SOUTH WEST
NATIVE TITLE SETTLEMENT

TRANSITION PROGRAM:
CENTRAL SERVICES CORPORATION
2016
With permission from the family. It is not our intention to offend any persons and would like to respect our people’s contribution to our Noongar community.

The material in this publication contains:

- Tracey Edwards Tracey_1ee@yahoo.com.au

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INTRODUCTION
The purpose of this Transition Program is to provide a documented plan to assist the Noongar people to understand the role and establishment of the Central Services Corporation under the South West Native Title Settlement (Settlement). The Settlement area includes land covered by the eight registered Noongar native title claims. The terms of the negotiated Settlement are in the form of six separate Indigenous Land Use Agreements (ILUAs) (Document 1). The six ILUAs generally encompass the entire area of the eight registered Noongar native title claims.

The Agreement Groups as described in the ILUAs are:
1. Ballardong People
2. Gnaala Karla Booj in and Harris Family
3. South West Boojarah #2 and Harris Family
4. Whadjuk People and Southern Noongar
5. Whadjuk People
6. Yued

The ILUAs prescribe that six Regional Corporations are to be established, one in each of the ILUA regions and one Central Services Corporation to support the Regional Corporations.

The activities that occur during the Transition Period are guided by the Transition Principles which were included in the ILUAs. The Transition Principles were negotiated to encourage maximum Noongar Community participation in the development of the Central Services Corporation and Regional Corporations and require that this will be achieved through the development and implementation of a well-defined Transition Program. The Transition Principles ensure that there is a transparent and accountable process undertaken to establish, identify and appoint the first Central Services Corporation and Regional Corporations.

The Settlement also provides for the establishment of the Noongar Boodja Trust (Trust), which will be established solely for the purpose of providing money, property or benefits to the Regional Corporations and Central Services Corporation. The Trust will be managed by an independent professional Trustee. The WA Government will make funding instalments of $50 million (indexed) yearly for 12 years into the Trust. These financial contributions will be invested during those 12 years. The Trust will function as a permanent fund which will provide ongoing funding for Noongar cultural, social and economic programs.

Operational funding of $10 million (indexed) will be shared between the seven Noongar Corporations (which includes the Central Services Corporation) annually for the first 12 years. In order for the Trustee to start providing financial support to a Noongar Corporation, that entity must be established and formally appointed as a Noongar Corporation by the Trustee. Each Noongar Corporation must satisfy the Trustee that it has been established through a transparent and accountable process, in accordance with the requirements of the Transition Principles and other ILUA obligations.

The Central Services Corporation will have a close relationship with the Trustee. It will provide the link between the Trustee and the Regional Corporations via a committee (facilitated by the Central Services Corporation) called the Noongar Corporations Committee (see further information on the Noongar Corporations Committee below). The Trustee will be required to consult with the Regional Corporations through the Noongar Corporations Committee. Whilst the Trustee will provide funding to the Regional Corporations, it will not provide operational support to the Regional Corporations. This will be a role of the Central Services Corporation.
WHAT IS THE ROLE OF THE CENTRAL SERVICES CORPORATION?

During ILUA negotiations, it was agreed that a Central Services Corporation will provide a mechanism to build capacity gradually in the Regions. The Central Services Corporation is fundamental to the success of the Regional Corporations during the first 5 years after commencement, whilst the Regional Corporations are developing capacity to be self-sufficient. This is known as the “Start-Up Period”.

During the Start-Up Period the Central Services Corporation will be responsible for the following services:

**CORE SERVICES**

These are Noongar wide activities that support the broader Noongar Community. This will include ILUA compliance support, advocacy, cultural development, heritage and research, stakeholder engagement and land management.

**REGIONAL SERVICES**

These services will be offered directly to the Regional Corporations at no cost during the Start-Up Period. The “Common Platform” is one key service which will provide centralized administrative services that the Regional Corporations can access to increase efficiency, reduce costs, share knowledge and build capacity. This will include finance, information technology administration and human resources services.

The Regional Services are intended to ensure “back office” consistency across the Regional Corporations, create cost effective outcomes and facilitate the Regional Corporations becoming independently operational as soon as possible.

The medium term goal is that, at the end of the Start-Up Period, the Regional Corporations will have the capacity to provide the Regional Services for themselves, or outsource them from other providers including the Central Services Corporation. The Central Services Corporation must work with the Regional Corporations to enhance their capacity in this area.

As the Central Services Corporation will be responsible for a high level of support and services to the Regional Corporations during the Start-Up Period, it is expected that a significant portion of the operational funding from the Trust will be used to fund the Central Services Corporation during this time.

During the Start-Up Period the Regional Corporations:

1. will receive Trust funds directly to deliver their own Regional Corporation functions; and
2. will not receive Trust funds to source the Regional Services from other service providers, as they will be available from the Central Services Corporation at no cost to the Regional Corporations.

**OPTIONAL SERVICES**

These are potential additional service offerings that the Central Services Corporation may develop (possibly at the request of Regional Corporations) and which Regional Corporations will pay for on a user pay basis. Some examples of Optional Services could be:

- A Regional Corporation has land assets outside the Trust and wishes to bring them into the Trust. The Regional Corporation requests the Central Services Corporation’s assistance to undertake this.
- A Region has been receiving services from SWALSC prior to the ILUA and would like this service arrangement to be continued by the Central Services Corporation.
The Central Services Corporation is responsible for establishing and maintaining a subcommittee known as the Noongar Corporations Committee, and must facilitate its activities. The Noongar Corporations Committee must comprise the Chair and CEO of the Central Services Corporation, and the Chair and CEO of each of the Regional Corporations. The Noongar Corporations Committee will be the primary forum for consultation and communication between the Noongar Corporations. The Noongar Communications Committee’s functions will include:
- making recommendations to the Trustee on how it should consult with the Noongar Community;
- considering Trust related matters;
- consulting with the Trustee in relation to:
  - the Trust investment policy;
  - the Trust’s strategic plan;
  - Trust Deed amendments; and
  - winding up of the Trust;
- consider ILUA implementation matters; and
- encouraging information and knowledge sharing.

