

MINUTES OF THE ANNUAL GENERAL MEETING OF NATURE FOUNDATION.

Held on Thursday 29th October 2020 at 6:00 pm

Via Zoom from 128 Prospect Road, Prospect

1. Welcome

The Chair of the Board, Jan Ferguson OAM welcomed members and supporters to the Annual General Meeting of Nature Foundation and acknowledged that the meeting was being held on the land of the Kurna people. The Chair introduced to Members CEO and Company Secretary Hugo Hopton, Megan Dyson, Returning Officer, Anne Clark, Scrutineer, Jenny Lightowers, FAL Lawyers, Phil Weinstein, Deputy Chair and Doug Ransom, Director and Chair of the Audit and Risk Committee.

The Chair advised that COVID-19 had affected many things during 2020, with organisations having to adapt in different ways to meet their constitutional obligations. Hence the need for our first virtual AGM, and our first as a Company Limited by Guarantee.

Voting occurred for our agenda resolutions via ballot paper prior to the AGM. The Returning Officer, Megan Dyson verified the results of the ballots.

AGM participants were encouraged to use the chat function to ask questions, which Directors and CEO will seek to answer, immediately or by email after the AGM.

2. Attendees, Apologies and Proxy Votes.

The Chair read the apologies.

Attendees present in person and via zoom, apologies and members sending proxy votes are listed in Attachment 1.

Megan Dyson informed the meeting of the number of Proxy Votes received and the number of Proxy votes directed to the Chair.

3. Minutes

The Chair confirmed a unanimous ballot in favour of accepting the Minutes of the Annual General Meeting held, 28th November 2019.

The Motion to Accept the Minutes of the Annual General Meeting held 28th November 2019

Carried by ballot Unanimously

4. Presentation of the Annual Report of Directors for the year ended 30th June 2020

The Chair presented highlights from the Report of Directors as printed in the Annual Report including:

- The extraordinary and challenging time for South Australia with the devastation of the summer bushfires.
- The significant impact of COVID 19 global pandemic.
- The 1st July 2019 launch of Nature Foundation's new Strategic Plan: *Towards 2030 Engaging People in Conservation*. Vision is "Inspiring people to connect with and conserve the natural habitat of South Australia for future generations".
- The transition to a Company Limited Guarantee, changing the composition of the Board.
- The extraordinary field of candidates for the two Board Director casual vacancies. 49 applications were received from South Australia and interstate.
- The relocation of the Adelaide office to Prospect – Payinthe, Kaurana word for Good Prospects, in a great partnership with the City of Prospect Council. Unfortunately, the move was impacted by COVID and required working from home for three months. Nature Foundation hopes to be welcoming members and supporters to events at Payinthe in the near future.

Key Achievements

- We raised more than \$1m in appeals for the Nature Foundation and the South Australian community for the first time, particularly relating to the Wildlife Recovery Fund in partnership with the SA National Parks and Wildlife Service.
- Our expanded conservation efforts on nature reserves with increased engagement and successful member tours.
- Our research being more targeted to our nature conservation priorities.
- Our strong balance sheet.
- The amazing contribution of our 150+volunteers. Nature Foundation would like to express its sincere thanks to them.

The Motion to Accept the Directors Report in the Annual Report 2019-20

Carried by ballot Unanimously

5. Presentation of the Financial Statements and the Auditors' Report for the year ended 30 June 2020

Douglas Ransom Chair of the Audit and Risk (ARC) Committee presented the Financial Statements in the Annual Report.

The brief summary of the year's financial result acknowledged the Profit and Loss deficit of \$664k (2019 \$1.54k surplus) was due mainly to the timing of significant environmental offsets and carbon income eg large SEB payment received in FY19 resulting in the Surplus of \$1,545k and another of \$1,871k in July 2020 just after the end of the financial year. A change in the Australian Accounting standards now requires recognition of revenue in the year in which it is received, unless otherwise specified in the contract.

Earnings from investments were less than the previous year, due to the February 2020 market fall being \$345k (2019 \$518k), variation of \$173k.

The Motion to Accept the Financial Statements of the Company and the Auditors' Report for the year ended 30th June 2020.

Carried by ballot Unanimously

6. Noting the Appointment of the Auditors.

Douglas Ransom advised that following a call for tender by the Board, Pitcher Partners Adelaide were appointed as the auditors for Financial Year 20, Financial Year 21 and Financial Year 22.

The Motion to Note the appointment of Pitcher Partners Adelaide as Nature Foundation's Auditors.

Carried by ballot Unanimously

7. Declaration of the Appointment of Board Directors

The Chair advised that the Returning Officer has declared that as three only nominations were received for the three Board vacancies the nominees are appointed unopposed to the Nature Foundation Board as Directors for a 3-year term.

