



The Wilderness Society Ltd 2022 Annual General Meeting

Minutes (Confirmed by Meeting Convenor)

Wednesday, 23 November 2022, 6.30pm AEDT

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

Members in attendance: 35 Members confirmed as attending the meeting around the country (list not for publishing)

Eligible Proxies (in attendance): 78 eligible proxies confirmed (list not for publishing)

Apologies: 5 Members offered apologies for the meeting (list not for publishing)

Meeting Convenor: Jacqueline Mills, Director, The Wilderness Society Ltd Board

Minutes: Jo Stephen

Timekeeper/Moderator: Christine Zangari

Company Secretary: Jen Rowe

In Attendance by Invitation of the Board: Andrew Marks and Zac Irvin (William Buck Audit, in Melbourne)

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) 2022 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.

The Wilderness Society had 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 the process was provided for attending Members.

Jacqui Mills, TWS Ltd Director, addressed the meeting, stating that in line with Clause 21 of the Constitution, she would be pleased to convene the meeting and declared the meeting open at 6.34pm, noted apologies received for the meeting, confirmed 78 eligible general proxies were received and noted in attendance at the meeting were Andrew Marks and Zac Irvin of William Buck Auditors (Melbourne).

Meeting Process Overview

Jacqui then summarised the agenda as advertised by Jen Rowe, Company Secretary, and outlined TWS Ltd's 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 5, with Members able to provide questions online.

2. Minutes of the Previous General Meetings

In accordance with The Wilderness Society Ltd's Constitution, Minutes of the 2021 Annual General Meeting, as confirmed by the meeting's facilitator, were made available on The Wilderness Society website within a month of the meeting.

Those Minutes were provided to Members for information.

3. Reports from The Wilderness Society Ltd Board

Director's Report

Jacqui Mills, Board Director, 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.

Jacqui provided the following points of note from the 2021/22 Financial Year, Jacqui's first as a Director of The Wilderness Society Ltd.

- ❖ All Members of The Wilderness Society share experiences of connection to nature which motivates us to come together to fight for the protection of nature.
- ❖ Our Members are also unique, and that's why we are committed to building the diversity of our organisation and movement -- because it's the right thing to do -- and because everyone impacted by environmental decision-making should be able to have a say, access unbiased information and to contest unsustainable and extractive activity for profit.
- ❖ People need strong community rights to be able to have a genuine say about the environmental issues affecting them. However, the system is currently rigged in favour of destructive industries with deep pockets.
- ❖ A healthy community needs a strong voice but it should also be a place where different ideas and perspectives thrive. Our Community Organising program is continuing to grow together, to ensure community voices get a real say in environmental decision-making.
- ❖ The Wilderness Society knows the threats are immense, and that we are up against vested interests, but we are in it together during this critical decade for climate and biodiversity and beyond.
- ❖ Messages received from Members consistently indicate a strong sense of belonging to our organisation, and the clear message: Don't hold back!
- ❖ We heed this message. Challenging vested interests and changing whole systems is never easy, but with your support, we will achieve this.
- ❖ Please accept my heartfelt thanks to Co-Directors, Convenors and Management Committee Members across The Wilderness Society, as well as all staff, volunteers, Members, supporters and donors.

Further highlights from the financial year are outlined in the Annual Review online.

Financial Overview

Andrew Barker, Director and Convenor of the Finance Audit Risk and Compliance Committee (in Melbourne), presented an overview of the 2021/22 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 makes available the Annual Financial Report, including the Audit Report to Members and that the full financial Report, including the Audit Report, is available on The Wilderness Society website, with a summary included in the Annual Review publication.

