



**NORTHERN AGRICULTURAL CATCHMENTS  
COUNCIL**

**SPECIAL GENERAL MEETING**

**Thursday 27 February 2025**

**09.01am to 09.33am**

**Venue:  
NACC NRM Enterprise Hub, 4 Walton Close,  
Geraldton**

**UNCONFIRMED MINUTES**

Signed as a true and correct record of proceedings

\_\_\_\_\_  
Chair

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# NORTHERN AGRICULTURAL CATCHMENTS COUNCIL

27 February 2025  
09.00am to 10.00am

## SPECIAL GENERAL MEETING AGENDA

- |            |                |                                                                               |                         |
|------------|----------------|-------------------------------------------------------------------------------|-------------------------|
| <b>1.0</b> | <b>09.00am</b> | <b>Open Meeting</b>                                                           |                         |
|            |                | 1.1 Acknowledgement of Country                                                |                         |
|            |                | 1.2 Attendance & Apologies                                                    |                         |
| <b>2.0</b> | <b>09.10am</b> | <b>Proposed Amendments to the Rules<br/>of the Association (Constitution)</b> | <b>(for Decision)</b>   |
| <b>3.0</b> | <b>09.50am</b> | <b>Open Question Time</b>                                                     | <b>(for Discussion)</b> |
| <b>4.0</b> | <b>10.00am</b> | <b>Close Meeting</b>                                                          |                         |

## 1.0 Open Meeting (09.01am)

**Author:** Elisabeth McLellan  
**Position:** Chair  
**Date:** 27 February 2025

### 1.1 Acknowledgement of Country

NACC NRM welcomes Kyiesha Ronan from the Wilunyu Mob to conduct an acknowledgement to Country for the meeting.

### 1.2 Attendance & Apologies

**Author:** Ella Neethling  
**Position:** Executive Assistant  
**Date:** 27 February 2025

#### **Present**

**NACC Board Members** E McLellan; S Levett; W Easton; K Barras

**Executive Support** K Watson; E Neethling

**NACC Members** J Beven; C Love; G Brennan; J Kendle; R McLellan;  
Y Marsden; J Lennard; J Clune; Dr M Payne;  
P Findlater

**Observers** P Royce; T Flemming; K Ronan; J Burney;  
Y Hollings; P Royce;

**Apologies** K Allen; C Evans; C Galli; M Stanborough; R Keogh;  
E King; A Killen

## 2.0 Proposed Amendments to the Rules of the Association (for Decision)

**Author:** Elisabeth McLellan  
**Position:** Chair  
**Date:** 27 February 2025

The NACC NRM Board is advocating for specific amendments to the NACC NRM Constitution and will seek the endorsement of 75% of the members present at the meeting to implement these modifications.

These proposed changes are intended to enhance the Board's effectiveness, adapt to shifts in NACC NRM's operational landscape, and revise the operational provisions of certain clauses.

For a detailed view of the Proposed Constitution, please consult **Appendix 2.1**.

### Resolution 1/NACCSGM/02/25

The NACC NRM Members consent to the proposed amendments to the Constitution as outlined, subject to amendment to sub-rule 17(c) replacing the word 'comprise' with 'include'.

**MOVED: E. McLellan**

**CARRIED: All**

#### Discussion:

- The Chair acknowledged that the meeting had reached quorum and presented a summary of the main suggested modifications outlined in the presentation, as detailed in Appendix 2.1.
- Questions Arising
  - During the Special General Meeting, the Board and Management addressed various inquiries from members regarding proposed amendments. A significant point of discussion was the definition of the "CEO," which refers to the chief executive officer or an equivalent role appointed by the Board.
  - Concerns were raised about sub-rule 17(c), which seemed to imply that the Board required only four positions. Members suggested an amendment to clarify that the Board may appoint up to seven directors by changing the term "comprise" to "include." This amendment aims to enhance clarity regarding the composition of the Board.
  - The potential conflict of interest involving Board Directors serving on the Nominations Committee was also examined. It was concluded that the Terms of Reference for the Committee provide sufficient transparency to mitigate these concerns. Furthermore, the Board has the option to appoint an external community member to the Committee, while the final approval of any Director positions remains with the Members at the Annual General Meeting, ensuring transparency in the appointment process.
  - Sub-rule 11(b) was highlighted for its importance in maintaining Board continuity, balancing consistency with the need for new skills. It was noted that if the Board consists of five to seven members, it retains the authority to appoint additional members with specific skills to fill vacancies. Although the provision for supernumerary members has been removed, the Board is allowed to directly fill vacant positions if it has fewer than seven members.
- A total of seven proxy votes were submitted concerning the resolution to endorse the proposed amendments to the Constitution. Of these, four votes were in favour, and three proxy votes were allowed to be cast at the discretion of the proxy, which was recorded by show of hands in favour. Furthermore, the fourteen individuals attending the meeting in person demonstrated their support for the resolution through a show of hands. No opposing votes were received.

### **3.0 Open Question Time**

**(for Discussion)**

No additional questions were recorded at the meeting.

