

MINUTES OF THE THIRTY NINTH ANNUAL GENERAL MEETING OF THE BOARD OF GOVERNORS OF THE WORLD WIDE FUND FOR NATURE AUSTRALIA, HELD IN THE BOARD ROOM, ALLENS LEVEL 37, 101 COLLINS ST MELBOURNE, ON WEDNESDAY NOVEMBER 22ND, 2017 AT 6:15PM.

PRESENT	IN ATTENDANCE	APOLOGIES	PROXIES
Mr Anthony Hyde	Mr Shannon Maher	Josephine Baillieu	Greg Bourne
Mr Diccon Loxton	Ms Katherine Graham	Greg Bourne	Susan Young
Ms Blathnaid Byrne	Ms Kaelene McLennan	William Burrell	John Mooney
Mrs Christina Nicholas	Mr Tony Isaacson	Tim Flannery	
Mr Tony Nicholas	Ms Megan Davis	Piers Grove	
Mr Doug Gimesy	Mrs Lorraine	Ronnie Harding	
Mr Imran Ahmad	Mr John Bates	Tony Hyams	
Ms Kerry Schrank	Mitchell Taylor	David Ireland	
Mr Rob Purves AM	Mr Dermot O’Gorman	Jason Kimberley	
Mr Brent Wallace	Ms Kaz Hing	Peter Kingston	
Mr Martijn Wilder AM	Ms Heather Kiley	Robert Kok	
Dr Dedee Woodside	Mr Chris Johnson	John Mooney	
Ms Renee Boundy	Ms Malene Hand	Derek Robertson	
Prof Chris Dickman	Mr Andrew Rouse	Anna Rose	
Prof Lesley Hughes	Mr Justin Pilgrim	Luca Tacconi	
Mr Sean Triner	Mr Calum Russell	Keith Tuffley	
Mr Stephen Gottlieb	Mr Darren Grover	Susan Young	
Mr Peter Everingham	Mrs Sophie Davidson		
Mr Guy Fitzhardinge			

OPENING

Mr Rob Purves, President of WWF-Australia, welcomed all those present to the meeting, noting a quorum was present. Mr Purves passed on his thanks to Ms Renee Boundy and Allen’s for hosting WWF-Australia’s 39th Annual General Meeting.

Before beginning the proceedings, Mr Purves welcomed Mr Darren Grover, WWF’s Head of Living Ecosystems and Wurundjeri man, to give a Welcome to Country.

Mr Grover welcomed all to Melbourne, the land of the Wurundjeri people. Mr Grover gave a presentation on the Wurundjeri people, their history, culture and the story of William Barak, one of the great leaders of the Wurundjeri people.

The President thanked Mr Grover and introduced the Board of Directors, noting those up for re-election, and introduced the CEO, Mr Dermot O’Gorman.

The apologies and proxies in favour of the President, were noted.

MINUTES OF THE LAST MEETING

The minutes for the Annual General Meeting held on November 23th, 2016 were accepted as a true and accurate record of proceedings.

Moved:	Mr Tony Nicholas	
Seconded:	Dr Dedee Woodside	Resolution carried

PRESIDENTS ADDRESS

The President addressed the meeting, noting it was his last AGM as President of WWF-Australia, having come to the end of his term and his retirement would take affect at the conclusion of the AGM.

Mr Purves reflected on the financials for the financial year 2017; Revenue for the year to June 2017 was \$26.8m, down from \$2.7m on the prior year. This was based on the return to a more average level of bequests. Despite this, the organisation recorded a surplus for the year bringing reserves up to a healthy \$7.2m which was within the guidelines of WWF globally for country organisations. All areas of revenue remained strong and the organisation continued to grow its supporter base and monthly donors.

Over the course of the 5-year plan WWF aimed to grow conservation spend by some 40% with a particular focus on species conservation. The Board and management remained confident that this target would be reached, with the support of just on 1 million supporters.

Mr Purves informed attendees that attacks on tax deductibility status remained a concern, particularly for environmental charities. WWF were among a strong alliance of organisations opposing proposed reforms and he thanked staff and the CEO for their continued efforts to protect the sector.

