see in the second dot point there's a reference to term of contract five years plus five year option. Do you see that?---Yes.

Do you recall any discussion at the meeting about an option?---No.

And if you look please at the last dot point it says, "Jack remains an employee of GLALC and contract employee of GMS. Do you see that? ---Yes.

20 Do you recall any discussion at the meeting about a contract employee of GMS?---No.

What about the third dot point, "Bonus conditions remain unchanged." Do you recall any discussion about bonus conditions?---No.

All right. Well, could I ask you then please to return to volume 8, page 245 which is the minutes. It says, "The Board resolves to accept the new CEO contracts as tabled effective as at 1 May, 2010 and authorises the Chair to sign the contracts".---Sorry, I don't have the page.

30 I'm sorry.---What volume is it?

I do apologise.

THE COMMISSIONER: You might see it on the screen as well?---I'll look on the screen.

It's probably easier. It comes up on the screen.---Thank you.

40 MR HENRY: So I'm looking – if you're looking at the screen at motion 2 - - -?---Yes.

- - - under the heading CEO's Contract.---Yes.

And you see that it reads, "The Board resolves to accept the new CEO contracts as tabled effective as at 1 May, 2010 and authorises the Chair to sign the contracts." Do you see that?---Yes.

Now, I understand you have said that you don't recall moving the motion but you're nonetheless recorded there as the person who did that. Do you recall voting in favour of the motion?---No.

Do you recall – looking at the top of the page under the heading Attendance, do you see that the directors who attended the meeting are identified there?
---Yes.

10 Can you recall who of those directors in attendance at the meeting voted in favour of the resolution?---No.

Was it your understanding at the time of the meeting that so far as Mr Johnson's remuneration was the subject of a resolution at the meeting that what the directors was being asked to vote upon was one contract or two contracts or more?---My understanding - - -

Yeah.--- - - - was one contract.

20 What, between Mr Johnson and GLALC?---Yes.

You at no time understood that you were voting upon a contract between Waawidji and GMS. Is that right?---That's correct.

All right.

THE COMMISSIONER: Mrs Wade, just wondering did you know at that time that there was an arrangement between Mr Johnsons' company Waawidji and some part of the GLALC group?---No. No.

30 You didn't know that?---No.

MR HENRY: Did you know of a company by the name of Waawidji?---I knew this company. Mr Johnson would declare that there was no conflict of interest at the start of the meetings and that his company was kept at arm's length from the GLALC. I recall the company name by that was said at, at not every meeting but some of the meetings I recall.

40 I see. And do you recall him ever explaining why he was making a declaration about conflict of interest?---Perceived pecuniary interest, I would imagine.

And what did you understand that to be a reference to?---Well, if you have a company and your company's employed under that, well, that, to me, is pecuniary interest.

And did you understand Waawidji was employed by someone at the time?
---I understood that that was Mr Johnson's own company.

Yes. I understand. So your understanding of Waawidji was essentially Mr Johnson's company. Is that right?---Yes, yes.

But did you understand that Waawidji was, for example, getting paid? Whilst you were a director, I'm talking about.---Yes.

Did you understand Waawidji was getting paid by GLALC?---No.

10 Did you understand it was getting paid by some other company within the Gandangara group of companies?---No.

I'm just trying to understand what the pecuniary interest was that you're referring to.---Well, it would be getting money from your company to your own advantage.

So Mr Johnson getting money from Waawidji? Is that what you're referring to?---Yeah, yeah.

20 What about - - - ?---And he's the CEO on the board.

Yes. He's the CEO of GLALC.---Yeah.

And are you saying that your understanding of pecuniary interests that he had to declare was he was receiving money as the CEO of GLALC. Is that right?---Yes.

And he was also receiving money as, what, an employee of Waawidji? Is that - - - ?---Well, I didn't know that. But that's what I would guess.

30 All right. He was receiving money from Waawidji in any event. Is that your point?---I would say he would be declaring the conflict of interest at the beginning of our meetings, so that's not perceived as – so that's not happening.

Sorry, what's not happening?---So, the declaration which happened at some meetings - - -

40 Yes?--- - - - I would say that that was happening because you want to keep your own company at arm's length from a company that you're employed in, as in GLALC.

I see. And as far as you were aware, was Waawidji at arm's length from GLALC?---I thought so.

Right. You're not aware of Waawidji being paid any money by GLALC? ---No.

Or Waawidji being paid any money from a company other than GLALC within the Gandangara group. Is that right?---Yes.

All right. At the time of this board meeting in May 2010, were you a director of GMS?---Yes.

And as far as you understood things, at the meeting on May 2010 were you being asked to vote upon whether GMS should enter into a contract with Waawidji?---I wasn't aware of that.

10

I've taken you to the two contracts which followed the meeting. Do you recall?---I recall the contracts. Yes, I can remember those.

And I can take you back, if you need to be taken back. One of the contracts was between Mr Johnson and GLALC. Do you recall that?---Yes.

