

MINUTES

Rangelands NRM Co-ordinating Group Inc. Annual General Meeting (AGM) Tuesday 12 December 2017

3.30pm Technology Park Function Centre, Seminar room 3

Attendees:

Rangelands NRM Board:

Regina Flugge	Chair
John Silver	Acting CEO, Rangelands NRM
Andrew Whitmarsh	Director
Mike Clark	Director
Kim Eckert	Director
Rob Edkins	Director
Amanda D'Souza	Executive Officer

Rangelands NRM Members:

Kim Eckert	Kalgoorlie-Boulder Urban Landcare Group
Andrew Whitmarsh	Murchison LCDC
Jo Kuiper	Pilbara Mesquite
Gerald Keyer	Kalyuku Ninti-Puntuku Ngurra Ltd (KJ)
Richard Gordine	Central Desert Native Title Service

Completed Voting and Proxy Forms received from Member organisations:

Organisation	Proxy nominated
Kalgoorlie Pastoral Alliance P/L	Kim Eckert
Goldfields Nullabor Rangelands Biosecurity Assc	Kim Eckert
Granite Peak Station	Kim Eckert
Millrose Station	Kim Eckert
Lake Violet Station	Kim Eckert
Goldfields Carbon Group P/L	Kim Eckert
Mundrabilla Station	Kim Eckert
Edjudina Station	Kim Eckert
Shire of Wiluna	Kim Eckert
Care for Hedland	Kim Eckert
Roebuck Bay Working Group	Jo Kuiper
Ord Land and Water	Jo Kuiper
Gascoyne Catchment Group	Jo Kuiper

1. Chairperson's Welcome

The Chair welcomed Members and acknowledged the traditional custodians of the land. Noting a quorum was present, the Chair opened the meeting and thanked the Board Directors for their service this year, including Rob Thomas and Mark Batty who resigned this year.

2. Apologies and Proxies

Rob Thomas from Central Desert Native Title Services – Richard Gordine attending on his behalf.

3. ORDINARY BUSINESS

3.1 Confirmation of previous General Meeting Minutes

Chair moved a motion to accept the June 2017 General Meeting minutes as a true and accurate record.

June 2017 General Meeting minutes were accepted. Motion carried. (Moved: Andrew Whitmarsh, Seconded: Kim Eckert)

3.2 Chairperson's Report

Chair delivered the Chair's report as in the Annual Report, and again thanked the Board, CEO, staff and stakeholders for their commitment and passion in 2017 to help make Rangelands NRM a trusted and valued organisation that is working for the benefit of the WA Rangelands communities and environment.

3.3 Annual Financial Report as at 30 June 2017

It was noted that the Directors' remuneration could be disclosed in the Annual Financial Report. The Chair confirmed that at the time of the Financial Report there were no Ordinary Directors receiving a stipend.

Chair proposed a motion to approve the Annual Financial Report. Motion Carried (Moved: Andrew Whitmarsh, Seconded: Gerald Keyer).

3.4 Annual Report

It was suggested that a list of Rangelands NRM partners could be included towards the front of the Annual Report. It was also suggested that the Board remuneration, along with Directors' skill-sets and number of meetings attended during the Financial Year could also be included in the Annual Report. The Chair acknowledged this suggestion.

Chair proposed a motion to approve the Annual Report. Motion Carried (Moved: Andrew Whitmarsh, Seconded: Jo Kuiper).

3.5 Election of Directors

Chair confirmed that there are no Directors due for re-election until 2018.

A casual vacancy currently exists on the Board with the resignation of Director Batty, however 42 days' notice is required to Members in order to hold Director Elections which was not sufficient time to hold elections at the AGM.

The Members were asked to consider increasing the number of Directors on the RNRM Board to seven for next year. Six is the minimum, eight is the maximum.

It was queried whether it would be beneficial to increase the number to the maximum of eight Directors. The Board preference was for two appointments to avoid three Directors being up for re-election at the same time, and to keep one position vacant in the event that a new skill-set is identified as required on the Board.

It was also recommended that an Indigenous person be included on the Board. The Chair mentioned an Indigenous Advisory Committee had been suggested to bring Traditional Owner insights to the Board, as Directors are unable to receive funds from Rangelands NRM either directly or indirectly, including through their organisation.

A motion was moved to pass the following Ordinary Resolution:

By way of Ordinary Resolution, the Members decide the Board to consist of seven Directors.

It was acknowledged that due to Members not being notified prior to the AGM of what Resolutions were to be proposed, that the Members present would need to confirm with their Proxies that they are in agreeance with the votes granted on their behalf.

There were 17 votes FOR this resolution and nil against, which is a majority of the votes received.

MOTION CARRIED- Subject to confirmation of Proxy votes.

3.6 Board Remuneration

It was acknowledged that while the Directors are entitled to a sitting fee for Board Meetings attended, they currently do not receive any remuneration. The Chair is the only exception to this. It has been proposed that the Directors be eligible for sitting fees and stipends. The suggestion remuneration amounts have come from consultation within the NRM Groups and are in line with figures that were current in 2014.

It was queried whether the stipends would be in addition to any flights/accommodation/food entitlements that the Directors are currently eligible for. It was confirmed that these would be in addition.

A motion was moved to pass the following Ordinary Resolutions:

It was again reiterated that due to Members not being notified prior to the AGM of what Resolutions were to be proposed, that the Members present could confirm with their Proxies that they are in agreeance with the votes granted on their behalf.

1. *By way of Ordinary Resolution, the Members confirm the eligibility of Board Directors to receive stipends, sitting fees and payments for assisting with the governance of the organisation as required.*

There were 17 votes FOR this resolution and nil against, which is a majority of the votes received.

MOTION CARRIED- Subject to confirmation of Proxy votes.

2. *By way of Ordinary Resolution, the Members confirm the Chairperson stipend of \$17,500 per annum.*

There were 17 votes FOR this resolution and nil against, which is a majority of the votes received.

MOTION CARRIED- Subject to confirmation of Proxy votes.

3. *By way of Ordinary Resolution, the Members confirm the Deputy Chairperson stipend of \$7,500 per annum.*

There were 16 votes FOR this resolution and nil against, which is a majority of the votes received. Director Whitmarsh abstained from voting.

MOTION CARRIED- Subject to confirmation of Proxy votes.

4. *By way of Ordinary Resolution, the Members confirm the Ordinary Board Director stipend of \$5,500 per annum.*

There were 17 votes FOR this resolution and nil against, which is a majority of the votes received.

MOTION CARRIED- Subject to confirmation of Proxy votes.

5. *By way of Ordinary Resolution, the Members confirm the sitting fees for Board Directors as \$150.00 for half day meetings (four hours and under) and \$220.00 for full day meetings (over four hours)*

There were 17 votes FOR this resolution and nil against, which is a majority of the votes received.

MOTION CARRIED- Subject to confirmation of Proxy votes.

3.7 Confirmation of Subscription Fees

A motion was moved to pass the following Ordinary Resolution:

By way of Ordinary Resolution, the Members confirm the Membership fees of \$0.00 per annum.

There were 17 votes FOR this resolution and nil against, which is a majority of the votes received.

MOTION CARRIED- Subject to confirmation of Proxy votes.

4 Other Business

It was suggested to check with the Auditor whether it is required for RNRM to disclose “related party transactions” in the financial statements. The Chair acknowledged the suggestion.

5 Annual General Meeting Close

The meeting closed at 4.49pm