



Minutes for 22 September 2023 - GGA AGM

GGA INC

Held at Aloft, Rivervale WA

22/09/2023 @ 10:45 am – 12:30 pm AWST

No. Minutes

1. Opening and Welcome | Peter Roberts, GGA Chair

GGA Chair, Peter Roberts, opened the meeting at 11.03am.

GGA members, representatives and staff were welcomed to the GGA AGM, following the Chairs Summit and dinner.

1.1 Attendances, proxies and apologies

Attendees

Voting members

- Certified Organic Biodynamic Western Australia Inc (COBWA) | Annie Jones
- Facey Group | Audrey Bird
- LIEBE Group | Brad McIlroy
- Merredin & Districts Farm Improvement Group (MADFIG) | Andrew Crook
- Mingenew Irwin Group | Debbie Gillam
- Moora Miling Pasture Improvement Group | Jim Hamilton
- Noongar Land Enterprise Group | Alan Beattie
- Oil Mallee Association of Australia | Simon Dawkins
- Ravensthorpe Agricultural Initiative Network (RAIN) | Peter Daw
- Society of Precision Agriculture Australia (SPAA) | Phil Honey
- South East Premium Wheat Growers Association (SEPWA) | Jodi Duncan
- Southern Dirt Incorporated | Wade Robertson
- WA No-Tillage Farmers Assoc (WANTFA) | Clint Della-Bosca
- WA Regenerative Livestock Producers | Chris Wyhoon
- West Midlands Group | Nathan Craig
- Western Beef Assoc Inc | James Bowie
- Women in Farming Inc | Davina Gossage
- Association for Sheep Husbandry Excellence Evaluation & Production Inc (ASHEEP) | Sarah Brown (via zoom)
- Corrigin Farm Improvement Group | Veronika Crouch (via zoom)
- North Stirlings Pallinup Natural Resources | Caroline House (via zoom)
- Yuna Farm Improvement Group | Nicole Batten (via zoom)

Non-voting attendees

- Certified Organic Biodynamic Western Australia Inc (COBWA) | Barb Howard
- Merredin & Districts Farm Improvement Group (MADFIG) | Neil Smith

GGA board and staff attendees

- Peter Roberts, GGA Chair
- Erin Gorter, GGA Vice Chair
- Nicole Batten, YFIG voting delegate (via zoom)
- Debbie Gillam, MIG voting delegate
- Chris Wyhoon, WARLP voting delegate
- Rikki Foss, GGA CEO
- Mark Holland, Hub Director
- Kallista Bolton
- Maddison McNeil
- Daniel Kidd
- Michelle Condy
- Theo Nabben
- Alison Lacey
- Sharon Keeler



Apologies

Apologies were noted for

- Compass Agricultural Alliance | Paul South, Chair
- Facey Group | Geoff Poultney, Chair; Bronwyn Dew, Deputy CEO
- Far Eastern Agricultural Research Group (FEAR) | Callum Wesley, Chair
- Fitzgerald Biosphere Group | Craig Hall, Chair
- Future Food Producers Group | Barbara Dunnett, Chair
- Kimberley Pilbara Cattlemen's Association | Bron Christensen, CEO
- Morawa Farm Improvement Group | Travis Collins, Chair
- Mullewa Dryland Farmers Initiative | Rod Messina, Chair
- Noongar Land Enterprise Group | Madeline Anderson, Chair; Oral McGuire, Vice Chair
- North Stirlings Pallinup Natural Resources | Ellen Milne, Chair
- Northern Agri Group | Lloyd Cripps, Chair
- Nyabing Farm Improvement Group | Ben Hobley, Chair
- Oil Mallee Association of Australia | Ian Stanley, Chair
- vegetablesWA | Stephen Brown, CEO
- West Midlands Group | Murray Grey, Chair
- Wheatbelt Integrity Group (WIG) | Nick Kelly, Chair
- Yuna Farm Improvement Group | Shaun Earl, Chair

Proxies

Proxies were received from the following organisations

- Compass Agricultural Alliance
- Esperance Zone Innovation Group (EZI)
- Far Eastern Agricultural Research Group (FEAR)
- Fitzgerald Biosphere Group
- Nyabing Farm Improvement Group
- Stirlings to Coast Farmers

1.2 Declaration of Interests

No declarations of interest were noted.

1.3 Overview of AGM process

GGA Secretary, Maddison McNeil provided an overview of the voting rules, use of poll and proxies, and resolutions. Process for election of Member Directions was explained and the returning officers were identified.