And the other contract was between Waawidji and GMS. Do you recall that?---Yes.

20 Are you able to give any explanation as to why GMS entered into a contract with Waawidji?---I cannot give any explanation, no.

All right. Do you say it was in GLALC's interests for GMS to enter into the contract with Waawidji?---No.

Are you able to advance any reason as to why GLALC didn't just enter into one contract with Mr Johnson, to engage him as the chief executive officer of GLALC?---No, I can't.

30 Did you understand at the time of the May 2010 Board meeting that by voting in favour of the contracts referred to in the resolution at motion 2 that you were voting in favour of employment arrangements by which Mr Johnson would both be Chief Executive Officer of GLALC and his company Waawidji would receive benefits?---I wasn't aware at – I wasn't aware of those contracts at the time so I - - -

All right. So in relation to this motion, mindful of the evidence that you've given, presumably what happened was, the motion got put up on the presentation, a PowerPoint presentation board if I can put it that way?

40 ---Yeah.

Is that what happened or - - -?---Yes.

You actually recall that happening, getting put up, the motion?
---It's happened all – it happened at all the time. This particular motion I cannot remember.

Right?---I can't recall this particular motion. All I can recall is discussion around a salary increase.

All right. But you've -- my understanding of your evidence is that the practice was that the formulated resolution was put up on the overhead projector or PowerPoint board. Is that right?---Yes.

And you've got no reason to think that didn't happen in relation to motion 2 on the main meeting. Correct?---Yes.

10

Now, the motion refers to contracts rather than one contract, doesn't it?
---That's correct.

Do you have any recollection of anyone referring to more than one contract?
---No.

20

All right. Pardon me for one minute. Was there any discussion at the Board meeting that you can recall about only part of Mr Johnson's salary as CEO of GLALC being paid by GLALC and the remainder being paid by some other entity?---No.

All right. I'll ask you, please, to hand back volume 8, Mrs Wade, and for you to be provided with volume 9, and in volume 9 at page 50, please.

THE COMMISSIONER: You'll also see this one on the screen, Mrs Wade?
---Thank you. Yes.

30

MR HENRY: Now, you should see there some minutes of 18 April, 2011. Is that what you see?---Yes.

And I draw your attention to page 252. These minutes are unsigned. And I'm drawing your attention to that because I'm not sure whether these minutes are draft minutes or final minutes. The Board meeting that's referred to in this document on 18 April, 2011, is one that -- or the minutes record you as being an apology. Do you see that on page 50?---Yes.

40

Which rather suggests you weren't at the meeting, and that's presumably consistent with your understanding that you would be identified as an apology if you didn't turn up. Is that right?---Yes.

And I don't say that critically. You may not have turned up for any number of reasons?---Mmm.

But could I ask you please to go to page 52 and look at motion 8?---Yes.

Motion 8 says, "The Board resolves that an appropriate resolution be put to the members in line with relevant legal advice that funds be transferred from GLALC to GFF." Do you see that?---Yes.

Now, I appreciate that based on this document it appears as though you weren't at the meeting but I want to show you some written legal advice with a view to asking you whether or not you've seen it before. It's in volume 17 at page 78. I'm sorry, page 79. 80, I'm sorry. So you should have page 80 there and it's a document headed Memorandum of Opinion. Have you got that?---Yes.

10 Now, the question is for the moment have you ever seen this document before? Take a moment if you would to go through it. It's pages 80 through to 92.---No, I, I don't recall ever seeing this document.

All right. What about page 3 in the same volume, there's another Memorandum of Opinion. The same question - - -?---Page 3.

It goes from page 3 through to page 9.---I don't recall ever seeing this document.

20 Do you recall ever being shown written legal advice for GLALC whilst you were a director of GLALC?---I don't recall any written legal advice.

Were you aware – these documents are dated April and May, 2011. That is, when I say these documents, the legal opinions that I have just taken you to are dated April and May, 2011. Were you aware at that time that GLALC was obtaining legal advice in relation to transfers or proposed transfers of funds from GLALC to GFF?---No.

30 And by GFF I'm referring to Gandangara Future Fund Limited.---Future Funds, yes.

Were you a director of that company whilst you were a director of GLALC?---Yes.

All right. You can hand back volume 17, Mrs Wade.---Oh, volume 17.

40 I understand that you weren't provided with written legal advice but were you nonetheless informed of the contents of legal advice that was provided to GLALC in relation to transfers of funds from GLALC to GFF?---Not that I can recall, no.

If it assists, do you recall being informed that GLALC could not – sorry, I'll withdraw that. Do you recall being informed that GLALC had received legal advice that it could not gift or donate funds to GFF?---No.

Did you have that understanding whilst you were a director of GLALC that GLALC could not gift or donate funds to GFF?---No.

Can you recall being informed that GLALC received legal advice that it could lend funds to GFF pursuant to a members' resolution?---I don't recall it. I can't recall it, no.