Mr Purves raised the excessive rates of tree-clearing in Queensland, noting that the Government's report for 2016 showed clearing was running at a level twice the size of the ACT on an annual basis and much of it, happening in Reef catchments. Estimates by a group of eminent scientists commissioned by WWF showed that 40 million birds, mammals and reptiles are being killed each year. Mr Purves noted that WWF was leading an alliance of eNGOs campaigning to bring back safeguards to reduce excessive land clearing in QLD. The campaign aimed to raise \$5-6m over 2-3 years. WWF was grateful to its regular donors and philanthropic community who had supported the campaign to-date and invited Governors to support with introductions to others who may be interested in supporting the campaign.

Mr Purves noted that WWF now considered climate as part of every area of work and the good news was that the clean energy revolution was happening at a fast rate despite differing positions of the Federal Government. Mr Purves felt that capital flows, community pressure and some of Australia's state government's positive action would see exponential progress towards a clean energy future.

Mr Purves reflected on his time at WWF, having joined as a governor in 1991, at a challenging time for the organisation. Mr Purves was proud that today WWF had grown to be the largest environmental organisation in Australia by revenue. Mr Purves spoke to the work of three outstanding CEOs over his tenure as well as some outstanding directors.

Mr Purves determined that there was much more to do and the key was to leverage WWF's impact through working with Corporate Partners to effect change; partner with NGO's for greater impact such as with the current tree-clearing campaign; and utilise the international WWF network. WWF must lead and tackle the big environmental issues; be brave and ensure we have the right organisational resources in place for lasting results.

Mr Purves introduced new directors, Mr Sean Triner and Mr Peter Everingham, who brought exceptional skills in fundraising and business adding to the commercially savvy Board of Directors.

Mr Purves concluded with his appreciation for his time at WWF, feeling he was leaving with the

organisation in good shape. He announced Mr Martijn Wilder as his successor and thanked the governors for their personal support; fellow directors; the CEO and Exec team; and the staff of WWF.

ITEM 4 – CEO ADDRESS

Mr Dermot O’Gorman welcomed all to the meeting, noting it was a privilege to be in Melbourne with the Governors and supporters who helped raise the profile of WWF in Victoria.

Mr O’Gorman introduced the management team: Ms Kim Dixon, Ms Jenny O’Donnell, Mr Yves Calmette, Mr Paul Toni, Mr Darren Grover (present) and Mr Romesh Lokuge (present). Mr O’Gorman thanked the Executive team for all their hard work noting without them WWF would not be in the organisational state it was in today. Mr O’Gorman informed the group of two changes in the Exec team, acknowledging Dr Gilly Llewellyn had been appointed Deputy Director of the WWF Global Oceans program and that Mr Grover was now acting in the role of Head of Living Ecosystems.

Mr O’Gorman recapped his reflections from the previous year, having spoken about the external world - Brexit, Trump, instability in Australian politics, and the tech sector’s disruption in all aspect of life. Mr O’Gorman described how, in developing the strategic plan, the team had tried to think through turning external challenges into opportunities.

Mr O’Gorman relayed an experience of visiting the Kimberley earlier in the year and having the privilege of being on country with an elder of the community in northern WA, Kevin. Kevin had shared his expertise in making traditional fishing spears made from a particular type of tree, reasonably straight and tall, and straightened further over the fire. No spear was ever completely straight, and the trick was to not worry, but think about the balance of how it would fly through the air. An insight into traditional knowledge but also an important lesson on strategy – don’t be distracted by imperfections, but think of how you will hit the target.

Mr O’Gorman reflected on a number of key conservation wins from the year which had started with the purchase of one, then two shark fishing licenses on the Great Barrier Reef which would save 10,000-20,000 sharks per year. This was a highly successful campaign and a learning into how WWF could deploy a number of tools to deliver a conservation outcome. The second phase of this intervention was to gain an 80mil sq km area of net-free zones in northern Australia and would be a key body of work through 2018.

Conservation continues to go from strength to strength – WWF is now working with 24 indigenous ranger groups and is looking at how WWF can support more women rangers going forward.

