

### Recommendations:

- That the transitional schedule of delegations of authority be further reviewed by the Board;
- That essential expenditure be approved in consultation with the AWI Chair pending further Board consideration and the commencement of duties by the Managing Director;
- That the Board endorses the principle that no new expenditure, contracts or other agreements may be entered into unless:
  - a) approved by the Board; or
  - b) is expenditure required to achieve specific requirements of this Board, pending a formal adoption of delegations of authority.
  - c) The Board notes the importance of maintaining current contractual, staffing and related obligations, whilst indicating its intention to progressively and expeditiously review all these matters;
  - d) The Board directs that no agreements, promises, letters or other documents be issued, or verbal advice be given to any person or entity, indicating that any currently tendered or publicised intentions to grant AWI R & D or other funds for any purpose, other than those expressly approved by this Board, or by any Officer delegated by this Board, be given.

### Item 4b Appointment of Managing Director.

AWI Rule 14.1 expressly provides that the AWI Board may appoint the Managing Director or CEO.

Mr Price has confirmed that It is intended that a Managing Director be appointed. A contract between Mr. Colin John Dorber and the AWI nominee Mr. Ray Harris for the position of Managing Director, for a period of four years, has been signed with the consent of Mr. Price.

There appears to be no requirement that the MD has to be a Director of AWS in order to get to the AWI Board. It is a stand alone appointment subject to the express provisions of AWI Rule 14.1 and 14.2 which (appoints) and also excludes the MD from the election and or retiring process.

Note: It is an express intention of the contract that the MD be based in Sydney and that in due course the AWI staffing/operations also be based in Sydney.

#### **Recommendations:**

- That on the recommendation of the Chair of AWS and with the support of AWI Directors, Mr. Colin John Dorber of 51 Hilma Street Collaroy Plateau, NSW, being a natural person eligible to hold the office of Managing Director, be appointed Managing Director of Australian Wool Innovation Pty Ltd, effective from 1 March 2001.
- That Members of this Board and staff of AWI be authorised to provide Mr. Dorber with any information relevant to the operations of AWI prior to his appointment date, in consultation with the Chair of the Board, as required.
- That Mr. Dorber be authorised to meet with and speak with AWI Board Members and or staff, prior to his official commencement date, as necessary and for such purposes as determined by the Chair of this Board.
- That any costs incurred in such activities be authorised by this Board.

#### **Item 4c Nomination for Acting CEO**

No provision is made in the AWI Rules for such an appointment. Importantly, however all the rights of a Managing Director may be exercised by the Board (AWI Rule 14.1). Accordingly, the most proper course of action is set out hereunder.