



The Wilderness Society Ltd 2020 Annual General Meeting
Minutes (Confirmed by Meeting Convenor)
Thursday, 26 November 2020, 6.30pm AEDT

Hosted at 132 Davey Street, Hobart - Member attendance by webinar

Members in attendance: 34 Members were confirmed as attending the meeting around the country (list not for publishing)

Proxies (in attendance): Three eligible general proxies were confirmed for the Convenor (list not for publishing)

Apologies: Coral Robinson, Lisa Roberts, Ben Holgate

Meeting Convenor: Stuart Baird, The Wilderness Society Ltd Board Co-Convenor

Minutes: Jo Stephen

Timekeeper/Moderator: Christine Zangari

In Attendance by Invitation of the Board: Andrew Marks (William Buck Audit, in Melbourne), Keith Roberts (Governance Consultant, in Sydney)

1. Welcome and Meeting Opening

Matt Brennan, The Wilderness Society CEO (Sydney), addressed the meeting and thanked everyone for attending The Wilderness Society Ltd (TWS Ltd) 2020 Annual General Meeting. Matt confirmed that there was a sufficient quorum of registered Members for the entire meeting before acknowledging the Traditional Custodians, past and present, of the land at the various sites where the meeting was taking place.

In light of the continued uncertainty and public health restrictions on gatherings arising from COVID-19, The Wilderness Society made arrangements consistent with the law for this AGM to be held by webinar, enabling all Members to safely participate in the event remotely. A summary of the meeting's format and process was provided for attending Members.

Leanne Craze, TWS Ltd Convenor, addressed the meeting, stating that in line with Clause 21 of the Constitution, it would be usual that she convene the meeting, however given this meeting is the final for Co-Convenor, Stuart Baird, present at the advertised meeting location, Leanne offered to step aside from that role and offered Stuart the opportunity which he accepted. All Directors present indicated support for Stuart to convene the AGM.

Stuart declared the meeting open at 6.35pm, noted apologies received for the meeting and confirmed three eligible general proxies were received. Also noted in attendance at the meeting were Andrew Marks of William Buck Auditors (Melbourne) and, by invitation of the Board, Keith Roberts, governance consultant with the Associations Forum (Sydney).

Meeting Process Overview

Stuart then summarised the agenda as advertised by Matt Brennan, Company Secretary, and outlined TWS Ltd reporting requirements as a charity registered with the Australian Charities and Not-for-profits Commission. As a Public Company Limited by Guarantee, there is no requirement for Members to vote to approve the TWS Ltd Financial Statements or Directors' Report, however time was allocated for questions and answers at Items 3 and 4, and a public chat function was available for Members to provide feedback and comments throughout.

2. Minutes of the Previous General Meetings

In accordance with The Wilderness Society Ltd's Constitution, Minutes of the 2019 Annual General Meeting, as confirmed by the meeting's facilitator, were made available on The Wilderness Society website within a month of the meeting.

The meeting noted that there was no requirement to accept those Minutes.

3. Reports from the Board

Director's Report

Leanne Craze, Board Convenor, presented the Director's Report on behalf of The Wilderness Society Ltd Board. The full report is included in the Annual Review for the year available on The Wilderness Society website.

Leanne provided the following points of note from the 2019/20 Financial Year, further highlights from the financial year are outlined in the Annual Review:

- ❖ 2020 has highlighted that supporting each other makes us strong.
- ❖ In late 2019 Lyndon Schneiders stepped down as National Campaigns Director and Matt Brennan became Chief Executive Officer. In early 2020, Jen Rowe was appointed Chief Financial Officer and, after an Australian and global talent search, Amelia Young was appointed as National Campaigns Director.
- ❖ Although Amelia stepped straight into cataclysmic bushfires, and a global pandemic, she led the 'Campaigners Pod' in developing an Organisational Campaign Plan through the year - a major achievement in articulating the way we work together as an organisation.
- ❖ The Wilderness Society has continued to successfully campaign through the numerous challenges communities have faced, and are prepared to take on the long-term continent-level changes our environment and communities need.
- ❖ The *Movement For Life* organising program has continued to grow and evolve, making hundreds of submissions to Reviews, including for the EPBC Act, Bushfires and Pilliga.
- ❖ TWS Ltd has continued to hold government and vested interests to account, including a stunning win to safeguard the Great Australian Bight.
- ❖ Working together we can make sure the responses and proposed solutions are not allowed to be 'business as usual', we are heartened by the community groundswell to make positive change.
- ❖ Heartfelt thanks was offered to all our supporters and volunteers for continuing to give nature and wilderness a voice.