In October 2016, the Ross Sea in Antarctica was confirmed as the largest marine protected area in the world. This was the result of 10 years of advocacy and a reminder that conservation work often takes a long time. Mr O’Gorman acknowledged the work of Marg Moore, who built WWF’s work in Antarctica, and was a tireless campaigner in this space. The work she did a decade ago was the foundation of this win ten years later.

Mr O’Gorman noted that WWF-Australia was the host of the global oceans program with John Tanzer as the practice leader, based in Brisbane. WWF-Australia would play a crucial role in supporting the work of the practice in Australia and also marine work across the world.

Innovation had been a key theme in the last couple of years at WWF and a Blockchain pilot in the Fiji tuna industry was underway which would capture data from sea to plate, ensuring authenticity of the product. Mr O’Gorman noted it would be the first blockchain project in the environment

sector for Sustainable Development.

Mr O’Gorman informed the group that 60,000 people across Australia had written to politicians in the last six months supporting WWF’s call to stop excessive tree-clearing. Mr O’Gorman shared a graph which showed the rate of clearing if tree-clearing were to continue at the rates we see today.

Operationally it had been a good financial year and WWF had grown the supporter base to just under 1 million non-financial supporters. WWF had also seen some great results with media attention on a number of WWF species projects which was a result of WWF’s digital first approach.

WWF have a team of 100 passionate and dedicated staff who work in complex environments that need to work as team. Mr O’Gorman determined that to continue to have impact, WWF must work not only as a team but with supporters and partners as part of that team.

Mr O’Gorman thanked the President and Board for their support not only to the CEO but also the Exec team. He welcomed Mr Wilder was the new President and relayed thanks to the WWF staff.

Mr O’Gorman concluded with news that 2018 was WWF-Australia’s 40th year and encouraged Governors to put forward ideas of how they would like to celebrate. The anniversary year would begin with Sunset drinks and end with the trip to Antarctica with smaller events and activities throughout the year.

ITEM 5 – PRESENTATION AND ADOPTION OF THE DIRECTORS REPORT BALANCE SHEET

Mr Stephen Gottlieb, Chair of the Finance, Audit and Risk management (FARM) Committee gave a summary of the financial results for the year ending 30th June 2017.

The income for 2017 decreased by \$2.7m compared to FY16 with total income of \$26.8m, compared to \$29.5m in FY16. This was mainly due to bequest income which in 2016 saw an unexpected \$2.8m compared to \$1.5m in 2017.

Mr Gottlieb noted that with careful management, reduced fundraising expenditure and a very successful tax appeal at year end the organisation had made a surplus of \$2m in FY17 and that reserves continued to be managed within the WWF benchmarks.

As the first year in the 5-year strategic plan, FY17 saw much structural change with the organisation building momentum into FY18 with aggressive growth targets, in line with the strategic plan. Mr Gottlieb noted that the performance against budget would be carefully monitored.

Mr Gottlieb informed the group that \$15m had been spent on conservation and fundraising costs were \$1.6m less than the previous year mainly driven by less spending on Face to Face fundraising.

Mr Gottlieb presented historical and projected income noting supporter income continued to dominate and there would be a heavy focus on growing philanthropy and digital income through FY18 and beyond.

Mr Gottlieb presented supporter income, which consisted of regular giving, one-off donations, philanthropy, and partnerships. Individual supporter income continued to be a challenge due to factors such as higher costs of acquisition driven by increased regulatory compliance related to signing up regular givers and costs of retention activities.

Mr Gottlieb noted that the focus on digital, was in part, aimed at helping the organisation diversify

income channels and reduce reliance on face to face supporter income but would take time to achieve the desired results. Acquisition of new donor leads through digital initiatives were well under way and when fully developed, expected to decrease the cost of acquisition, improve retention and donor engagement.

Mr Gottlieb expressed that Philanthropy had been identified as a growth area, but it was an area with significant lead time and upfront investment. Initial signs from plans and investment into this area were encouraging, however to realise the full strategy, further investment was needed.

Mr Gottlieb explained that the strategy to both diversify the sources of income and to continue to manage fundraising and administration expenses so that the growth in income could be channelled substantially to an increase in conservation spending, would continue.

