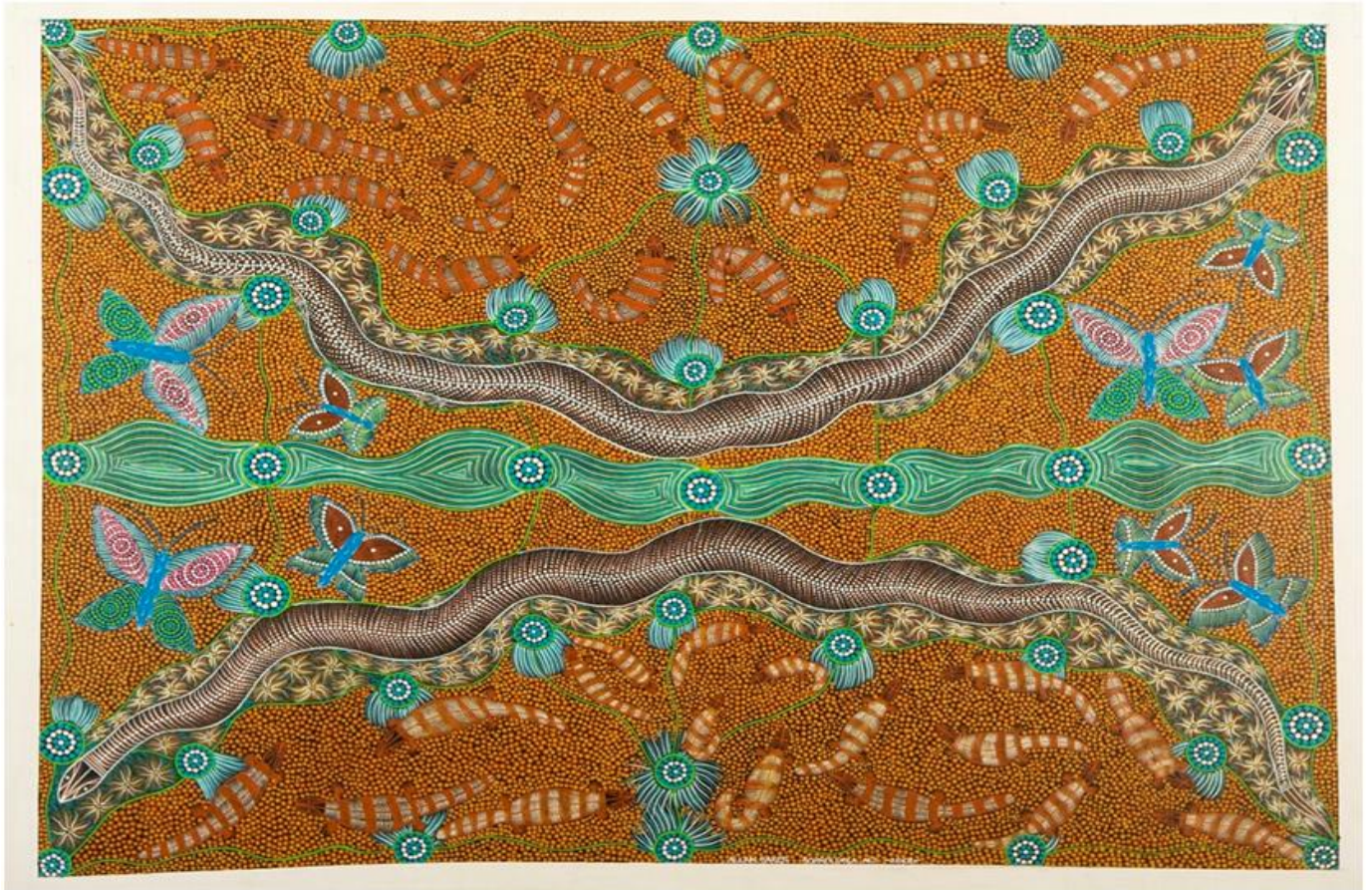


McArthur River Mine
**Community
Benefits Trust**



ANNUAL REVIEW 2013

5 December 2013

Executive Summary

Grants committed for programs in the areas of art and culture and the environment have been the two major areas of investment during 2013 accounting for 82% of the \$752,334 invested in six new grants by the McArthur River Mine Community Benefits Trust.

Interestingly, three of these grants represent a continuation of previously supported programs which are either now moving from planning to operational phases or expanding their reach within the community.

We were proud to celebrate during the year the critical success of an art and culture program supported by the Trust in the 2011 financial year. The Barkly Regional Arts Inc partnership with the Winanjikari Music Centre Tennant Creek and Mabunji's Waralungku Arts and Li-Kurlurluwa Language Centre received a \$79,288 grant to produce the Song Peoples Sessions in Borroloola. The resulting CD entitled, *'Together we are Strong' (Ngambala Wiji Wunungu)* featured contemporary singer-songwriter and Yanyuwa woman, Shellie Morris and the voices of a group of local women known as the Borroloola Songwomen. In 2013, the CD was a finalist in the Album of the Year Awards and Shellie Morris won the Cultural Advancement Award at the National Aboriginal & Torres Strait Islander Music, Sport, Entertainment and Community Awards (the Deadlys). One of the songs from the CD, the Saltwater People Song (*Waliwaliyangu li-Anthawirriyarra a-Kurija*), was recognised as National Song of the Year at the 2013 National Indigenous Music Awards.

The successful Song Peoples Sessions initiative is now being extended through Gulf Country Museology, supported by the Trust in 2013 and involving the four language groups within the region as both singers and producers to record the traditional songs of their communities.

Overall, the new grant programs supported in 2013 featured one each focused on social and community development and education, and two each for art and culture and environment. The outcomes generated by these investments have included:

- Improved environmental monitoring resources and support for the Li-Anthawirriyarra Sea Rangers as well as support for ecotourism and development initiatives for the Indigenous Protected Area within the Sea Country.
- Vocational education and training and literacy programs helping to increase school attendance rates and education results.
- Improved recreational facilities including the refurbishment of the Borroloola Rodeo grounds and the purchase of new portable lighting towers to support community events.
- Support for art and culture through programs such as Artback NT's DanceSite where the establishment of an annual event provides opportunity for traditional Indigenous dancers to be able to showcase their cultural values and spirituality to a mainstream audience.

The Board also undertook to gain true clarity on the amount of available funding for grant commitments by reviewing two in principle agreements of \$1 million each. These commitments were to the proposed Multipurpose Community Centre and Business Hub. The Multipurpose Community Centre has since received significant grant support from other sources. It was determined that while these two initiatives remain priorities for the Trust, any commitment of funding would need to be subject to specific grant applications which will be addressed on their merits and independent to any pre-committed amount.

As a result, the total amount of grants committed by the Trust in the six years since its establishment in July 2007 has been restated to remove the \$2 million relating to the in principle agreements and other administrative adjustments noted in this review.

The total commitment to date is \$7.8 million in 43 grants for programs implemented throughout the Gulf Region. The total value of the programs supported by the Trust is \$30.7 million.

The 2012/2013 financial year brought a number of governance changes for the Trust with significant changes in office bearers and Directors:

- The appointment of new personnel to the Secretariat and Project Officer roles
- The resignation of Directors Graham Friday and Col Fuller from the Trust Board in December 2012
- The appointment in December 2012 and subsequent resignation of Adrienne Raggett in April 2012.