Do you recall being told that GLALC received legal advice that it could loan funds to GFF, provided that the loan was secured?---I can't recall it.

Do you recall that GLALC received legal advice that it could lend funds to GFF on commercial terms?---Can't recall it.

10

All right. Do you have volume 9 there, Mrs Wade?---Yes.

If you could turn, please, to page 135, you should have in front of you an agenda for a GLALC board meeting for Monday, 11 July, 2011. Is that what you're looking at?---Yes.

And presumably this style of agenda was what you would find in your folder upon arrival for a GLALC board meeting at the offices of GLALC. Is that right?---Yes.

20

Now, you'll see, commencing at page 137, there's slides for a PowerPoint presentation, going from pages 137 through to 141. Just flick through and have a look at those, if you would, please.---I can see. The print is very small.

Yes.---But I can get an idea of what it's about.

All right. That's sufficient for present purpose.---Oh, there you go. That's good.

30

I'm not going to ask you about the detail of those - - - ---Yeah. Okay.

- - - of that fine print.---Yeah.

Was this style of printout, would you have received this in your folder?---If not in our folder, we would have received a PowerPoint presentation of it. Sometimes it wasn't in the folder.

40

During the course of the meeting you're referring to, are you?---Yes. During the course of the meeting, we would view it on the screen as a PowerPoint, but not always did we receive the hard copy.

All right. If you go, then, please, to page 141, which is the last page in the sequence of the slides. So there's a heading "GLALC Future Fund" and a proposed resolution there.---Yes.

Do you recall attending a board meeting at which those slides were put up as part of a PowerPoint presentation?---No.

You'll see, if you go back to page 114. Actually, you perhaps should go back first to page 111.---Yes.

You'll see there these are minutes of GLALC and, amongst other companies, GFF, of a board meeting of 11 July, 2011. Can you see that?
---Yes.

And you're recorded as being in attendance.---Yes.

10

Now, at this meeting, if you go now, please, to page 114, you'll see motion 17 on page 114. Can you see motion 17?---Yes.

And take a minute to read it, but I suggest to you that that resolution is in accordance with the terms of the PowerPoint slide to which I've just taken you, concerning the transfer of funds from GLALC to GFF.---Yes. Yeah, I can read that, yeah.

I'm sorry?---Yeah, I can read that.

20

Right. Do you recall being present at this Board meeting at which a resolution as recorded at motion 17 was passed?---I cannot recall that motion.

All right. Do you recall being at a Board meeting at which there was discussion concerning the transfer of funds from GLALC to GFF?
---No.

30 Did you have any understanding whilst you were a Board member of GLALC as to why GLALC would transfer money to GFF?---No.

Motion 17 actually refers to a loan. Do you see it says, "The Board resolves that all funds surplus to the operating needs of GLALC shall be loaned to GFF?"---Yes, I see that.

Do you see that?---Yes.

Do you – did you have any understanding as to why GLALC would loan money to GFF?---No.

40

Are you aware if GLALC ever did lend money to GFF?---No.

Are you aware if GLALC ever transferred money to GFF?---No.

If you have a look further down the page at motion 18, it says, "The GFF Board resolves to enter into a loan agreement with GLALC." Do you see that?---Yes.

Are you aware of any loan agreement between GFF and GLALC?---I can't recall a loan agreement.

Are you aware of GFF ever lending money to GLALC?---No.

You're a director of GFF. Correct?---Yes.

10 What did you understand GFF did?---My understanding was that was our future funds, it was a little bit like a nest egg, it was ah, funds where there was money kept just as a nest egg. That was my understanding of it.

And where did GFF get the money comprising the nest egg, as you understood it?---GFF was under GLALC so it was all the same.

When you say - - -?---So it would have been from, as Land Councils get money they would get them from NSWALC, so the New South Wales Aboriginal Land Council - - -

20 Yes?--- - - - plus from generating from land sales and redevelopment of land and other moneys coming in to the Land Council.

So GLALC would get money from government grant through New South Wales Aboriginal Land Council?---Yeah.

Yes?---Yes.

GLALC would also generate its own income through land development? ---Yes.

30 And as far as you're aware, were they the only two sources of funds that GLALC obtained?---Ah, there was the Health Service, so ah, I know that that didn't generate a lot of income because if you look at setting up a health service it takes many years before you can actually get some money, so it's not unusual that a health service, a primary health service be run for up to eight years before you actually start seeing some wealth come back.

Ah hmm?---So that would be a source of income though.

40 All right. So there's that source, but as far as you're aware, they are the sources, those three sources are, well, the potential sources of income - - -? ---Primary, yeah, yes.

- - - for GLALC?---Yes.

You mentioned that as you understood things, GFF – the purpose of GFF was to create a nest egg. Do you recall?---That's my understanding of it, yes.

Can you explain this. If what one wanted to do was preserve a nest egg, why it was necessary to transfer funds into GFF for that purpose?
---I don't, I can't understand it.

