



ACN: 099 357 454

Minutes of the 24th Annual General Meeting 2025

4/121 Allingham St Armidale NSW 2350

This (adjourned) meeting opened at 6 pm Wednesday 19th November 2025 via virtual platform.

1. Welcome, Apologies

Acknowledgement of country.

Present – Angus Adair, Bruce Whan, Bryan Johnston, Rowena Childs, Arleen Packer, Beatrice Bashford, Bev Stubberfield, David Mailler, David Steller, Jill Moore-Kashima, Karen Zirkler, Lucie Street, Margaret England, Peter Metcalfe, Richard Daugherty, Rob Sieben, Roy Robertson, Sara Schmude, Shane Andrews, Stephen Harvey, Struan Ferguson, William Malcolm Perrottet, Nick Reid (Chair), Brooke Kennedy .

There were no **apologies** offered for the adjourned meeting, however the following people offered apologies for the original meeting date: Chris Duncan, Henry King, Michael Taylor, Kate Boyd, Jill Moore-Kashima, Tom Fisher, Helen Webb, Elizabeth Rosser (Local Landcare Coordinator).

2. Minutes of previous meeting

Minutes of the previous AGM were taken as read.

The chair corrected some misspelt names and apologised to the members concerned. The chair also noted that the policy referred to on page 4 regarding the interest on group funds had been approved by the board in June 2025 and is now posted on the organisation's website. There were no further comments or questions.

Resolution: Members resolved that the minutes of the meeting held 13th November 2024 AGM are a true and accurate record. Moved: David Steller, seconded: Bruce Whan. Carried.

3. Chair's Report

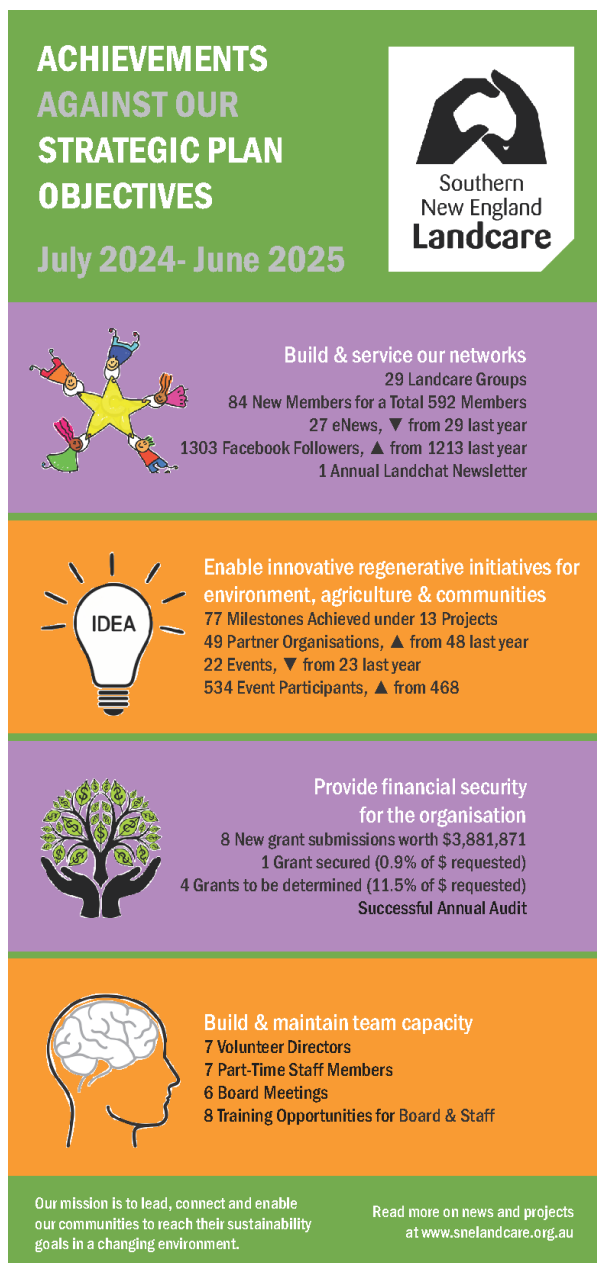
The chair presented his annual report to members as follows:

The 2024–2025 financial year saw Southern New England Landcare Ltd continue to make meaningful contributions to the health and wellbeing of our region. We remain committed to our vision and mission and we worked diligently to advance our four strategic objectives.