These changes have led to challenges in the continuity of activity and the availability of a quorum for meetings which have impacted on the key performance indicators achieved by the Trust. However, the Trust still delivered:

- All compliance obligations for investment and reporting
- Ongoing community engagement on a regular basis
- Progress against priorities identified within the Annual Plan 2013
- Support for grant programs which have achieved their objectives in line with submissions and Funding Agreements.

This Annual Review provides a summary of the Trust's activities throughout the 2012/2013 financial year. Reports from grant recipients provided in Appendix 1 outline how the Trust continues to deliver tangible and substantial benefits to the Gulf regional community.

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Cover illustration: The painting shown on the cover is by Borroloola artist Allan Baker. Allan is represented by the Waralungku Arts Centre in Borroloola, which is supported by McArthur River Mining. Waralungku Arts represents over 40 different artists from the Gurdanji, Mara, Garawa and Yanyuwa traditional language groups. Borroloola artists associated with Waralungku have been selected to show their work in the Telstra Indigenous Art Awards and are represented in the collections of major Australian art galleries.

1. MRM Community Benefits Trust

On 4 July 2007, McArthur River Mining (MRM) and the Northern Territory Government (NTG) entered into an agreement to establish the MRM Community Benefits Trust (the Trust) as a vehicle for delivering social and economic benefits to the Borroloola regional community.

Objectives

The Trust aims to:

- Facilitate ongoing sustainable development of the community and the region including community capacity building and local business enterprise development
- Build infrastructure within the community to a level that will facilitate the creation of local jobs, diversity of new enterprise, beneficial social activity and improved health outcomes
- Enhance the positive social and economic impact of MRM's mining operations on the community and the region as far as is reasonably practical
- Create jobs and training opportunities.

Commitments

The Trust is committed to supporting:

2. Employment, training and enterprise development generated both through MRM's mining operations and in the wider Borroloola economy including:
 - Fulfilling MRM's target to achieve 20% workforce participation by Indigenous people
 - The commitment to generate and support the establishment of one new local business per annum to supply a product or service to the mine
3. A community-based package of social and economic programs benefiting: enterprise and job creation; environment; education; social and community development; health; culture and art.

Trust Funding

Originally, the total value of MRM's commitment was in the order of \$32 million over the life of the mine, which was estimated to continue to 2027.

During 2012/13, MRM received approval to commence the Phase 3 Development Project, extending the life of mine from 2027 to 2036. Under the terms of the Agreement between MRM and the Northern Territory Government, the Trust has been established for the life of mine. Therefore the Trust's life is extended accordingly.

MRM is currently committed to invest \$1.35 million per annum into the Trust for the Initial Period of the Agreement of eight years to October 2015. Financial investments will then be subject for review.

Charitable Purpose

The charitable purpose of the Trust is to provide:

- Grants, scholarships, bursaries and other assistance for education, vocational training and enterprise development
- Grants and other assistance for community infrastructure and community development, including the promotion of initiatives in the areas of health, law, arts, sport and culture.

Trustee Board

The Trustee Board comprises nine Directors whose roles are to manage the Trustee Company's business and affairs, authorise payments and appoint supporting officers. The Board members during the 2013 financial year have been:

- Two Directors nominated by MRM:
 - Brian Hearne, Chief Operating Officer, Xstrata Zinc Australia (Chair)
 - Independent Director (Vacant)
- Two Directors nominated by the Northern Territory Government:
 - John de Koning, Executive Director Department of Housing and Local Government
 - Shirley MacPherson, Group Manager Indigenous, Broad Construction Services
- One Director elected by Community Members
 - Stan Allen
- Four Directors representing Indigenous Members:
 - Tony Jack, Mayor, Roper Gulf Shire Council, Garrawa Traditional Owner
 - Samuel Evans, Mara Traditional Owner
 - Graham Friday, Yanyuwa Traditional Owner (resigned in December 2012)
 - Adrienne Raggett, Gurdanji Traditional Owner (appointed in December 2012 and resigned in April 2013)

The Trustee Board met three times during the financial year in September and December 2012 and April 2013. The June 2013 meeting was unavoidably postponed due to the unavailability of Directors and inability to convene a quorum.

The Annual General Meeting was held in December 2012.

This Report

This report covers the operations of the Trust for the financial year ending 30 June 2013.

As required under the Trust Deed, this Annual Review includes:

- A summary of the Trust's activities
- The financial position of the Trust Fund
- Details of the distributions made by the Trustee for that financial year and the projects to which the distributions relate
- Impact on regional development, new jobs and community infrastructure.

2. Trust Activities

Governance

There have been three changes to the Board during the year:

1. The resignation of Col Fuller as Director with his Board position remaining vacant as at 1 July 2013.
2. The resignation of Graham Friday as Director representing the Yanyuwa people.
3. The appointment of Adrienne Raggett in December 2012 representing the Gurdanji people. Adrienne resigned her position in April 2013.

Note: The appointment of two new Directors to the positions vacant for representatives of the Yanyuwa and Gurdanji people were confirmed by the Board meeting in August 2013 subsequent to the end of the financial year.

Management

Resignation of Louise Beilby as Secretariat

NT Government Remote Engagement Officer, Louise Beilby, resigned as Secretariat in January 2013. Between February and July 2013, Executive Officer, Sarah Moran, supported as acting Secretariat and invested significant time in ensuring all financial arrangements, funding agreements and accounts are accurate and up to date. Subsequently, Katherine Region Economic Development Officer, Phil Richards, has been appointed by the NT Government to the Secretariat position. The position will be shared with Sarah retaining responsibility for financial management of the Trust accounts and Phil responsible for all other duties of the Secretariat.

Change in Project Officers

In 2009, Jane Lawton and Dan Tillman of Creative Options were appointed to the role of Project Officer by MRM.

Following the sudden illness of Jane Lawton in December 2011, Charlotte Smith was appointed acting Project Officer from January 2012. Dan Tillman resigned from the role in July 2012 and was replaced by Daniel Suggit.

In February 2013, Jane sadly lost her battle with cancer and Creative Options ceased to operate. Ultimately Daniel and Charlotte were unable to continue in the Project Officer roles due to conflicting commitments.

Accordingly, MRM, which is responsible for appointing the Project Officer, conducted a tender in early 2013 and appointed IE Project to the role commencing from April 2013.

The dual Project Officer roles are now conducted by Wendy Moulds and Jason Elsegood.

Redefinition of roles

The changes to these officer positions revealed a need for significant work to be undertaken on the governance of the Trust to ensure systems, procedures and databases are effectively managed and maintained. In particular, it has resulted in:

- Revising the roles of both the Secretariat and Project Officer to ensure a more streamlined approach to liaising with grant proponents and monitoring their performance under Funding Agreements
- Improving the systems and database management of all information held about the history of the Trust and grants supported and financial contributions
- Improving the timeliness of turnaround of grant submissions and where approved, Funding Agreements, to enable projects and programs to proceed.

Multipurpose Community Centre, Borroloola

It has long been an objective of the Trust to establish a multipurpose community centre in Borroloola for the benefit of the entire community.

The idea was to create a centre the whole community could access as a sports venue, meeting place, for community functions and activities such as an internet cafe/facility. There was a specific focus around sustainable youth programs and activities and opportunities to build a sense of community spirit in the region. It supports the specific long-term target of developing a safe community that offers a standard of living and lifestyle equivalent to recognised major regional centres.

In December 2011, MRM was successful in securing a \$3.5 million grant from the Xstrata plc corporate social involvement fund to support the design and development of this community centre. This is in addition to a Northern Territory Government grant for \$484,000 to support the development of the project.

