



The Wilderness Society Inc – 2011 Annual General Meeting

Draft Minutes (Confirmed by Facilitator)

Saturday, 19 November 2011, 2:00pm AEDT

**The Hub meeting space, 3rd floor, 673 Bourke St, Melbourne
and meetings in Perth, Adelaide, Launceston, Hobart, Sydney, Newcastle, Brisbane and Cairns
connected by teleconference and video conference**

Facilitator: Amelia Young

Members in attendance: Vica Bayley, Carl Bennett, Julie Biddulph, Eric Bills, Nicola Bowskill, Matthew Brennan, Peter Campbell, Robert Carrick, Tracy Champness, James Chaundy, Ian Cuthbertson, John Davison, Dora De Luca, Jean Deklerk, Grant Donohue, Deborah Dunn, Cecil Ellis, Belinda Fairbrother, Kerrie Fraser, Scott Gordon, Kristy Graetz, Richard Hughes, Katelijin Hullegie, Meg Ivory, James Johnson, Elizabeth Johnstone, Aidan Kemmy, Jeremy Little, David Mackenzie, Jo McRae, Daryl Morris, Valentine Noga, Christo Norman, Marcus Owen, Stephen Porter, David Quinn, Coral Robinson, Zoe Rogers, Dennis Rowberry, Shaun Scallan, Lyndon Schneiders, Hilton Sentinella, Malcolm K Shore, Jack Thieme, Alex Thomas, David Wanless, Terry Wark, Tracy Watson.

Apologies: Karen Alexander, Stephen Lodge, Christine Zangari, Kim Paterson, Cath Hoban, Ruth Groom, Luke Chamberlain, Cathy Hutchinson

Returning Officer: David Anthony

Minutes: Jo Stephen & Elspeth McIntosh

Timekeeper: Stefan Swadzba

In Attendance: Alison Flakemore (WHK Denison – Auditors), Craige McWhirter (TWS Inc ITOP Manager), Marcus Owen (TWS Inc Finance Manager)

1. Introduction including housekeeping, appointment of Facilitator, meeting rules

David Mackenzie, The Wilderness Society Inc's (TWS Inc) Convenor, addressed the meeting and thanked everyone for attending the TWS Inc 2011 Annual General Meeting. David confirmed with David Anthony, Returning Officer, that there was a sufficient quorum for the entire meeting and declared the meeting open at 2.05pm.

Appointment of facilitator

Proposal: That Amelia Young be appointed Facilitator of the TWS Inc 2011 AGM.
Proposed: David Mackenzie, **Seconded:** Alex Thomas

Agreed by consensus

Amelia Young addressed the meeting and acknowledged the traditional owners of the land at the various sites where the meeting was taking place, including the Wurundjeri owners of the land where the Melbourne meeting was taking place.

Proposal: That Jo Stephen and Elspeth McIntosh be appointed minute takers and that Stefan Swadzba be appointed time keeper.

Proposed: Amelia Young, Seconded: Alex Thomas

Agreed by consensus

Meeting rules

Amelia explained the meeting rules and procedures and The Wilderness Society's modified consensus decision making policy. Amelia then summarised the agenda as advertised.

2. Minutes of the Previous TWS Inc Annual General Meeting

Proposal: That the minutes of the 2010 Annual General Meeting held on 11 December 2010 be accepted.

Proposed: David Wanless , Seconded: Peter Campbell

Agreed by consensus

Minutes of the TWS Inc Special General Meeting

Proposal: That the minutes of the Special General Meeting held on 11 December 2010 be accepted.

Proposed: Alex Thomas, Seconded: David Wanless

Agreed by consensus

3. 2010/11 TWS Inc Committee of Management Report

David Mackenzie spoke to the 2010/11 TWS Inc Committee of Management (CoM) Report as provided to the meeting.

The meeting noted that the turbulence of recent times is now behind The Wilderness Society which is now focussed on reforming, renewing and revitalising by building the organisation's values into all aspects of the organisation.

David reported the following as key achievements for the TWS Inc CoM during the year:

- Bringing the organisation to financial health with a healthy surplus which is critical in rebuilding a strong financial foundation;
- Implementation of an innovative new management structure (a Collaborative Management Team of Campaigns, Communications, Membership & Fundraising, and Business Operations) which aligns with core values;
- Overhauling notice provisions in the TWS Inc Constitution for fairer and stronger processes;
- Improving working conditions for staff and moving toward a collective employment agreement; and
- Progressing a road map for renewal and revitalisation to make our

organisation as effective as possible.

