



The Wilderness Society Ltd 2023 Annual General Meeting

Minutes (Confirmed by Meeting Convenor)

Wednesday, 29 November 2023, 6.30pm AEDT

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

Members in attendance: 24 Members live attendees around the country (list not for publishing)

Eligible Proxies (in attendance): 62 eligible proxies confirmed (list not for publishing)

Apologies: 73 Members offered apologies for the meeting (list not for publishing)

Meeting Convenor: Karl Tischler, Convenor, The Wilderness Society Ltd Board

Minutes: Jo Stephen

Timekeeper/Moderator: Christine Zangari

Company Secretary: Jen Rowe

In Attendance by Invitation of the Board: Ross Burt (William Buck Audit)

1. Welcome and Meeting Opening

Matt Brennan, The Wilderness Society CEO, addressed the meeting and thanked everyone for attending The Wilderness Society Ltd (TWS Ltd) 2023 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.

Karl Tischler, TWS Ltd Convenor, addressed the meeting in line with Clause 21 of the Constitution and declared the meeting open at 6.32pm, noted 73 apologies received for the meeting, confirmed 57 eligible general proxies were received and noted in attendance at the meeting was Ross Burt of William Buck Auditors (Melbourne).

Meeting Process Overview

Karl 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 particular agenda items, with Members able to provide questions online.

2. Minutes of the Previous General Meetings

Under The Wilderness Society Ltd's Constitution, Minutes of the 2022 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

Karl 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.

Karl provided the following points of note from the 2022/23 Financial Year.

- ❖ The Wilderness Society's vision to create a vibrant, healthy continent with positive connections between land, water, people and wildlife is radical, inspiring and ambitious.
- ❖ This vision is captured by our Organisational Campaign Plan (OCP) and only possible with the support of many thousands of Members, donors and supporters who share this vision.
- ❖ Over the past year we have achieved many things - just a few of these were raising awareness in the EU of Australia's horrendous deforestation record, involvement in nature law reform and empowering community rights and grassroots actions.
- ❖ We also protected iconic places across the continent and began working with the Martuwarra River Keepers along the Fitzroy River.
- ❖ These important activities and achievements are only possible because of our Members, supporters and allies - the thousands of Wilderness Society folk who believe an alternative to the status quo is not only possible but vital.
- ❖ A significant win was in the eastern Victorian forests - where, after many years of relentless campaigning, the Victorian Government announced the transition of native forest logging to end from 2023 to 2024. This is simply an incredible result and worthy of note.
- ❖ Our challenge has always been in the context of facing entrenched power and vested interests that allow the status quo to remain unchallenged - and this is why the governance and financial health of The Wilderness Society is so important.
- ❖ The Wilderness Society Ltd is in excellent financial health. In the last year, we spent more than ever on core work and increased our spending on campaigning by 15%.
- ❖ More importantly, what is evident from the past year is that when we work and act together, we are unstoppable.
- ❖ In the past year, we have refined our Collaborative Agreement and OCP to do just this.
- ❖ This is my first year as Board Convenor and I am truly honoured by the position and the responsibility. I'd like to thank Leanne Craze for her loyalty and long-term commitment to the organisation, and to Jacqueline Mills for her dedication, and to my fellow directors, Lisa Roberts, Andrew Barker, and Amanda Branley, thank you for being the pillars we depend on.

- ❖ On behalf of the Board of Directors, I extend a heartfelt thanks to all staff, Convenors and Management Committee Members across The Wilderness Society and all the many volunteers, Members, supporters, and donors who believe that nature must be protected.
- ❖ In particular, I commend Matt Brennan as CEO for his guidance and belief, and Amelia Young, our National Campaigns Director, for her tenacity and passion.
- ❖ Let us be the first generation that realises balance and sustainability and reimagines the status quo as never before.

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 2022/23 Financial Statements on behalf of the Board.