Following agreement by the MRM Community Benefits Trust Board in June 2012, all grant monies received for the development were deposited into a dedicated bank account established by the Trust for the purpose of supporting the centre's development. This account is separate to the general accounts that relate to the funds available for distribution in grants by the Trust. All accounts auspiced by the Trust, including the accounts for the Multipurpose Community Centre, are audited annually by Ernst & Young and are managed under the governance structure of the Trust.

A Project Control Group has now been established and planning as at 30 June had involved:

- Consultation with the community to refine the service delivery approach and inform design
- Appointment of an architect and development of initial concepts and detailed designs
- Confirmation of the preferred site taking into consideration the NT Government's 100 year flood studies completed in June 2012 in Borroloola and town planning,
- Discussions with Malandari Properties regarding their proposed gift of an area of land fronting Searcy Street and neighbouring the Malandari Centre development
- Preliminary discussions regarding the business planning for the centre and training of local personnel to operate the centre.

Grants

Ongoing Programs

During FY2012/13, the Trust continued to provide funding support to various community programs approved in prior years.

Date approved	Grant recipient	Focus	Description	Amount	Status
June 2012	Borroloola Amateur Race Club	Social and Community Development	Rodeo grounds refurbishment	\$131,100	Completed in 2013
March 2010	Roper Gulf Shire Council	Social and Community Development	Three years support for Borroloola Pool Maintenance	\$60,000	Completed in 2013
December 2010	Mabunji Aboriginal Resource Association Inc	Environment	Funding for the Li-Anthawirriyarra Sea Rangers to purchase two vehicles and provide three-years support for operational costs	\$160,124	Completed in 2013
June 2012	MRM	Enterprise and Job Creation	MRM Indigenous Training and Employment Strategy	\$593,195	Completed in 2013
August 2009	Mabunji Aboriginal Resource Association Inc	Enterprise and Job Creation	Malandari Partnership upgrade of Store	\$543,000	Grant query resolved in 2013
Feb 2011	Department of Education and Training	Education	Three-year Strong Start Bright Future program at Gulf schools	\$1,012,000	Ongoing
Dec 2011	James Cook University	Environment	Two-year community conservation of Dugong and Dolphin in Yanyula Sea Country	\$316,000	Action commenced during 2013 financial year and is ongoing
June 2012	Borroloola School	Education	Three-year Breakfast Program	\$150,000	Ongoing
August 2011	InfoFish	Environment	Phase 2 project - One year extension to Barramundi and Golden Snapper tagging and monitoring program at King Ash Bay	\$116,000	Completed in late 2012

Changes in total commitments

In-principle agreements withdrawn

In an effort to gain true clarity on the amount of available funding for grant commitments, the Trust Board has this year, reviewed two in principle agreements of \$1 million each.

It was decided at the April 2013 meeting that these commitments would be withdrawn.

These are:

- Multipurpose Community Centre which as reported above, has since received significant other funding. It was felt the Trust's commitment of an additional \$1 million would no longer be required.
- The Business Hub in principle funding has also been withdrawn. There was initially no proponent for the business hub which had been identified in FY2011 as a priority for the community. The Board remains interested in applications for the business hub and these applications will be fully assessed on their merits independent of any in principle agreement.

Grant program not proceeding

Mabunji Aboriginal Resource Association Inc confirmed during 2013 that a program for which they received grant approval in 2011 is not proceeding. The \$26,940 was approved for the purposes of landscape design for the beautification of the entry to Borroloola but no payment was ever made. This commitment has therefore also been withdrawn.

Net effect of changes

The 2012 Annual Review reported that between 2007 and 2012, \$8.9 million had been committed to 42 grants for programs implemented throughout the Gulf region. In revisiting this information for the purposes of this document, this report was found to contain two minor administrative errors - one grant was double counted and a formatting error led to a miscalculation. Accordingly, these figures are restated in this report. The actual number of grants committed during this five year period was 40 with a total value of \$9.0 million.

After adjusting for the changes noted above, the total value of commitments by the Trust between 2007 and 2012 has been recalculated to now equal \$7.0 million in 37 grants. For clarity, this does not include those approved during the 2013 financial year.

New Grant Submissions

The Allocation and Investments Committee met three times during the year in September and November 2012 and June 2013. As at end June 2013, there remained 8 submissions that were pending presentation to the Trustee Board for consideration.

The Committee comprised of the Project Officers, Northern Territory government representatives, an MRM representative, two local Indigenous Trust Directors and one Trust community Director. Six submissions were approved by the Board during the financial year, as detailed in the following table. These include submissions which had been received during the previous financial year and at that time, pending additional information.

Grants reviewed in 2012/13

Grant Recipient	Activity	Category	Program Value	Grant value	Status	Project description
Mabunji and Li-Anthawirriyarra Sea Ranger Unit	West Island Turtle Camp (Phase 1)	Environment	\$157,826	\$157,826	Approved	Support for two eco-tourism trials at Maabayny (North Beach) on West Island. Trials of a new turtle camp were conducted 25-27 September 2012 and 30 September to 2 October 2012, providing visitors the opportunity to participate in turtle research undertaken by the Rangers and Yanyuwa families.
Mabunji and Li-Anthawirriyarra Sea Ranger Unit	Barni Wardimantha Awara Yanyuwa Indigenous Protected Area Consultancy (Phase 1)	Environment	\$255,660	\$113,850	Approved	Revised grant agreed at \$113,850 to allow the consultant, Stephen Johnson, to be 100% engaged for one year. The overall project is to help action a Plan of Management for the Yanyuwa country as an Indigenous Protected Area including researching and trialling ecotourism opportunities and infrastructure development planning.
Artback NT	Arts Development and Touring	Art and Culture	\$1,019,400	\$150,000	Approved	Three-year program designed to help create new or revitalise existing cultural festivals involving: <ol style="list-style-type: none"> 1. DanceSite, an annual event attracting ATSI performers and celebrating diversity of traditional Indigenous dance in the NT 2. Community support: building cultural performance skills through forums, rehearsals and workshops and events 3. National performance opportunities to build business and professional development pathways.
Waralungku Arts Centre	Gulf Country Musecology	Art and Culture	\$257,810	\$194,310	Approved	Follows on from the success of the Song Peoples Sessions in 2011 and 2012. Will work with the four language groups as both singers and producers to record the traditional songs of their communities. Aim is to build an archive of traditional songs and language, provide creative industries training and support the transfer of knowledge to young people.

The Charitable Foundation for Books in Homes Australia	Books in Homes	Education	\$30,916.65	\$30,916.65	Approved	Conducting the program in three Gulf schools – Borrooloola, Robinson River and Kiana in 2013. All 400 children in the schools will receive books to take home and keep.
MAWA	Lighting Towers	Social and Community Development	\$140,474	\$105,431	Approved	Purchase of lighting towers to support night-time sporting events and community events such as the Borrooloola Rodeo.
Roper Gulf Shire Council	Borrooloola Streetscape Renewal Project	Social and Community Development	\$1,510,047	\$864,000	Pending	Support to improve roads in Borrooloola and in the Garawa Camp, Marra Camp and Yanuala Road. Roper Gulf Shire Council is to respond to the Board regarding ongoing maintenance and scheduling with other civil works.
King Ash Bay Fishing Club	Ongoing barramundi, Golden Snapper and Mangrove Jack monitoring	Environment	\$367,715	\$252,715	Pending	Pending further information provided by KABFC.
Mabunji Aboriginal Resource Association Inc	Yanyuwa Encyclopaedic Dictionary	Art and culture	\$16,500	\$16,500	Pending	Covers the cost of publishing a dictionary of the Yanyuwa language which has been almost 30 years in development. It contains a historical overview of the Yanyuwa people and language, over 4,000 entries of defined Yanyuwa words and English translation and a collection of texts and over 150 song poems.
Mabunji Aboriginal Resource Association Inc	Keeping and Sharing Place	Art and culture	\$74,025	\$61,430	Pending	6 month consultation and planning program to design a concept for a facility to house and display the culture of the Gulf regional community.
Nangala Project	Indi Kindi	Education	\$1,503,464	\$450,000	Pending	Aims to improve the long-term educational outcomes for Indigenous children by creating a program focused on literacy and numeracy for remote region children from birth to 6 years of age.
Nangala Project	John Moriarty Football	Social and community development	\$701,667	\$300,000	Pending	Three year grant to provide community-based, highly experienced coaching for regular after school football training and competitive inter-community games on weekends and school holiday periods.