The Trustee will also engage with the Central Services Corporation outside of the Noongar Corporations Committee framework in relation to the Central Service’s Corporation’s planning, budgeting and development.

Further information about the Central Services Corporation’s relationship with the Noongar Corporations Committee and the Trustee can be found in the Noongar Governance Manual (Document 5).

**CENTRAL SERVICES CORPORATION SERVICES DURING THE FIRST YEAR**

It is understood that upon commencement of the Settlement, the Noongar Corporations will not be fully operational. The First Year will be a period of planning and development in collaboration with the Trustee. However, during this time the Central Services Corporation will need to be ready to deliver a range of services to the Regional Corporations as follows:

**FIRST YEAR - EXPECTED CENTRAL SERVICES CORPORATION ACTIVITIES**

- Develop job description forms
- Support development of community and stakeholder engagement plans
- Undertake a membership drive
- Engage with Regional Corporations to co-design Central Service Corporation services
- Finalise Service Level Agreements with Regional Corporations and Trust
- Finalise Common Platform services
- Facilitate further planning and scoping workshops with Regional Corporations
- Review capacity and capability to deliver Core and Regional Services
- Assist in selection of operational sites
- Review Information and Communication Technology capabilities
- Develop procedure for monitoring and evaluating service delivery

The Trustee will also engage with the Central Services Corporation outside of the Noongar Corporations Committee framework in relation to the Central Service’s Corporation’s planning, budgeting and development.

Further information about the Central Services Corporation’s relationship with the Noongar Corporations Committee and the Trustee can be found in the Noongar Governance Manual (Document 5).
WHO CAN BECOME THE CENTRAL SERVICES CORPORATION?

There are three potential models for the Central Services Corporation. Any of these models can be pursued, provided that the selected nominee is eligible under the ILUAs and Trust Deed to be appointed, the nominee can demonstrate they are in a position to deliver the Central Services Corporation functions, and a majority of the Agreement Groups have chosen and endorsed the nominee as the Central Services Corporation.

The three identified models are:

1. South West Land and Sea Council (SWALSC) transitions to become the Central Services Corporation;
2. a new corporation is established to become the Central Services Corporation (Newco); or
3. an existing third party Aboriginal corporation transitions to become the Central Services Corporation (Third Party).

It is important to note that regardless of which model is chosen, there are minimum standards and criteria that will apply to the Central Services Corporation, regarding the process for its establishment and how it is structured. These standards are designed to deliver the best outcome for the Noongar Community and are found in the Transition Principles, Central Services Corporation Principles and Central Services Corporation Rulebook (Document 6).

This table provides a comparison of the three models:

<table>
<thead>
<tr>
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<th>BENEFITS</th>
<th>CHALLENGES</th>
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<tbody>
<tr>
<td>MODEL ONE: SWALSC</td>
<td>Cultural and community understanding, connections and experience</td>
<td>How to accommodate residual Native Title Representative Body functions</td>
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<tr>
<td></td>
<td>Relevant land and heritage management experience</td>
<td>Need for cultural change within organisation to reflect changed purpose and functions</td>
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<td></td>
<td>Investment of time and resources in transition process has already commenced</td>
<td>Effective and efficient change management required to transition to new purpose and functions</td>
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<td></td>
<td>Detailed knowledge of the ILUAs, Noongar governance documents, relationships, etc</td>
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<td></td>
<td>Existing organisational capacity and experience</td>
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<td></td>
<td>Continuity of governance</td>
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<tr>
<td>MODEL TWO: NEWCO</td>
<td>Provides a “clean slate” – no corporate history</td>
<td>No existing organisational capacity or experience</td>
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<td></td>
<td>Can be designed to ensure it is fit for purpose</td>
<td>Does not have cultural understanding, connections and experience of SWALSC</td>
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<tr>
<td></td>
<td>No existing Native Title Representative Body functions to be accommodated</td>
<td>Lack of familiarity with ILUAs, Noongar governance documents, relationships, etc</td>
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<td></td>
<td>Would require transition plan, community consultation and participation and membership drive, resulting in potential delay to commencement of Noongar governance structure</td>
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<tr>
<td></td>
<td>Will have to spend significant time and resources meeting the requirements in the ILUA to be eligible to potentially become the Central Services Corporation</td>
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<tr>
<td>MODEL THREE: THIRD PARTY</td>
<td>May have extensive service delivery experience</td>
<td>Does not have cultural understanding, connections and experience of SWALSC</td>
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<td></td>
<td>May be able to leverage off existing relationships, efficiencies, etc</td>
<td>Lack of familiarity with ILUAs, Noongar governance documents, relationships, etc</td>
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<td></td>
<td>Existing organisational capacity and experience</td>
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</table>
SWALSC engages and worked with an independent consultant (PricewaterhouseCoopers Indigous Consulting) to assist SWALSC to assess its readiness to transition to the Central Services Corporation. Arising from this work, PwC has provided its insights on SWALSC's ability to transition, focusing on the core capabilities that will be required to ensure the Central Services Corporation can be effective in this governance structure achieving its objective.

With the assistance of PwC, SWALSC has undertaken a thorough review to analyse its current capability and capacity to deliver the Central Services Corporation functions during the Start-Up Period. This review is set out in SWALSC’s Engagement with the Agreement Groups and Noongar Community as the Central Services Corporation; and the role of the Central Services Corporation in the aspirations for the Central Services Corporation.

