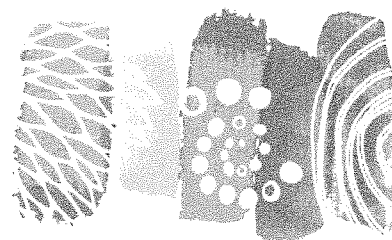


MINUTES OF ANNUAL GENERAL MEETING

Held on Thursday 20 October 2022 from 11.00 to 12.00pm
at PHCC Offices, Mandurah



PHCC | Working Together

Peel-Harvey Catchment Council

The Chairman opened the meeting at 11.15am and acknowledged the traditional custodians of the land, paying her respects to their Elders past and present.

Attendance

Present:

Caroline Knight	Chair
Darralyn Ebsary	Deputy Chair
Marilyn Gray	Treasurer
Paddi Creevey OAM	Secretary
Bob Pond	Executive Committee (DWER)
Mark Cugley	DBCA
Andrew Ward	PDC
Sue Fyfe	Community Member
Robert Harris	Local Government Member (inland)
Laurie Snell	Local Government Member (Coastal) (via Zoom)
Nicholas Dufty	DPLH (Observer) (via Zoom)

In Attendance:

Jane O'Malley	Chief Executive Officer
Kellie Beckwith	Manager of Corporate Services & Executive Support
Janine Neeling	Administration Officer
Mel Durack	Operations Manager, Land Conservation and agriculture
Karen Henderson	Chief Finance Officer

Apologies:

Rob Summers	DPIRD
Veronica Metcalf	Community Member

AGM.1/10/22 Confirmation of Minutes of Annual General Meeting held on 20 October 2021

Moved: Darralyn Ebsary

Seconded: Marilyn Gray

That the Minutes of the Annual General Meeting held on 20 October 2021 be confirmed as a true and correct record of the meeting.

CARRIED

AGM.2/10/22 Business Arising from Previous Minutes

None

AGM.3/10/22 Chairman's Report 2021 – 2022, Caroline Knight

With our guiding values of respect, trust, courage, open communication, integrity, and reflection PHCC moved strongly forward this past year delivering on our vision of people working together for a healthy environment.

I thank our professional staff who despite the pandemic challenges have ensured we excel in the delivery of our commitments to our partners in government and industry, but most of all for our community.

I thank our Board for its leadership, generosity, and commitment in busy times. I thank our community stretched across our vast patch from the agricultural lands, the forest and the coastal plain who understand the importance of protecting, restoring, and caring for our natural environment for future generations. Our community is increasingly better informed of the importance of productive landscapes with healthy diverse ecosystems that contribute significantly to positive human mental, physical well-being and financial prosperity.

The recent Federal Government direction shows early promise in tackling carbon emissions, land conservation and addressing extinction rates which are long overdue. Our Northern Jarrah Forests is under alarming pressure and PHCC will continue to strongly support our communities' concerns for protection of our forests, with science and informed advocacy.

We are thrilled that after more than a decade of advocacy, our Estuary is no longer threatened by the Pt Grey Marina and Channel, which has, by law, now been extinguished. We are incredibly proud of this shared achievement, demonstrating the power of community.

We at PHCC are committed to continue supporting our community to protect and restore our beautiful Binjareb Boodja landscape we call home.

Moved: Peter Zurzolo

Seconded: Paddi Creevey

That the Chairman's Report for 2021 - 2022 be accepted.

CARRIED

AGM.4/10/22 Treasurer's Report and Presentation of Financial Statements

"I am pleased to present the following 2021 - 2022 Financial Statements of the PHCC to the AGM:

1. Management Report prepared by AMD Chartered Accountants.
2. Financial Statement for year ended June 30, 2022, which includes:
 - a. Balance Sheet
 - b. Profit & Loss
 - c. Statement of Cash flow
 - d. Statement of Changes in Equity
 - e. Notes to the Financial Statement
 - f. Statement by Members of the Committee
 - g. Auditor's Independence Declaration
 - h. Independent Auditors Report.

The 2021-2022 financial year has seen the Organisation continue to manage the financial delivery of our Projects and Corporate Services operations with consistent cashflow across the financial year. At times there have been challenges with COVID19 and staff recruitment replacements, however, this incredible PHCC Team work together for each other, to deliver and achieve fantastic outcomes.

