



2012 Annual General Meeting Minutes

RZSSA MINUTES OF THE 134th ANNUAL GENERAL MEETING

Held in the Fig Tree Conference Centre, Adelaide Zoo
on Thursday, 6th December 2012 at 7pm

The meeting opened with the President, Mr Kevin McGuinness in the Chair. Mr McGuinness welcomed one hundred Members and two guests and confirmed the attendance of a quorum.

Apologies for non attendance were received from twenty eight members.

Minutes of the 133rd Annual General Meeting published in the 2011/2012 Annual Report were confirmed (moved Dr Ed McAlister, seconded Maurice Keenan). There were no matters arising from the minutes.

The President apologised for the need to change the date of the meeting due to the late delivery of the notice of the meeting.

Review of the year 2011/2012 by the President Kevin McGuinness highlighted the following:

- Past twelve months one of transition as we from the financial challenges which faced the organisation in 2011.
 - Resignation of Dr Chris West as Chief Executive Officer in April 2012.
 - CE recruitment search put in place by the Board.
 - Very pleased to welcome Elaine Bensted.
 - Board attracted to Elaine's strong leadership and management skills, her disciplined approach and the passion she displayed for our organisation and the role.
 - Elaine has been in her position for 3 months and is still settling in to her role.
 - Our financial performance for 2011/12 year reflects the challenges faced by the business as well as the restructuring of our financial position.
 - Leaving aside the specific challenges faced by Zoos SA the past 12 months has been a challenging environment across most areas reliant on discretionary spend such as retail and we are not immune to this.
 - Attendance numbers have expectedly fallen from the peaks experienced following the arrival of the Pandas though remain above levels prior to the Panda arrival.
 - We are committed to rebuilding a strong financial position.
 - A new 5 Year Business Plan has been developed and is being progressively rolled out through the organisation.
 - The plan provides the framework for a sustainable future for the organisation.
 - These are challenging targets – both financial and non financial.
 - Progress to date has been solid with much more to be done.
 - Importantly the plan provides a clear framework and a basis to track and monitor performance.
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- Key priorities for the next 12 months are:
 - Building revenue streams across the business including broadening our revenue base further.
 - Significant focus on our marketing strategy for the next 18 months including areas such as programming, events, retail, catering, as well as traditional areas such as public relations and promotions.



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- Developing an integrated master plan for Adelaide and Monarto taking into account a long term review of our collection plan as well as incorporate outcomes from a condition infrastructure audit being undertaken across our sites.
 - Continuing to manage and realign our cost structure.
- In May changes to the Rules were approved with the key area of change being the composition of the Board
 - The changes were in part necessitated by the decision of the Government to no longer have direct Board representation.
 - Key changes included expanding member representation from 5 to 6 and the ability to co-opt up to 3 external members to the Board.
 - As shown from the agenda for tonight's meeting we have made progress in expanding and strengthening the Board through both avenues.
 - Tonight we welcome Kate Thiele and Bryce Coombe to the Board as co-opted members.
 - Kate is the CEO of a not for profit organisation and Board member of other not for profit organisations.
 - Kate has a strong background in finance, governance and marketing.
 - Bryce is a director of the well known marketing firm Clemenger BBDO bringing skills in strategic marketing, PR and programming.
 - The President then thanked Nicholas Newland for his service of six years to the Board.
 - A serious issue with reflect to Monarto is Council approval of a drag strip to be constructed on land adjoining despite protests from a number of groups including Zoos SA. After taking legal advice the Board decided to appeal this decision to the EPD court which will incur considerable cost. We believe this proposal is totally incompatible with what is one of South Australia's major tourism and conservation destinations.
 - With respect to the freehold land purchased by Zoos SA a number of years ago review continues as to future options. The agreement with Government and Westpac requires reduction in debt from this land. Alternative proposals are being scrutinised. The value of the land has not been immune to the general downturn in property values in regional areas.
 - President Kevin McGuinness thanked the Board, Management, Staff, Volunteers, Members and sponsors for their support over the last twelve months.
 - In response to a question suggesting that the Zoo purchase the land to be used for the drag strip the President said this could not be considered due to the lack of funds.
 - In response to a question relating to impairment of assets resulting in a write down of \$1.846M this was due to the fall in value of the Monarto land.
5. Adoption of the Balance Sheet and Accounts for 2011/2012. Dr Ed McAlister moved, seconded by Clive Watts that the Balance Sheet and Accounts be adopted. The motion was carried.
6. Appointment of Auditor for 2012/2013. Dr Ed McAlister moved seconded by Pam Page that KPMG (Partner Scott Fleming) be appointed for 2012/2013.
7. Report of the Board in accordance with the Associations Incorporated Act S35(5) concerning disclosure of any benefit to office holders. The Board reported that during 2011/2012 period no officer has received any benefit of a pecuniary value other than in the case of officers employed by the Society.



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8. Changes to the Membership of the Board:

8.1 The President declared the results of the 2012 Board election being:

Board member elected by Society Members: Mr Kevin McGuinness
Dr Carla Litchfield
Mr Clive Watts
Mr David Sanders
Mr Graeme Crook

8.2 Co-opted Board Members: Ms Kate Thiele (36 months)
Mr Bryce Coombe (12 months)

9. The President advised that nominations had been received by the incoming Board as follows:

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| President | Dr Carla Litchfield |
| Vice President | Mr Rodney Hobbs |

The President advised that the incoming Board had met and resolved to recommend to the Annual General Meeting that these nominations be ratified by members.

Dr Ed McAlister then addressed the meeting stating that Kevin McGuinness had performed an excellent role as President and asked him to reconsider his decision to not nominate as President. Kevin McGuinness responded saying that he could not provide the time required for the role but would remain as a Board Member and as Chairman of the Finance and Audit Committee and the Governance Committee.

Kevin McGuinness then moved seconded by Dr Ed McAlister the appointment of Dr Carla Litchfield as President.

MOTION: Carried with acclamation

Kevin McGuinness moved seconded by Tim Tolley the appointment of Rodney Hobbs as Vice President.

MOTION: Carried with acclamation

10. Other Business

No formal matters had been received by the Secretary. Life member Stacia Sorenson addressed the meeting with respect to health and safety of items sold by the Society.

Dr Rob Morrison addressed the meeting. He said that under the revised Rules there was a need to ensure that candidates for Board positions declared all relevant information. It was suggested that the Governance Committee could give this consideration for future elections.

Kevin McGuinness thanked Secretary, Neil Killmier for his work over a long period.

Dr Carla Litchfield the newly appointed President then addressed the meeting. She said she was looking forward to her role with two women in top positions. She spoke with passion about her love of



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animals and animal welfare issues and that she wants to ensure these areas continue to receive the focus they require.

11. Close of meeting. The President thanked members for their attendance and invited them to remain for refreshments following the presentation by Elaine Bensted.

12. Presentation by Chief Executive Officer Elaine Bensted. Elaine with the use of a screen presentation spoke about her early ambitions. She said that her new role had many similarities to her previous responsibilities as Chief Executive of TAFE SA such as staff management, budgeting and working with stakeholders. However Zoos SA had new issues such as collection planning, volunteers and members. She spoke of her confidence in working with the Board and staff to deliver on the Strategic and Business Plan.

Members thanked her for her presentation with acclamation.