They are;

- Millie Nicholls
- Bec Hardy
- Anne-Marie Barbaro

The Motion that Members note the appointment of Millie Nicholls, Bec Hardy and Anne-Marie Barbaro unopposed to the three vacant Nature Foundation Board director positions.

Carried by ballot Unanimously

The Chair congratulated the elected Directors.

The Chair acknowledged the service of Bob Lott and Chris Reid who ended their terms at this AGM. Bob joined the Board in 2003 and Chris in 2011, and with fellow Directors have seen the organisation grow from strength to strength.

8. Recognition Awards:

The Chair advised that Nature Foundation and the Board wish to recognise some of the many people who assist Nature Foundation and who have not been formally recognised in previous years.

- **Jenny Steele Scott OAM** is a significant donor to the Grand Start Grants Program, nature reserve infrastructure and other major restoration programs

We thank Jenny as a significant and innovative supporter and donor over many years

- **Daniella Teixeira** Dani's Gofundme campaign 'Save the Kangaroo Island Glossy Black-Cockatoo' raised an incredible \$63,339 (as at July 2020) for Nature Foundation's Glossy Black-Cockatoo Fund.

We thank her for her incredible fundraising and awareness raising for the Kangaroo Island Glossy Black Cockatoo after the devastating bushfires

- **Bob Newman and Julie Wright** have, since 2013, provided invaluable assistance at both Witchelina and Hiltaba on projects such as bores, goat trapping points, restoration jobs, solar panels, window installations, tiling, building projects and more.

We thank them for 7 years of invaluable volunteer assistance at both Witchelina and Hiltaba Nature Reserves.

The Chair congratulated the 2020 award recipients.

9. Other Business

Online chat questions.

The Chair advised Members the meeting was quorate.

A question was asked for more information in relation to the timing fluctuations in the budget.

Douglas Ransom – explained it was mainly due to the SEB payment which was expected in April/May 2020 but was not actually received until July 2020.

A question was asked about whether large donations to Nature Foundation were affected by the Wildlife Recovery Fund.

Jan Ferguson - explained that the Wildlife Recovery Fund had certainly contributed a significant amount of donations to the fund which was established in partnership with the SA government and a significant number of grants have been given out to assist with the recovery process. A very successful Vital Works has raised additional funds at a level higher than before which will assist the organisations capacity.

Hugo Hopton highlighted that over 1 million in donations were received, the first time such a total has been raised in a single year. A significant proportion of the funds were for the Wildlife Recovery Fund. Nature Foundation has had a long-term partnership with the Kangaroo Island community and the KI Landscape Board. In particular monies were raised for the Glossy Black Cockatoo Recovery Program, Kangaroo Island Native Plant Nursery to in particular propagate plants for a food source for the Glossy Blacks and the Kangaroo Island Feral Cat Eradication Program which has again drawn a lot of overseas donations and interest as well as funds from within Australia.

10. Close of AGM

The Meeting closed at 6.40 pm.

Following the AGM, the Chair welcomed and introduced the Hon David Speirs MP, Minister for Environment and Water who provided a comprehensive presentation. He was very generous with his praise for the important work of the Nature Foundation indicating that Nature Foundation has a strength of position, exceptional pedigree and strength of brand. He praised the work we are doing after the devastating bushfires and the assistance we have provided to the government in getting the money out to community relatively quickly. He stated that Nature Foundation has a legitimate and powerful platform.

Attachment 1

Attendees (45 members 4 nonmembers)

In attendance

Dyson M, Ferguson J OAM, Hopton H, Ransom D, Weinstein Prof P,

In attendance via zoom

Bannon, Barbaro, Campbell, Clark A, Clark R, Clegg, Cooper, Cowley, Crawford, Crook, Fiedler, Forward, Grear, Greenslade, Hardy, Harvie, Hastings, Hazebroek, Herapath, Herzberg, Holmes, Hopton L, Jensen, Lewis, Madely J, Malone, Mentzel, Milne, Nefiodovas, Nicholls, O'Connor, Ovenden, Pannell, Rowe, Scott J, Scott J Steele, Starick, Stephenson, Teixeira, Trebilcock, van der Heiden, Waters, Williams, Wood, Wotton, Wright.

Apologies (16)

Bansemer Peter, Bansemer Barbara, Bedford Frances MP, Cole Phil, Cotton Jan, Hardy Marilyn, Hardy Dr Barbara AO, Hardy Bill AO, Hogan Bob, Jardine Daniel, Leibing Elizabeth, Parnell Mark MLC, Reed Chris, Reed Maria, Sjoberg Melanie, van Holst Pellekaan Daniel Hon.

Proxy Votes (14)

Beard, Blesing, Clark A, Clark R, Cleland, Ferguson R, Koch, Maurer, Pollard, Reed, Ryan, Stalenberg, Steele Scott.