The following table shows:

- Good capability / capacity
- Some capability / capacity
- Little or no capability / capacity

**Expected Central Services Corporation engagement**

**Step 1: Assess SWALSC’s capability to transition to the Central Services Corporation**

<table>
<thead>
<tr>
<th>SWALSC</th>
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<tbody>
<tr>
<td>SWALSC is currently building an understanding of Service Level Agreements</td>
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<tr>
<td>SWALSC will build final agreements in partnership with Regional Corporations</td>
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<tr>
<td>SWALSC is currently documenting procedures and building necessary capacity</td>
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<tr>
<td>SWALSC has engaged with the Trustee to align these procedures</td>
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<tr>
<td>SWALSC has extensive experience in facilitating Agreement Group working parties and internal strategy workshops</td>
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<tr>
<td>SWALSC has facilitated numerous Agreement Group workshops throughout the South West Noongar Region</td>
</tr>
<tr>
<td>SWALSC has a deep understanding and appreciation of Noongar history and culture, which facilitates communication and engagement with the Agreement Groups and Noongar Community in a culturally appropriate manner</td>
</tr>
<tr>
<td>SWALSC has developed an extensive research database of family histories and genealogies</td>
</tr>
<tr>
<td>SWALSC has engaged with the community regarding the Settlement since 2001</td>
</tr>
<tr>
<td>SWALSC has engaged with the Trustee to align these procedures</td>
</tr>
<tr>
<td>SWALSC is currently documenting procedures and building necessary capacity</td>
</tr>
<tr>
<td>SWALSC has engaged with the WA Government to negotiate and implement the Settlement</td>
</tr>
<tr>
<td>SWALSC has engaged with the Department of Communities and Local Government to ensure appropriate decisions are made in relation to country</td>
</tr>
<tr>
<td>SWALSC has an extensive and successful record in community and stakeholder consultation and engagement</td>
</tr>
<tr>
<td>SWALSC has engaged with the Trustee to align these procedures</td>
</tr>
<tr>
<td>SWALSC has demonstrated the capability to develop new procedures for collecting and actioning feedback</td>
</tr>
<tr>
<td>SWALSC has a long record of stakeholder engagement</td>
</tr>
<tr>
<td>SWALSC has engaged with the WA Government to negotiate and implement the Settlement</td>
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<tr>
<td>SWALSC has engaged with the Noongar People, the Noongar Community, and the Agreement Groups to prepare for the establishment of the Regional Corporations</td>
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SWALSC CURRENT ORGANISATIONAL STRUCTURE

The current activities SWALSC undertakes provides for the current organisational structure.

The SWALSC Board of Directors help manage the overall annual budget and broad policy matters. The Board appoints the Chief Executive Officer, who reports directly to the Board. The Board is not involved in staffing matters or the day-to-day running of SWALSC;

• The Regional Unit is responsible for engaging with the Noongar regions and Agreement Groups regarding Settlement
• The Land Unit is responsible for Land Acceptances and heritage surveys
• Research Unit responsible for NT research, genealogies and member services
• Legal Unit responsible for supporting working parties and managing the Settlement legal processes

S沃尔SC CEO reports directly to the Board and manages day-to-day operations of SWALSC. The CEO office consists of two FTEs.

S沃尔SC is a membership organisation, with membership being open to all Noongar people over the age of 18 years

CSC membership is open to all Noongar people over the age of 18. Eligible members are entitled to nominate for positions on the CSC board.

The Board will provide sound governance through regional representation and represent the CSC on a range of committees, while also providing strategic direction on CSC activities.

The CSC Executive advocate for Noongar interests and provide oversight, management and strategic direction of CSC operations.

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CHIEF EXECUTIVE OFFICER

CSC BOARD

Six Noongar Directors, one from each Agreement Group, and two Expert Directors

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CSC MEMBERS

CSC KEY CAPABILITIES

COMMUNICATIONS

Recently established unit consisting of 1.0 FTE, responsible for key communications relating to Settlement processes, Unit expected to continue within CSC to deliver aspects of Core and Regional Services

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COMMUNICATIONS OFFICER

REGIONAL, LAND RESEARCH AND LEGAL UNITS

Regional Unit consists of 4.4 FTE; Land Unit consists of 0.8 FTE; Research Unit consists of 2.2 FTE; Legal Unit consists of 0.0 FTE

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LEGEND:
FTE  Full Time Employee Equivalent Position
CSC  Central Services Corporation
RC Regional Corporation

CSC KEY CAPABILITIES

CULTURE

Support the RCs to maintain, protect, and promote the culture, customs, languages and traditions of the Noongar People

COMMUNITY AND ECONOMIC DEVELOPMENT

Support the RCs in providing cultural, social, economic and environmental benefits to the Noongar People

CORPORATE SERVICES

Support the RCs through centralised financial, legal, administrative systems, professional experience and expertise

Corporate Services will need to provide strategic and tactical financial, legal and administrative expertise to both internal and external customers.

A customer focus is essential for the CSC to succeed. The demands of the RCs will drive the need for capabilities within the CSC.

PROPOSED CENTRAL SERVICES CORPORATION ORGANISATIONAL STRUCTURE

With assistance from PricewaterhouseCoopers Indigenous Consulting, SWALSC has considered how it can best be structured to effectively deliver the Central Services Corporation function.

CSC CEO reports directly to the Board and manages day-to-day operations of SWALSC. The CEO office consists of two FTEs.

Key capabilities align with the key service delivery areas and overall purpose and objects of the trust.

These capabilities will support the efficient and effective delivery of the post settlement activities conducted by the RCs. This includes the Core Services, and Regional Services specified in the Trust Deed as well as any Optional Services determined by the RCs.

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WHAT ARE THE DIFFERENT TYPES OF MEMBERSHIP?

Throughout the Noongar governance structure there are a range of different roles for Noongar People. As a summary:

**Regional Corporation Member** is an Agreement Group member who has applied to become a member of a Regional Corporation, and has been accepted as a member. A person can be a member of more than one Regional Corporation.

**Central Services Corporation Member** is a Noongar Person who has applied to become a member of the Central Services Corporation, and has been accepted as a member. Membership must comply with the eligibility requirements set out in the Central Services Corporation Rulebook. A Member must have a traditional connection to the Noongar People and identify as and be accepted as a member of the Noongar People. A Central Services Corporation Member may apply to become a member of one or more Regional Corporations.

**SWALSC Member** is a Noongar Person that has applied to become a member of SWALSC, and has been accepted as a member. SWALSC must have a traditional connection to the Noongar People and identify as and be accepted as a member of the Noongar People. A SWALSC Member may apply to become a member of one or more Regional Corporations, and/or of the Central Services Corporation.

