



Annual General Meeting (AGM) AGENDA

Meeting Details

Date: 10 November 2023

Time: 8.30am-9.30am

Location: Online (Zoom)

In attendance:

Alison Southwell, **Bev Debrincat***, **Brendan Christy***, Bridget Kent, Bruce Maynard, Bruce Rolph, Carolyn Cooper, Claudia Macleay, **Don Bruce***, **Edwina Hayes***, Gareth Johnston, **Greg Thompson***, **Hunter White***, **Jacqui Gidley-Baird***, Jillian Schinella, Jim Kinkead, **Julie Firth***, Kathryn McGuirk, Kathy Kelly, **Keith Hyde***, Kylie Falconer, Lyn Thomson, **Larry Langman***, Larry O'Loughlin, Lawrence Balcomb, Leah Samson, Liz Riley, **Louise Turner***, **Mandi Stevenson***, Marg Applebee, **Margot Jolly***, **Nicola Chirlan***, Paul Heley, Peter Dixon, Randall Pearce, Rene Woods, **Robyn Lamond***, **Sharon Hocking***, **Stephanie Cameron***, **Steve Allwood***, **Steve Bunnell***, Wayne Chaffey.

LNSW Staff: Turlough Guerin, Marni Holden, Jodie Lovell, Suzanne Pritchard, Olivia Meredith, Emily van Esch, Katie Caldwell, Terry Harkness, Den Barber.

Apologies: Adrian Wells, Linda Cavanagh, Leigh McLaughlin, Gemma Purcell.

**Denotes approved 'Voting' member.*

Landcare NSW (draft) Purpose Statement

"We support Landcarers and our members, so local communities and environments flourish."

Item No.	Item
1.0	Meeting Opening
1.1	Acknowledgement of Country
1.2	Meeting Open & Welcome Chair (Gareth Johnston) opened the meeting with an acknowledgement of country and confirmed a Quorum was present.
1.3	Confirmation of Minutes from 2022 AGM Chair called for a member present at the 2022 AGM to attest to the minutes from October 2022 as a true representation. These were confirmed by Stephanie Cameron as a true representation. Chair introduced the new office bearing Board Directors, as appointed by the LNSW Board: <i>Gareth Johnston (Chair), Kathy Kelly (Treasurer), have taken office effectively immediately.</i> <i>Steve Bunnell (Vice Chair), Lyn Thomson (Secretary), will take office effective at the conclusion of this AGM.</i> Chair handed over to the outgoing Chair (Stephanie Cameron) and outgoing Treasurer (Hunter White) for their updates on the financial year 2022-2023.
2.0	Landcare NSW Officers Report
2.1	Chairpersons Report (on FY2022/2023) Stephanie Cameron presented the Chairs Report for Financial year 2022-2023, highlighting the following: <ul style="list-style-type: none">• On reflection we should be particularly proud of how we have strengthened Landcare NSW and Landcare in NSW.• Highlighting top 3 achievements:<ul style="list-style-type: none">– Transition of Governance arrangements, resulting in greatly improved process and more unified voice for Landcare NSW;– Greater shared clarity on what cultured, structures and practices Landcare NSW wants to take

forward in order to best serve our members;

- How the Landcare movement joined together for the recent Coordinator Program, ensuring these programs remain throughout the state to ensure Landcare can grow and flourish.
- The key role as peak body is to provide essential services and add value, specifically to enable landcarers to focus on caring for the land by providing solid support.
- Key alliances and partnerships always strengthen the work of what Landcare does, the model of co-governance, co-management and co-delivery amplifies the benefits of Landcare across government, agencies, partners, and broader community.
- Partnerships between LNSW and key stakeholders is valuable to our members through providing opportunities with organisations like NSW Government like the \$58.8M Landcare Support Program, \$1.9M People Led Preparedness Project, Creating Canopies (with DPIE) delivering 100,000 trees by 2025, Bio Conservation Trust (BCT) partnership with \$1.3M (first phase) and \$1.54 M (second phase).
- Next big challenge for landcarers in NSW will be volunteer burn out, and how do we manage such a major risk to the movement. This requires planning and preparing now, in the face of the changing resource landscape.
- Publicly thanking the dedication of the Board members from the past year: Vice Chair - Gareth Johnston, Treasurer - Hunter White and Secretary - Lyn Thomson. Directors – Rene Woods, Kathy Kelly, Bruce Rolph, Steve Bunnell, Liz Riley and outgoing Director Howard Jones.
- Special thanks to CEO and LNSW staff in supporting the Members, Board and State Advisory Council.
- Looking forward to remaining a part of the Landcare family and continuing to contribute to the movement.

