



From bush to boardroom

The unconventional journey of Nerolie Withnall

The young Sydney law graduate who found herself cowering from the fury of Cyclone Tracy has come a long way. Russell Grenning converses with Nerolie Withnall, a corporate achiever with a fascinating story.



‘You know there is nothing really different about being a lawyer on the veranda of the Boorooloola pub or in a major company boardroom – well, except for the flies of course – and an important lesson young lawyers must learn is that every client basically wants the same thing and that is being well taken care of,’ Nerolie Withnall said. ‘It’s as simple as that – just looking after people.’

And she should certainly know – she has done it all – and along the way has earned an extraordinary reputation as a high-flyer whose expertise, experience and enthusiasm adds a notable gravitas to the seemingly innumerable boards, committees and other groups she serves.

If a director asked Central Casting for somebody who could play the role of a sophisticated and very stylish lady corporate lawyer, they could not do any better than send Nerolie Withnall. She’s the sort of woman that men really look at and that other women probably aspire to be, and while there is elegance,

wit and charm I didn’t miss her innate discipline and toughness.

We were chatting about her career of more than 40 years, which saw her begin as a young lawyer in Darwin and flying in light aircraft to the back of beyond to visit clients, to being a partner at Minter Ellison and a major decision-maker at the big end of town.

Last May, she was in the headlines in her capacity as chair of the Takeovers Panel that crash-landed the \$11 billion takeover bid for Qantas leading to the demise of its chair, the equally high-powered and high-profile Margaret Jackson, who stood down last month.

Recalling that unanimous decision of the three-member panel, Nerolie Withnall said the panel was certainly aware that whatever they did would attract intense interest and coverage.

I had to ask if emotion – patriotism if you like – played any part in the decision and got a slightly raised elegant eyebrow and a mild rebuke in response. ‘No, certainly

not,’ she said. ‘Of course Qantas was a hugely iconic target, but the decision was made for very sound reasons and, to be honest, it wasn’t a particularly difficult decision to make.’

She was, and remains, a Qantas frequent flyer and shrugs off any attempt to portray her as the hero who ensured that the flying kangaroo still calls Australia home. ‘That would be a bit silly really,’ she said.

Her father was a school teacher in Sydney and he really wanted her to go to university and initially she wanted to study engineering. ‘I went to university in 1961 when I was 16 and my father – probably correctly – thought that engineering in those days was not the job for a nice girl, so I began a BA degree,’ she said. ‘After two years I discovered that I could also do law so I enrolled for that also and graduated with both in 1966,’ she said.

Back in those days, women law students were vastly outnumbered by men, which didn’t particularly



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bother young Nerolie – in fact, I rather suspect she liked it. “I could round up 20 or 30 fairly presentable young blokes for a party literally at the drop of a hat,” she said, which probably wouldn’t go down all that well with the sisterhood nowadays and, to be honest, does sound terribly politically incorrect, if rather delicious in its purpose.

Nerolie Withnall was admitted as a barrister on March 17 – St Patrick’s Day – 1967 and proud dad took her to the now-vanished but then very posh Australia Hotel and fed her crème-de-menthe and lemonade. “He had an Irish mother and that awful concoction was green, which was appropriate for the day, and although I do adore good wine with friends whenever there is the chance, I have never been able to face that again,” she said, laughing.

She had been married about 2½ months to a law student whose father had a practice in Darwin and, happily, the Federal Government had just changed the rules that allowed married women to stay in the Public Service, so she and husband headed for Darwin where Nerolie Withnall initially worked in the Crown Law Department.

She didn’t last long serving Her Majesty’s Government there and, at the end of 1967, joined her husband and father-in-law in the Darwin practice at about the time her first child was born. The second child came a bit later and now one is a vet in the US and the other a TV producer in Brisbane.

“I loved Darwin – still do – it gets into your blood and stays forever,” she said.

Then came Christmas Day 1974 and the destructive fury of Cyclone Tracy that killed 65, injured

hundreds and virtually flattened Darwin.