Points of note included:

- ❖ In the financial year 2021-22 The Wilderness Society achieved an operating surplus of \$1.539m. This result strengthens our financial position in line with our financial strategy and provides a great foundation for achieving The Wilderness Society's purpose including the ongoing work on our Organisational Campaign Plan.
- ❖ Our asset position was further bolstered by a \$1.1m increase in the value of units in the Friends of the Wilderness Unit Trust, which owns property in Tasmania. The value of these assets increased following an independent valuation of land and building holdings during the year.
- ❖ The first half of the financial year was directly COVID-affected. The Delta variant caused further lockdowns from July 2021 and again impacted our operations. Our face-to-face fundraising teams were taken off the streets, our organising teams were unable to meet in person, and our campaigning work was impacted.
- ❖ More recently we have had extraordinary macroeconomic challenges including inflationary pressures and labour market tightening impacting recruitment. In many ways, our organisation continues to face ongoing challenges of external financial uncertainties but we are doing this from a position of solid financial reserves.
- ❖ Despite the challenges, the full-year total fundraising income increased to \$11.770m up from the prior year's result of \$11.319m which equates to a return of \$2.85 for each dollar of fundraising spend. We are incredibly grateful for this support and thank all our donors and bequestors for their generosity.
- ❖ Overall, spending on our environmental campaigns and programs increased by \$700k to \$5.1m, even though COVID still impacted our work and staff capacity through this period. We have also continued to increase our reserves to support ongoing purposeful campaigns and programs.
- ❖ We continued to review our operational efficiency with our governance, finance and operating costs resulting in 8.4% of total expenditures, as compared to 9.6% in the prior year and 10.2% in the year before that.
- ❖ In summary, the financials represent a solid result in a challenging year that sets up The Wilderness Society well to be able to achieve its purpose.

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

Questions were invited from Members with no questions forthcoming.

4. Chief Executive Officer Report

Matt Brennan presented the CEO Report, reflecting on the 2021-22 financial year. Key points of the presentation included:

- ❖ Heartfelt thanks to all Wilderness Society Directors and Convenors of Campaign Centre Boards -- all of whom are volunteers making contributions beyond the call of duty with a clear sense of purpose and standing up for what is right.
- ❖ Thanks also were given to our committed leaders and volunteers in teams

across the country, and to all of our wonderful Members, donors and supporters who passionately support our purpose through thick and thin.

- ❖ Efforts of all Wilderness Society staff who without fail go far beyond the call of duty were commended.
- ❖ There was an enormous amount packed into the past 12 months, both in our work and in the Australian context moving from lockdowns through vaccines, through emergencies like floods, storms and elections -- some would say overwhelming.
- ❖ The Wilderness Society stays focused, playing the long game while achieving pivotal successes along the way
- ❖ On top of what Jacqui has said and Meels (Amelia Young) will discuss I am particularly proud of the following achievements:
 - The deep dive and beautiful story-telling of the multi-award-winning Wilderness Journal.
 - Nature Book Week and launching the Karajia Award for First Nations children's authors and illustrators. Karajia is a Mirning word for storyteller, and we are thankful to Mirning Elder Bunna Lawrie for generously contributing the name and for being a judge.
 - The adaptability and resilience of our people through such changeable and challenging times
- ❖ In 2023 there is a huge opportunity to deliver some of the systemic change needed to protect, respect and restore special places that are the focus of our work. These places are all globally significant with extraordinary cultural and natural values, and represent critical habitats for unique species of plants and animals.

The floor was opened for questions from attending Members.

- Q1 received from Christine Jinga - I hear little about the Places We Love Alliance which was a central part of the New Laws for Nature leading up to the EPBC review. It feels after the State of the Environment report that the strength of environmental groups is needed more than ever.
 - Agreed -- The Wilderness Society's work with the Places You Love Alliance (PYL) is ongoing, and more groups are becoming involved in the collaboration all the time.
 - PYL continues to push ahead with the new laws agenda, in response to the State of Environment report and in response to (Prof Graeme) Samuel's Review of the EPBC Act.
 - Noted that Amelia will be speaking on this point during her presentation.

There were no further questions for the Meeting.

Acknowledgement and warm thanks were given for the time and energy offered in all communities around the country to support the Wilderness Society movement. The full CEO Report is included in the 2021/22 Annual Review available on The Wilderness Society website.

Amelia Young, National Campaigns Director, was invited to present a campaign highlights report from the 2021-22 year:

- ❖ Tribute paid to the Wilderness Society Campaigners Pod -- a group of wonderful colleagues working tirelessly and with purpose.
- ❖ The Pod continues to remain focussed to deliver campaigns remotely, noting that none of the campaigning work delivered could be achieved without the hard work of staff, supporters and Members involved with this organisation.