The efforts of the Committee have resulted in a collaborative working effort throughout the organisation recognising that a tight financial watch remains necessary. A range of other reforms are planned and will take approximately 12-24 months to roll out and bed down. The workload of the Committee has now become sustainable.

David recognised the work of fellow members of the CoM: Daniel Beaver who resigned in early 2011 and was replaced by Christo Norman with the Governance/Planning portfolio; Hilton Sentinella, Treasurer; Stephen Porter, Secretary; James Johnson; and Coral Robinson. In particular, David acknowledged the contribution of outgoing Committee members Stephen Lodge and Debbie Dunn. Stephen who held the Legal portfolio, and Debbie the Human Resources portfolio, have been exceptionally valuable to the work achieved by the TWS Inc CoM over the past 18 months.

David also thanked Felicity Wishart (Acting COO) who has attended almost every meeting of the Committee in addition to providing supportive work for the CoM outside meetings; Cath Hoban (Acting COO); Lyndon Schneiders (National Director); Jo Stephen (Executive Support); and Elspeth McIntosh (Office Administrator) plus partners of each for their support. Thank you also to every member, whose financial and other support helps The Wilderness Society achieve its goals.

The floor was opened for questions around the country.

Melbourne – Alex Thomas acknowledged the work of David Mackenzie and thanked him for the report provided.

Hobart – David Wanless referenced the 2010 Action Plan of the CoM and queried how work on that plan has gone with regard to relationships between TWS Inc and the local TWS organisations and feelings of staff – are we a happier organisation? David Mackenzie responded that the last staff survey was undertaken in November 2010 and another is about to take place. Anecdotal evidence is that there was some staff attrition, particularly in the first 6 months, but this has slowed dramatically and the organisation is successful on the campaign and fundraising front with business operations being more efficient and effective than ever. Perception is that this is a much happier TWS.

Perth – thanked the entire Committee and all support staff.

There were no questions or comments from other centres.

Proposal: That the report of the TWS Inc Committee of Management for the 2010/11 financial year be accepted.

Proposed: Liz Johnstone, Seconded: Carl Bennett

Agreed by consensus

4. Financial Statements, Auditor's Report & Appointment of Auditors

Overview presented on behalf of the TWS Inc Committee of Management by Hilton Sentinella, TWS Inc Treasurer, (in Brisbane). The meeting noted in particular:

- Financially TWS Inc has had a good year - high level analysis was undertaken pro bono;

- Controls have also been put into place to monitor expenditure within each department;
- A surplus of \$495,000 was achieved for 2010/11 which is quite a turnaround following four years of deficits and was critical to get the organisation back to good financial health;
- Income for 2010/11 was \$12.86 million and expenditure \$12.36 million compared to \$14.48 million and \$15.48 million respectively in 2009/10;
- The driving factor underpinning the expenditure reduction was lower staff levels, however essential staffing capacity is continuing to be rebuilt now;
- Overall costs savings have offset the reduction in income; and
- The good results for 2010/11 are a critical first step in restoring financial resilience.

Hilton thanked everyone on the TWS Inc Finance Sub-Committee, in particular Coral Robinson and Julian Harrison for their significant contribution and input.

The floor was opened for questions around the country.

Melbourne – Alex Thomas asked for an update regarding the status of reserves. Hilton commented that cash reserves have been built up during 2010/11 to around \$1.3M.

Launceston – Liz Johnstone thanked both Hilton Sentinella and Coral Robinson.

Hobart – Val Noga thanked the Finance Sub-Committee for the participatory way in which they have worked with the organisation. David Wanless asked what the projected result is for this financial year and Hilton responded that growth in income is anticipated and that TWS Inc is implementing strategies across the organisation to achieve this. A media campaign is planned to recruit new members in January 2012, along with a review of communications with members in order to grow the front end. A \$400K surplus is currently forecast for the 2011/12 financial year.

Lyndon Schneiders (National Director) added that fundraising programs have started to stabilise with a communications strategy now being integrated for members and supporters. Lyndon also acknowledged that Cath Hoban's strong guidance as the National Membership and Fundraising Manager has been fundamental to the rebuilding of these programs. The major donor program has been reviewed with new strategies developed, with Lyndon acknowledging Stefan Swadzba's work as the most sophisticated that TWS has had in place in many years.