The major focus this year has been to develop a Finance Transition Plan to meet the Organisation's financial needs and obligations. The F&A Steering Committee developed a Draft Plan for the CEO and CFO to transition PHCC to new financial governance processes which are designed to better separate Board members from operational functions of the organisation. The Draft Plan which has now been developed includes a number of stages for implementation. For this financial year, the following have now been **implemented**:

1. Single batch authorisations of payments to suppliers.
2. Modification to Annual Budget and timing of presentation to Board to April as a Draft and a final endorsement to Board in August.
3. Reporting to the Board – modifications to some financial reporting templates have been aligned to current reporting requirements.
4. Authorisations (pending) – this will shift authorisations from Board members to the CEO and, while a work in progress, the following steps have been completed:
 - constitutional check
 - consultation with Governance Steering Committee
 - review number and role of bank signatories/authorisers
 - review of delegations of authority
 - checking bank procedures
 - review and modification of relevant policies and procedures
 - It is envisaged that the final transition of authority will be in place by January 2023.

Providing financial support to Project Management is an integral part of the Chief Finance Officer's role. Karen also works closely with Project Operation Managers to assist with Quarterly, Half-Yearly and Annual financial reporting.

Projects closed during the year:

- 3800 – PHCC Estuary Channel Drainage Project [PHCC]
- 5400 – Smartfarm Partnership Project [DWER]
- 6700 – Local Govt Stormwater Strategy [PHCC]
- 9500 – 1FTE Science Advisor [DPIRD]
- 9600 – MOU – 4LG Hotham-Williams [LGs HW]
- 9880 – State NRM CSGL18059 Lake McLarty [DPRID]
- 0709 – CBIP2004 NRM & Landcare Support [DPIRD]
- 7930 – HRRT State NRM CSGL19074 [DPIRD]
- 0905 - HRRT CBIP2004 NRM & Landcare Support [PHCC]

New Projects started and carried forward to the new financial year:

- 0107 – Mike Schultz Biodiversity Scholarship [PHCC]
- 0108 – Environmental Donations [PHCC]
- 0207 – Dryandra Woonta: Protecting the Numbat & Chuditch [Aust Govt]
- 0501 – Boddington Restoration On-Ground Works [NRM Group]
- 0714 – Peel Waterways Research Infrastructure [DPIRD]

- 0716 – Bindjareb Djilba Protection Plan (DWER]
- 0906 – HRRT State NRM Grant CSGL21066 River connection to Revitalise Harvey Catchment [DPIRD]
- 0907 – HRRT SWCC Equipment Grant [SWDC]

General Information:

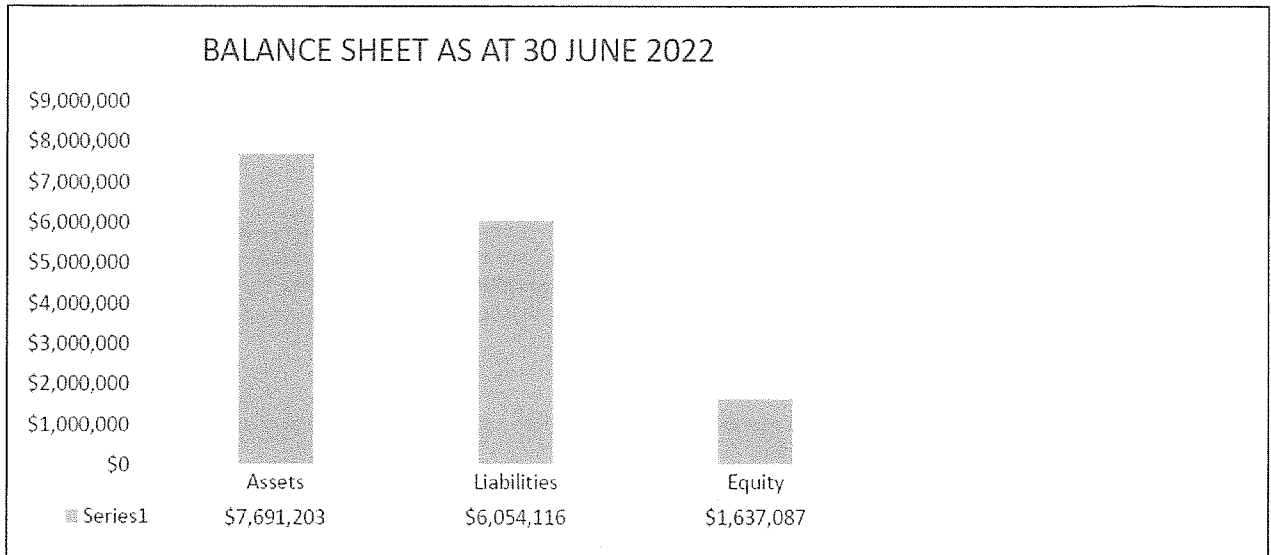
1. **Staff Movements:** We farewelled Finance Support Officer, Patricia Sutton, in June and welcomed new Finance Officer, Nicole Ramsay from Administration in a full-time capacity. We thank Pat for her 10 year service to PHCC, and in particular, the past 2 ½ years in Finance where her administration skill set complimented the new position with updating finance policies, procedures, and templates in line with Organisation standards. The sharing of her wealth of knowledge and comprehensive handover has enabled Nicole to transition smoothly into her new role.
2. **Finance & Audit Committee:** We farewelled Committee Members Howard Mitchell in October post AGM; and David Prattent in February 2022 after his resignation from the Board. We welcomed new Board Member, Peter Zurzolo, to the F&A Committee in February and welcome his finance background to the Committee.
3. **Investment Strategy:** The ANZ Term Deposit was closed in July 2021 and funds returned to Online Cash Management Saver Corporate and Project Accounts due to the poor return on interest rates. The Westpac Term Deposit Account was not renewed when it matured in July 2022 with those funds transferred back to ANZ Corporate account. Interest rates are being closely monitored and the Finance Audit Steering Committee will make decisions on best practises in 2023 as trends start to increase. Projects did not accrue interest during the 2021-2022 financial year – any interest earned remained in PHCC equity.
4. PHCC continues to support **Harvey River Restoration Taskforce (HRRT)** through its Auspicing Agreement. Karen collaborates closely with Jane Townsend with the Finances and Payroll plus our Core Services Team with IT management through the PHCC IT Support Agreement. PHCC also continues to support with Project delivery where applicable.
5. **Project Funding:** Income has remained relatively consistent to the previous financial year as shown in the Table below. Whilst the Funding Source % rate has varied slightly, the overall total is almost the same. This is partly due to Progress Milestones payments aligned to Agreement Payment Schedule; or that particular projects have ended, and further funding was not secured at 30th June.

Funding Source	2021	%	2022	%
Federal Government	2,506,473	62%	2,616,514	64%
State Government	703,210	17%	856,108	21%
Local Government	127,500	3%	47,682	1%
Industry	711,437	17%	500,217	12%
Other	\$33,250	1%	61,897	2%
Total	4,081,870	100%	4,082,408	100%

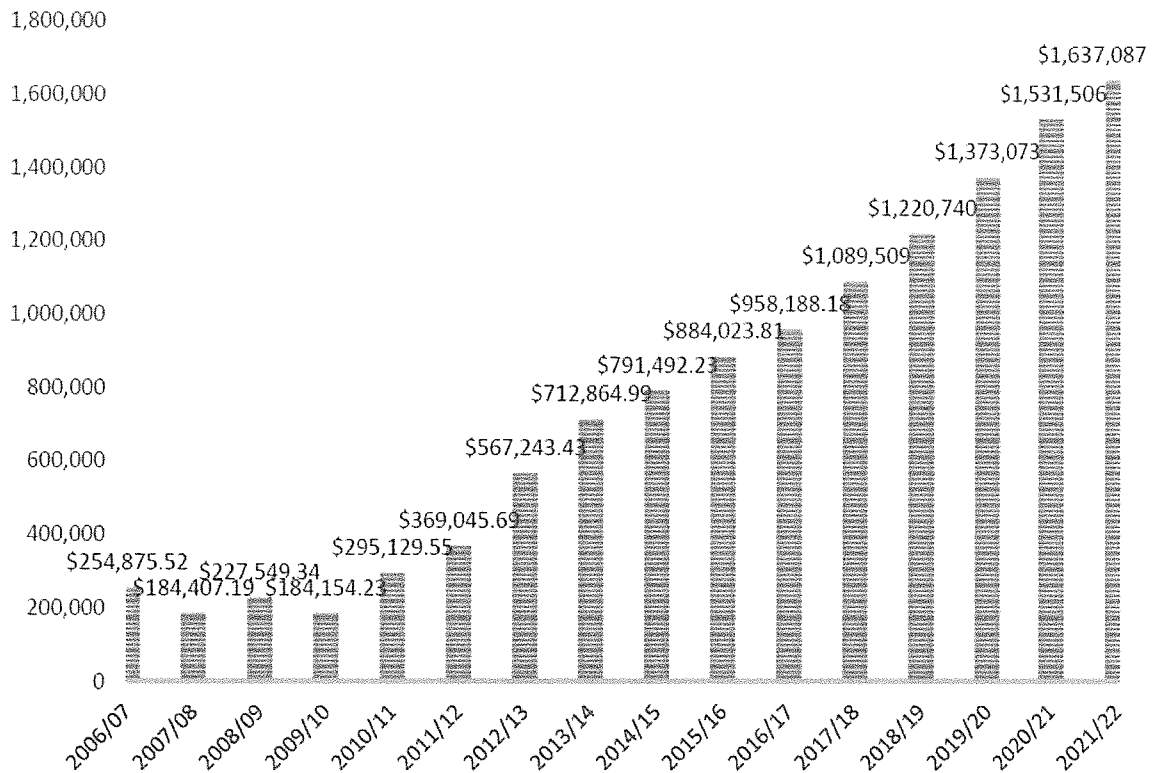
At the close of 30 June 2022, the Unspent Project funds held in Liabilities was **\$4,825,142** which has allowed the cash flow to be managed comfortably during the year.