2.2 CEO Report

Turlough Guerin presented the CEO report, highlighting the following:

- Great progress over the past financial year with several programs as mentioned in the Chairs report, specifically the People Led Prevention program which is funded by the Reconstruction Authority. Which is important as it is opening new opportunities in areas of resilience and preparedness.
- Similarly the 'Eat Dirt Program' was a success, specifically in building resilience with children.
- Other successes throughout the year were the Parliamentary Friends of Landcare 'Trees in the House' event, with a record attendance of over 90 people, including a significant number of sitting Ministers.
- Partnerships with LLS as our primary partner is continuing, and we are focused on building stronger relationships with varied government heads.
- Really strong Governance has been established, specifically around finance which has been recognised with significant government financial commitments and funding.
- There has been great outcomes from the Eat Dirt program and People Led Preparedness program, which are both helping to continue community led initiatives.
- We are in a great position now with a strong Board and focused team within Landcare NSW all focussing on creating more value for the Members.
- Optimistic about relationships that are being developed with government agencies, to produce future funding opportunities to help continue the purposeful work of landcarers.
- Thanking Stephanie Cameron and Hunter White, and all the Board members for your investment and confidence in us as a Team.

2.3 Treasurer Report Summary (on FY2022/2023)

Hunter White thanked Stephanie Cameron for her leadership as Chair. He welcomed the presence of the auditor, Caroline Cooper and then presented the Treasurers Report and Financial Statements for financial year 2022-2023, highlighting the following:

- Noting the audited Annual Financial Statements are available on the [Landcare NSW website](#) along with a written Report from the Treasurer, explaining the results in more detail.
- The Treasurers Report noted a recorded loss of \$511,917, as compared to \$129,920 loss on the previous financial year. Sharing we do have a net worth of \$571,000.
- Treasurer commented that this difference largely relates to a change in accounting standards, requiring us to take 'income' only when we receive it (toward the end of a project). This is holding us to a more critical standard, so this isn't a huge concern.
- Acknowledging the significant input and support from the FARM Committee throughout the year. We are operating at a low net worth which is challenging, however a challenge faced by most 'fee for service' organisations.
- The Board have reviewed our current position, and the low level of equity is requiring a high level of diligence moving forward.
- Major concerns relate specifically to timing of contracts not yet being received, which remains as a liability, triggering extreme caution moving forward.

- Our overall position is we are solvent, and we are a 'Going Concern', remaining optimistic about the opportunities in this time of change.
- Commenting that the Board has decided to defer the appointment of new Directors. As Stephanie Cameron (Chair) and Hunter White (Treasurer) have served full terms, and are not available for re-election, continuity has been prioritised for the Board by recommending not to bring 3 new Directors in during this time of significant change.
- The members and organisation of Landcare NSW should have great confidence with a refresh in leadership and in the continuing Board and Committee members who will continue to bring continuity.
- The Treasurer concluded by acknowledging the contributions of Stephanie Cameron as Chair, along with the management CEO, Turlough Guerin, and previous CEO, Adrian Zammit.
- Specific Landcare NSW Staff recognition to Deb Tkachenko who has been significant help, and to Mel Tyas for what was achieved at the Coffs Harbour State Gathering in May 2023.