Mr Gottlieb expressed appreciation for the support of other members of the FARM and assistance from Mr Romesh Lokuge and his team. He also thanked, on behalf of the organisation, PwC and Shannon Maher for their work as WWF's Auditors and Atrium for managing WWF's investments wisely.

Mr Gottlieb added a tribute to the Chairman for his significant contribution to WWF, his energy, passion, wisdom and inspiration.

There were no questions and the audited financial report from 1 July 2016 to 30 June 2017 was adopted by the meeting.

Moved:	Mr Stephen Gottlieb	
Seconded:	Mr Sean Triner	Resolution carried

Declared the resolution carried.

ITEM 6 – PRESENTATION OF THE SUSTAINABILITY REPORT OF THE WORLD WIDE FUND FOR NATURE AUSTRALIA

Mr Romesh Lokuge, CFO, presented the sustainability report paying tribute to Ms Kim Dixon, People & Culture Director, who was the sponsor of the achievements in sustainability at WWF-Australia.

Mr Lokuge announced that WWF-Australia had been accredited with Carbon Neutral certification under the Australian Governments' National Carbon Offset Standard (NCOS). Mr Lokuge passed on thanks to former staff members James Meharg and Adrian Enright for their efforts in achieving this accreditation, with support from Finance staff particularly Aravinda Pilanawithana.

Mr Lokuge presented results of a 50% reduction in air travel emissions over 5 years, which was largely driven by the 'no fly January' initiative, which encouraged staff to find alternate means to meet during the month of January.

Mr Lokuge noted that Sydney and Brisbane offices had been switched to 100% carbon neutral energy providers and that 74% of waste was now diverted from landfill.

ITEM 7 – NEW GOVERNORS

The President announced new Governors who had been appointed over the course of the year, in accordance with article 13(g) of the Constitution of WWF-Australia:

- Ms Blathnaid Byrne (appointed 20 February 2017)
- A/Prof. Martine Maron (appointed 20 February 2017)

- Ms Anna Rose (appointed 14 June 2017)
- Dr Imran Ahmad (appointed 14 June 2017)
- Mr Peter Everingham (appointed 25 September 2017)

ITEM 8 - ELECTION OF BOARD OF DIRECTORS

The President reported that in accordance with Article 35 of the Constitution of WWF-Australia the following members of the Board of Directors would retire, and being eligible, offer themselves for re-election:

NAME	MOVED	SECONDED
Renee Boundy	Rob Purves	Martijn Wilder
Sean Triner	Rob Purves	Lesley Hughes
Peter Everingham	Rob Purves	Sean Triner

The President declared the motion passed for all of the above elected candidates.

ITEM 9 – ELECTION OF OFFICE BEARERS

The President confirmed that in accordance with rule 38(c) of the constitution, he would retire at the conclusion of the 39th AGM, having served the maximum term. The President reported that at the Board meeting on October 26th 2017, the following appointments were confirmed.

President: Mr Martijn Wilder
 Secretary: Ms Renee Boundy
 Treasurer: Mr Stephen Gottlieb

The Directors endorsed Mr Martijn Wilder to assume the Chair of the Board on Mr Purves's retirement, taking affect at the conclusion of the AGM.

ITEM 10 – RETIREMENT OF ROBERT PURVES, AM AS DIRECTOR AND PRESIDENT

Mr O’Gorman, CEO reflected on 16 years of working with Mr Purves at WWF and thanked him for his contribution of time, effort, intellect and passion. Mr O’Gorman expressed that it had been a privilege to work under Mr Purves and on behalf of the WWF-Australia staff; governors; and Board, expressed sincere thanks.

Mr O’Gorman and Mr Wilder presented gifts to Mr Purves.
 Mr Purves thanked Mr O’Gorman and presented Mr Wilder with his panda pin.

ITEM 11 - OTHER BUSINESS

Mr Purves introduced Mrs Sophie Davidson who gave a short update on the Philanthropy program at WWF-Australia and her role as the Senior Manager of Philanthropy and Development.

CLOSE

There being no further business, the President declared the 39th Annual General Meeting of WWF-Australia closed at 7:30pm. The President thanked guests and staff for their attendance.

Signed as a true and correct record:

Mr Rob Purves, AM
 President, WWF-Australia
 Date 16/2/18