All right. As far as you're concerned, the nest egg to which you've referred could have been a nest egg kept by GLALC. Is that right?---Yes.

So you're not able to explain – I don't say this critically, it's a genuine question.---Mmm.

10

You're not able to explain why it would be necessary to transfer any money from GLALC to GFF. Is that right?---That's right, yeah.

So returning then to page 114 of volume 9 and motion 17. I appreciate you don't actually recall this motion and the resolution being passed at the meeting?---Yeah.

20

But are you able to provide any explanation based on your understanding of things as to why that motion was passed?---I don't understand the need for that. No, I don't, I can't - - -

All right And do you say the same in relation to motion 18?---Yes.

All right. Do you remember ever being addressed at a Board meeting by Mr Johnson about a transfer of money from GLALC to GFF?---No, I can't recall.

30

All right. If you turn forward please to page 129. You'll see there minutes of a members' meeting of GLALC of 27 July, 2011.---Yes.

Now, if it assists you, going forward in the document at page 132 you'll see a motion headed GLALC Future Fund. Just take a moment if you would please to read that motion. Have you read the GLALC Future Fund motion on page 132, Mrs Wade?---Yes, I have.

I've asked you to read that to see if it assists in you recalling whether or not you attended this members' meeting on 27 July, 2011 at which that motion was passed. Can you recall?---Yes, I can't, I can't recall it. I can't, no.

40

All right. Is this correct then, whilst you were a director of GLALC you were never informed firstly, of any transfers of funds from GLALC to GFF. Correct?---Correct.

Secondly, what sums were transferred from GLALC to GFF. Correct?
---Correct.

And the purposes of any transfers from GLALC to GFF?---Correct.

Now, you can return volume 9. Thank you, Mrs Wade. Now, whilst you were on the Board of GLALC do you recall ever being asked to review expense claims made by Mr Johnson?---No.

What about review expense claims made by Waawidji?---No.

Were you ever informed about expense claims made by Mr Johnson?---No.

10 Were you informed about expense claims made by Waawidji?---No.

What was your understanding of – or I'll withdraw that. Did you have any understanding as to how expense claims made by Mr Johnson or Waawidji were approved or declined?---I don't know those processes, no.

That was something about which you were never informed as a board member?---That's correct.

20 If you'll just pardon me for one moment, Commissioner. Can I ask you what you understood, if anything, about SASL?---I've heard that acronym. I've – SASL, SASL. It would be a land council.

Yes.---Some Aboriginal land council. Would it be Deerubbin or Walgett or La Perouse? One of those ones?

You've referred there to three Local Aboriginal Land Councils, Deerubbin, Walgett and La Perouse. Correct?---Mmm, mmm.

30 Do you have any understanding about the existence of a consortium of those Local Aboriginal Land Councils coming together, either just the three of them or with Gandangara Local Aboriginal Land Council, to form a different association or a new association of Local Aboriginal Land Councils that were described as SASL?---I don't know of a consortium. I do recall those three Land Councils were Land Councils that were having a bit of trouble at the time, and that we were helping them out.

When you say “we were helping them out”, who is the “we”?---Gandangara, GLALC. So, Gandangara.

40 Right. And what help did you understand GLALC was giving Deerubbin Local Aboriginal Land Council?---My recollection of it, that we were offering human resources. So some intellect around some of the land development, or having a look at how they could improve some of their ways of land acquisition.

Do you know if GLALC charged DLALC a fee for that?---I'm not aware of any fees that were charged.

Right. What about in relation to Walgett Local Aboriginal Land Council? What, if any, assistance do you understand was provided by GLALC to what I'll refer to as WLALC?---My understanding was that there would be, I'm not sure whether it was Mr Johnson or Mr Sing would have maybe flown up to Walgett to have a look at or have a meeting with that Land Council to see where they could improve their business. And my understanding was that the improvement of the business would just be in sort of corporate knowledge of the area.

10 And La Perouse Local Aboriginal Land Council. What, if any, assistance are you aware that GLALC provided that Local Aboriginal Land Council? ---The same. It would be the passing of corporate knowledge onto a Land Council that may not have that same type of level of understanding or, at that time, that infrastructure to support some of the work they wanted to do.

Were you ever told during your time as a director of GLALC of GLALC paying invoices for any other Land Council?---No.

20 You were also at the same time as you were a director of GLALC a director of GMS. Correct?---Yes.

Were you informed during your time as a director of GMS of GMS paying invoices for the benefit of a Land Council other than GLALC?---No.

Was the payment of invoices for the benefit of other Land Councils ever the subject of discussion or report at a GLALC Board meeting?---Not that I can recall, no.

30 At a GMS Board meeting?---There was no GMS Board meeting.

I see. So there were no meetings other than GLALC Board meetings that you attended as a director of any of the Gandangara group companies. Is that right?---Correct.

Was – do you ever recall being informed whilst you were a director of GLALC of loans being made by GLALC to any other Land Council?---Not that I can recall, no.