### **4.0 Close meeting (09.33am)**

### **5.0 Appendices (these are emailed separately)**

**Appendix 2.1          SPG Presentation 2025**



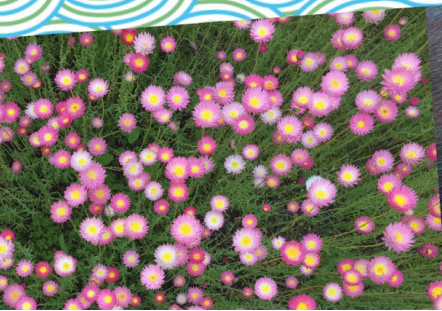
# Welcome

## NACC NRM

# SPECIAL GENERAL MEETING

THURSDAY 27 FEBRUARY 2025

**Catalysing Community Conservation**



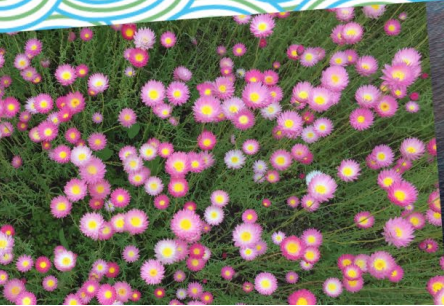


# ACKNOWLEDGMENT OF COUNTRY

**Kyiesha Ronan**

WILUNYU MOB

**Catalysing Community Conservation**





# NACC NRM SPECIAL GENERAL MEETING

Thursday 27 February 2025 | 09.00am – 10.00am

## AGENDA

### **1.0 09:00am Open Meeting**

1.1 Acknowledgement of Country

1.2 Attendance & Apologies

### **2.0 09:10am Proposed Amendments to the Rules of the Association - Constitution (for Decision)**

### **3.0 09.50am Open Question Time**

### **4.0 10.00am Close Meeting**

# WELCOME

## Elisabeth McLellan

CHAIR, NACC NRM



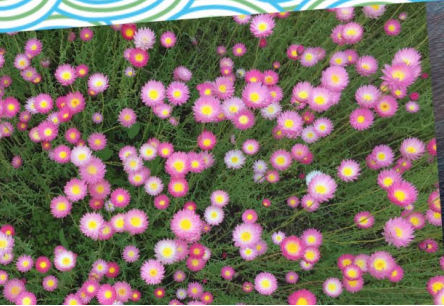
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<https://www.nacc.com.au/news-all/>



# PROPOSED AMENDMENTS

TO THE RULES OF THE  
ASSOCIATION - CONSTITUTION

**Catalysing Community Conservation**



# PROPOSED AMENDMENTS



- 1. Provides improved clarity of rights and process**
- 2. Aligns with the Australian Charities and Not-for-profits commission (ACNC) model**
- 3. Enhances skills based governance**
- 4. Developed under a continuous improvement model**

# SIGNIFICANT CHANGES



## 1. Subscription Fees

- Provide clarity and alignment against the model
- Does not represent any intention to charge members' fees
- NACC NRM encourages the NRM-minded community across the region to become members

## 2. Suspension and Expulsion of Members

- Administrative changes - rights and procedure for suspensions and expulsion of members - aligned to the model and
- Includes Directors - effective and transparent governance of NACC NRM
- Provide clearer dispute resolution

## 3. Role of the Chair

- Increased role for the Chair for engagement at state and national level
- Provide alignment to NRM WA and NRM Regions Australia advocacy for NACC NRM and the sector

# SIGNIFICANT CHANGES



## 4. Nominations Committee

- Inclusion of processes for a Nominations Committee
- Provide improvement and replacement of the Independent Selection Panel (ISP)
- Purpose is to drive a Skills Based Board of Directors for NACC NRM, allowing the Directors to assess deficiencies and to seek required skills in Nominees.
- Outcome to ensure relevant skills that can enhance NACC NRM's governance are being sought and added to the Directorship
- NACC NRM members retain the power to determine Directors through a vote for the Nominees provided from the Committee

## 5. Advisory Panels

- Allow the Board to appoint Advisory Panels
- Provide opportunity for additional skills-based governance

# RECOMMENDATION



That the NACC NRM Members agree to the proposed amendments to the Rules of the Associations / Constitution as presented.

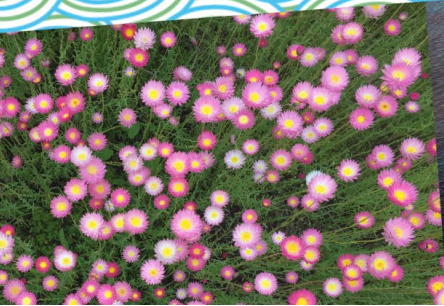


# OPEN QUESTION TIME

**Elisabeth McLellan**

CHAIR, NACC NRM

Catalysing Community Conservation





THANK YOU



# NACC NRM SPECIAL GENERAL MEETING

THURSDAY 27 FEBRUARY 2025

**Catalysing Community Conservation**