Mabunji and Li-Anthawirriyarra Sea Ranger Unit	West Island Turtle Camp (Phase 2)	Environment	\$322,825	\$148,192	Pending	Developing new accommodation facilities, employment and training for additional people to provide hospitality and tour guide services and research programs into green and flatback turtle breeding and behaviour.
Mabunji and Li-Anthawirriyarra Sea Ranger Unit	Barni Wardimantha Awara Yanyuwa Indigenous Protected Area Consultancy (Phase 2)	Environment	\$478,600	\$227,000	Pending	Extends previously supported work into the development of plans for the Yanyuwa Indigenous Protected Area including developing small scale, low impact economic enterprises to provide an income stream and employment opportunities to support appropriate environmental management and monitoring activities.

Allocation of Grants Approved

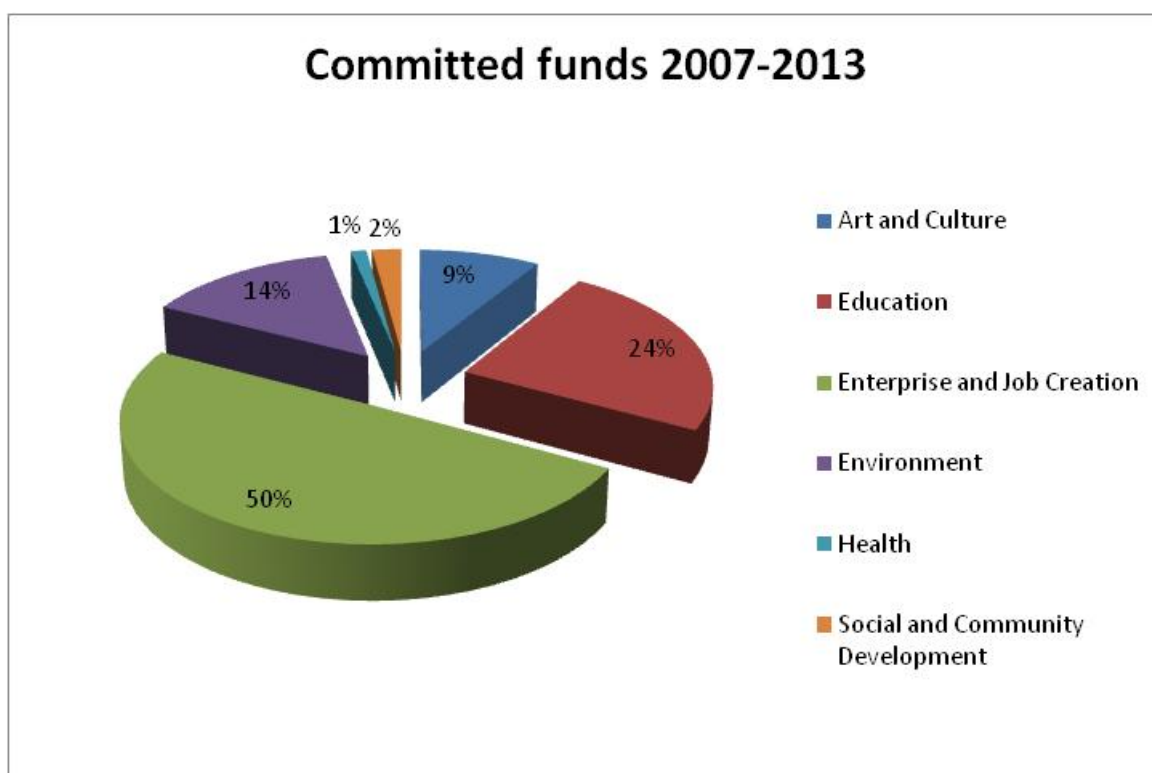
As described in the previous pages, six grants were approved this financial year to a total value of \$752,334. Of these:

- 1 targeted Social and Community benefits totalling \$105,431 (14%)
- 1 focused on Education for \$30,916.65 (4%)
- 2 for Art and Culture for \$344,310 (46%)
- 2 for Environment for \$271,676 (36%)

The total value of the programs supported by these 6 grants is \$2.2 million.

Overall, the chart below reflects the Trust's total commitments over the 6 years since its establishment in 2007 and as at 30 June 2013 broken down by focus area.

The significant investments in art and culture and environmental programs in 2013 have increased the proportion of funding in these focus areas when averaged over the life of the Trust. Art and culture has increased from 3.7% of all grants in June 2012 to 9% of all grants in June 2013 and similarly, environmental investments have increased from 8.7% to 14% of the total funds committed.



The table below summarises the following indicators for each of the six focus areas:

- The number of grants supported in each focus area
- The total amount committed to each of these areas in grants approved by the Trust
- The percentage of the total funds committed by the Trust to these grants
- The total cost of the programs supported by the grant

- The percentage of the total cost of the programs funded by the Trust (reflecting that in some occasions, the Trust has committed 100% of the cost of programs whereas in others, it has contributed to the overall cost and other funding sources have been utilised by grant proponents).

Analysis of grants by focus area, value and total cost – 2007-2013

<i>Focus</i>	<i>No. grants</i>	<i>Total grant value</i>	<i>% of funds committed by Trust</i>	<i>Total cost of programs supported</i>	<i>% of total provided by Trust</i>
Enterprise and job creation	18	\$3,832,176	50%	\$14,958,850	26%
Education	5	\$1,862,917	24%	\$11,750,365	16%
Environment	7	\$1,126,180	14%	\$2,053,691	55%
Health	2	\$87,437	1%	\$87,437	100%
Art and culture	9	\$681,148	9%	\$1,682,961	40%
Social and community development	2	\$165,431	2%	\$200,474	82%
<i>Total</i>	43	\$7,755,289	100%	\$30,733,778	24%

Annual Plan Development

In the second half of FY13, the Trust's 2013/14 Annual Plan was developed. The following table outlines the priorities for the year ahead.