**SWALSC MEMBER** HOW DO YOU BECOME A MEMBER OF THE CENTRAL SERVICES CORPORATION?

Membership of the Central Services Corporation must be open to all adult Noongar People. Members must meet the eligibility requirements set out in the Central Services Corporation Rulebook. A Member must have a traditional connection to the Noongar People and identify as and be accepted as a member of the Noongar People.

Noongar People who are not currently SWALSC members have two options. They can either:

1. submit an Expression of Interest to become a member of the Central Services Corporation. Their Expression of Interest will not be considered and processed unless and until a majority of Agreement Groups endorse SWALSC as the Central Services Corporation; or
2. apply to become a SWALSC member. If SWALSC becomes the Central Services Corporation, they will automatically be a member of the Central Services Corporation. If SWALSC is endorsed as the Central Services Corporation, all of the members will automatically become members of the Central Services Corporation at that time. SWALSC’s current membership requirements comply with the eligibility requirements for the Central Services Corporation, as set out in the Central Services Corporation Principles and the Central Services Corporation Rulebook.

An Expression of Interest process for membership of the Regional Corporations will commence at the Town Information Sessions. At the same time, Noongar People who wish to become members of the Central Services Corporation will be invited to submit Expressions of Interest (Document 8) for membership.

Alternatively, Noongar People will also continue to have opportunities to apply for membership of SWALSC at any time. If a majority of Agreement Groups endorse SWALSC as the Central Services Corporation, all of its members will automatically become members of the Central Services Corporation at that time.

SWALSC’s current membership requirements comply with the eligibility requirements for the Central Services Corporation, as set out in the Central Services Corporation Principles and the Central Services Corporation Rulebook. Once appointed, the directors of the Central Services Corporation will decide on membership applications. The Central Services Corporation will have a Register of Members.

A SWALSC MEMBER is a Noongar Person that has applied to become a member of SWALSC, and has been accepted as a member. SWALSC must have a traditional connection to the Noongar People and identify as and be accepted as a member of the Noongar People. A SWALSC Member may apply to become a member of one or more Regional Corporations, and/or of the Central Services Corporation.

**IF I AM ALREADY A SWALSC MEMBER HOW DO I BECOME A MEMBER OF THE CENTRAL SERVICES CORPORATION?**

SWALSC members will automatically become members of the Central Services Corporation if SWALSC is endorsed as the Central Services Corporation. However, current SWALSC members joined SWALSC on the basis that SWALSC is the Native Title Representative Body for the Noongar People, not on the basis that SWALSC may in future become the Central Services Corporation. It is therefore important for SWALSC members to consider their membership, and feel comfortable that they wish to be a member of the Central Services Corporation. If a SWALSC member does not wish to be a member of the Central Services Corporation, they can resign as a member at any time, prior to or after SWALSC is formally endorsed as the Central Services Corporation.
WHAT IS THE PROCESS FOR EMPLOYMENT OF CENTRAL SERVICES CORPORATION STAFF?

The Agreement Groups will have an opportunity to consider and provide feedback on the Central Services Corporation staff recruitment process outlined below at the Town Information Sessions:

1. Central Services Corporation Board will consider the skills required for a Chief Executive Officer. Specific details regarding the selection criteria, short listing and interview process will be determined by the Central Services Corporation board following the Central Services Corporation being appointed by the Trustee.

2. The Board will engage an Independent Recruitment Company to conduct the recruitment process for a Chief Executive Officer.

3. The position of Chief Executive Officer and staff recruitment process for Central Services Corporation will be advertised broadly.

4. Once appointed, the Chief Executive Officer will be provided with sufficient notice to do so.

5. The proposed Central Services Corporation staffing requirements will need to take into account the purpose and role of the Central Services Corporation.

6. The Board and Chief Executive Officer will report to the membership at the first and every opportunity to provide feedback on the progress of recruitment of Central Services Corporation staff.

7. Central Services Corporation Members will have an opportunity to apply for staffing positions, and the recruitment of Central Services Corporation staff will be provided with sufficient notice to do so. It is recognised that the current CEO and team will have an important role to play in ensuring that the transition to Central Services Corporation is successful.

8. The Cultural Consultation Policy will outline how the Central Services Corporation will consult with persons who have traditional connection and cultural authority within the Noongar Community. It will provide guidance on consultation processes.

9. The Cultural Consultation Policy must be developed jointly by the Central Services Corporation and the Noongar Corporations Committee, once this Committee has been established. This Committee cannot be established until the Central Services Corporation and the Regional Corporations have been appointed by the Trustee.

10. An initial Draft Cultural Consultation Policy will be developed for discussion at the Town Information Sessions. This will be a framework policy only at this stage.

11. It is therefore anticipated that the initial Cultural Consultation Policy (as considered by the Agreement Groups) will be presented as a proposed draft to the Noongar Corporations Committee for further development.

WHAT IS THE CENTRAL SERVICES CORPORATION CULTURAL CONSULTATION POLICY?

The Central Services Corporation Principles require that the Central Services Corporation develops and maintains policies and procedures for consultation with relevant Noongar People regarding cultural matters. The Cultural Consultation Policy will outline how the Central Services Corporation will consult with persons who have traditional connection and cultural authority within the Noongar Community. It will provide guidance on consultation processes.

HOW IS THE CULTURAL CONSULTATION POLICY DIFFERENT FROM THE REGIONAL CORPORATION CULTURAL ADVICE POLICY?

The Trust Deed requires that all Regional Corporations satisfy the requirements of the Regional Corporation Principles. The Regional Corporation Principles state that each of the Regional Corporations must adopt a Cultural Advice Policy.

The Cultural Advice Policy will outline how the Regional Corporations will make cultural decisions in their particular Region. It will also set out how the Regional Corporation will obtain advice on making cultural decisions from persons who have traditional connection and cultural authority within the Noongar Community.