40 What about loans from GMS to any other Land Council apart from GLALC?---Not that I can recall.

All right. They're my questions, Commissioner.

THE COMMISSIONER: Mrs Wade, can I just ask you was there ever any discussion at a Board meeting about the possibility that the assets or that the funds that GLALC had acquired through their land development might be confiscated or taken way or interfered with in some way?---There was just some discussion around at the time where we set up those entities - - -

Mmm.--- - - - that – it was at the time I think that Abbott was in Government and there was a lot of Aboriginal organisations being closed down. A lot of the essential services such, you know, some legal, some violence, domestic violence services.

Mmm.---So there was discussion around that no notion of you're not secure if you're an Aboriginal controlled. So that was some discussion. That was part of setting up those entities.

10

But the services that were subject to closure were Federally funded services weren't they?---Federally funded, State funded and some – I think there could have been some private. I'm not sure.

So you're - - -?---I'm not a hundred – I'm not, I'm not, I'm not a hundred per cent sure of all the services that were closed down.

All right.---I know that there was a general feeling in the Aboriginal community that things aren't good, that there's a lot of services that have been closed down.

20

So was that – did that have some nexus with the need to set up these other entities did it?---Yes.

So that was the nature of the discussion?---Yeah.

MR HENRY: Could I just explore that a bit further, Commissioner.

THE COMMISSIONER: Yes.

30

MR HENRY: If perhaps Mrs Wade could be shown volume 1 please and page 258.

THE COMMISSIONER: It's on the screen.---Thank you.

MR HENRY: You'll see, Mrs Wade, on the screen a diagram on the left-hand side under the heading Original Structure. Can you see that heading on the screen?---Yes.

40

I'm concerned at the moment with that part of the screen under the heading Original Structure. You see there's New Structure to the right?---Yes, I see that.

Yes. For the moment you can disregard the new structure?---Yeah.

So the original structure I suggest to you is the corporate structure that was in place during the period or certainly most of the period in which you were a director of GLALC. Do you agree with that?---Yes.

And is this the position, that you were a director of each of the companies identified in the original structure whilst you were a director of GLALC?
---My understanding of this structure was based on my knowledge of what happens in health were you have a hub and spoke.

10 Yes?---For instance the dental hospital here, that had Sydney South West Area Health Service owned that dental hospital, but we had – that was the hub and we had spokes out in other areas of need. So my understanding of this structure was that it was a hub and spoke-type structure, that it only had one governing Board on it, governance structure. That was my understanding of it.

So does that mean based on that understanding you – I understood you were a director of each of the companies that are identified under the original structure?---Yes.

20 Right. Is that something that you've actually agreed to?---I think, yes, yes, yeah.

Were you asked would you become a director of each of these companies and you said yes or how does it work?---I think it was presumed that because you're in the Gandangara Local Aboriginal Land Council and these were entities under that, my understanding was that it was a parent company and there were these family members under this parent company, so to me it was, you were a director on the Board of Gandangara Local Aboriginal Land Council and these came under it so you were automatically a director of these other Boards. I can't remember being asked. There is a difference and a different structure you need to sign to become a Board member of every other one of those.

30 Sorry, are you saying you signed a document - - -?---Ah - - -

- - - pursuant to which you became a director of each company?---I can't remember the dialogue around that explanation of, of what, what this all really mean, I just had presumed that it was just like that hub and spoke.

40 Right. Do you know whose idea it was to set up the original structure?
---Ah, Mr Johnson.

And why do you say that?---Because Mr Johnson would present at the Board meetings these models and graphs of, of what this would look like.

And did he present one at a Board meeting in accordance with what you're seeing as the original structure on that page?---It looked a little bit different but it had all those pieces to it but it looked, it looked a little bit different. It was, I think it was here and here and out this way, so the landscaping was different but it looked like that.

So it may have been depicted differently but - - -?---Yeah.

- - - it was to the safe effect?---Yes.

Is that what you're saying?---Yes.

All right. If you have a look at the original structure you'll see on the left
under "Members," it has, "Gandangara Local Aboriginal Land Council."
10 Can you see that balloon?---Yes.

And then beneath that it's got an arrow to Gandangara Development
Services Limited. Can you see that balloon?---Yes.

Now, that denotes as you understand it, doesn't it, that Gandangara Local
Aboriginal Land Council was the sole member of Gandangara Development
Services Limited. Is that right?---In those terms it's not resonating, sole
member, to me it looks like it's, it's Gandangara Local Aboriginal Land
Council and the Development Services is a, is a unit within that, but the sole
20 member, how you're saying that, that doesn't resonate with my thinking
about it.

All right. Does this perhaps, that as you understood it, GLALC controlled
Gandangara Development Services Limited?---Yes.

All right. And then Gandangara Development Services Limited controlled
Gandangara Management Services Limited. Is that right?---GLALC, yes.

Well, no. The question was, if one goes from GLALC down to Gandangara
30 Development Services Limited - - -?---Yes.