Points of note included:

- ❖ In the financial year 2022-23 The Wilderness Society delivered an operating deficit of \$198,014. This deficit result was better than planned or expected, as the Board approved a larger deficit result reflecting an expansionary budget. We are investing in our organisational growth and our campaigns after several years of surplus financial results.
- ❖ We delivered on this investment in our work but our actual result was better than planned due to above-budget fundraising income - particularly bequest income. As a result, our financial position remains very strong, and our financial reserves provide a great foundation for achieving The Wilderness Society's Purpose, including the ongoing work on our OCP.
- ❖ The financial result for 2022/2023 was also pleasing as the year has been a challenging period from an economic perspective. We continued to rebuild from Covid-19 which has had a long-term impact on our fundraising with our regular giving program needing reinvestment to rebuild.
- ❖ We also faced economic uncertainty and inflationary pressure which continues to impact our costs. 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 \$12.11m up from the prior year's result of \$11.77m. It was another very strong year for bequest income. We received \$1.6m vs \$1.4m in the prior year. Both results are much higher than our long-term average for annual bequest income. Our fundraising event income also grew this year with some new initiatives finding support in the community. We thank all our donors and bequestors for their generosity, and we are incredibly grateful for this support.
- ❖ Overall spending on our environmental campaigns and programs increased by \$750k (15%) to \$5.85m (\$5.1m in 2021-22), as we continued to invest more deeply into delivering our OCP. We have also continued to increase our reserves to support ongoing campaigns and programs.
- ❖ We increased our investment in fundraising activities to support long-term growth in fundraising income as we rebuilt after the pandemic - our spending on recruitment of new supporters increased to \$2.157m from \$1.329m as we rebuilt our face-to-face fundraising program after the impact of COVID-19. This expenditure was 17% of total expenditure (up from 12.87% in the prior year). This

program in particular delivers longer-term fundraising returns for the organisation. We also increased our Fundraising Expenses (staff, appeals, supporters and costs) to \$3.314m from \$2.796m.

- ❖ And of course, we continued to review our operational efficiency, notwithstanding our plan to invest in our organisation to support the long-term delivery of Purpose.
- ❖ Our governance, finance and operating costs were 8.3% of total expenditures, compared to 8.4% in the prior year and 9.6% in the year before that.
- ❖ In summary, the financials represent a solid result 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. No questions were forthcoming.

4. Chief Executive Officer Report

Matt Brennan presented the CEO Report, reflecting on the 2022-23 financial year. Key points of the presentation included:

- ❖ We celebrated 40 years since the High Court enabled the Federal government to uphold the World Heritage Convention which effectively protected the Franklin River and catalysed a growing environmental movement. It's perhaps fitting that, almost 40 years after the Franklin decision, we had an outcome of a similar scale with the cessation of industrial native forest logging in Victoria.
- ❖ The Victoria forest campaign has been a multi-decade effort by our organisation and many others, as well as many individuals, to achieve.
- ❖ What struck me over the past year was the power of people using the skills they have to do what they can for nature.
- ❖ These are the writers and illustrators who we recognise each year with a prestigious environmental award for children's literature. In 2022, we added the *Karajia Award*, which celebrates children's books from First Nations authors and/or illustrators that honour a connection to Country.
- ❖ There was also a marathon runner, Erchana Murray-Bartlett, who ran from the tip of mainland Australia (Cape York) to the bottom down to Melbourne, highlighting threats to biodiversity and calling for effective new nature laws.
- ❖ Along the way, she raised funds for our work on this front and smashed a world record in the process. She ran a marathon every day over that period to get from Cape York to Naarm/Melbourne
- ❖ The need for effective new nature laws was crystallised in July 2022 Tanya Plibersek, then the new environmental federal Environment minister, released a long-delayed State of the Environment Report and it painted a grim picture.
- ❖ Successive federal governments have overseen a succession of worsening reports and we're campaigning for this government to take the decisive action required to reverse nature's decline. We are building more pressure than ever to deliver the strong national nature laws that are so urgently required.
- ❖ This past year has been one of reflection of our long history as an organisation, but also, alongside that, the exciting development of things to come as we continue to innovate.
- ❖ Appearing this year were movies on the Franklin (River) reflecting on Lutruwita/Tasmania and the quite seismic time in Australia -- but we continue as an organisation and, with the backing of our supporters, to develop new ways to secure a bright future for nature.
- ❖ The Wilderness Society is using a fantastic web application called *Watch on*

Nature, which allows citizen scientists to monitor deforestation using satellite technology across the country. The Wilderness Society really is in good hands.