Financial Overview

Craig Zanker, Director and Convenor of the Finance Audit Risk and Compliance Committee (in Melbourne), presented an overview of the 2019/20 Financial Statements on behalf of the Board:

The meeting noted that, as a charity registered with the Australian Charities and Not-for-profits Commission, The Wilderness Society Ltd make available the annual Financial Report, including Audit Report to Members and that the full financial Report, including Audit

Report, is available on The Wilderness Society website, with a summary included in the Annual Review publication.

In 2019-2020, TWS Ltd achieved an overall financial result of a \$1.96m surplus that has strengthened our financial position in line with our financial strategy. This is a significant result in a year like no other, with significant impacts on how we went about our business. Further points of note included:

- ❖ The result contrasts significantly with the deficit result of \$1.6m of the prior year and allowed TWS Ltd to rebuild reserves and resilience before the COVID-19 pandemic began to impact, both operationally and financially, in the last few months of the financial year.
- ❖ The final quarter results for the year and the subsequent quarter were both impacted by the pandemic with significant volatility in our income, however the extremely generous donations received during the tax appeal in May and June in particular, along with our amazing and resilient regular donors, enabled the organisation to achieve the overall result for the year with income just over \$12m for the year, up from \$11.4m the year previous.
- ❖ These contributions allowed a similar proportionate share of spend on our campaigns during the year than previously, however this was down from previous years in dollar terms, along with all categories of expenditure across the board. This reduction has not stopped the organisation achieving significant campaign gains along the way.
- ❖ Overall, total expenditure dropped to \$10.2m from \$13.3m in the previous year.
- ❖ Our accounts have seen some significant changes due to new accounting standards for leasing arrangements which can be seen with new assets and liabilities listed. The changes simply reflect a change in accounting treatment and presentation rather than any significant financial changes to the organisation.
- ❖ Our current forecasts for this financial year show ongoing challenges financially due to the COVID-19 pandemic, particularly through impacts on our previous model of fundraising.
- ❖ The organisation has managed to pivot and shift throughout the year. The development of the Organisational Campaign Plan (OCP) will continue in the next period and be prosecuted across the organisation.

The floor was opened for questions from attending Members with Members invited to submit questions via the online webinar question function.

- Q1 received from Diana Pryde - *As TWS is now in a sound financial position would you consider employing someone to replace Julie Courtemanche as NSW Campaign organiser?*
 - The OCP has been developed to inform the use of finances wisely, this will look at a series of campaigners across the country.
 - There is currently a strong campaign team based in Sydney - the organisation will continue to look at where to place campaigners in order to best meet campaign needs and interventions.
 - The organisation has taken an understandably conservative approach financially due to the global pandemic - this approach is still being monitored very regularly to understand how we are going.
- Q2 received from Malcom Sinclair - *What are the (rough) proportions of income from individuals versus corporate donors?*
 - Somewhere in the order of 90-95% of income is received in the form of small donations; about 5% is received from bequests and another 5% from grants.
 - Only a very small proportion of income is received from what we would categorise as 'corporates'.

Further questions were invited from Members. There were no further questions forthcoming.

4. Chief Executive Officer Report

Matt Brennan presented the CEO Report, reflecting on the role of the Wilderness Society in light of Australia's largest bushfire season and a globe-altering pandemic. Key points of the presentation included:

- ❖ Following the bushfires' immediate devastation, the organisation responded by calling for the protection of both burnt and unburnt forest, to save habitat vital for the recovery of many endangered species. We also made it clear that Australia needs strong nature laws and greater resources to cope with the increasing impact of climate change; something we detailed in our submissions to the EPBC Act review and Royal Commission into the bushfires.
- ❖ In response to COVID-19, we rapidly shifted operations online to keep all our staff and volunteers safe. This included our Wilderness Defenders, whose face-to-face work with the public was suspended. They have continued to reach out to our supporters and public via phone, letters and video.
- ❖ A warm welcome to Amelia Young who was recruited to be our National Campaigns Director very late last year and who has led our Campaign Team through the most challenging year that we have ever experienced. There could not have been a harder time to come into the role.
- ❖ Thanks to our deeply committed staff and volunteers, and in particular:
 - Colleagues in the Collaborative Management Team and all other staff and volunteers who have seamlessly transitioned through many challenges and ensured we remain impactful;
 - Staff, volunteers and committee members of our Campaign Centres (who form the The Wilderness Society Group) around Australia who ensure that our organisation has a regional reach that is unique in Australia;
 - Community volunteers and leaders through our community organising program, *Movement For Life*, who continue to keep nature on the agenda locally throughout Australia;
 - Our Board of Directors, who have not only had to manage their own disrupted lives, but ensured that TWS Ltd also remains focused; and
 - Outgoing Directors Stuart Baird and Craig Zanker whose service to the organisation has been selfless, professional and priceless.
- ❖ Our adaptation throughout this turbulent year has allowed us to continue to deliver for nature, examples that highlight our ability to keep pressure on government and corporations to make change include:
 - The Wilderness Society in South Australia, as part of the *Fight for the Bight Alliance*, forced Equinor out of the Great Australian Bight; and
 - Recent mobilisation of people all over Western Australia to demand the Government withdraw oil and gas drilling rights near the World Heritage sites of Ningaloo Reef and Gutharraguda (Shark Bay).
- ❖ We have continued to prosecute our New Laws campaign by:
 - Working in the *Places you Love* collaboration;
 - Addressing excessive tourism impacts in World Heritage Areas such as Lake Malbena (Tasmania); and
 - Campaigning against deforestation in Queensland, Western Australia and New South Wales, and coal seam gas in the Pilliga (Newcastle).
- ❖ Nature is under threat like never before - there is a need to be more effective than ever at working with communities to balance the influence of vested interests and stem the tide of environmental degradation.
- ❖ The recent bushfires had a devastating impact, through this period we have been working strategically to ensure our campaigns and interventions remain important in the context of these events, the pandemic too is going to create opportunities and

threats that are becoming obvious - some examples are the Federal Government's vested interest led 'Gas Recovery', and push to devolve EPBC responsibilities to the States without standard and lacking consultation.

- ❖ To respond to this, we must keep focussed on a few key things that we are really good at:
 - First, we are exceptional strategic campaigners. You do not defeat the likes of fossil fuel giants Equinor, Chevron and BP without having some really deep strategic nous and the tactical understanding to deliver change. For many years we have focussed on removing the social licence from industries performing questionable activities, from highlighting those who seek to profit and gain from destroying nature and we will continue to do this.
 - The second thing is our deep love of nature. We understand that we will not survive without protecting our intact areas of major significance, spaces of exceptional nature and biodiversity. We cannot allow the need to sustain, protect and restore nature to be ignored in plans for a post-pandemic or bushfire recovery.
 - Finally, we have to keep reflecting on our role in communities. We are not an organisation that tells communities what to do. We actually work with local people to achieve a positive outcome for our shared environment. And we need to make sure that we strike a dialogue with every sector of a community, not just those who are most vocal or our immediate allies.
- ❖ If we concentrate on developing these strengths, then together we will continue to be a force for people and nature for years to come.

Acknowledgement and warm thanks was given for the time and energy offered in all communities around the country to support our movement. The full CEO Report is included in the 2019/20 Annual Review available on The Wilderness Society website.

The floor was opened for questions from attending Members - there were none.

5. **The Wilderness Society Ltd Board of Directors**

Matt Brennan, Company Secretary, provided an explanation of the direct ballot election of Directors process, as provided for under the Constitution, explaining that Directors this year were elected by direct ballot in a process leading up to the Annual General Meeting. The nomination and election process was designed to ensure broad geographic representation with elected Directors coming from at least four of the following six regions: Australian Capital Territory and New South Wales; Queensland; Northern Territory and South Australia; Tasmania; Victoria; and Western Australia.

For 2020 the elected Directors retiring were Stuart Baird from Tasmania and Craig Zanker from Victoria, opening two positions for election.