There were no further questions relating to the Financial Statements.

Proposal: That the audited financial statements for the 2010/11 financial year be accepted.

Proposed: Val Noga , Seconded: Vica Bayley

Agreed by consensus

Proposal: That WHK Denison be reappointed as auditors for The Wilderness Society Inc.

Proposed: David Wanless, Seconded: Dora de Luca

Agreed by consensus

David Wanless brought to the attention of the meeting that Alison Flakemore of WHK Denison was present at the Hobart location and was observing the AGM process.

5. Campaign Report

Lyndon Schneiders, National Director, spoke to the Campaign Report, commenting on the extraordinary work of the outgoing TWS Inc Committee of Management who, under quite difficult conditions, have initiated a process of recovery, continued evolution and success.

With extraordinary efforts from staff across all entities, TWS has achieved a huge amount this financial year, especially considering external factors we have been up against - it is unprecedented what we have achieved. It is a testament to extraordinary talent, energy and drive within the organisation.

Lyndon thanked supporters and members alike whose financial and active participation in campaigns give a voice to TWS. The future for organisations like The Wilderness Society involves evolution and innovation as to how we do our business. It is essential to consider how we can lead into the future, beyond next year - effective review is essential.

For the first time in TWS history an intensive process has developed a whole of organisation Campaign Plan over the past 12 months which will enable the organisation to project up to ten years into the future to ensure we stay ahead of the game in a changing and competitive world. This work is being taken to the National Campaign meeting in late November.

The floor was opened for questions around the country. There were no questions, only thanks to all TWS campaigners for their work, success and the development of the Campaign Plan.

Proposal: That the Campaign report for the 2010/11 financial year be accepted.

Proposed: Alex Thomas, Seconded: Matt Brennan

Agreed by consensus

6. Election of the TWS Inc Committee of Management

Amelia reconfirmed connection remained in all sites before introducing David Anthony, Returning Officer, in Adelaide. The election rules as approved by the TWS Inc CoM were summarised for the meeting.

Amelia confirmed with David Anthony the following as the only nominations received:

Nominee	For Position of	Date Nominated	Nominated by	Seconded by
Stephen Porter	Secretary	19.10.11	Tim Seelig	Christine Zangari
James Johnson	Committee Member	20.10.11	Coral Robinson	Terry Wark
Coral Robinson	Committee	18.10.11	Debbie Dunn	Stephen

	Member			Porter
Christo Norman	Committee Member	20.10.11	David Wanless	Cathy Hutchinson
Hilton Sentinella	Committee Member	19.10.11	David Wanless	Cathy Hutchinson
David Mackenzie	Committee Member	19.10.11	Stephen Porter	Coral Robinson

David Wanless, Public Officer explained the process given the office bearer positions of Convenor and Treasurer did not receive nominations, that according to the Constitution, the Committee has 14 days to notify the organisation of the existing vacancies and seek appointments for those positions, and, within 28 days from today, the Committee is required to designate two Committee members to act in those unfilled officer bearer positions.

David Anthony advised that Stephen Porter was elected unopposed as Secretary and in addition the following five ordinary members were elected unopposed: David Mackenzie, Coral Robinson, James Johnson, Hilton Sentinella and Christo Norman.

Proposal: That we pass a vote of thanks to the outgoing committee, some of whom are not re-nominating, and to those who are continuing, for their commitment, endurance, support and extremely hard work for the Society to help bring it back from the brink in 2009/2010 and to a situation where once again AGMs are uncontentious affairs and the organisation can once more put all its efforts into the vital task of protecting wilderness.

Proposed: David Wanless, Seconded: Alex Thomas

Agreed by consensus

David Wanless added that, as a staff member and long time member that the organisation is a much happier place to be and a much stronger force for protection of wild places because of the hard efforts of many people, but in particular the Committee of Management.

7. Other Business

There was no other business to report.

The next TWS Inc Annual General Meeting was confirmed for **Saturday, 17 November 2012 at 2pm AEDT.**

8. Meeting Close

Amelia thanked all members, volunteers and staff for their attendance and contribution.

The meeting closed at 3.10pm AEDT