Commitments	Priority
Enterprise and job creation	<p>To support the development of a broader diversity of jobs within the region associated with key infrastructure projects being planned and targeting both youth and adult employment:</p> <ul style="list-style-type: none"> • Multipurpose Community Centre • Residential housing developments • Alternative accommodation options in Borroloola, e.g. motel • Road maintenance and improvement • Shipping operations.
Environment	<p>Ongoing support for the implementation of the Barni-Wardimantha Awara report as a Yanyuwa Caring for our Country initiative following business planning funded by the Trust in 2012.</p> <p>Initial scoping of a land-based ranger development program with Gurdanji and other interested groups.</p>
Education	<p>Continue to support the investigation and establishment of a youth and/or student Hostel to be associated with the Borroloola School.</p> <p>Support programs that engage with families and parents and encourage them to support their children's education.</p>
Social and Community Development	<p>To support community needs for improved:</p> <ul style="list-style-type: none"> • public and private housing options; • public transport services; • youth and recreation programs and facilities particularly focused on youth at risk • families and adults.
Health	<p>Support the development of a range of health and wellbeing programs for the region:</p> <ul style="list-style-type: none"> • Men's and Women's Health • Alcohol and other drugs • Youth counselling, mental health and suicide prevention
Culture and Art	<p>Support the development of a long term vision for culture and art within the region including all forms (language, stories, visual and performing arts and events) and all needs (education, protection, commercialisation and development).</p>
MRM target of 20% workforce participation	<p>Support the MRM Indigenous Pathways to Employment Strategy to sustain local employment as the mine expands.</p>
One new local business per annum to supply a product or service to the mine	<p>Ongoing priority to provide support for the business planning and establishment of a new business to be identified based on mine procurement needs.</p>

3. Financial Position

Financial Report

The Trust's financial position for the year ended 30 June 2013 was audited by Ernst & Young in September 2013. The following information is an extract from their professional report. The full report including all representations was circulated to Directors prior to and tabled at the Annual General Meeting of the Trust on 5 December 2013. The report indicates that as at 30 June 2013, the Trust had closing funds available of \$4,272,471.

Statement of Receipts and Payments For the Year Ended 30 June 2013

	2013 \$	2012 \$
<i>Receipts</i>		
Donations - McArthur River Mining Pty Ltd	1,350,000	1,350,000
Interest	302,023	214,470
	1,652,023	1,564,470
<i>Payments</i>		
Donations made (see 'Distributions' below)	(2,043,017)	(1,119,470)
Operating costs	(29,515)	(6,324)
	(2,072,532)	(1,125,794)
<i>Net excess/(deficiency)</i>	(420,509)	438,676
Opening Funds Held in Trust	4,692,980	4,254,304
Closing Funds Held in Trust	4,272,471	4,692,980

Distributions

Below is a record of the value of all grants paid during the financial year by recipient.

Party	\$
McArthur River Mining	593,195
Artback NT: Arts Development and Touring	50,000
The Charitable Foundation for Books in Homes	12,475
Borroloola Amateur Race Club	131,100
Borroloola School Council	395,000
James Cook University	50,697
Infofish Services	58,300
Mabunji Aboriginal Resource Association Incorporated	620,724
The Smith Family	123,597
Barkly Regional Arts Inc	7,929
Total	2,043,017

Balance Sheet
As at 30 June 2013

	2013 \$	2012 \$
<i>Closing Funds Held in Trust comprise:</i>		
Cash at Bank	4,907,251	1,976,928
Term Deposits	3,333,270	3,200,052
Trust Assets	8,240,521	5,176,980
<i>Liabilities</i>		
Donations received in advance (for the Multipurpose Community Centre)	3,968,050	484,000
Trust Liabilities	3,968,050	484,000
<i>Net Trust Funds</i>	4,272,471	4,692,980
 <i>Trust Funds</i>		
Settled sum	100	100
Retained earnings	4,272,371	4,692,880
Total trust funds	4,272,471	4,692,980

Financial and Non-financial Contributions

As required under section 10.3(b) of the Agreement between MRM and the Northern Territory Government for the establishment of the MRM Community Benefits Trust, the following provides details in relation to MRM's financial and non-financial contributions for the financial year 2011-12.

MRM Financial contributions - 1 July 2012 to 30 June 2013

Item	Description	Cost (\$)
Annual commitment	MRM's annual contribution to the Trust	\$ 1,350,000
Board travel costs	Flights and Accommodation costs	\$3,653

MRM Non-Financial contributions

Item	Description	Cost (\$)
Project Officer	Operational, travel and accommodation costs incurred by project staff (not including the consulting value).	\$5,385
Meeting Support	Catering, transport and meeting costs incurred by Trust activities at MRM and in Borroloola	\$136,440

4. Impact on the Community

Key Performance Measures

Key performance measures were established under the 2013 Annual Plan to assess performance against commitments and priorities.

Area	Measures	Status
Governance	Compliance obligations met for MRM investment	√
	Obligations for reporting met	√
	Obligations for consultation met	→
Investment	Percentage of available funds committed (ie MRM annual contribution) to grant programs >85%	X 56%
	Percentage of funding spent on administration costs <5%	√ 2%
	Spread of grant funding across the region	√
	Performance against priorities and needs	√
Project outcomes	Outcomes of grant investments based on project reports	√

Legend:

- √ Delivered
- X Not progressed
- Work continuing

The KPI on investment which was not achieved is primarily as a result of two factors: Changes in Project Officers and the loss of continuity in liaison with grant proponents. The postponement of the June 2013 board meeting to August 2013 due to the unavailability of Directors to establish a quorum.

As at the end of June 2013, there were 8 grant submissions pending consideration by the Board. Of these, 6 were approved at the August 2013 Board meeting with a total value of \$1.2 million. If these had been approved in the June meeting as originally planned, the total value of grants approved during the 2013 financial year would have been \$1.95 million, equivalent to 145% of the annual available funds (based on MRM's annual investment of \$1.35 million).

Action Against Community Priorities

The Trust Annual Plan for 2013 set out priorities for the community revealed through consultation. The following table summarises action taken against these priorities.

Commitments	Priority	Status	Action taken
Enterprise and job creation	To support the development of a broader diversity of jobs within the region associated with key infrastructure projects being planned: <ul style="list-style-type: none"> • Borroloola Business Hub; • Multipurpose Community Centre; • youth and/or student hostel; • residential housing developments; • alternative accommodation options in Borroloola, e.g. motel • road maintenance and improvement 	→	Proposal received for Business Hub but sought further development in line with community consultation outcomes. Multipurpose Community Centre has progressed to concept design and site selection. NT Government working on land clearances to permit residential housing. Proposal received from Roper Gulf Shire Council regarding road upgrades and currently pending further information.
Environment	Ongoing support for the implementation of the Barni-Wardimantha Awara report as a Yanyuwa Caring for our Country initiative following business planning funded by the Trust in 2012. Initial scoping of a land-based ranger development program with Gurdanji and other interested groups.	√ →	Grant support of \$271,676 provided to continue progressing Turtle Camp and other environmental and business opportunities. Ranger program to be explored with new Natural Resource Management Board appointed in 2013
Education	Continue to support the investigation and establishment of a youth and/or student Hostel to be associated with the Borroloola School.	X	
Social and Community Development	To support community needs for improved: <ul style="list-style-type: none"> • public and private housing options • public transport services • youth and recreation programs and facilities. 	→	Main focus is on the Multipurpose Community Centre that is being auspiced by the Trust. NTG investigating land clearances for housing development.
Health	Support the development of a range of health and wellbeing programs for the region: <ul style="list-style-type: none"> • Women's Health 	X	

	<ul style="list-style-type: none"> • Alcohol and other drugs • Youth counselling, mental health and suicide prevention 		
Culture and Art	Building on the recent success of the Song Peoples Project, the Trust can explore with the community the development of a long term and sustainable cultural maintenance, performance and heritage program. Links to education, training and future employment outcomes for both young people and senior community members will be maximised. Potential program partnerships with relevant bodies such as AIATSIS in Canberra will also be explored.	√	<p>Funding of \$194,310 has been provided for a second grant to record and produce traditional songs of the region.</p> <p>New grant supports the federally funded Artback NT program to introduce new or revitalise existing cultural festivals in Borroloola.</p>
MRM target of 20% workforce participation	Support the MRM Indigenous Pathways to Employment Strategy	√	
One new local business per annum to supply a product or service to the mine	Ongoing priority to provide support for the business planning and establishment of a new business to be identified based on mine procurement needs.	X	

Legend:

- ✓ Delivered
- X Not progressed
- Work continuing

Appendix 1: Grant Reports

Mabunji and Li-Anthawirriyarra Sea Ranger Unit *West Island Turtle Camp*



The grant provided support for two eco-tourism trials at Maabayny (North Beach) on West Island in September and October 2012.