Are you with me?---Yes.

Gandangara Development Services Limited controlled Gandangara
Management Services Limited. Do you agree with that?---No.

Well, there's an arrow from Gandangara Development Services Limited to
Gandangara Management Services Limited. Do you see?---Can you show
me that arrow? Oh, you're this side. Sorry, I'm the other side.
40

The screen's just gone blank?---Yeah, yeah.

So you may see a little hand?---I see the hand.

Gandangara Development Services Limited is in a balloon?---Yeah, yeah.

And then there's an arrow - - -?---Yeah, yes.

- - - to Gandangara Management Services - - -?---Yeah.

- - - Limited. Do you see that?---Yes.

And my proposition to you is did you understand that Gandangara Development Services Limited controlled Gandangara Management Services Limited?---No.

10 So who do you say controlled Gandangara Management Services Limited?
---GLALC.

So you just say GLALC controlled all the companies?---Yes, yes.

You see, from the Gandangara Management Services Limited bubble there's a line and then a number of different companies coming off the right of that line, the vertical line. They're listed from Gandangara Employment and Training Limited down to Gandangara 101 Limited. Can you see all those companies?---Yes.

20 And one of them's Gandangara Future Fund Limited, isn't it? Can you see that?---Yes, second. Yes.

Yes, the second one. Now, so I gather from the way you understood what's depicted here, whilst you were director of GLALC, GLALC controlled GFF?---Yes.

30 I'm taking you to this because you gave some evidence to the Commissioner to the effect that when the Abbott government was in power there was concern about – how did you describe the concern?---There was general concern amongst the Aboriginal community that there was a little bit of uneasiness with the future of Aboriginal controlled organisations.

All right. Now, how, if at all, do you say that this structure addressed that uneasiness?---These were set up as corporations.

40 Yes?---So they were set up as corporations. And my understanding, it may be naïve, but my understanding was that they were set up as corporate structures, so therefore under corporate law, so therefore government couldn't come in and close them down.

I see. Were you under the understanding that the government could come in and close GLALC itself down?---We were scared. Aboriginal people all around were scared of their organisations closing.

So the concern was – I'm just trying to understand what it was.---Mmm.

As far as GLALC was concerned, you were concerned, were you, that the government, Mr Abbott's government, might close GLALC itself down? Is

that right?---Well, yes. Yeah, and particularly the New South Wales Aboriginal Land Council, which we get funding from.

So the concern was that the Abbott government might close New South Wales Aboriginal Land Council down?---And therefore your funding. Or it could even close GLALC down, as it has closed down a lot of Aboriginal community controlled organisations. Funding has changed.

Now, I'm concerned in particular about GFF on this diagram.---Mmm.

10

Are you able to explain how, if at all, GFF being a separate corporate entity in this structure provided any protection against the risk of the Abbott government either closing down New South Wales Aboriginal Land Council or GLALC?---Can you say that again? I'm not quite understanding.

Yes. Yes. My understanding, from what you've said, is your concern was that the Abbott government would close down New South Wales Aboriginal Land Council or GLALC itself.---Yeah, yeah.

20 Is that right?---Yes.

How, if at all, did you understand having GFF as a separate legal entity in this corporate structure did that alleviate or minimise any risk that might come as a consequence of the Abbott government acting upon your concern?---Because it was incorporated under a different Act. That's what I thought. But maybe I'm - - -

30 So GFF being under a different Act, namely the Corporations Act, meant that, what, GFF as you understood it was not subject to the Aboriginal Land Rights Act?---I actually thought it was the combination of both Land Rights Act, because this is where it complicated me, and when things become complicated that's when I actually got off the board. But the Gandangara Local Aboriginal Land Council still had governance over these entities. And that's just how I saw it.

You said a moment ago that you – that's why you came off the Board. ---Yeah.

40 Can you just explain to the Commissioner why it was that you ceased being a director?---I ceased being a director with two other directors at the time things I thought were becoming a little bit messy with this and I didn't think that I could be across everything and work on behalf of my community and be an advocate for my community so it just got a little bit too messy and I didn't think that I had enough intellect around this and I did lose confidence in the Board.

Who in particular did you lose confidence in?---I lost confidence in one day we got notification that, it was a few years ago that ICAC was coming in

and we took Mr Johnson's car keys, computer access, access to computer. There was a secretary named Tina at the time. She was in her last trimester of pregnancy so we, you know, gave her leave because this was happening and the next day I think we got a call to say that Mr Johnson was back in the premises, back as CEO and I said that we shouldn't be doing this over the phone, that this is – needs a meeting. So this is very, very important to me and I wanted to – for us as directors to all get together to talk about this and that didn't happen and therefore I lost a bit of confidence in what was happening at the Board level.

10

What happened in order to – for Mr Johnson to be – have his keys and so on taken?---There was an ICAC inquiry at that time. That's – I – that's all I can recall. I can't, I can't even recall the actual reasons why. I can't recall at this point in time. All I can recall is the messages going out to come into the meeting so we came into the meeting, to the Board meeting.