2.3.1 **Table Audited Financial Statements:**

Hunter White, former Treasurer formally tabled the Audited Financial Statements for FY2022/2023, noting the weblink to these were shared in the Zoom meeting chat; before handing back to the Chair (Gareth Johnston).

<https://landcarenew.org.au/wp-content/uploads/2023/11/2023-Financial-Statement-with-Treasurers-Report.pdf>

Treasurer called for any questions from Members – *none were raised*.

Treasurer asked for the acceptance of tabled financial reports by Members. No objections received.

Chair thanked Hunter White for his commitment to Landcare NSW, the Committees and Members. Acknowledging the contribution from both Stephanie Cameron and Hunter White to the foundational work for the organisation. Chair called upon new Treasurer, Kathy Kelly to speak to the appointment of the Auditor for 2023-2024.

2.3.2 **Auditor Appointment for FY2023-2024**

Kathy gave an update on the great relationship and support from the current Auditor, Roberts and Morrow over the past year and acknowledged their professional support.

- Noting that our Constitution states we need to appoint the Auditor for the upcoming year, however that the ASIC process for companies to make any 'change of auditors' would mean we would have needed to gain ASIC's permission prior to this AGM, so based on this, our only resolution is the confirm their reappointment for the coming year.
- Also noting the Constitution suggests we set the remuneration for upcoming year, however we will be asking that the Members support the Landcare NSW Board to hold responsibility for approving the remuneration at a future date. Noting auditor fees for financial year 2022-2023 were \$7,700 plus \$19.50 for preparation of the Financial Statements.
- Considering the complexity of the organisation, we acknowledge Roberts and Morrow have been very generous with their fee.

2.4 Treasurer opened to Members for any questions direct to the Auditor regarding the Annual Financial Statement or about their reappointment. *No questions were raised.*

Treasurer proposed the following motion: Be it resolved that Roberts and Morrow be appointed as the Auditor for Landcare NSW Ltd for FY2023/2024, with their remuneration to be set by the Landcare NSW Board in 2024.

All approved Members were called to vote:

Agree: 17

Disagree: Nil

Abstain: Nil

Vote outcome: a Quorum of approved voting members supported the motion.

Chair opened to Members for questions. *No were questions raised.*

3.0 **Announcements**

3.1 **Honorary Life Memberships**

Steve Bunnell spoke to the Honorary Life Memberships awarded to Stephanie Cameron and Hunter White, at 2023 Parliamentary Friends of Landcare (PFL). Acknowledging the impact of the work put in by both.

Handing back to the Chair, who formally announced that the Nominations Committee support the awarding of Honorary Life Membership to Mandi Stevenson, as a foundational member of Landcare NSW. Chair noting Landcare NSW intend to be able to give a physical acknowledgement for Mandi at an in person event in 2024.

Mandi spoke to accept and thank Landcare NSW for the acknowledgement, sharing that 2023 marks 30 years of being with Landcare.

NLN Members Council Representatives

3.2 Steve Bunnell advising that the current National Landcare Network Council representatives: Larry Langman and Jim Kinkead.

Steve spoke to the NLN Members council, sharing that the Council takes projects, issues and concerns back to the NLN Board. Thanking Jim Kinkead and Larry Langman for their input over the past year. Noting Jim and Larry will continue, with Steve stepping off the Council and fellow LNSW Board Director, Bruce Rolph stepping up onto the NLN Council moving forward.

Chair thanks Steve, Jim and Larry for their efforts put into National Landcare, noting Steve will be put forward as the Director representing LNSW at the NLN Board.

4.0 Governance

4.1 Nominations Committee Report

Steve explained the role of the Nominations Committee being to manage the Director elections with recruitment, vetting and nominations of candidates.

- Specifically thanking Directors Gareth Johnston, Lyn Thomson, Bruce Rolph, Hunter White and Liz Riley for their contribution to the Nominations Committee for the past year.
- Sharing that there is rolling elections for the changing of Directors to keep continuity within the Board. In 2023, there were two regions to recruit as Stephanie Cameron (Northern Tablelands/North West), and Hunter White (Central Tablelands/Central West) are stepping down due to the completion of their terms.
- We want to thank the committees and executives from these regions, for their support during recruitment processes. As well as the Board Directors who supported the vetting and interview process as well as conducted the probity screening.
- Additionally, Howard Jones from Western resigned during the first of his 3 year term, creating a 'casual vacancy', which the Board will fill for the remaining 2 years of this term.