Fourteen people, including local, interstate and professional and non-professional people participated in the turtle research that the Rangers and Yanyuwa families undertake every year at peak turtle nesting time.

The main objectives were to:

- Establish the overall marketability of the turtle camp experience;
- Receive real time feedback on the more positive/desirable aspects of that experience;
- Receive real time feedback on how that experience might be improved;
- Incorporate what is learned from this feedback into refining the final product;
- Draft a Business Plan and with additional research into similar ventures;
- Formulate a commercial venture and implement over nesting season Sep/Oct 2013.

Overwhelming positive feedback was received from the trial, resulting in a business plan being developed to take the trial into a formal, profit-generating event by September/October 2013.

Note: A further two-year grant of \$148,192 was made to Mabunji in August 2013 which involves developing new accommodation facilities, employment and training for additional people to provide hospitality and tour guide services and research programs into green and flatback turtle breeding and behaviour.

Mabunji and Li-Anthawirriyarra Sea Ranger Unit *Barni Wardimantha Awara Yanyuwa Indigenous Protected Area Consultancy*

After a land claim of over thirty years standing, Yanyuwa families have seen ownership of their country acknowledged under the Aboriginal Land Rights Act (1976). This country, the Yanyuwa ancestral domain, encompasses most of the Sir Edward Pellew archipelago as well as substantial delta, riverine and mainland areas in the south west Gulf of Carpentaria.

Since the successful prosecution of these claims, the families have sought some form of viable economic foundation from which to secure an employment future for their children whilst at the same time ensuring the maintenance of the region's abundant cultural and natural values. The result was the Yanyuwa country Plan of Management, developed in 2011, to outline how the Yanyuwa would manage their land and sea country as an Indigenous Protected Area.



In July 2011, the Trust approved a grant of \$58,500 to support a consultant's help in actioning the Plan of Management. In September 2012, a further \$103,500 was provided to due to the large scope of the work required.

The work includes researching and trialling ecotourism opportunities, preparing submissions for funding proposals and developing partnerships for infrastructure such as Black Rock Landing. It also includes strategic land and sea management planning and the development of a business plan.

Opportunities have been scoped to secure a further tourism specific funding grant (brokered via NT Tourism) from the Australian Government Department of Resources, Energy and Tourism. The development phase in this initiative allows funding for 'tourism specific' business planning expertise, and if successful, will pave the way for further substantial investment in related buildings and infrastructure.

By December 2013, basic buildings and infrastructure will be in place at Black Rock Landing and select island sites, and a small income stream from the levy of camping fees will be generated as early as October 2013 and held in trust on behalf of the Yanyuwa families for reinvestment over following years.

The Centre Island operational base/education centre has now been established, eliminating the need for the Sea Rangers to commute between the mainland.

Note: A further two-year grant of \$227,000 was made to Mabunji in August 2013 to extend this work into developing small scale, low impact economic enterprises to provide an income stream and employment opportunities to support appropriate environmental management and monitoring activities.

Artback NT

Arts Development and Touring

The Trust grant supports the development of Indigenous traditional cultural events in the region by helping to bring the Indigenous Traditional Dance Project to Borroloola.

The program, operated by Artback NT, moves to a new regional centre every 3 years and now it is Borroloola's turn. The program was designed to help create new or revitalise existing cultural festivals and involves a number of elements:

- **DanceSite:** an annual event that attracts more than 250 ATSI performers and celebrates diversity of traditional Indigenous dance in the NT. It provides an exciting cross-cultural platform for audience and performance development.
- **Community support:** helping build cultural performance skills through forums, rehearsals, workshops and events leading up to DanceSite each year.
- **National performance opportunities:** to build business and professional development pathways.



The aims are to:

- Show how culture can be maintained through professional performing arts opportunities
- Develop sustainable business strategies for cultural tourism
- Preserve culture through dance and through learning opportunities between elders and youth.

DanceSite 2013 was staged at the Borroloola Showgrounds on Saturday 15th June, presenting over 100 traditional Indigenous performers from the NT and Queensland to an audience of over 1000 people.

A community group of approximately 20 Elders and community members met fortnightly leading up to DanceSite event to discuss and plot the progress of the festival.

Positive feedback from local community members, organisations, traditional owners, key stakeholders and the media, indicated that the DanceSite event was a successful community collaboration with community excited to continue to develop and take ownership over the event.



Chooky Dancers perform as the headlining act.

Photo by Wayne Quilliam



Photo of Borroloola children dancers and family by Wayne Quilliam.

Waralungku Arts Centre Gulf Country Musecology

This program follows on from the great success of the highly awarded Song Peoples Sessions in 2011 and 2012, also supported by the Trust. It has come from the community's desire to extend and expand the cultural program in the region to facilitate sharing of songs, language and knowledge.

The Musecology project will work with Yanyuwa, Mara, Garrawa and Gurdanji people as both singers and producers to record the traditional songs of the language groups. The aims are to:

- Build an archive of traditional songs and language that can be used at the proposed Yirri-Malaru language centre at the Waralungku Arts Centre or the proposed Li-Anthawirriyarra Interpretive Centre at Black Rock
- Provide creative industries training for local people to help promote regional media, arts and cultural tourism
- Support the transfer of knowledge about local culture between elders and young people.

To date, a community capacity plan has been developed which has initially seen 10 local people identified to receive training in media, audio, presentation skills and recording, photography and editing. In turn, members of this group will provide translation and linguistic support and cultural awareness to the program.

A three-day workshop was conducted at Borroloola in July 2013 in the techniques and skills required for language documentation and wide consultation has occurred for the project.

The schedule for recording commenced in July 2013 with the Gurdanji language group and is expected to conclude across all groups by the end of September 2013.



The audio levels are good! Marlene Karkadoo (Media Officer) using Zoom digital recorder to capture oral histories on location at Garrinjini Outstation, July 2013; photo by Sandy Edwards



Singers and interpreters of Gurdanji songs. L to R: Peggy Mawson, Katie Baker, Topsy Green (hidden), Elizabeth Lansen, Alan Baker (hidden), Adie Raggatt singing Nuwallinya cycle at Garrinjini Outstation, July 2013; photo Sandy Edwards.



Swayne Timothy and Lane Bonney (Media Trainees) with Patrick McCloskey (GCM Co-Producer) learning to use a film clapper-board on location at Garrinjini Outstation, July 2013; photo by Sandy Edwards

The Charitable Foundation for Books in Homes Australia
Books in Homes



Book Giving Assembly – Kiana School – Term 2, 2013

The Trust supports the program in the three Gulf Region Schools – Borroloola, Robinson River and Kiana – for 2013. This comes after an NT Government contract for the program ended in 2012.

This program recognises that for children to have a positive attitude to reading they must be not only exposed to books but have access to owning them.