The Regional Corporation Board can only make decisions in relation to Noongar cultural interests after receiving cultural advice following the process set out in the Cultural Advice Policy.
This diagram outlines the relationship between the transition of SWALSC to Central Services Corporation (if selected), the establishment of the Regional Corporations and the commencement of the Settlement through the Registration of the ILUAs.

For the Settlement to commence the ILUAs need to be registered with the National Native Title Tribunal (NNTT). This registration process depends on finalising any legal proceedings against registration. Once these are finalised, the WA Government will signal commencement of the Settlement through the issue of a “Settlement Effective Date Notice”. The Settlement Effective Date Notice will trigger the Agreement Groups to initiate the formal ORIC incorporation process for the Regional Corporations. Once established, the Trustee will consider the eligibility of the Regional Corporations.

The Trust Effective Date will provide a trigger for the Central Services Corporation to apply to the Trustee for endorsement.
This part of the document is prepared on the basis that SWALSC is selected to transition to become the Central Services Corporation (rather than adopting another model such as Newco or Third Party). This Transition Program is designed to assist the Agreement Groups in understanding how SWALSC intends to comply with the requirements set out in the:

- Relevant documents within the ILUAs (including the Noongar Boodja Trust Deed);
- Central Services Corporation Principles;
- Transition Principles; and
- CATSI Act (as relevant).

The following steps are required to satisfy the Trustee that an organisation is eligible to act as the Central Services Corporation (clause 5.4 of the Trust Deed):

**STEP 1**
**ESTABLISHING A CENTRAL SERVICES CORPORATION**
A Central Services Corporation must be an Aboriginal Corporation established under the CATSI Act. It must also satisfy the requirements set out in the Transition Principles and in the Central Services Corporation Principles.

**STEP 2**
**AGREEMENT GROUP ENDORSEMENT**
There must be an Agreement Group Endorsement of the Central Services Corporation. An Agreement Group Endorsement is an endorsement given in writing by an Agreement Group following a special procedure set out in the Trust Deed. To become the Central Services Corporation a majority of the Agreement Groups must give their endorsement.

**STEP 3**
**ENDORSEMENT AS ELIGIBLE CHARITY**
There must be an endorsement by the Commissioner of Taxation (via the ACNC) that the entity is an Eligible Charity or is capable of being endorsed as such. This means a fund, institution or other entity endorsed by the Commissioner of Taxation as income tax exempt under the Income Tax Assessment Act 1997 (Cth). Note that SWALSC is already endorsed as an Eligible Charity and will not need to undertake this step.

**STEP 4**
**STATE ENDORSEMENT**
The Trust Deed requires that the WA Government must provide written approval of the nomination of a corporation as a Central Services Corporation before the Trustee can be satisfied that it may be appointed as a Central Services Corporation. This is called State Endorsement.

**STEP 5**
**NOMINATION OF CENTRAL SERVICES CORPORATION**
Once steps 1-4 are complied with, the Central Services Corporation can nominate in writing for appointment as the Central Services Corporation for its region.

**STEP 6**
**APPOINTMENT OF CENTRAL SERVICES CORPORATION**
If satisfied that the Central Services Corporation is eligible in accordance with the requirements of the Trust Deed, the Trustee must appoint it as the Central Services Corporation by a written Appointment Notice.

**STEP 7**
**APPLICATION FOR FINANCIAL SUPPORT MADE TO THE TRUSTEE**
A Central Services Corporation may make an application and is eligible to receive support from the Trust in accordance with the rules of the Trust and in such amounts and on such conditions as the Trustee may determine. Applications must be made in accordance with the Funding Guidelines (Document 13).
To be eligible to be appointed by the Trustee as a CSC, the Corporation is required at that time to have a Board of Directors of 8 individuals consisting of 6 Member Directors and 2 Expert Directors. Expert Directors can only be appointed by Member Directors. The CSC Member Directors will be asked to endorse current SWALSC Expert Directors so that they may finish their Terms of Appointment which extend beyond 2017.

**AGM 2017 Member Directors**
The CSC Membership confirm appointment of 6 CSC Member Directors.

**Postal Vote**
A list of eligible candidates for Member Directors will be available for Postal Vote. It is proposed that the Western Australian Electoral Commission will conduct the Postal Vote.

**Member Director Nominations**
The nomination process for the Member Directors will commence before the 2017 AGM. The Interim Nominations Committee will determine eligibility of candidates for the CSC.

**Town Information Sessions**
Will be held across the ILUA areas to consider and finalise documentation until the end of 2016.

**STEP 1**
Membership Drive - Expressions of Interest
Noongar People may submit an expression of interest to become a Member of the CSC at this time.

**Pre-Incorporation Agreement Group Meetings**
Pre-incorporation meetings will occur in early 2017, where a majority of the Agreement Groups may endorse SWALSC as CSC.

**Expert Directors**
To be eligible to be appointed by the Trustee as a CSC, the Corporation is required at that time to have a Board of Directors of 6 individuals consisting of 6 Member Directors and 2 Expert Directors. Expert Directors can only be appointed by Member Directors. The CSC Member Directors will be asked to endorse current SWALSC Expert Directors so that they may finish their Terms of Appointment which extend beyond 2017.

**TOWN INFORMATION SESSIONS**
These meetings are to prepare for the Pre-Incorporation Meetings, and the establishment of the Regional Corporations and Central Services Corporation. Agreement Group members will have an opportunity to consider SWALSC’s transition to the Central Services Corporation.

**Purpose**
These sessions will include discussion and information related to:
- This Transition Program
- The initial Draft Central Services Corporation Cultural Consultation Policy
- The Central Services Corporation Rulebook
- The Central Services Corporation Staff Recruitment Process

These sessions will also include discussion and information related to:
- SWALSC update information on the Regional Corporation Transition Program
- Focus Group work
- The Regional Corporation Director Nomination and appointment process, explaining how and when Directors will be elected
- The Regional Corporation Rulebook
- The process and commencement of the Membership Drive - Regional Corporations
- The Draft Cultural Advice Policy
- An update on Noongar Boodja Trust Progress
- The Regional Corporation Staff Recruitment Process

**NOTIFICATION**
The Town Information Sessions will be advertised as agreed at the Agreement Group Workshops. Family meetings will also be facilitated on request for Agreement Group members that are unable to attend Town Information Sessions.