Announcing Director candidates:

Central Tablelands/Central West - Bruce Maynard

Northern Tablelands/North West - Wayne Chaffey

Western - Matilda Ferguson

Noting currently the Board have offered the Director candidates the option to defer their appointments. This will allow for each of them to perform further due diligence, thus creating 'casual vacancies' which will be finalised by appointments by current Board in a future Board meeting.

Announcements will be made in the coming weeks by the Board.

5.0 Motions/Special Resolutions

5.1 Approval of honorary stipend for Chair

The Chair called upon the Treasurer, and announced he would abstain from the decision.

Treasurer presented that the stipend is a financial recognition of the significant commitment of the Chair. This in no way fully remunerates the commercial worth of the services being provided, however is to compensate for time away from their normal business.

Consideration of the stipend amount must be done each year, which the Board have made recommendations to keep the previous amount the same with a CPI increase of 3.5%.

Treasurer opened to Members for questions. *No questions were received.*

Treasurer proposed the following motion: Be it resolved that the Members approve the payment of an

honorary stipend to Gareth Johnston as Chair, in the amount of \$20,700, as compensation for time spent away from normal business for the upcoming year from today until the next AGM, under section 4(c)(v) of the Landcare NSW Ltd Constitution.

All approved Members were called to vote:

Agree: 14

Disagree: Nil

Abstain: Gareth Johnston

Vote outcome: a Quorum of approved voting members supported the motion.

6.0 Confirmation of Nominations Committee

6.1 Nominations Committee member nominees

Steve advised that the Nominations Committee members are to be approved by Members each year, with the following members being put forward for the coming year: Steve Bunnell, Lyn Thomson, Bruce Rolph and Liz Riley.

Steve Bunnell proposed the following motion: Be it resolved that the following nominated Board Directors serve on the succeeding 'Nominations Committee' in the position identified at clauses 16.2(a)(iii)-(v):

- o Steve Bunnell*
- o Lyn Thomson*
- o Bruce Rolph*
- o Liz Riley*

All approved Members were called to vote:

Agree: 17

Disagree: Nil

Abstain: Steve Bunnell

Vote outcome: a Quorum of approved voting members supported the motion.

7.0 Questions from Members

7.1 Open question time

Chair opened the floor to members:

Larry O'Loughlin asked Turlough about the relationship with Minister for Agriculture specifically regarding the expected timing of grant application processing.

Turlough advised that Local Land Services (LLS) are the ones doing the work (not the Minister), and we (LNSW) are putting pressure on LLS to speed up the process and release these funds as soon as possible.

Bev Debrincat asked Turlough what is your main focus/vision for the coming year?

Turlough responded that this will be trying to secure our funding, ensuring it is getting out to Members and that there is a team to support the Program. Also developing new partners, to continue building and growing equity.

Paul Heley advised Turlough that the previously MOU agreement to received 'in kind' support from LLS is being revoked (use of vehicle/shared office space). Asking can we have a commercial agreement with them for Car/Office space?

Turlough agreed to take this on notice.

Keith Hyde asked Gareth what are the key national challenges for the Landcare network?

Gareth shared that he has formally resigned from NLN Board yesterday, with Steve Bunnell being the nominated replacement moving forward. Noting main issues for NLN are funding sustainability, growth of other state entities and demands on volunteers.

8.0 Meeting Close

8.1 Meeting Close

The Chair moved to close the meeting, thanking Stephanie Cameron, Hunter White, the Board of Directors, the CEO, State Advisory Council, our Partners, Landcare Staff and most of all the Members. Inviting any feedback to be shared with the Chair or the CEO.

Meeting adjourned 9.40am