An infographic summarising our achievements against the Plan Objectives is available in the business papers. My report expands on the highlights in more detail.

Build and Service Our Networks

Our network of Landcare groups remained steady at 29, while membership grew by 84 (more than 15%), bringing our total to 592 members at 30 June 2025.



We supported members with 27 editions of our fortnightly e-News delivered to their In-boxes, sharing a broad range of opportunities and events. Our social media presence grew, with Facebook followers increasing by 90 to a total of 1,303. We've also launched a SNEL LinkedIn profile and we would like to encourage everyone to connect with us there.

Our annual *Landchat* newsletter, circulated in November 2024, showcased the 2024 calendar year's achievements in detail. Our 2025 edition of *Landchat* will be available at the end of this month.

We maintained active relationships with 52 partner organisations — an increase of four over the 2024 financial year.

Enable Innovative Regenerative Initiatives for Environment, Agriculture & Communities

In 2024–25, SNEL delivered 77 contracted milestones across 13 projects aligned with our strategic objective to foster innovation in environmental, agricultural and community regeneration.

We coordinated 22 events, including two Member Musters. In November 2024, we welcomed Warren Davies, “The Unbreakable Farmer,” a leading advocate for rural mental health. In May 2025, we heard from Kerrie Saunders, a Gomeroi/Guumbraay woman and cultural educator from Moree.

These events reached and upskilled 534 participants — a 15% increase from 468 the previous year.

The NSW Government's Landcare Enabling Program 2023–2027 continues to be a cornerstone project, allowing us to employ 1.75 FTE Local Landcare Coordinators — Struan Ferguson and Elizabeth Rosser — who have significantly expanded our capacity to support members. Their work has included securing and delivering smaller grants, hosting events focused on resilience, mental health and cyber security, and facilitating action planning sessions that are revitalising group activity and membership.

The Northern Tablelands Koala Partnership Project, led by Matt Elsley and supported by Janeen Robb, achieved strong on-ground and capacity-building outcomes. In July 2025, we welcomed Thaw Ni Ni Zaw as our new Koala Conservation Project Officer following Matt's departure to pursue his dream role in threatened species conservation with the NSW Department of Climate Change, Energy, the Environment and Water. Thaw will share more about the Koala Partnership Project's achievements, to date, during tonight's Member Muster.

Provide Financial Security for the Organisation

During the financial year, SNEL and its groups submitted eight new grant applications — a marked decrease (73%) in number but a 300% increase in total value, amounting to \$3,881,871. At 30 June, one application was successful, three were unsuccessful, and four were pending.

The successful grant was submitted by Uralla Rivercare Group through the Foundation for Rural & Regional Renewal and is called *Water Resilience & Sustainable Management for Homes & Villages*. Focusing on urban and peri-urban areas, the project responds to increasing challenges around water security, runoff, and climate resilience. With the guidance of sustainability expert Jerry Coleby-Williams from ABC's *Gardening Australia*, participants will explore practical approaches to rainwater harvesting, stormwater infiltration, greywater recycling, and soil improvement.

In March 2025, we held our annual strategic planning workshop, facilitated by Dr Julian Prior, a long-time supporter of Landcare in our region. The plan was refreshed and will soon be available on our website.

In April 2025, the board established the Southern New England Landcare Risk Committee to strengthen organisational resilience. Richard Evans, a Uralla resident, joined the CEO and directors on the committee. Richard worked in risk management in local government and insurance throughout his career. Our Risk Committee held its first meeting in April, with the second meeting scheduled for next week.

In June and July, we relocated to new premises at Unit 4, 121 Allingham Street, Armidale. Having outgrown our Hanna's Arcade offices, we chose not to renew the lease. Staff are very happy with the purpose-built space with its dedicated offices, open plan work spaces, board room, storage areas, bathrooms and kitchen.

In June and July, SNEL experienced two cybersecurity incidents. These prompted swift action from the CEO, staff, board and IT consultants to investigate, secure systems and deliver cybersecurity training. A cybersecurity policy is in place, and the board is considering cybersecurity insurance. SNEL and our staff did not lose any money as a result of the attacks.

Our 2024–25 financials were audited by Roberts + Morrow, Armidale, with a positive outcome and no adverse findings. As the auditor noted, "They are a very 'boring' set of financial reports", reassuring us that everything is in order.