- ❖ With our new generation of strategic and passionate campaigners and activists, 40 years on from that landmark Franklin decision, we are proud of how our past strengths inform our work today -- because more than ever, nature needs a strong and independent voice.
- ❖ We are sincerely thankful to all the Members and supporters of the organisation, but I would also particularly like to thank those who step up as directors of The Wilderness Society Limited, but also all those Members who also step up around the country as either directors or members of management committees of our Campaign Centres.
- ❖ It's a really big ask that we make every year and every year we have people commit to, or continue to, lead, manage and govern this great organisation.

The floor was opened for questions from attending Members. There were no 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 2022/23 Annual Review available on The Wilderness Society website.

Amelia Young, National Campaigns Director, was invited to present a campaign highlights report from the 2022-23 year. Key points of the presentation included:

- ❖ It was another wonderful year of campaign success at The Wilderness Society -- thanks to the support of all of our Members, donors, volunteers, and staff, it is terrific to be able to this evening acknowledge and celebrate all of the successes, even if we cannot directly talk about all of them.
- ❖ 2022-23 was a year of collective problem-solving for wilderness and nature and a tribute to the staff and volunteers right around the country who work so diligently and with such commitment to our **Purpose** to protect, promote, and restore wilderness right across the continent.
- ❖ Our campaign agenda as articulated in our **Organisational Campaign Plan**, our OCP, which others have mentioned this evening, is really ambitious and necessarily so.
- ❖ We are very much benefiting from the focus that the OCP gives us, both on what we are campaigning on and about, but also on how we are going about our campaigning work.
- ❖ Acknowledge the hard work of campaign colleagues who are highly collaborative, very adaptive, committed and extremely determined.
- ❖ Some of the key highlights from the 2022-23 year, it is striking how well these campaign outcomes articulate in particular two of our organisational values:
 - **The power of people to make change** -- evident in the commitment and determination of people to make change through our campaign work; and
 - **Commitment to success in protecting the environment** -- for the organisation this value means winning immediate campaigns, but also acknowledging and achieving long-term change and having a balance between how we direct our efforts for both immediate campaign wins and achieving long-term change is a never ending challenge.

- ❖ Our OCP contains a very clear icon area campaign program, and a program of systems change work, which we are rolling out continentally and in a precise way targeting particular sectors of concern.
- ❖ Some of the highlights from the last year include our work in the **European Union** where we sought to influence European parliamentarians and policymakers and decision-makers about some cutting-edge deforestation legislation that they were bringing forward.
- ❖ This matters because Australia is a global deforestation hotspot, and this was a key opportunity for our organisation to impress upon those decision-makers just how out of control deforestation is in this country, and the particular aspects of that regulation that we wanted to see to help reduce the flow of deforestation commodities from Australia into Europe, but also to reduce the flow of European finance for forest destruction here in Australia, whether that is from logging or land clearing.
- ❖ Through direct engagement in Europe, we have been directly lobbying European decision-makers, rolling out advertising, and engaging European media, whilst also meeting with trade delegations in Australia about these issues.
- ❖ Our key objective has been to make sure they understand Australia is a global deforestation hotspot.
- ❖ There are several markers of how we have achieved that, including that imports of beef, which is a major driver of deforestation, particularly in Northern Australia, is one of the most controversial issues in the free trade agreement that Australia has been seeking to negotiate with Europe.
- ❖ Continued work with colleagues in the **Places You Love Alliance** on a long-running campaign for The Wilderness Society for more than a decade.
- ❖ We have four very clear tests of success, and as we get into the pointy end of this nature law reform campaign with draft exposure bills, we hope, to come forward early next year, we must be very clear about these tests for success and make sure that the reforms really will deliver for nature.
- ❖ We are looking for reforms that mean the laws are *actually* effective. They are going to reverse the decline of nature and change the status quo, not just continue to facilitate development.
- ❖ Our organisation has a particular interest that these laws are fair, and what we mean by that is that they apply equally to all sectors -- with no carve-outs for any industry as has been seen with carve-outs for the native forest logging sector over the past two decades or more.
- ❖ We need these laws to have integrity, which means that communities have a meaningful say in the decisions that governments, or independent environmental protection authorities (EPAs) - and a national EPA is one thing promised in this **law reform** - communities need to have a meaningful say in those decisions, which is why we are seeking a strong and binding community rights standard as part of the reform package.
- ❖ These laws have got to be forward-looking, meaning that the change is enduring -- cannot be unravelled or undone via a change of government, and also adequately funded.
- ❖ We need the architecture that sits behind the laws to be properly funded and the regulatory posture to be confident as well.
- ❖ With those four key tests for success as our guiding light in this law reform space, we continue to work very hard at looking at the policy details.