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**Transitions to the Central Services Corporation**
There are a number of opportunities for the Noongar Community to participate in the transition of SWALSC to the Central Services Corporation. This diagram provides an outline of the stages (which are discussed in more detail below) in the Transition Program where Noongar people have already and are still able to get involved in the transition of SWALSC to the Central Services Corporation.

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MEMBERSHIP DRIVE - EXPRESSIONS OF INTEREST

The Membership Drive will include opportunities for Agreement Group members to express their interest in becoming a member of a Regional Corporation or the Central Services Corporation. Expression of Interest forms will be available:

• Through Social media;
• On SWALSC website;
• At Town Information Sessions;
• At Pre-Incorporation Meetings;
• Through the Director Nomination Processes.

The Membership Drive will commence from the Town Information Sessions to encourage maximum participation in and membership of the Central Services Corporation by the relevant Agreement Group members and/or existing SWALSC Members. The Membership Drive will include informing Agreement Group members about accessing application forms, and how the membership application process will be run.

All current SWALSC members will receive a letter which will explain the process.

The Central Services Corporation Membership Expiration of Interest Forms will enable Noongar People to become members of the Central Services Corporation, without having to become members of SWALSC first. Once completed, these Expressions of Interest forms will be considered by the SWALSC Board unless and until a majority of Agreement Groups have endorsed SWALSC as the Central Services Corporation. At the same time, SWALSC members will automatically become Central Services Corporation Members (ie persons who are not already SWALSC members) will be assessed and accepted by the Central Services Corporation. The Pre-incorporation Meetings are expected to occur early in 2017.

WHEN DOES SWALSC MEMBERSHIP CONVERT TO CENTRAL SERVICES CORPORATION MEMBERSHIP

If SWALSC is endorsed as the Central Services Corporation by the Agreement Groups, SWALSC members will be automatically considered Central Services Corporation members from that point in time. This will take effect after a majority of Agreement Groups have endorsed SWALSC at their Pre-incorporation Meetings.

At this point Expressions of Interest submitted by Agreement Group members to become Central Services Corporation Members (i.e. persons who are not already SWALSC members) will be assessed and accepted by the SWALSC Board.

DIRECTOR NOMINATION PROCESS

Once there is a Central Services Corporation with members, those members will elect the Central Services Corporation’s Member Directors following the required Director nomination process. The current SWALSC Board has been elected for a 3 year term, which ceases in late 2017. The Director nomination process can therefore be aligned to fit with SWALSC’s 2017 AGM and the completion of those Director terms.

If SWALSC is endorsed by a majority of the Agreement Groups as the Central Services Corporation, the Director nomination process will commence shortly after, with support from the Interim Nominations Committee (discussed further below), Noongar candidates who have skills and experience relevant to holding a Director position will be able to nominate for appointment as Member Directors. The Central Services Corporation Rulebook outlines the eligibility requirements for Directors. Those that nominate and are eligible will be voted on via the postal vote process.

Once the Interim Nominations Committee has prepared a list of qualified candidates for the Member Directors, it is proposed the WA Electoral Commission will conduct a postal vote for the Central Services Corporation members to vote for the Member Directors.

The Member Directors will be responsible for:

• endorsing the current SWALSC Expert Directors for the duration of their term;
• appointing new Expert Directors once the current Expert Directors terms have ended;
• considering membership applications;
• applying to the State and Trustees to be appointed as Central Services Corporation (after the Expert Directors are appointed); and
• carrying out the role and functions of Directors of the Central Services Corporation as set out in the Central Services Corporation Rulebook.

The Central Services Corporation Rulebook Principles requires the Central Services Corporation Member Directors to be endorsed by the Central Services Corporation Members in a General Meeting. This will occur at the 2017 AGM. The AGM is discussed further below.

INHERENT NOMINATIONS COMMITTEE

An Interim Nominations Committee has been established by SWALSC and the WA Government to pre-qualify Noongar candidates as eligible for appointment as Directors. This Committee does not have any role in relation to the appointment of Directors other than confirming candidates’ eligibility for appointment.

The Committee is comprised of six persons as follows:

• one person nominated by SWALSC;
• one person nominated by the WA Government; two representatives of the Noongar Community that have experience with directorships and boards; and
• two independent persons that have experience with directorships and boards, of which one shall be appointed Chair.

An independent organisation, the Forum for Directors of Indigenous Organisations (FIDO), will provide secretariat support to the Committee and facilitate the Director nomination process for Central Services Corporation Directors.
ENDORSEMENT OF CURRENT EXPERT DIRECTORS

The Central Service Corporation Member Directors will be asked to endorse the current SWALSC Expert Directors, so that they can complete the remainder of their Terms which extend beyond 2017.

Expert Directors will have recognised expertise and demonstrated experience that is appropriate and relevant to the role and functions of the Central Services Corporation.

CEASING NATIVE TITLE REPRESENTATIVE BODY FUNCTIONS

As part of SWALSC’s transition to Central Services Corporation, there will need to be a clear plan for how and when SWALSC will cease performing native title representative functions for the Noongar People.

Having regard to the very nature of the Settlement with the WA Government and the specialised role of the Central Services Corporation, the ILUAs and Central Services Corporation Principles do not permit the Central Services Corporation to undertake Native Title Representative Body functions.

The following steps will be relevant to SWALSC’s transition planning:

1. Identify the nature and scope of its current native title representative functions and the anticipated duration of those functions;
2. Undertake due diligence on alternative native title representative bodies or legal service provider that may be able to take on SWALSC’s former functions or manage outstanding legal proceedings;
3. Identify which remaining native title matters could readily be transferred to another Native Title Representative Body;
4. Map out the timing and process for transferring native title matters, including how it aligns with the commencement of the Settlement;
5. Consulting with the Noongar Community in relation to the above plans;
6. Consulting with the Commonwealth government in relation to the above plans regarding funding and delivery;
7. Identifying the formal legal requirements for ceasing to perform native title representative functions and;
8. Taking steps to ensure all native title representative functions have ceased prior to seeking State and Trustee endorsement.