6. The Organisation's **equity increased by \$105,580**, resulting in an end of year balance of **\$1,637,087** which was down on the previous two years. The reduction in Interest earned on PHCC investments has contributed to this, however, it is showing that we are gaining some normality back into the Workplace after two years of COVID disruption. Based on the PHCC Support Budget endorsed in June, it is envisaged that expenditure will increase in the 2023 financial year as the Shed & Ground Improvement works that have been put on-hold the past 2 years

will progress and we will continue to make improvements to the Boddington's work environment as staff levels grow. The distribution of retained funds to be carried forward as at 1 July 2022 will be formalised at the next Finance and Audit Committee to be held in November



EQUITY FINANCIAL YEARS



The financial reports and graphs above demonstrate that the **PHCC is in a sound financial position and able to meet all current and future projected liabilities**. The auditors have acknowledged the sound internal financial control environment present at Peel-Harvey Catchment Council Inc. I can confirm that due to the high quality of financial reporting and supporting reconciliations provided to the Auditors, which correctly supported all year ending balances, there were no audit adjustments or recommendations arising from the 30 June 2022 audit. Some extracts from the Management Letter (my emphases in bold):

30 JUNE 2022 MANAGEMENT REPORT p3

9.1 Audit Report

*"In accordance with the terms of our engagement letter, we have a responsibility to provide an opinion in respect to Peel-Harvey Catchment Council Inc.'s annual financial report as to whether it is free from material misstatement. our audit report for 30 June 2022 is **unqualified** with our opinion stating the financial report presents fairly the financial position of the Peel-Harvey Catchment Council Inc., as at and for the year ending 30 June 2022."*

9.2 Audit Findings

"We are pleased to report our audit procedures indicated financial records have been maintained to high standards throughout the audit period.

*We would like to thank Jane and Karen for providing supporting related audit evidence at the commencement of our audit. **Due to the high quality of the financial records and reconciliations provided to us which correctly supported year end balances we are pleased to report there are no audit recommendations arising from our audit.***

9.3 Other Matters

"We would like to take this opportunity to thank Jane, Karen and the finance team for the assistance provided to us during our audit.

*AMD Chartered Accountants
MARIA CAVALLO, FCA*

Director

17 October 2022"

I would like to once again acknowledge the invaluable contribution made by our Chief Finance Officer Karen Henderson with support from Patricia Sutton and Nicole Ramsay; the professional assistance of Chief Executive Office Jane O'Malley and Corporate Services Managers Deborah Chard and Kellie Beckwith with the support from our Administration Officers Janine Neeling (Mandurah) and Nicole Ramsay/Victoria Brockhurst (Boddington).

To Mel Durack and Steve Fisher and all project officers, my sincere thanks for your unstinting efforts in adhering to guidelines and contract requirements in respect of our project funding.