2. Minutes | Peter Roberts, GGA Chair

Recommendation: That Members confirm the minutes of the 16 September 2022 Annual General Meeting as a true and accurate record

RESOLUTION

That Members confirm the minutes of the 16 September 2022 Annual General Meeting as a true and accurate record.
Moved: Chris Wyhoon. Seconded: Phil Honey. Carried.

2.1 Matters Arising

Nil.

3. Casual vacancy | Peter Roberts, GGA Chair

To ratify the appointment of a Member nominated Director from a casual vacancy

Resolution: That Members ratify the appointment of Mr Chris Wyhoon for a term ending at the 2024 AGM.

GGA Chair described the background of the casual vacancy, and the need for ratification of a casual vacancy appointment under



Rule 47. The ordinary resolution was considered and carried.

Resolution

That Members ratify the appointment of Mr Chris Wyhoon for a term ending at the 2024 AGM.

4. Election of Member Nominated Directors | Peter Roberts, GGA Chair

There are seven (7) candidates for two (2) vacant Member Director Positions.

Resolution: That Members elected [—] and [—] to the Board of GGA Inc for the term ending at the 2025 Annual General Meeting.

GGA Chair identified the six (6) candidates available for consideration and asked for members to vote on the provided ballot papers.

The candidates were noted as:

- Barb Howard | Certified Organic Biodynamic Western Australia Inc (COBWA)
- Marie Fowler | South East Premium Wheatgrowers Association (SEPWA)
- Audrey Bird | Facey Group
- Davina Gossage | Women in Farming
- Simon Dawkins | Oil Mallee Association of WA
- Tony White | Moora Miling Pasture Improvement Group

The AGM continued while returning officers conducted the verification of results.

5. Annual Report and Audited Financial Statement 2022-23 (Rule 61(3)(b))

Recommendation: That Members accept GGA Inc's Annual Report and Financial Report for 2022-23.

GGA Chair introduced Rikki Foss, GGA CEO, and Jack Hayes, Manager at Byfields, to present the Annual report and the 2022-23 Audited Financial Statement.

5.1 Presentation of the year's activities – Rikki Foss, CEO

The GGA CEO provided an overview of GGA's network diversity and growth since incorporation in 2019. GGA projects, value and funding to grower groups was described, including the new RiskWi\$e project Emerge Program, Measuring Harvester Losses, and Pilot Water Quality testing project, delivery of the Hub, and role of GGA in leading or brokering projects with groups.

Value of project funding deliver to groups is \$9.3m in 2023, up from \$3.7 in 2022, and \$800k in 2021.

The GGA capacity building program delivered 23 activities, with 626 delegates attending events, and 6535 delegate hours invested.

Annual report | Moved: Barb Howard. Seconded: Jodi Duncan.

5.2 Presentation of Financial Report – Jack Hayes, Manager Byfields Business Advisers

Jack Hayes, Manager at Byfields presented the 2022-23 Audited Financial Statements. A net surplus of \$252,654 was recorded, primarily driven by GGA budgeting for 2022-23 and 2023-24 being high cost years. This relates to GGA operational expenditure and growth in the organisation, and major delivery expenditure of projects like the SW WA Hub, WaterSmart Dams. Noted that both income and expenditure in 2023 increase substantially compared to 2022, due to project activity and new projects GGA received.

GGA was noted as remaining in a strong financial position with strong cash reserves, relating primarily to growth and delivery of projects.

Question from a member regarding GGA projected deficit. Deficit position is budgeted based on projection of existing projects under management only and does not include any new projects being received.

Financial report | Moved: Simon Dawkins. Seconded: Audrey Bird.



6. Announcement of results of Member nominated Directors

The GGA Chair presented the results of the Election to appoint two (2) member nominated Directors to the GGA Board. All nominees were thanked for their nominations and interest in joining the GGA Board. Outgoing Directors Greg Curnow and Kelly Pearce were thanked for their work. Incoming Directors were congratulated on their appointment to the 2025 AGM.

Resolution

That Members elected Marie Fowler and Audrey Bird to the Board of GGA Inc for the term ending at the 2025 Annual General Meeting.

7. Special resolution - Approval of amendment to Rule 12(4)(a)

Special resolution: That Rule 12(4)(a) be amended, with effect from the date on which it is lodged with the Department of Mines, Industry Regulation and Safety, be amended from "Associate Group Member" to "Associate Grower Group Member"

The special resolution to amend Rule 12(4)(a) of the GGA constitution was presented. The reason for the change was identified as being administrative to ensure clarity and consistency with the implementation of the rules and considering membership applications.

