**MEETING BEGINS:** 11:00am

**Chair(s):** Pat Groenhout (PG)

**Directors:** Pat Groenhout (PG), Linda Fienberg (LF), Susie Russell (SR), Sarah Rees (SRe), Andrew Morgan (AM), Craig Dunn (CD, incoming), Warrick Jordan (WJ, incoming)

**Apologies**: Helen Murray, Jacki Schirmer, Jonathan LaNauze (retiring), Manjula Murugesan (retiring)

**In attendance:** Bill Royce (CEO & Company Secretary) – full attendance record in the register of members attending

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| Agenda item | | Key Discussion Points | Agreement / Actions |
| 1 | Welcome | Chair provided welcome, and acknowledgment of country | *Acknowledged* |
| 2 | RAP launch | Pat made introductory comments to launch FSC Australia’s Innovate Reconciliation Action Plan   * 1/3 forests owned by indigenous Australians * Moved from 13% to 31% of forests in indigenous ownership * Thanks to IWG members * Acknowledgement to former policy managers and thanks to Linda Fienberg * RAP direction FSC is taking means strong partnerships for the future | *Acknowledged* |
| 3 | Response to RAP – Phil Duncan | Phil Duncan addressed members on behalf of the Indigenous Working Group   * Response to RAP * Acknowledgment of FSC board, respects to IWG members * Seeks to engage indigenous members and integrate cultural values with FSC * IWG supports launch of RAP * Supports current and future indigenous members to become part of FSC brand * Significant commitment to honour past, respect present and build a strong future together and embrace Aboriginal cultural values * Three important values: Innovation; Integrity; and Empowerment – form foundation for future partnerships * Respect what we’ve achieved – meaningful engagement of Aboriginal people | *Acknowledged* |
| 4 | Business of AGM | Agenda approved as circulated | *Moved: Susie Russell*  *Second: Phil Duncan* |
| 5 | Minutes | Approval of the minutes of the 2016 Annual General Meeting, circulated in advance. | *Moved: Susie Russell*  *Second: Linda Fienberg* |
| 5 | Highlights of 2016 and introduction of the Annual Report | Pat addressed members on the achievements of FSC Australia during 2016, outlined in the Annual Report   1. 2016 saw the near completion of the National Standard, which was submitted at the end of March  * Outstanding issues of Principle 2 have resulted in the draft being delayed by global PSC until their October meeting * PSC view on issues of consensus, issues occurred globally * SDG and some of the working groups will be asked to reconvene and attempt to find consensus on the remaining areas of disagreement * PSC advises that the IGI’s are to be adopted where consensus is not reached. * Still clearly have some work to do to complete the process and resubmit the draft for PSC consideration  1. Launch of RAP  * Significant commitment of organisation and professional staff of FSC  1. In 2016 former CEO Adam B stepped down – acknowledgement of role and commitment, is now working a contract for FSC Asia Pacific 2. Welcome to Bill Royce as incoming CEO – Bill shows new vision for future, new momentum to grow business and brand.   No questions of the Chair from Members generally. | *Adoption of the 2016 Annual Report*  *Moved: Andrew Morgan*  *Second: Sarah Rees*  *Approved* |
| 6 | Financial Statement | Pat summarised the financial results for 2016:   * Delay in a funding payment for the development of the National Standard resulted in a small deficit for the year * Surplus is forecast for 2017 * Auditor is present * Membership has remained stable * Question raised on changes to subscriptions – PG explained as a result of the 2016 move from MYOB to XERO   Auditor:   * XERO accounts require significant adjustments – won’t have an effect on cash-flow | *Acceptance of the audited financial statement for 2016*  *Mover: Susie Russell*  *Seconder: Linda Fienberg*  *Approved* |
| 7 | CEO Report | * Introduced the staff of FSCA and the NZ BDM to members * Great time to be joining FSCA and honoured to have been appointed * Remarkable brand and voice that needs to be leveraged * Talk more about why we exist and what we stand for * Room to grow CoC and retail partnerships * Developing an ambitious communication and marketing strategy with external agencies, need to leverage capacity for external fundraising to support this * IWG to drive the RAP – will seek government funding for indigenous forestry outreach and development * Have given priority to Stakeholder Engagement Guidelines, building on the National Standard and best practice approaches |  |
| 7 | Special Resolutions | Company Secretary provided extended overview to the membership as to voting procedures.  PG introduced the Special Resolution. Noted that a past AGM had granted life membership to Michael Spencer, but the Constitution had never been amended to create this category of membership. The intention is to use this to show appreciation for long serving members who have given outstanding service to FSC Australia.  **Special Resolution 1 – to create a new rule 3.16 in the Constitution**  3.16 Honorary Life Membership  (a) The Directors may recommend that a Member be granted Honorary Life Membership in recognition of outstanding service to the Company  (b) Any recommendation made under Rule 3.16(a) is valid only if supported by all Directors, and becomes effective only if adopted as a Special Resolution by an Annual General Meeting of the Company.  (c) The annual membership fee for a Member granted Honorary Life Membership shall be zero  After passage of the Special Resolution, Pat recommended that Honorary Life Membership also be granted to Jonathan LaNauze, who is stepping down as a director, for his outstanding contribution to FSC for more than a decade | *Adoption of Special Resolution*  *Moved: Phil Whitehead*  *Seconded: Phil Duncan*  *Vote in Favour:*  *All in favour*  *Resolution passed.*  *Honorary Life Membership for Jonathan LaNauze*  *Mover: Phil Duncan*  *Seconder: Sarah Rees*  *Approved* |
| 8 | Election of Directors | Company Secretary: 4 nominations were received for 4 vacancies  Environment Chamber:   * Warrick Jordan declared elected unopposed fill the casual vacancy pursuant to section 11 (e) of the Company Constitution, serving a two-year term * Sarah Rees declared re-elected unopposed pursuant to section 11 (e) of the Constitution, serving a three-year term   Economic Chamber:   * Craig Dunn declared elected unopposed pursuant to section 11 (e) of the Constitution, serving a three-year term   Social Chamber:   * Linda Fienberg declared re-elected unopposed pursuant to section 11 (e) of the Constitution, serving a three-year term   Formal thanks recorded for outgoing directors and nominees. | *Acknowledged*  *Congratulations recorded.*  *Acknowledged. Congratulations recorded.*  *Acknowledged. Congratulations recorded.*  *Acknowledged. Congratulations recorded.*  *Acknowledged* |
| 9 | Appointment of auditor – Ordinary Resolution | Pat advised members that the Board had decided to seek a new auditor and was in discussion with the present auditor to facilitate the handover in accordance with ASIC rules.  Ordinary Resolution presented for Members’ consideration:  That the company authorises its Directors to execute all necessary action as required by ASIC to accept the resignation of the current auditor and accept, as a casual vacancy, the appointment of a new auditor | *Adoption of Resolution*  *Mover: Susie Russell*  *Seconder: Kevin O’Grady*  *Approved* |
| 9 | Conclusion of Formal AGM | Closing comments from Pat |  |
| *Coffee break* | | | |
| 10 | Presentation on Hydrowood | Andrew Morgan presentation on Hydrowood |  |
| *Lunch* | | | |
| 11 | Interactive table sessions | Interactive table session on General Assembly motions – led by Linda Fienberg |  |

**Meeting closed at 4.30pm**