- ❖ This is incredibly complex work alongside public-facing campaigning, particularly around **community rights in environmental decision-making** -- when communities have a genuine say, there are better outcomes for people and nature, as seen in a range of our icon campaigns right around the country, both historically and today.
- ❖ There are three universal community rights, the first is around transparency, and the second is around integrity. The third is about accountability which includes the ability to access justice and have decisions made about the environment reviewed, including in the courts.
- ❖ One example of that is how in Lutruwita/Tasmania, we are still campaigning to secure enduring protections for **high conservation value forests** and have taken a series of court actions to shine a light on the lack of proper regulation of logging in Lutruwita/Tasmania's forests.
- ❖ We've also been using **Watch on Nature**, our web-based citizen science app in that work -- this program is another example of both systems change, but also the power of people to make change.
- ❖ This cutting-edge and award-winning citizen science app has been instrumental in uncovering evidence for some of these legal proceedings.
- ❖ Thrillingly, after a few years of development, we formally launched this app this past year and we now have people right across the country monitoring forests that they love for the impacts of deforestation, whether that is caused by logging, land clearing, fossil fuel exploration or inappropriate development.
- ❖ Using this tool, people can document the destruction and then work with campaigners to report it to the authorities and/or garner media coverage.
- ❖ *Watch on Nature* has been applied in every single one of our icon areas, including the Great Australian Bight where there is some problematic clearing in the wings on Kangaroo Island.
- ❖ This truly is a continental systems change strategy that is uncovering the out-of-control deforestation in the Northern Jarrah forests, globally significant forests that are under increased scrutiny from civil society more widely since the WA state government decided it would wind up native forest logging in those forests, but has not yet addressed the deforestation for bauxite mining in those same forests.
- ❖ Using the freedom of information system in Western Australia has been successful in exposing failures in regeneration and the impacts on water quality from predominantly activities in those forests for bauxite mining.
- ❖ In the north of Western Australia, it has been delightful and such a privilege to be the inaugural conservation partner for the **Martuwarra Fitzroy River Keepers** program. This nationally heritage-listed River is an ancestral living being for the six traditional owner groups along Martuwarra/Fitzroy River who we have been working with to support the establishment of the Riverkeepers program.
- ❖ It involves Elders and young indigenous leaders working on Country to understand, document, protect, restore, and maintain cultural knowledge, ecological knowledge and spiritual knowledge, and also introduce different sorts of conservation economies in that part of the world.
- ❖ We continue to work with Mirning Elders on the World Heritage bid for the **Great Australian Bight and the Nullarbor**, building on the success through our work with the Great Australian Bight Alliance on removing the threat of oil drilling in that part of the country.