NOTIFICATION

The Annual General Meeting will require a minimum of 21 days’ notice. The notification process will need to include:

• Mail out to Central Services Corporation members;
• Advertising on Facebook and SWALSC Website; and
• Advertising in local newspapers and notice boards in each Region.
ENDORSEMENT
AS AN ELIGIBLE
CHARITY

WHY IS THE CENTRAL SERVICES CORPORATION REQUIRED TO BE ENDORSED AS AN ELIGIBLE CHARITY?
The Trust Deed requires that the Commissioner of Taxation must endorse the Central Services Corporation as an Eligible Charity and therefore Tax exempt. Tax exempt means to be free from, or not subject to, taxation by the Australian Tax Office. This will mean that the Central Services Corporation will not need to pay income tax or lodge income tax returns.

This requirement must be met before the Trustee can appoint the Central Services Corporation.

SWALSC has already been endorsed as an Eligible Charity. If SWALSC is selected as the Central Services Corporation, this step is already completed.

STATE ENDORSEMENT

WHAT ARE THE REQUIREMENTS FOR STATE ENDORSEMENT OF THE CENTRAL SERVICES CORPORATION?
The Trust Deed requires that the WA Government must provide written approval of the nomination of a Corporation as the Central Services Corporation. This is called State Endorsement.

A Framework of Assessment of Transition Principles (Document 15) has been developed by the WA Government. The framework sets out the criteria on which the State will rely when considering whether to provide its endorsement of a Corporation which is seeking appointment as Central Services Corporation by the Trustee.

Evidence regarding the establishment of the Central Services Corporation by the Agreement Groups will be provided to the Transition Consultant to enable the WA Government to carry out its assessment. The Transition Consultant is an independent consultant engaged by the WA Government to report on and advise the WA Government on compliance with and satisfaction of the Transition Principles.

The Consultant will require evidence of:
1. Widespread membership drive;
2. Consultation, review and amendment of the Central Services Corporation Template Rulebook with the relevant Agreement Group members prior to its adoption;
3. Reasonable notification and widespread advertising of the Central Services Corporation’s first General Meeting if SWALSC is selected, this could be its first General Meeting after it receives Agreement Group endorsement;
4. Consultation, review and amendment of Cultural Consultation Policy with the Agreement Groups;
5. Appointment of Member and Expert Directors in accordance with the Rulebook;
6. An Agreement Group meeting or AGM that achieves the following:
   • Endorsement of the Rulebook as the adopted Rulebook for the Central Services Corporation;
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DEFINITIONS

Aboriginal Corporation: means corporation registered under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act).

Australian Charities and Not-for-profits Commission (ACNC): is the independent national regulator of charities.

Agreement Group: the relevant “Native Title Agreement Group” associated with a Region as defined in the ILUA. Means Ballardong, Gnaala Karla Booja and Harris Family, South West Boojarah and Harris Family, Wagyl Kap and Southern Noongar, Whadjuk. Yuu biing all of the people who have been identified as people who hold or may hold Native Title in relation to land and waters within that ILUA Area.

Agreement Group Endorsement: an endorsement given by the Agreement group in accordance with Schedule 6 of the Noongar Boodja Trust Deed.

Agreement Group Member: is a Noongar Person who is the descendant of one or more persons listed in Schedule 2 of the relevant ILUA (the apical ancestors).

Australian Business Number (ABN): means the registered business number with the Australian Tax Office.

Australian Tax Office: means the Australian Government Office for Taxation.

CATSI Act: the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth). The Regional Corporations must be incorporated under this Act so as to be considered to be Aboriginal Corporations.

Central Services Corporation: means the organisation appointed as the Central Services Corporation.

APPLICATION FOR FUNDING TO THE TRUSTEE

Once appointed by the Trustee, the Central Services Corporation can apply for funding from the Trust. This will require the Central Services Corporation to prepare the following documents:

- A financial year budget; and
- A first year implementation/annual plan.

NOMINATION OF THE CENTRAL SERVICES CORPORATION

Once steps 1 to 4 are completed, the Corporation can apply in writing to the Trustee for appointment as the Central Services Corporation.
Central Services Corporation Member: is a Noongar Person that has applied to become a member of the Central Services Corporation, and has been accepted as a member.

Central Services Corporation Principles: the Principles which must be provided for in the Rulebooks of Central Services Corporation. The Principles provide for sound governance arrangements, as set out in Annexure E to the Settlement Terms of the ILUA.

Central Services Corporation Rulebook: a comprehensive written document containing all of the internal governance rules (as that phrase is defined in section 63-1 of the CATSI Act) of the corporation and consistent with the Central Service Corporation Principles, in ILUA, the Trust Deed and INCATS Act.

Cultural Advice Policy: each Regional Corporation is required under the Regional Corporation Principles to have a process providing for Cultural Decisions to be made in accordance with the advice and recommendations of persons who have relevant traditional connection and cultural authority under Traditional laws and Customs.

Cultural Consultation Policy: policies and procedures developed by the Central Services Corporation to guide consultation processes with relevant Noongar People in relation to matters affecting Traditional Laws and Customs.

Cultural Land: means any estate, right, interest in land or Management Order held by the Land Sub and vested in the Trust from time to time and identified by the Trustee as Cultural Land.

Directors Nomination Process: the process followed to pre-qualify Noongar candidates as eligible for appointment as Directors.

Eligible Charity: an entity endorsed by the Commissioner of Taxation as income tax exempt under Sub-division 50B of the Income Tax Assessment Act 1997.

Eligible Director: means a Director of the Corporation having recognised qualifications and demonstrated experience that is appropriate and relevant to the matter for which the expert is required.

Framework of Assessment of Transition Principles: sets out the WA Government’s criteria for State Endorsement of a Regional Corporation.

ILUA: an Indigenous Land Use Agreement containing the details of the South West Native Title Settlement, entered into by the State and each of the Agreement Groups.