Twenty-five years later on a special 25th anniversary ABC ‘7.30 Report’ program in 1999, Nerolie Withnall recalled the horror of it all as she shielded her children. “It got very dark, the power went off and we packed the children in the bathroom and settled down – and, as we thought, waited for the cyclone to pass by,” she said. “But it didn’t. So we crawled out of the bathroom and we put the children on a mattress beside a wardrobe in the next bedroom and, umm – I have to stop. I can’t believe it. And then I put a mattress on top of them and then I lay on them all night and hoped that if I died, someone would find them.”

Even today, Nerolie Withnall can recall every terrifying moment of that ordeal and her voice wavered ever so slightly when she admitted that she had cried on national TV back in 1999. She and her children were evacuated along with a third of Darwin’s population but they were back six weeks later. “It never occurred to us not to go back,” she said simply.

“We lived under the house with a tarpaulin over the floorboards and I learned how little you need to get by and have a good time. We had wonderful parties and dinner parties in the wreckage – everybody bought their own plate and we sat on whatever we could find and lit some candles and carried on as if we were at the Ritz.”

Life went on for the young mother and lawyer.

Nerolie Withnall recalls going to remote hamlets and drawing up million-dollar contracts for the sale of grazing properties at the time of the cattle boom. “All I took was a

pocket full of pens, a notepad and carbon paper, and wrote contracts in the back of beyond,” she said. “You can bet that they were very short contracts.

“In those days practitioners in the Top End did a bit of everything. I remember doing an Admiralty law case – unarresting a ship – in, of all places, Alice Springs, hundreds of miles from the coastline because that was where the judge was sitting.

“And before 1975 and the Family Law Act, I did a fair bit of divorce work – when, believe me, divorce was divorce and I sometimes had to shelter women and their kids in my house because they had nowhere else to go.” We of a certain age do recall the old Matrimonial Causes Act and the trauma and distress that it caused.

In 1977, Nerolie Withnall made Australian legal history being elected president of the Northern Territory Law Society – the first woman in the profession to have a leadership role – and she held that position for three years. Yes, she is proud of that, yet curiously somewhat diffident also.

“I guess I got the job because they thought I was the best available,” she said. “There was never any thought of my creating history and smashing through the glass ceiling or anything like that at all.

“In fact, to be honest, I never knew what sex discrimination was until I left Darwin. I’ve always been lucky to have been surrounded by good blokes all my life – at work, on boards – everywhere really.”

I did wonder if it had occurred to her that her looks and intelligence might have contributed to the fact that men were “good blokes” around her. The realisa-



tion also that she wouldn't take any nonsense wouldn't hurt proper behaviour either.

History-making

It was during her history-making term as president that her marriage ended and, in 1981, she left Darwin forever. Her eldest child was already in boarding school in Brisbane and Nerolie Withnall, who missed her, almost sent herself broke flying to and fro. She determined that her youngest child would not have to go through that and came to Brisbane.

“Here I was, a single mother with no job prospects and I even wondered if I could get a job,” she said. “I had to make a living and even thought I might have to sell real estate or open a frock shop.

“Then I had a bit of good luck and a mutual friend introduced me to Elizabeth Nosworthy and the late Tony Atkinson, who were partners at Morris Fletcher and Cross – now Minter Ellison – and they had just opened a branch office in Darwin but to be honest didn't know much about the local environment there at all. They gave me a part-time job as a sort of ‘Darwin consultant’ and then work just expanded.”

Nerolie Withnall gives the credit to Elizabeth Nosworthy – who would make history herself as the first woman Queensland Law Society president in 1986/87 – for pushing her to do more.

“She asked me to do a prospectus for a time-share project and I said ‘I don't know anything about this’ and Elizabeth said ‘It's common sense so just go and do it’. I won't say that she bullied me and would rather just say she very strongly urged me – and I'm very glad that she did. I didn't look back.

“The work kept on expanding and I found that I actually thrived on it,



Nerolie Withnall

so they took me on full-time.”

She must have done very well because in 1988 she was made a partner and stayed on until 2000, establishing a solid and well-respected reputation as a corporate lawyer dealing with some major clients.

“I enjoyed the work, enjoyed the company of my colleagues and the environment, but I started to think that I wanted a career and lifestyle change,” she said.