- ❖ Another new systems change campaign began a couple of years ago with a focus on the **mindless release of offshore acreage** -- with the outcome this year being no release of acreage for the first time, ever - a good outcome for the climate and for nature which is critical in an era of more frequent and more severe bushfires.
- ❖ Since the 2019-20 bushfires, forests and communities are still recovering from the impacts of those fires, and earlier this year we rolled out a hard-hitting and successful advertising campaign in New South Wales highlighting the gap between community expectations about how forests should be managed and protected, particularly post-bushfires and the concerns the community has about ongoing native forest logging in recovering forests, and the decisions the New South Wales Parliament is making about those forests.
- ❖ We have been working with regional groups and Traditional Owners concerning the creation of the **Great Koala National Park** to protect in particular forests in the north of that state.
- ❖ So we hope that the New South Wales government will soon follow in the footsteps of the WA and Victorian state governments who have taken the difficult but right decision, to wind up native forest logging in those jurisdictions.
- ❖ In May this year, we very much welcomed the news that the state government in Victoria will bring forward the planned exit by six years. This was a long time coming, a decades-long campaign and the Wilderness Society has been there every step of the way which exemplifies the commitment that the Wilderness Society brings to our campaign work -- we stick it out and we stay with issues. Other organisations have come and gone from the campaign to protect the special forests of Eastern Victoria.
- ❖ Now we have before us the opportunity to work with Traditional Owners to respect but also enact their inherent rights and their sovereignty to that forest Country to see enduring protections in line with those rights and aspirations and also realise the visions that we have been working with the community, scientists and Traditional Owners on for many years, particularly the *Great Forest National Park* and the **Emerald Link**.
- ❖ So in some ways, this decision about the industry change is a welcome one, but also, the campaign is just beginning to secure the enduring protections for those forests.
- ❖ These highlights from the Wilderness Society's campaign work would not have been possible without the support of our Members, donors, supporters, and volunteers, thank you all.

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

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.

During the year, Jacqueline Mills and Dr Leanne Craze from the NSW/ACT region; and Fiona Justin and Paul McDonnell from Queensland resigned as Elected Directors creating four casual vacancies that were not filled. Appointed Director, Junita Mushenko, also resigned during the year.

This year the Elected Director retiring is Andrew Barker from Victoria, with Andrew eligible to renominate. Our continuing Elected Directors are Amanda Branley and Lisa Roberts; the Board currently has one skills-based appointed Director, Karl Tischler.

Therefore, in 2023, five (5) Director positions were open for election.

Results Declaration | 2023 Election of Directors

The following eligible nominees offered themselves for election in 2023:

- Andrew Barker from Victoria
- Michael Gillam from Queensland
- Natalie Warren from New South Wales/ACT

All candidates received ballots in the Election of Directors, allowing them to fill the available positions. With thanks to the 238 Members who participated, the results of the election were: 202 votes - Natalie Warren; 167 votes - Andrew Barker; and 142 votes - Michael Gillam.

Ross Burt, 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 Natalie Warren, Andrew Barker and Michael Gillam.

These Directors join continuing Elected Directors Amanda Branley and Lisa Roberts; and skills-based appointed Director, Karl Tischler 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

- Amanda Branley - Western Australia
- Andrew Barker - Victoria
- Karl Tischler (Appointed) - New South Wales
- Lisa Roberts - Victoria
- Natalie Warren - NSW
- Michael Gillam - Queensland

Congratulations to the newly elected Directors from the floor was noted.

6. Honorary Life Membership Award

The meeting noted that one Honorary Life Member nomination was received in 2023, endorsed by The Wilderness Society Ltd Board and confirmed as

- **Jeannie Corpus** -- TWS WA, Jeannie is the wife of Micklo Corpus (deceased), Yawuru Traditional Custodian. Micklo is dearly remembered by his community and his family. The Wilderness Society seeks to honour him and his incredible efforts and strong legacy through his greatest support and supporter, his family - Jeannie Corpus, as an Honorary Life Member of the Wilderness Society.

The meeting offered congratulations to Jeannie and her family for their very significant

contributions to the organisation over many years.

7. The Wilderness Society Ltd Constitutional Amendments

The Board of The Wilderness Society Ltd recommended some changes to The Wilderness Society Ltd Constitution, these proposed changes are based on governance advice and will align the organisation's Director terms with common not-for-profit governance practice.

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 2023 AGM.

Proposed: Karl Tischler, Seconded: Andrew Barker

Vote result = 54 For / 1 Against / 1 Abstain: 98.44%

Resolution agreed by consensus

8. Meeting Close

In closing, Karl 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 supporting The Wilderness Society Ltd AGM governance processes again in 2023.

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 September, another will be scheduled for 2024.

The meeting closed at 7.20pm AEDT.