Roberts + Morrow also audit Landcare NSW's annual finances, so our auditors are fully informed not only about the nature of our business but also the operations of the state organisation, the strengths and weaknesses of our business model, and the Landcare Enabling Program delivered through Landcare NSW.

Build and Maintain Team Capacity

Our organisation was governed by a dedicated board of volunteer directors, who met six times throughout the year in a mix of in-person and online meetings. Eight directors finish their annual terms at this meeting, with an average of six directors attending board meetings since July 2024.

In November 2024, we said goodbye to:

- Sara Schmude, Natural Capital Project Manager with Impact Ag Australia. Sara was a director with SNEL for 12 months. However, she continues to advise us about the rapid evolution of natural capital markets, in which she plays a decisive role in both Australia and the US.

We welcomed two new skills-based directors in the past 12 months:

- Dr Brooke Kennedy, a Gomeroi yinarr (Kamilaroi Woman), is a senior lecturer at the University of New England, a Uralla resident, and a specialist in canid and felid biology, ecology and behaviour. Brooke joined the board in November 2024, bringing valuable First Nations knowledge and experience.
- Mr Robert Sieben joined us in August 2025. He brings over 40 years of expertise in IT, business management, HR, fundraising, marketing and governance. Rob lives in Adelaide and so will be joining us online most of the time.

Staff and board members participated in at least eight professional development opportunities during the year, covering governance, financial management, leadership, cybersecurity, philanthropic engagement, and the potential of natural capital as an income-generating opportunity for SNEL.

Acknowledgements

2024–25 has been a productive and rewarding year, despite the inevitable challenges. The highlights featured in *Landchat #124* speak volumes about the dedication of our team – you can look forward to the year’s highlights in your letterbox in late November.

I extend my heartfelt thanks to our staff. To CEO, Karen Zirkler, in particular, whom we are very lucky to have and who makes my life as chair of the board easy! I would also like to thank the rest of our great team: Struan Ferguson, Beth Rosser, Matt Elsley, Thaw Zaw, Janet Hodge, Janeen Robb and our bookkeeper, Amanda Fenwicke.

Thank you also to my fellow board members over the past 18 months: vice-chair David Steller, treasurer Bev Stubberfield, and Bryan Johnston, Peter Metcalfe, Steve Harvey, Sara Schmude, Dr Brooke Kennedy, and most recently, Rob Sieben.

And a special thanks to Peter Metcalfe, who, after joining the board at the 2013 AGM has spent the last 12 years supporting the organisation in a voluntary capacity as a director. Peter has not re-nominated as a board member in 2025–26. We very much appreciate his input, involvement, wisdom and contributions over such a long period of time. We wish him and Sue all the best for the future and hope they won’t be strangers. And a tip: if you ever get the chance to sit with him in the late afternoon and watch all the small to medium-sized woodland birds coming into drink, feed and bathe on his patio, it is one of the region’s great ecotourism experiences you will ever enjoy!

Finally, thank you to you, our group representatives and members. Without you, Southern New England Landcare would not exist.

Em Prof Nick Reid, 12 November 2025

Resolution: that the Chair’s report be accepted. Moved Peter Metcalfe, seconded Bev Stubberfield. Carried.

4. Financial Report

The Audited 20204–2025 Financial Statements were reviewed and approved for signing by the board at their October 2025 board meeting, where the auditor was a guest at the meeting. The financials were circulated to all members on 30th October and showed the following:

- Profit and Loss Statement
 - Total income for the 2024–2025 financial year (FY) was \$837,396, down slightly from \$895,036 in the previous year
 - Total expenses for the year were \$824,607, up slightly from \$819,078 in the previous year
 - Total comprehensive income for the year was \$12,789, down from \$69,095 in the previous year.
- Balance Sheet
 - Total assets were \$1,100,632 in the 2025 FY, down from \$1,112,020 in the previous year
 - This difference was largely due to the reduced value of Right of Use Assets (the leased office premises)
 - Total liabilities were \$427,851 in the 2025 FY, down from \$452,028 the previous year
 - This difference was due to a range of factors varying in the liabilities category (both up and down)
 - Net assets and total equity in the 2025 FY were \$672,781, up from \$659,992 in the previous year

- Total equity consisted of \$537,206 in retained earnings and \$135,575 in reserves (sub-group funds)
- Cash and cash equivalents at the end of the last financial year were \$1,061,109, up from \$1,009,445 the previous year.