Initial Directors: the first Directors of the Corporation upon registration with ORIC. Persons who were Pre-Incorporation Directors become Initial Directors upon Incorporation by ORIC.

Initial Members: members of an Agreement Group who agree to be Initial Members of the Corporation for the purpose of enabling Incorporation of the Regional Corporation by ORIC.

Interim Nominations Committee: established to pre-qualify candidates as eligible for appointment as directors on the boards of the Regional Corporations and Central Services Corporation before the Trust is established.

Member Directors: means a Member of the Corporation who is appointed as a Director.

Native Title Representative Body: means a prescribed body corporate in relation to Native Title rights and interests.

Noongar Advisory Company: established to assist the Trustee to manage its relationship with the Noongar community and Noongar corporations. Makes recommendations to the Trustee to fulfill trust purposes and provides guidance in its dealings with traditional laws and customs relevant to the Noongar community.

Noongar Boodja Trust: will hold and manage assets derived from the Settlement for the benefit of the Regional Corporations.

Noongar Community: the six Agreement Groups, collectively.

Noongar Corporations Committee: established as the primary source for consultation amongst the Regional Corporations and Central Services Corporation.

Pre-Incorporation Directors: the persons who are approved by the Agreement group at the Pre-Incorporation meeting to become the Initial Directors once the Corporation is Incorporated under the CATSI Act by ORIC.

Office of the Registrar of Indigenous Corporations (ORIC): maintains the public registers of Aboriginal councils and incorporated Aboriginal associations.

Regional Corporation: a Corporation that is established by the relevant Agreement Group and appointed by the Trustee as the Regional Corporation for that Region.
Regional Corporation Rulebook: document that contains all of the internal governance rules (as that phrase is defined in section 63-1 of the CATSI Act) of the corporation and consistent with the Regional Corporation Principles, the ILUAs, the Trust Deed and the CATSI Act.

Settlement Effective Date Notice: notice of the actual date of Settlement. Notice must be given by the State within 20 Business days of the last of the Conditions to Settlement being fulfilled for all ILUAs.

South West Aboriginal Land And Sea Council (SWALSC): means the Native Title Representative Body for the South West of Western Australia.

Regional Corporation Member: is an Agreement Group member that has applied to become a member of a Regional Corporation, and has been accepted as a member. A person can be a member of more than one Regional Corporation.

Regional Corporation Nomination: a written notice to the Trustee from a Corporation seeking appointment as a Regional Corporation.

Regional Corporation Principles: the Principles which must be provided for in the Rulebooks of each Regional Corporation. The Principles provide for sound governance arrangements, as set out in Annexure E to the Settlement Terms of the ILUA.

South West Native Title Settlement: means the full and final resolution of native title claims of the Noongar People in the South West of Western Australia, as described in each of the ILUAs.

State Endorsement: the WA Government’s written approval for the nomination of a Corporation as a Regional Corporation.

SWALSC Member: is a Noongar Person that has applied to become a member of SWALSC, and has been accepted as a member.

Traditional Laws and Customs: the body of traditions, laws, customs and beliefs of the Noongar Community.

Transition Consultant: an independent consultant engaged by the State to report on and advise the State on compliance with satisfaction of the Transition Principles and the associated “Framework of Assessment” of compliance with the Transition Principles.

Transition Period: the period in each Region from the execution of the ILUA, through to the appointment by the Trustee of a Regional Corporation for that Region.

Transition Principles: the Principles described in Annexure Y of the Settlement Terms to the ILUAs, which are designed to ensure that a transparent and accountable process is undertaken to identify Corporations that can nominate to become Regional Corporations, through maximum community participation in the development of the organisation, and in its membership.

Transition Program: the document that outlines the process for establishing the Regional Corporations during the Transition Period, to assist the Noongar people to understand how and when they can participate in the development and establishment of the Regional Corporations.

Trust Deed: means the trust deed that establishes the Trust.

Trustee: means the professional trustee company that will be the initial trustee of the trust. The Trustee of the Noongar Boodja Trust, as appointed under the Trust Deed.

Trustee in Waiting: the Trustee that is nominated to be appointed as the Trustee of the Noongar Boodja Trust. After the Trust Effective Date, the Trustee in waiting becomes the actual Trustee, following Appointment by the Appointers, as described in the Trust Deed.

Trust Effective Date: means the Noongar Boodja Trust commencement date.
OTHER USEFUL DOCUMENTATION

16. Template Regional Corporation Rulebook
17. Election Manual
18. Regional Corporation Principles
19. Draft Central Services Corporation Cultural Consultation Policy
20. Communication, Consultation and Participation strategy
21. Presentation that SWALSC provided at the Preliminary Workshops
22. Focus Group Workshop Agenda
23. Town Information Session Agenda
24. Draft Notice for the Pre-Incorporation Meetings
25. Draft Agenda for the Pre-Incorporation Meetings
26. Draft Agenda for the First Regional Corporation General Meeting

LINKS TO SUPPORTING DOCUMENTATION

(AS THEY APPEAR IN THE TRANSITION PROGRAM)

All links can be found in www.noongar.org.au/formal-docs

1. ILUAs
2. Transition Principles
3. Transition Program:
   Establishment of the Regional Corporations
4. Central Services Corporation Principles
5. Noongar Governance Manual
6. Central Services Corporation Rulebook
7. Enabling the Transition: Planning the establishment of the CSC (PwC Report)
8. Expression of Interest:
   Membership application forms
9. Initial Cultural Consultation Policy
10. Trust Deed
11. Cultural Advice Policy
12. Agreement Group Endorsement
13. Funding Guidelines
14. FDIO Proposal
15. State’s Framework of Assessment of Transition Principles
16. Template Regional Corporation Rulebook
17. Election Manual
18. Regional Corporation Principles
19. Draft Central Services Corporation Cultural Consultation Policy
20. Communication, Consultation and Participation strategy
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IMPORTANT: The material in this publication contains photos of deceased people and has been included with permission from the family. It is not our intention to offend any persons and would like to respect our people's contribution to our Noongar community.