To the Finance & Audit Committee members, thank you for your support, advice, and guidance for setting the Finance Transition Plan and working with Jane and Karen to progressively implement the changes. Finally, my heartfelt thank you to my fellow Bank Signatories Caroline Knight, Sue Fyfe, and David Prattent for your assistance with the authorisation of online banking and cheque approvals during the year.

Marilyn Gray **Treasurer**

Flowers were given to Karen Henderson as a token of appreciation for her hard work in preparation for the audit. Paddi Creevey congratulated both Karen Henderson and Marilyn Gray on their hard work, service and standard of reporting and the contributions that they have made.

Moved: Rob Harris

Seconded: Paddi Creevey

That the Treasurer's Report and 2021 – 2022 Financial Statements be received.

CARRIED

AGM.5/10/22 Australian Charities and Not-for profits Commission (ACNC) Annual Report

The ACNC Annual Information Statement has been prepared (draft document provided with the Agenda), which requires Board endorsement, so that the CEO can submit it (as per the delegations of authority).

Moved: Marilyn Gray

Seconded: Bob Pond

That the Australian Charities and Not-for-profits Commission (ACNC) Annual Report be endorsed.

CARRIED

At this point in the meeting, the Chairman stepped aside and Bob Pond took the chair.

AGM.6/10/22 Election of Office Bearers (Executive Committee)

Bob Pond conducted the election process.

6.1 Chairman

Bob Pond called for nominations for the position of Chairman.

Paddi Creevey nominated Caroline Knight, seconded Darralyn Ebsary for the position of Chairman.

Caroline Knight accepted the nomination. No further nominations were received. **Caroline Knight** was elected unopposed and accepted the position of Chairman of the PHCC. All in favour.

6.2 Deputy Chairman

Bob Pond called for nominations for the position of Deputy Chairman.

Caroline Knight nominated Paddi Creevey, seconded Mark Cugley for the position of Deputy Chairman.

Paddi Creevey accepted the nomination. No further nominations were received. **Paddi Creevey** was elected unopposed and accepted the position of Deputy Chairman of the PHCC. All in favour.

6.3 Secretary

Bob Pond called for nominations for the position of Secretary.

Paddi Creevey nominated Peter Zurzolo, seconded Caroline Knight for the position of Secretary.

Peter Zurzolo accepted the nomination. No further nominations were received. **Peter Zurzolo** was elected unopposed and accepted the position of Secretary of the PHCC. All in favour.

6.4 Treasurer

Bob Pond called for nominations for the position of Treasurer.

Caroline Knight nominated Marilyn Gray, seconded Darralyn Ebsary for the position of Treasurer.

Marilyn Gray accepted the nomination. No further nominations were received. **Marilyn Gray** was elected unopposed and accepted the position of Treasurer of the PHCC. All in favour.

Moved: Caroline Knight

Seconded: Darralyn Ebsary

That the membership of the Executive Committee comprising of the Chairman, Deputy Chairman, Secretary and Treasurer, as nominated, be ratified.

CARRIED

The re-elected Chairman, Caroline Knight, took the Chair

AGM.7/10/22 Election of Executive Committee Member (Representative)

Caroline Knight nominated Bob Pond, seconded Darralyn Ebsary, for the position of Executive Committee Member.

Bob Pond accepted the nomination. No further nominations were received. **Bob Pond** was elected unopposed and accepted the position of Executive Committee Member of the PHCC. All in favour.

Moved: Darralyn Ebsary

Seconded: Marilyn Gray

That Bob Pond be elected to the membership of the Executive Committee.

CARRIED

AGM.8/10/22 Confirmation of Agency Members and Observers

The following agencies have representation on the PHCC Board:

- DPIRD (Agriculture and Food) – Rob Summers
- DBCA (Parks and Wildlife) – Mark Cugley
- DWER (Water and Regulation) – Bob Pond
- PDC (Peel Development Commission) – Andrew Ward
- DPLH (Planning - Peel) - Observer – Nicholas Dufty
- Water Corporation – Observer – TBC

Moved: Paddy Creevey

Seconded: Darralyn Ebsary

That the agencies, and the people representing those agencies, be endorsed as Agency Members and Observers of the PHCC.

CARRIED

The current project/program steering and organisational committees were discussed.