Resolution: Members resolved to note the audited financial statements for year ending 30 June 2025. Moved: Bev Stubberfield, seconded: Brooke Kennedy. Carried.

Appointment of auditors

The previous minutes noted that we went to the market last year and found that we were getting a good deal with Roberts +Morrow.

Resolution: Members resolved to retain Roberts + Morrow Auditors as Southern New England Landcare Ltd's auditors for the 2025–26 financial year. Moved: David Steller, seconded: Beatrice Bashford. Carried.

5. Setting of membership subs

Guarantee Memberships for Group and Individual members are currently \$0.

Associate Memberships are currently \$110 for Corporate Members and \$0 for Individuals.

Resolution: Members resolved to set annual Associate Membership subscriptions as follows: Corporate - \$110 inc. GST; Individuals – free. Moved: David Steller, seconded: Beatrice Bashford. Carried.

6. Election of Directors and Office Bearers

Members noted the following:

- Southern New England Landcare has four Membership Classes:
 - i. Guarantee – Group
 - ii. Guarantee – Individual
 - iii. Associate – Corporate
 - iv. Associate – Individual.
- Guarantee members have voting rights, while Associate members do not.
- The constitution of Southern New England Landcare Ltd lays down procedures that must be followed for the AGM and election of directors.
- Any Member Class Guarantee, whose nomination was received by the Secretary of Southern New England Landcare Ltd by the due date, is eligible to be elected to the Board of Directors, and then to any position of office for which they have nominated.
- Should any position of Director or Office bearer remain vacant after the AGM, the Board may accept nominations at any time to fill these positions.
- Invitations to nominate as a director on the board were circulated in early October 2025.
- Nominations received by the due date were:

Nominations for Directors	Nominated by	Seconded by
1. Bryan Johnston	Stephen Harvey	Nicholas Reid
2. Robert Sieben	David Steller	Bryan Johnston
3. Stephen Harvey	Nicholas Reid	Brooke Kennedy

4. Bevely Stubberfield	Nicholas Reid	Brooke Kennedy
5. Brooke Kennedy	Nicholas Reid	Stephen Harvey
6. David Steller	Nicholas Reid	Stephen Harvey
7. Nicholas Reid	Brooke Kennedy	Stephen Harvey

- Nominations received by the due date were posted publicly at the office and on the website on 29th October 2025 and circulated in the eNews sent to all members on 30th October.
- There were no further nominations.

Election of directors

- Under Clause 38.3, the constitution states that each of the directors must be appointed by a separate resolution, unless:
 - a. The members present have first passed a resolution that the appointments may be voted on together, and
 - b. No votes were cast against that resolution.

Resolution – Members resolved that the appointments of directors may be voted on together. Moved: David Steller, seconded: Margaret England. Carried.

Resolution – Members resolved to appoint Bryan Johnston, Robert Sieben, Stephen Harvey, Bevely Stubberfield, Brooke Kennedy, David Steller and Nicholas Reid to be directors on the board. Moved: David Steller, seconded: Margaret England. Carried.

Election of chairperson

- Under clause 39 of the Constitution, the **directors** elect a director as the company's chairperson. Only one nomination for chairperson was received by the due date of 29th October 2025.

Resolution - Directors resolved to install Nicholas Reid as Chairperson. Moved by Brooke Kennedy, seconded by Steve Harvey. Carried.

Election of vice chairperson

- Only one nomination for Vice Chairperson was received by the due date of 29th October 2025.

Resolution - Directors resolved to install David Steller as Vice Chairperson. Moved by Nicholas Reid, seconded by Steve Harvey. Carried.

Election of Treasurer

- Two nominations were received for Treasurer by the due date of 29th October 2025, at which time one was withdrawn.

Resolution - Directors resolved to install Robert Sieben as Treasurer. Moved by David Steller, seconded by Bryan Johnston. Carried.

Appointment of secretary

- Under clause 56.2, a secretary must be appointed by the directors.

Resolution - Directors resolved to appoint Karen Zirkler as Company Secretary. Moved by Robert Sieben, seconded by David Steller. Carried.

The meeting via virtual platform closed at 3.30 pm on 25th November 2025.