20

And sorry, what happened at the Board meeting?---We were told that there was an investigation and that, that, you know, the computer would be taken, the key, car keys from Jack's – from Mr Johnson's vehicle because it was a work vehicle and access to the buildings and that so that's what I can recall of it. It's, it's - - -

I see.---It's all my knowledge on that.

30

You mentioned in answer to my question why did you resign and you said things got messy. What did you mean by that?---Messy in my thinking of these structures and the structures were proposing, like when you see all those structures coming on and often, often at the Board meetings because we had no sort of pre-Board packs that went out earlier that there was a lot of reading on – at the time you came into the Board meetings and I found that very difficult. I'm a person that has to sort of read over something and maybe read it once, twice, three times and I just felt it a little bit beyond my sort of acting in as I could with – so just it was messy in my head.

40

All right. Just having regard to this original structure on the screen again and your observation that GFF was a company and I understand that your position is that GLALC was under the governance of the Aboriginal Land Rights Act and the other companies were under the control of GLALC. Is that a fair way to put your understanding?---Yeah, it was – they were all under GLALC. It was that, that governance. So it was the same governance. It was the same Board so it was the same governance structures.

All right. Having a look at that diagram, do you say that you understood when you were a director of GLALC that if funds were transferred from GLALC to GFF in that structure that that would have some effect that would protect against GLALC ceasing to get Government grants as a

consequence of whatever the Abbott Government might do?---To get grants, no, no.

Or sorry, do you say that the transfer of funds from GLALC to GFF would somehow protect funds that were GLALC's funds which would otherwise not be protected if they had have been left in GLALC in the event that the Abbott Government had have done one of the things that you were concerned about?---Yeah, yes.

- 10 And why is that?---Ah, because ah, because it was under the Land Rights Act so it was under the, still under – it still was Aboriginal community-controlled.

THE COMMISSIONER: Sorry, what was still under the Land Rights Act?
---Oh, well, the, the Gandangara Local Aboriginal Land Council - - -

Mmm?--- - - - was seen as an Aboriginal community-controlled under the
- - -

- 20 Right?---Yeah. And these ones were set up as corporate and at that time our thinking was that, or there was discussions around this particular organisation, why it was – one of the reasons why it was set up as these entities was that proposed that government couldn't come and take the money.

Do you mean to suggest that the discussion suggested that the corporate entities were not under the administration of the Aboriginal Land Rights Act?---Yes.

- 30 So it was about removing them from the administration of the Aboriginal Land Rights Act?---Yes.

The ICAC investigation that you referred to - - -?---Mmm.

- - - was that an investigation that you understood was into the GLALC or into some other Aboriginal Land Council with which you had some dealings?---I, I, I can't recall exactly what it was.

- 40 You don't know?---No, I don't know, I just remember that there was, or presumedly (as said) the ICAC was looking at Mr Johnson himself, so that's why we, as a Board we took his keys and no access to the building. So my understanding, my recollection of the time that it was particularly to Mr Johnson, that's why we reacted like we did.

Right. It wasn't, it wasn't - - -?---That's why we acted.

It wasn't the GLALC, is was Mr Johnson in particular?---No, no, it was Mr Johnson himself. That's why we took the keys and computer.

MR HENRY: All right. I have no further questions, Commissioner.

THE COMMISSIONER: Mrs Wade, can I just ask you something. You indicated that you found the way in which the Board conducts its business quite messy and you didn't have sufficient time to absorb the documents that were being provided or the resolutions that were being discussed. Did you ever express that frustration at any of the Board meetings?---Oh, a couple of motions I said I'm not going to comment because I just haven't had time to, to digest the reading, yes.

And were there any other Board members that expressed a similar view?
---Yes.

Approximately how many from time to time?---Oh, one I know of, yeah.

And how was that expression of frustration, how was that dealt with by the Board?---Ah - - -

20 Was there an attempt to provide further time or was there a - - -?---People I think were encouraged to come back to that time where pre, pre-Board, but ah, meetings, but it's, it's such a busy time so, and it wasn't a big time so encouragement would have been to come there and read the - - -

So the encouragement was to come along earlier and get access to the papers earlier - - -?---Yeah.

- - - in the day before the Board meeting took place?---Yeah.

30 Just one other question. I take it that you were on an email around the time you were a director of the Council?---Mmm, mmm.

Was there ever any suggestion that perhaps the Board papers or at least the subject matter of the meetings, the agenda and/or the draft resolutions could be sent to members by email before the Board meetings?---I can't, I can't recall any conversations around that at the time and I can't recall if any big pieces of reports or anything were sent around, I just can't recall, you know, printing them off from my email and reading them.

40 THE COMMISSIONER: Ah hmm.---I just recall being frustrated at the meetings, having to read large reports and then having to make decisions on them.

And vote on them.---Yes.

Does anyone have any questions of Ms Wade? Yes?