Results Declaration | 2020 Election of Directors

The following eligible nominees offered themselves for election in 2020:

- Gabrielle Appleby from Tasmania
- Andrew Barker from Victoria

Both candidates received ballots in the Election of Directors, allowing them to fill the available positions. With thanks to the 230 Members who participated, the results of the election were: 227 votes - Gabrielle Appleby; and 204 votes - Andrew Barker.

Andrew Marks (in Melbourne), Scrutineer for this year's Election as appointed by the Board,

confirmed the counting of votes as correct and that there was nothing further to report.

Congratulations were offered to the newly elected Directors of the Wilderness Society Ltd Board, declared as Gabrielle Appleby and Andrew Barker.

These Directors join continuing Elected Directors, Leanne Craze and Coral Robinson from New South Wales; Amanda Branley from Western Australia; Sam Rando from Northern Territory/South Australia; Lisa Roberts from Victoria; and one appointed Director, Ben Holgate, on the Board. All were thanked for their commitment to governance and processes of The Wilderness Society.

Farewell to Outgoing Directors

Outgoing Directors for this financial year were thanked for their immense contributions to The Wilderness Society over many years. Both Stuart and Craig have a long history of service with the organisation.

Stuart joined the Board of the Wilderness Society (Tasmania) in 2008 and was Convenor for a year, then joining The Wilderness Society Transition Board in 2014 and becoming a TWS Ltd Board member in 2016 under transitional arrangements. Stuart was instrumental in working with The Wilderness Society Group Convenors to develop the Collaboration Statement, formalise the Convenors' Committee, and has been a determined force in ushering in the almost complete Collaboration Agreement between all Wilderness Society entities. Stuart has also served as a member of the Board's Finance, Audit, Risk and Compliance Committee. In April 2018, Stuart became Co-convenor with Leanne Craze.

Craig, an experienced Chief Financial Officer and Chartered Accountant with corporate governance qualifications, was appointed as The Wilderness Society Inc Treasurer to fill a casual vacancy in June 2015 by the then Committee of Management, also becoming a TWS Ltd Board Member in 2016 under transitional arrangements. Since the formation of TWS Ltd, Craig served as Convenor of the Finance, Audit, Risk and Compliance Committee and as a Trustee of the Forever Wild Trust.

Both work full time in senior and hectic positions, their service on the Board has indeed been a labour of love. We have benefited hugely from Craig's financial and governance expertise - sage wisdom combined with compassion, patience, respect and gentleness. We appreciate all Craig has contributed, the sacrifice it has involved and wish him every success and happiness.

A huge thank you also to Stuart for generously sharing his understanding of the organisation and the environmental movement, for being so very solid, with a can-do approach to difficult issues and for the good grace and the good will he managed to maintain in the face of tough conversations. We appreciate the sensitivity and compassion with which you approached difficult decisions while Co-convenor, we know how much you felt the heaviness of your responsibilities.

The entire complement of the Board of The Wilderness Society was noted as:

- Leanne Craze - ACT/New South Wales
- Coral Robinson - ACT/New South Wales
- Sam Rando - Northern Territory/South Australia
- Amanda Branley - Western Australia
- Lisa Roberts - Victoria
- Ben Holgate (Appointed) - Victoria
- Gabrielle Appleby - Tasmania
- Andrew Barker - Victoria

6. Honorary Life Members

The meeting noted that one Honorary Life Member nomination was received in 2020, endorsed by the TWS Ltd Board and confirmed as Vica Bayley - nominated by The Wilderness Society Tasmania for achieving a huge amount of conservation gains over his some 17 years working with The Wilderness Society.

The meeting offered congratulations to Vica for his very significant contributions to the organisation over many years.

7. The Wilderness Society Ltd Auditor

William Buck Audit (Vic) Pty Ltd were appointed at the 2018 Annual General Meeting and they continue as auditors. Appointment and removal of auditors is subject to the provisions of the Corporations Act 2001 (Cth).

8. Meeting Close

Stuart asked attendees to the meeting if there were any final matters to be raised. There being no further business, he thanked the process team, all Members, volunteers and staff for their attendance and contributions around the country, and for being involved in the governance of The Wilderness Society.

Members were reminded of the annual Wilderness Society Members' Forum providing opportunity for Member discussion with the Board, the most recent having been held in October, another will be scheduled for 2021.

The meeting closed at 7.25pm AEDT.