- ❖ In 2021-22 The Wilderness Society continued to leverage and extend the organisation's niche -- our unique proposition -- we have a fantastic Australia-wide scope, a continental focus on delivering outcomes for nature and wilderness across land and sea.
- ❖ We also have Campaign Centres in most States which is a very important part of how our organisation develops and delivers campaigning -- we have continued to deepen our community power, and to focus on both nature and climate which is more important than ever before as we see the rollout of the renewables revolution.
- ❖ We continue our particular reputation and style -- particularly this year given the importance of the anniversary of the initiation of the Tasmanian Wilderness World Heritage area, the celebration of the Franklin River campaign and the important aspect of that campaign that is part of our origin story which we are so proud to carry forward in everything we do.
- ❖ Through our **Organisational Campaign Plan**, we have a specific focus on tackling the root causes and working to secure systemic change which involves challenging power relations (negotiating with and navigating other stakeholders); catalysing our own power through generating and spreading new stories; illustrating our progress and helping to measure how much our work is visionary and inspiring.
- ❖ Systemic campaign initiatives during 2021-22 included:
 - Launched our CRED campaign, ie. **Community Rights in Environmental Decision-Making**, the goal of which is to embed, enshrine and activate universal community rights in decision-making to ensure communities have a proper say for better outcomes for people and nature.
 - Community rights include information access, environmental justice, and meaningful participation - all essential parts of our platform.
 - Continuing to build on success with **Strategic Communications**: exposing specific issues, and vulnerabilities in new ways for different audiences to influence the social licence and change the debate.
 - Exposing **Australian deforestation** - Global deforestation front (alongside the Congo, Borneo and the Amazon) the scale of this deforestation and the impacts are very little known both domestically and internationally.
 - We identified a key opportunity to influence the European Parliament as it set some new rules around the import of products with deforestation in their supply chain and the export of EU finance driving Australian deforestation.
 - Undertook lobbying and advertising to expose Australia's deforestation and are very heartened by the strength of the new rules, whilst being aware that some work remains to ensure the rules are as strong as they need to be.
 - **New Nature Laws** remains an ongoing campaign - The Wilderness Society is a founding member of the PYL Alliance (more than 60 plus member groups), continuing to focus on decent reforms to take place, including communicating on the biodiversity crisis (highlighting species extinction as a key measure), and calling for Commonwealth leadership

- and oversight of matters of national environmental significance which are meant to be protected by national nature laws.
- PYL has a clear policy and a strong strategy for reforms through strong standards embedded in legislation.
- Some regressive reforms were successfully held off during the Morrison era of government in 2021-22 and we look forward to opportunities to deliver stronger reforms under the Albanese Government.
- ❖ Rebuild of the **Watch on Nature** citizens science tool - satellite data used to follow vegetation/deforestation change, where we have already been successful at obtaining cutting edge footage of deforestation requiring accountability from regulators on deforestation which had been approved.
- ❖ Our work with **First Nations, Traditional Owners and Traditional Custodians** remains very important
 - Staff and volunteers across the organisation have already or are completing cultural awareness training in a continuing program.
 - This is important in supporting other work such as a listening project, where campaigners have been seeking genuine dialogue and guidance from First Nation allies with whom we have been working over the past decade or longer in campaigns such as the Great Australian Bight (GAB).
- ❖ **Icon work** - a communications framework that holds our icon campaigns, some of which were delivered during 2021-22 were
 - July 2021 - Santos abandoned plans to drill for oil in GAB - we are now working with Mirning people and the community to secure World Heritage protection for this marine area.
 - September 2021 - Halls Island in Lake Malbena - won a Supreme Court case to protect the integrity of this area.
 - Also in September, the Western Australian state government announced a plan to end native forest logging in 2024 - we welcomed this decision and have been working closely on the implementation of it, however, we remain very focussed on protecting those jarrah forests which are still impacted by land clearing for bauxite mining in that state.
 - November 2021 Munga-Thirri/Simpsons Desert National Park was declared as Australia's largest terrestrial park protecting one of the largest remaining intact desert ecosystems --a fantastic outcome following many years of diligent focus by our South Australian Campaign Centre - now we are working to ensure that the gas industry cannot continue exploration expansion and mining within the national park.
 - In May 2022 - we saw off the third of three proposed coal mine leases for the Wollemi area, adjacent to the Greater Blue Mountains WHA - campaigners worked very closely with the community to campaign against these coal leases
 - Finally, after 15 years - the Australian Heritage Council is considering expanding the listing of the Greater Blue Mountains WHA to include Wollemi, this is the next phase of this campaign.
- ❖ **Looking forward to 2022-23**, we are very excited to be able to focus on
 - A great project together with the Martuwarra River Council called the Martuwarra RiverKeepers for the Kimberly region, working with the Traditional Knowledge holder of that area to develop this program and look forward to being able to roll this out in the coming year.