Project/Program Steering Committees

Steering Committee membership was discussed, with the following being supported:

- Hotham – Williams:
Chairman – TBD
Members - Rob Harris, Paddi Creevey, Sue Fyfe, Amanda Batt and Veronica Metcalf
- Agriculture:
Chairman – TBD
Members - Marilyn Gray, Paddi Creevey, Rob Summers and Amanda Batt
- Science:
Chairman – Rob Summers
Members – Bob Pond, Peter Zurzolo and Andrew Ward
- Waterways (REI – Drainage, Ramsar, Alcoa Foundation, Rivercare & Lake McLarty):
Chairman - Bob Pond
Members – Rob Summers, Marilyn Gray and Mark Cugley
- Community Engagement:
Chairman – Paddi Creevey
Members – Bob Pond, Caroline Knight and Peter Zurzolo

Moved: Bob Pond

Seconded: Andrew Ward

That the Project / Program Steering Committees be ratified as discussed.

CARRIED

Organisational Committees

Organisational Committee membership was discussed, with the following being supported:

- Executive:
Chairman – Caroline Knight
Members – Marilyn Gray, Paddi Creevey, Bob Pond and Peter Zurzolo
- Finance and Audit:
Chairman – Marilyn Gray
Members – Caroline Knight and Peter Zurzolo
- Governance:
Chairman – Sue Fyfe
Members – Paddi Creevey, Caroline Knight and Peter Zurzolo
- Aboriginal Participation:
Chairman – Marilyn Gray
Members – Caroline Knight and Peter Zurzolo

c) Gifts and Benefits

Moved: Andrew Ward Seconded: Marilyn Gray

That the Board acknowledges the Governance Committee’s review of the Gifts and Benefits Register, and is satisfied that this register is being maintained appropriately and that no conflicts or inappropriate gifts and benefits have been received.

CARRIED

d) Policy Framework

Moved: Andrew Ward Seconded: Marilyn Gray

That the Board:

1. Acknowledges the Governance Committee’s review of the PHCC’s Policy Framework, and its determination that the Board is compliant against an effective suite of governance policies.
2. Notes that all Members of the Board have been through the process of reading, acknowledging that they understand and will abide by the policies.

CARRIED

e) Fraud and Corruption Plan

Moved: Andrew Ward Seconded: Marilyn Gray

That the PHCC endorses the Fraud and Corruption Control Plan, as presented.

CARRIED

f) Board Performance Framework

Note the board performance evaluation will be distributed to members in the near future for members to complete.

ACNC Roles of Board Members (Responsible Persons)

Moved: Darralyn Ebsary Seconded: Andrew Ward

That the Board:

1. Acknowledges the Governance Committee’s review of Responsible Persons declarations, and support the use of Personal Annual Declarations to meet our requirements.
2. Notes that all Members have completed and submitted a Declaration for 2022, with no disqualifications from being a responsible person having been disclosed.
3. Notes that the Governance Steering Committee is comfortable that the PHCC is compliant against the governance requirements of the ACNC in this respect.

CARRIED

AGM.12/10/21 Appointment of Auditor for forthcoming year

It was noted that the PHCC have used AMD for several years and they provide good value for money. As PHCC has grown over the years and the work required in more complex, Karen Henderson has arranged a de brief with auditors to see what has to be built into the future preparation to look at the scope to confirm that, for future years this will be appropriate value for money for the organisation.

Moved: Bob Pond

Seconded: Paddi Creevey

That PHCC engages AMD as auditors for the forthcoming year.

CARRIED

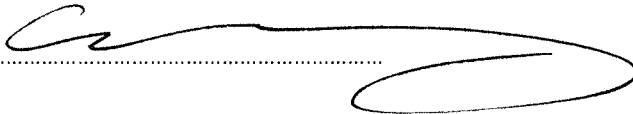
AGM.13/10/21 Next Annual General Meeting – Thursday 19 October 2023

The next Annual General Meeting is to be held on Thursday 19 October 2023.

As the meeting closed the Chairman advised to the board that this was Darralyn Ebsary last meeting, of working with PHCC for 20 years and would like to give her a big thank you for all her hard work she has been fabulous and that she will be dearly missed. Darralyn Ebsary added that she has loved working with PHCC and is very passionate to have been able to bring her knowledge as a board member, she thanks PHCC and the board.

The meeting closed at 12:01 pm

Chairman:



Date:

19.10.23

Actions arising from AGM of 20 October 2022

NIL

Actions arising from AGM of 21 October 2021

Minute No.	Details	Responsible	Complete
AGM.5/10/21	That the ACNC report be disseminated as part of the December 2021 Board Meeting papers.	Deborah	Completed