MR MACK: Ms Wade, my name's Mr Mack. I represent the Registrar of the Aboriginal Land Rights Act. Just wondering if I could get the picture of the structure back up on the screen. Ms Wade, I think your evidence was, at the very start of your examination, that you were once a director of Marumali. Is that correct?---Yes.

Is that Marumali Limited that appears in the original structure there?---Marumali, yes.

10 Is that the same entity?---Yes.

And did you receive any training in your role as director before becoming a director of Marumali or during?---Not before. Not before. And I can't recall training. However, I do recall when we did go down to the Novotel that there were people from Marumali there. So the manager was there, Jennifer was there.

Sorry. And when you went to the Novotel, you went there whilst you were a director of GLALC? Or in your capacity as director of Marumali?---
20 GLALC. GLALC.

Yeah.---Yeah.

And whilst you were director of Marumali, did you receive any reimbursement for expenses?---No.

Director's fees?---No.

And I just want to look at the rest of the entities on the original structure
30 there, underneath Gandangara Management Services Limited. Did you ever receive any reimbursement for expenses or director's fees or travel expenses or the like from those entities?---No.

Thank you.

THE COMMISSIONER: Any other questions of Mrs Wade?

MS SWIFT: I do, Your Honour.

40 MR DOCKER: I'm sorry, I do.

THE COMMISSIONER: Oh, just a minute. We'll go with Mr Docker and then we'll come back to you, Ms Swift.

MR DOCKER: Mrs Wade, you were asked some questions about the meeting of the board. Sorry, I should say my name's Sean Docker. I appear for Mr Johnson. You were asked some questions about the meeting of the board on 3 May, 2010.---Yes.

And you might recall there was a resolution that approved some contracts that you moved. Do you recall that?---Yes. Yes.

Do you need to see that resolution again?---No, I recall it.

O.K.---Yeah.

10 Now, and you referred to what I think you described as a robust discussion before that resolution. Is that a fair summary?---The discussion was around the wage. So my robust discussion might have – a bit misleading. It might not have been robust. But there was discussion around the wage and what people thought the CEO should receive for his next pay rise period. So there was just discussion around the wage. That was it. That’s all I can recall, is the amount.

20 I want to suggest to you, Mrs Wade, that Mr Johnson was asked to leave the room while this discussion occurred. Is that correct?---I can’t recall but, yeah. Yeah, I can’t recall. I can’t recall Mr Johnson talking about that wage in that discussion. So, yeah, he may have left the room.

20 But is this correct, that if the board was discussing an issue that involved someone individually, that person was asked to leave the room?--- Depending on the issue, yes.

And if it was something like an employee’s remuneration package, it wouldn't be usual, would it, for that employee to be present while the board was discussing their remuneration package?---That’s correct, yeah. It wouldn't be usual.

30 And so having regard to that are you – would you say that it’s more than likely that Mr Johnson was out of the room while this discussion occurred about his remuneration package?---More than likely, yes.

But you can’t actually remember?---I can't remember but I think we would have asked him to leave the room, yes.

Thank you, Mrs Wade. That’s all my questions.

40 THE COMMISSIONER: Ms Swift.

MS SWIFT: Thank you, Commissioner. Mrs Wade, I think your evidence was that you had no specific memory of moving the motion - - -?---Yes.

- - - in relation to the employment contracts of the CEO on the 3rd of – in that May meeting, May, 2010. Is that correct?---That’s correct.

Am I also correct in saying that you have no specific memory of the wording of that motion that was passed at that meeting you were at?

---That's correct.

Okay. But you do accept that there was discussion about a pay rise for the CEO and you participated in voting on that motion?---Yes, that's correct.

Now, if Mrs Wade could be shown I think it's volume 9, page 4. This - - -?

---Thank you. Is that it?

10 It's on the screen as well?---Yeah. Thank you. Thank you.

This is the – you accept that these are the minutes of the combined GLALC and the combined entities from 5 July, 2010?---Yes.

And can you see on that – in that document that your name is there under apologies?---Yes.

And under previous minutes motion 1, acceptance of previous minutes, it says, “The Board moves that the minutes of the meeting held on 2 May, 2012 are accepted”?---Yes.

And so – and is it your understanding from looking at those minutes that you were not at that meeting on 5 July, 2010?---Yes, I wasn't. Yeah, I was not at that meeting.

And that therefore you were not part of accepting the truth or the accuracy or the inaccuracy of the meeting – the minutes of the meeting of 2 May, 2010?---That's correct.

30 Nothing further.

THE COMMISSIONER: Thank you, Mrs Wade. You may step down?

---Thank you.

THE WITNESS EXCUSED

[3.57pm]

40 THE COMMISSIONER: We're running slightly behind and my apologies to Ms Provest and Ms Brown but we can resume tomorrow at 10.00am and I'll adjourn. Thank you.

AT 3.57PM THE MATTER WAS ADJOURNED ACCORDINGLY

[3.57PM]