All 400 children at the regional schools will receive books under the program to take home and keep. Subject to the outcomes for 2013, the Board will consider extending its support for Books in Homes.

To date, the grant has allowed for:

- 287 students to receive nine new books of choice over the course of the year.
- Preview packs were delivered to each school.
- Each student to choose three books handed out in a Book Giving Ceremony.

All schools have reported a jump in one or more literacy levels since the program began.

MAWA

Mobile lighting towers

Four mobile lighting towers have been purchased by MAWA through the Trust grant to be used for night time sporting events on the oval and for annual community events such as the Borroloola Show, Borroloola Rodeo and NAIDOC and Boonu Boonu Festivals.

The aim is to help provide after hours activities for youth and in so doing, reduce anti-social behaviour. The availability of the towers will expand the options for family friendly social and sporting activities within Borroloola.

The lights have recently been used at the Artback dance festival, the Borroloola Show, NAIDOC week and the Rodeo in August.

MAWA is currently trying to support and organise increased AFL training and games activities in Borroloola at which the lights will also be used.

MAWA has also purchased a troop vehicle from Mabunji to use as a dedicated towing vehicle for the light towers.

Borroloola Amateur Race Club

Major renovation and facelift of arena and backyard facility

The Trust contributed funds of \$131,100 in June 2012 for a major renovation and facelift for the Borroloola Rodeo Grounds, involving replacing the aging fences around the arena, loading ramp and race to chutes and the sorting yards.

While the facilities are best known for hosting the annual rodeo, they are also used year round as a property for agisting horses, a loading facility for stock and a venue for horsemanship clinics and training.

Two grants provided by the Trust over recent years have enabled the club to replace the old chutes with larger models, bringing the Trust's total investment to the grounds to \$175,000.

This latest project has completed the refurbishment and upgrade to the facilities with a view to improving the safety and comfort of all who use them, whether two legged or four.



Roper Gulf Shire Council *Borroloola Pool Maintenance*

Concluding in 2013, the three-year grant provided Roper Gulf Shire Council with the financial resources to cover the cost of consumables and utilities (power and water) for the more than 15,000 swimmers welcomed each year through the pool gates.

This supports the operation of the Borroloola Swimming Pool Complex as it develops its sustainability as a business enterprise, providing employment and health objectives within the community.

Mabunji Aboriginal Resource Association Inc. *Sea Ranger Vehicles*

The two 4x4 Hilux Single Cab Tray Tops for which the Trust provided funding were delivered to Borroloola in February 2012. Also purchased was equipment for the vehicles: snorkel, winch, bulbar, spot lights, marine radio and aluminium tray back.

The vehicles have been used extensively for a range of activities in 2012/13:

- Feral animal control/eradication - considerable inroads have been made in attempts to map and contain feral animals, primarily pigs, in the Limmen Bight area. A full-scale eradication program will commence in this area in late 2013/early 2014. Limmen Rangers have documented all invasive species of weeds and feral animals, their concentration and impacts on the environment in and around the Limmen Bight Fishing Camp. At Borroloola, work to contain the feral pig population has seen a substantial decline in numbers around Mingyarra, Jawuma and Yamirri Lagoons. Trapping activities has not shifted to Wardawardala and Poison Creek. For the first time in over 10 years of survey, the presence of at least two species of native ground mammals has been confirmed on West Island. This finding correlates with increasing cat trapping and eradication over the course of 2013, when only one cat sighting was made.
- Weekly Patrols - As previously reported the vehicles have enabled Borroloola and Limmen Bight rangers to undertake increasingly frequent patrols to monitor commercial and recreation fishers more closely. Favourable feedback from NT Fisheries confirms the increasing success of the rangers in this regard.
- Staff Training - ongoing Certificate III training (compliance) was successfully undertaken in Darwin over two weeks in June/July 2012 with a completion date estimated for the end of 2013/early 2014.

Mabunji Aboriginal Resource Association Inc.

Malandari Partnership upgrade of Store

Construction commenced in January 2013 on the Malandari Store upgrade, with the project completion expected around December 2013.

The project has benefited Aboriginal people living in Borroloola through:

- The operation of an Aboriginal-owned community store managed by an Aboriginal Executive Store Committee which decides on various policies and initiatives to help and support the community.
- The operation of a local bus service supporting customer travel to and from the store, particularly to assist pensioners and young mums with babies.
- Subsidies with fruit and vegetables to promote their consumption. On this the Malandari Store has one of the highest percentage of fruit and vegetable sales within the ALPA group of community stores.
- Provision of staff accommodation for Aboriginal staff.
- Donations to the community from the profits generated which in 2013 included donations to community activities such as the Aboriginal Respite Centre, Borroloola Show and Borroloola Rodeo.
- Employment of all local Aboriginal staff on full award wages.
- Provision of accredited training to Aboriginal staff.



Students at Kiana School with bikes received as incentives for frequent attendance at school, supported by the Strong Start, Bright Future program.

The *Strong Start Bright Future Borroloola Pathways to Employment Project* is a significant initiative that is now considered the breakthrough project for a new way of educating and training remote students.

The current project is well underway with Borroloola School students accessing the mine for day trip Work Experience and overnight Structured Work Placements.

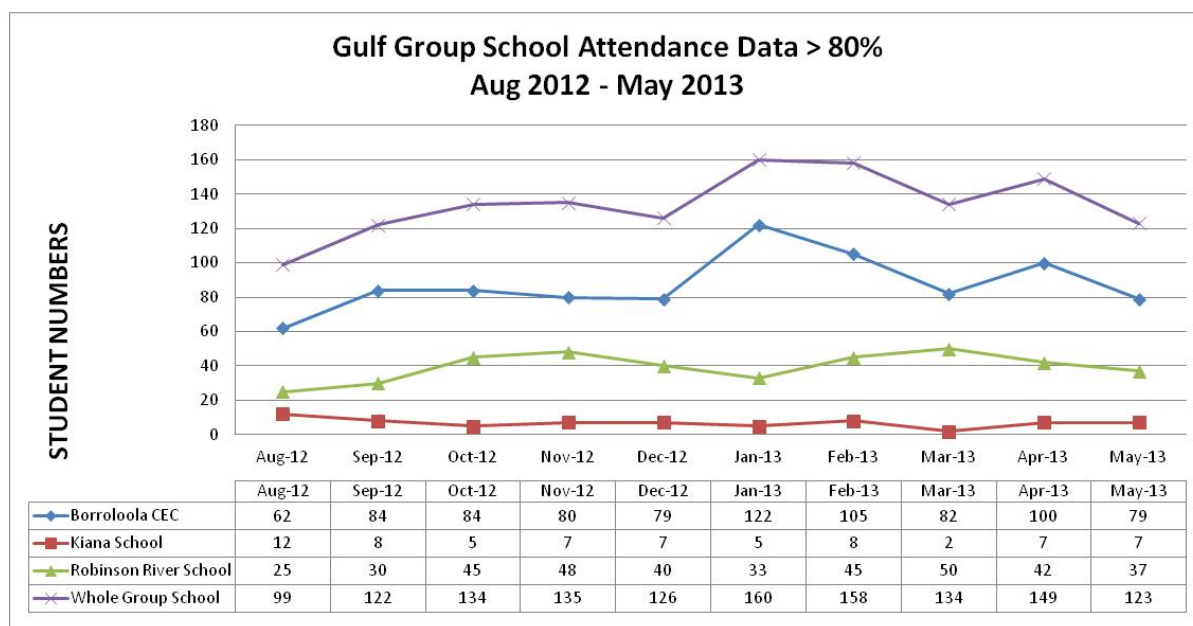
This project has done three things not done before in remote schools in one project:

- It brought a major industry into a close working and funding relationship with a school
- It created a clear pathway that demonstrated to students that coming to school would give them practical skills that could then be useful in their life and employment
- It brought a full time trainer onto the Borroloola school staff.