- (Hopefully) welcoming the government's establishment of an important recreation conservation proposal for the Emerald Link in the forests of far-east Gippsland, Victoria - another of our icon areas.
- Further progressing the development of our Biodiversity risk campaign with banks and financiers.
- Continuing a major campaign for effective nature law reform -particularly working with the Teals/independents.
- Organising and mobilising the community in pursuit of our purpose to protect, promote and restore wilderness.

The floor was opened for questions from attending Members:

- There were no questions but thanks were offered for the excellent presentation from Member, Keith O'Hara.

There were no further questions for the Meeting.

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

Jen Rowe, 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 are 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 2022, the Elected Director retiring was Lisa Roberts from Victoria, with Lisa eligible to renominate. During the year, Gabrielle Appleby from lutruwita / Tasmania and Sam Rando from Northern Territory and South Australia resigned as Elected Directors creating two casual vacancies were not filled. Therefore in 2022, three Director positions were open for election.

Results Declaration | 2022 Election of Directors

The following eligible nominees offered themselves for election in 2022:

- Lisa Roberts from Victoria
- Paul McDonnell from Queensland
- Tim Lo Surdo from Victoria
- Fiona Justin from Queensland
- David Royston-Jennings also from Queensland

All candidates received ballots in the Election of Directors, allowing them to fill the available positions. With thanks to the 206 Members who participated, the results of the election were: 158 votes - Lisa Roberts; 111 votes - Paul McDonnell; 104 votes - Tim Lo Surdo; 110 votes - Fiona Justin; and 86 votes - David Royston-Jennings.

Andrew Marks (in Melbourne), Scrutineer for the 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 Lisa Roberts, Paul McDonnell and Fiona Justin.

These Directors join continuing Elected Directors Leanne Craze, Amanda Branley, Andrew Barker and Jacqueline Mills; and skills-based appointed Directors: Karl Tischler

and Junita Mushenko, on the Board. All were thanked for their commitment to the governance and processes of The Wilderness Society.

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

- Leanne Craze - New South Wales/ACT
- Jacqui Mills – New South Wales/ACT
- Amanda Branley - Western Australia
- Andrew Barker - Victoria
- Karl Tischler (Appointed) - Victoria
- Junita Mushenko (Appointed) - New South Wales
- Lisa Roberts - Victoria
- Fiona Justin - Queensland
- Paul McDonnell - Queensland

6. The Wilderness Society Ltd Constitutional Amendments

The Board of The Wilderness Society Ltd recommended a number of minor changes to The Wilderness Society Ltd Constitution, these changes will improve clarity, accommodate virtual meetings and align the Constitution with the ACNC/Corporations Act legislative changes.

The floor was opened for questions from attending Members, there were no questions for the Meeting on the proposed constitutional amendments.

Members were invited to consider and, if thought fit, pass the following as a special resolution:

Special Resolution: That the constitution of The Wilderness Society Ltd be amended as detailed in Attachment A with the change to apply from the conclusion of this 2022 AGM.

Proposed: Jacqui Mills, Seconded: Andrew Barker

Vote result = 85 For / Nil Against / 1 Abstain: 100%

Resolution agreed by consensus

7. Meeting Close

In closing, Jacqui 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. Thanks were also given to Vero Voting for again supporting AGM governance processes in 2022.

Members were reminded of the annual Wilderness Society Members' Forum providing the opportunity for Member discussion with the Board, the most recent having been held in early November, another will be scheduled for 2022.

The meeting closed at 7.21pm AEDT.