No clarification was requested.

The special resolution was put and carried by the minimum 75% majority.

Special resolution

That Rule 12(4)(a) be amended, with effect from the date on which it is lodged with the Department of Mines, Industry Regulation and Safety, be amended from "Associate Group Member" to "Associate Grower Group Member".

8. Special resolution – Approval of amendment to Rule 50

To consider, and if thought fit, to pass the following resolution as a Special resolution to amend the rules of the association.

Special resolution: That Rule 50 be amended, with effect from the date on which it is lodged with the Department of Mines, Industry Regulation and Safety, by deleting the current rule 50 and replacing it with the following:

*"(1) In this rule –
director means any director;
Board meeting includes a meeting of a subcommittee.*

(2) Directors are entitled to be paid out of the funds of the Alliance as remuneration for their ordinary services as directors in accordance with these rules.

(3) Members must, in a general meeting, approve a maximum aggregate annual amount for the remuneration of the directors.

(4) Remuneration fixed by the Board for the directors' ordinary services as directors must not exceed the maximum amount approved by members in general meeting under clause 50(3)."

The special resolution to amend Rule 50 of the GGA constitution was presented.

The reason for the change was identified as relating to a growth of GGA and in the responsibilities as Directors of the organisation. It was noted that the Board has been considering this matter for a number of years and noted the complexity of the existing Rule 50 as being limiting in the definitions and implementation of the rule.

Noted that the special resolution and the next item to discuss are linked. The special resolution calls for the implementation of a pool of funds available for remuneration. The ordinary resolution will be considered only if this special resolution passes.

Questions included

- The GGA Chair noted that to date no Director has been remunerated
- what were the alternatives considered by the Board when looking at remuneration? If the Board are unable to complete a task or duty, it would fall to GGA operational staff or seek third party suppliers to provide expertise.

The special resolution was put and carried by the minimum 75% majority.

Special resolution

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9. Ordinary resolution – Approval of directors' remuneration amount

Subject to the special resolution being passed, to consider, and if thought fit, to pass the following resolution as an ordinary resolution, for the purposes of amended rule 50, to:

Resolution: Approve the maximum aggregate annual amount of \$95,000 for the payment of directors' fees.

As the special resolution to amend Rule 50 passed, the ordinary resolution to consider a maximum aggregate annual amount of \$95,000 was presented for consideration.

Questions were:

- how was the \$95,000 figure determined. GGA has eight (8) directors - five (5) member elected and three (3) independent directors. The figure was determined as being consistent with other not-for-profit Director values.
- what is the current in-kind contribution of Directors to GGA? The metric currently isn't tracked. Noted that the value is likely well in excess of the \$95,000 value, based on the number of meetings, subcommittees and work of the Board per year.

The ordinary resolution was put and carried by the minimum 51% majority.

Resolution

Approve the maximum aggregate annual amount of \$95,000 for the payment of directors' fees.

10. General Business

The GGA Chair noted that general business cannot receive resolutions, and opened the floor for discussion.

10.1 Other business

Comments from the floor were:

Given that GGA Directors will now be remunerated, what is the direction of the board to manage the financials to enable this. Noted that the Directors have an obligation to not stress the organisation. The Remuneration funds will be provided by the GGA overheads funding.

The vision of GGA is to push collaboration and have a producer-led system, however those may be counter-intuitive in delivery of the vision. Noted that GGA has a strong connection with growers through grower groups. Working with groups on research that their growers want and adds value to their business is a priority. Growers driving research will deliver extension and adoption.

Comment that some project funders have the perception that grower groups don't need funding, as they receive money from GGA. Noted that the comment should be disputed - GGA don't intend to be another grower group and we bring funding to groups and do work for the benefit of the alliance and network. GGA CEO commented that when GGA consider applying for a project as a lead, they consider if it adds value to the overall network. The GGA members are diverse in their interests, scale and priorities - some groups are: research and development, extension and adoption, community, or interest groups. GGA will apply for projects when there is a wider impact available. GGA CEO noted that grower groups and GGA, have grant fatigue - they are time consuming and resource intensive. GGA will support groups when they reach out and where the benefit will impact the network.

11. AGM Closure

GGA Chair thanked all members for attending and supporting GGA, and wished all safe travels home.



**GROWER
GROUP
ALLIANCE**

Together we grow

Rikki Foss, Kallista Bolton and the GGA staff were thanked for the presentations and deliver of the event.

Meeting closed 12.03pm.