The project began in July 2011 and in its second year, the outcomes achieved were:

- The project can demonstrate success in supporting the efforts of the school in rewarding attendance with a number of schemes including weekly and term high attendance prizes ranging between \$5 canteen food vouchers and an Ipod shuffle for 95% term attendance. Excursions to Darwin and Canberra have also incentivised children to attend school over the year. Measurable outcomes of each school's attendance data are below.

- The school has now a dedicated transport vehicle and is fitted out to MRM specifications to transport students the 65km from Borrooloola to MRM for structured work placements or inductions.
- The presence of a full time trainer has seen 13 Certificate I achievements in the period from July 2011 and near completion of a further four Certificate I qualifications and three Certificate II qualifications.
- The ongoing interaction between the school and the mine has led to a clearer line of site for those interested in a career in mining.
- Access to the mine has now impacted on how students see their future and has made choices in career much easier for them.



McArthur River Mining

Indigenous employment and training strategy

Under the Trust Agreement between MRM and the Northern Territory Government, a commitment has been made to maximise the number of people from the Gulf Region gaining long-term employment directly in mining activities, and indirectly in activities conducted by sub-contractors and suppliers as well as in the wider regional economy. This includes action by MRM to achieve the target of 20% Indigenous employment across its workforce.

In line with MRM's strategy to sustain the previous year's 24% Indigenous workforce participation rate and to address community-based needs in collaboration with other stakeholders to mitigate barriers to employment, MRM progressed with the following initiatives in 2012/13:

Workplace trainers

Grant funding of \$198,300 was allocated towards the training and development of Indigenous operators working in the mining department through two workplace trainers to help retain people by supporting career development through on-the-job training. The fact that this team employs 67% of Indigenous employees but experience only 9% of the turnover supports this strategy. Assisted by eight crew-based trainers, the workplace trainers provided on the job training in the heavy vehicles used within the mining department. In total the Indigenous employees in the mining department have received 3,000 hours of training and assessing throughout the financial year.

Trainee program

Grant funding of \$198,300 was allocated to the trainee program.

Number of trainees continuing from the 2011-12 reporting period	10
Number of trainees terminating their employment during the period	(5)
Number of trainees promoted from trainee level during the period	(4)
Number of new trainees recruited	4
Current net number of trainees	5
Number of new trainees currently being recruited or commencing trainee role	3

While the overall number of participants was not in line with the target of 15-20 (for various reasons including the health of candidates), the planned work-ready training program and skills training programs were still implemented.

Mentoring and community-based support

The MRM Indigenous Employment Coordinator is responsible for delivery of this program, supported by \$109,136 of the grant funding. His work included 41 trips to Borroloola in order to:

- Meet with local employment agencies to keep them informed of employment opportunities with MRM and to support recruitment
- Meet with local people to handle inquiries about employment opportunities
- Keep in contact with MRM employees and their families to help resolve issues which may otherwise affect their employment.

Onsite, the IEC supports managers, supervisors and employees to help Indigenous colleagues to talk about issues such as work performance, absenteeism and fitness for work.

In addition to the IEC's work with families, MRM engaged Catholic Care to deliver Money management program to trainees. This course addressed issues such as dealing with humbugging, scammers, loans and savings.

Bus purchase

A 22-seat coaster bus was purchased in August 2012 for \$100, 367 in order to address issues with transportation of trainees and employees from Borroloola to site.

During the financial year, the bus has been used for the following:

- 2 Women in Mining trips
- 2 ladies cultural trips
- 4 town meetings
- 432 transfers for workers

Outcomes achieved

As at June 2013, MRM employed 65 employees identifying as Indigenous origin. This represents 18.2% of the total workforce. Of these workers:

- 23% are employed directly from the local McArthur River area
- 38% identify themselves as being affiliated with the local McArthur River area
- 18% are female
- 29% received role or level promotions during the year.

Department	Roles filled 12/13 financial year	No. 30 June 2012	No. 30 June 2013
Administration	Carpenter, Refrigeration Mechanic, Port Operations, Maintenance Service Team (MST) Administration Officer, Indigenous Employment Coordinator, Senior HR Advisor, trainees, workers	20	13
Health, Safety, Environment and Community	Environment Technician	2	1
Processing	Apprentice Fitter, Apprentice Electrician, Laboratory Technician, Process Operator	6	6
Mining	Apprentice Diesel Fitter, Light Vehicle Fitter, LV fitter, Driller, blast crew, Shot Firer, Drill and Blast Supervisor, Operator	47	45
Total Indigenous employees		75	65
Total MRM workforce		339	358

There are several contributing factors to this trend:

- 21 Indigenous employees left MRM during the financial year, representing a turnover rate of 28%
- At the same time, MRM experienced a 5.3% increase in overall workforce numbers
- Indigenous recruitment has not kept pace with the need to fill vacancies created by turnover and bringing in an additional 15-20 trainees.

MRM is currently working on an Indigenous employment strategy to understand and reverse this trend. Importantly MRM invested a total of \$1,409,447 in programs supporting Indigenous employment and training during the financial year of which 42% was funded by a Trust grant. The remainder was funded through site operations.

Borroloola School Council

Breakfast Program



The program runs for school children from 7.00am - 8.30am and on average around 80 students participate each school day before classes begin. Two staff members plus on average two community members assist with delivering the program each day. The students must start their meal with fruit juice, cereal with milk and fruit before they move on to toast with vegemite or peanut butter.

Borroloola School has been funded to deliver the program over the next three years from the beginning of the 2012 school year to improve overall student attendance and participation rates.

In Term Two 2013, the school served 275 adults at an average of 6 adults per day. These adults were parents and staff and served, 2,281 children breakfast at an average of 50 students per day.

James Cook University *Looking for Dugong project*

Program commencement was delayed in 2012 and 2013 while James Cook University representatives consulted with Traditional Owners over the brief and scope for study. Agreement has been achieved amongst all partners and the program commenced in 2013, with the first progress report due in August 2013.

King Ash Bay Fishing Club

Barramundi and Golden Snapper Monitoring project

The Trust supported an extension of the Barramundi Monitoring project which it had supported since 2009. This study collected detailed information on fish stocks and the impact of recreational fishing in a broad region covering the McArthur River downs tream of Borroloola, the McArthur River delta, coastal streams from Bing Bong to the Wearyan River and the Sir Edward Pellew Islands. It also included a study on visitor nights in the region.



Figure 22: Barramundi being tagged and measured

The expanded project also included monitoring of the Golden Snapper which supports the work of NT Fisheries and the Amateur Fishermen's Association of the NT in promoting better management of our fisheries.

The study found:

- Overall fishing effort is high and increasing with significant fishing pressure in the area, especially in the McArthur River, Crooked Creek, Carrington Channel and Davies Channel
- Barramundi stocks are in reasonable shape
- A low recapture rate of tagged fish, low exploitation rate and high fishing effort suggests a good population of Barramundi
- Barramundi recruitment has occurred each year with perhaps a boost in 2011
- Medium term sustainability is questionable with increasing effort and catch rates
- Golden Snapper stocks are uncertain due to limited information