“I'd already been on a couple of boards and I thought that I might be able to cobble together a career doing that, so after a fair bit of thought I quit and walked away from the law. When I retired from Minters I was 57 and there was only one other partner nationally who was older than me and he was about to retire anyhow. I thought that if I was going to take a new direction, I couldn't wait much longer.”

Board offers

The board offers came – and keep coming – like a deluge and her CV shouts achievement, achievement and achievement.

Now, all of you aspiring achievers, how does this list of former and current appointments look?

Deputy president of the Takeovers Panel, director of Campbell Brothers Group and chair of its audit committee, Pan Australian Resources Ltd (and chair of the audit and compliance committee), Darling Downs Bacon Co-Operative Association Limited, Alchemia Ltd (and chair of the audit and risk management committee), QM Technologies (actually board chair there), Hedley Leisure and Gaming Property Partners Ltd, Major Sports Facilities Authority, Australian National Maritime Museum Corporations and Markets Advisory Committee established under the ASIC Act, University of Queensland Senate, National Seniors Foundation, board chair of The Brisbane Institute, Brisbane City Council Holding Equity Advisory Board, Brisbane Festival and chair of Brisbane Transport, the commercialised Brisbane City Council business unit responsible for bus and ferry transport, Centre for Rugby Studies, and the Queensland Museum Board (was

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chair there).

I suspect I have probably missed a few and jumbled up the former and current, but you get the picture, don't you? Nerolie Withnall has done jolly well cobbling together a post-law career, hasn't she?

If you think that means a busy life, you wouldn't be alone. At the last AGM for Campbells, a shareholder suggested that Nerolie Withnall seemed to have rather a lot on her plate and implied that the company might well be better off if she was, well – off the board. She wasn't the least bit fazed and actually regarded the question as quite proper and fair. "The chair asked me to respond so I told the shareholder that if he wanted to know what busy was he should try imagining what it is like being a single mother with two young children and running a law practice. When the election for directors came, I didn't get any opposition from the floor – including him!"

Certainly, she makes no bones about the fact that having been a successful lawyer paved the way for this stunning success. "But I don't really consider myself a lawyer now – although I can sit on a board and I know enough law about certain issues to know that I should recommend that we seek legal advice, so it remains useful," she said. "Law is an excellent discipline for board members – it gives you insights and it keeps you focussed."

'Glass ceiling'

I recalled her saying early on in our chat that she hadn't known what sex discrimination was until she left Darwin and I had to ask about the "glass ceiling". It seemed to me that Nerolie Withnall hadn't

smashed her way through it – it simply wasn't ever there for her.

"I certainly believe that it is almost impossible – well, for women I mean since they are usually the primary carers for children – to have a full-on career and a family at the same time," she said. "I know from experience that when you try to do both – or, more accurately in my case when you have to do both – that you do miss much from your children's lives and that is sad.

"For some women in some occupations I suppose the glass ceiling is there. But, honestly, I don't think I would be too popular with the sisterhood for some of my views about this because I do think that some women – either consciously or subconsciously – have a victim mentality professionally," adding with quite deliberate mischief, I am sure, "How do you think that will go down?"

Nerolie Withnall can – and does – speak with enthusiasm and knowledge about all of her involvements and her grasp of detail is impressive – again the lawyer training, I silently noted – and she cheerfully told me that while your usual board may not be exactly a riot of laughs, the idea that boards comprised "old fogies puffing on cigars" was far from the truth. Well, I guessed, not the boards you are on, at least.

"You don't have to be too deadly serious to do a good job, you know," she said.

"I suppose my path has been rather fortunate," she said without a trace of self-deprecation. "Honestly, nothing has been planned deliberately – things have just happened. I don't go through life looking for challenges."

And how would Nerolie Withnall sum up her career?

"Well, I have always had to earn my own living and I like to be involved in a variety of things and I like to enjoy and have fun with what I do. Really, I suppose, I like to do stuff," she said and then apologised. "Oh, that makes me sound like a silly teenager, doesn't it?"

If she thought she sounded like a silly teenager, she sure left me feeling like one.

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Story by Russell Grenning, Queensland Law Society